



BYLAWS
OF THE
FRANK PHILLIPS COLLEGE
DEVELOPMENT CORPORATION

Article I

Structure and Purpose

- Section 1.1 **Name.** The Name of the Corporation is The Frank Phillips College Development Corporation, hereinafter referred to as the Corporation.
- Section 1.2 **Status.** This Corporation is organized exclusively for charitable and educational purposes, with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.
- Section 1.3 **Purpose.** The purpose of the Corporation is to strengthen and contribute to the educational mission of Frank Phillips College by seeking, receiving and distributing gifts, bequests and donations, and to account for and manage assets submitted to the Corporation on behalf of Frank Phillips College and the residents of its service area, the nine northernmost counties of the Texas Panhandle.
- Section 1.4 **Principal Office.** The Corporation's principal office shall be located at 1301 W. Roosevelt St., Borger, Texas 79007.
- Section 1.5 **Policies and Procedures.** Along with these Bylaws, the Board shall be empowered to establish, and amend, Policies and Procedures that are reviewed and approved by the Board from time to time.

Article II

Members of the Corporation

- ~~Section 2.1 **Members.** The members of the Corporation shall be the original Directors and any person, organization or corporation who makes a gift to the Corporation having a value of at least \$200.00 \$250.00 per year.~~
- ~~Section 2.2 **Annual Meeting.** An annual meeting of the members of the Corporation shall be held at such time, on such date during the month of April, and in such place as the Board of Directors may select. No notice of the annual meeting of the members of the Corporation shall be required.~~

Section 2.3 — Special Meetings. ~~Special meetings of the members of the Corporation may be called by the Chair of the Corporation, by any three (3) members of the Board of Directors, or by members of the Corporation having not less than one tenth of the votes entitled to be cast at such meeting. Either at the direction of the Chair or the Executive Director of the Corporation, written or printed notice stating the place, date, and hour of a special meeting and the purposes for which the meeting is called shall be delivered not less than ten (10) days nor more than thirty (30) days before the date of the meeting, either personally or by mail, to each member entitled to vote at such meeting.~~

Section 2.4 — Membership Votes. ~~Each member of the Corporation shall be entitled to one (1) vote, which must be in person and not proxy. College administrators are non-voting, ex officio members of the Corporation.~~

Section 2.5 — Membership Quorum. ~~One third (1/3) of the voting membership of the Board of Directors of the Corporation shall constitute a quorum at any meeting. A majority vote of the announced quorum is required to adopt all business.~~

Article II

Board of Directors

Section 2.1 General Powers. The Corporation shall have no members. The direction and management of the affairs of the Corporation and the control and disposition of its assets shall be vested in a Board of Directors who shall exercise all such powers of the Corporation and do all such lawful acts as permitted by law, the Articles of Incorporation, and these Bylaws.

Section 2.2 Number. The Board of Directors shall consist of no less than seven (7) and no more than twelve (12) Directors, selected in the manner prescribed in the Bylaws.

Section 2.3 Manner of Selection. Membership on the Board of Directors shall ~~at all times include the Director of Institutional Advancement at Frank Phillips College, who shall be~~ the Executive Director of the Corporation as appointed by the President of Frank Phillips College, the President of Frank Phillips College, and the Chair of the Board of Regents of Frank Phillips College, holding permanent official seats as Directors with one vote.

Membership on the Board of Directors shall ~~at all times include the Chair of the Board of Regents of Frank Phillips College,~~ also include at least one other member of the Board of Regents of Frank Phillips College as appointed by the Chair of the Board of Regents, ~~the Chair of the Corporation, the Vice Chair of the Corporation, the Past Chair of the Corporation,~~ and ~~two (2)~~ three (3) to eight (8) other members to be ~~elected~~ appointed by a majority vote of the ~~membership of the Corporation~~ existing Directors.

- Section 2.4 The ~~two (2)~~ appointed members ~~elected by the membership of the Development Corporation~~ shall serve two (2) year **staggering** terms as determined by the Board of Directors, ~~with the terms of each to end on different years.~~
- Directors may be appointed to successive terms. All Directors shall serve until the expiration of their respective terms and or until their respective successors are appointed.
- Section 2.5 **Residency.** The Board of Directors must have a minimum of three (3) individuals residing in Hutchinson County ~~and one (1) individual residing in Ochiltree County.~~
- Section 2.6 **Resignations.** Any Director may resign at any time by giving written notice of such resignation to the Chair or Secretary. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 2.7 **Vacancies.** Vacancies in the Board shall be filled in the same manner as new members of the Board are appointed. In the event that an appointment is made to fill the unexpired term of a member of the Board, the appointment shall be made for the duration of the unexpired term.
- Section 2.8 **Board Meetings.** The Board of Directors shall hold at least two (2) regular meetings each year, one of which shall be held during the month of April on such date and in such place as the Board of Directors may select, which shall be considered the annual **business** meeting.
- Section 2.8.1 **Annual Business Meeting.** The annual business meeting shall be held during the April meeting of each year. The annual meeting shall be held for the purpose of electing new Directors to the Board, election of officers, and for the transaction of other business as properly may come before the Board.
- ~~At each annual meeting of the members of the Corporation, the Board of Directors of the Corporation, through an officer designated by it, shall submit to the meeting a report of the affairs of the Corporation for the preceding year.~~
- Section 2.8.2 **Place of Meeting.** The date and place of holding meetings shall be fixed by the Board or in the call issued for the meeting.
- Section 2.8.3 **Special Meetings.** Special meetings of the Board of Directors shall be held as determined by the Board itself upon call of the Chair or upon request in writing by at least three (3) members of the Board.
- Section 2.9 **Quorum.** **Five (5)** members of the Board of Directors present at any regular or special meeting of the Board shall constitute a quorum.

Section 2.10 **Attendance.** Failure of a Director to attend a majority of the meetings of the Board shall be grounds for removal.

Article III

Officers

Section 3.1 **Designation.** The officers of the Corporation shall be a Chair, a Vice Chair, a Treasurer, and a Secretary, all of whom shall be members of the Board of Directors ~~and three (3) Directors elected from the at large membership of the Development Corporation and excluding the Frank Phillips College administration members.~~ The Corporation will also have an Executive Director as outlined in Section 2.3. The same person may hold two (2) or more offices, except that ~~the Chair shall not be required to hold any office other than that~~ of Chair and ~~except that the same person shall not hold the office of Chair or~~ Secretary.

Section 3.2 **Chair.** The Chair shall preside at all meetings of the Board of Directors and at all meetings of the Corporation. This person shall be responsible for the general direction of the affairs of the Corporation and shall be the official representative of the Corporation. ~~In the absence or disability of the Chair, the Vice Chair shall perform the duties of the Chair.~~ The Chair shall execute all legal documents and instruments in the name of the Corporation when authorized to do so by the Board and shall perform such other duties as may be prescribed from time to time by the Board. The Chair shall submit to the Board plans and suggestions for activities of the Corporation and shall direct its general correspondence. The Chair shall submit a report of the activities of the Corporation at each annual meeting of the Board and at other times when requested by the Board.

Section 3.3 **Vice Chair.** The Vice Chair shall discharge the duties of the Chair in the event of the Chair's absence or disability for any cause and shall perform such additional duties as may be prescribed from time to time by the Board of Directors.

Section 3.4 **Treasurer.** The Treasurer shall oversee all funds of the Corporation under the direction of the Board of Directors. ~~This person shall see that systematic accounts are kept and that an annual financial report and such other reports as may be requested are made to the Board.~~ The Treasurer shall be responsible for reviewing all financial statements of the Corporation, ensuring an external audit is conducted annually, making recommendations relevant to the investment of the Corporation's funds, and for ensuring that there are procedures in place to account for all of the Corporation's assets. In addition, the Treasurer shall perform such other duties as customarily incident to the office and as required of him or her by the Board or the Chair.

Section 3.5 **Secretary.** The Secretary of the Corporation or his/her representative shall give notice of any meeting of the Board of Directors of which notice is required, shall

keep the seal of the Corporation, if any, shall keep an accurate list of the Directors of the Corporation and shall have authority to certify any records or minutes, or copies of any records or minutes, as the official records or minutes, or true copies of the records or minutes of the Corporation. In addition, the Secretary shall perform such other duties as are required of him or her by the Board or the Chair.

Section 3.6 Executive Director. The Executive Director shall be the administrative officer of the Corporation. This person shall be responsible to the Board of Directors for the conduct of the headquarters office and shall perform all other duties pertaining to this office or assigned by the Board of Directors.

Section 3.7 Election and Term. The officers of the Corporation shall be elected by a majority vote of the ~~membership~~ Board of Directors of the Corporation at its annual meeting and shall hold office for one (1) year or until their respective successors ~~shall~~ have been duly selected and qualified.

Article IV

Committees

Section 4.1 Standing Committees. There shall be such standing and special committees appointed by the Chair as may be determined by the Board.

Article V

Finances

Section 5.1 Day-to-Day Operations. All expenses and salaries necessary to the operation of the Corporation shall be paid through the Business Office of Frank Phillips College in keeping with established business practice.

Article VI

Gifts and Grants

Section 6.1 Gifts and Grants. All gifts and grants received by the Corporation shall be held in trust or expended in accordance with the wishes of the grantor, provided that there are no conflicts with the purpose for which the Corporation was formed.

Section 6.2 Refusal of Gifts. The Board of ~~Frank Phillips College Development Corporation~~ Directors of the Corporation shall have the right and power to refuse to accept any gift offered to the Corporation, the purpose of which is not, in the judgment of the Board, in harmony with the policies of the ~~Board~~ Corporation.

Article VII

~~Seal~~ General Provisions

Section 7.1 Fiscal Year. The fiscal year for the Corporation shall begin on the first day of the month of September and end the last day of the month of August each year.

- Section 7.2 **Financial Records.** The Corporation shall maintain on an accrual basis true and accurate financial records, showing all receipts and expenditures and assets and liabilities, in accordance with generally accepted accounting principles.
- Section 7.3 **Corporate Seal.** The seal of the Corporation shall consist of a circle within which is inscribed “Frank Phillips College Development Corporation.”
- Section 7.4 **Invalid Provision.** If any part of these Bylaws shall be held to be invalid or inoperative for any reason, then, so far as possible and reasonable, the remaining part shall be valid and operative, and effect shall be given so far as possible to the intent manifested by the part held invalid or inoperative.

Article VIII

Exempt Activities

- Section 8.1 **Exempt Activities.** Notwithstanding any other provision of these Bylaws, no executive director, director, secretary, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken on or carried on by an organization exempt under 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Article IX

Amendment of Bylaws

- Section 9.1 **Method.** The power to alter, amend or repeal these Bylaws or to adopt new Bylaws is delegated to the ~~members of the Corporation to the~~ Board of Directors by a two-thirds vote of the Directors. Notice of such amendment shall be furnished to all Directors at least thirty (30) days prior to such meeting at which time the Bylaws are to be amended. Neither the Bylaws nor the Articles of Incorporation may be amended, as to substantive matters regarding the number and/or terms of Directors or the purpose of the Corporation, without first obtaining approval of the Frank Phillips College Board of Regents. The proprietary interest in the name “Frank Phillips College” shall remain with the Borger Junior College District.

END OF BYLAWS

Certificate of Adoption of Bylaws

This will certify that at the Regular Meeting of the members of the Frank Phillips College Development Corporation, held _____, the forgoing revised Bylaws of the Frank Phillips

College Development Corporation were adopted and approved by a majority vote of the members, having a quorum present, to certify which witness the signatures of the undersigned officers this _____ day of _____.

Chair of the Frank Phillips College Development Corporation

Secretary of the Frank Phillips College Development Corporation