

**EASTERN WEST VIRGINIA COMMUNITY AND TECHNICAL COLLEGE
FOUNDATION INC.
BYLAWS**

ARTICLE I: NAME AND LOCATION

The name of the corporation shall be the Eastern West Virginia Community College Foundation Inc., hereinafter referred to as the "Foundation."

ARTICLE II: PURPOSE

The Foundation shall be a non-profit corporation organized under the laws of the state of West Virginia, exclusively for charitable, scientific, literary and educational purposes, as follows: to support, encourage and assist in the development and growth of the Eastern West Virginia Community and Technical College and all phases of its program(s), to render service and assistance to the College, and through it to the citizens of the surrounding communities. The Foundation has a 501(c)(3) tax exemption under the IRS.

ARTICLE III: MEMBERS

The Foundation has no members and operates by and through its Board of Trustees.

ARTICLE IV: POWERS OF BOARD OF TRUSTEES.

Section 1. General Powers of Board of Trustees. The Board shall be authorized and empowered:

- (1) To acquire by gift, purchase, lease, devise or otherwise, and to own, hold, improve, develop, operate, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgages grant security interests in, deal in, and loan or borrow money upon, alone or in conjunction with others, real and personal property, tangible or intangible, of every kind, character and description, or any interest therein, and all kinds and forms of securities, stock, bonds, debentures, mortgages, notes, obligations, evidences of indebtedness, trust certificates and certificates issue or created by any corporation or any other person or governmental, municipal or public subdivision, district or authority;

(2) To invest and reinvest its funds in such manner as its Board of Trustees shall deem advisable, and in making those investments, the Board of Trustees shall not be limited to investments which are now or may hereafter be deemed legal investments for fiduciaries under the laws of the State of West Virginia;

(3) To disburse and expend its funds or income from any of its investments for any purpose which its Board of Trustees deems to be for the best interest of the Eastern West Virginia Community and Technical College and the areas which said college serves;

(4) To exercise all powers from time to time, as permitted under the laws of the State of West Virginia to corporations organized for religious, charitable, scientific, literary or educational purposes ;

(5) To do any and all other acts reasonably necessary to carry out the objectives and purposes of this corporation.

This corporation is organized exclusively for charitable, scientific, literary and educational purposes and not for profit, and no part of its assets or net earnings shall inure to the benefit of any member, Trustee, officer or individual. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distributing of statements.

Section 2. Number of Trustees and Term of Office. The Board of Trustees of the Foundation shall consist of not less than six (6) or more than twenty-five (25) members. The term of office of each Trustee shall be three years from the date of his/her election or until a successor has been duly elected or until resignation or removal. Service may be continued on a term-by-term basis after that time by nomination by the Membership/Nominating Committee and affirmative vote of the majority of the Board of Trustees.

Any number of emeritus, nonvoting trustees may be elected after nomination by the Membership/Nominating Committee and affirmative vote of the majority of members of the Board of Trustees.

Section 3. Powers and Duties. The Board of Trustees shall exercise authority with respect to establishing policies of the Foundation and in the conduct of its affairs. It is the duty of each member of the Board-of Trustees to assist the Foundation in raising and managing funds and supporting the activity of the Foundation to meet the needs of the College.

Section 4. Election of Trustees. Nominees shall be selected from the community at large by the members of the Board of Trustees. Candidates will be selected with the *advice* and consent of the President of Eastern West Virginia Community and Technical College. Nomination of each individual candidate shall be brought to the Board by the Membership/Nominating Committee.

Section 5. Resignation of Trustees. Any member of the Board of Trustees may resign by submitting his/her written resignation to the President, which resignation shall be effective upon delivery to the Board.

Section 6. Vacancies. Any vacancies on the Board of Trustees due to resignation, removal, disqualification or any other cause may be filled by the remaining members of the Board of Trustees so appointed, and such appointees shall hold office until the next annual meeting of the membership of the Board of Trustees and until his or her successor shall have been duly elected and qualified.

Section 7. Ex-officio Member. The President of the Eastern West Virginia Community and Technical College shall be an ex officio (nonvoting) member of the Board of Trustees.

ARTICLE V: MEETINGS

Section 1. Regular Meetings/Annual Meeting. The Board of Trustees will meet quarterly, at a time to be fixed by the Board, either in person or *via* electronic media where all Members may simultaneously hear all other Members. The annual meeting shall be the last scheduled meeting of the fiscal year, at which time new members and officers of the Foundation shall be elected effective for the next fiscal year.

Section 2. Special Meetings. Special meetings of the membership and Board of Trustees may be called by the President of the Foundation or by any two (2) members and trustees of the Foundation. Such Special meetings, as with the Regular/Annual meetings, may be conducted in person or *via* electronic media which permits all Members to simultaneously hear all other Members.

Section 3. Notice. Notice of any meetings held under provisions of this article may be given to each member at least five (5) days before such meeting. Insofar as practicable, notices shall state the object and purpose of such meetings. Special meetings shall state the object and purpose of such meetings.

Section 4. Quorum. One third of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at all meetings of the Board of Trustees.

ARTICLE VI: OFFICERS

Section 1. Designation of Officers. The officers of the Foundation shall be a President, Vice President, Secretary and Treasurer, and other officers as deemed necessary by an affirmative vote of the Board of Trustees. All such officers shall be elected annually and shall serve until their successors are duly elected and qualified.

Section 2. Election and Qualification of Officers. The officers will be elected at the annual meeting of the Board of Trustees. In the event of a failure to elect officers at the annual meeting, the Board may elect officers at any regular or special meeting. Officers shall hold office until the earlier of the following events; removal from office, resignation or election and qualification of successor.

a) President.

The President shall be the chief executive officer of the Foundation. He or she shall preside at all meetings of the Board of Trustees the Executive Committee. He or she shall have all of general powers and duties which are usually vested in the office of the president of a corporation and such additional powers and duties as he or she may be authorized and directed to perform by the Board of Trustees.

b) Vice President.

The Vice President shall have and exercise all of the powers, duties and authority of the President, during the absence of the President or his/her inability to act. The Vice President shall perform such other duties as shall be imposed from time to time by the Board of Trustees.

c) Secretary.

The secretary shall record, or cause to be recorded the minutes of all meetings of the Board of Trustees. He/she shall have custody of the seal of the Foundation and shall perform all duties customarily incident to the office of Secretary.

d) Treasurer.

The Treasurer shall have custody of all funds of the Foundation. As the Board may direct or approve the Treasurer shall invest the funds of the Foundation and shall keep or cause to be kept, accurate books of account of all official financial transactions. Such books are the property of the Foundation and are subject inspection by the Board of Trustees. All checks, drafts, notes or other official obligations for payment of money by the Foundation shall be signed by the Treasurer and one other member of the Board of Trustees, or his/her designee to be determined by the Board at its discretion.

Section 3. Remuneration. No officer or member of the Foundation's Board of Trustees shall receive compensation for his/her services with the Board of Trustees.

Section 4. Surety Bond and Indemnification.

1. Surety Bond.

All directors, officers, employees or agents of the Foundation having access to corporate funds shall be required to, give a bond to the Foundation condition the faithful performance of their respective duties in such amounts and with such sureties and upon such other conditions as may be required by the Board of Trustees from time to time. The Foundation shall pay the premium on the required bond.

2. Indemnification.

(a) The Foundation, acting upon a favorable vote of at least 2/3 of the members of the Board of Trustees, may - but is not required to - indemnify or reimburse any person, his/her heirs, executors, or administrators, who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that he is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, taxes and penalties and interest thereon, and amounts paid in settlement actually and reasonably incurred by him in

connection with such action or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Foundation, and, with respect to any criminal action or proceeding, that such person did have reasonable cause to believe that his conduct was unlawful.

(b) The Foundation, upon a 2/3 favorable vote of the Board of Trustees, shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding by or in the right of the Foundation to procure judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Foundation, except that no indemnification shall be made in respect of any claim, issue or matter, including, but not limited to, taxes or any interest or penalties thereon, as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Foundation unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity of such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee or agent of a Foundation has been successful on the merits or otherwise in defense of any action or proceeding referred to in subsection (a) or (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsection (a) or (b) (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (a) or (b). Such determination shall be made (1) by the Board of Trustees upon a 2/3 favorable vote of all Trustees who were not parties to such action or proceeding, provided however, if a quorum of 2/3 of the

disinterested directors is not obtainable, or even if obtainable, should a quorum of disinterested directors so direct, (2) by independent legal counsel in a written opinion.

(e) The indemnification provided by this section shall not be deemed exclusive of any other rights to which any person may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(f) The Foundation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another Foundation, partnership, joint partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Foundation would have the power to indemnify him against such liability under the provisions of this section.

Section 5. Signatories. All checks drawn on corporate funds, drafts, bids, proposals, agreements, securities, deeds, leases, mortgages, notes, assignments, bills of sale, certificates, applications, and other corporate legal documents and forms shall be made and signed by two individuals with signatory authority approved by the Board of Trustees.

Section 6. Vacancies. A vacancy in any office of the Foundation shall be filled for the unexpired term by a majority vote of the Board of Trustees.

Section 7. Removal of Officers. Any officer may be removed upon an affirmative vote of the majority of the members of the Board of Trustees, either with or without cause, and his/her successor may be elected at any regular meeting of the Board of Trustees or at any special meeting of the Board called for such purpose. Notice of Intent to Remove shall be given to the Officer to be removed, at least 10 days prior to the date when such meeting is to occur.

ARTICLE VII: COMMITTEES

Section 1. Committees Defined. The Board of Trustees shall establish standing committees related to programmatic functions of the Foundation, and ad hoc committees to address specific issues or situations of short duration. The standing committees are: Executive, Membership/Nominating, Finance/Investment, Student Assistance and Campaign. From time to time the Board may establish other committees, with members, powers, terms and responsibilities deemed necessary or convenient.

- a) The Executive Committee will be chaired by the Board President, and its membership will include the President of the College. In the interim between regularly scheduled board meetings, the Executive Committee shall exercise all the duties and powers of the Board of Trustees. The Committee will report its actions to the Board at the next regularly scheduled meeting.
- b) The principal duty of the Membership/Nominating Committee will be to strengthen the future of the Foundation by identifying and recruiting candidates for membership in the Foundation.
- c) The purpose of the Finance/Investment Committee is to develop and execute recommendations regarding the financial management of Foundation funds.
- d) The role of the Student Assistance Committee is to make recommendations regarding policies, procedures, guidelines and needs relating to the Foundation's program for providing financial assistance to students and to conduct regular reviews and recommendations for maintaining and enhancing this financial assistance program.
- e) The role of the Campaign Committee is to develop and recommend campaign plans to provide for the future financial strength of the Foundation and to guide the implementation and evaluation of approved plans.

Section 2. Proceedings. Each standing committee is authorized to meet at times and places to be determined by the Committee. Committees are to keep records of their proceedings, develop recommendations, and report these to the Board.

Section 3. Quorum. The presence of members constituting a majority of the total authorized membership of the standing or hoc committee constitutes a quorum for the transaction of business.

Section 4. Resignations. Any member of a committee may resign at any time by delivering a written resignation to the President of the Board of Trustees or the chair of the Committee. The resignation shall become effective upon delivery.

Section 5. Vacancies. If any vacancy occurs in a committee, the President of the Board of Trustees is authorized to fill the vacancy.

ARTICLE VIII: CORPORATE SEAL

The Board of Trustees shall provide a suitable corporate seal, which shall contain the name of the Foundation in abbreviated form, and the exact seal shall be impressed upon the original of these bylaws in the space below.

ARTICLE IX: ANNUAL REPORT OF THE TRUSTEES

The Board of Trustees shall deliver a report of the Foundation at its annual meeting and at the annual meeting of the Friends of the College at the various regional campus es. Said report shall show the condition of the Foundation, including the property and funds of the Foundation and the estimated value of both assets and liabilities. Said report shall be kept on file at the principal office of the Foundation and copies thereof shall be made available to all members of the Foundation.

ARTICLE X: BOOKS AND RECORDS

Section 1. Examination. The books and records of this corporation shall at all times be open to examination by any Trustee.

Section 2. Fiscal year. The Fiscal Year of the Foundation shall be July 1st through June 30th.

Section 3. Audit. The fiscal books and records of the Foundation shall be audited at the close of each fiscal year.

ARTICLE XI: AMENDMENTS

Amendments to these bylaws may be made at any general or special meeting of the Board of Trustees of this Foundation, held pursuant to regular notice, provided that two-thirds (2/3) of the members of the Board of Trustees participate, in person or via electronic media or by proxy, at any such meeting at which a quorum is confirmed.

ARTICLES XII: DISSOLUTION

In the event of the dissolution of the Foundation , all of its property (i.e., real, personal and mixed) of whatever nature and wheresoever located, shall be distributed in conformance with WV Code, Chapter 31-1-155. To the extent permitted under that chapter, the remaining property will be transferred to the ownership of the Eastern West Virginia Community and Technical College or its successor institution, or, in the event of the College's demise, to the educational institution designated by the Governing Board of the State College System of West Virginia. Subject to the limitations and uses by which it is held by this corporation at the time of its dissolution, none of the property shall ever inure to the benefit of any officer or member of the Foundation or to any other individual.

In affixing our signatures below, we hereby certify that on this, the 8th day of June, 2000, at a meeting held at the Administrative offices of the Eastern West Virginia Community and Technical College, these bylaws were adopted to become effective the 1st day of July, 2000.

A TRUE RECORD

ATTEST:



President of the Board of Trustees



Secretary of the Board of Trustees

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