

**BYLAWS OF
COASTAL BEND COLLEGE FOUNDATION**

ARTICLE I - NAME, PURPOSE, OFFICES

Section 1. **Name.** The Coastal Bend College Foundation (the "Corporation") is a nonprofit Corporation organized under the Texas Nonprofit Corporation law (hereinafter called the "Act"). The name of the Corporation, its corporate purpose, and the terms of its existence are set forth in the Certificate of Formation filed with the Secretary of State of Texas.

Section 2. **Purpose.** The Corporation is organized and will be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended. The purposes of the Corporation include the receipt, management and expenditure of funds received from donations. Within the scope of the foregoing purposes and not by way of limitation thereof, the Corporation is organized for educational and charitable purposes for the benefit of the Coastal Bend College. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Section 3. **Registered Office.** The Corporation shall maintain in the State of Texas a registered office as required by the Act and the appropriate filings with the Secretary of State and Comptroller of Public Accounts shall be maintained. The registered office shall be 3800 Charco Road, Beeville, Texas 78102. The Corporation may, by resolution of the Directors, change the location of its registered office to any other place within the boundaries of the Coastal Bend College.

Section 4. **Principal Office.** The Corporation's principal office shall be located at 3800 Charco Road, Beeville, Texas 78102.

ARTICLE II - BOARD OF DIRECTORS

Section 1. **General Powers.** The business and affairs of the Corporation shall be managed and governed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts as permitted by statute or by the Certificate of Formation or by these Bylaws.

Section 2. **Number, Term, and Qualifications.** The number of Directors constituting the Board of Directors shall be fixed from time to time by the Board of Directors; provided, however, the number of Directors shall be no less than nine and no more than thirty-five. Initially, Directors shall be those named in the Certificate of Formation. Thereafter, all Directors shall be appointed by majority vote of the existing directors. All appointed Directors shall hold office until the annual meeting three (3) years following his or her election and until a successor is elected, or until his or her death, resignation, or removal. Coastal Bend College Foundation Board member terms align with the Foundation's fiscal year beginning September 1 and ending August 31. The President of the Coastal Bend College shall hold a permanent official seat as a Director with one vote. One (1) College Trustee Representative of the Coastal Bend College Board shall hold a permanent official seat as Director with vote and shall be selected by the Board of Directors of the Corporation from among the elected members of the Board of Trustees of the Coastal Bend College. Each Permanent Director position shall hold office until his or her designated position with the Coastal Bend College changes or, in the case of the Trustee Representatives, until the Board of Directors names a successor or substitute Board Member. Appointed Director terms shall be staggered with approximately one-third of the appointed Director positions to expire each year. Initially, terms for Directors will be determined through a lottery system. Appointed Directors shall serve for a term of three years and may not serve more than three consecutive terms for which a year shall be considered September 1 through August 31 coinciding with the organization's fiscal year.

**BYLAWS OF
COASTAL BEND COLLEGE FOUNDATION**

Section 3. **Directors Emeriti.** The Board of Directors of Coastal Bend College Foundation may bestow the honorary title of Emeritus Director upon former directors who have made an exemplary and extraordinary commitment of their time, talent, or treasure to benefit the College. Nominations will be considered for Directors Emeriti at any at a regular schedule board meeting. Directors Emeriti shall be invited to all Foundation board meetings and functions and serve as a valuable resource to the current board President, committee chairs, and members.

To be considered for Emeritus Director, former Foundation directors must have:

- a) completed the maximum tenure of a board member
- b) resigned from the Foundation for a minimum of two years or longer
- c) demonstrated continuing support for the Foundation

Section 4. **Members.** The Corporation shall have no members or shareholders. All Corporate actions shall be approved by the Board of Directors as provided in these Bylaws.

Section 5. **Compensation.** The Board of Directors may not compensate Directors for their services as Directors. The Corporation may, by vote of the Board of Directors, reimburse Directors for actual expenses incurred related to legitimate Corporation business, including travel. The Corporation may also pay Directors for actual services rendered to the Corporation in the Director's usual occupation (i.e., a Director may be paid for legal or accounting services actually rendered to the Corporation) if said Director is retained by vote of the Board of Directors. The Corporation may also pay to Directors a per diem rate in accordance with applicable provisions of the Internal Revenue Code and Internal Revenue Regulations for Directors when such Directors are traveling on Corporation business.

Section 6. **Election of Officers and Directors.** New Directors shall be elected by the vote of the Directors then in office, and those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected. The Nominating Committee shall provide each Director with a list of recommended Officers and Directors prior to the annual meeting as provided for in Article III, Section 1 hereof. The slate of proposed Officers and Directors shall be presented for vote at the annual meeting. A vote of the Board of Directors shall be required to elect Officers and Directors, except as otherwise provided herein.

Section 7. **Quorum.** Thirty-five percent (35%) of the Board of Directors of the Corporation shall constitute a quorum for the transaction of business at any meeting. Directors present by telephone or other electronic means may count toward the quorum. Each Director shall have one vote. The act of the majority of Directors present in person, by telephone, or by electronic transmission at which a quorum is present shall be deemed to be the act of the Board of Directors.

Section 8. **Proxies.** Proxies shall not be allowed.

Section 9. **Removal.** Any Director may be removed at any time with or without cause by the vote of a majority of the Directors present at a regular or special meeting at which quorum is present.

Section 10. **Resignation.** Any Director may resign at any time by giving written notice of resignation to the Board of Directors, to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11. **Vacancies.** Any Director vacancy occurring may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**BYLAWS OF
COASTAL BEND COLLEGE FOUNDATION**

ARTICLE III - MEETINGS OF DIRECTORS

- Section 1. **Annual and Regular Meetings** An annual meeting of the Board of Directors shall be held in July of each year at such time and place as the Board of Directors may designate. Election of Officers and Directors as well as other usual business shall be considered. In addition, regular meetings shall be conducted as determined by the Board of Directors, but no less than three (3) times per year. All meetings shall be held within the boundaries of the Coastal Bend College, unless another location is approved by vote of the Board of Directors.
- Section 2. **Special Meetings.** Special meetings of the Board of Directors may be called by request of the President or any three (3) Directors.
- Section 3. **Notice of Meetings.** Whenever, under the provision of the statute or the Certificate of Formation or these Bylaws, notice is required to be given to any Director and no provision is made as to how such notice shall be given; it shall not be construed to require personal notice; but any such notice may be given in writing by mail, postage prepaid, or by electronic transmission, or by facsimile transmission addressed to such Director at his or her address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when deposited in the United States mail in a sealed envelope; addressed with postage thereon prepaid. Such notice need not specify the purpose for which the meeting is called.
- Section 4. **Alternative Forms of Meetings.** Subject to these Bylaws concerning notice of meetings and unless otherwise restricted by the Certificate of Formation, Directors or committee members may participate in and hold a meeting of Directors or committee members by means of telephone conference or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet or any combination of those methods, if the telephone or other equipment or system permits each Director or committee member participating in the meeting to communicate with all other persons participating in the meeting, and such participation shall constitute presence in person at such meetings, except where a Director or committee member participates in the meeting for the express purpose of objective to the transaction of any business on the grounds that the meetings not lawfully called or convened. If voting by Directors or committee members is to take place at the meeting, the Corporation must implement reasonable measure to verify that every person voting at the meeting by means of remote communication is sufficiently identified and keep a record of any vote or other action taken. Further, such a meeting may be held by means of a remote electronic communication system, including video teleconferencing technology or the Internet, only if (i) each person entitle to participate in the meeting consents to the meeting being held by means of that system, and (ii) the system provides access to the meeting in a matter or using a method in which each person participating in the meeting can communicate concurrently with each other participant.
- Section 5. **Attendance.** Meeting attendance is required for Directors. In the event a Director misses three (3) or more consecutive meetings, the Board of Directors may, if deemed appropriate, ask for the resignation of that Director. However, it shall also be the policy of the Corporation to attempt to accommodate the schedules of its Directors who demonstrate continuing interest in the affairs of the Corporation.
- Section 6. **Attendance as Waiver of Notice:** Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Except as may be otherwise provided by law or by the Certificate of Formation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need to be specified in the notice or waiver of notice of such meeting

**BYLAWS OF
COASTAL BEND COLLEGE FOUNDATION**

Section 7. **Action of Board by Consent.** Any action required by the Act to be taken at a meeting of the Directors of the Corporation or any action that may be taken at a meeting of the Directors may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by a majority number of required Directors necessary to pass such action at a meeting of the Board of Directors as if all Directors were in attendance.

ARTICLE IV - OFFICERS

Section 1. **Officers of the Corporation.** The officers of the Corporation shall consist of a President, President-Elect, Secretary and Chairpersons of the standing committees – except any committee where the chair is officer – and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, except that of the President and the Secretary, but no officer may act in more than one capacity where action of two or more officers is required. All officers must be Directors of the Corporation.

Section 2. **Election and Term.** The officers of the Corporation shall be elected annually by the Board of Directors and each officer shall hold office for one (1) year or until a successor shall be qualified and elected. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. Officers may be re-elected to their position.

Section 3. **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. **President.** There shall be a President of the Corporation, elected by the Board of Directors. The President shall serve as the chief executive officer for the Corporation, subject to the direction and supervision of the Board of Directors and shall have general charge of the business affairs of the Corporation. The President shall, when present, preside at meetings of the Board of Directors and in general perform all duties and have all powers incidental to the office of the President, and shall perform such other duties and have such other powers as from time to time may be assigned. The President shall sign, with the Secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, contracts, or other instruments that the Board of Directors has authorized to be executed, unless the Board of Directors has authorized otherwise. In the absence of a President, the President-Elect shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board of Directors. The President shall chair the Finance and the Executive Committees.

Section 5. **President-Elect.** There shall be President-Elect of the Corporation, elected by the Board of Directors. The President-Elect will serve in preparation for assuming the position of the President in the following year. The President-Elect shall preside at all meetings in the absence of the President. The President-Elect will chair the Events and Marketing Committee.

Section 6. **Secretary.** The Secretary of the Corporation shall (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation (if applicable) and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized (if applicable); and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary will chair the Nominations and Governance Committee.

**BYLAWS OF
COASTAL BEND COLLEGE FOUNDATION**

Section 7. **Committee Chairs.** Committee Chairs, while not specifically officers of the Foundation, shall serve as members of the Executive Committee and shall from time to time carry out specific leadership needs at the request of the President. They shall organize, set, and oversee committee meetings of their respective committees, with the expectation of reporting important points from said meeting at the next applicable board meeting.

Section 8. **President of the College.** The President of the College shall serve as a member of the officers of the Corporation. The President shall serve to provide information to the Board of Directors regarding the District's vision and priorities and recommend projects and programs to the Board of Directors to help provide support.

Section 9. **Other Officers.** The Corporation may have such other officers and agents as may be deemed necessary by the Board of Directors, who shall be appointed in such manner, have such duties and hold their offices for such terms as may be determined by resolution of the Board of Directors.

ARTICLE V - COMMITTEES

Section 1. **Standing and Special Committees.** The Board of Directors or President may establish one or more Ad Hoc committees, appoint committee chairs and members, and determine the purpose and authority thereof. Standing Committees shall be the Executive Committee, the Nominating and Governance Committee, the Alumni and Friends Committee, the Finance Committee, and the Events and Marketing Committee. Members of these standing committees must be Directors of the Corporation with the composition for each detailed below:

- a) The Executive Committee shall be charged with the duties of managing the Corporation in the ordinary course of business, the general handling of the affairs of the Corporation, and the carrying out of the purposes of such other duties as may be imposed upon it or authorized by the Board of Directors when not in session. The Executive Committee shall consist of the Officers of the Corporation.
- b) The Nominating and Governance Committee shall be charged with providing nominations to the Board of Directors for elective offices and for vacancies on the Board of Directors. Such nominations shall not preclude the right of additional nominations being made at any meeting of the Board of Directors where an election of an officer or a Director is being considered, as well as the timely review of Foundation Bylaws and Policies to insure timeliness and relevance. The Nominating Committee shall be composed of the Secretary, Trustee Representative, and at least two (2) Directors who shall be appointed by the President.
- c) The Alumni and Friends Committee will be chaired by the President of the Alumni and Friends Association which operates under the auspices of the Foundation to assist with the growth of the college by sponsoring alumni activities, and engaging alumni and friends of the college. The committee will be comprised of the Chair and at least two (2) Directors who shall be appointed by the President.
- d) The Finance Committee will be chaired by the President of the Board and will have the duties of overseeing the Foundation's investments, determining finalist for investment responsibility, overseeing the Foundation's internal spending including scholarships, stewardship, and events. The committee will have at least two (2) Directors who shall be appointed by the President and have considerable financial experience including but not limited to: banking, investing, bookkeeping and/or accounting.
- e) The Events and Marketing Committee will be chaired by the President-Elect. The Committee will advise and assist the Executive Director in the selection and production of various Foundation events and will aid in scholarship selection as needed. The Committee will have at least two (2) Directors who will be appointed by the President.

**BYLAWS OF
COASTAL BEND COLLEGE FOUNDATION**

- f) The Board of Directors may from time to time designate and appoint additional standing or ad hoc committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws. Members of ad hoc committees do not need to be Directors.

Section 2. **Terms and Meeting.** Committee members shall serve one (1) year and may be reelected. The Chair of the committee is to be appointed by the President. The Chair may call meetings of the committee as deemed appropriate.

ARTICLE VI - FIDUCIARY RESPONSIBILITY

Section 1. **Fiduciary Responsibility.** It shall be the policy of this Corporation that the Board of Directors shall assume and discharge fiduciary responsibility with respect to all funds and other assets held or administered by this Corporation.

Section 2. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 3. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. **Checks and Drafts.** All checks, drafts, or other orders for the payment of moneys, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the Vice President of Finance and countersigned by the President.

Section 5. **Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in such depositories as the Board of Directors may select.

Section 6. **Gifts.** Gifts, devises and bequests may be made to the Corporation by naming or otherwise identifying the Corporation as the recipient and by a majority vote of the Board of Directors to receive said gifts, devises and bequests. Each contributor by making a gift, devise or bequest to the Corporation accepts and agrees to all terms of its Certificate of Formation and these Bylaws. Gifts may be merged by the Corporation with any other gift(s) and used as a single fund, or if the Board of Directors deems best, a gift(s) may be designated and retain its (their) identity in a separate fund(s).

Section 7. **Distributions.** Distributions shall fund programs and projects that are aligned with the mission, strategic plan and educational philosophy of the Coastal Bend College. It shall be the policy of this Corporation to make distributions for one or more of the educational purposes for which it is organized, including administrative expenses and amounts paid to acquire an asset in an amount determined by the Board of Directors. Distribution of funds shall be made without discrimination of the age, sex, color, religious affiliation, disability or national origin of the individuals or programs to be benefited thereby.

Section 8. **No Self-Dealing.** It shall be the policy of this Corporation not to engage in any act which would constitute "self-dealing" as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended.

**BYLAWS OF
COASTAL BEND COLLEGE FOUNDATION**

ARTICLE VII - GENERAL PROVISIONS

Section 1. **Indemnification and Insurance.** A Director's liability shall be limited to the full extent provided for in the Act. Any person who at any time serves or has served as a Director, officer, employee or agent of the Corporation, or in such capacity at the request of the Corporation for any other Corporation, partnership, joint venture, trust, other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, court costs, expert witnesses, and other reasonable expenses, actually and necessarily incurred in connection with any threatened pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold the Director liable by reason of the fact that he or she was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which may have become liable in any such action, suit, or proceeding.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by these Bylaws, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due.

Any person who at any time after the adoption of these Bylaws serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive or any other rights to which such person may be entitled apart from the provision of these Bylaws.

In addition to the foregoing, the Board of Directors shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the Director and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

Section 2. **Fiscal Year.** The fiscal year of the Corporation shall be September 1 to August 31.

Section 3. **Corporate Seal.** The Corporation may have a corporate seal of a design and form to be determined by the Board of Directors, but such a seal is not required.

Section 4. **Books and Records.** The Corporation shall keep correct and complete books and records proceedings of the Board of Directors, which shall include minutes, financial statements, corporate documents and other items as deemed necessary in officiating the business of the Corporation. The books, records and papers of the Corporation shall be, at all times during reasonable business hours, subject to inspection by any Director. The Certificate of Formation and the Bylaws of the Corporation as amended, shall be available for inspection at the principal office of the Corporation.

Section 5. **Audit and Annual Report.** The records and books of account of this Corporation are to be audited at least once in each fiscal year in such a manner as may be deemed necessary or appropriate by the Board of Directors. No later than five (5) months after the close of each fiscal year of this Corporation, the Board of Directors shall prepare an annual accounting of the Corporation's financial statements for its immediately preceding fiscal year. The Corporation President shall be responsible for preparing and timely filing all necessary accounting reports required by the Internal Revenue Service to obtain and maintain the Corporation's tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code.

**BYLAWS OF
COASTAL BEND COLLEGE FOUNDATION**

Section 6. **Dissolution.** In the event that the Corporation is dissolved, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, transfer the assets of the Corporation to the Coastal Bend College.

Section 7. **Conflict of Interest.** The Corporation's conflict of interest policy shall require that all actual or potential conflicts be discussed promptly and disclosed fully to the Board of Directors and all other necessary parties. Any Director having a conflict on any matter shall neither participate in the deliberation nor vote on any such matter. The Board of Directors may from time to time, establish such rules and regulations in furtherance of this policy, as deemed appropriate.

Section 8. **Governing Law.** The Bylaws of the Corporation shall be governed by and construed in accordance with the laws of the State of Texas.

Section 9. **Diversification.** Coastal Bend College Foundation strives to reflect and embrace racial, religious and gender diversification within all levels of its governing body, staffing, grant recipient allocation and selection process including vendor selections and corporate sponsors.

Section 10. **Amendments.** Except as otherwise provided herein, these Bylaws or the Corporation's Certificate of Formation may be amended or repealed and new Bylaws (or amended Certificate of Formation) may be adopted by the affirmative vote of two thirds of the Directors then holding office at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or adopt new Bylaws (or Certificate of Formation) at such meeting.

The undersigned certifies that _____ is the Secretary of the Coastal Bend College Foundation and that the foregoing Bylaws of the Corporation were duly adopted as the Amended Bylaws of the Corporation, at a duly called meeting of the Board of Directors held on _____ (Date).

Date: _____

_____, Secretary