



Foundation for

**Muskegon Community College**

# Bylaws

## **ARTICLE I: Purpose and Powers**

**Section 1: Purpose.** The corporation is organized exclusively for charitable, scientific, literary and educational purposes as permitted for organizations defined in Section 501(c)(3) of the Internal Revenue Code. The purpose for which the foundation is formed and the powers which it may exercise are set forth in its Articles of Incorporation.

- A. To provide financial support to and for the benefit of Muskegon Community College;
- B. To carry out the purposes of Muskegon Community College that are not prohibited by statute or regulation;
- C. To provide services and facilities for the use of the individuals members of the charitable class that Muskegon Community College benefits;
- D. To pursue independent activities and programs that support or benefit Muskegon Community College
- E. To solicit, receive and administer funds exclusively to support Muskegon Community College and its educational programs
- F. To actively engage in donor stewardship and facilitate fostering long-term relationships between community members and the College; and
- G. To meet fundraising goals with input and guidance from the President and the Cabinet, as permitted for an organization described in Section 509(a)(3) of the Internal Revenue Code.

**Section 2: Powers.** In order to accomplish the purposes of the Foundation for Muskegon Community College (hereinafter referred to as Foundation, or Foundation Board of Directors), the Muskegon Community College Board of Trustees (hereinafter referred to as College, Board, or Board of Trustees) delegates the following powers to the Foundation Board and its various committees as provided in the Articles of Incorporation and these Bylaws in accordance with all the College's policies and procedures:

- A. To solicit support from individual, corporate and foundations.
- B. To acquire or receive gifts and bequests of cash, securities and real or personal property, as well as gifts in kind.
- C. To implement activities that cultivates prospects for donations to Muskegon Community College.
- D. To recommend policies and procedures to the President of the College and/or the Board of Trustees for the solicitation of gifts.
- E. To work with the Foundation for Muskegon Community College Director and appoint committee chairs to lead the efforts of volunteers for major fundraising campaigns.
- F. To nominate members for election by the MCC Board of Trustees to the Foundation for MCC Board consistent with the provisions of these Bylaws.
- G. To meet, as requested, with the Muskegon Community College Board of Trustees or members of the administration to assist in planning capital campaigns for future construction or other special projects.

**Section 3: Duties of the Foundation for MCC Board of Directors.** The Foundation for MCC Board of Directors will:

- A. Be an advocate of the College and promote its mission in the community.
- B. Call on assigned donors and actively engage in donor stewardship and facilitate fostering long-term relationships between community members and the College.
- C. Assist with soliciting as needed to meet annual fundraising goals.
- D. Introduce prospective donors to the College and engage them in the mission.
- E. Actively recruit committee and board members when needed.
- F. Review accounting policies and practices annually as they related to the assets of the Foundation.
- G. Review the annual development plan and forward to the Muskegon Community College Board of Trustees for approval.
- H. Make a personal cash contribution at least once each fiscal year at whatever level he or she would consider generous, including contributions to individual campaigns

## **ARTICLE II: Membership**

**Section 1: Sole Member.** The Foundation for MCC sole member is Muskegon Community College ("College").

**Section 2: Action on Behalf of Member.** The Muskegon Community College officers authorized to act on behalf of the Sole Member are its President and the Chair of the Muskegon Community College Board of Trustees. Notwithstanding the foregoing, the following limitations apply:

- A. Application of Gift Policies. Except as otherwise specifically provided in these bylaws, the Foundation must abide by the College's Gift Acceptance Policies.
- B. Encumbrances. The Foundation may mortgage or otherwise encumber its real property only following prior approval by the Muskegon Community College Board of Trustees.
- C. Disposition of Real Property. The foundation may sell, convey or dispose of its real property or an interest in its real property only following prior approval by the Muskegon Community College Board of Trustees. Any instrument conveying or agreeing to convey the Foundation's real property or any interest in its real property shall be signed by the college President and the Chair of the Board of Trustees.

## **ARTICLE III: Member's Meetings**

**Section 1: Times and Places of Meetings.** Meetings of the Sole Member will be held at such place and at such time as the Muskegon Community College Board of Trustees determines.

**Section 2: Annual Meeting.** A regular annual meeting of the Sole Member for election of the Foundation for MCC Board of Directors and for such other business as may come before the meeting must be held annually at a convenient time and place within Muskegon County, Michigan, unless action to be taken at the meeting is instead taken by written consent as permitted by law.

**Section 3: Special Meeting.** The MCC Board of Trustees, the Foundation for MCC Board of Directors, or the President of MCC may request a special meeting of the Sole Member at any time.

**Section 4: Notice of Meeting.** Written notice of the time, place, and purposes of a regular or special meeting of the Sole Member must be given to the President of the College and the Chair of the MCC Board of Trustees either personally, by mail, or by electronic transmission in a manner authorized by the College not less than 10 or more than 60 days before the date of the meeting.

**Section 5: Waivers by Attendance.** The College and the Board of Trustees representatives' attendance at a meeting results in both of the following:

- A. Waiver of objection to lack of notice or defective notice of the meeting, unless one of the representatives at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- B. Waiver of objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless a representative objects to considering the matter when it is presented.

**Section 6: Action without a Meeting.** Any action may be taken by the Sole Member without a meeting, prior notice, or vote, if consent in writing to the action is signed by an authorized officer of the College and an authorized representative of the MCC Board of Trustees.

## **ARTICLE IV: Foundation Board of Directors**

**Section 1: Board of Directors Configuration.** The Foundation for MCC Board shall be composed of a maximum number of twenty one (21) voting members, which is comprised of:

- A. Officers: President, Vice President, Secretary, Treasurer
- B. Two (2) representatives from the Board of Trustees who are appointed by the Chair of the MCC Board of Trustees.
- C. Two (2) representatives of the College Faculty, as nominated by the Faculty Senate and approved by the MCC Board of Trustees.
- D. Two (2) representatives of MCC alumni, nominated by the Alumni Relations Department, subject to approval by the MCC Board of Trustees.
- E. Fifteen (15) board members who shall represent the communities and constituents served by the College, as approved by the Board of Trustees.
- F. There shall be a category of board member known as a board member emeritus. Board member emeritus is defined as one who has left active board member status, and previously served on the board of directors and successfully completed at least one full 3-year term. A board member emeritus shall be entitled to receive all written notices and information which are provided to the board of directors, to attend all board meetings, to participate in related committee meetings in which they served, and encouraged to attend all other events conducted by the Foundation. A board member emeritus shall not be subject to any attendance policy counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board or related committee meeting.

**Section 2: Standing Members.** In addition to the board members appointed under the provisions of Article IV, Section 1 of these bylaws, there shall also be standing members appointed as non-voting members:

- A. The President of Muskegon Community College (**or designee**)
- B. The Foundation for MCC Director
- C. The Vice President of Finance and Chief Advancement Officer (**or designee**)

**Section 3: Appointment of Voting Members.** Nominations for board membership may be made at any time. Nominees are approved by the President of the Foundation Board, who will then make a recommendation to the College's Board of Trustees.

**Section 4: Resignation and Removal.** A Board member may resign by written notice to the Foundation for MCC Secretary. The College may remove any Board member with or without cause. If 3 consecutive unexcused absences occur, the Board has discretion to remove the absentee.

**Section 5: Vacancies.** The MCC Board of Trustees may elect an individual to fill the vacancy on the Foundation Board of Directors in accordance with the procedures established in the foregoing Sections for a term continuing until the College's next election for the class of board members in which the vacancy occurred.

**Section 6: New Directors.** The Foundation Director shall provide each new board member with current copies of the Articles of Incorporation, Bylaws, and other pertinent information regarding the organization and operation of the Foundation for MCC.

**Section 7: Powers.** The Foundation Board shall manage the Foundation's business and may exercise all the Foundation's powers, except those powers that are reserved to the Sole Member.

## **ARTICLE V: Committees of the Foundation Board of Directors**

**Section 1: Committees.** The Foundation Board may create ad hoc committees, as it may deem appropriate. The term, membership, function, organization, and procedures of any such committee shall be fixed by the resolution creating it. A committee of board members may exercise any of the powers and authority of the Board of Directors, but only to the extent provided in the Board of Director's resolution constituting the committee and subject to the limitations of delegable authority specified in Section 528 of the Michigan Nonprofit Corporation Act. Between meetings of the Foundation Board, the President of the Foundation Board may exercise the authority of the Foundation Board with respect to ad hoc committees. However, the President shall take no action reversing or substantially modifying a prior action of the Foundation Board. Any action taken by the President shall be subject to review and ratification at the next meeting of the Foundation Board.

**Section 2: Advisory Committees.** The Foundation Board of Directors will appoint an Alumni Relations Committee. Members to this committee will be nominated by the Office of Community Relations or other College entities. The Foundation Board may also appoint other committees to consist in whole or in part of individuals who are not board members. Any such committee shall serve solely in an advisory capacity to the Board of Directors and may not exercise any of the powers and authority of the Board of Directors.

### **Section 3: Investment Committee**

The Board of Directors shall appoint an Investment Committee consisting of the Treasurer as chair and two (2) additional Directors or such other qualified individuals as the Board of Directors may determine. The Investment Committee shall perform such duties in the management of corporation investments as the Board of Directors shall designate from time to time, which may include (i) establishing and modifying policies and procedures for the investment and reinvestment of corporation funds; (ii) authorizing others to select investments; (iii) determining the allocation of assets among various categories of investments; (iv) recommending to the Board of Directors the selection and

compensation of outside investment advisors; (v) evaluating the performance of investment advisors; and (vi) recommending to the Board of Directors the approval of agreements and arrangements for the purchase and sale of investments and the ownership and custody of investment assets.

## **ARTICLE VI: Foundation Meetings**

**Section 1: Regular Meetings.** Regular meetings of the Foundation shall be held no less than four times per year at the time and place the board specifies. Written notice of the time and place of meetings shall be given to all members by the Secretary of the Foundation Board no later than ten (10) days prior to the date set for the meetings.

**Section 2: Special Meeting.** The President of the Foundation Board may call a special meeting of the Foundation Board at any time.

**Section 3: Notice of a Special Meeting.** Notice of a special meeting stating the time, place, and purposes of a special meeting must be given to each board member ten days (10) prior to the meeting.

**Section 4: Waiver of Notice.** A board member's attendance at a meeting waives notice to the board member of the meeting, except where the board member attends the meeting for the express purpose of objecting to the transacting of any business because the meeting is not lawfully called or convened. A board member may waive in writing any right to notice before or after a meeting.

**Section 5: Quorum.** One-third (1/3) of the board members then in office constitute a quorum for the transaction of business. The act of a majority of those board members present at any meeting at which there is an act of the Board of Directors, except as provided by law, the Articles of Incorporation, or these Bylaws.

**Section 6: Voting Rights.** Each board member present in person at a Board of Director's meeting is entitled to one vote as outlined in Article IV of these Bylaws. Proxy votes for specific agenda items may be allowed.

**Section 7: Conduct of Meetings.** Except as otherwise expressly provided in these Bylaws, *Robert's Rules of Order (Revised)* shall govern all matters of parliamentary procedure. Standing orders and rules of practice consistent with these Bylaws may be prescribed from time to time by the Foundation Board in order to facilitate or expedite the conduct of business. The Secretary shall keep such orders and rules, if any, as part of the permanent records of the Foundation Board.

**Section 8: Action by Written Consent.** Action required or permitted to be taken under authorization voted at a Board meeting may be taken without a meeting if, before or after the action, all members of the Board then in office consent to the action in writing or by electronic transmission. The written consents must be filed with the minutes of the Board or committee. The consent has the same effect as a vote of the Board for all purposes.

**Section 9: Participation in Meeting by Remote Communication.** A board member or member of a committee may participate in a meeting through a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting constitutes presence in person at the meeting and counts toward a quorum.

**Section 10: Manifestation of Dissent.** A board member who is present at a Director's meeting, or at a meeting of a committee of which the board member is a member, at which action on a corporate matter is taken is presumed to have concurred in that action taken unless a dissent is entered in the minutes of the meeting or unless the board member files a written dissent to such action with the person acting as the Secretary of the meeting before or promptly after its adjournment. A board member who is absent from a meeting of the Board or of a committee of which the board member is a member at which any such action is taken is presumed to have concurred in the action unless the board member files a written dissent with the secretary of the meeting within a reasonable time after obtaining knowledge of the action.

**Section 11: Meeting Attendance by Non-Directors.** The Board of Directors may designate one or more individuals who are not board members to receive notice of, attend, and be heard at a meeting, but such individuals shall not be entitled to vote.

## **ARTICLE VII: Foundation Officers**

**Section 1: Elections.** Each spring, prior to the beginning of the fiscal year, members of the Foundation Board of Directors shall hold an election for the Foundation's officers; President, Vice President, Secretary, Treasurer, and other officers as the Board may deem necessary. Officer terms begin on July 1.

**Section 2: Term, Removal, and Vacancies.** The President and Vice President may serve up to three (3) consecutive two-year terms. An officer may resign by written notice to the Foundation Secretary. The resignation is effective upon its receipt by the Foundation or at a later date specified in the notice. The Foundation Board shall appoint an individual to fill a vacancy in the office of President, Vice President, or Treasurer and may appoint an individual to fill a vacancy in any other office.

**Section 3: President of the Board.** The President of the Foundation Board shall preside when present at all board meetings. The President of the Board shall appoint the chairs of all committees, except as otherwise noted in these Bylaws.

**Section 4: Vice President.** In the absence of the President, or the President's inability to act, the Vice President shall assume and discharge pro tempore the powers and duties of the President.

**Section 5: Secretary.** The Secretary shall provide written notes of all meetings of the Foundation Board or any standing or special committee of the Board. The Secretary shall maintain a record of all meetings of the Board and any committees of the Board. The board may authorize or direct that certain functions and duties of the Secretary be performed by assistants who need not be members of the board.

**Section 6: Treasurer.** Except as otherwise prescribed by the Board, the Treasurer shall oversee the custody of the Foundation funds and investments, cause to be kept in books belonging to the Foundation a full and accurate account of all receipts, disbursements, and other financial transactions of the Foundation, and deposit all funds to the credit of the Foundation in such depositories as the Board designates. The Treasurer shall perform other duties that the President assigns or the Board prescribes.

**Section 7: Other Officers.** The Board may appoint other officers to perform duties and exercise authority that the President assigns or the board prescribes.

## **ARTICLE VIII: Executive Committee**

**Section 1: The Executive Committee.** The Executive Committee of the Foundation Board shall have and exercise all powers and duties of the full Board between meetings of the board. However, the Executive Committee shall take no action reversing or substantially modifying a prior action of the Foundation Board.

**Section 2: Composition of the Executive Committee.** The Executive Committee shall be composed as follows:

- A. President of the Foundation Board-voting
- B. Vice President of the Foundation Board-voting
- C. Secretary of the Foundation Board-voting
- D. Treasurer of the Foundation Board-voting
- E. Immediate Past President of the Foundation Board-voting
- F. Vice President of Finance and Chief Advancement Officer (**or designee**)-non-voting
- G. The Foundation for MCC Director-non-voting

### **Section 3. Actions of the Executive Committee**

- A. Members of the Executive Committee who are voting members of the Foundation Board shall be voting members of the Executive Committee. Executive Committee members who are board members without vote shall not vote in the Executive Committee.
- B. Actions of the Executive Committee are subject to ratification by the Foundation Board at its next regular or special meeting.
- C. The President of the Foundation Board shall call any meetings of the Executive Committee. The Executive Committee will make its own rules for the conduct of business consistent with these bylaws and shall keep records of all its proceedings which shall become a part of the minutes of the Foundation Board. The presence of three members of the Executive Committee shall constitute a quorum.
- D. The Executive Committee and Chairs of standing committees may invite or direct others to attend meetings.

## **Article IX: Indemnification**

**Section 1: Scope of Indemnity.** The Foundation shall indemnify its board members and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the Foundation, by reason of the fact that such person was serving as a trustee or officer of the Foundation, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The Foundation may indemnify persons who are not trustees or officers to the extent authorized by resolution of the Board of Directors or by contractual agreement authorized by the Board of Directors. A change in the Michigan Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws that reduces the scope of indemnification shall not apply to any action or omission that occurs before the change.

**Section 2: Authorization of Indemnification.** Unless ordered by a court or otherwise provided by law, the Foundation shall indemnify a person only upon determination that the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the Foundation's or member's best interests. Such determination shall be made (1) by majority vote of a quorum of the Foundation Board consisting of board members who were not parties to the action or suit, (2) if a

quorum of disinterested board members is not obtainable, by a majority vote of a committee of board members who were not parties to the action and consisting of not less than two disinterested board members, (3) by independent legal counsel in a written opinion, or (4) by the Muskegon Community College Board of Trustees.

**Section 3: Insurance.** The Foundation may purchase and maintain insurance on behalf of any person who is or was a board member, officer, employee, non-director volunteer, or agent of this Foundation or is or was serving at the Foundation's request in any other enterprise against any liability incurred in such capacity.

## **ARTICLE X: General Provisions**

**Section 1: Checks.** The signature authority on all Foundation accounts, checks or demands for money and notes shall:

- A. Reside with the same persons who from time to time, by resolution of the College Board of Trustees, have signature authority with respect to the College accounts, checks or demands for money and notes, and;
- B. Be subject to the same limitations with respect to amounts, number of signatures required, and identity of authorized signers.

**Section 2: Fiscal Year.** The foundation's fiscal year begins July 1 and ends June 30.

**Section 3: Conflicts of Interest.** Board members are bound by the College's conflict of interest policy. This Foundation is a 501(c)(3) organization and is controlled by the College as a Type I supporting organization under §509(a)(3). Therefore, notwithstanding the foregoing, no conflict shall be deemed to exist between a board member's duty to this Foundation and his or her duty as an Officer of the College.

## **ARTICLE XI: Dedication of Assets**

**Section 1: Use of Funds.** The Foundation's funds and property shall be used exclusively for the Foundation's purposes described in the Articles of Incorporation. No part of the income or assets of the Foundation shall inure to the private benefit of any individual, employee or board member.

**Section 2: Dissolution and Liquidation.** If the Foundation's purpose fails or if the Foundation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the Foundation voluntarily dissolves, then all of the Foundation's assets and accumulated income shall be given to the Community Foundation for Muskegon County as a Donor Advised Fund. The Muskegon Community College Board of Trustees would assume the role as the donor advisor.

## **ARTICLE XI: Amendment Only By Member**

**Section 1: Member Amendment.** The College may amend or repeal these bylaws by vote or action of the MCC Board of Trustees. The Foundation Board may suggest to the MCC Board of Trustees amendments or repeal of any provision of these Bylaws by vote of a majority of the board members then serving.