**Sauk Valley Community College**

**September 28, 2015**

 **Action Item 4.3**

**Topic: Foundation Bylaws Revised**

**Strategic Direction: Goal 3, Objective 1 – Identify and implement methods to increase revenues**

**Presented By: Dr. David Hellmich and Sharri Miller**

**Presentation:**

Based on the current agreement between Sauk Valley Community College and the Foundation, any changes to the Foundation Bylaws must be presented in writing to the College Board of Trustees within 30 days of acceptance of proposed changes.

 The Foundation Board requests the acceptance of the changes by the Board of Trustees.

**Recommendation:**

The administration recommends the Board accept the revised Foundation Bylaws as presented.

**Sauk Valley College Foundation**

 **Bylaws**

# Article I: Purposes

The Sauk Valley College Foundation (Foundation) is a nonprofit Illinois corporation. As stated in its articles of incorporation, the purposes of this organization are:

**To assist** in developing and augmenting the facilities and carrying out the educational functions of Sauk Valley Community College (College);

**To provide** broader educational opportunities for and services to the students and alumni of the College;

**To acquire** by any lawful means properties of any character and subject to such restrictions as may be imposed by the donor, and **to manage, administer, and dispose of** such properties for any and all purposes, **provided that** the acquisition and disposition of such property shall be subject to the approval and direction of the College Board of Trustees (College Trustees);

**To provide funds by** campaign or other appropriate means;

**To encourage and participate** in the making of gifts, grants, devises or bequests of money or property for research or instruction,

* gifts or loans to the College of property, works of art, historical papers and documents, and museum specimens having educational, artistic, historical, literary or cultural value,
* endowments, scholarships, fellowships, professorships, and academic chairs,
* capital improvements necessary to the furtherance of the College's mission, and
* loans to students, faculty or administration;

**To act in a fiduciary capacity** in order to carry out any of the foregoing purposes; and

**To exercise any and all powers** now or hereafter granted by the General Not For Profit Corporation Act of Illinois, which may be necessary to effectuate any and all of the foregoing purposes and to assist in general the cause of education at the College.

# Article II: Registered Office and Agent

The Foundation shall maintain a registered office within the Sauk Valley Community College District in the state of Illinois. Unless otherwise fixed by the Foundation, the Office will be on the campus of the College. The registered agent for the Foundation shall be the Foundation Manager.

# Article III: Board of Directors

Section 1: General Powers

1. The Board of Directors of the Foundation (Foundation Board) shall have all the usual powers of a board of directors of a nonprofit corporation, and shall govern and direct the affairs of the Foundation. It shall set all policies and regulations that it deems necessary or proper for governing the Foundation and for the orderly conduct of its affairs, consistent with its articles of incorporation, these bylaws, and the laws of the State of Illinois. These powers exist in the Foundation Board meeting as a body and not in individual Directors nor in the committees, except when such powers are specifically delegated by the Foundation Board.

1. The Foundation Board has a legal duty to exercise reasonable care and prudence in the administration and affairs of the Foundation and is responsible for seeing that the funds and property received by the Foundation are distributed only for the purposes for which they were given. The Foundation Board may not delegate this responsibility and shall require a regular accounting of all funds disbursed by the Foundation.

Section 2: Size of Foundation Board/Terms of Service

1. Size of Foundation Board: The Foundation Board shall consist of not more than 30 nor fewer than 10 voting members. The President of Sauk Valley Community College and any members of the College staff, designated by the President and agreed upon by the Foundation Board, shall be advisory members of the Foundation Board.

1. Trustee Seat: One member of the College Trustees will be selected annually by the College Trustees and seated by the Foundation Board as an advisory member of the Foundation Board.

1. Terms of Service: The term of each Director of the Foundation Board shall be three years, with 1/3 of the terms ending each year as possible. Election of new Directors or reelection of current Directors will occur as the first item of business at the Annual Meeting of the Foundation. Directors will be elected by a majority vote of the current Directors.

Section 3: Resignation of a Director

a. Any Director may resign at any time by presenting a written letter of resignation to the President of the Foundation Board.

Section 4: Nomination of New Directors

a. Any Director may submit nominations for new Directors to the committee appointed by the President. The appointed committee shall review nominees' qualifications and interview all nominees. The appointed committee shall bring forward nominations at the Annual Meeting and at a meeting six months from the Annual Meeting.

Section 5: Removal of a Director

a. Any Director may be removed at any time for cause, including neglect or other conduct injurious to the best interests of the Foundation, by the affirmative vote of 2/3 of the directors voting. Notice of the proposed removal shall be given to members in the written notice of the meeting. The Director involved will be given the opportunity to be present and to be heard at the meeting at which his or her removal is considered. Excessive absences by a Director from regularly scheduled meetings without satisfactory prior explanation to the Foundation President is cause for removal from the Foundation Board.

Section 6: Compensation of Directors

a. No compensation will be paid to any Director for services performed for the Foundation. By action of the Foundation Board, reasonable expenses may be reimbursed for attendance at previously approved conferences or meetings.

Section 7: Directors Emeritus

1. Directors Emeritus shall consist of any Director who has served at least one three-year term, whose service has concluded by reason of resignation or expiration of term and with recommendation from the current Foundation President. Any Director who has been removed by action of the board pursuant to Article III, Section 5, shall not become a Director Emeritus.

1. The Manager shall keep an accurate list of Directors Emeritus and shall transmit to them copies of all communications and reports as may be deemed necessary.

1. From time to time the Foundation Board may seek the wisdom, advice, and assistance of Directors Emeritus, either individually or collectively, to accomplish the objectives and purposes of the Foundation.

1. Directors Emeritus may attend all Foundation Board meetings as guests, but they shall not have a vote.

# Article IV: Meetings

Section 1: Regularly Scheduled Meetings

1. An Annual Meeting of the Foundation Board will be held each October for the purpose of reviewing the past year's accomplishments, accepting annual program and financial reports, and electing new Directors and Officers.

1. In addition to the Annual Meeting, the Foundation Board shall hold Regular Business Meetings at least five times during its fiscal year at such place as may be designated in the meeting notice. An annual calendar of the dates and times of regularly scheduled Business Meetings shall be approved by the Foundation Board at the Annual Meeting.

Section 2: Special Meetings

a. Special Meetings of the Foundation Board may be called at any time by the Foundation President, by the Foundation Vice President in the Foundation President's absence or upon receipt by the Foundation Secretary of a request signed by two or more Directors.

Section 3: Notice of Foundation Board Meetings

1. Notice of Regular, Annual, and Special Meetings shall be transmitted by email or U.S.

mail to each Director at least five days prior to such meeting. The general nature of the business to be transacted at the meeting will be specified in the notice.

1. The actions of the Foundation Board shall be valid notwithstanding the failure of the above procedure to so notify a Director.

Section 4: Conduct of Foundation Board Meetings

1. Presiding Officer: The Foundation President shall preside over all meetings of the

Foundation Board. In the absence of the Foundation President, the Foundation Vice President shall preside. If both are absent, one of the other Officers of the Foundation in attendance will preside over the meeting.

1. Quorum: A majority of the Directors, in person or by proxy, is required to provide the quorum necessary to conduct business. Advisory members shall not be included in the count for quorum. In the presence of a quorum, a simple majority of Directors voting in person and by proxy is required to pass any motion before the board.

1. Voting: At all Foundation Board meetings, each Director present will be entitled to cast one vote on any motion.

1. Proxy: Board members may vote by proxy provided that the proxy is in writing, signed by the absent member and specified the date of the meeting for which it was granted. It must be announced and presented to the secretary at the beginning of the meeting by the director exercising the proxy vote. All proxy statements shall be included in the Minutes book by the secretary.

1. Attendance by Video or Phone Conferencing: Board members may attend board meetings by video or audio conference, telephone call, electronic means (such as, without limitation, electronic mail, electronic chat, and instant messaging), or other means of contemporaneous interactive communication, as long as the secretary has been notified of such attendance prior to the meeting. Attendance by this method will be included in the Minutes book by the secretary.

# Article V: Foundation Officers and Administration

Section 1: Foundation Officers

a. The Officers of the Foundation (Foundation Officers) shall be the Foundation President, the Foundation Vice President, the Foundation Secretary, the Foundation Treasurer, and other Officers as may be elected or determined in accordance with the provisions of this article.

Section 2: Election and Terms for Foundation Officers

1. The Foundation Officers shall be elected at the Foundation’s Annual Meeting by the

Directors from among their number, immediately following the election of new Directors. The slate of nominees shall be presented to the Foundation Board by the appointed committee. Each officer shall be elected for a one year term.

1. If a Foundation Officer becomes incapacitated, resigns or is removed by action of the

Foundation Board, the vacancy shall be filled for the unexpired portion of the Foundation Officer’s term by nomination of one of the current Directors and by a majority vote of the Directors present.

Section 3: Removal of Foundation Officer

a. Any Foundation Officer may be removed for cause by a 2/3 vote of the full Foundation Board. The matter of removal may be acted upon at any Regular or Special Meeting, provided that notice of intent to consider such removal has been communicated in writing to each Director and to the Foundation Officer in question at least ten days prior to the meeting.

Section 4: The Foundation President

a. The Foundation President shall be the principal executive officer of the Foundation and shall in general supervise and control all of the business and affairs of the Foundation. He or she shall preside at all Regular and Special Meetings. He or she may sign, with the Foundation Secretary or any other Foundation Officer authorized by the Foundation

Board, any deeds, mortgages, bonds, contracts or other instruments which the Foundation Board has authorized to be executed and in general shall perform all the duties incident to the office of Foundation President and such other duties as may be prescribed by the Foundation Board

Section 5: The Foundation Vice President

a. In the Foundation President’s absence or in the event of his or her inability or refusal to act, the Foundation Vice President shall perform the duties of the Foundation President, and when so acting shall have all the powers of the Foundation President. The Foundation Vice President shall perform duties assigned him or her by the Foundation President or the Foundation Board.

Section 6: The Foundation Secretary

1. The Foundation Secretary shall be responsible for the performance of the customary duties of such office, keep minutes of the Meetings of the Foundation Board and the Foundation Executive Committee, keep reports of other committees, and act as the general custodian of all non-financial records of the business of the Foundation.

1. The Foundation Board at its discretion, may appoint an Administrative Assistant to the Foundation Secretary, who will assume the day-to-day duties of the Foundation Secretary under the direction of the Foundation Secretary, the Foundation President, and the

Manager. The Administrative Assistant shall not be a member of the Foundation Board.

Section 7: The Foundation Treasurer

1. The Foundation Treasurer shall be responsible for performance of customary duties of such office and when necessary and proper, shall endorse on behalf of the Foundation any checks, drafts, notes, and other obligations and evidences of payment of money to the Foundation coming under his or her control and deposit all such funds in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the policies adopted by the Foundation Board under Article VII of these bylaws.

1. The Foundation Board at its discretion, may appoint the Foundation Manager to assume the day-to-day duties of the Foundation Treasurer under the direction of the Foundation Treasurer, the Foundation President, and the College’s Chief Financial Officer.

1. The Foundation Treasurer and/or the Foundation Manager, if required by the Foundation Board, shall give a bond for the faithful discharge of his or her duties in such sum and with surety or sureties as the Foundation Board shall determine, the cost of such bond being paid by the Foundation.

1. The Foundation Treasurer will present to the Foundation Board at the Annual Meeting an end of year report and will from time to time make or cause to have made all other such financial reports as the Foundation Board may require for its ongoing activities.

Section 8: The Executive Committee

1. Except as otherwise provided in these bylaws, the Foundation Board shall delegate its power to manage, direct, and control the operation and affairs of the Foundation to the Executive Committee. The Executive Committee shall function as a steering committee and will be responsible for public relations and for professional development of the Directors. All actions of the Executive Committee will be ratified by the Directors at the next meeting of the Foundation Board.

1. The Executive Committee shall consist of the current Foundation Officers the most recent, still active, Foundation Past President, and the chairs of the standing committees.

The Manager shall be an advisory, non-voting member of the Executive Committee.

1. The Executive Committee shall meet as needed to attend to the ongoing activities of the

Foundation. The Foundation President shall serve as the presiding officer of the Executive Committee. Notice of meetings shall be transmitted by email or U.S. mail to the committee at least three days prior to such meeting. The general nature of the business to be transacted at the meeting will be specified in the notice. A majority of the Executive Committee must be present to constitute a quorum.

Section 9: Foundation Manager

a. The College in cooperation with the Foundation Board may appoint a Manager to serve under the direction of the College and Foundation Board to be responsible for the day-today operations of the Foundation. (This is an appointive, not an elective, position.) The Manager shall report directly to the College and shall act for the Foundation in accordance with both College and Foundation policies and the decisions of the Foundation Committees. The College shall annually evaluate the performance of the Manager and adjust compensation accordingly.

# Article VI: Committees

Section 1: Appointment of Committees

a. The Foundation President, with approval of the Foundation Board, shall designate committees comprised of at least one chair and two or more Directors. Other interested individuals may be added by the Foundation President with approval of the Foundation

Board. Unless otherwise specified, terms shall continue to the next Annual Meeting. The Foundation President and the Manager shall be ex-officio members of all standing committees of the Foundation.

Section 2: Action of Committees

a. Committee meetings shall be called by the Manager and/or the committee chair. The recommendations of all committees will be reported at the next regularly scheduled meeting of the Foundation Board for action. Committees shall adopt and operate by rules consistent with these bylaws, the Foundation’s Articles of Incorporation, and the laws of the State of Illinois.

Section 3: Foundation Functions by Committee

In addition to the Executive Committee, as established elsewhere in these bylaws, the

Foundation shall assure its proper and efficient operation by maintaining committees to address the following functions as appointed by the President:

1. Finance and Audit Functions: Oversee, monitor, and report on the fiscal operations of the organization. This committee shall recommend an annual budget, investment, spending, and other financial policies to the Foundation Board and address any other fiscal issues as necessary. By virtue of office, the Foundation Treasurer shall be chair of the finance committee.

1. Outreach Functions: Recommend policies, strategies, and activities to guide fundraising programs, raise awareness of the foundation and of the alumni association and promote growth and participation in the alumni association, promote the foundation and college and participate in outreach events and activities to support the mission of the foundation and the college.

1. Nomination Functions: By steps set forth elsewhere in these bylaws (Article V, Section 2.a.) recommend nominees for directorship to the Foundation Board, establish a slate of new directors and officers for the board's approval at the Annual Meeting.

1. Scholarship and Award Functions: Recommend policies, strategies, standards, and activities for scholarship and award functions to the Foundation Board, assist with the process of determining scholarship recipients and participate in the promotion of the scholarship opportunities offered to the students of the College.

1. Additional committees may by established by the Foundation President under its bylaws to perform any other specific functions as necessary.

# Article VII: Operating Procedures

Section 1: General Property

1. Pursuant to the provisions of paragraph 5 of the Articles of Incorporation, the terms or conditions imposed upon any transfer of assets to the Foundation, whether by gift or otherwise, shall be subject to approval of the College Trustees.

1. All property so transferred to the Foundation shall thereupon be held, managed, and administered as the Foundation Board may determine, subject however, to the terms and conditions and for the purpose, if any, prescribed by the transferor or donor. Gifts for the purpose and benefit of the College’s existing or reasonably anticipated programs which are consistent with the College’s educational goals and objectives may be received and accepted by the Foundation without the College Trustees’ approval, subject to the terms and conditions and for the purpose, if any, prescribed by the transferor or donor.

1. The Foundation Board, in concert with the College Trustees, shall study the long range needs and objectives of the College and shall make recommendations concerning the use of the Foundation’s unrestricted properties in fulfilling such needs and objectives.

1. The Foundation Board shall undertake any such specific development projects as it may determine, with the College Trustees’ approval.

Section 2: Foundation Contracts

a. The Foundation President, subject to the terms of these bylaws and subject to the approval of the Foundation Board or the Executive Committee, may enter into any contract or execute and deliver any instrument in the name of the Foundation. The Foundation Board or the Executive Committee may authorize any Foundation officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of the Foundation, such authority being either general or specific.

Section 3: Foundation Checks, Drafts, etc.

a. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such Foundation Officers or designated representatives and in such manner as shall be determined by resolution of the Foundation Board. In the absence of such determination, such instrument(s) shall be signed by the Foundation Treasurer and countersigned by another Foundation Officer.

Section 4: Foundation Deposits

a. All Foundation funds shall be deposited in the name of the Foundation in such banks, trust companies, investment agencies or other depositories as the Foundation Board may select.

Section 5: Foundation Board Policies

1. The Foundation Board shall establish statements of policy to act as guiding principles for the Foundation’s actions. Such policies, when adopted by the Foundation Board, carry full and complete governance over all Foundation activities.

1. Statements of policy shall be adopted by a majority vote of Directors present at a Regular or Special Meeting of the Foundation Board. Prior to presentation, such policies shall be transmitted by email or US Mail to the Foundation Board with the official notice of the meeting. Any Director may introduce a statement of policy for the Foundation Board's consideration by introducing a motion to that effect.

1. All policies shall be reviewed annually by the Foundation Board and accepted or amended by a majority vote of the Directors present. The Manager shall keep a manual of current Foundation policies and provide copies to all Directors annually.

Section 6: Gifts to the Foundation

1. The Foundation Board may accept on behalf of the Foundation any contribution, gift, bequest or devise for the Foundation’s general or specific purposes, subject to approval of the College Trustees. The Foundation Board shall annually review and endorse or amend a statement of Foundation policy governing the solicitation and acquisition or refusal of all such gifts. This statement shall guide and constrain all fundraising activities undertaken in the name of the Foundation.

1. At the discretion of the Foundation Board, an assessment fee of up to 10% of all donations, other than in kind donations, shall be allocated to Unrestricted Funds. The funds generated by this fee are to be used for Foundation operating costs or any other purpose approved by the Foundation Board. All donors or prospective donors will be notified of this fee prior to the final acceptance of the donation. Scholarships given to individuals from non-governmental agencies, businesses, clubs, organizations and individuals that are presented to Sauk Valley Community College and its students will not be subject to this fee.

Section 7: Investments

a. The Foundation Board shall annually review a statement of policy to guide the Finance Committee in the investment of Foundation funds.

# Article VIII: Foundation Books and Records

The Foundation shall be responsible for keeping correct and complete books and records of account and shall also keep minutes of Foundation Board meetings and records of committee meetings. The Foundation shall keep a record of the Directors’ names and addresses. All Foundation books and records may be inspected by any Director at any reasonable time.

# Article IX: Fiscal Year

The fiscal year for the Foundation shall begin on the first day of July and end on the last day of June.

# Article X: Seal

The Foundation Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the Foundation name and the words “Corporate Seal” and “Illinois”.

# Article XI: Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Act of Illinois or under the provisions of the Articles of Incorporation or these Foundation bylaws, a waiver signed by the person stated, shall be deemed equivalent to the giving of such notice.

# Article XII: Amendments

The Bylaws and Articles of Incorporation of the Sauk Valley College Foundation may be amended by the affirmative vote of a 2/3 majority of the Foundation Board at any Foundation Board meeting; provided that the amendments were approved in advance by the College

Trustees, the full text of the proposed amendment was included in the notice (or waiver of

notice) for the meeting and that the proposed amendment had been read at the preceding meeting.

# Article XIII: Indemnification

The Foundation shall indemnify to the full extent permitted by the law any person made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a Foundation

Director, Officer or employee or serves or served any other enterprise at the request of the Foundation. This indemnification shall extend to the heirs and devises of those who served at the request of the Foundation.

# Article XIV: Dissolution

Upon dissolution of the Foundation and after payment or provision for payment of all

Foundation liabilities, the Foundation Board shall be guided by Article 7 of its Articles of

Incorporation by disposing of all its remaining assets exclusively for the stated purposes of the

Foundation or to organizations that are then qualified as tax-exempt organizations under section 501(c)(3) of the Internal Revenue Code. Any assets not so distributed will be disposed of by a court in Lee County, Illinois.

Adopted October 18, 1988, Revised October 8, 1991, Revised June 13, 1995, Revised June 25,

1996, Revised November 23, 1999, Revised April 22, 2003, Revised December 14, 2004, Reviewed & Approved August 22, 2006, Revised October 23, 2007, Revised December 9, 2008, Revised March 24, 2009, Revised February 23, 2010, Revised October 27, 2015.