

BYLAWS  
OF  
THE BRISTOL COMMUNITY COLLEGE FOUNDATION, INC.

(revised June 21, 2006)

ARTICLE I: Name, Seal and Offices

Section 1: The name of this corporation is Bristol Community College Foundation, Inc., (hereinafter sometimes referred to as the "Foundation"). It may also be known on occasion as "BCC Foundation", or "BCC Foundation, Inc.", with the same force and effect as though its complete legal name were used.

Section 2: The Foundation shall have a seal as approved by the Board of Directors, and the Clerk shall have custody thereof.

Section 3: The principal office of the Foundation shall be in the City of Fall River, Massachusetts. The Foundation may also have offices at such other places as the Board of Directors may from time to time appoint or as the purposes of the Foundation may require.

ARTICLE II: Purposes and Powers

Section 1: The purposes of the Foundation are (1) to be a charitable corporation pursuant to Massachusetts General Laws, Chapter 180, Section 4, as amended, and (2) to solicit, receive and maintain a fund or funds of real or personal property, or both; and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 2: Without limiting the generality of the foregoing, the Foundation shall have as a principal purpose the promotion, improvement and maintenance of the educational activities and other related activities of Bristol Community College.

Section 3: In furtherance of such purposes, the Foundation shall have the following powers:

- (1) to receive, administer and invest grants-in-aid, gifts, and endowments of every kind and nature from individuals, foundations, trusts, corporations, public bodies, and governmental agencies;

- (2) to sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law;
- (3) to borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired;
- (4) to invest and reinvest its funds in such stock, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in said bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended;
- (5) subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation provided that only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Foundation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended; and in general, to exercise any, all, and every power for which a non-profit corporation organized under the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts for charitable, scientific, literary, or educational purposes can be authorized to exercise, but not any other power.

Section 4: No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5: Notwithstanding any other provisions of these bylaws, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended; or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

### ARTICLE III: Members and Meetings of Members

Section 1: The members of the Foundation shall consist of the original incorporators of the Foundation. Additional members may be elected by a majority vote of those present at the annual meeting of members or at any regularly constituted meeting of the Board of Directors of the Foundation.

Section 2: Each member in good standing and present at any meeting of the members shall be entitled to one vote on each matter submitted to a vote of the members. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Foundation.

Section 3: The annual meeting of the members shall be held during the month of October in each year for the purpose of electing directors and for transacting such other business as may come before the meeting. The Clerk shall notify each member of the Foundation of the time, place, and date of the annual meeting not less than fourteen (14) days in advance thereof by written notice addressed to his/her last known place of residence or business. The deposit of such notice in the mails at any United States Post Office in Massachusetts not less than fourteen (14) days before the date of the annual meeting shall be sufficient notice thereof.

Section 4: At the annual meeting, the presence of one-third of the members shall be necessary to constitute a quorum for all purposes, except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership, except as may be otherwise specifically provided by statute or these bylaws. In the absence of a quorum, or when a quorum is present, the meeting may be adjourned from time to time by a vote of a majority of the members present.

Section 5: Notice of any meeting of the members may be waived either before or after the meeting in writing and will be waived with respect to such member by his/her attendance at such meeting.

Section 6: Any member may resign from the Foundation by delivering a written resignation to the President or Clerk of the Foundation. Members may also be suspended or expelled, after an appropriate hearing, for cause or for failure to attend without good cause an annual meeting of the members by majority vote of those present at such annual meeting or a regularly constituted meeting of the Board of Directors.

#### ARTICLE IV: Directors

Section 1: The business and property of the Foundation shall be managed and controlled by a Board of Directors, which shall consist of not less than seven (7) Directors. They shall serve without compensation, monetary or otherwise. All the corporate powers, except such as are otherwise provided for in these bylaws and in the laws of the Commonwealth of Massachusetts, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board shall, in like manner, have the power to employ and contract with such agents, consultants, attorneys and other persons of special skills as may be desirable for the promotion of the Foundation's purposes and activities, and to determine the conditions of employment of all such persons.

Section 2: The Directors shall be elected by plurality vote of the members at the annual meeting of the members or at a special meeting held in lieu thereof. The Directors shall serve a term of office of three (3) years and until their respective successors have been elected and qualified.

Section 3: The Board of Directors shall be divided into three classes, which shall, to the extent possible, be of equal size in order that one class may expire in each year. Therefore, one-third of the original Directors shall be elected for a term of one year, one-third for a term of two years, and one-third for a term of three years.

Section 4: At all meetings of the Board of Directors, one-third (1/3) of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business; and the act of a majority of the Directors present at any meeting of which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or these bylaws. If at any meeting, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

Section 5: Any Director may resign or be removed by the Board by a two-thirds vote of the entire Board at a duly constituted meeting, with or without cause, at any time; and any vacancies resulting from resignation, removal, or otherwise may be filled by the Board. Any Director who should absent himself/herself from three successive meetings, regularly scheduled or otherwise, without good cause and without prior notice to the President shall be deemed to have resigned.

Section 6: An executive committee consisting of the President and other officers of the Foundation shall be authorized, subject to procedures established by the Board of Directors, to manage the affairs of the Foundation in the periods between the regularly scheduled meetings of the Board. In addition, the President shall be authorized to establish and constitute such other ad-hoc or standing committees which s/he shall determine to be convenient or necessary to carry on the work of the Foundation.

Section 7: At a regular meeting of the Board of Directors occurring at least one hundred twenty (120) days prior to the "President's Dinner" (held in June of each year by the President of Bristol Community College), a voting member of the Board of Directors may nominate an individual who is a former member of the Board of Directors for Emeritus Status to the Board of Directors for committee review, consideration and recommendation. A Director Emeritus shall enjoy all of the rights and privileges of a Director of the corporation, shall be bound by all of the requirements and restrictions of the By-Laws of the corporation but shall have no power to vote as a Director. Such nominee shall be considered for Emeritus Status only if he or she meets the following criteria:

- a. Nominee shall have served on the Board of Directors for at least twenty (20) years;
- b. Nominee shall have displayed an exemplary commitment to the Board of Directors, to Bristol Community College Foundation and to Bristol Community College which commitment may be evidenced by such person's extended and extraordinary service within his or hers years of service to the Board of Directors;
- c. Nominee shall have demonstrated greater than 50% attendance at regular Board of Directors meetings during the individuals tenure overall;
- d. Nominee shall have actively served on at least one subcommittee of the Board of Directors during each year during his or her years of service;
- e. In the event that a nominee is being considered for Emeritus status posthumously and meets all of the within criteria except years of service, he or she shall have died while serving as a Director and shall have served on the Board of Directors for at least ten (10) years;
- f. Nominee shall agree to such nomination by the corporation.

The Executive Board of the corporation shall then appoint an Emeritus Committee consisting of three to five members of the Board of Directors in good standing who shall meet separately to consider the qualification of such nominee for Emeritus status. The Emeritus Committee shall report at the next succeeding regular meeting of the Board of Directors with their recommendation. If such recommendation is favorable for the nominee's appointment as Director Emeritus, then the nomination shall be put to a vote of the Board of Directors. A majority vote of the Board of Directors then present at a valid regular meeting shall be required for such nomination to prevail.

If such nomination is made and prevails as set forth herein, the following actions by the President of Bristol Community College shall be taken at the President's Dinner or such other time and place as the Board of Directors shall direct:

1. A Proclamation will be given to the Emeritus Director;
2. A plaque listing all of the Emeritus Directors will be presented and kept at the College;

3. The corporation shall donate a book to the Bristol Community College Learning Resource Center inscribed in honor of the Emeritus Director.

#### ARTICLE V: Officers

Section 1: The officers of the Foundation shall be a President, Executive Vice President, Vice President, Treasurer, and Clerk and such other officers and agents as the Board of Directors may, in its discretion, elect or appoint.

Section 2: The Board of Directors shall elect the officers at their first meeting held after the annual meeting of the members or a special meeting of the members held in lieu of said meeting. Each officer shall be elected to serve until the first meeting of the Directors held after the next annual meeting of the members, or special meeting of the members held in lieu thereof, and until his/her successor shall be elected and qualified.

Section 3: The several officers shall have respectively the powers and shall perform the duties customarily appurtenant to their respective offices, subject to the control and direction of the Board of Directors, and shall have such further powers and shall perform such other duties as shall from time to time be assigned to them by the Board of Directors.

Section 4: Any officer may be removed, with or without cause, by the Board of Directors at any duly constituted meeting of the Board, provided that notice of the proposed removal has been given in the notice of the meeting. Vacancies in any of said offices may be filled for the unexpired term at any regular or special meeting of the Board. In case of the temporary absence or disability of any officer, the Directors may appoint a substitute to perform the duties of such officer during his/her absence or disability, and such appointment shall be conclusive evidence of the authority of such substitute.

Section 5: All checks, drafts, orders and obligations of the Foundation for the payment of money, notes, deed, contracts, mortgages, leases, bonds, debentures, and other corporate instruments must be signed by the President and Treasurer of the Foundation, signing jointly, or by such other person or persons as the Board may, from time to time, designate.

#### ARTICLE VI: Fiscal Year

Section 1: The Fiscal Year of the Foundation shall begin on July 1 of each calendar year and shall end on June 30 of the calendar year next following.

ARTICLE VII: Indemnification

Section 1: The Foundation will indemnify and reimburse any person who, at any time, serves or shall have served as director, officer, employee, or agent of this Foundation, whether or not in office at the time, against and for any and all claims and liabilities to which s/he may be or become subject by reason of such service and against and for any and all expenses necessarily incurred in connection with the defense or settlement of any legal or administrative proceedings to which s/he is made a party by reason of such service, except in relation to matters as to which s/he shall be finally adjudged to be liable for negligence or misconduct in the performance of his/her official duties. The provisions hereof shall not be deemed to exclude any other right or privilege to which such person may be entitled.

ARTICLE VIII: Dissolution

Section 1: Upon the dissolution of the Foundation or the winding up of its affairs, the assets of the Foundation shall be distributed exclusively to charitable, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IX: Amendments

Section 1: The bylaws may be altered, amended, or repealed at any duly constituted meeting of the members of the corporation by a majority vote of all the members present, provided that the proposed action is inserted in the written notice of such meeting.

Section 2: The Board of Directors shall have the power to make, alter, amend, and repeal the bylaws of the Foundation by majority vote at a duly constituted regular or special meeting of the Board, except as otherwise provided by law. All bylaws made by the Board of Directors may be altered, amended, or repealed by the members.