

BYLAWS
OF
BEAUFORT COUNTY COMMUNITY COLLEGE FOUNDATION

ARTICLE I

Offices

Section 1. Principal Office: The principal office of the Beaufort County Community College Foundation (“Foundation”) shall be located at Beaufort County Community College (the “College”), Washington, Beaufort County, North Carolina.

Section 2. Registered Office: The registered office of the Foundation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3. Definitions:

Board of Directors:

Body of elected or appointed members by the College Board of Trustees who jointly oversee the activities of the Foundation.

Foundation:

Nonprofit organization for the support of College scholarships, campus enhancements and faculty & staff development.

Chair:

Preside at all meetings of the Board of Directors.

Vice-Chair:

In the absence of the Chair or in the event of his/her inability or refuses to act, the Vice- Chair shall perform all of the duties of the Chair.

Director:

Foundation Board of Director member.

Secretary:

The Secretary shall keep the minutes of the meetings of the Board of Directors and committees formed by the Board of Directors.

Treasurer:

The Treasurer shall have charge and custody of and be responsible for all funds of the Foundation.

President:

President of the College.

Executive Director:

Director of the Foundation and responsible for the daily operations of the organization.

Memorandum of Understanding:

A formal agreement between the Foundation and the College establishing an official partnership to achieve efficient coordination of respective missions.

Board of Trustees:

An appointed or elective board that is the policy-making body with duties, responsibilities and powers defined in the Community College Law of General Statutes 115D.

Fiscal Year:

Fiscal year of the Foundation shall be the same as the fiscal year used by the College.

ARTICLE II Board
of Directors

Section 1. General Powers: The business and affairs of the Foundation shall be directed by its Board of Directors and managed by its Executive Director.

Section 2. Number, Term and Qualifications: In accordance with Section 1.6 of the Memorandum of Understanding dated May 6, 2015 ("MOU"), the Board of Directors shall consist of three ex officio members comprised of the College President, the Chair of the college Board of Trustees and the Vice President of Administrative Services, and a minimum of 15 up to a maximum of 24 regular members who shall be selected by the College Board of Trustees, from a slate of proposed members no less than the number of vacancies/expired terms under consideration, plus at least two additional names, said slate being selected by the Foundation Executive Director, the College President and the Foundation Nominating Committee. The College President, Chairman of the Board of Trustees of the College, and the Business Manager of the College, serve in an ex officio capacity but otherwise as regular Directors with full voting rights. Up to twenty-four (24) regular Directors shall be selected to serve for an initial term of four (4) years with an

additional two consecutive four (4) year terms. Their successors shall be selected and shall qualify at the end of the second term. Director(s) may be appear on a slate of proposed members for reappointment consideration by the Nominating Committee after one full term of absence (4 consecutive years) from the board. In the event of the death, resignation, retirement, removal or disqualification of a Director during his term of office, his successor shall be selected to serve only until the expiration of the term of his predecessor.

Section 3. Selection of Directors: In accordance with Section 1.6 of the MOU, the Directors shall be selected by the Board of Trustees of the College from a slate of proposed members no less than the number of vacancies/expired terms under consideration, plus at least two additional names, said slate being selected by the Foundation Executive Director, the College President and the Foundation Nominating Committee. The Foundation shall submit these names along with a short biography of the proposed member to the College Board of Trustees. The Nominating Committee will present said slate annually at its regular January meeting to the Foundation Board of Directors for approval. Election of officers will occur at the regular meeting in April and include all newly appointed Board of Directors members.

Section 4. Removal of Director(s): Any Director may be removed at any time with cause by the Board of Trustees of the College. Any vacancy occurring in the Board of Directors may be filled by the Board of Trustees of the College as provided in Section 2 of Article II. A Director selected to fill a vacancy shall be selected for the unexpired term of his/her predecessor in office.

Section 5. Chair of the Board: The Chair of the Foundation, elected as provided in Article IV, shall preside at all meetings of the Board of Directors as Chair thereof. The Vice Chair of the Foundation, elected as provided in Article IV, shall serve as Vice-Chair of the Board of Directors and shall preside at meetings of the Board of Directors in the absence of the Chair.

Section 6. Compensation: The Board of Directors shall not compensate Directors for their services as such but may provide reimbursement for expenses approved by the Treasurer and Executive Director which are reasonable and actually incurred by the Directors in their performance of duties as Directors, including any and all expenses incurred by the Directors in attending regular or special meetings of the Board.

Section 7. Committees of the Foundation: The Board of Directors, by resolution adopted by a majority of the number of Directors in office, may designate three or more Directors to constitute an Executive Committee and other committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability

imposed upon it or him by law. The Board of Directors, by resolution adopted by a majority of the Directors in office, also may designate other committees not having and exercising the authority of the Board of Directors in the management of the corporation.

1. Executive Committee: The Executive Committee shall include the Chair, Vice Chair, College President, Secretary, Treasurer and Foundation Executive Director and is responsible for collective executive decisions and assignments.
2. Finance Committee: The Finance Committee shall provide financial oversight for the organization and providing guidance for financial matters.
3. Emergency Grant Committee: The Emergency Grant Committee shall assist in the evaluation process in determining eligibility of financial assistance for qualified BCCC students with emergency situations that may force them to drop out of the College.
4. Legacy Luncheon Committee: The Legacy Luncheon Committee shall assist in the implementation, decorating, and design of the annual donor scholarship recipient luncheon.
5. Scholarship Committee: The Scholarship Committee shall assist in the review, evaluation and allocation of scholarships to qualified students each fall and spring semester.
6. Nominating Committee: The Nominating Committee shall seek out, consider and recommend to the Trustees nominations for Directors to be appointed to the Foundation and shall recommend a slate of Officers to be elected by the Board.
7. Fundraising Committee: The Fundraising Committee shall lead the board in efforts to attract services and funds needed to carry out the mission of the Foundation.
8. Bylaws Committee: The Bylaws Committee is responsible for the creation and maintenance of the organization's bylaws.

Section 8. Directors Emeritus: Those current or previous Directors of the Foundation or others who have made significant contributions to the Foundation may be nominated, voted upon, and upon approval by the Board of Trustees of the College receive the title of Director Emeritus. A Director Emeritus shall receive notice of meetings and may attend meetings but without voting duties or privileges.

Section 9. Conflict of Interest: In accordance with Section 3.6 of the MOU, the Foundation will establish and maintain a conflict of interest and gift policy relating to relationships with the College, members of the Board of Trustees and persons or entities doing business with the Foundation. At the beginning of any meeting of the Board of Directors, the Chair shall remind all members of their duty to avoid conflicts of interest

and appearances of conflict of interest.

ARTICLE III

Meeting of Directors

Section 1. Regular Meetings: A regular meeting of the Board of Directors shall be held four times each year at such time and at such place as the Chair of the Board shall determine for the transaction of such business that may be properly brought before each such meeting. In addition, the Board of Directors may provide, by resolution, the time and place for holding of additional regular meetings.

Section 2. Special Meetings: Special meetings of the Board of Directors may be called by the Chair of the Board at his/her discretion, but shall be called by the Chair of the Board at the request of any two Directors.

Section 3. Notice of Meetings: Notice of each meeting, regular or special, shall be given by the Executive Director to each Director not less than seven days before the meeting either by mailing notice of such meeting or any other usual means of communication. Such notice need not specify the purpose for which the meeting is called in the case of a regular meeting, but in the case of a special meeting such notice shall indicate briefly the subjects thereof.

Section 4. Waiver of Notice: The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting and subjects thereof, except where a Director attends a meeting for the express purpose of objecting to the transactions of any business because the meeting is not lawfully called or convened.

Section 5. Quorum: A simple majority of the numbers of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the full Board of Directors.

Section 6. Electronic Voting: The Board of Directors shall permit any or all Directors to vote in a regular or special meeting by the use of, any means of accepted business communication (i.e. U.S Postal Service, express/overnight delivery, text, fax, phone, or email). A Director participating in a meeting by this means is deemed to be present in person at the meeting

Section 7. Presumption of Assent. Follow Robert's Rules Order.

ARTICLE IV

Officers

Section 1. Officers of the Foundation: The officers of the Foundation shall be a Chair a Vice- Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time elect. An officer may hold two offices, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. Election and Term: The officers of the Foundation shall be elected by the Board of Directors following the Board of Trustees appointments at the last regular meeting in each fiscal year in which officers are to be elected and officers so elected shall commence serving as of the following July 1. The term of each officer shall be for one year.

Section 3. Compensation of Officers: The Board of Directors shall not compensate officers for their services as such but may provide for the reimbursement of expenses approved by the Treasurer and Executive Director which are reasonable and actually incurred by the officers in the performance of their duties as officers.

Section 4. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board with cause whenever in its judgment the best interest of the Foundation will be served thereby. Any person elected to fill a vacancy created during an officer's term shall hold such office for the unexpired term of his predecessor in office.

Section 5. Chair: The Chair shall be the principal Executive Officer of the Foundation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Foundation. He/she shall, when present, preside at all meetings of the Board of Directors. The Chair may vote on any issue. He/she shall sign, with the Secretary or any other proper officer of the Foundation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some officer or agent of the Foundation, or shall be required by law to be otherwise signed and executed; and in general, the Chair shall perform all duties incident to the office of Chair of the Board of Directors and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-Chair: In the absence of the Chair or in the event of his inability or refuses to act, the Vice- Chair shall perform all of the duties of the Chair, and when so acting have the powers and be subject to all of the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Chair or the Board of Directors. In the absence of both the Chair and the Vice- Chair, a designee

appointed by the Chair shall perform duties as assigned by the Chair or Vice-Chair.

Section 7. Secretary: The Secretary shall (a) keep the minutes of the meetings of the Board of Directors and of the Executive Committee and any other committees formed by the Board of Directors, if any, in one or more books or electronic records provided for that purpose; (b) see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Foundation and see that the seal of the Foundation is affixed to all documents the execution of which on behalf of the Foundation under its seal is duly authorized; and, (d) in general, perform all duties incident of the office of Secretary and such other duties as from time to time may be assigned by the Chair of the Board or by the Board of Directors.

Section 8. Treasurer: The Treasurer shall (a) have charge and custody of and be responsible for all funds of the Foundation; (b) receive and give receipts for payments or contributions to the Foundation; (c) sign vouchers for payments made to and all vouchers and checks made by the Foundation jointly with such other officers as may be designated by the Board of Directors as provided in Section 2 of Article V; (d) deposit all monies, checks and other credits in the name of the Foundation in such depositories as shall be selected in accordance with the provisions of Section 3 of Article V; (e) render to the Board of Directors an account and statement of all his/her transactions at least one regular meeting for each year and at such other times as the Board may from time to time determine; (f) enter regularly in the books of the Foundation to be provided for that purpose a full and accurate account of all monies received and paid out on account of the Foundation; (g) at all reasonable time exhibit his/her books and accounts to any Director; and (h) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair of the Board or by the Board of Directors or by these Bylaws.

ARTICLE V

Contracts, Checks and Deposits

Section 1. 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 and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Checks and Drafts: All checks, drafts and other orders for the payment of money, issued in the name of the Foundation, shall be signed by the Treasurer and/or such other officer or officers, agent or agents of the Foundation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits: All funds of the Foundation not otherwise employed shall be

deposited from time to time to the credit of the Foundation in such depositories as the Board of Directors may select.

ARTICLE VI

Contributions

Section 1. General: The Foundation may receive and accept property of any kind, class or character, whether real or personal, tangible or intangible, wherever situated, by way of gift, sale, lease, bequest, devise or in any other way, from any person, firm, trust, corporation, or other entity, to be held, administered and disposed of in accordance with the purposes set forth in Article 3 of the Charter of the Foundation, but, except as provided in Article VIII, no such gift, sale, lease, bequest, devise or other transfer shall be received and accepted by the Foundation if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than the College or some other charitable organization with purposes similar to those of the Foundation as same are set forth in the Charter, or as shall, in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Foundation pursuant to Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States revenue laws (hereinafter referred to as the □ Code) or the state tax exemption pursuant to Section 105-130.11 of the General Statutes of North Carolina or the corresponding provisions of any future North Carolina revenue laws. The foregoing sentence shall not be construed to prohibit the Foundation from receiving unrelated business income and paying tax on same as provided in Code Section 501(b).

Section 2. Designated Gifts: Any person making a contribution in whatever form or manner to the Foundation may designate the object or objects for which the contribution shall be administered and distributed and such contribution shall be known as a designated gift. In the case of a designated gift, the Foundation shall follow the directions, specifications, terms and conditions of the instrument of gift; provided, however, that if any object or purpose for which any gift is made fails or becomes impossible of performance, or if in the unanimous opinion of the Directors of the Foundation, any object or purpose for which any gift or contribution is made ceases to be beneficial and to the best interests of the College or its successor and the purposes set forth in Article 3 of the Charter, then and in either such event such gift shall cease to be held and administered for such specific designated purpose, and it thereafter shall be held and administered by the Foundation for kindred purpose or as an undesignated gift as hereinafter provided. The Foundation will comply with the College's Fund Authority Form (Revised August 17, 2015) directives as provided by the donor designee.

Section 3. Undesignated Gifts: Any contribution may be made to the Foundation without designation, direction, specification, terms, conditions or limitation, and in such case such contribution shall be known as an undesignated gift. Undesignated gifts made to the Foundation may be added to any other undesignated gifts held by the corporation,

and the funds and properties so merged may be held and administered by the Foundation as a single fund; or, if the Board of Directors deems best or if the contribution so specifies, any undesignated gift may be held and administered by the Foundation as a separate fund. The principal and income from all undesignated gifts shall be used by the Foundation for the benefit of the College or its successor in furtherance of the objects and purposes specified in Article 3 of the Charter of the Foundation as may be selected and decided upon by the Board of Directors; provided, however, that the Board of Directors in its discretion may retain and accumulate all or any portion of the income from undesignated gifts at such time and in such manner as it shall deem best, and thereafter may use and dispose of all or any part of any such accumulated income in the same manner as if such accumulated income had been given to the corporation as an undesignated gift.

ARTICLE VII

Management of Funds

Section 1. General: All necessary operating expenses of the Foundation shall be paid from the principal and/or income of the property donated to and held by the Foundation, including the income of the property donated to and held by the corporation for specific, designated purposes with 5% of earnings on investments to be available for operating costs of the Foundation.

Section 2. Power of Disbursement: Disbursement of funds of the Foundation shall be made only in accordance with a budget approved by the Board of Directors provided further that each request for disbursement must be overseen by the President of the College. Between meetings of the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors in the management of the Foundation including disbursements for the purpose of defraying necessary operating expenses of the Foundation or for investment purposes or other expenditures in keeping with the objectives of the Foundation.

Section 3. Custodian: Notwithstanding the provisions of Section 3 of Article V, the Board of Directors is authorized to utilize the trust department of a duly licensed bank or firm or licensed securities advisor to act as custodian, managing agent, investment manager, trustee or in any other capacity for and of any funds or securities and other property, real or personal, of the Foundation, and to delegate to such bank or firm such powers as the Board of Directors deems appropriate; to utilize the trust department of any such bank or firm to serve as the Board of Directors custodian, managing agent, investment manager, trustee or in any similar capacity for any charitable remainder unitrust or charitable remainder annuity trust of which the Board of Directors is named as the trustee as provided in Section 1 of Article VIII and of which the Foundation is designated as the charitable recipient; to utilize the trust department of any such bank or firm for similar services for any pooled income funds that the Board of Directors manages

as the charitable recipient thereof as provided in Section 2 of Article VIII. In the event the trust department of a bank or firm is utilized in any such capacity, said bank or firm is hereby authorized to charge a fee or other commissions stipulated in its regularly adopted schedule of compensation in effect and applicable at the time of the performance of such services.

ARTICLE VIII

Charitable Remainder Trust and Pooled Income Funds

Section 1. Charitable Remainder Trusts: Notwithstanding any other provision in these Bylaws or in the Charter of the Foundation, the Board of Directors in receiving and accepting property may serve as a trustee under the provisions of Code Sections 170(f)(2)(A) and 664, and in the event the Board of Directors does so serve as trustees under any charitable remainder unitrust or charitable remainder annuity trust established pursuant to said Code provisions, then the Board of Directors shall be permitted to pay the designated income beneficiaries of such trusts the amounts allowed by such Code provisions. In the event the Board of Directors is ever designated as trustee of a charitable remainder unitrust or charitable remainder annuity trust under which the Foundation is designated as the recipient charity, then the Directors and any member of the Board of Trustees of the College in administering any such unitrust or annuity trust are prohibited (a) from engaging in any act of self-dealing as defined in Code Section 4941(d); (b) from retaining any excess business holdings as defined in Code Section 4943(c) which would subject the unitrust or annuity trust to tax under Code Section 4943(c); (c) from making any investments which would subject said unitrust or annuity trust to tax under Code Section 4944; and, (d) from making any taxable expenditures as defined in Code Section 4945(d). The Board of Directors also shall make any distributions required under said trust at such time and in such manner as to not subject such trust to tax under Code Section 4942. Nothing contained in this Section 1 of this Article VIII shall be construed to restrict the Board of Directors from investing any assets of such trust in a manner which could result in the annual realization of a reasonable amount of income or gain from the sale or distribution of any assets of such unitrust or annuity trust.

Section 2. Pooled Income Funds: Notwithstanding any other provisions set forth in these Bylaws or in the Charter of the Foundation, the Board of Directors in receiving and accepting property may set up one or more pooled income funds and pay the income beneficiaries of such funds their pro rata share of pooled income fund earnings pursuant to Code Sections 170(f)(2)(A) and 642(c)(5). In the event the Board of Directors ever sets up one or more pooled income funds, the Board of Directors shall manage said funds. In the event the Board of Directors acts as trustee of said funds in addition to maintaining same, no Director or member of the Board of Trustees of the College involved in administering same can be a donor to or income beneficiary of any fund to which he or she was a donor. Regardless of who acts as trustee of any such funds, the following rules shall apply to each fund (a) each fund must commingle all property transferred to it

by all persons making contributions to such funds; (b) no fund can invest in securities of which the income derived therefrom is exempt from federal income taxes; (c) no donor or income beneficiary to or of a fund can act as trustee of a fund; (d) each person who has as an income interest resulting from a transfer of property to a fund must be paid as an annual amount of income based on the rate of return of such fund, and in no case will such fund accumulate income for any such beneficiary; and, (e) no fund can include contributions of property from other sources other than as hereinabove provided except as may be permitted by regulations prescribed by the Secretary of the Treasury or his/her delegate under Code Section 642(c)(5).

ARTICLE IX

General Provisions

Section 1. Seal: The corporate seal of the Foundation shall consist of two concentric circles between which is the name of the corporation and in the center appears a sketch of the Graham Elliott Building on campus.

The corporate seal adopted for the Foundation is impressed on page one immediately to the right of Article I.

Section 2. Fiscal Year: The fiscal year of the Foundation shall be the same as the fiscal year used by the College, unless otherwise changed by the Board of Directors and the Board of Trustees of the College.

Section 3. Amendments: In accordance with Section 2.15 of the MOU, the Foundation will consult with the College President and the Board of Trustees of the College before making any changes to the Bylaws of the Foundation. The Foundation shall provide the College President with an advance copy of any proposed amendments, additions or deletions to the Foundation's Bylaws.

Proposed amendments, additions or deletions of Bylaws and the Charter of the Foundation may be may be drafted and recommended by a majority of Directors present at any regular or special meeting of the Board of Directors; provided, however, that if such recommendation occurs at a special meeting, then the purpose of the meeting with the proposed amendment or amendments must be stated in the notice.

Section 4. Dissolution: In the event of the dissolution of the Foundation, the Board of Directors after paying or making provisions for the payment of all liabilities and obligations of the Foundation, shall dispose of all assets of the Foundation of such educational organization or organizations or institutions within the State of North Carolina at the time that qualify as an exempt organization or organizations under Code Section 501(c)(3) and that has purposes substantially similar to those for which the Foundation was organized as the Board of Directors may by majority vote designate and which

thereafter shall be approved by the Board of Trustees of the College.

Section 5. Indemnification: Subject to the conditions hereinafter set forth in this section, any person who at any time serves or acts as a Director, officer or agent of the Foundation or in such capacity at the request of the Foundation for any other corporation, whether for profit or not for profit, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorney's fees, 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 him/her liable by reason of the fact that he/she is or was acting in such capacity, and (b) reasonable payments made by him/her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he/she may have become liable in any action, suit or proceeding.

The Board of Directors of the Foundation by majority vote of a quorum consisting of Directors not at the time parties to the action or proceeding in question shall determine whether the Director, officer or agent (a) conducted himself or herself in good faith; (b) reasonably believed, in the case of conduct in his or her official capacity with the Foundation, that his or her conduct was in its best interests and, in all other cases, that his or her conduct was at least not opposed to its best interests; and (c) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. Such Directors shall also determine the reasonable amount of indemnity due such Director, officer or agent.

Any persons who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Foundation 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 each such person and shall not be exclusive of any other rights to which such persons may be entitled apart from the provision of the Bylaws.

This Bylaw shall not be applicable with respect to which the actions of a Director, officer, or agent were at the time taken, known, or believed by the person to be clearly in conflict with the best interests of the Foundation or if such person derived an improper personal financial benefit or if such person was not acting in good faith or committed gross negligence or willful or wanton misconduct that resulted in the damage or injury.