Southwestern Community College Foundation, Inc.

Article 1. Authority

1.1 Name of Foundation
The name of the foundation shall be the Southwestern Community College Foundation, Inc.

1.2 Purpose
The purpose of the Foundation shall be to develop and administer a program to promote, support and enhance Southwestern Community College. This program shall be consistent with and supplementary to the mission and objectives of Southwestern Community College.

1.3 The affairs of the SCC Foundation shall be managed and controlled by the Board of Directors operating under authority granted in the corporate charter and in accordance with appropriate provisions of North Carolina and Federal laws.

1.4 Except as hereinafter specifically provided, only the Board of Directors has authority to act upon matters of official concern. Individual members are not empowered to act upon such matters or to speak for the Board unless specifically authorized to do so by the Board acting in its corporate capacity. Such authority will be contained in an appropriate document and attested by the signature of the Secretary of the Board.

Article 2. Membership

2.1 Board of Directors
The Board of Directors shall be composed of not less than nine (9) nor more than thirty-five (35) members. The membership of the Board should be broadly representative of the college service area. The President, Chief Development Officer and Chief Financial Officer of Southwestern Community College will be members of the Board.

2.2 Appointment of Members
The first Board shall be appointed by the Southwestern Community College Board of Trustees. Thereafter, members shall be elected by existing members of the Board upon recommendation of the Nominating Committee.

2.3 Terms of Office
Members shall serve three year terms with the term beginning at the annual meeting of the year of election. Members may be re-elected for successive terms.
2.4 Removal and Vacancies
Directors may be removed from office with cause by a vote of a majority of directors or by absences from three (3) consecutive meetings. A vacancy occurring on the board may be filled by majority vote of the members in election at an annual meeting or at a special meeting called for that purpose.

2.5 Compensation
Directors shall serve without compensation for their services, but it shall be within the power of the Board of Directors to reimburse any director for expenses incurred by and for the business of the Foundation.

Article 3. Officers of the Board

3.1 Officers
The officers of the Foundation shall be a Chairman, Vice-Chairman, Secretary, and Treasurer. The Chairman and Vice-Chairman shall be elected by the Board of Directors for a one year term. Each officer shall hold office no more than two consecutive terms plus any portion of any term not completed by a predecessor. A nominating committee appointed by the Chairman will present a slate of candidates at the annual meeting for the election of the Chairman and Vice-Chairman. No two offices may be held by the same person and the Chairman and Vice-Chairman shall be members of the Board during the terms to which they are elected. Officers elected by the Board may be removed from office at any time for cause by a majority vote of the members of the Board of Directors.

3.2 Compensation
The officers of the Foundation shall serve without compensation but shall be reimbursed for any expenses which they may incur on behalf of the Foundation.

3.3 Powers and Duties of the Chairman
The Chairman shall be the chief executive officer of the Foundation and subject to the control and management of the Foundation in accordance with these by-laws. He shall preside over all meetings of the Board. He shall have general and active management of the business of the Foundation and shall see that all orders and resolutions of the board are carried into effect. He shall be an ex-officio member of all standing committees. He shall be elected from those Directors who are not officials of the College.

3.4 Powers and Duties of the Vice-Chairman
The Vice-Chairman shall perform the duties and exercise the powers of the office of the Chairman in the absence or disability of the Chairman. He shall do and perform such other duties as may be from time to time assigned to him by the Chairman of the Board.

3.5 Powers and Duties of the Secretary
The Chief Development Officer shall be the Secretary of the Foundation. The College President may appoint the Executive Director of the Foundation to perform the administrative and staffing duties for the Board to include, but not limited to the duties of the Secretary, upon recommendation of the Chief Development Officer. The Executive Director, under the direction of the Secretary/Chief Development Officer shall be responsible for performing such general duties as are necessary for the proper operation and management of the Foundation including the following:

A. The Executive Director shall maintain the minutes of the Board and the Executive Committee meetings and the files and records of the Foundation. He shall keep custody of the Seal of the Foundation, if any, and is authorized to affix same to all instruments requiring its use.

B. The Executive Director shall exercise such authority to accept gifts, collect revenue and direct expenditures of the Foundation as prescribed by the Board of Directors through its approved policies and directives.

C. The Executive Director shall plan and manage all Foundation programs and activities established to accomplish the goals of the Foundation.

D. The Executive Director shall be responsible for the supervision of all staff and personnel, if any, engaged by the Foundation.

3.6 Powers and Duties of the Treasurer

The Treasurer shall be the Chief Fiscal Officer of the College. He shall be responsible for the receipt and disbursement of all assets of the Foundation, in accordance with Board direction, and for insuring that accurate records of all activities are maintained. He shall be responsible for preparation of an annual budget. He shall keep full and accurate accounts of the finances of the Foundation and shall prepare a statement of its assets and liabilities at the close of each fiscal year which is from July 1 to June 30. He will cause an annual audit to be conducted and submit same to the Board. Disbursement of Foundation funds will be made upon the signature of the Executive Director authorized by action of the Board of Directors.

Article 4. Powers and Duties of the Board

The Board of Directors shall have and exercise all powers that may be exercised by the Foundation under its Articles of Incorporation, under pertinent statutes of the State of North Carolina relating to such organizations and as conferred under these By-laws. Without prejudice to these general powers, the Board shall have the following specific powers and duties:

A. Appointment of Agents: To appoint and, at its discretion, remove such officers or agents
as it shall deem proper and to prescribe their duties.

B. Committees: The Board shall, at its discretion, establish such standing and/or ad hoc committees as it deems appropriate to investigate or discharge any functions assigned by the Board. The Chairman of each committee so established shall be appointed by the Chairman of the Board.

C. Business Transactions: To sue and be sued, complain and defend in its corporate name; to borrow money and give its notes or other obligations, therefore; to pledge, encumber or mortgage any property it may own; to sell, convey or dispose of any property it may own to receive and administer funds for scientific and educational purposes; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations, or other securities; to take and hold by bequest, devise gift, purchase or lease either absolutely or in trust, any property real, personal or mixed without limitation as to amount or value; to reject any or all gifts, benefits or devises which it deems not in the best interest of the objectives and purposes of the Foundation.

D. Records: To maintain records of Board proceedings and of the activities of its committees, officers and agents.

E. Reports: To cause to be prepared annually in writing and to distribute a report of the business and activities of the Foundation.

Article 5. Meetings

5.1 Meeting Schedule: Quarterly Board meetings will be held throughout the year. Special meetings may be called by the Board, by the Chairman or upon request to the Chairman of a minimum of five members.

5.2 Rules of Conduct.
Meetings will be governed by Roberts Rules of Order.

5.3 Quorum Requirement
A majority of the members of current membership of the Board constitutes a quorum at any meeting.

5.4 Motions
All matters requiring decision by the Board shall be presented in the form of a motion. Such motions, when seconded, will be voted upon. Board approval requires a favorable vote by a majority of the quorum. The minutes will reflect the name of the member making a motion, the names of the members seconding and the results of the vote. Voice vote will normally be used except in matters relating to election of officers or as the Board may otherwise decide.
5.5 Minutes

Minutes, which accurately reflect the events of each meeting, will be prepared by or under
the direction of the Secretary and placed in a permanent book which he will maintain.

**Article 6. Amendment of By-laws**

These By-laws may be altered, repealed, amended or added to by a majority vote of all members
of the Board at any regular meeting or at any special meeting called for that purpose. Any
proposed change in the By-laws must be presented to the Board at least one week prior to the
time at which it is formally considered. A particular By-law may be suspended temporarily by
unanimous vote of all members present.

Amended this 11th day of October, 2005.

[Signature]
SCC Foundation Chairman

11/16/05

[Signature]
SCC Foundation Secretary

12-9-05

Revised: 9/20/05