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, Development Officer and Business 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.
3.5 Powers and Duties of the Executive Director
The Senior Development Officer shall be the Secretary of the Foundation. The College
President may appoint the Executive Director of the Foundation upon recommendation of
the Senior Development Officer. The Executive Director, under the direction of the
Secretary/Senior 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 ensuring 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.