

SECOND RESTATED BYLAWS
OF
COLUMBIA GORGE COMMUNITY COLLEGE FOUNDATION
The Dalles, Oregon

ARTICLE I: PURPOSE

The Corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provision).

The primary purpose of the Corporation is to advance and promote the interests and development of Columbia Gorge Community College (the College) and the students, faculty, and community. The Corporation shall provide a means for receiving and administering charitable donations to be used for student scholarships, for College facilities and improvements (including both real and personal properties), for special College projects and programs, or for other purposes that benefit the College. The Corporation may also provide funding for acquisition for College facilities and improvements, both real and personal properties, special College projects/programs, and any other matters which would benefit and support the College. The Corporation's Board of Directors shall solicit and accept gifts in support of the College; and shall manage, invest, and account for the assets of the Corporation.

ARTICLE II: NONMEMBERSHIP

The Corporation shall have no members.

ARTICLE III: BOARD OF DIRECTORS

Section 1. **Duties.** The affairs of the Corporation shall be managed by the Board of Directors.

Section 2. **Number.** The number of Directors (exclusive of ex officio Directors) may vary between a minimum of five (5) and a maximum of twenty-five (25). The number of Directors may be fixed, or changed periodically, within the foregoing limits, by the Board of Directors.

Section 3. **Term and Election.** Except for the initial adjustment of shorter terms needed in order to create or maintain staggered terms, the term of office for all Directors other than ex officio Directors shall be three (3) years. The Board shall make provisions to stagger the terms of Directors so that each year the terms of as close as possible to one-third of the Directors shall expire. The Board shall have the authority to

adjust the terms of all director positions from time to time in order to maintain the staggered terms. A Director may be reelected without limitation on the number of terms he or she may serve. The Board shall elect its own members, except that a Director shall not vote on that member's own position. Subject to the provisions of Section 13 of this Article III, the terms of ex officio Directors shall be determined by the Board.

Section 4. **Removal.** Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

Section 5. **Vacancies.** Vacancies on the Board of Directors and newly created board positions will be filled by a majority vote of the Directors then on the Board of Directors.

Section 6. **Quorum and Action.** A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as provided otherwise by these bylaws. Where the law requires a majority vote of the directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of date, time, place, or purpose of these meetings is required.

Section 8. **Special Meetings.** Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director, not less than two (2) days prior to the special meeting, by one of the following methods (a) by delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the Director or to the person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) by e-mail with notice of receipt, or (e) by fax. All such notices shall be given or sent to the Director's e-mail address or telephone and facsimile numbers as shown on the records of the Corporation.

Section 9. **Meetings by Electronic Communication.** The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which either of the following occurs:

- (a) All Directors participating may simultaneously hear or read each other's communications during the meeting; or

- (b) All communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.

Section 10. **Additional Provisions for Meetings by Electronic Communication.** If a meeting is conducted through the use of any means described in Section 9:

- (a) All participating Directors shall be informed that a meeting is taking place at which official business may be transacted; and
- (b) A Director participating in the meeting by this means is deemed to be present in person at the meeting.

Section 11. **No Salary.** Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 12. **Action by Consent.** Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. For purposes of this Section 12, written consents of Directors may be evidenced by email pursuant to the provisions of ORS 65.341.

Section 13. **Ex officio Members of the Board.** The following individuals shall serve as ex officio Directors:

- (a) One (1) member of the College Board of Education to be selected by the College Board of Education. The term for this Director position shall be as specified by the College Board of Education.
- (b) President of the College.
- (c) One (1) faculty member of the College to be elected by the Board of this Corporation. This Director shall serve for a term of one (1) year unless otherwise specified by the Board.
- (d) Dean of Student Services.

Section 14. **Voting Rights/Ex Officio Members.** Ex officio members shall not have voting rights.

Section 15. **Nomination of Directors.** Directors may be nominated by any member of the Board. In the alternative, the Board may appoint a Nominating Committee, in which case all nominations shall be submitted to the Board by the Nominating Committee.

ARTICLE IV: OFFICERS

Section 1. **Title.** The officers of this Corporation shall be a President, Vice President, Secretary, and a Treasurer. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, with the exception of the Secretary and the Treasurer, may only serve two (2) successive years in any one office.

Section 2. **Election.** The Board of Directors shall elect the officers to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. **Vacancy.** A vacancy of the office of President or Secretary shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. **Other Officers.** The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. **President.** The President shall be the chief executive officer of the corporation; shall preside over the meetings of the Board; shall have general and active management of the corporation, and shall have all authority reasonably necessary to effectuate the orders and resolutions of the Board. The President shall execute all contracts previously authorized by the Board requiring a seal, under the seal of the corporation, except when the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the corporation.

Section 6. **Vice President.** The Vice President shall exercise all the powers of the President in the President's absence or disability.

Section 7. **Secretary.** The Secretary shall sign all official documents as listed in these Bylaws; shall participate in executive board meetings; shall take minutes at such executive board meetings; and shall perform such other duties in keeping with the office as may be assigned by the President.

Section 8. **Treasurer.** The Treasurer shall have the custody of all corporate funds, shall keep accurate accounts, and shall deposit all money, securities and other valuable property coming into possession of the corporation in such depositories as the Board shall designate. He or she shall disburse funds, in accordance with instructions from the Board, for the normal operation of the corporation. A financial report for the year shall be submitted to the Board at the annual meeting, accounting in detail for the income and expenses of the corporation.

* * * *

ARTICLE V: CORPORATE INDEMNITY

This Corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

ARTICLE VI: COMMITTEES

Section 1. **Executive Committee.** The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make ongoing decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2. **Nominating Committee.** The Board of Directors may elect a Nominating Committee. The Nominating Committee will supervise the procedures for election of new Directors.

Section 3. **Finance Committee.** The Board of Directors may elect a Finance Committee and may delegate powers to the Finance Committee concerning the fiscal affairs of the Corporation and gift acceptance and investment policies for the Corporation.

Section 4. **Other Committees.** The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 5. **Composition of Committees Exercising Board Functions.** Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, of all Directors in office at that time.

Section 6. **Quorum and Action.** A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 7. **Limitations on the Powers of Committees.** No committee may authorize payment of a dividend or any part of the income or profit of the Corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation’s assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

* * * *

* * * *

ARTICLE VII: AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

These Second Restated Bylaws were approved by the Board on the _____ day of _____, 2013.

_____, President

ATTEST:

Charles K. Toole, Secretary