BPCC FOUNDATION, INC. BY-LAWS

PREAMBLE: The Bossier Parish Community College Foundation, Inc. is the main fundraising organization of Bossier Parish Community College for the receipt and management of all private gifts.

ARTICLE I

NAME

These by-laws apply to the non-profit organization named BPCC Foundation, Inc., hereinafter referred to as the "Foundation," or "Corporation."

The by-laws of the BPCC Foundation, Inc. are herein referred to as "by-laws" or "rules." The Board of Directors is herein referred to as "Board" or "Directors."
The President of the BPCC Foundation, Inc. is herein referred to as "President."

ARTICLE II

PHYSICAL LOCATION & MAILING ADDRESS

SECTION 2.1 The domicile of the BPCC Foundation, Inc. is established in the Articles of Incorporation as 6220 E. Texas Street, Bossier City, LA 71111.

As of January 2005, the new physical address of the Bossier Parish Community College Foundation, Inc. is 6220 E. Texas Street, Bossier City, LA 71111.

SECTION 2.2 The mailing address of the Foundation shall be the same.

SECTION 2.3 LOGO: The logo of the Foundation shall be a Bossier Parish Community College logo with the word Foundation added.

ARTICLE III

PURPOSE

SECTION 3.1 The purpose of the Foundation shall be prescribed in the Articles of Incorporation.

SECTION 3.2 The purpose of these by-laws is to provide a rigid structure or guidance to the Board of Directors for items, issues, and criteria not covered by the Articles of Incorporation. In no way are these by-laws intended to supersede the Articles of Incorporation or in any area conflict with them. In such a conflict, the Articles of Incorporation will be the overruling statute.
SECTION 3.3 These by-laws are herein designed to be flexible and can be amended and revised as needed by the Board of Directors and as allowed by United States and Louisiana operational law for non-profit groups.

SECTION 3.4 The procedure for any changes to these by-laws is covered in Article IX of these by-laws, entitled Amendments.

SECTION 3.5 These by-laws are designed to be bona-fide and legal and will follow all guidelines established by the Louisiana Community and Technical College System, laws of the State of Louisiana, and laws of the United States of America.

ARTICLE IV

MEMBERS

SECTION 4.1 Membership. There shall be (3) three classes of members: Member, Alumni and Corporate. With the exception of Founding Members, all others contributing to the Foundation shall be referred to as “partners”. The Board of Directors shall be elected by voting members of the Board at the Annual Meeting or at any properly noticed meeting of the board membership.

a. Member: Any partner contributing a minimum of $250 to the Foundation on an annual basis. Individuals must meet this annual minimum level to be considered for Board appointment.

b. Alumni: Any BPCC graduate contributing a minimum of $50 to the Foundation on an annual basis shall be considered an “Alumni” member.

c. Corporate: Any individual, corporation or agency making annual contributions at the corporate levels as listed in the BPCC Foundation’s giving levels. (See levels at www.bpcc.edu/foundation)

SECTION 4.2 Ex-Officio. The Chancellor of the College exercises control over all fundraising and solicitation efforts on behalf of the College. The Chancellor oversees the College’s fundraising activities to ensure alignment with the College’s mission. There shall be two (2) levels of Ex-Officio members.

a. Voting Ex-Officio: The Chancellor of the College and the President of the Athletic Association shall serve as an ex-officio members with full voting.

b. Non-Voting Ex-Officio: The Staff Senate President and Faculty Senate President shall serve as ex-officio non-voting members. Term of membership for ex-officio members is for the duration of their term in office at BPCC. The Board may also appoint a Barksdale AFB liaison to serve in a non-voting Ex-Officio position.

ARTICLE V

MEETINGS
SECTION 5.1 Location. The Board of Directors will meet at such time and place as specified by the Board.

SECTION 5.2 Notification of Meetings. Meetings of the Directors may be called by the President upon forty-eight (48) hour notice and may also be called at any time by petition of a majority of the directors.

SECTION 5.3 Special Meetings. Special meetings of the Board of Directors may be called by order of the Chancellor of the Bossier Parish Community College, the President of the BPCC Foundation, or by six (6) members of the Board of Directors. The Articles of Incorporation also prescribe a notification of two (2) days in advance. The meeting shall be within the State of Louisiana.

SECTION 5.4 Quorum. Forty (40%) percent of the members of the Board shall constitute a quorum for the transaction of business.

SECTION 5.5 Meeting Attendance. Any voting member of the Board of Directors unable to attend a meeting shall notify the President or Secretary stating the reason for the absence. Any Director absent for three (3) consecutive meetings or five (5) total meetings during the year, deems his resignation tendered and accepted in the absence of extenuating circumstances.

SECTION 5.6 Extenuating Circumstances. Any voting member of the Board may be considered excused from a Board meeting if advance notification is provided to the President or Secretary stating the reason for the absence, which is deemed approved, by majority vote of the Executive Committee.

SECTION 5.7 Annual Meeting. The annual meeting of members of the corporation as required by Article IX of the Articles of Incorporation shall be held at the domicile of the corporation, or at such place and time as specified by the Board. The annual meetings of the membership shall be fixed by resolution of the Board.

ARTICLE VI

COMMITTEES

SECTION 6.1 Executive Committee.

a. The Executive Committee shall consist of three (3) officers, including President, Treasurer and one other Officer as listed in “Section 7.12” of these by-laws, to serve in the event of dire needs.

b. Dire needs of the Foundation shall be any business that shall come up between regular meetings that requires the attention of the Board of Directors. Dire needs are described as any condition not foreseen by the Board of Directors and that can result in loss and/or savings of monies the committee caused by the lack of attention to those needs.
c. By a majority vote of the members of the Executive Committee, the Executive Committee shall have the power to conduct any regular business of the Board of Directors, except the power to adopt, amend or repeal by-laws of the Foundation.

d. By a majority vote of the members of the Executive Committee, the Executive Committee shall have the power to modify or revoke any or all of its own authority, so delegated; increase or decrease the size of its own members, but not below three (3) officers; and fill vacancies therein from the members of the Board of Directors.

e. The Executive Committee shall not have the ability to limit the powers of any committees, the Board of Directors, or Presidents granted by the Articles of Incorporation, or by-laws of the Foundation.

f. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board upon the next regular meeting of the Board of Directors.

Section 6.2 **Power to Appoint Committees.** The Board of Directors shall have the power to appoint committees. The committees' duties shall be as described below. All members to committees shall be appointed by the President of BPCC Foundation and shall consist of three (3) members. Any expenditure of corporate funds by any committee shall require prior approval of the Executive Committee or the Board of Directors. These committees shall meet at such times and places as directed by the committee chair, by the Executive Committee, or by the Board of Directors. The duration of these committees shall be 1 year, or upon completion of their duties, or upon release by the President of BPCC Foundation or the Board of Directors. The creation of the committees is not mandatory. The appointed committees are as follows:

a. **Finance Committee** - Duties shall be to recommend to the Executive Committee and/or the Board of Directors investments to be made with the funds of the corporation and to review periodically such investments. The recommended investments shall adhere to guidelines formulated by the Board of Directors; such guidelines may be modified as needed. The committee is advisory only and its recommendations are not binding upon the Executive Committee or the Board of Directors. The committee is advisory only and its recommendations are not binding upon the Executive Committee or the Board of Directors.

b. **Development Committee** - Duties shall be to formulate strategies and plans for long-range success of the Foundation including activities which focus on cultivating, maintaining and strengthening donor relations. In addition, its duties shall be to monitor the progress of the Projects and Events Committee and to engage in other activities as directed by the Executive Committee and the Board of Directors. The committee is advisory only and its recommendations are not binding upon the Executive Committee or the Board of Directors.

c. **Projects and Events Committee** - Duties shall be to formulate and execute plans for the raising of funds and other activities as specified by the Chancellor, the President of the Foundation, or the Board of Director's upon formation of said committee. The committee is advisory only and its recommendations are not binding upon the Executive Committee or the Board of Directors.

Revised 6.5.17
d. **Aesthetic Committee** – The Athletic Committee shall consist of a minimum of three members and shall be represented on the general Foundation board by one member of the Athletic Committee. The representative shall be a full voting member of the general Foundation board possessing all rights and privileges afforded voting members; and likewise, shall be held to all participation standards and requirements. Duties shall be to formulate strategies and plans in cooperation with the Athletic Department for the long range success of the sports programs, including activities which focus on providing support for fundraisers for the individual sports programs. The committee is advisory only and its recommendations are not binding upon the Executive Committee or the Board of Directors.

**ARTICLE VII**

**BOARD OF DIRECTORS**

**SECTION 7.1 Powers of Board.** The entire management of the Corporation and its property is vested in and exercised by the Board. The Board of Directors of said Foundation shall have full power, except as prohibited by the terms of any instrument of gift, devise, bequest, or by other transfer, at its sole discretion, to change the form of any investment and for that or other purposes of the Corporation to dispose of any securities or other property held by said Corporation.

**SECTION 7.2 Number of Board Members.** The Board of Directors of the Corporation shall consist of a minimum of seven (7) voting members. (Previously stated 7-15).

**SECTION 7.3 Election of Directors.** The Board of Directors shall be elected by the members at its annual meeting or at any properly noticed meeting of the Membership and shall serve for a term of two (2) years or until their successors are elected and installed. Directors may be re-elected to subsequent two (2) year terms as deemed necessary by the membership.

**SECTION 7.4 Nominations.** The Board of Directors shall authorize a nominating committee to recruit, evaluate and submit names of potential Directors for approval to the membership. Additionally, any Director may propose a potential Director to the nominating committee for review and consideration for membership. New Directors may be elected at any properly noticed meeting of the Membership.

**SECTION 7.5 Limit of Terms in Office.** All officers on the Board of Directors may serve unlimited terms.

**SECTION 7.6 Board Vacancies.** A vacancy in any elected office may be filled by a majority vote of a quorum of the Board for the unexpired term of the predecessor on office.

**SECTION 7.7 Resignations of Directors.** Except as otherwise required by law, any Director may resign at any time by giving written notice to the Board or to the President or to the Secretary of the Foundation. Such resignation shall take effect at the time not more than thirty (30) days after such receipt as specified in such notice, or on receipt of the notice if no time is specified. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.
SECTION 7.8 Removal from Office. Any officer or member may be removed at any time, without prejudice, by vote of the majority of the Board of Directors.

SECTION 7.9 Manner of Acting. The act of the majority of the Board present at a meeting at which a quorum is present shall be an act of the Board unless a greater number is required by these Bylaws or by law.

SECTION 7.10 Informal Action. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, or of any committee of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or committee members entitled to vote on the subject thereof. Such consent shall have the same force and effect as a unanimous vote of the Board and shall be recorded with the minutes of the Foundation.

SECTION 7.11 Conflict of Interest. Any director or officer shall declare himself as "abstaining" from vote and discussion of any matter in which said director or officer may be considered to have a conflict of interest. Such abstaining declaration shall be made for the record at the beginning of any such motion or discussion and shall be recorded in the official minutes of the meeting. The same conflict of interest procedures shall apply to any director participating in any committee action or vote.

SECTION 7.12 Officers & Description of Duties. The officers of the Foundation shall be a President, a Vice-President, Secretary, and a Treasurer. The Board of Directors may elect a chairman from its members to preside at the board meetings.

a. President. The President of the Foundation shall serve as the official Foundation representative at all Foundation and College fund-raising activities. The term of office of the President shall be one (1) year. The President shall preside at all meetings of the Board and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. He shall serve as Fundraising Chairman during his term of office and will be an ex-officer member of all committees. The president shall have a vote on all matters of the Foundation.

b. First Vice-President - In the absence or disability of the President, the First Vice-President shall perform the duties of the President. The Vice-President shall have other powers conferred by the Board of Directors.

c. Second Vice-President - In the absence or disability of the President and the First Vice-President, the Second Vice-President shall perform the duties of the President and/or Vice-President. The Second Vice-President shall have other powers conferred by the Board of Directors.

d. Secretary. The Secretary shall keep the records of the Corporation. He shall have the custody of the seal of the Corporation. He shall issue, sign, and seal together with the President, all instruments of writing affecting the Corporation, and the Secretary shall, in addition, perform all the other duties usually pertaining to this office.

e. Treasurer. The Treasurer shall be the chief financial officer of this Corporation and, if so required by the Board of Directors, shall give a bond for the faithful
discharge of his or her duties in such sum and with such surety as the Board of Directors shall deem appropriate. The Treasurer shall submit an annual report to the Board. In case of the absence or disability of the Treasurer, or his/her refusal or neglect to act, such notices may be provided by the President or by the First Vice-President or by the Board of Directors. Treasurer shall have the custody of all the books of account monies and securities of the corporation. He shall keep regular books. All the money of the Corporation shall be deposited in such depositories as shall be selected by the directors. Checks may be signed by anyone authorized to do so by the Board. The Treasurer shall, in addition, perform all the other duties usually pertaining to this office.

SECTION 7.13 Vacancies. A vacancy in any elected office may be filled by a majority vote of a quorum of the Board for the unexpired term of the predecessor on office.

SECTION 7.14 Delegation of Duties. The Board for any reason may delegate the powers or duties of any officer to any other officer of director.

SECTION 7.15 Removal. Any officer elected or appointed by the Board may be removed by the Board for any reason whenever in the Board’s judgment the best interests of the Foundation would be served thereby. Such removal shall be without prejudice to a contract rights of the officer removed.

SECTION 7.16 Compensation. Directors shall not receive any compensation, but by resolution of the Board of Directors, may be reimbursed for expenses paid or incurred in the performance of their duties as Directors.

a. EXCULPATION OF DIRECTORS

No director shall be liable to anyone for any acts on behalf of the Foundation or any omissions with respect to the Foundation committed by such director except for his or her own willful neglect or fault, nor shall any director be liable to anyone for any act or neglect or default on the part of any one or more of the other director of the Foundation in the absence of specific knowledge on the part of such director of such neglect or default.

Article VIII

FINANCES

SECTION 8.1 Use of Income. All gifts to the Foundation or other income not otherwise designated by the donor shall go into the general fund of the Foundation and shall be used exclusively for the use and benefit of Bossier Parish Community College at the direction of the Chancellor, in accordance with the mission of the College and the general purpose of the Foundation. The Foundation may receive, manage, invest, and disperse conditional gifts only if such gifts are for the exclusive use of Bossier Parish Community College.
The phrase “exclusive use and benefit of Bossier Parish Community College” shall include gifts for the benefit of any separate or independent organization which is supportive of or affiliates with Bossier Parish Community College or its functions, provided that such organization is (a) organized exclusively for charitable, scientific, or educational purposes and for the exclusive use and benefit of Bossier Parish Community College and (b) qualified as an organization exempt for income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law.) The Board may from time to time provide procedures for the establishment of special or designated funds to be administered by the Board under the condition of their creation in accordance with the Articles of Incorporation.

SECTION 8.2 Contributions and Disbursements. All contributions received by the Foundation shall be deposited by the Treasurer in a special account or accounts in such banks, trust companies, or other depositories as the Board may select. All disbursements shall be made under proper authority of the Board. All contributions to and disbursements from the Foundation shall be recorded by the Treasurer and such records shall be subject to examination at any time, upon request, by any director.

SECTION 8.3. Budget. A statement of proposed operating income and expenditures for the following year shall be prepared by the Treasurer and submitted to the Board annually. When approved by the Board, such budget shall be the only authorization for expenditures for operating expenses of the Foundation subject to subsequent changes made by the Board and the provisions of section 8.4 below.

SECTION 8.4. Administration of the Budget. The President is authorized to make commitments for budgeted operating expenses. Checks or vouchers in payment of approved expenditures shall be signed by an officer or officers of the Foundation and as shall from time to time be provided by resolution of the Board.

SECTION 8.5 Checks, Drafts, Etc. All checks, drafts, or orders for the payments of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers or agent or agents of the Foundation and in such manner as shall from time to time be provided by resolution of the Board. In the absence of such provision by the board such instrument shall be signed by the Treasurer.

Section 8.6. The Fiscal Year. The fiscal year of the Foundation shall be July 1 to June 30 of each calendar year but may be altered by resolution of the Board.

ARTICLE IX

EXECUTION OF CONTRACTS, DEEDS AND TRANSFER AND REPRESENTATION WITH REFERENCE TO SECURITIES

SECTION 9.1 Execution of Contracts and Deeds. Except as otherwise provided by regulation of the board authorizing the execution thereof, all contracts, deeds, mortgages, pledges, transfers and other written instruments binding upon the Foundation shall be executed on behalf of the foundation by the President and attested to by the Secretary or Treasurer.

SECTION 9.2 Voting Securities Owned by the Foundation. Unless otherwise ordered by resolution of the Board, the President and Treasurer shall have full authority on behalf of the
Foundation to attend, to act and to vote at any meetings of the stockholders, bondholders, or other security holders of any corporation, trust, or association in which the Foundation may hold securities. At any such meeting the President or the Treasurer shall possess all of the rights and powers incident to the ownership of such securities, which as owner delegate such authority to a proxy. The Board may, by resolution, confer like authority upon any other person or persons.

SECTION 9.3 **Sale of Securities.** Unless otherwise ordered by resolution of the Board, the President and the Treasurer are authorized and empowered jointly to buy and sell stock held or owned and to that end they are further authorized to execute all bills of sale, transfers, assignments, and other writings necessary or convenient for effectuating such purposes. The President and Secretary-Treasurer are further authorized to give or have the proper notices of any such action, have all such dispositions registered and noted on the books and records of this or any other corporation or partnership where required, and to do all other things necessary or convenient to accomplish such purchases of sales.

**ARTICLE X**

**AMENDMENTS TO BY-LAWS**

These by-laws may be amended at any regular meeting of the Board of Directors by a majority vote of the Board of Directors.

**ARTICLE XI**

**AUDITS**

The Board of Directors shall appoint an outside certified public accountant annually to audit the accounts of the Foundation. The auditor shall report to the Board of Directors.

Amended By-laws approved on: **June 15, 2017** at the General Meeting of the Board of Directors.

Signature: [Signature]
Bruce Roberts, President

Date: 6/5/17

Signature: [Signature]
Shala Bailes, Secretary

Date: 6/11/17

Revised 6.5.17