

BY-LAWS OF
SOUTHERN MAINE COMMUNITY COLLEGE FOUNDATION

ARTICLE I - NAME

The name of the Foundation is Southern Maine Community College Foundation (hereinafter referred to as the "Foundation").

ARTICLE II - PURPOSES

The Foundation is organized and shall be operated exclusively for such charitable, scientific, and educational purposes as may qualify it for tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954. The Foundation's purposes are to promote, encourage, and support, financial and otherwise, all educational activities at Southern Maine Community College ("SMCC" or the College).

ARTICLE III - OFFICES

The principal office of the Foundation shall be located in Cumberland County, Maine, at such place as the Board of Directors shall from time to time designate. The Foundation may maintain additional offices at other places as the Board of Directors chooses to designate.

ARTICLE IV - MEMBERSHIP

There shall be no membership.

ARTICLE V - BOARD OF DIRECTORS

A. General Power; Number; Tenure: There shall be one class of directors, regular.

The business and affairs of the Foundation shall be managed by its Board of Directors, which may exercise all powers of the Foundation and perform all lawful acts incident thereto. The number of directors shall be not more than 25 or less than 5, as determined by the Board of Directors. The President of Southern Maine Community College shall serve as an ex-officio voting Board member, and the Executive Director of the Foundation shall serve as an ex officio non-voting Board Member.

A member may serve on the Board of Directors for up to three (3) consecutive three (3) year terms at the pleasure of the Board. A member may be re-elected after an one-year period off the Board. The tenure of the office of a director shall not be affected by any decrease in the number of directors set by the Board. One third of the directors shall be elected at the last meeting of the fiscal year of the Board of Directors (the "Annual Meeting") for a term of three years or until a successor is elected and shall qualify provided that, for the members of the initial Board of Directors, the terms of one third

shall be one year, one third shall be two years, and one third shall be three years, to be determined by lot.

B. Duties of the Board of Directors: The Board shall be responsible for the following:

1. Raise restricted and unrestricted contributions for Southern Maine Community College;
2. Foster and promote such programs, events or activities that would further the charitable purposes of the Foundation; and
3. Provide general governance of the operation of the Foundation.

C. Officers: There shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers of the Board of Directors as the Board shall establish. Each such officer shall be a member of the Board and shall be elected by members of the Board pursuant to Article V herein

1. Chair: The Chair shall have the responsibility for general supervision and direction of the Foundation Board. The Chair shall preside at all meetings of the Board and the Executive Committee and shall have the general powers and duties as may be prescribed by the Foundation Board in these By-Laws. The Chair shall be the Foundation liaison between the Foundation Board and the Advisory Council of Southern Maine Community College.
2. Vice Chair: The Vice Chair shall serve as President-elect of the Foundation Board and as a member of the Executive Committee. In the absence or disability of the Chair, the Vice Chair shall preside at the meetings of the Board, shall perform all duties of the Chair and, when so acting, shall have all the powers of the Chair and be subject to all the restrictions upon the Chair. The Vice Chair shall have such other powers and perform such other duties as may from time to time be respectively prescribed by the Board or in these By-Laws.
3. Secretary: The Secretary shall cause to be kept all minutes of all proceedings of the Board and shall execute with the Chair or other proper officers of the Foundation all instruments authorized by the Board and required to be executed on behalf of the Foundation.
4. Treasurer: The Treasurer shall cause to be kept and maintain adequate and correct accounts of the financial transactions of the Foundation, including accounts of its assets, liabilities, receipts, distributions, gains and losses. The Treasurer shall render to the Chair and to the Board, at regularly scheduled Board meetings or as otherwise requested, an account of the financial condition of the Foundation.
5. Other Officers: The Board may also elect such other officers as in its judgment, are necessary to the operation of the Foundation.

D. Resignations:

1. Any officer may resign at any time by delivering a written resignation to the Board of Directors, the Chair of the Board, the Executive Director, or the Secretary of the Foundation. Such resignation shall be effective upon delivery or at such time as stated in the written resignation.
2. A Director may be removed, with or without cause, by the affirmative vote of two thirds of the total membership of the directors at a special meeting of the Board called at least 30 days after notice of proposed removal action has been given to the affected member and to all remaining members of the Board of Directors.

E. Vacancies: Any vacancy occurring on the Board of Directors shall be filled by a majority of the remaining members of the Board of Directors at a Board meeting, although such majority may be less than a quorum.

F. Absences: All Board Members are expected to attend regularly scheduled meetings. A Board Member may be removed from the Board if:

1. The member has more than three un-notified absences during any 12 month period. "Un-notified" means the member did not contact Foundation Staff or the Chair in advance of the meeting to indicate that they would be absent.
2. The Board Member has three notified absences in a row.

G. Nominations and Elections:

1. Nominations: The Governance Committee is responsible for proposing a slate of candidates to fill any open Board or officer position. The Governance Committee shall present the slate at the Foundation's annual meeting. Additional nominations from Board Members may be presented to the Nominating Committee in writing. Consent of the nominee must be obtained prior to election.
2. Election: The election of officers of the Foundation shall occur at the Annual Meeting, with notice of the election provided at least 5 days in advance of the meeting, and shall require a simple majority vote of a quorum (at least 30% of the then current and active Foundation Board). Officers can be elected by slate or individually. All elective officers shall serve for two fiscal years. Their term commences the July 1st after their election at the Annual Meeting. A member shall be eligible for election to the same office for two consecutive terms. An officer's term may be extended for additional consecutive years with a majority vote of the entire Board of Directors.

H. Meetings: The Board of Directors may hold meetings, annual, regular or special, within Cumberland County. The Annual Meeting shall be held in May or June. Additional regular meetings of the Board of Directors may be held at such time and place as may be

determined by the Board of Directors without further notice. Special meetings of the Board of Directors may be called by the Chair of the Board, the Foundation's Executive Director, or by 25% of the directors with e notice to each director if such notice is delivered in a reasonable time frame. Such notice can be delivered personally, electronically, or with at least 5 days' notice if sent by mail.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without an in person meeting if notice is given pursuant to this Section. The Board of Directors can participate in a meeting by telephone conference or other electronic communications means. Participation by such means shall constitute presence at such meeting.

- I. Quorum: At all meetings of the Board of Directors, a majority of the number of directors then in office shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be specifically provided by law, the Articles of Incorporation, or these By-Laws. If a quorum is not present at any meeting of the Board of Directors, the directors present may adjourn the meeting until a quorum shall be present.

ARTICLE VI - STANDING COMMITTEES

- A. Duties: There shall be three standing committees.

1. Executive Committee: The Executive Committee consists of the officers of the Board of Directors and the President of the College or their appointee. The Foundation's Executive Director, or their appointee, is an ex-officio member of the Executive Committee. The Executive Committee shall have and may exercise all the rights, powers, and authority of the Board of Directors; however, any actions of the Executive Committee must be reported to the Board at their next regular meeting

The Executive Committee shall meet at such times and at such places as it determines necessary. Its meetings are subject to the requirements set forth in Article V Section G. The Executive Committee shall cause a record to be kept of its meetings and deliver such record to the Board of Directors. The Chair of the Board shall preside at the meetings of the Executive Committee, and the Secretary of the Foundation shall act as Secretary of the Executive Committee.

A majority of the Executive Committee shall constitute a quorum for the transactions of business.

2. Finance/Investments: This five-member committee, chaired by the Treasurer, is responsible for the investment and management of the Foundation's assets. Members are appointed by the Board of Directors. Three members shall be Board members. The remaining two are non-Board members and are appointed by the

Board for their investment, banking, finance, and/or legal expertise.

3. Governance: This three to five members committee shall be named by the Board of Directors from among its members. The Board's Vice Chair shall be Governance Committee Chair. The Governance Committee reviews the Board's effectiveness and continuing development. The Committee is responsible for:
 - a. Recommending and reviewing policies and procedures necessary to ensure effective and efficient governance of the Board.
 - b. Recommending and reviewing policies and procedures to ensure effective and efficient governance of the Foundation.
 - c. Identifying and recruiting new Board members.
 - d. Succession planning for Board officers.

B. Other Committees: The Board of Directors may appoint such other committee or committees as it shall deem advisable and with such functions and duties as the Board of Directors shall prescribe.

1. The Board of Directors shall have the power to fill vacancies on any committee.
2. Any action required or permitted to be taken at any meeting of any committee of the Board of Directors may be taken without an in person meeting pursuant to the requirements set forth in Article V Section G.
3. Any other committee with responsibility for management, operations, and/or planning shall include the President of the College, or their designee, as a voting ex officio member and the Executive Director, or their designee, as a non-voting ex officio member.

ARTICLE VII – NOTICES

- A. Delivery: Whenever, under the provisions of law, the Articles of Incorporation, or these By-Laws, notice is required to be given to any director, such notice may be given in writing by mail, email or other electronic means addressed to director's contact information as it appears on the records of the Foundation. Such notice shall be deemed to be given at the time it is sent.
- B. Waiver: Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation, or these By-Laws, a written waiver thereof, signed by the person or persons entitled to the notice and filed with the records of the meeting whether before or after the time stated therein, shall be deemed to be the equivalent to such notice.

ARTICLE VIII - CORPORATE FINANCES

- A. Deposit of Funds: All funds of the Foundation not otherwise employed shall be deposited in such banks or trust companies as the Board of Directors may from time to time determine.

- B. Checks, Etc.: All checks, drafts, notes, and evidence of indebtedness of the Foundation shall be signed by the Executive Director, the Treasurer of the Foundation, or other Foundation officer to whom the Board grants check signing authority pursuant the Foundation's Finance Policy. Checks can be signed either manually or electronically in accordance with the College's electronic banking policy.
- C. Accounting and Audit: The Foundation records will be audited at the time of the Southern Maine Community College annual audit. The fiscal year of the Foundation shall be from July 1 to June 30 of each year.
- D. Dedicated Proceeds: Proceeds from the Foundation fund raising efforts shall be dedicated to the Southern Maine Community College and forwarded to the College under the guidance and authority of the Foundation Board of Directors and in accordance with the Foundation's Policies.

ARTICLE IX - CONFLICT OF INTEREST

Contracts with Directors and Officers: Consistent with the Foundation Policy's, no director or officer of the Foundation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it nor in any contract for furnishing services or supplies to it unless such contract shall be authorized by the Board of Directors and unless the fact of such interest shall have been disclosed or known to the Board of Directors at the meeting at which such contract is so authorized. At the time a motion is made the Chair shall ask if any member has a conflict of interest.

ARTICLE X - PROHIBITED ACTIVITIES

No part of the net earnings of the Foundation shall inure to the benefit of directors or officers of the Foundation (except that the Foundation shall have the authority to pay reasonable compensation for services actually rendered to or for the Foundation). No substantial part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these By-Laws, the Articles of Incorporation of the Foundation, or any provision of the laws of the state of Maine governing or pertaining to the Foundation, the Foundation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a Foundation described in Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of a future Federal Income Tax Law and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1954 or the corresponding provision of any future income tax law.

ARTICLE XI – INDEMNITY

Right to Indemnification: The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director, officer, employee or agent of the Foundation, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding; provided that no indemnification shall be provided for a person with respect to any matter as to when he/she shall have been determined by the Board of Directors not have acted in good faith in the reasonable belief that his/her action was in the best interests of the Foundation, or with respect to any criminal action or proceedings, has reasonable cause to believe that his/her conduct was unlawful.

ARTICLE XII - CORPORATE SEAL

The corporate seal of the Foundation shall be circular in form and shall bear the words and figures Southern Maine Community College Foundation. The form of such seal shall be subject to alteration by the Board of Directors.

ARTICLE XIII - DISSOLUTION OF THE FOUNDATION

Upon the dissolution of the Foundation or the termination of its activities, the Board of Directors shall dispose of all of the assets of the Foundation remaining after the payment of all its liabilities by distributing them exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) and as other than private foundation under Section 509(a) of the Internal Revenue Code of 1954, as amended, and as a charitable, religious, benevolent or education Foundation within the meaning of Title 13B of the Maine Revised Statutes, as amended.

ARTICLE XIV – AMENDMENTS

The Board of Directors shall have the power to make, alter, and repeal these By-Laws and to adopt new By-Laws by an affirmative vote of two thirds of the entire Board of Directors provided that such notice of the proposal to make, alter, or repeal these By-Laws, or to adopt new By-Laws was included in the notice of the meeting of the Board of Directors at which such action takes place.

Adopted: November 6, 2000

Revised: July 14, 2005
Revised: March 26, 2009
Revised: May 29, 2009
Revised: September 10, 2009
Revised: June 20, 2013
Revised: June 25, 2015

I certify that this is a true copy of the By-Laws of the Southern Maine Community College Foundation.

(name)

(date)