

# **BY-LAWS OF THE COCHISE COLLEGE FOUNDATION**

## **ARTICLE I**

### **Definitions**

The following definitions shall apply in the interpretation of these by-laws:

- 1.01. "Corporation" or "Foundation" means the Cochise College Foundation.
- 1.02. "Board" shall mean the Board of Directors of the Cochise College Foundation
- 1.03. "Director" shall designate a member of the Board of Directors of the Cochise College Foundation.
- 1.04. "Annual Meeting" shall mean the annual meeting of the Cochise College Foundation.
- 1.05. "Policy" or "Policies" shall mean the Cochise College Foundation policies and procedures.

## **ARTICLE II**

### **Seniority of Articles of Incorporation**

- 2.01. Seniority of the Articles of Incorporation: The Cochise College Foundation's Articles of Incorporation and Amendments thereto as are on file with the Arizona Corporation Commission shall, in all respects, be considered senior and superior to these by-laws and any policies enacted, with any inconsistencies to be resolved in favor of Articles of Incorporation, and these by-laws are deemed to be automatically amended from time to time to eliminate any inconsistencies which may then exist.

## **ARTICLE III**

### **Corporate Offices**

- 3.01. Known Place of Business: The address of the known place of business of the Foundation is 4190 W. Highway 80, Douglas, Arizona 85607. The Foundation may have such other offices, either within or without the State of Arizona, as the Board of Directors may designate or as the business of the Foundation may require from time to time.

- 3.02. Change thereof: The Board of Directors may from time to time change the Foundation's known place of business or its statutory agent by filing a statement with the Arizona Corporation Commission pursuant to applicable law.

## ARTICLE IV

### Powers

- 4.01. Committees: The President of the Foundation shall, with the approval of the Board of Directors, at the first meeting after the annual meeting, appoint such standing committees as shall be deemed advisable and essential to the proper conduct of the affairs of the Foundation and its relations with Cochise College.
- 4.02. Special Committees: The President of the Foundation may, from time to time, with the approval of the Board of Directors, appoint such special committees as he or she may deem necessary or expedient.
- 4.03. Reports of Committees: All committees shall present to the Board of Directors such reports as may be requested by the President or the Board of Directors.
- 4.04. Cooperation with Cochise College: The Board of Directors shall cooperate with Cochise College, its Governing Board and its administrators in the fulfillment of the goals and purposes of the Foundation and Cochise College.
- 4.05. Committee Reports: Committee reports shall be given whenever requested by the President or upon the request of any two (2) Directors.

## ARTICLE V

### Donors and Scholarship Funds

- 5.01. Register of Donors: The Executive Director shall keep a register of donors and scholarship funds of the Cochise College Foundation which register shall contain such matters of information, as the Board of Directors may determine to be proper and desirable.

## ARTICLE VI

### Board of Directors

- 6.01. Number of Directors: The number of Directors shall be fifteen (15).
- 6.02. Ex-Officio Directors: The President of Cochise College and the Chair of the Governing Board of Cochise College shall be ex-officio, non-voting members of the Foundation.

- 6.03 Honorary Directors: The Foundation Board of Directors reserves the right to name Honorary Directors. Individuals named as Honorary Directors shall have served as a member of the Board. Honorary Directors shall be approved with a majority vote of the Board of Directors and will be non-voting Directors.

## ARTICLE VII

### Nomination and Election of Directors

- 7.01 Procedures: The procedure for nomination and election of Members of the Board of Directors shall be as provided in the policies of the Foundation.
- 7.02 Voting: The Board of Directors may vote for any number of candidates equal to or less than the total number of Directors to be elected, but shall not cast more than one vote for an individual candidate.
- 7.03 Assumption of Position: Once the Board of Directors completes the canvas ballots and certifies the results, those directors declared elected shall assume their position on the Board of Directors.
- 7.04 Vacancies: Vacancies on the Board of Directors shall be filled by the remaining directors on the board.
- 7.05 Removal for Cause: The Board of Directors may remove any Director for cause, as set forth in the policies of the Foundation, by a vote of two-thirds (2/3) of the Directors present at such meeting for which such a matter was noticed.
- 7.05a Any Director absent for three (3) consecutive meetings without notification to, and being excused by the Board, shall be notified by the President of the Board that his/her continued membership on the Board will be terminated at the next meeting of the Board.
- 7.06 Compensation of Directors: No Director shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Director from receiving any compensation from the Foundation for duties other than as a Director.

## ARTICLE VIII

### Officers

- 8.01 Officers: The officers of the Foundation shall be President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be occupied by one person, at the discretion of the Board of Directors.

8.02 Duties of Officers:

(A) President: The President shall preside at all membership meetings, by virtue of the office as Chairperson of the Board of Directors, present at each annual meeting of the organization an annual report of the work of the Foundation, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the checks or drafts of the organization, and have such powers as may be reasonably construed as belonging to the chief executive of the organization. The President shall act as parliamentarian for all meetings of the Board of Directors. The President shall also act as liaison between the Foundation and the Cochise College Governing Board.

(B) Vice President: The Vice President shall perform the duties of the President during any absences or disability of the President.

(C) Secretary: The Secretary shall keep the minutes and records of the organization in appropriate books, file any certificates required by any statute, federal or state, give and serve all notices to members of the organization, be the official custodian of records and seal of the Foundation, be one of the officers required to sign the checks and drafts of the Foundation, present to the membership at any meeting any communication addressed to the Secretary of the Foundation, attend to all correspondence of the Foundation and exercise all duties incident to the office of Secretary.

(D) Treasurer: The Treasurer shall have the care and custody of all monies belonging to the Foundation, be solely responsible for such monies or securities of the Foundation and be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it necessary for the Treasurer to sign the checks issued upon it. The Treasurer shall render at each regular meeting of the Board of Directors a written account of the finances of the organization and such reports shall be physically affixed to the minutes of the Board of Directors of such meeting and in general shall exercise all duties incident to the office of Treasurer.

8.03 Compensation of Officers: No officer shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer from receiving any compensation from the Foundation for duties other than as an officer.

8.04 Election of Officers: At the regular meeting of the Board of Directors after the annual meeting, the election of officers shall occur. All elected officers shall automatically assume office immediately after the election is concluded. The President, Vice President, Secretary, and Treasurer shall be elected in order by nomination and vote of the Board of Directors. Contested elections shall be determined by secret ballot. The ballots shall be counted by the Executive Director of the Foundation. The winner, but not the specific vote count, shall be announced by the President.

- 8.05 Removal; Delegation of Duties: The Board of Directors may, whenever in its judgment and discretion, the best interest of the Foundation shall be served thereby, remove any officer of the Foundation or temporarily delegate his or her powers, duties and responsibilities to any other officer or to any other member of the Board of Directors upon a two-thirds (2/3) vote of the Board of Directors cast in favor of such officer's removal at a meeting called for such a purpose.
- 8.06 Executive Committee and Finance and Investment Committee:
- (A) Executive Committee: The four officers listed above and/or any other director appointed by the President with assistance from the Executive Director, shall constitute the Executive Committee. The Executive Committee may convene in advance of the regular board meeting to consider making recommendations to the full board and shall have the authority to act on behalf of the board between meetings of the full board.
- (B) Finance and Investment Committee: The Finance and Investment Committee shall be appointed by the President and shall work with the Executive Director and accounting staff in monitoring income and expenditures and in maximizing revenue from prudent investments. The Treasurer of the Foundation shall be the Chair of this committee.
- (C) Budget Review: The Executive Committee shall meet annually at the call of the President to review the proposed budget prior to its submission to the Board of Directors.
- 8.07 Vacancies: If the office of any officer becomes vacant by reason of his or her death, resignation, disqualification, removal or otherwise, the Board of Directors shall choose a successor to hold office of the unexpired term at a meeting called for such purpose.

## ARTICLE IX

### Executive Director

- 9.01 Selection: The Board of Directors shall employ an Executive Director whose compensation shall be fixed by the Board.
- 9.02 Duties: The Executive Director shall perform such duties as may be directed by the Board of Directors.

## ARTICLE X

### Meetings of the Board of Directors

- 10.01 Regular Board Meetings: There shall be nine (9) regular meetings and one (1) annual meeting of the Board of Directors.
- (A) The last regular meeting shall be held immediately prior to the annual meeting of the Foundation at the same place at which the annual meeting of the Foundation is to be held.
- (B) The Board of Directors shall meet once each month of the year, excluding January, July and August, at a time and place to be established each year by the Board of Directors.
- 10.02 Notice of Annual Meeting: Notice of the annual meeting shall state the time and place for holding of such meeting and shall be given by regular mail and/or email to each member of the Board of Directors and by publication in a newspaper of general circulation in Cochise County, Arizona, to be published at least one (1) time and at least fifteen (15) days before said meeting.
- 10.03 Special Board Meetings: The President, in his or her judgment and direction, may call special meetings of the Board of Directors, or upon written or email request of three (3) directors filed with the Executive Director, the President shall call a special meeting of the Board of Directors. If the President shall, for any reason, fail or refuse for a period of five (5) days after the request therefore to call a special meeting, the Executive Director or some other person designated by the three (3) directors joining in the request may call the meeting. The date fixed for said meeting shall not be less than five (5) days nor more than ten (10) days from the date of said call.
- 10.04 Notice of Special Board Meetings: Notice of special meetings of the Board of Directors shall be signed by the Executive Director or by the person designated by the Directors in their call. The notice shall set forth the day, place and time of the meeting and its purpose. The business to be transacted at any special meeting shall be confined to the purpose or purposes stated in the notice thereof. Any Director may waive call or notice of any special meeting (and any adjournment thereof) at any time before, during or after it is held. Attendance of a Director at any such meeting in person will automatically evidence his or her waiver of call and notice of such meeting (and any adjournment thereof) unless he or she is attending the meeting for the express purpose of objecting to the transaction of business because the meeting has not been properly called or noticed.
- 10.05 Quorum: A quorum for the transaction of business at any regular meeting or special meeting of the Board of Directors shall consist of six (6) Directors. Once a quorum has been formed, the Directors from time to time remaining in attendance at such meeting prior to its adjournment shall continue to be legally competent to transact business properly brought before the meeting,

notwithstanding the prior departure from the meeting of enough Directors to leave less than a quorum present. In the absence of a quorum at any regular meeting or special meeting, the Executive Director or his/her designee may contact absent Directors to receive enough votes to approve or disapprove action items properly brought before the Board of Directors at the most recent meeting.

- 10.06 Voting: Any matters submitted to a meeting of the Board of Directors shall be resolved by a majority of the votes cast.
- 10.07 Proxy Voting: Voting by proxy shall not be permitted at any meeting of the Board of Directors.
- 10.08 Action by Directors without a Meeting: Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent thereto in writing or via email. Such a consent shall have the same effect as a unanimous vote of the Directors of the Foundation of a meeting duly called or noticed.
- 10.09 Presumption of Assent: A Director of the Foundation who is present at a meeting of the Board of Directors at which such action is taken on any matter shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or afterwards if such dissent is delivered by registered or certified mail to the President of the Foundation with five (5) business days after the adjournment of the meeting. A right of dissent shall not be available to a Director who voted in favor of the action.
- 10.10 Parliamentary Rules: Proceedings at any meetings of the Foundation shall be governed by Robert's Rules of Order.

## **ARTICLE XI**

### **Office of the Foundation**

- 11.01 Office of the Foundation: The office of the Cochise College Foundation shall be maintained at a campus of Cochise College for so long as permitted by the Cochise College Governing Board.

## **ARTICLE XII**

### **Political and Ideological Activities**

- 12.01 Political and Ideological Activities Generally: The Foundation shall not use the contributions of its donors to fund activities of a political or ideological nature.

- 12.02 Activities intended to influence the Legislature: The Foundation shall not use the contributions of its donors to fund activities which are intended to influence the legislature or pending legislation.
- 12.03 Non-Profit Status: The Foundation shall not conduct any activity or use the contributions of its donors in any manner inconsistent with its tax-exempt non-profit status.

### **ARTICLE XIII**

#### **Policies**

- 13.01 Policies: The Board of Directors shall establish policies and procedures and amend them from time to time to carry out the purpose of the Foundation as set forth in its Articles of Incorporation and these by-laws.

### **ARTICLE XIV**

#### **Amendments**

- 14.01 Amendments: These by-laws may be amended by the Board of Directors at any regular meeting thereof. No amendment shall be proposed or considered except after thirty (30) days advance written notice of the proposed amendment, mailed, postage pre-paid, or emailed to each Director at his or her post office or email address as it appears on the books and records of the Foundation. Amendments to these by-laws may only be adopted by the affirmative vote of a majority of the Board of Directors holding current seats.

**ADOPTED:** March 19, 1997

**EFFECTIVE:** May 28, 1997

**AMENDED:** November 2, 2005

**APPROVED:** December 7, 2005