



## **BYLAWS**

### **TVCC FOUNDATION**

#### **ARTICLE I**

##### Name

The name of this foundation shall be Trinity Valley Community College Foundation (TVCC Foundation), referenced throughout this document as TVCC Foundation.

#### **ARTICLE II**

##### Principal Office

The principal office of TVCC Foundation shall be located at the office of the current TVCC Foundation Executive Director at 100 Cardinal Drive Athens, TX 75751.

#### **ARTICLE III**

##### Purposes

The purposes of TVCC Foundation are:

- The Corporation is formed for exclusively charitable, educational, and scientific purposes and to assist in the development of Trinity Valley Community College which will be under the operation, control and management of the Board of trustees of Trinity Valley Community College, including the expenditure of funds for the purpose of assisting the college in obtaining and maintaining the best faculty and staff available, and for the establishment and maintenance of facilities and laboratories to be used by the College in conformity with the laws of the State of Texas and with the legal consent of the State of Texas; for the advancement of research and other literary and scientific undertakings; and to accept

donations, gifts, and grants of money and property, to administer the same, and to expend funds upon a charitable, educational or nonprofit basis in behalf of the Trinity Valley Community College Foundation with all of such powers and authority necessary or incidental to the accomplishment of the purposes herein expressed.

- TVCC Foundation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3) and Texas Tax Code Section 11.18(c)(1) or the corresponding provisions of any future United States internal revenue or Texas tax law.

## ARTICLE IV

### Membership

#### **Section 1:** Types of Membership

- A. **Active membership** shall be open to any board member that desires to actively participate in the TVCC Foundation board meetings and activities of the Foundation throughout the year. Members must attend  $\frac{3}{4}$  of the set meetings in order to maintain their directorship.
- B. **Honorary membership** shall be conferred to individuals who have made a noteworthy contribution to TVCC Foundation and wants to maintain connection after 2 term ends. Honorary members shall be nominated by the Executive Committee and approved by a majority of the membership present and voting at any regular scheduled meeting.

#### **Section 2:** Responsibility of Members

- A. An Annual gift of at least \$100 shall be given by both membership types by end of 1<sup>st</sup> quarter of each year to support annual initiatives of the college.
- B. Members shall participate in at least 1 fundraising event and 1 college athletic event per year.
- C. Membership shall give strict adherence to ethics and standards set forth by the National Council on Nonprofits. The TVCC Foundation Board of directors has three primary legal duties known as: “duty of care,” “duty of loyalty,” and “duty of obedience.”

-Take care of the nonprofit by ensuring prudent use of all assets, including facility, people, and good will; and provide oversight for all activities that advance the nonprofit’s effectiveness and sustainability. (Legal "Duty of due care")

-Make decisions in the best interest of the nonprofit corporation; not in his or her self-interest. (Legal "Duty of loyalty")

-Ensure that the nonprofit obeys applicable laws and acts in accordance with ethical practices; that the nonprofit adheres to its stated corporate purposes, and that its activities advance its mission. (Legal "Duty of obedience")

Violation of such ethics and standards are cause of removal from membership, after review and recommendation by the Executive Committee, the ratification by a majority of those members present and voting at any regularly scheduled meeting.

### **Section 3:** Privileges of Members

The following privileges are extended to all members in good standing:

- A. *Attendance at all meetings, seminars, special workshops, and social events.*  
Notice of all meetings, seminars, workshops, or social events shall be mailed or emailed to members at least (1) week in advance of all such general meetings.
- B. *Voting privileges*-Each active member shall have one vote on all matters that come before the board at each meeting, including the election of directors.
- C. Non-members attending the annual December dinner or annual retreat workshop will be welcome after official board meetings are over, as determined by the executive committee.
- D. *General Powers* -The affairs of the foundation shall be governed by its Board of Directors. Directors need not be residents of Texas.
- E. *Chairperson privileges*- special meetings of the Board of Directors may be called by the Chairman of the board or by any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them.

## **ARTICLE V**

### **Board of Directors**

#### **Section 1:**

There shall be maximum of (48) Directors (12 per campus) with members serving staggered terms so that not all board members rotate off at one time. The annual term of office for all positions on the Board of Directors shall be three years. A maximum of two TVCC College Board of Trustees and the TVCC College VP of Finance shall maintain a standing membership on the TVCC Foundation board at all times. Each board member can only serve a maximum of two, three-year terms with one year rotation of the board before second term. Members shall be elected to the board at any meeting. The Board of

Directors shall fill any vacancies that develop prior to the end of a board member's term. Those appointments are for the remainder of the position's term.

*-Compensation-* TVCC Foundation directors as such shall not receive any compensation for their volunteer services.

*-.Removal-* Any director elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, or the officer so removed

### **Section 2:**

Members elected to the Board of Directors may serve up to a maximum of two, three-year terms after which after the 1<sup>st</sup> term they must rotate off the board for a minimum of 1 year.

## **ARTICLE VI**

### **Executive Committee**

#### **Section 1:**

The Board of Directors shall have an Executive Committee that is empowered to act on behalf of the Board of Directors between meetings of the Board. The Executive Committee shall be comprised of the organization's Chair, Vice Chair, Treasurer, and Secretary. The Executive Committee shall be chaired by the Chair of the Foundation Board.

#### **Section 2:** Term of Office

All officers shall be elected for the term of three years, but they may be re-elected up to a maximum of two, three year terms. There must be a one year rotation between 1<sup>st</sup> and 2<sup>nd</sup> terms.

## **ARTICLE VII**

### **Officers**

#### **Section 1:**

The officers shall include a Chair, Vice Chair, Treasurer, and Secretary for a total of four (4) officers. All officers must be members of the Board of Directors. The membership shall elect the organization's officers at the December board meeting. All officers shall serve a term of three years following their election.

#### **Section 2:** Term of Office

All officers shall be elected for the term of three years but they may be re-elected up to a maximum of two-three year terms.

**Section 3:** Office Vacancies

In the event the chair becomes vacant, the Vice Chair shall immediately assume that position. Vacancies in the other offices shall be filled by the Executive Committee.

**Section 4:** Chair

The Chair shall serve as the Executive Officer of the TVCC Foundation Board. He/she shall preside over all meetings. He/she shall appoint chairpersons to the standing committees and coordinate their activities and reports. The Chair shall also be empowered to appoint ad hoc committees as deemed necessary to serve during the Chair's term of office.

**Section 5:** Vice Chair

The Vice Chair shall be responsible for developing TVCC Foundation's board development program. He/she shall act and preside in the absence of the Chair or in the event the Chair is unable or unwilling to act.

**Section 6:** Secretary

The Secretary shall be responsible for keeping the official minutes and the official copy of TVCC Foundation's current bylaws. The Secretary shall maintain a viable list of addresses of those volunteers, administrators, trustees, and professional staff to which the minutes should be sent. The secretary shall prepare and mail the Foundation's mailings as needed.

**Section 7:** Treasurer

The Treasurer shall be responsible for sending and discussing financial reports at all Foundation board meetings. The Treasurer shall be responsible for the disbursement of funds for meetings and other purposes as authorized by the Chair. The Treasurer shall provide regular accounting and financial reports to the Board of Directors in accordance with generally accepted accounting principles and file all reports annually required by state or federal regulations. The treasurer shall conduct and discuss the annual 990.

## ARTICLE VIII

### Committees

TVCC Foundation shall have the following standing committees: Nominating Committee, Board Development, Investment Committee and Fundraising Committee.

The TVCC Foundation shall also create ad hoc, task force and such other committees as deemed necessary by the Board of Directors on an as needed basis.

## **ARTICLE IX**

### Meetings

#### **Section 1:** Meetings of the Membership

The Annual December meeting shall be held each year. The Board of Directors may call a special meeting of the membership at any time providing 30 days' advance written notice is given. The Board of Directors may also conduct an email or mail ballot of the membership in specific issues.

#### **Section 2:** Meetings of the Board of Directors

The TVCC Foundation Board of Directors shall meet as often as necessary but at least twice per year face to face. Board members have to conference in if they cannot attend in person to be counted. The Executive Committee may call a special meeting at any time as long as appropriate notice is given.

#### **Section 3:** Quorum

A majority membership present at any meeting of the TVCC Foundation shall constitute a quorum. *Manner of Acting-* The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these by-laws. When members of the Board of Directors are unable to attend a called meeting, they may assign their proxy in writing to another Board member.

#### **Section 4:** Order of Business

The order of business for the meetings shall generally be as follows:

1. Call to Order
2. Reading of Minutes of the previous meeting
3. Financial Statement
4. Reports
5. Unfinished Business
6. New Business
7. Election of Directors
8. Announcements
9. Adjournment

## **ARTICLE X**

### **Code of Ethics**

Each member of the association shall abide by Texas State laws and the TVCC Foundation Code of Ethics governing his/her individual and corporate conduct.

## **ARTICLE XI**

### **Disposition of Assets**

In the event TVCC Foundation does not, will not, or is unable to pursue its intended purposes, all remaining assets will be transferred to Trinity Valley Community College.

## **ARTICLE XII**

### **Amendments to Bylaws**

These bylaws may be amended by a two-thirds vote of the Board of Directors attending any regular Board of Directors meeting providing a quorum of the Board of Directors is present, and revision of the bylaws has been listed as an agenda item for that board meeting. The bylaws must be reviewed and revised every three years for ongoing productivity of the TVCC Foundation.

## **Article XIII**

### **Contracts, Checks, Deposits, and Funds**

#### **Section 1:**

*Contracts*-The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the foundation, and such authority may be general or confined to specific instances. Any Board of Directors that provides professional services to the Foundation shall recuse themselves from the voting on such contracts with such said Board of Director to avoid a conflict of interest.

**Section 2:**

*Check, Drafts, Order-* All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the foundation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chairman, or Executive Director of the Foundation.

**Section 3:**

*Deposits-* All funds of the foundation shall be deposited from time to time to the credit of the foundation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4:**

*Gifts-* The Board of Directors may accept on behalf of the foundation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the foundation.

**Section 5:**

*Investment of Funds-* The investment of funds of the foundation will be handled by the investment committee of the foundation and presented to the board of directors for approval as needed.

**Article XIV**

**Books and Records**

The foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors entitled to vote and of Honorary Directors. All books and records of the foundation may be inspected by any Director, or his agent or attorney for any proper purpose at any reasonable time.

**ARTICLE XIII**

Miscellaneous

**Section 1:**

The fiscal year of TVCC Foundation shall be September 1 to August 31.

**Attachment A**  
**CODE OF ETHICS**

Each member of the TVCC Foundation, Inc. shall:

- I. Pursue individual and corporate conduct, which shall demonstrate and enhance competence and integrity in all relationships with the public.
- II. Advance ethical concepts, methods and skills for development and related activities that contribute to the well-being and financial success of the institution served.
- III. Strive consistently to increase and perfect fundraising knowledge and skills through active participation in the foundation and its related activities.
- IV. Encourage and support educational and training programs for development and related activities and actively participate or provide instruction when and wherever appropriate for the benefit of TVCC.
- V. Encourage and participate in continuing efforts to develop innovative methods and techniques to share this knowledge with others within the TVCC Foundation.
- VI. Respect the confidentiality of information gained in the process and pursuit of membership on the TVCC Foundation Board.
- VII. Assist, support, and provide leadership in the civic development of the community and to cooperate with other education, health, and cultural institutions.
- VIII. Advise prospective donors as needed on behalf of the TVCC Foundation Executive Director.
- IX. Members refuse to accept or offer a position on the basis of a percentage of funds raised; or to have any affiliation or other relationships with firms or organizations who offer commissions, rebates, gifts, or other favors which might imply or create an obligation or conflict of interest.
- X. Avoid engaging in activities that may damage the professional reputation of another member, another institution or the TVCC Foundation.
- XI. Avoid engaging in activities that may bring discredit to TVCC Foundation or exploiting the TVCC Foundation or the activities of college foundation for personal gain.
- XII. Pledge adherence to this Code and assist in the enforcement of its provisions throughout the membership
- XIII. Respect that the **TRINITY VALLEY COMMUNITY COLLEGE FOUNDATION** is a foundation to solely benefit Trinity Valley Community College.