



BY LAWS OF THE LOWER COLUMBIA COLLEGE FOUNDATION
LONGVIEW, WASHINGTON 98632
AS AMENDED May 18, 2020

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BY-LAWS OF THE LOWER COLUMBIA COLLEGE FOUNDATION

ARTICLE I NAMES AND OFFICES

The name of this organization shall be The Lower Columbia College Foundation. The principal offices of the Foundation shall be at 1600 Maple Street, Longview, WA 98632, Cowlitz County, Washington.

ARTICLE II DURATION, PURPOSES AND LIMITATIONS

The Articles of Incorporation of The Lower Columbia College Foundation detail in full the duration, purposes and limitations of the Foundation.

ARTICLE III DEFINITIONS

The word "Foundation" as used in these by-laws hereinafter refers to The Lower Columbia College Foundation; the word "College" refers to Lower Columbia College; and the words "Directors" and/or "Members" and the terms "Board of Directors" and/or "the Board" unless the context indicates otherwise mean the Directors who are the governing body of said corporation provided for by law. The term "ex officio" shall be interpreted to mean without vote.

ARTICLE IV MEMBERSHIP

Section 1. Voting Directors

The Board of Directors shall consist of not fewer than seven (7) or more than thirty (30) voting directors, at least one (1) of whom shall be a Lower Columbia College Trustee and one (1) of whom shall be the President of Lower Columbia College.

The right of a director to vote and all of the right, title and interest in or to the Foundation shall cease on the termination of membership. NO director shall be entitled to a share in the distribution of the corporate assets upon the dissolution of the Foundation.

Section 2. Ex officio and other categories of Special Membership

The following persons shall serve as ex officio members of the Board: Executive Director of the Lower Columbia College Foundation, the Assistant Director, the Foundation Specialist and the Accountant of the Lower Columbia College Foundation.

The board, through the Executive Committee, may elect from time to time selected persons to serve and to meet with the board and/or its committees.

Section 3. Election of Directors

- a. New members may be elected at any regular or special meeting upon the recommendation of the Executive Committee and the approval of the Board of Directors.

- b. Officers shall be elected at the regularly scheduled annual meeting of the Board of Directors and shall serve a two (2) year term. They shall be eligible to serve two (2) consecutive terms of office. Should an Officer be completing his or her third 3-year term as a Director, he or she shall remain on the Board until completion of his or her term as an Officer.
- c. The slate of officers prepared by the Nominating Committee shall be presented at an Executive Committee meeting prior to the annual business meeting. Notice of the slate of officers prepared by the Nominating Committee shall be made available to the Board of Directors prior to the annual business meeting.
- d. Re-election of directors who have completed their first or second 3-year terms shall take place at the annual business meeting. The Executive Director shall inform the Executive and Nominating Committees of members with expired three (3) year terms.

Section 4. Terms of Office

Elected directors shall serve terms of three (3) years and shall be eligible to serve three (3) consecutive terms and until their successors are elected. Terms shall end with the close of the fiscal year. Following a minimum 1-year break in service, former Directors shall be eligible for re-election to the Board of Directors.

Designated Lower Columbia College Trustees shall serve a one (1) year term and shall be eligible to serve consecutive terms and may be reappointed by the LCC Board of Trustees. Trustees shall begin their terms of office at the fall meeting of the Foundation Board of Directors.

The President of Lower Columbia College shall serve until the termination of his/her tenure as President of the College.

Section 5. Powers

All the corporate powers, except such as are otherwise provided for in these by-laws and in the laws of the State of Washington, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number or to officers of the Foundation, such powers as they may see fit.

The Articles of Incorporation of The Lower Columbia College Foundation detail in full the specific powers of the Board of Directors.

Section 6. Compensation

Except as provided for in this section, directors shall receive no compensation. The Board of Directors shall have power in its discretion to contract for and to pay to directors rendering unusual or exceptional services to the Foundation special compensation appropriate to the value of such services.

Section 7. Conflict of Interest

Members of the Board of Directors providing a professional service that could result in a conflict of interest should remove themselves from discussion and voting on the issue presenting the conflict.

However, and affected board member will not be precluded from competing in open bidding for that professional service.

Section 8. Vacancies

Should a position on the Board of Directors become vacant caused by the regular ending of a member's term, death, resignation, or other cause, the Chair may appoint a person to serve out the unexpired portion of the term by and with the consent of the Board of Directors. If the remainder of the term is for more than on (1) year, the Executive Committee shall recommend a nominee to the Board of Directors for consideration at the next regular or special meeting.

Section 9. Resignation of Directors

Any director may resign from the Foundation by delivering a written resignation to the Chair or Secretary of the Foundation.

Section 10. Removal of Directors

Any director may be removed from membership or from office by the affirmative vote of a majority of the Board of Directors at any regular meeting or a special meeting called for that purpose, for conduct detrimental to the interest of the Foundation, for lack of sympathy with its objectives, or for refusal or inability to render reasonable assistance in carrying out its purposes. A member of the Board of Directors may be removed as a Director for poor attendance. Each Director shall be allowed to miss up to two (2) meetings per calendar year. Prior to being removed, a Director of the Board shall be notified and have an opportunity for a hearing at a regular Board of Directors meeting. A majority vote of Directors present is required to remove a Director.

Section 11. Indemnification of Directors

- a. Director or Officer. The Foundation shall indemnify any director or officer of the Foundation who is involved as a party in a legal claim, or against whom a legal claim is threatened, which is brought against such person by reason of the position held by such person to the full extent allowed by applicable law. The Foundation shall advance the reasonable expenses incurred by such person prior to the final disposition of such claim, to the full extent allowed by applicable law, provided that such person promises in writing to repay amounts advanced in the event it is later determined that such person was not entitled to reimbursement.
- b. Employee or agent. The Foundation may indemnify any employee or agent of the Foundation who is involved as a party in a legal claim, or against whom a legal claim is threatened, brought against such person by reason of the position held by such person to the full extent allowed by applicable law. The Foundation, may, but is not required to do so, advance the reasonable expenses of such person prior to the final disposition of such claim to the full extent allowed by applicable law, provided that such person promises in writing to repay amounts advanced in the event it is later determined that such person was not entitled to reimbursement.
- c. Indemnification shall not be provided to any person if in the opinion of counsel payment of such indemnification would cause the Foundation to lose its exempt status.

ARTICLE V OFFICERS AND DUTIES

The officers of the Foundation shall consist of a Chair, a Vice Chair, a Secretary and such other officers as the Board shall from time to time determine; but no two (2) offices shall be held by the same person simultaneously and provided that members of the College Board of Trustees, and the President of the College shall not be eligible to hold office.

Section 1. Chair

The powers and duties of the Chair are:

- a. To preside at all meeting of the Foundation Board of Directors;
- b. To call meetings of the Foundation Executive Committee as herein provided;
- c. To chair the Executive Committee and serve as advisor to all standing committees;
- d. To appoint the membership of all standing and ad hoc committees of the board and have the authority to fill vacancies when they occur. Committee appointments shall be brought before the Executive Committee for approval at an Executive Committee meeting;
- e. To affix the signature of the Foundation to all papers and instruments in writing that may require the same, to direct the officers and employees of the Foundation, and to exercise the powers and duties permitted by law of such Foundation which are not inconsistent with the Articles of Incorporation and by-laws of this Foundation;
- f. If the Chair, the Vice Chair or Secretary is not present at any meeting of the Board of Directors or of the Foundation, the Chair may designate a member of the Foundation to preside in their absence, or a Chair Pro Tem may be chosen at such meeting.
- g. The Chair shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 2. Vice Chair

The powers and duties of the Vice Chair are:

- a. In the absence of the Chair, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair;
- b. The Vice Chair shall act as chairperson of the Nominations Committee and shall call meetings of said committee upon the recommendation of the Chair or the Executive Committee prior to the annual business meeting;
- c. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed by the Chair or the Board of Directors.

Section 3. Secretary

The powers and duties of the Secretary are:

- a. To keep a full and complete record of the proceedings of the Board of Directors;
- b. To affix the seal of the Foundation to all instruments which may require it;
- c. To countersign all papers and instruments in writing that may require the signature of the Secretary;
- d. The Secretary shall act as chairperson of the Finance Committee and shall call meetings of said committee upon the recommendation of the Chair or the Executive Committee;
- e. The Secretary shall perform all such duties as may pertain to his/her office and as may be required by the Board of Directors, and as may be given or imposed by law upon the Secretary of such Foundation.

Section 4. Election, Terms and Duties of Officers

The Chair, the Vice Chair and the Secretary shall be elected at the annual business meeting of the board. The officers so elected shall serve a term of two (2) years and until their successors are elected. The Chair shall not be eligible to serve more than two (2) consecutive full terms.

Section 5. Incapacity

In the event of absence or disability of any officer, the board may delegate for the time being, in whole or in part, the powers or duties of such officer to any other officer or to any other director qualified to perform the required duties except as otherwise provided for in these by-laws.

ARTICLE VI MEETINGS

Section 1. Regular Meetings

The Board of Directors shall meet at least three (3) times each year.

Section 2. Annual Business Meeting

The last regularly scheduled meeting of each fiscal year shall be the annual business meeting of the LCC Foundation Board of Directors.

Section 3. Special meetings

The chair or the Executive Committee may call a special meeting, and shall call a special meeting upon the written request of a majority of the directors. The notice of any special meeting shall include the purpose for which such meeting is called.

Section 4. Notice and Waiver of Notice

Notice of all meetings of the board shall be mailed and/or electronically mailed to directors at their respective last known preferred address at least (5) days before any regular or special meeting.

Nothing herein contained shall prevent the directors from waiving, in writing, notice of any meeting.

Section 5. Quorum

A quorum for the purpose of conducting business by the Board of Directors shall consist of one-third of the total number of voting directors; and the act of the voting directors present in person or by proxy at any meeting at which there is a quorum, shall be the act of the board.

ARTICLE VII COMMITTEES

Section 1. Standing Committees

These committees shall include: the Executive Committee; the Finance Committee; the Nominations Committee; the Annual Giving Committee; and the Planned Giving and Development Committee; and such other standing committees as the board may from time to time create.

a. Executive Committee:

The Executive Committee shall consist of the three officers of the Foundation (Chair, Vice Chair, and Secretary), the chairperson or the chairperson's designee of each Foundation standing committee, the Past Chair, and the President of the College. The Foundation Executive Director shall function as an ex officio member of this committee. The Chair of the Board shall be chairperson of this committee.

The Executive Committee shall approve all committee appointments.

Members of the Executive Committee other than the officers of the Foundation shall serve an annual term. Officers will serve on the Executive Committee until the conclusion of their elected terms. Executive Committee members are eligible for re-appointment to the Executive Committee at the conclusion of their one (1) year appointment.

The Executive Committee, as authorized by the Board of Directors, is empowered to conduct the day-to-day business of the Foundation, which in turn is delegated to the Executive Director of the Foundation. The Executive Committee shall meet a minimum of five times per year, including an annual retreat, unless otherwise agreed to by a majority vote of Executive Committee members.

Specifically, but without limitation, the Executive Committee is authorized to:

1. Act on the recommendation of any operating committee with which the Executive Committee is in agreement. If the Executive Committee is not in agreement with any such recommendation, it will make its contrary position known to the Board of Directors where the question will be resolved.
2. Provide timely decisions required on behalf of the Finance Committee in their monitoring of Foundation assets. Ensure Foundation business affairs are conducted in a timely, responsive manner, and assist in the resolution of problems requiring decisions between board meetings.
3. Advise the Foundation staff, review its recommendations, and authorize its activities, as appropriate.

4. Develop the agenda for board meetings.
5. Identify, cultivate, recruit, and orient board members.
6. Conduct an annual evaluation of the Board of Directors and the Executive Director.
7. Periodically review the organizational structure of the Board of Directors to ensure that committees and procedures foster the work of the Foundation.
8. Oversee planning for board development activities such as retreats and seminars.
9. Become familiar with the by-laws and legal framework within which the Foundation operates and periodically review and recommend changes in the by-laws.

b. Finance Committee:

The Finance Committee shall consist of the chairperson and at least three (3) Foundation directors. At least two (2) of these members should have experience in accounting and/or financial management. The Foundation Executive Director and the Foundation Accountant shall serve as ex officio members. The Secretary of the Board shall be the chairperson of this committee and shall report to the Executive Committee.

The Finance Committee may utilize any additional individuals or experts as they may relate to the financial responsibilities of this committee.

The committee shall be responsible for all investments and the hiring, changing, and overseeing of the designated money manager(s) of the Foundation's assets. The committee shall be responsible for reviewing, analyzing, and reporting performance to the board.

Additional responsibilities shall include:

1. Establish and review operating procedures, finance policy, investment policy, and spending guidelines for approval by the Board of Directors at the annual business meeting.
2. Establish and review finance reporting procedures in concert with the Foundation staff.
3. Review the annual audit of Foundation accounting procedures and records.
4. Receive, review and recommend the Foundation operating budget for approval by the Board of Directors.
5. Develop guidelines for the management of any property, which may be held by the Foundation.
6. The Finance Committee shall meet at least three times per year at the request of the chairperson.

c. Nominations Committee:

The Nominations Committee shall consist of the Foundation Vice Chair, the Lower Columbia College President, and at least two (2) Foundation directors. The Foundation Executive Director shall serve as an ex officio member. The Vice Chair of the Board shall be the chairperson of this committee and shall report to the Executive Committee.

The Nominations Committee shall:

1. Prepare the slate of officers for the annual business meeting of the Board of Directors. The chairperson shall report on the proposed slate of officers to the Executive Committee.
2. Determine those directors eligible for re-election at the annual meeting and make recommendations concerning their re-election to the Executive Committee.
3. The Nominations Committee shall meet at least once per year at the request of the chairperson.

d. Annual Giving Committee:

The Annual Giving Committee shall consist of one chair and at least four (4) Foundation directors, with the Foundation Executive Director serving as an ex officio member. The committee shall be responsible for the formulation of the overall direction of the annual development efforts of the Foundation.

The chair shall report to the Executive Committee.

Specific responsibilities of this committee shall include:

1. Assist in the marketing approaches required to successfully complete activities that the Foundation undertakes.
2. Propose ideas for, and participate in the planning and production of fundraising events and special events sponsored by the Foundation.
3. Promote participation in and assist in the marketing of development activities of the Foundation within the community.
4. Assist the Foundation in expanding its donor base and obtaining broad-based support.

The Annual Giving Committee shall meet at least three times a year at the request of the chair.

e. Planned Giving and Development Committee

The Planned Giving and Development Committee shall consist of one chair and at least four (4) Foundation directors, with the Foundation Executive Director serving as an ex officio member. The committee shall be responsible for the formulation of the overall direction of the planned giving efforts of the Foundation.

The chair shall report to the Executive Committee.

Specific responsibilities of this committee shall include:

1. Assist in identifying and cultivating prospective donors considered capable of giving major gifts (generally \$10,000 or greater) and planned gifts.
2. Establish and annually review giving policies and guidelines.
3. Provide counsel, advice, and support for the organization's ongoing major gifts and planned giving program.
4. Be familiar with planned giving vehicles and assist the Foundation Executive Director with board education about major giving and planned giving vehicles.

5. Promote planned gifts for the LCC Foundation among peers and, when appropriate, meet with donors and/or their advisors.
6. Ensure that the Foundation is complying with appropriate state and federal laws, and fulfilling its fiduciary responsibilities related to planned gifts.
7. Serve as a professional resource to the Foundation staff.

The Planned Giving and Development committee shall meet at least three times a year at the request of the chair.

f. Gift Acceptance Committee

All planned giving arrangements which require continuing financial management or require any commitment of Foundation resources must be approved by the Gift Acceptance Committee. This committee shall be appointed annually by the LCC Foundation Chair and shall include, but not be limited to, the chairperson of the Planned Giving and Development Committee, the President of the College, the College's Vice President for Administration and Finance, the chairperson of the Foundation Finance Committee, the Foundation Executive Director who shall serve as an ex officio member, and such professional expertise as deemed necessary.

Section 2. Ad Hoc Committees

From time to time the Chair of the Board, the Executive Committee, and the chairpersons of standing committees may appoint ad hoc committees for a limited but specific period of study or service.

Section 3. Other Committees

The Board of Directors shall from time to time appoint committees as in their discretion they deem necessary.

ARTICLE VIII PROGRAM AND FISCAL MANAGEMENT

Section 1. Fiscal Year

The fiscal year of the Foundation shall be July first (1) through June thirtieth (30).

Section 2. Appointment of Executive Director and Other Staff

Executive Director to serve as chief operating officer of the Foundation shall be appointed by the President of the College in consultation with the Executive Committee.

The President of the College shall designate staff to assume the duties and responsibilities of any staff position which may be vacant, and who shall be authorized to perform all duties attending that position.

Section 3. Authority to Function

The Executive Director shall initiate and/or implement the ordinary and reasonable daily business of the Foundation as prescribed in these by-laws and/or by authorized resolution of the Executive Committee and/or the Board of Directors.

Unless otherwise authorized to do so by the Executive Committee, the Executive Director shall have no authority to bind the Foundation by contract.

Section 4. Reports

The Executive Director shall present periodic reports of all receipts, disbursements, transactions, and end-of-period balances to the Executive Committee. The Foundation staff shall make an annual report of all business conducted by the Foundation.

Section 5. Receipt of Assets

Upon notification of receipt of new assets or the desire for the transfer of existing assets, the Executive Director shall execute the appropriate transaction in accordance with policy and procedure recommendations of the Finance Committee and approved by action of the Board of Directors.

Section 6. Investments

The foundation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgement of the Board of Directors or to their designated investment management consultant through authority granted by the Board of Directors after consultation with the Finance Committee.

The investment management consultant, acting on behalf of the Board of Directors, shall not be restricted to the class of investments permitted, provided that no action shall be taken by or on behalf of the Foundation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 502 or Section 504 of the Internal Revenue Code and its Regulation as they now exist or as they may hereafter be amended.

The Articles of Incorporation of the Lower Columbia College Foundation detail in full the investment powers, conditions and limitations of the Foundation.

Section 7. Disbursements

The Executive Director shall approve disbursements of funds only upon due authorization by vouchers, written directives governed by these By-laws, or as recommended by the Finance Committee and approved by the action of the Board. Authorized forms of disbursements shall include checks, securities, and other financial instruments as well as deeds, trust agreements, contracts, leases, licenses, and other financial devices.

Section 8. Inventories

The Executive Director shall maintain a complete and current inventory of Foundation fiscal and financial assets that shall be listed in the annual report.

Section 9. Audit and Inspection

There shall be an annual audit of all books, records, and transaction documents by an independent auditor or as directed by the Finance Committee. All such records shall be available for inspection by any voting director of the board upon request through the Executive Director.

ARTICLE IX **GIFT POLICY**

Section 1. Acceptance

Gifts shall be accepted subject to the approval of the President of the College and the Executive Director. Acceptance of planned gifts shall conform to the Planned Giving Guidelines approved by the LCC Foundation Board of Directors.

The Foundation will accept gifts that are consistent with the goals and objectives of Lower Columbia College and the LCC Foundation. All gifts must be within the IRS regulations governing charitable contributions and must not jeopardize the Foundation's tax-exempt, charitable status under the Internal Revenue Code. Gifts of assets of extraordinary value or of a controversial nature shall be subject to the approval of the Board of Directors. The Foundation reserves the right to decline gifts.

Section 2. Annuity Payments

The Foundation may accept contributions for charitable gift annuities, requiring the establishment of a segregated reserve fund from which annuity payments will be made. Should the reserve fund be inadequate to meet payment obligations, the general assets of the Foundation will be liable for the annuity payments.

ARTICLE X **QUID PRO QUO**

The working relationship between the College and the Foundation is defined in an agreement referred to as the Quid Pro Quo. This agreement sets forth the separate obligations and responsibilities of the College and the Foundation, and is renewed annually. The annual renewals of the Quid Pro Quo agreement shall be reviewed and approved by the Executive Committee of the LCC Foundation.

ARTICLE XI **ROBERT'S RULES OF ORDER**

Any procedure not specified or limited by these by-laws shall be governed by Robert's Rules of Order.

ARTICLE XII AMENDMENTS

The Board of Directors shall have the power to alter, amend, adopt, and repeal the by-laws of the Foundation by affirmative vote of two thirds of the quorum of directors present at a regular or special meeting, except as otherwise provided by law. Prior notice of a proposed change in the by-laws shall be made to the directors ten (10) days in advance of a meeting.

Adopted by the Lower Columbia College Foundation Board of Directors on Saturday, November 11, 1995.

Amended by the Board of Directors on:

- Monday, June 1, 1999
- Monday, April 17, 2000
- Monday, March 20, 2006
- Monday, September 8, 2008
- Monday, September 28, 2009
- Monday, March 19, 2012
- Monday, January 28, 2013
- Monday, September 18, 2017
- Monday, May 21, 2018

SIGNATURE OF THE SECRETARY OF THE BOARD

Secretary of the Board,
Lower Columbia College Foundation

Date