

County College of Morris Foundation By-Laws

Approved by the CCM Foundation Board of Directors on February 4, 2010

ARTICLE I -- NAME

The name of the non-profit corporation for which these By-Laws are written is County College of Morris Foundation (“Foundation”).

ARTICLE II -- PURPOSES AND OBJECTIVES OF THE FOUNDATION

(a) To foster the growth and improvement of the County College of Morris in the development of its physical facilities, programs and activities, so as to provide broader and richer educational opportunities of the highest quality for all the residents of Morris County and other persons to whom the College is made available.

(b) To operate exclusively for charitable and educational purposes, including receiving contributions and paying them over to organizations which are described in Section 501(c) (3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1954, as now in force or as hereinafter amended or supplemented.

(c) To accept, hold, invest, re-invest and administer any gifts, bequests, devises, benefits of trusts and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for the benefit of County College of Morris, its students, faculty and staff, including but not limited to the following: to make grants of financial assistance to the College, its faculty and students, including scholarships and loans to students, the endowing of professorships, and assisting financially the continuing development of faculty and staff programs; to act without profit as Trustee of educational or charitable trusts established by Foundation donors.

(d) To do any lawful activities and exercise any powers suitable, convenient, proper or incidental for the accomplishment of any of the charitable and educational objects enumerated herein.

ARTICLE III -- MEMBERSHIP

Section 1. Members. The members of the Foundation shall be the individuals currently serving as members of the Board of Trustees of the County College of Morris, including any student representative member.

ARTICLE IV -- MEETINGS OF MEMBERS

Section 1. Annual Meetings. The Annual Meeting of members of the Foundation shall be held during the month of September, on a day and time designated by the Board of Directors of the Foundation. The business of the Annual Meeting of members will consist of appointment of the Directors of the Foundation; receipt of the annual reports of officers; consideration of proposed amendments to these By-Laws; and the transaction of any other business which may properly be brought before the members. The annual meeting and special meetings of the members will be

held at the County College of Morris or at such other place in the County of Morris, State of New Jersey, as the Board of Directors may designate. The Chair of the Foundation shall be the presiding officer at meetings of the members.

Section 2. Special Meetings of Members. Special meetings of the members of the Foundation may be called by the Board of Directors or the Chair of the Foundation.

Section 3. Notice. Written notice of the Annual Meeting of the Foundation shall be given personally, mailed, or e-mailed to each member not less than ten (10) or more than thirty (30) days before the annual meeting and shall state the place, date and time of the meeting. Notice of a special meeting of the members of the Foundation shall be given in the same manner except that such notice shall be given personally, mailed, or e-mailed not less than five (5) days before the special meeting and shall state the purposes of the special meeting.

Section 4. Waiver. Notwithstanding the provisions of Section 3, a meeting of the members of the Foundation may be held at any time and at any place, and any action may be taken thereat, if notice thereof is waived in writing by $\frac{3}{4}$ of the members of the Foundation.

Section 5. Quorum. The presence in person of a majority of the members of the Foundation shall constitute a quorum for the transaction of business at any meeting of the members. If a quorum is not present, the presiding officer may, without further written notice, adjourn the meeting to a date that is not more than ten (10) days after the date of the original meeting. In the event that the meeting is adjourned for a period of more than ten (10) days, written notice of the adjourned time shall be given to all members at least five (5) days before the adjourned time.

Section 6. Voting. Each member shall be entitled to one (1) vote. Voting by proxy will not be permitted. All questions coming before the members shall be determined and decided by a majority vote of the members present at the meeting, unless otherwise stipulated in these By-Laws. Abstentions shall not be counted as a vote and shall be recorded as "not voting."

ARTICLE V -- BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of not less than seventeen (17) Directors and not more than twenty-seven (27) Directors appointed annually by the members of the Foundation.

- (a) The President and all Vice Presidents of the County College of Morris shall serve as Directors of the Foundation coincident with the term of office with the College.
- (b) The members of the Foundation shall appoint three (3) members of the College Board of Trustees as Directors of the Foundation, to serve three (3) year terms, except that the initial terms shall be staggered so that the term of one (1) trustee on the Foundation Board expires each year.
- (c) Upon recommendation of the Nominating Committee of the Board of Directors, the members shall appoint at least ten (10) but no more than twenty (20) Directors of the Foundation chosen from the community-at-large to serve three (3) year terms, except that the initial terms of the

Directors chosen from the community-at-large shall be staggered so that the term of at least three (3) community Directors on the Foundation Board expires each year.

(d) The President of the Foundation shall serve as a non-voting, ex-officio member of the Board of Directors.

All voting Directors shall serve without compensation. All Directors shall serve until the next annual meeting of members or until their successors are duly appointed. Whenever a vacancy shall occur in the Board of Directors, a majority of the members shall appoint a new Director to fill the unexpired term of the person creating the vacancy.

Section 2. Powers and Duties. The Board of Directors shall have the following powers and discharge the following responsibilities:

(a) Immediately following the Annual Meeting of the members, the Board of Directors shall convene an organizational meeting and shall elect the officers of the Foundation.

(b) At the organizational meeting, the Board of Directors shall fix the date, time and place of at least four (4) regular meetings of the Board of Directors, inclusive of the organizational meeting, to be held during the next year.

(c) Adopt, amend, and rescind written operating policies of the Foundation.

(d) Adopt the annual budget for the Foundation.

(e) Plan and promote fundraising activities on behalf of the Foundation.

(f) Approve investment policies of the Foundation.

(g) Exercise any other powers or duties granted to the Board of Directors by law or by the members.

Section 3. Meetings.

(a) Place. Meetings of the Board of Directors shall be held at the County College of Morris or such other place as the Chair or a majority of the Board of Directors may designate from time to time.

(b) Frequency; Calling. The Board of Directors shall hold not less than four (4) regular meetings each year, inclusive of the organizational meeting. Written notice of the annual organizational meeting and regular meetings of the Board of Directors shall be given personally, mailed, or e-mailed to each Director not less than ten (10) nor more than thirty (30) days before the annual meeting and shall state the place, date and time of the meeting. Notice of a special meeting called by the Chair or any three (3) Directors of the Foundation shall be given in the same manner except that such notice shall be given personally, mailed, or e-mailed not less than five (5) days before the special meeting and shall state the purposes of the special meeting.

Section 4. Quorum. The presence or participation by telephone conference of a majority of the Directors then holding office shall constitute a quorum for the transaction of any business. Participation by telephone conference shall require (a) that the Directors present can hear the telephone participant and the telephone participant can hear the Directors present and (b) the participation of the individual by telephone conference and his/her votes are recorded in the minutes of the meeting.

Section 5. Vote Required. Providing a quorum is present, or participating by telephone conference, all questions coming before the Board of Directors shall be determined and decided by a majority of the Directors voting on the question, unless otherwise stipulated in these By-Laws. Abstentions shall be recorded as “not voting.” Each Director shall be entitled to one (1) vote. Voting by proxy will not be permitted.

Section 6. Agenda and Minutes. The President of the Foundation shall prepare an agenda for the organizational and regular meetings of the Board of Directors. Items on the agenda may be added by a majority vote of the Directors present at the meeting. Minutes of meetings of the Board of Directors shall be furnished to each Director at least two business days prior to the next meeting of the Board of Directors.

ARTICLE VI – OFFICERS

Section 1. Elected Officers and Terms. The elected officers of the Foundation shall be the Board Chair, Vice Chair, Secretary, Treasurer and such other officers, including an Assistant Secretary and Assistant Treasurer as the Board may deem desirable. Such other officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The Board of Directors shall organize annually in September of each year and shall elect from the Board membership, for a term of one (1) year, a Chair, Vice Chair, Secretary and Treasurer. The Board may elect such other officer(s) as may be required from time to time and such other officer(s) need not be members of the Board. All elected officers shall serve until the next annual organizational meeting of the Board and until their respective successors shall be elected and qualified. The Board shall elect a successor officer to fill any vacancy for the balance of the unexpired term.

Section 2. Removal. Any officer elected by the Board of Directors may be removed whenever the Board of Directors determines that removal is in the best interest of the Foundation.

Section 3. Designated President. The person employed by the County College of Morris as Executive Director for College Advancement and Planning is automatically designated the President of the Foundation. Such individual shall hold the office of President of the Foundation concurrent with the term of his appointment as Executive Director for College Advancement and Planning.

ARTICLE VII – DUTIES OF ELECTED OFFICERS

Section 1. Chair. The Chair shall, when present, shall preside at all meetings of the members of the Foundation and all meetings of the Board of Directors and the Chair shall discharge the duties that ordinarily pertain to that office. The Chair may call special meetings of the members or the Directors of the Foundation. The Chair shall sign and execute all reports, documents, or contracts when applicable law or the document requires execution by the Chair for and on behalf of the Foundation. Unless otherwise provided in these By-Laws, or otherwise determined by the Board of Directors, the Chair shall appoint the members and chairs of all standing committees and such other special or advisory committees as the Chair deems necessary to carry out the objectives of the Foundation. The Chair shall be a voting member of all committees.

Section 2. Vice Chair. The Vice Chair shall preside over meetings of the members or the Board of Directors in the absence of the Chair. The Vice Chair shall have and exercise all the powers and duties of the Chair in the case of the absence, inability or refusal of the Chair to act. The Vice Chair shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 3. Secretary. The Secretary shall cause to be recorded all votes and minutes of meetings of the Foundation members and meetings of the Board of Directors. The Secretary shall give or cause to be given notice of all meetings of the members and meetings of the Board of Directors in accordance with the provisions of these By-Laws. The Secretary shall be the custodian of the records of the Foundation. The Secretary shall keep a register of the mailing address of each member and Director of the Foundation. The Secretary shall attest to the execution of documents requiring attestation of the Secretary to the signature and authority of another Foundation officer. The Secretary shall in general perform all other duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Section 4. Assistant Secretary. The Assistant Secretary shall have and exercise all the powers and duties of the Secretary in the case of the absence, inability or refusal to act of the Secretary, and shall perform such other duties as may be prescribed, from time to time by the Board of Directors.

Section 5. Treasurer. The Treasurer shall make recommendations regarding investment policies of the Foundation. The Treasurer shall cause periodic reports to be rendered to the Board of Directors of the investments and disposition of Foundation funds, and any other financial reports as the Board of Directors may require to be rendered. The Treasurer shall perform such other duties as the Board of Directors may from time to time prescribe.

Section 6. Assistant Treasurer. The Assistant Treasurer shall have and exercise all the powers and duties of the Treasurer in the case of the absence, inability or refusal to act of the Treasurer, and shall perform such other duties as may be prescribed, from time to time by the Board of Directors.

Section 7. No Compensation. No elected officer who also serves as a Director shall receive compensation from the Foundation for services performed in his/her official capacity. Officers shall be entitled to reimbursement for reasonable and necessary expenses incurred in the performance of their official duties.

ARTICLE VIII – PRESIDENT AND CHIEF EXECUTIVE OFFICER

Section 1. Designated President. The President shall not be elected by the Board of Directors. The President shall be an employee of the County College of Morris and the person designated to serve as Foundation President as set forth in Section 3 of Article VI of these By-Laws. The President shall be the Chief Executive Officer of the Foundation and shall have general charge, supervision, and authority over the daily activities and affairs of the Foundation subject to the direction of the Board of Directors and Chair.

Section 2. Duties and Authority of President. The President shall have the following authority and shall discharge the following duties:

- (a) accept and administer gifts, bequests, devises, and any other donations received by the Foundation;
- (b) promote the fundraising activities of the Foundation;
- (c) within the funding authorized in the Foundation operational budget, employ, supervise, discharge and discipline the staff required to conduct the activities of the Foundation;
- (d) prepare and present at the annual organizational meetings of the members and Board of Directors, a written annual summary of the Foundation activities, financial results of operations and the investments and assets held by the Foundation;
- (e) prepare and submit the annual budget for approval by the Board of Directors;
- (f) recommend for approval by the Executive Committee charitable and educational disbursements and uses of Foundation funds consistent with the purposes set forth in Article II;
- (g) review and approve for payment invoices and vouchers for Foundation operational expenses;
- (h) ensure compliance with the investment and use restrictions and terms of restricted gifts, and provide any requisite verification of such compliance to the donor; and
- (i) perform other duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

ARTICLE IX – COMMITTEES

Section 1. General Rules Governing Standing Committees. A standing committee is a committee of the Board of Directors established under this Article IX. Standing committees

shall consist of not less than five (5) Directors appointed by the Chair. The committee chair shall be designated by the Chair of the Board of Directors. Meetings of a standing committee shall be called by the committee chair. The presence or participation by telephone conference of a majority of the members of a standing committee shall constitute a quorum for transaction of committee business. Participation by telephone conference shall require (a) that the persons present can hear the telephone participant and the telephone participant can hear the persons present and (b) the participation of the individual by telephone conference and his/her votes are recorded in the minutes of the meeting. Questions coming before a standing committee shall be determined and decided by a majority of the voting members participating in the meeting in person or by telephonic conferencing.

Section 2. Executive Committee. The Executive Committee shall consist of five (5) voting members as follows: The Chair, Vice Chair, Secretary and Treasurer of the Board of Directors and the County College of Morris President. The President of the Foundation shall be an ex-officio, non-voting member of the Executive Committee.

The duties and authority of the Executive Committee are as follows:

(a) Act on behalf of the Board of Directors when necessary in the interim between meetings of the Board of Directors provided that the actions of the Executive Committee are not contrary to actions, policies or positions previously adopted by the Board of Directors. The Executive Committee may also take emergent actions if deferral to the next scheduled meeting of the Board of Directors would be detrimental to the purposes or operation of the Foundation. Actions taken by the Executive Committee shall be reported to the Board of Directors by distribution of Executive Committee minutes prior to the next meeting of the Board of Directors.

(b) Review and recommend the Foundation's annual operating budget for adoption by the Board of Directors.

(c) Approve charitable and educational disbursements and uses of Foundation funds consistent with the purposes set forth in Article II.

(d) Take actions necessary to carry out decisions and policies previously adopted by the Board of Directors.

Section 3. Nominating Committee. At least sixty (60) days before the annual organizational meetings of the members and Board of Directors, the Chair shall appoint a Nominating Committee consisting of five (5) Directors who are not members of the Executive Committee. The Chair shall designate one (1) of the appointees as committee chair. The Nominating Committee shall discharge the following duties:

(a) Recommend to the members nominees for appointment or reappointment as community directors pursuant to Section 1(c) of Article V of these By-Laws.

(b) Recommend to the Board of Directors a slate of nominees for election to the offices of Board Chair, Vice Chair, Secretary and Treasurer. At the organizational meeting of the Board of Directors, other nominations for officers may be made from the floor provided the nomination is seconded.

No member of the Nominating Committee may be a nominee candidate for appointment or reappointment as an officer of the Foundation. No Director may nominate or second from the floor himself or herself for election to a Foundation office. A Director shall be permitted to vote in favor of his/her election as an officer of the Foundation.

ARTICLE X -- ASSETS AND FUNDS

Section 1. Ownership. All assets and funds of the Foundation shall be owned exclusively by the Foundation for the benefit of the College.

Section 2. Disposition. All funds of the Foundation shall be deposited in an account or accounts in the name of the Foundation. Funds shall be expended only to advance the purposes and to pay the proper expenses of the Foundation. Funds shall be withdrawn from such bank or investment accounts and invested or reinvested upon written authorization and signature of the County College of Morris President or Vice President, Business and Finance.

Section 3. Investment Subject to the limitations and conditions contained in any gift, devise or bequest, the Foundation may invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities, property, and any other legal investments as the Board of Directors shall deem advisable.

ARTICLE XI -- RESTRICTIONS

Section 1. Legislative Activities Prohibited. The Foundation will not devote its activities to attempt to influence legislation by propaganda or otherwise.

Section 2. Political Activities Prohibited. The Foundation will not participate or intervene directly or indirectly (including the publishing or distributing of statements), in any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Accumulation of Income. The Foundation will not have objectives and will not engage in activities which are characterized as an "action" organization as defined by the Internal Revenue Code of 1954 and the regulations thereto.

Section 4. Trade or Business. The Foundation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or afterwards amended.

Section 5. Distribution of Earnings. No part of the net earnings of the Foundation shall inure to the benefit of any private shareholder or individual within the meaning of Section 501(c) (3) of the Internal Revenue Code, as now in force or afterwards amended.

Section 6. Compensation. No compensation shall be paid to any member, elected officer, director, trustee, creator, or organizer of the Foundation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Foundation.

Section 7. Public Purpose. The Foundation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to, or persons controlled directly or indirectly by such private interests.

ARTICLE XII – LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 1. Limitation of Liability of Members, Directors and Elected Officers. No person serving without compensation, other than reimbursement for actual expenses, as a Director, officer, or member of the Foundation shall be personally liable to the Foundation for damages resulting from (a) the exercise of judgment or discretion in connection with the duties of his/her office, or (b) acts of commission or omission arising out of or in the course of his/her volunteer services, unless the acts or omissions are the result of willful or criminal conduct or gross negligence. Nothing in Section 1 shall be deemed to grant immunity to any person causing injury or damage as the result of his/her negligent operation of a motor vehicle.

Section 2. Indemnification. Whenever any claim is made or a civil action is brought against a member, Director or officer of the Foundation for any act or omission arising out of an in the course of the performance of the duties as a member, Director or officer of the Foundation, the Foundation shall defray all costs of defending against the claim or action, including reasonable counsel fees and expenses, together with costs of appeal, if any, and the Foundation shall indemnify and save harmless and protect such person from any resulting financial loss, except that the foregoing indemnification shall exclude any claim, liability or expense determined by a court of competent jurisdiction to have arisen from the willful or unethical conduct, gross negligence, or a criminal act of the member, Director or officer of the Foundation.

ARTICLE XIII -- AMENDMENTS

These By-Laws may be amended at any meeting of the members by the affirmative vote of two-thirds (2/3) of the voting membership. Amendments must be presented to the membership, in printed form, ten (10) days in advance of the meeting at which the vote will be taken on the amendments.