

BYLAWS
of the
Coconino Community College
Foundation



Adopted April 5, 1994

COCONINO COMMUNITY COLLEGE FOUNDATION

VISION

The vision of the Coconino Community College Foundation is to be a self-sustaining entity that provides support and leadership through community relations, advocacy and fundraising for Coconino Community College.

MISSION

The mission of the Coconino Community College Foundation is to promote the purpose and goals of Coconino Community College and to enhance the opportunities of Coconino County residents.

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BY-LAWS
OF THE COCONINO COMMUNITY COLLEGE FOUNDATION

ARTICLE I. NAME

Coconino Community College Foundation, Inc. (the Corporation) is a tax exempt 501(c) (3) non-profit corporation organized under the laws of the State of Arizona and shall be known as Coconino County Community College Foundation, Inc. (CCCF).

ARTICLE II. PURPOSE

Coconino Community College Foundation (hereinafter the Foundation), working in cooperation with the Office of the President of Coconino Community College, is the fundraising organization for Coconino Community College for the solicitation, receipt and management of all private gifts, donations, and contributions, including gifts-in-kind, for the purposes and goals of Coconino Community College, thereby enhancing the opportunities of Coconino County residents.

ARTICLE III. OFFICE

The principal office of the Foundation shall be located at 2800 South Lone Tree Road, Flagstaff, Arizona, 86005, in the City of Flagstaff, Coconino County, Arizona. The Foundation may also have offices at such other places within Coconino County, Arizona, as the Board of Directors may from time to time determine, and/or as the business of the Foundation may require.

ARTICLE IV. BOARD OF DIRECTORS

Section 1—Corporate Power. All of the corporate powers shall be exercised by, or under authority of, the Board of Directors who shall have the control and management of the property of the Corporation, and control of all funds in the Foundation’s hands.

Section 2—Composition. The Board of Directors of the Foundation shall be constituted as follows: A minimum of nine and maximum of fifteen directors shall be elected to the Foundation Board at the meeting following the annual meeting. The President of the College and Foundation Chief Development Officer shall always serve as ex-officio, non-voting directors. In addition, all past Presidents of the Foundation may serve a three-year term on the Board of Directors commencing upon the end of their term as President. Past Presidents may serve as an officer, or in any other capacity within the Foundation, as provided in these by-laws. Directors will be appointed by other members of the Foundation Board of Directors.

Section 3 – Terms. The terms for the Board of Directors shall last three (3) years commencing with the fiscal year beginning July 1 the year they were elected and ending on June 30 at the end of the three-year period. Directors shall be eligible to serve as many as three consecutive terms, after which they shall not be eligible to serve again as a director for a period of one year.

Vacancies in the Board may be filled by a majority vote of the Board of Directors.

Section 4 – Eligibility & Responsibilities. Prospective members of the Coconino Community College Foundation Board of Directors will be considered based upon the following criteria:

- Residency in Coconino County preferred
- Supports the Coconino Community College Vision, Mission, Guiding Principles, and Diversity Statement
- Candidate encompasses the range of skill, expertise, and perspective needed

by the Board to meet its responsibilities.

- Submits a letter of intent and list of qualifications, an application of their experience, interest, and qualifications to the Foundation Chief Development Officer
- Upon election to the CCCF Board of Directors, the Director completes a board orientation session and signs the Conflict of Interest form on an annual basis
- Make an annual financial contribution

Section 5 – Removal. All directors, other than Emeritus, are expected to attend all meetings of the Board of Directors. The absence of a director from two or more regular Board meetings without valid justification shall constitute presumptive cause for the removal of such Director automatically by the Board of Directors. The Board of Directors may remove any director for any cause by a super majority vote.

Section 6 – Conflict of Interest. For purposes of this section, a “conflict of interest” is defined as follows: Any potential and significant clash of duties or loyalties, or any actual and significant clash of duties or loyalties. Any conflict of interest on the part of a director shall be disclosed to the Board. When the Board determines a director has a conflict of interest, such director shall not vote or use personal influence on the matter, but the director shall be counted in the quorum for a meeting at which Board action is to be taken on the matter. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met. The Conflict of Interest statement must be signed annually and recorded in the Annual Meeting minutes and whenever conflict occurs. If the Conflict of Interest is not signed by a director or if a Conflict of Interest is not identified, it can be grounds for removal of the director.

ARTICLE V. MEETINGS

Section 1 – Annual Meeting. A regular annual meeting of the Foundation shall be held each year in the fall when previous fiscal year accounting may be reported. Time and location will be set by the Board of Directors, with notice to Board members to be given as provided in this article.

Section 2 – Special Meetings. Special meetings of the Board may be called by the President of the Board of Directors, by any two members of the Board, or by the Chief Development Officer.

Section 3 – Meeting Place. The Board of Directors of the Foundation may designate any place, within Coconino County, as the meeting place for any regular or special meeting. If no designation is made, the place of meeting shall be Coconino County Community College Flagstaff office, at 2800 South Lone Tree Road, Flagstaff, Arizona 86005 and/or via technological platform.

Section 4 – Frequency of Meeting. The Board of Directors shall meet a minimum of six times annually at a time and place to be designated by the President of the Board.

Section 5 – Notification of Meetings. Notice of meetings of the Board shall be given to each member no less than 10 days before any such meeting, and, if for a special meeting, notice shall state the purpose thereof. If a meeting is called and proper notice cannot be given in advance, Board members may provide a written waiver of notice.

Section 6 – Quorum. A quorum for any meeting of the Board of the Foundation shall be met if one-third of the total voting Board is present. The act of the majority of the Board present at a meeting at which a quorum is present shall be an act of the Board.

Section 7 – Meeting by Technological Device. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of reliable technological device by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 8 – Proxies. Proxies shall not be allowed in any vote taken of the Board of Directors or its committees.

ARTICLE VI. OFFICERS

Section 1 – Election. At the first meeting of the Board of Directors after the annual meeting, the Board of Directors shall select from among themselves a President, a Vice-President, a Secretary, and a Treasurer.

Section 2 – Duties and Responsibilities of Officers.

a) **The President** shall be the principal elected officer of the Foundation and shall preside at all Board meetings and shall serve as the Chair of the Executive Committee. The President shall be a non-voting, ex-officio member of all committees. The President, after consulting with the Executive Committee, shall appoint Chairs for all CCCF Committees.

b) **The Vice-President** shall serve as the primary assistant to the President and shall perform the duties of the President in the absence of that officer. The President may delegate responsibilities to the Vice-President.

c) **The Secretary** shall be responsible for the accuracy of the minutes of all Board meetings.

d) **The Treasurer** shall chair the Finance Committee and shall provide oversight of the financial operations and stability of the Foundation. The Treasurer shall present financial reports at each Board meeting.

e) **The Chief Development Officer** (hereinafter the CDO) shall be an ex-officio, non-voting member of the Board of Directors. The CDO shall attend all meetings of the Board of Directors and the Executive Committee. The CDO may not be excluded from any Board of Directors meeting unless that meeting is called to discuss the CDO's performance and/or evaluation, or as deemed necessary by the Executive Committee.

f) **The College President** shall be ex-officio, non-voting member of the Board of Directors. The College President may attend all meetings of the Board of Directors and the Executive Committee.

g) **Emeritus Directors** are individuals who have made extraordinary contributions to the Foundation may be elected to the position of Emeritus Director. Emeritus Directors shall not be required to serve on committees or attend meetings of the Board. Emeritus Directors may not vote on Board action items. Emeritus Directors may vote on committees on which they have volunteered to serve as regular members.

Section 3 – Authority. Authority to sign all checks, drafts, or other instruments evidencing property of the Foundation, including access to safe deposit boxes, is delegated to two of the following: President, Vice-President, Secretary, Treasurer, and Chief Development Officer unless otherwise restricted from this access.

Section 4 – Bonding. All officers, and any employees, may be covered by a bond for the faithful performance of their duties in such amount and with such sureties as the Board of Directors may approve. The premium shall be paid by the Foundation.

Section 5 – Delegation of Office. In the case of absence or disability of any officer, or for any other reason that the Board of Directors deems sufficient, the Board of Directors may delegate for an indefinite time, in whole or in part, the powers of such officer, to any other officer or to any other Board member.

Section 6 – Corporate Business. The ordinary and reasonable business of the Foundation shall be carried on by the officers. The President, the Vice- President, the Chief Development Officer, the Secretary, or the Treasurer, acting singly, or in concert, shall have authority to bind the Foundation by contract in the carrying on of such ordinary or reasonable business as prescribed by the policies set by the Board of Directors. Such resolution shall be ratified to pre-approve Officers to approve payments at the first meeting after the Annual Meeting of the Executive Committee or the Board of Directors, whichever meeting first occurs. The officers shall not have authority to bind the Foundation by contract related to the extraordinary business of

the Foundation, including, but not limited to, the execution of notes or deeds of trust; the transfer of sums of money in excess of \$20,000; the purchase or sale of substantial amounts of supplies or equipment; or the disposition of property not implied by the nature of the business.

ARTICLE VII. COMMITTEES

Section 1 - Committees of the Board. The Board, by resolution adopted by a majority of the Directors then in office (provided a quorum is present) may create one or more committees, each consisting of at least one Director to serve at the pleasure of the Board.

Authority of Board Committees. Any such committee, to the extent provide in the Board resolution, shall have the authority of the Board, except that no committee, regardless of Board resolution, is authorized to:

- i. Take any final action on any matter that, under the Arizona Non-Profit Public Benefit Corporation Law, also requires approval of the majority of all Directors.
- ii. Fill vacancies on the Board or on any committee that has the authority of the Board;
- iii. Provide for compensation of any Director;
- iv. Amend or repeal Bylaws or adopt new Bylaws;
- v. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- vi. Create any other committees of the Board or appoint the members of committees of the Board;
- vii. Approve any contract or transactions without the approval of the Board of Directors.

Actions of Board Committees. Actions of Board committees shall be taken in accordance with provision of these Bylaws concerning Board meetings. The Board may adopt rules for the governing of any committee, provided they are consistent

with these Bylaws, or in the absence of rules adopted by the Board the committee may adopt its own rules.

Section 2 - Standing Board Committees.

- a) **Executive Committee.** The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board of Directors. Further, the Executive Committee shall not have the power to amend these by-laws; such powers shall remain solely in the hands of the Board of Directors. The Corporation shall have an Executive Committee with such power and authority as is delegated to it by the Board of Directors and as is authorized by law. The Executive Committee shall consist of a President, Vice-President, Secretary, Treasurer, Past President of the Foundation (in a non-voting, advisory role and unless termed out), the President of Coconino County Community College, and the Chief Development Officer. A quorum of the Executive Committee shall consist of any three (3) voting members. If a quorum exists, action may be taken by a majority of those present.

- b) **Finance and Investment Committee.** There shall be a Finance and Investment Committee composed of the Treasurer and at least one other Director. This committee will report to the Board at each regular meeting concerning the income, expenses, and investments of the corporation, and will submit a budget annually for Board approval. Subject to the general supervision of the Board, the Finance and Investment Committee shall exercise control over the funds of the corporation, which funds may be invested by the Committee in such securities, banks, instruments, real and personal property and other assets as the Committee shall determine to be prudent and appropriate from time to time. The Committee shall recommend for Board approval the selling of gifts received by the Foundation, transfers, assigns, conveying title, executing stock powers, and buying and selling of stock and other securities and instruments.

- c) **Scholarship Awards Committee.** There shall be a Scholarship Awards Committee composed of at least one Director of the Board whose function shall be to chair the Scholarship Committee. The Coconino County Community

College Scholarship Committee recommends the selection of scholarship recipients in accordance with the general policies established by the Board and administered by the Scholarship Awards Committee.

- d) **The Alumni Committee.** The Alumni committee shall be chaired by a Director appointed by the President and shall consist of at least six (6) additional members, three of which shall be Coconino County Community College Alumni, and one must be the Foundation's staff member responsible for alumni development. The Alumni Committee creates an annual plan, approved by the Board, designed to engage Coconino County Community College's alumni through activities and regular communication designed to inform and encourage participation and support of the college.
- e) **Board Development Committee.** The Board Development Committee is commissioned by and responsible to the Board of Directors together with the Chief Development Officer to assume the primary responsibility for matters pertaining to Board of Director's recruitment, nominations, orientation, training, and evaluation in accordance with the by-laws of the organization as well as established policies and practices approved by the Board of Directors. The Executive Committee may serve on the Board Development Committee and has the option to add other Board members or community members to serve on the Board Development Committee. The Chair of this Committee must have served at least one year and shall be selected by the Board of Directors.
- f) **Fundraising Committee.** The Fundraising Committee shall be composed of 3-6 volunteer members consisting of a committee chair (current board member), non-board members, emeritus members, and the Chief Development Officer. The committee is responsible for reviewing and recommending improvement for all fundraising efforts, engage in advocacy and networking, and ensure that ethical fundraising practices are kept.
- g) **Ad-Hoc Committees.** With the approval of the Board of Directors, the President shall have the right to appoint Ad-Hoc Committees and shall appoint the Chairs of these Committees. The Ad-Hoc Committees shall function according to these Bylaws and shall dissolve after completing their assigned purpose. Ad-Hoc Committees shall be chaired by a Director appointed by the Foundation Board

of Directors. Additional Directors can be appointed to Ad-Hoc Committees. Additional Ad-Hoc members may come from the public who may be needed to complete the charge of the Ad-Hoc Committee.

Ad-Hoc Committees may be discontinued at any time by the President subject to the approval of the Board of Directors.

Section 3 – Committee Chair. All Committees shall be chaired by a member of the Board of Directors as appointed by the Board President.

Section 4 – Standing Committees. Standing Committees shall be: Executive, Finance and Investment, Scholarship and Awards, and Alumni. All committees shall meet at stated times and provide notice to all members, and the chair of that committee. The committees shall fix their own rules of procedure.

The chair of the committee shall report actions to the Board of Directors at the next regularly scheduled meeting.

Section 5 – Additional Committees. The Board of Directors upon a majority vote of those present may create additional committees as the Board determines necessary to carry on the functioning of the Foundation.

ARTICLE VIII. CONTRIBUTIONS AND DONATIONS

Section 1 – Policies. The Board of Directors shall establish policies for the receipt of gifts, contributions and donations, including gifts-in-kind, to the Foundation. All such income, not otherwise designated by the donor, shall be posted to the unrestricted fund of the Foundation and shall be used for the benefit of Coconino Community College in accordance with the general purpose of the Foundation.

Section 2 – Maintenance and Disbursement. All restricted gifts, contributions and donations, including gifts-in-kind, endowments, and trust funds shall be maintained in separate Foundation accounts and used for the purpose specified by the donors. Disbursements of funds from these accounts will follow prescribed policies and procedures as adopted by the Board of Directors.

Section 3 – Acknowledgement. Appropriate acknowledgement of official receipt shall be made of all gifts, contributions and donations, including gifts-in-kind, accepted by the Foundation.

Section 4 – Fiscal Year. The Fiscal year of the Foundation shall be July 1 through June 30.

Section 5- Annual Audit. The Foundation will have an annual audit performed by an outside CPA firm that is authorized to perform financial audits.

ARTICLE IX. DISTRIBUTION UPON DISSOLUTION

Upon the dissolution or final liquidation of the Foundation, none of the property of the Foundation nor any proceeds thereof shall be distributed to or divided among any of the directors, officers, agents or employees of the Foundation or inure to the benefit of any individual. In such an event, after all liabilities and obligations of the Foundation have been satisfied and discharged, or adequate provisions made therefore, the Foundation Board of Directors shall dispose of all of the assets of the Foundation exclusively for purposes of the Foundation in such manner, and to the sole benefit of Coconino Community College.

ARTICLE X. CORPORATE DOCUMENTS

The Corporation shall keep accurate and complete documents and shall also keep minutes of the proceedings of its Board of Directors and committees. The Corporate documents shall be maintained in accordance with all state and federal regulations. The Corporate documents shall remain the property of the Corporation, and shall be released upon due process.

ARTICLE XI. AMENDMENTS

Section 1 – Revisions. These Bylaws may be altered, amended, or repealed or new Bylaws adopted by a two-thirds majority vote of the Directors present at a regularly scheduled meeting of the Board of Directors. Upon written notice of at least ten (10) days, any number of amendments or an entire revision of these Bylaws may be submitted and voted on at a regularly scheduled meeting of the Board of Directors and shall become effective immediately upon approval by the Board of Directors.

Approved by the Board of Directors on this Fifth day of April 2013, in Flagstaff, Arizona.

Attest:

Foundation Board President

Foundation Board Secretary

THIS IS TO CERTIFY that I am the duly elected, qualified and acting secretary of the Coconino Community College Foundation, and that the above and foregoing by-laws were adopted as the by-laws of said corporation on the 5th day of April, 1994, by the directors of said corporation.

Amended

02/13/1995

12/05/1995

03/16/1999

02/28/2002

04/23/2003

11/12/2008

07/14/2011 Terms clarified – second reference under Article V. Officers removed

03/12/2013

07/30/2013 Redundancies removed

12/04/2013 Hyperlinked table of contents created

06/05/2014 Added Board Development Committee

08/20/2021 Revised and Approved

