BYLAWS
OF
THE MID MICHIGAN COMMUNITY COLLEGE FOUNDATION

ARTICLE I
Board of Directors

Section 1. Directorship; Powers. The Corporation is organized upon a directorship basis. The property, business and affairs of the Corporation will be managed by its Board of Directors. Without limiting the foregoing statement, the Directors shall have the following functions and express powers:

a) to determine the policies of the Foundation and coordinate its various programs;

b) to establish a continuous development program;

c) to determine, in concert with the College Board of Trustees of Mid Michigan Community College, the needs of the College which can best be met through gifts, grants, or bequests, and attempt to obtain necessary funds therefore; and

d) to encourage contributions to the Foundation from students, alumni, faculty, friends and organizations.

Section 2. Number and Term of Office; Ex Officio Directors. The Board of Directors of this Corporation will consist of not less than twelve nor more than eighteen persons, as determined by the Board of Directors, in addition to one voting ex officio member and three non-voting ex officio members. Ex officio members will not be elected, but will serve by virtue of holding an executive position at Mid Michigan Community College (the “College”). Except as otherwise provided herein, ex officio members will have all the rights and privileges of membership. The College President will be a voting ex officio member of the Board. The non-voting ex officio members will be a College Financial Officer (who will serve as the Associate Treasurer) and two other College administrators named by the College President.

The term of office of any Director will be for three years from the date of his or her election or appointment by the affirmative vote of a majority of the Directors at an official meeting and continue until his or her successor has been elected and qualified, unless the Director is appointed to fill a vacancy, in which event it will be for the remainder of the term to which the Director is succeeding.

Directors who have completed their term of office may be reappointed for a subsequent term by an affirmative vote of a majority of the Directors at an official meeting. There is no limit on the number of terms an individual can serve.

Section 3. Forfeiture, Resignation, Removal and Vacancies. Any director failing to attend three successive meetings of the Board of Directors will forfeit his or her membership on the Board unless excused for cause by the Executive Committee. A Director may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. A Director may be removed, either with or without cause, by the affirmative vote of a majority of the Directors at an official meeting.
If a vacancy has occurred among the members of the Board as a result of death, resignation, removal, or otherwise, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors.

A Director who has encountered circumstances which limit her/his ability to serve may request the Board of Directors grant inactive status. Inactive status can be granted by a majority vote of Directors at an official meeting. Directors can also, through independent action, move a Director who has missed three successive meetings to inactive status. Members on inactive status will not be included in the membership count described in Section 2 of this Article. Inactive status can be maintained through the ending date of the member’s term of office.

Section 4. **General Powers as to Negotiable Paper.** The Board of Directors may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Corporation.

Section 5. **Powers as to Other Documents.** All material contracts, conveyances and other instruments may be executed on behalf of the Corporation by the Chairperson or any Vice Chairperson, and, if necessary, attested by the Secretary or the Treasurer.

Section 6. **Compensation.** Directors will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by a Director in his or her capacity as a Director.

**ARTICLE II**

**Meetings**

Section 1. **Annual Meeting.** The annual meeting of the Directors of the Corporation will be held at the principal office of the Corporation in June or July of each year as determined by the Board, or at any other place and date as designated by the Directors for the purpose of electing Directors and officers for the ensuing year and for the transaction of other business properly brought before the meeting.

Section 2. **Regular Meetings.** Regular meetings of the Board of Directors may be held without notice if the time and place of the meeting has been determined by resolution of the Board. At least one regular meeting of the Board must be held each year. The regular meeting will be held in September or October of each year on a date determined by the Executive Committee or the Board.

Section 3. **Special Meetings.** Special meetings of the Directors may be called by the Chairperson and will be called by the Chairperson or Secretary at the direction of not less than two Directors or as may otherwise be provided by law. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the Chairperson or Secretary and stated in the notice of meeting. Any request for a meeting by the Directors must state the purpose or purposes of the proposed meeting.
Section 4. Notice of Meeting. Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board of Directors will be given either personally or by mail to each Director not less than ten days before a regular meeting and not less than two days before a special meeting. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5. Quorum and Voting. If there are eight or more Directors in office, then one-third of the Directors will constitute a quorum of the Board of Directors at any meeting. If there are less than eight Directors in office, then a majority of all the Directors will constitute a quorum at any meeting. The vote of a majority of the Directors present at a meeting at which a quorum is present will constitute the action of the Board of Directors, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation.

Section 6. Conduct at Meetings. Meetings of the Directors will be presided over by the Chairperson. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 7. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual or special meeting of Directors may be taken without a meeting, without prior notice and without a vote, if all of the Directors consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board of Directors.

Section 8. Telephonic Conferences. A Director may participate in a meeting of Directors by conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE III
Officers

Section 1. Election or Appointment. The Board of Directors will elect a Chairperson, a Secretary and a Treasurer of the Corporation at its annual meeting and may elect a Vice Chairperson, Assistant Secretary and Assistant Treasurer. The Chairperson, Vice Chairperson, and Treasurer will be elected from among the voting members of the Board of Directors. The Chairperson and Vice Chairperson will not serve more than three terms of office in succession unless otherwise allowed by an affirmative vote of the Board. The same person may hold any two or more offices, but no officer will execute, acknowledge or verify any instrument in more than one capacity. The Directors may also appoint any other officers and agents as they deem necessary for accomplishing the purposes of the Corporation.

Section 2. Term of Office. The term of office of all elected or appointed officers will commence upon their election or appointment and will continue for two (2) years thereafter, or until
their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Directors, with or without cause, by the affirmative vote of a majority of the Directors at an official meeting, whenever in their judgment the best interest of the Corporation will be served.

An officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of the resignation.

Section 3. Compensation. Any officer who is an employee of the Corporation will receive reasonable compensation for his or her services as fixed by the Board of Directors.

Section 4. The Chairperson. The Chairperson will be the chief executive officer of the Corporation and will have general and active management of the activities of the Corporation. The Chairperson will see that all orders and resolutions of the Board of Directors are carried into effect. The Chairperson will execute all authorized conveyances, contracts or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Directors to some other person. The Chairperson will preside at meetings of the Directors and in his or her absence, the Directors present at the meeting will designate another presiding officer.

Section 5. Vice Chairperson. The Vice Chairperson will, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and will perform any other duties prescribed by the Board of Directors or the Chairperson.

Section 6. The Secretary. The Secretary will attend all meetings of the Board of Directors and all Board Committees and will record or cause to be recorded the minutes of all proceedings in a book to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings of the Board of Directors for which notice may be required and will perform any other duties prescribed by the Directors.

Section 7. The Treasurer. The Treasurer will oversee the financial activities of the Corporation. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Directors. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in the Treasurer's possession or under his or her control will be returned to the Corporation at the time of his or her death, resignation or removal from office.

Section 8. Other Officers. The College President will assist the Corporation in development activities. The College Financial Officer will serve as the Associate Treasurer, who will assist the Treasurer of the Corporation. The other ex officio Directors will serve in officer positions as determined from time to time by the Board.

ARTICLE IV
Committees

Section 1. Executive Committee. The Executive Committee will be composed of the following officers of the Corporation: the Chairperson, the Vice Chairperson, the Treasurer, the Secretary, and the College President. The Chairperson of the Board will act as the Chairperson of
the Executive Committee. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board of Directors, may exercise all powers and authority of the Board of Directors in the management of the business and affairs of the Corporation between meetings of the Board of Directors, except that such Executive Committee will not have power or authority to:

a) Amend the Articles of Incorporation;

b) Adopt an agreement of merger or consolidation;

c) Approve the sale, lease or exchange of all or substantially all of the Corporation’s property and assets;

d) Approve the dissolution of the Corporation or a revocation of a dissolution;

e) Amend the Bylaws of the Corporation;

f) Fill vacancies on the Board; or

g) Fix compensation of the Directors for serving on the board or on a committee.

The Executive Committee shall annually present a budget to the Board of Directors, and will establish and maintain procedures for payment of all bills and expenses. In addition, the Executive Committee may recommend to the Board the names of candidates for election to the Board of Directors or to any office thereof.

Section 2. Other Committees. The Corporation may have three (3) standing committees: the Executive Committee, the Investment Committee, and the Planned Giving Committee. The Board of Directors may designate other committees as deemed appropriate. The committees will have the authority as delegated to them by the Board of Directors.

Section 3. Procedure. All committees, and each member thereof, will serve at the pleasure of the Board of Directors. Committee members need not be members of the Board of Directors, but each Committee must have at least one Director member. The College President will be an ex officio member of all committees and the College’s Financial Officer will hold membership on the Investment Committee. The Board of Directors will have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, to appoint (from among their number) the committee chair, and to change the functions or terminate the existence of any committee. Regular or special meetings or any committee may be held in the same manner provided in these Bylaws for regular or special meetings of the Board of Directors, and a majority of any committee will constitute a quorum at the meeting.

ARTICLE V
Scholarship and Grant Advisory Board

Section 1. Advisory Board Function. The Scholarship and Grant Advisory Board ("Advisory Board") will establish and maintain guidelines for the administration of the Scholarship and Grant Fund (the "Fund"), a segregated account held by the Corporation from which
distributions will be used to provide part of the student financial assistance at the College. The Advisory Board will provide a group initiative and individual contacts within and outside the College district in the interest of fundraising. It will provide continuity in an ongoing evaluation of the College’s methods, materials and public relations techniques used in fundraising.

Section 2. Membership and Selection. The Advisory Board will be composed of up to twenty-four persons as follows: one member of the College’s Board of Trustees; up to twenty citizens representing the communities served by the College; one instructor, one student, and one administrator of the College. The Trustee representative will be appointed by the Chairperson of the College’s Board of Trustees. The instructor representative will be appointed by the College’s Faculty Senate President. The student representative and the administrator representative will be appointed by the College President. Such appointed representatives will each serve at the pleasure of his or her respective appointing authority. The citizen representatives on the Advisory Board will be elected or appointed by the Advisory Board for terms staggered so that at every other annual meeting of the Board of Directors, approximately one-half are elected. The citizen representatives of the first Advisory Board subsequent to the adoption of this provision of the Bylaws will be divided as nearly as possible into two classes of equal size: the first class to serve a two-year term and the second class to serve a four-year term. Thereafter, the term of office of any citizen representative will be for four years from the date of his or her election or appointment by the affirmative vote of a majority of the Directors at an official meeting and continue until his or her successor has been elected and qualified, unless the citizen representative is appointed to fill a vacancy, in which event it will be for the remainder of the term to which the citizen representative is succeeding.

ARTICLE VI

Indemnification

Section 1. Indemnification. The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify and Director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys’ fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had not reasonable cause to believe his or her conduct was unlawful.

Section 2. Rights to Continue. This indemnification will continue as to a person who has ceased to be a Director or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person
ceased to be a Director, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

ARTICLE VII
Conflicts of Interest

Section 1. Disclosure. When a member of the Board or an officer is affiliated with an organization seeking to provide services or facilities to the Corporation, or when a member of the Board or officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Directors and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

Section 2. Voting. Any Board member or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, that his or her presence was not counted in determining a quorum, and the comparability data was considered.

Section 3. Statement of Position. The foregoing requirements should not be construed to prevent a Board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

ARTICLE VIII
Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation will end on the last day of June.

Section 2. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the Directors of the Corporation then in office.

Revised July 10, 2008