

BY-LAWS  
of  
THE HALIFAX COMMUNITY COLLEGE SUPPORT FOUNDATION, INC.  
(A Non-Profit Corporation)

ARTICLE I

BOARD OF DIRECTORS

SECTION 1. The members of the Board of Directors of this Corporation shall be selected and the size of the Board of Directors shall be determined in accordance with Article V of the Corporation's Articles of Incorporation.

ARTICLE II

MEETING OF DIRECTORS

SECTION 1.

- (a) An annual meeting of the full Board of Directors shall be held at a time and place determined by the Board.
- (b) Special meetings shall be called by the Chairman upon the request of any five directors.

SECTION 2. At any meeting of the Board of Directors, a majority of the membership of the Board of Directors shall constitute a quorum.

SECTION 3. Notice of annual and special meetings by the Board of Directors shall be given to each Director personally by mail to his last known address at least five (5) days prior to the time of the meeting. Notice of any special meeting shall not be required to be given to any director who shall attend such meeting in person, or who shall waive notice of such meeting in writing before or after such meeting.

## ARTICLE III

### POWERS AND DUTIES OF DIRECTORS

SECTION 1. The business, property and affairs of this corporation shall be managed by the Board of Directors or by such committees as the Board may establish pursuant to these By-Laws.

SECTION 2. The Board of Directors shall have full power and authority to alter or amend the Articles of Incorporation of this Corporation, and shall likewise have full power and authority to make, alter, and amend or repeal any and all By-Laws of the Corporation.

#### SECTION 3.

- (a) The Board of Directors shall elect a Chairman and Vice Chairman. The president of the college shall serve as the Secretary/Treasurer.
- (b) The Chairman and the Vice Chairman, shall hold office for two years. All vacancies among the officers of the Corporation shall be filled as soon as practical by the Board of Directors at any regular or special meeting of the Board of Directors.

#### SECTION 4.

- (a) The Board of Directors may appoint and employ a fiscal agent and such other agents, employees or representatives as in the judgement of the Directors shall be necessary to carry on the work of the Corporation, prescribe the duties of such officers, agents, and employees and fix their compensation.
- (b) The Board of Directors may appoint an Executive Director for the Foundation who shall serve at the pleasure of the Board.
- (c) Directors who fail to attend at least two quarterly meetings each year are subject to removal from office by the Executive Committee.

#### SECTION 5.

- (a) There shall be an Executive Committee composed of five (5) members as follows: The Chairman, Vice Chairman, Secretary/Treasurer, a member of the College Board of Trustees, and the immediate past Chairman.
- (b) The Executive Committee shall meet at the call of the Chairman. Three (3) members shall represent a quorum of the Committee.

(c) The Executive Committee may exercise all authority of the Board of Directors at such time as said Board is not in session, except that the Committee shall have no authority to act on:

1. Dissolution, merger or consolidation, or disposition of substantially all corporate assets and property;
2. Designation of Committees or filling vacancies on the Board of Directors for serving on the Board or on a committee of the Board;
3. Adoption, amendment or repeal of the By-Laws;
4. Amendment or repeal of resolution of the Board which by its terms is not so amendable or repeal-able; or
5. Distribution or expenditures from assets of the Foundation in excess of \$1000 or total current assets of the Foundation whichever is less.

All actions of the Executive Committee shall be reported in writing to the Directors individually within thirty (30) days after such action is taken or at a meeting of the Board of Directors, if a meeting is held within that period of time.

SECTION 6. The Board of Directors may require any officer, agent or employee to file with the Corporation a satisfactory bond conditioned for the faithful performance of his or its duties.

SECTION 7. In addition to the Executive Committee, other standing or temporary committees may be appointed to the Board of Directors from time to time, and the Board of Directors may invest such committees with such power as it may see fit, subject to such conditions as may be prescribed by the Board. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the Office of the Corporation, and shall report the same to the Board of Directors at its next meeting. A member of the Executive Committee will serve on each standing committee.

SECTION 8. The affirmative vote of the majority of a quorum of the Board of Directors shall be necessary and sufficient at any meeting to authorize any action of the Directors. Written records setting forth all action taken at any meeting of the Directors and the voting thereon shall be kept in a permanent minute book of the Directors.

## ARTICLE IV

### POWERS AND DUTIES OF OFFICERS

**SECTION 1. Chairman.** The Chairman of the Corporation shall be the Chief Executive officer of the Corporation. He shall preside over all meetings of the Board of Directors, and shall be an ex-officio member of all standing committees. He shall have the general management and supervision of all the affairs and business of the Corporation, shall see that all orders and resolutions of the Board are carried into effect and shall execute all deeds, contracts, agreements, transfers and such other instruments as may be ordered by the Board of Directors.

**SECTION 2. Vice-Chairman.** The Vice-Chairman shall preside at all meetings of the Board in the absence of the Chairman and shall perform such duties as from time to time may be assigned by the Board. In addition, this officer may serve as Chairman of the Nominating Committee. The holder of this office may automatically succeed to the Board Chairmanship.

**SECTION 3. Secretary/Treasurer.** The Secretary/Treasurer shall be responsible for the following:

- (a) Receiving and keeping the funds of the Foundation and paying out the same in accordance with the directions of the Board of Directors.
- (b) Depositing all monies, checks and other credits to the account of the Foundation in such bank(s) or other depository as the Board may designate.
- (c) Rendering to the Board an account and statement of all transactions at each meeting of the Board and at such time as the Board may from time to time determine.
- (d) Entering regularly in the books of the Foundation to be provided for that purpose a full and accurate account of all services received and paid out on the account of the Foundation.
- (e) In general, performing all duties incident to the Office of Treasurer subject to the control of the Board, received and paid out on account of the Foundation. The Secretary/Treasurer shall at all reasonable time exhibit the books and accounts to any Director of the Foundation and shall, in general, perform all the duties subject to the control of the Board.
- (f) The Secretary/Treasurer shall serve as Chairman of the Investment/Finance Committee. This officer shall also preside at all meetings of the Board in the absence of the Chairman and Vice Chairman.

## ARTICLE V

### ELECTIONS

#### SECTION 1. Officer.

- (a) The terms of the Chairman and Vice Chairman shall be two (2) years. They shall be elected at the August meeting.\*

*\*(Depending on the structure of the annual meeting calendar)*

#### SECTION 2. Director.

- (a) The terms of the Director shall be for three (3) years. They shall be elected at the third quarter meeting.\*

*\*(Depending on the structure of the annual meeting calendar)*

- (b) Vacancies occurring during a term shall be filled for the un-expired portion thereof in the manner provided for.

- (c) Members of the Board of Directors shall be elected by a majority vote of the Directors.

## ARTICLE VI

### SALARIES

#### SECTION 1. The Directors and Officers of the Corporation shall serve without compensation.

## ARTICLE VII

### APPROVED MAJOR ACTIVITIES

SECTION 1. Approved major activities of the Halifax Community College Support Foundation shall be as determined and established by the Board of Directors, consistent with the Articles of Incorporation and applicable statutory provisions. These may include, but are not limited to, a program of advice to the President of Halifax Community College, programs of annual giving, corporate gifts, and deferred gifts.

## ARTICLES VIII

### POWERS AND DUTIES OF STAFF

SECTION 1. Executive Director. The office of the Executive Director shall be responsible for overseeing the general operation of the Foundation. The Executive Director may sign with the Chairman in the name of the Foundation all contracts authorized by the Board, and when so ordered by the Board, shall affix the seal of the Foundation thereto. In addition, the Executive Director shall be responsible for the general day-to-day management of Foundation affairs. The Executive Director shall exercise such authority to accept gifts, collect revenue and direct expenditures as are delegated by the Board of Executive Officers. The Executive Director shall be responsible for the maintenance and management of the Foundation's activities as may be required by the Board of Directors.

The Executive Director shall be responsible for keeping minutes of the Board and Executive Committee meetings. The Executive Director shall give and serve notice of meetings as required by the By-Laws.

The Executive Director shall have charge of all such books and papers as the Board of Directors may direct, all of which shall at all reasonable time be open to the examination of any member; and the Executive Director shall, in general, perform all duties usually incident to the Office of Secretary, subject to the control of the Board of Directors.

SECTION 2. Checks. Checks or drafts on the funds of the Foundation shall be signed by the Executive Director and the Secretary/Treasurer. In the absence of the Secretary/Treasurer or the Executive Director, the Chairman of the Foundation or the Vice President of Administrative Services of Halifax Community College shall sign.

## ARTICLE IX

### AUDITS

SECTION 1. The Executive Director, Secretary-Treasurer and Vice President of Administrative Services at Halifax Community College shall arrange for an annual audit of the books of the Foundation by the State Auditor's Office in association with the audit of the books of Halifax Community College following the close of the fiscal year, which is July 1 through June 30 inclusive.

## ARTICLE X

### AMENDMENTS

SECTION 1. Amendments of the Articles of Incorporation or to these By-Laws can be made by the Board of Directors in regular meeting assembled, either annual or special, then the purpose of the meeting with the proposed amendment or amendments must be stated in the call; provided, however, the vote of a majority of the Directors in office shall be required to amend the Articles of Incorporation.