

**HOUSTON COMMUNITY COLLEGE FOUNDATION
BYLAWS**

Revised and Adopted April 1, 2021

ARTICLE I

STRUCTURE AND PURPOSE

1. **STRUCTURE.** The Houston Community College Foundation (the “Foundation”) is a nonprofit corporation organized under the laws of the State of Texas.
2. **PURPOSES.** The Foundation is organized and is to be operated exclusively to carry out charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “Code”), as more fully set forth in the Articles of Incorporation.
3. **PRINCIPAL PLACE OF BUSINESS.** The principal place of business of the Foundation shall be located in Houston, Texas in the County of Harris. The Foundation may have such other offices, either within or without the State of Texas, as the Board of Directors (hereinafter “the Board”) may determine or as the affairs of the Foundation may require from time to time.
4. **REGISTERED OFFICE AND REGISTERED AGENT.** The Foundation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is the Foundation’s registered office. The registered office may but need not be identical with the principal office of the Foundation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors in accordance with applicable law.
5. **FISCAL YEAR.** The Foundation’s fiscal year shall be from September 1 to August 31 or such other period as the Board shall determine.
6. **SEAL.** The Foundation may have a seal as may be approved by the Board but the absence of such seal from any document executed on behalf of the Foundation shall not affect its validity or enforceability.
7. **POLICIES AND PROCEDURES.** Along with these Bylaws, the Board shall be empowered to establish, and amend, Policies and Procedures that are reviewed and approved by the Board from time to time.

ARTICLE II

BOARD OF DIRECTORS

1. **POWERS.** The business, affairs and property of the Foundation shall be managed and controlled by the Board, and all corporate powers shall be vested in and exercised by the Board, except as otherwise provided by law, the Articles of Incorporation or these Bylaws.
2. **DIRECTORS.** The Board shall consist of not less than fifteen (15) or more than thirty-six (36) voting members, each of whom is expected to contribute to the success of the Foundation. Types of board members shall include:
 - A.) **Regular Voting Members.** Regular, Voting Directors shall be nominated by a Board Relations Committee and approved by the Board to be voting Directors.
 - B.) **Faculty Voting Members.** Faculty Voting Directors shall be recommended by the Faculty Senate of HCC to the Board Relations Committee for nomination to the Board, approved by the Board to be voting Faculty Directors.
 - C.) **Ex-Officio, Non-Voting Members.** The Chancellor of the Houston Community College and the President of the Foundation shall serve as ex officio and non-voting members.
 - D.) **HCC Board of Trustee Liaison(s).** The Chair of the Board of Trustees of Houston Community College (hereinafter "BOT") shall appoint at least one (but no more than two) other members of the BOT to each serve as liaison to the Foundation to maintain an effective relationship between the Board and BOT. Each such liaison shall serve at the pleasure of the Chair of the BOT.
3. **DIRECTOR CLASSES AND TERMS.** The Board shall be divided into three classes, each serving three year terms and containing approximately one-third of the total number of Directors. If any vacancy on the Board exists by reason of death, resignation, removal, or otherwise, the Board may elect a successor Director for the unexpired term of his predecessor. Completing an unexpired term is not considered a full three-year term.
4. **DIRECTOR SUCCESSION.** Any Director may serve a maximum of two full consecutive three year terms, concluding at an annual meeting of the Board. Any Director may be elected to succeed him/herself in that office for a second consecutive three-year term but may not, however, be elected to serve a third consecutive three-year term unless he/she first steps down for at least one calendar year. A Director may, after sitting out a year, be re-elected by a majority vote of the Board under the same terms as first elected.
5. **REMOVAL FROM OFFICE.** A Director may be removed from office at any time by a majority vote of all the other Directors then serving or by the Executive Committee of the Board between meetings of the Board whenever in their judgment the best interests of the Foundation would be served by such removal.

6. COMMITTEES. The Board may authorize the creation or dissolution of committees (including standing committees, funds or councils); it may determine whether or not the members of such bodies must be selected from within or without the Directors of the Foundation; and, to the extent permitted by law, it may invest such bodies with such power and duties as it deems necessary. The Board may designate the members of such bodies or may authorize the Chair to designate the members of such bodies. These other committees, funds or councils may not enter into any legal or financial contracts that could obligate or bind the Foundation without prior written approval of the Executive Committee. Each committee shall have a charter outlining its purpose and responsibilities, which shall be reviewed and approved by the Board from time to time.
7. COMMITTEE COMPOSITION. The Chair of the Foundation shall appoint no less than three (3) members to each of these committees to serve during the Chair's term of office. The Chair may also establish ad hoc committees and appoint ad hoc committee chairs and not less than three (3) members each in order to effectively carry out the business of the Foundation.

ARTICLE III

OFFICERS AND STAFF

1. OFFICERS. The officers of the Foundation shall consist of a Chair, one or more Vice Chairs, the Immediate Past Chair, a Secretary, a Treasurer, the President (who is an ex-officio, non-voting member), the Chancellor of the Houston Community College (who is an ex-officio, non-voting member) and such other officers as may from time to time be provided for by resolution of the Board.
2. ELECTION. The Board shall, from within the membership of the Board, elect the Chair, one or more Vice Chairs, the Secretary, and the Treasurer at an Annual meeting. The officers shall serve for a two year term, and can be reelected for no more than one consecutive term. Any person holding office may succeed him/herself in that office for no more than one subsequent term or be elected to serve a term or terms in some other office. In the event that the officer's term extends further than his/her term limit as a Director, the Officer's term shall run to its completion.
3. THE CHAIR. The Chair shall preside at all meetings of the Board of Directors and of the Executive Committee. The Chair shall retain the right to vote on all questions coming before the Board and the Executive Committee on which he/she would be entitled to vote. The Chair shall perform such duties as are customarily incident to the office or are required by the Board. Upon completion of elected term as Chair, such individual shall serve a two-year term as an Immediate Past Chair.
4. THE VICE CHAIR. A Vice Chair shall perform all the duties of Chair in the absence or disability of the Chair. He/She shall perform such other duties as are required of him/her by the Board. If the Board shall have more than one Vice Chair at any given time, the

Board shall designate the Vice Chair who will fulfill the functions of the Chair in the event of absence or disability of the Chair.

5. THE IMMEDIATE PAST CHAIR. An Immediate Past Chair shall perform all the duties of the Chair in the absence of the Chair or Vice Chair. He/She shall perform such other duties as required of him/her by the Board.
6. PRESIDENT. The Chancellor shall assign an executive level HCC employee (selected in accordance with the details provided herein) to serve as the chief executive and President of the Foundation (as an ex-officio, non-voting member). The President shall report jointly to the Chancellor or designee and to the Board. The Chancellor or designee and Executive Committee shall collaborate to develop an appraisal instrument for the employee in the President role. The Chancellor shall consider the Executive Committee's recommended evaluation when conducting annual performance evaluation of the President. The President shall be employed by Houston Community College under its policies and procedures, and the Chancellor may immediately terminate the employment of the employee if the Chancellor determines the employee has engaged in serious misconduct or illegal behavior, or otherwise becomes ineligible for employment. In all other instances of termination of employment, the Chancellor will give the Executive Committee and the employee at least sixty (60) days' written notice of the Chancellor's determination that the employee will be discharged. The President shall execute the mission of the Foundation and direct and supervise the activities of the Foundation subject to the control of the Board and the supervision of the Chancellor or designee and shall perform such other duties as required by the Board. He/She shall give notice of meetings, shall keep records of all meetings of the Board, shall keep an accurate list of the Directors, and shall have authority to certify any records, or copies of any records, as the official records of the Foundation. In addition, the President shall perform such other duties as are required by the Board and recommend paid staff to carry out the mission of the Foundation. A vacancy will be filled through a combined search committee of the Foundation and HCC subject to the rules and regulations of Houston Community College and Human Resources policies and procedures. The committee will nominate several finalists to the Chancellor who will recommend a final individual to the Foundation Board for appointment and hired in accordance with HCC policies and procedures.
7. THE TREASURER. The Treasurer shall serve as Chair of the Finance Committee, make reports of the finances of the Foundation at quarterly and annual meetings and shall perform such other duties as are required by the Board.
8. THE SECRETARY. The Secretary of the Foundation shall ensure that proper records of the Foundation are maintained.
9. STAFF. HCC and the Foundation Board may from time to time agree to fund additional positions that will report to the President.

ARTICLE IV

MEETINGS OF DIRECTORS

1. ANNUAL MEETING. The date of the annual meeting of the Board of Directors shall be set by the Chair as close as practical to the end the fiscal year.
2. SPECIAL MEETINGS. In addition to the annual meeting of the Board, special meetings of the Board shall be called upon seven days' notice at the request of the Chair, Vice Chair, Immediate Past Chair or any two (2) members of the Executive Committee, or members of the Board, or by special request of the Chancellor of Houston Community College.
3. QUARTERLY MEETINGS. In addition to the annual meeting of the Board, the Board shall hold quarterly meetings. The dates of the quarterly meetings shall be set by the Chair.
4. NOTICE OF MEETINGS. Notice of any meeting of the Board shall be given by sending postal mail, fax, or e-mail to each Director, at least seven (7) business days prior to such meeting. Notice may be waived if all of the members of the Board agree to do so. The notice will set forth the purpose, place and time of such meeting.
5. QUORUM FOR BOARD OF DIRECTORS. One-third of all the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, except as otherwise provided in these Bylaws. If a quorum is not present, or if the business of such meeting shall not be completed, those present by majority vote may adjourn the meeting not exceeding ninety (90) days from such adjournment, without further notice, until a quorum shall attend, or the business shall be completed.
6. ATTENDANCE. Directors may participate at any board or committee meeting by video or audio connection and may be considered for the quorum.
7. VOTING. Each Director shall be entitled to one vote on any question properly coming before any meeting of the Board. All questions, amendments to the Articles of Incorporation of the Foundation, or amendments to these Bylaws, shall be decided by the vote of a majority of the Directors entitled to vote who shall be present at the meeting.

ARTICLE V

EXECUTIVE COMMITTEE

1. POWERS. The Foundation shall have an Executive Committee which shall have and exercise all of the powers of the Board between meetings of said Board. Written reports of the actions of the Executive Committee shall be submitted to the Board through established communications.

2. OFFICERS. The Executive Committee shall consist of the Chair who shall preside at all meetings, each Vice Chair, Immediate Past Chair (if a person is currently serving in such capacity), Secretary, Treasurer, the President who is an ex-officio, non-voting member, and the Chancellor of HCC who is an ex-officio, non-voting member. The Chair may invite chairs of the standing committees also to serve on the Executive Committee. The Foundation staff will provide support as appropriate to serve the Executive Committee.
3. MEETINGS. Meetings of the Executive Committee shall be called by any member of the Executive Committee upon the request of the Chair of the Foundation or other officer. Notice of any such meeting shall be given by sending postal mail, fax, or e-mail to each member at least seven (7) days prior to such meeting except in the case of an emergency, in which case as much notice will be given as practicable under the circumstances. Notice may be waived if all of the members of the Executive Committee agree to do so. The notice of the meeting shall set forth the purpose, place, and time of such meeting.
4. QUORUM. A majority of all the members of the Executive Committee shall constitute a quorum. Each member of the Executive Committee shall be entitled to one vote and all questions shall be decided by the vote of a majority of the members entitled to vote present at the meeting.
5. ATTENDANCE. Members may participate by video or audio connection and by such participation they shall count toward a quorum and be entitled to vote.

ARTICLE VI

AMBASSADORS OF THE FOUNDATION

1. AMBASSADORS OF THE FOUNDATION. Former members of the Board of the Foundation and other supporters may be invited by Executive Committee to serve as Ambassadors of the Foundation. An Ambassador may be invited to engage in the activities of the Foundation and participate as a non-voting member at the quarterly, annual and committee meetings.

ARTICLE VII

COMMUNICATIONS

1. COMMUNICATIONS. The President shall communicate regularly with the Board and BOT through memos, newsletters and other electronic and non-electronic materials. The President will also ensure official minutes of all board meetings are distributed to Directors in a timely manner.

ARTICLE VIII

HCC AFFINITY GROUPS

1. STRUCTURE. The Foundation may, with the support of HCC and consistent with its strategic fundraising program, enter into agreements and form enterprises which further the Foundation's goals and objectives, including the creation of other non-profit legal entities, or committees of the Foundation, including Affinity Groups, which are affiliated with and responsible to the Foundation. All third-party agreements and committees of the Foundation shall comply with applicable these bylaws, policies and procedures, as well as applicable HCC policies and procedures, including but not limited to, the solicitation of gifts and donations, use of HCC resources, and engagement of HCC personnel. To the extent of any conflict, these bylaws and the Foundation's policies and procedures shall govern.

ARTICLE IX

MISCELLANEOUS

1. CHECKS, NOTES AND CONTRACTS. The Board is authorized to select such depositories as it shall deem proper for the funds of the Foundation. The Executive Committee shall determine signatory authority for all financial transactions.
2. INDEMNIFICATION. The Foundation shall indemnify and hold harmless, to the fullest extent permitted by the Constitution and laws of the State of Texas, each Director, officer, member of a committee, agent or employee of the Foundation, and each person who at any time acted within the scope of his or her official capacity for the Corporation as a Director, officer, employee, or agent of the Corporation against all liability, loss, damage, judgments, reasonable expenses, and reasonable costs (including attorney's fees) imposed on or having been incurred by him/her in connection with any claims naming him/her by reason of his/her being or having been such Director, officer, member of committee, agent or employee of the Foundation, except in relation to matters as to which he/she shall have been adjudged guilty of gross negligence or willful misconduct in the performance of his/her duty; action of such persons includes failure to act or omissions; provided, however, that the Foundation shall be given reasonable notice of assertion or institution of such claim or proceeding, and in the event the same shall be settled, in whole or part, otherwise than by a judgment, the Foundation or its counsel shall consent to such settlement and it shall be determined by its counsel or found by a majority of the Directors then in office and not involved in such controversy that such settlement was indemnifying and was not guilty of gross negligence or willful misconduct in respect of the matter in which indemnity is sought. If the Corporation has not theretofore fully indemnified any such person, the court in the proceeding in which any claim is asserted against such person, or any court having jurisdiction of any action instituted by such person in his/her claim for indemnity, may assess indemnity against the Foundation, or its receiver, Director or successor for the amount paid or to be paid by such person in satisfaction of any judgment or in settlement of any such claim (exclusive in either case

of any amount paid by the Foundation) and any expenses and costs (including attorney's fees) incurred by him/her in connection therewith to the extent that the Court shall deem reasonable and equitable, provided that the person indemnified was not found liable of gross negligence or willful misconduct in respect of the matter in which indemnity is sought. The right of indemnification provided for above shall not be exclusive of any rights to which covered persons may otherwise be entitled by law. The Corporation shall determine and purchase the type and level of liability insurance needed to fulfill the indemnity obligations of this provision.

APPROVED:

Chairman of the Board, HCC Foundation

Date

ATTEST:

Secretary, HCC Foundation

Date