

## **BY-LAWS**

### **KIRTLAND COMMUNITY COLLEGE FOUNDATION INC.**

#### **ARTICLE I**

##### **FOUNDATION BOARD PURPOSES**

The purposes for which the foundation is formed are as follows:

1. To promote, establish, maintain and disperse the foundation funds to support the mission and objectives of Kirtland Community College.
2. To acquire assets of all kinds, in any manner not prohibited by law or contrary to sound ethical standards. To manage, administer and dispose of the same for the benefit of Kirtland Community College and its students consonant with these purposes.
3. To borrow money and to issue notes, bonds, debentures, and other forms of obligations and to secure the same by note, mortgage, pledge or otherwise.
4. To make, perform and carry out contracts and services of every kind and description pertaining to the purposes of this foundation, and for any lawful purposes necessary and expedient thereto with any person, firm, association or corporation, and to perform all acts in addition to those expressly enumerated herein which are necessary in order to effectuate the objectives and purposes of this foundation.

#### **ARTICLE II**

##### **A. FOUNDATION BOARD MEMBERSHIP**

1. Residents of the Kirtland Community College or M-TEC taxation district are eligible for board membership. Kirtland Community College foundation board can elect new members at any time.
2. The Kirtland Community College Foundation Board may provide for categories of membership, including honorary membership, and may determine the obligations, privileges, fees and dues of membership.
3. A member may resign by delivering written notice of their resignation to the Secretary of the Kirtland Community College Foundation.
4. A member may be removed for cause by a two-thirds vote of the Kirtland Community College Foundation Board present at any board meeting for

which such matter was communicated to all board members in advance of the meeting.

5. The Kirtland Community College Foundation Board shall appoint replacements for all vacancies that occur on the Board, notwithstanding the cause thereof.
6. Any voting member in good standing shall be eligible to serve as a Kirtland Community College Foundation Board officer or on committees, and shall be entitled to one vote on any matter referred to the Foundation for vote.
7. Anyone who misses three (3) consecutive meetings per fiscal year would be deemed to have resigned from the Kirtland Community College Foundation Board. Any exception must be approved by the Board.
8. Any Kirtland Community College staff, faculty, or Board of Trustee member shall not be eligible to be a Foundation Board member unless specified by the Foundation By-Laws.

**B. FOUNDATION BOARD STRUCTURE**

1. The Kirtland Community College Foundation Board shall consist of the President of Kirtland Community College, or his/her nominee, and not to be less than ten (10) nor more than twenty (20) voting members. The number may be changed by resolution of the Kirtland Community College Foundation Board.
2. Should the class of honorary membership be created, no more than two (2) honorary members may simultaneously serve on the Kirtland Community College Foundation Board. Honorary members of the Foundation shall be non-voting members.
3. Terms of a Kirtland Community College Foundation Board member shall be three (3) years. A Board member may be re-elected by Board action.
4. Nominations for the election of officers shall be made by a nominating committee appointed by Kirtland Community College Foundation President, but any member of this corporation shall have the right to make additional nominations from the floor at the time of election. Only Kirtland Community College Foundation Board members shall be eligible to serve on the nominating committee, unless the Board, by unanimous action authorizes others to be eligible to serve on the committee for the election in question.
5. The attendance of one half or more members at a meeting shall constitute a quorum for the transaction of business, and in the event a quorum is lacking, those present shall be authorized to adjourn the meeting to a date

subsequent thereto. Notice of any meeting shall be mailed to each Kirtland Community College Foundation Board member at his last known address at least ten (10) days before the meeting.

6. An annual meeting of the members shall be held **in the month of June** on the campus of Kirtland Community College, or at such other place as the Kirtland Community College Foundation Board may direct. Special meetings may be held (a) upon the call of the President, (b) upon resolution by the Kirtland Community College Foundation Board, or (c) upon written request of three (3) members served upon any officer.
7. The Kirtland Community College Foundation Board may create an executive committee of three (3) or more members, to serve for such purposes with such authority and for such period of time as the Board may determine. The Board may remove any member of such committee and may at any time fill vacancies occurring on the committee. The Board may also create such special committees as may be necessary in order to effectuate the objectives and purposes of the corporation.
8. In the event a matter shall be presented to the Kirtland Community College Foundation Board which for some reason cannot be reconciled or determined, any such matters shall be referred to the Board of Trustees of Kirtland Community College for arbitration and decision.
9. Other staff or representatives (e.g. Kirtland Community College Board of Trustees Liaison) shall not have any voting status.
10. The Kirtland Community College Foundation's fiscal year shall be the same as the college: July 1 – June 30.

### **ARTICLE III**

#### **OFFICERS**

1. The officers of the Kirtland Community College Foundation Board shall consist of a President, one or more Vice-Presidents, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be combined at the option of the Board.
2. The term of the Kirtland Community College Foundation Board officers shall be two (2) years, and any of the officers may be re-elected by action of the Board.
3. The Kirtland Community College Foundation Board may remove any officer for cause by a two-thirds vote of the members present at any Board meeting for which such matter was communicated to all board members in advance of the meeting.

4. The President of the Kirtland Community College Foundation Board shall preside at all Board meetings.
5. Any Vice-President shall perform such duties and possess such powers, as are conferred upon them by the Kirtland Community College Foundation Board. In the absence of the President, a Vice-President designated by the President or by the Board if the President fails to so designate, shall perform the duties and possess and exercise the authority of the President.
6. The Secretary, who shall be the President of Kirtland Community College, shall have custody of the seal, books and records of the Kirtland Community College Foundation. The records shall remain at Kirtland Community College. The Secretary or designee shall prepare and maintain records of all meetings and give notices of meetings to members and officers. The Secretary shall have authority to certify records or copies of records, for and on behalf of the Kirtland Community College Foundation when so directed by the Board.
7. The Treasurer shall be responsible for the collection, custody and accounting of all funds and assets received by the Kirtland Community College Foundation. The Treasurer or designee shall deposit the same in such depositories as shall be approved by the Kirtland Community College Foundation Board, and shall make periodic reports of finances to the President and the Board members. At the expiration of the Treasurer's term, all funds, securities, books and records, pertaining to the office, shall be transferred to the successor. The Board shall determine the amount of bond that ought to be filed, at the expense of the Kirtland Community College Foundation, to insure the faithful performance of duties.
8. The functions, duties and powers herein enumerated are not exclusive, and each officer shall exercise such functions and possess such powers and perform such duties as are generally incident to the office.
8. Election of officers shall take place at the annual meeting in June.

#### **ARTICLE IV**

##### **CORPORATE SEAL**

The seal of the Corporation shall be the seal of Kirtland Community College with the word "FOUNDATION" superimposed thereon.

## ARTICLE V

### AMENDMENT OF BY-LAWS

These By-Laws may be amended, altered or revised by a three-fourths vote of the Kirtland Community College Foundation Board members present at any annual meeting or at a special meeting of the members called and noticed for such purpose.

## ARTICLE VI

### CONTRIBUTION CATEGORIES

#### A. RESTRICTED CONTRIBUTIONS

Restricted contributions are those donations which are given for specific, named purposes and which may only be used for such purposes. An example of such a donation is the Weyerhaeuser contribution in support of the performing artist series of Kirtland Community College.

1. Any restrictions which are placed on the contribution by the donor must be submitted in writing.
2. Such contributions will be accepted and administered with the understanding that the interest from such funds accrues to the Kirtland Community College Foundation, and the withdrawal of such funds will be accomplished only through methods devised, authorized, and agreed upon by the Kirtland Community College Business Office and the Kirtland Community College Foundation.

#### B. UNRESTRICTED CONTRIBUTIONS

Unrestricted contributions are those funds which are given to the Kirtland Community College Foundation for use with no conditions attached.

#### C. ENDOWMENTS

Endowments are those funds which are donated with the express understanding that only the income from such funds may be used. The principal cannot be invaded for any purpose. Earnings from such funds unless they are reinvested in the endowment account, are either classified as Restricted or Unrestricted funds depending upon the conditions of the endowment agreement.

Conditions for acceptance of endowment funds are as follows:

1. There must be a minimum balance of \$10,000 in principal account.

2. Use of the income must be clearly stated in writing and must fall within the guidelines of acceptance/administration of either restricted contributions or unrestricted contributions.
3. Interest income to be credited to the endowment will be computed on a composite of the Kirtland Community College Foundation income basis.

#### **D. MEMORIAL AND TRIBUTE SCHOLARSHIP FUNDS**

Acceptance of contributions for Memorials and Tributes shall fall within the following categories:

##### Category A. Non-Designated Gifts

Individual amounts given shall be accepted by the Kirtland Community College Foundation and placed in the Memorial Scholarship Fund, which shall be a part of the General Fund Scholarship Fund. Earnings from cumulative contributions in the Memorial Scholarship Fund shall be unrestricted.

##### Category B. Designated Gifts

Contributions made in honor of a certain individual may be designated as a tribute when at least an established minimum amount (\$500) is donated for that purpose. Such tribute contributions will be disbursed as memorial scholarships, which award the entire donated amount for this purpose. A friend or family member of the individual memorialized should specify the eligibility requirements of the scholarship, or such eligibility criteria may be left up to the discretion of the Kirtland Community College Foundation President at the request of the donor. Funds from such tribute scholarships will continue to be awarded until exhausted.

Earnings from the Memorial Scholarship and Tribute Scholarship Funds shall fall within the administration of the Treasurer of the Kirtland Community College Foundation and treated as unrestricted income.

#### **E. CURRENT USE SCHOLARSHIPS**

Current Use Scholarship Funds are awarded the year the gift is made. These funds do not grow but provide immediate financial assistance to Kirtland students. The donor (corporate or individual) must identify the eligibility criteria. A current use scholarship can be created for as little as \$500 a semester.

#### **F. LIFE INSURANCE**

Life insurance policies in which the Kirtland Community College Foundation is named as beneficiary will be accepted under the following conditions:

1. A copy of the policy shall be filed in the Kirtland Community College Foundation records.

2. Premiums shall be paid by the benefactor. The Kirtland Community College Foundation will handle this transaction for the benefactor providing the correct premium has been forwarded to the Kirtland Community College Foundation and been deposited in the appropriate account prior to the premium due-date.
3. Pertinent claim information shall be provided to the Kirtland Community College Foundation such as name of agent of record, attorney (where necessary), correct address for premium payment and current name and mailing address of benefactor for communications purposes.

Administration of life insurance policies shall be as follows:

1. The Kirtland Community College Foundation Treasurer or designee, upon authorization from the Board, shall make premium payments as due.
2. Any earnings which may accrue or cash value which might accumulate and be payable to the benefactor shall be awarded to the Kirtland Community College Foundation in the event the Kirtland Community College Foundation handles the financial transactions such as premium payment.
3. The face value of the policy and any other income derived from it shall be designated unrestricted unless otherwise stipulated in writing and agreed upon by the Kirtland Community College Foundation Treasurer and the donor in advance of acceptance of the policy as a donation.

**G. REAL AND PERSONAL PROPERTY**

Real and personal property shall be accepted under the following conditions:

1. Property both real and personal, shall be examined by qualified personnel to determine usefulness, value and appropriateness.
2. If determined useful, valuable and appropriate, the Kirtland Community College Foundation may accept such donations providing an understanding and agreement is reached concerning disposition of such items. Such disposition could include but not be limited to:
  - a. Donation to the college as real or personal property for use by or for the faculty, student body and/or administration.
  - b. Disposed by the Kirtland Community College Foundation within a reasonable time and income from such sale shall be designated as unrestricted.

## ARTICLE VII

Upon dissolution of the Kirtland Community College Foundation, its remaining assets, if any, shall be distributed to Kirtland Community College, an institution of higher education in the State of Michigan, established upon Act 327, Public Acts of 1931, as amended, but in order to honor the intent of the donors to the Foundation, such assets to be used by the College in accordance with any restrictions placed thereon by the donor(s) in each case, and in any event in furtherance of the purpose of the Foundation as stated in Article I hereof. If at the time of dissolution the said College is not in existence or is unable to accept the assets, the distribution will be made to one or more organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as now in force or afterwards amended, as the Directors of the Foundation shall determine.

Revised by board action March 23, 2005

Revised by board action July 26, 2006

Revised by board action September 19, 2006

Revised by board action October 20, 2006

Revised by board action November 30, 2006

Revised by board action January 3, 2007

Revised by board action July 10, 2007

Revised by board action October 15, 2007

Revised by board action November 14, 2007

Revised by Kirtland Community College Foundation Board action June 10, 2008