

# **KANKAKEE COMMUNITY COLLEGE FOUNDATION, INC.**

## **BYLAWS**

### **ARTICLE I – NAMES AND OFFICES**

#### Section 1. Name

The name of this organization will be the Kankakee Community College Foundation, Inc. Use of the Foundation's name by any other organization or entity is prohibited without the approval of the Foundation's Board of Directors.

#### Section 2. Offices

The principal office of the corporation shall be in Kankakee, Illinois. The Corporation shall continuously maintain a registered office and agent within the State of Illinois. (Foundation attorney or accounting firm.)

### **ARTICLE II – AUTHORITY**

The KCC Foundation, a public trust established in 1969 by the Board of Trustees of Kankakee Community College District #520 as empowered by the Illinois Junior College Act, Illinois Revised Statutes, Chapter 122, Section 103-27(c) is now incorporated pursuant to the provisions of the General Not-For-Profit Corporation Act of the State of Illinois hereinafter referred to as the "Foundation" and the tax-exempt status is under the determination of both the State and under Section 501 (c) (3) of the Federal Internal Revenue Tax Code.

The Board of Directors will be at all times be guided by its bylaws and other approved documents including the Operating Agreement, Investment Policy, Gift Acceptance Policy, and the Code of Ethics.

### **ARTICLE III – PURPOSE**

#### **The purposes of the Foundation will be:**

1. To advance the growth and development of Kankakee Community College; and to promote and assist in broadening the educational opportunities and services available to students, alumni and other citizens of the Community College District #520;
2. To establish, encourage and maintain a mutually beneficial relationship between the College and the Foundation.

3. To support the objectives of the Kankakee Community College Foundation through resource development; to encourage the establishment of scholarships and grants in aid to students of Kankakee Community College and to encourage gifts of funds, property, works of art, and/or works of historic, literary, or cultural value to the Kankakee Community College Foundation;
4. To act in a fiduciary capacity in carrying out any and all of the aforesaid purposes.

#### **ARTICLE IV – FISCAL YEAR**

The fiscal year will be July 1 through June 30.

#### **ARTICLE V – BOARD OF DIRECTORS**

##### Section 1. Powers

The Board of Directors is charged with formulating policy and overseeing the execution of the broad purposes of the Foundation. It shall meet for the purpose of hearing reports and considering recommendations from its members and from the executive director of the Foundation. It shall set the time, date and place of all Board meetings; approve all activities and programs in accordance with the purposes of the Foundation; direct and execute annual elections; and represent and serve as liaison between the Foundation and the Kankakee Community College Board of Trustees, administration and district residents and businesses.

The Board has established a "variance power" by which they may modify any restriction or condition on the distribution of funds for any specified charitable purpose or to any specified organizations if, in the sole judgment of the Board, such restriction or condition becomes unnecessary, incapable of fulfillment, unlawful, or inconsistent with the charitable needs of the foundation.

The variance power may be utilized by the Board to establish an Administrative Fund and to set aside up to 1% annually from all unrestricted accounts and other accounts where permission is received from the donor or account representative as an offset to its annual operating expenses and for donor cultivation and stewardship.

##### Section 2. Membership

The membership of this Board will be made up of active members and honorary members. The number of active, voting board members will number between 16 and 24 individuals. Honorary non-voting members will be invited by vote of the full Board in recognition of their commitment or service to the College or Foundation.

Serving as an ex officio director with voting rights is one member of the College Board of Trustees and the college president. The foundation executive director and the foundation attorney will serve as ex officio non-voting directors.

### Section 3. Terms

Members serve for no more than two consecutive four-year terms while residents of the district and will be eligible for reappointment after one year of absence between terms and will be able to serve on Foundation committees between terms.

In order to create staggered terms the initial Board will, by request or blind draw, have either 2- or 4-year terms assigned so that half of the Board will be elected every two years.

### Section 4. Elections

Expiring or vacant directorships will be filled by an election by the Board from nominees from the Membership Committee or from nominations of willing candidates from the floor. The regular election will occur at the Annual Meeting.

### Section 5. Meetings

Meetings of the full Board of Directors will be set annually by the Foundation Board to occur a minimum of four times each fiscal year. The Board of Directors will hold an annual meeting in conjunction with the regular meeting in May.

Special meetings of the Directors shall be called by the Chair, Secretary, or upon petition of any four Directors of the Foundation. Notice of any such meetings shall be given at least five (5) days, but not more than forty (40) days, prior to the date of the meeting. Notice may be delivered personally, by mail or any other reasonable means and shall contain the place, date, and hour of the meeting.

### Section 6. Quorum

A quorum of the board is established when a simple majority of the voting members is present for a scheduled meeting. If a quorum be not present at any meeting of the Board of Directors, or the business of such meeting shall not be completed, those present may by majority vote adjourn the meeting from day to day, or time to time, not exceeding 90 days from such adjournment without further notice until a quorum shall attend or the business thereof shall be completed.

Proxy votes will be allowed according to a policy established by the Board of Directors.

### Section 7. Vacancies

In the event of the death, resignation or removal of an officer or member of the Board of Directors, vacancies shall be filled in the following manner:

1. An officer shall be elected by the Board from the active membership on recommendation of the Executive Committee.
2. Regular or honorary directors shall be appointed by the simple majority of the Directors in attendance at a regularly scheduled meeting, and on recommendation of the Membership Committee.

Any member desiring to resign from the Foundation Board during their term of office shall submit his/her resignation in writing to the Executive Director, who shall present it to the Board of Directors for action at their next scheduled meeting.

An officer or member of the Board of Directors may be removed from office during their term for just cause by two-thirds vote of the Board.

## **ARTICLE VI – OFFICERS**

The officers of the Foundation will be the chair, vice-chair, immediate past chair, treasurer, and secretary. The officers will be elected at the annual meeting to 4-year terms by the active board from a slate of candidates presented by the Membership Committee or proposed from the floor by the membership.

The chair shall be the chief executive officer of the Foundation and will preside over all meetings of the Board of Directors and all meetings of the Executive Committee; call all special meetings as needed; serve as an official spokesperson of the Board of Directors of the Foundation; attend, or appoint a representative of the Foundation to attend any appropriate KCC meetings; recommend the appointment of members; appoint members of the Foundation Board to committees and projects approved by the Board; and sign, as appropriate, official documents.

The vice-chair shall preside over all meetings in the absence of the chair and perform other duties and responsibilities as designated by the chair. It will be desirable for the vice-chair to prepare to succeed to the office of chair.

The immediate past chair will provide experience and advice to the other officers of the board by providing a continuity and perspective to the ongoing work of the foundation.

The treasurer will ensure, in cooperation with the College's accounting staff, that the business affairs, the accounting system, and the financial reports are conducted in a timely, prudent, and responsive manner and that the investment strategies are consistent with the requirements identified in the approved Investment Policy. He/She will also oversee the annual audit and budgeting processes of the Foundation, as delineated in the Operating Agreement.

The secretary will identify, orient, and engage each board member in active participation within the Foundation's mission, committees, and overall program. He/She will attempt

to match each member's strengths and expertise with the appropriate Foundation activity or committee. He/She will see that proper notice of all meetings is given and will also cause the minutes of each board meeting and executive committee meeting to be duly recorded, distributed and maintained as a permanent record of the deliberations and actions of the directors. The secretary will co-sign all official documents of the Foundation as appropriate, and see that all records are properly maintained.

## **ARTICLE VII – COMMITTEES**

The foundation shall have five standing committees as listed and such other special committees as the Board shall deem necessary. The membership of all committees (with the exception of the executive committee) will be appointed by the Board with the recommendation of the chair. Committees may include honorary members and other individuals from the community with special skills. The Chair, executive director, College president, and College Board of Trustee representative will be ex officio members of all committees.

### A. Executive Committee

The executive committee shall consist of the chair, vice-chair, immediate past chair, secretary, treasurer, and such other committee chairs as determined by the Board. The foundation executive director shall be a non-voting member. The board chair will lead this committee.

The purpose of the Executive Committee is to direct projects, assess and interpret issues and develop strategies for the full Foundation Board of Directors.

The Executive Committee shall guide the business that comes before the Board of Directors and shall have and exercise all the powers of the Board of Directors between meetings of the Board, except the Executive Committee shall not have the authority of the Board to: (1) amend, alter, or appeal the bylaws; (2) elect, appoint, or remove any committee director or any director or officer of the corporation; (3) amend the articles of incorporation; (4) authorize the sale, exchange, or mortgage of all or substantially all of the property and assets of the corporation; (5) authorize voluntary dissolution of the corporation; (6) adopt a plan for dissolution of assets; (7) amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by a committee. Such Executive Committee shall be designated at each annual meeting of the Board.

### B. Membership Committee

In regard to nominations and elections the Membership Committee will be responsible for the recommendation of members to serve as officers of the Foundation as well as to recommend new members to fill Foundation Board

regular and honorary director vacancies. The committee is also responsible for conducting Foundation Board elections and for the review of and recommendations for revision to the Foundation bylaws. The committee will assist the secretary with all duties related to membership participation. The board secretary will lead this committee.

C. Development Committee

The purpose of the Development Committee is to solicit donations for the purpose of developing new and larger scholarship programs for KCC students and/or donations to advance other appropriate purposes of the college. Included under this responsibility of the Development Committee is donor and prospect identification, cultivation, and solicitation; general resource development and fundraising activities including fundraising for the Century Club and other types of gift-giving clubs, including estate plan gifts and the Building Legacy Society implemented to honor estate plan donors. The board vice-chair will lead this committee.

D. Investment/Finance Committee

The Investment/Finance Committee will be responsible for recommending and approving investment practices for Foundation assets. Their authority is established in the approved Investment Policy statement. They provide counsel and advice concerning the endowment funds, currently gifted funds, and unrestricted accounts. The Committee will cooperate with the treasurer to oversee the Foundation budgeting process and the annual audit of the Foundation's books. The chair of this committee will be appointed by the executive committee.

E. Public Relations/Events Committee

The PR/Events Committee is focused on creating positive visibility for the Foundation's efforts. They accomplish this through print and digital media, effective brochures and advertising materials, and events to honor donors, student scholarship recipients, and friends of KCC and the Foundation. They work with the Foundation staff to accomplish these goals, including a compelling presence on the [www.KCC.edu](http://www.KCC.edu) website. The chair of this committee will be appointed by the Executive Committee.

**ARTICLE VIII – INDEMNIFICATION, BONDING, and INSURANCE**

The Foundation shall indemnify to the full extent permitted by the law any person made, or threatened to be made, a party to an action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the performance of their duties on behalf of the Foundation and by any reason of the fact that he, his testator or intestate is or was a

director, officer, or employee of the Foundation or serves or served any other enterprise at the request of the Foundation.

The Foundation shall have the authority to purchase and maintain insurance on behalf of any and all of its present and former Directors, Committee Members, Employees or Agents against any liability or settlement based on liability asserted to have been incurred by them by reason of being or having been Officers, Directors, Committee Members, Employees or Agents of the Foundation.

### **ARTICLE IX – DISSOLUTION**

In the event of liquidation, dissolution or termination of this Foundation by any means whatsoever, any assets available for distribution after provision for all obligations of this Foundation shall be distributed to Kankakee Community College which so far as it is possible will honor all donor agreements. Any provisions of the Operating Agreement dealing with dissolution will apply.

### **ARTICLE X – AMMENDMENTS**

#### Section 1. Proposals

Any regular member of the Board of Directors may propose in writing amendments to the Foundation bylaws. Proposed amendments will be referred to the Membership and Executive Committees for review and appropriate recommendation to the Board of Directors.

#### Section 2. Amendment

These bylaws may be amended at any meeting of the Foundation by a majority vote of of the members attending. Any proposed changes to the bylaws shall be announced to members of the Foundation by letter at least thirty (30) days before the meeting at which the proposed amendments are to be voted upon.

### **ARTICLE XI – CORPORATE SEAL**

An embossed imprimatur will be utilized in the finalization of official documents such as the bylaws, contracts, agreements, and other legal arrangements. Custody of the seal will remain with the foundation executive director at the campus office. The seal shall have inscribed thereon the name of the Foundation and the words “Corporate Seal, Illinois.”