



## **BY-LAWS**

### **Article I** **Name, Office**

The Corporation shall be known as the Dutchess Community College Foundation, hereinafter as the Foundation. The principal office of the Foundation shall be located in the county of Dutchess, New York, at the address of 53 Pendell Road, Poughkeepsie, NY 12601-1595. This office shall direct the Foundation activities and be the depository for all Foundation records.

### **Article II** **Purpose**

The purpose of the Dutchess Community College Foundation is to receive and maintain a fund or funds of real or personal property, or both, to use and apply the income from, or the principal thereof, in order to aid and advance the welfare, development, purposes and programs of Dutchess Community College, a community college organized pursuant to the provisions of the Education Law of the State of New York and pursuant to the certificate of Incorporation of the Dutchess Community College Foundation, Inc. dated August 30, 1983.

### **Article III** **Membership and Membership Meetings**

#### **Section 1: Eligibility**

##### **1.1 Members**

The Foundation's Board of Directors members shall be:

- a. The President of Dutchess Community College (hereinafter called the College).
- b. A member of the Board of Trustees of the College ("Appointed Trustee")
- c. No more than twenty-eight (28) other persons, and no less than ten (10) persons, designated by the Foundation Board of Directors regardless of any affiliation with the College.
- d. Student representative who is selected annually by the Student Government Association.

## **1.2 Emeritus Members**

The membership of the Foundation Board of Directors may also select a class designated as Emeritus Members who shall be in the category of honorary members without other authority. There shall be no limitation on the number of such Emeritus Members. To qualify for emeritus status, Board members must have served a minimum of three, three-year terms. They shall be recommended as an Emeritus Member by the Executive Committee with approval granted by the Board of Directors.

## **1.3 Participation**

Directors may participate in any Board of Directors or committee meeting in person or via teleconference, telephone, or computer generated communication such as Skype or similar means of electronic communication, provided that the means utilized allows all the participants of the meeting to hear each other at all times.

## **Section 2: Meetings**

### **2.1 General Meetings**

The Board of Directors shall meet quarterly. Notification by mail, e-mail or FAX of the date, time, and location of each meeting shall be provided to each Board Member no less than ten (10) days before each meeting.

### **2.2 Annual Meeting**

The annual meeting of the Board of Directors for the election of Directors, for receiving the annual report of the officers, Directors and committees, and for the transaction of other business, shall be held in the month of September, following the close of the Foundation's fiscal year, on a date selected by the Chairperson of the Foundation and the College President.

### **2.3 Special Meetings**

Special meetings of the Board shall be held upon five days' notice to each Director either by mail, e-mail or FAX. A special meeting shall be called by the Chairperson of the Board or by the Secretary in a like manner on written request of five members. The five days' notice may be abbreviated if all Board members have acknowledged receipt of notice and either an ability to attend or consented to the meeting to go forward in his/her absence.

**Section 3: Adjournment**

Once a quorum has been established, a majority of Directors present may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors and the next meeting date, time and location shall be communicated to the Board members in a manner consistent with Section 2.3 above.

**Article IV**  
**Board of Directors****Section 1: General Management**

The general management of the affairs of this Foundation shall be vested in a Board of Directors. The Board of Directors shall have control of the property of the Foundation and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of the Foundation and to promote its best interests.

**Section 2: Number of Members**

There shall be no more than 31 seats on the Board of Directors including the officers.

**Section 3: Term of Office****3.1 Term**

The term of office for a Board of Directors member shall be three years. One-third of the members shall be elected every three years. There are three exceptions; the President of the College who is a member by virtue of his/her office, the Trustee of the College who is appointed annually by the Chair of the College Board of Trustees, and the Student Representative who is selected annually by the Student Government Association.

**3.2 Vacancy**

If for any reason a vacancy occurs, the Board Development Committee will solicit a candidate to be elected to fill the vacancy whose name shall be presented to the Board at the next regular or special meeting for consideration. Board Members shall take office immediately upon announcement of the election results.

**3.3 Number of Terms**

A Board Member serving a full three-year term may be elected to no more than two (2) additional consecutive three-year terms of office, unless that member is serving as an Officer of the Board during the last year of his or her term, in which case that individual may serve a third three-year term. A Board Member elected to fill a vacancy in an existing three-year term appointment, and will serve less

than one and one-half years of that term, shall be eligible to serve three additional three-year terms.

### **3.4 Termination of Membership**

The term of office for each Board Member shall be three years. Any member may withdraw from the Board of Directors by presenting to the Secretary a written resignation, who shall present the resignation at the next Board of Directors' meeting for acceptance.

## **Section 4: Voting, Quorum**

### **4.1 Vote**

Each member, except Advisory Members, shall have one vote at any meeting of the Board.

### **4.2 Quorum**

The presence in person or by alternate electronic means, as described in Section 1.3 above, of a majority of the members of the Board of Directors shall constitute a quorum. A majority of the members of the Board entitled to vote shall be sufficient on any proposition presented and acted upon at a meeting.

## **Section 5: Parliamentary Procedure**

Robert's Rules of Order, newly revised, shall be the controlling authority of parliamentary procedure not covered within the constitution and by-laws.

## **Section 6: Chairperson**

The Chairperson of the Board of Directors shall preside over meetings. In his or her absence, the Vice-Chair shall preside. If neither can be present, the Chair may appoint a designee to preside.

## **Section 7: Attendance**

A Board Member who has missed four consecutive meetings without reasonable cause shall be asked to resign or may be subject to removal.

## **Section 8: Compensation**

No Director or member of a Director's immediate family shall receive any compensation from the Foundation for services performed in his or her official capacity, but Directors may be reimbursed for reasonable and necessary expenses incurred in the performance of their official duties.

## **Article V** **Officers**

### **Section 1: Officers, Election**

The Board shall elect by majority vote a Chairperson, Vice Chairperson, Secretary, Treasurer, one or more Assistant Secretaries and one or more Assistant Treasurers, who shall be given such duties, powers and functions as hereinafter provided. Each officer shall hold office for the term for which he or she is elected and until his or her successor has been elected. The Assistant Secretary and Assistant Treasurer are employees of the College and are not elected from the Board Members.

### **Section 2: Removal, Resignation**

Officers serve at the discretion of the Board of Directors. The Board, by majority vote, may remove any officer elected by the Board. In the event of the death, resignation or removal of an officer, the Executive Committee of the Board of Directors shall appoint an acting successor to fill the unexpired term. This appointment shall be confirmed or disapproved by the full Board at the next regular or special meeting of the Board of Directors.

### **Section 3: Duties, Terms**

#### **3.1 Chairperson**

The Chairperson shall preside at all meetings of the Directors. The Chairperson shall be the Chief Executive Officer of the Foundation. At the annual meeting, he or she shall give the report required by the Not-For-Profit Corporation Law and shall give additional information as shall be necessary to constitute a brief resume of the Foundation's activities during the previous year. He or she shall execute, in the name and on behalf of, the Foundation, all documents required to be executed by the Foundation and shall perform such other duties as requested by the Board of Directors. He or she shall be elected for a term of one (1) year and not more than two consecutive one-year terms.

#### **3.2 Vice Chairperson**

The Board of Directors shall elect one (1) of their number as Vice Chairperson. This person shall perform all duties assigned to the Chairperson in the absence of the Chairperson and shall perform such other duties as requested by the Board of Directors. He or she shall be elected for a term of one (1) year and not more than two consecutive one-year terms.

#### **3.3 Treasurer**

The Board of Directors shall elect one (1) of their members as Treasurer of the Foundation. The Treasurer shall be the business and fiscal officer of the Foundation. He or she shall be responsible for the supervision of an account of all monies received or expended by the Foundation. He or she shall report to the

Board, at all meetings according to a format prescribed by the Board and the Chair of the Finance Committee and perform such other duties as are requested by the Chair or Board. He or she shall be elected for a term of one (1) year and no more than four (4) consecutive one-year terms.

### **3.4 Assistant Treasurer**

Under the direction of the Treasurer, the Assistant Treasurer shall be the back-up business and fiscal officer of the Foundation. He or she shall attend all Board meetings and work with the Chair of the Finance Committee to provide all reports for the meetings and perform such other duties as are requested by the Treasurer or Chair of the Board. The Assistant Treasurer will also provide staff support to the Executive Committee. The College's Vice President and Dean of Administration shall serve as the Assistant Treasurer, which is an Ex-officio position.

### **3.5 Secretary**

The Board of Directors shall elect one (1) of their number as Secretary. The Secretary shall be elected for a term of one (1) year and no more than two (2) consecutive one-year terms. The Secretary shall take and record the minutes of all the meetings of the Foundation, see that all notices are duly given in accordance with the provisions of these by-laws or required by law, and be custodian of the records of the Foundation. The Secretary shall keep a register of each Board member's pertinent contact information, and in general, perform all duties incident to the office, and such other duties as from time to time may be assigned by the Chairperson. In addition, the Secretary shall notify members of their election to office or their appointment to committees and keep a record of the transactions of the Foundation and Executive Committee. The Secretary may direct a staff member of the Foundation or College to do the above tasks. The Secretary shall keep the Seal of the Foundation and shall, when necessary, attest to the official acts of the Board of Directors and the other officers.

### **3.6 Assistant Secretary**

Under the direction of the Secretary, the Assistant Secretary shall be responsible for preparing the agenda for Board and Executive Committee meetings; disseminating pertinent information to the Board, including materials for Board meetings; and serve as support staff for all committees. The Director of Institutional Advancement/Executive Director of the Foundation, who is an employee of the College and reports to the President of the College, shall serve as the Assistant Secretary, an Ex-officio position.

### **3.7 Recording Secretary**

Under the direction of the Secretary, the Recording Secretary shall be responsible for preparing resolutions for Board approval and recording minutes of Board meetings. This is a non-voting position.

**Section 4: Compensation**

The members of the immediate family of the Director of Institutional Advancement/ Executive Director, the Assistant Treasurer, and the Assistant Secretary shall receive no compensation from the Foundation for any services performed.

**Section 5: Bond**

The Board of Directors and officers must provide, at the Foundation's expense, a blanket fiduciary bond covering the financial acts of any or all Officers, Directors, and other persons entrusted with the handling of the funds or property of the Foundation.

**Article VI  
Committees****Section 1: Foundation Committees**

The standing committees of the Dutchess Community College Foundation Board shall be: an Executive Committee, which is a committee of the Board; and the following corporation committees: a Board Development Committee, a Finance Committee, a Governance Committee, a Strategic Planning Committee, and a Development Committee. Sub-committees may be appointed by the Chair of the appropriate committee. Additional ad-hoc committees may be created and appointed by the Chairperson with the consent of the Board of Directors as needed for special purposes. Committee Chairs must be members of the Board of Directors but other members need not be, except as otherwise provided herein.

**Section 2: The Executive Committee (Board Committee)**

The Executive Committee shall consist of the Chairperson, Vice Chairperson, Treasurer, Secretary, Immediate Past Chairperson, Appointed Trustee, Chairs of the Standing Committees, and the President of the College. The Director of Institutional Advancement/Executive Director, the Assistant Treasurer and the Assistant Secretary will be staff support to the Executive Committee. The Chairperson of the Board shall serve as the Chairperson of the Executive Committee. The Executive Committee shall maintain oversight of the business and affairs of the Foundation and shall be empowered to transact only such business as may be necessary between Board meetings, and to set the agenda for full Board meetings. The Committee shall submit a report of its actions at the next regularly scheduled or special Board meeting. The Chairperson or three members of the Executive Committee may call the meetings of the Executive Committee.

**Section 3: Finance Committee (Corporation Committee)**

The Finance Committee shall be chaired by the Treasurer of the Board of Directors and shall consist of appointed members of the Board and other community members appointed by the Executive Committee. They shall develop a budget for approval by the Board of Directors and propose policies governing the finances and investments of the Foundation for adoption by the Board of Directors.

**Section 4: Board Development Committee (Corporation Committee)**

The Board Development Committee, which shall consist of six Board members, shall develop, for election by the Board of Directors, a cadre of potential board candidates and officers who will advance the needs of the Foundation.

The Board Development Committee shall also be responsible for the orientation and training of new Board members, as well as continuous training for the Board as needed. The Committee shall identify Board responsibilities and ensure that all Board members are aware of these responsibilities and have the tools they need to carry them out. Furthermore, the Committee shall periodically conduct a Board self-assessment to identify areas where improvement may be needed and to reinforce those areas where the Board is functioning well.

When possible, the immediate past-Chairperson of the Board of Directors shall serve as Chairperson of the Board Development Committee. If not possible, the Chairperson of the Board shall appoint the committee Chairperson. The other members of the Committee shall be appointed by the current Chairperson of the Board, who will serve as an ex-officio member of the Committee. Committee terms shall be for a two-year period; however, committee members may be re-appointed for additional two-year terms. Current officers of the Board may not serve on the Committee.

**Section 5: Strategic Planning Committee (Corporation Committee)**

The Strategic Planning Committee shall be made up of a minimum of 3 Board members, who are appointed by the Chairperson of the Board. These individuals shall be well informed about the Foundation's mission, history, fundraising programs and constituency. The Strategic Planning Committee shall be responsible for creating and monitoring the College Foundation's Strategic Plan.

**Section 6: Governance Committee (Corporation Committee)**

The Governance Committee shall consist of 3 or more members, who shall be recommended by the Board Development Committee and elected by the members of the Board of Directors. The Board of Directors shall designate a Chairperson from among the membership of the committee. The purpose of this committee shall be to assist the Board of Directors in fulfilling its oversight responsibilities relating to (1) the integrity of the Board's financial statements, (2) the Board's compliance with legal and regulatory requirements, (3) the qualifications, independence and performance of the Board's independent auditors, (4) the Board's Code of Ethics and Business Conduct, (5) any conflict of interest questions, and (6) shall regularly review and assess the By-laws of the Foundation to confirm they address the needs of the Foundation. When the Governance Committee functions as an Audit Committee only independent board members are allowed to vote.

**Section 7: Development Committee (Corporation Committee)**

The Development Committee shall consist of members of the Board as appointed by the Executive Committee and other community members as needed. This committee is responsible for overseeing planned giving, major gifts, annual fund, special events, Board giving, donor cultivation, alumni affairs, and all other aspects of the Foundation's fundraising.

**Article VII  
Assets and Funds****Section 1: Ownership**

All assets and funds of the Foundation shall be owned exclusively by the Foundation.

**Section 2: Disposition**

All funds of the Foundation shall be deposited in an account or accounts in the name of the Foundation in financial institutions designated by the Board of Directors. Funds shall be expended only to advance the purposes and to pay the proper expenses as authorized in accordance with the Dutchess Community College Foundation's Policy. Funds to be invested or reinvested must be approved by the Finance Committee in accordance with the investment policies of the Board of Directors.

**Section 3: Investment Advisor**

The Board of Directors may appoint an investment advisor or advisors or such other financial agent or agents as the Board shall deem advisable to represent and advise the Foundation in the investment of its funds, and the Foundation may pay reasonable compensation therefore.

**Section 4: Audit**

The accounts of the Foundation shall be audited each year by an independent certified accountant who is not an officer, Board Member or employee of the Foundation or the College.

**Article VIII  
Construction**

If there is any conflict between the provisions of the certificate of incorporation and the By-laws, the provisions of the certificate of incorporation shall govern.

## **Article IX Amendments**

The By-laws may be amended, repealed or altered in whole or in part by the majority vote of the Board of Directors entitled to vote at any regular or special meeting. Notice of any such proposed changes shall be given at one meeting and approved at the following meeting.

## **Article X Indemnification of Directors, Officers, Employees**

### **Section 1: Derivative Actions**

The Foundation shall indemnify its Directors and officers against judgments, fines, and amounts paid in settlement and reasonable expenses and costs, including attorney fees, in connection with any claim asserted against the Director, Officers and employees by action in court or otherwise, by reason of the fact that such person was a Director or Officer of the Foundation and acting in good faith for a purpose which such a person reasonably believed to be in the best interest of the Foundation, and not unlawful.

### **Section 2: Other Actions**

Indemnification shall be provided in the manner and to the full extent afforded by Section 722 through 726 of the Not-For-Profit Corporation Law and as permitted by such law; the Corporation may provide additional indemnification pursuant to an agreement, action of the Board of Directors, or by provision of these By-laws.

### **Section 3: Non-exclusivity**

Section 1 and 2 of this article shall be exclusive, by implication, any and all rights and remedies available to the Foundation, the Directors, Officers, and employees by statute or otherwise, including but not limited to the purchase and maintenance of insurance to fund the aforementioned indemnification pursuant to Section 727 of the Not-For-Profit Corporation Law.

## **Article XI Dissolution**

### **Section 1: Dissolution**

This Corporation may be dissolved by a two-thirds vote by the Dutchess Community College Foundation Board of Directors in favor of a plan of dissolution, which shall be forwarded to the Dutchess Community College Board of Trustees for approval, and upon its approval, to the appropriate New York State agency.

**Section 2: Residual Assets**

Upon dissolution of the Corporation, any residual assets shall be used for the purpose of Dutchess Community College, pursuant to New York State law.

**Article XII**  
**Conflict of Interest****Section 1: Conflict of Interest Policy**

The Board of Directors has adopted a Conflict of Interest Policy, the purpose of which is to protect the Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Foundation.

**Section 2: Abstention**

A Director shall abstain from voting on any matter before the Board that may place him or her in a conflict of interest. Any conflict of interest questions or concerns that arise shall be referred to the Board's Standing Governance Committee.

Adopted by DCCF Board of Directors – October 9, 2002  
Revised by Board Resolution #2003-25 – June 11, 2003  
Corrected by motion, Board of Directors Meeting – June 2, 2004  
Revised by Board Resolution #2005-09 – December 10, 2004  
Revised by Board Resolution #2006-16 – April 7, 2006  
Revised by Board Resolution #2009-09 – March 27, 2009  
Revised by Board Resolution #2013-01 – September 21, 2012  
Revised by Board Resolution #2014-07 – March 7, 2014  
Revised by Board Resolution #2015-12 – March 6, 2015