

THE PENINSULA COLLEGE FOUNDATION  
BY-LAWS

**ADOPTED: July 25, 2019**

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**THE PENINSULA COLLEGE FOUNDATION  
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**ARTICLE I. Name and Purpose**

The name of this organization shall be the Peninsula College Foundation ("the Foundation"). The purpose of the Foundation is to strive to secure philanthropic resources for students, faculty, staff and programs in support of the college's mission.

**ARTICLE II. MEMBERSHIP**

**Section 1. Membership of the Board**

The Board shall consist of voting Board members as may be elected and any ex officio non-voting members as may be approved in these Bylaws.

**A. Voting Board Members**

The voting Board shall consist of not fewer than nine (9) nor more than twenty-two (22) Board members elected as provided herein. Each Board member shall be entitled to one vote.

**1. Roles and Responsibilities of Board Members**

The Board shall adopt, and keep current and relevant, its "Roles and Responsibilities" document, with the most recent version signed and dated by each Board member.

**2. Election of Board Members**

Board members shall be elected or re-elected each year from a list of nominees prepared by the Board Development Committee. Election shall be by majority vote of a quorum. Mid-term vacancies may be filled for the remainder of the unexpired term at any regular or special meeting of the Board by a majority vote of a quorum. The Board Development Committee shall maintain a matrix of Board terms and eligibility.

### **3. Terms of Service**

There are no set term limits for Board members. However, it is the expectation that members will commit to at least two years of service, as this aligns with the terms set for Officers of the organization.

### **4. Leave**

Should a Board member request a leave of absence, such leave would be limited to six months. The seat will remain open until such time as the absent Board member returns or resigns.

### **5. Removal of Board Members**

Board members who fail to attend 80% of Board meetings without explanation satisfactory to the Board Development Committee will be subject to removal by a majority vote of a quorum of the Board at any regular or special meeting. In addition, Board members may also be removed by a majority vote of a quorum of the Board at any regular or special meeting for specified or unspecified reasons when the wisdom of a majority of the Board so dictates.

## **B. Ex Officio Members of the Board**

Ex-officio members of the Board are non-voting members who lend valuable perspective and service to the Board by virtue of their position or role with the College. The Board shall include the following ex officio members:

1. a member of the Board of Trustees of Peninsula College, designated by the College President;
2. the President of Peninsula College;
3. the Vice President for Finance and Administration of Peninsula College;
4. a representative from the Faculty Senate of Peninsula College, elected by the Senate;
5. the Special Advisor to the College President on Indigenous Affairs;
6. a staff representative for the Pirate Athletic Association;
7. the Executive Director of the Foundation.

## **C. Emeritus**

The Foundation values the significant contributions of members who have served with distinction. Board members who meet the following criteria may be nominated to receive the honor of becoming an 'emeritus' Board member:

- Held an important leadership role as an officer of the Foundation;
- Completed the terms elected to serve;
- His/Her effort resulted in significant advancement of the Foundation's mission.

Such persons who are considered for emeritus status shall meet all of the above criteria and be nominated by the Board or staff prior to the completion of their Board service:

- The nomination will be confirmed by a vote of the Board;
- New emeriti will be honored at the last official Board meeting of their term.

Emeritus status members will continue to receive Board packets and regular correspondence, if they choose, and are invited to attend all Board meetings or any committee meeting as a non-voting member. Emeritus members are not held to the same expectations as actively serving members.

## **Section 2. Conflict of Interest**

Conflict of interest is defined and outlined in the Foundation's Conflict of Interest Policy.

Included with the policy is a Conflict of Interest Questionnaire which will be reviewed and signed by all Board members annually.

## **Section 3. Indemnification**

The Foundation shall indemnify and hold harmless each and every Board member, and his/her heirs and assignees, from all liability arising out of the performance of his/her or their functions, duties, and/or responsibilities, express or implied under these By-laws or the Certificate of Incorporation of the Foundation.

## **Section 4. Compensation and Reimbursement**

Members of the Board shall not receive compensation for their services as such, but may be reimbursed by the Foundation for any reasonable authorized expenses incurred by them in the performance of their duties as members.

## **ARTICLE III. Officers of the Corporation**

The officers of the Foundation shall be the President, President-Elect, Secretary, and Treasurer, provided that no individual may simultaneously hold more than one office, and that no employee of the College or member of the Peninsula College Board of Trustees may be an officer of the Foundation.

## **Section 1. Responsibilities and Duties**

### **A. President**

The responsibilities and duties of the President are:

1. to preside at all meetings of the Foundation Board;
2. to call meetings of the Foundation Board as herein provided;
3. to call regular and special meetings of the Executive Committee and to chair the Executive Committee and be an ex officio member of all committees;
4. in the event that no officer is present, the President will appoint a President Pro Tem to chair any regular or special meeting of the Board in the absence of both the President and President-Elect;
5. to perform all such duties as may pertain to his/her office and as may be required by the Board.

### **B. President-Elect**

The responsibilities and duties of the President-Elect are:

1. in the absence or disability of the President, to perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President;
2. to perform such other duties as from time to time may be prescribed by the Board; at the end of his/her term, to assume the office of President.

### **D. Secretary**

The responsibilities and duties of the Secretary are:

1. to sign all papers and instruments in writing that may require the signature of the Secretary;
2. to call a meeting of the Board upon the written request of a majority of members of the Board, if the President or, in his/her absence or disability, the President-Elect, shall fail or refuse to call such meeting;
3. to perform all such duties as may pertain to his/her office and as may be required by the Board;
4. to be a member of the Board Development Committee;
5. to keep the Foundation Board book current.

### **E. Treasurer**

The responsibilities and duties of the Treasurer are:

1. to review and approve the keeping of the accounts and books of the Foundation and recommend acceptance by the Board at Board meetings;
2. to call regular and special meetings of the Finance Committee and to chair the Finance Committee;
3. to perform all such other duties as pertain to his/her office and as may be required of him/her by the Board.

### **Section 2. Election and Terms of Officers.**

The President, President-Elect, Secretary and Treasurer, shall be elected every other year in a fall meeting of the Board for two (2) years beginning January 1 following the election.

### **Section 3. Incapacity**

In the event of absence or disability of any officer, or for any other reason that the Board may deem sufficient, the Board may delegate for the time being, in whole or in part, the powers or duties of such officer to any other Board member otherwise qualified to perform the required duties, subject to the restrictions of Section 2 of this Article.

## **ARTICLE IV. Meetings**

### **Section 1. Regular Meetings**

The Board shall vote annually (typically in May or June) to approve a meeting calendar for the next fiscal year. A meeting may consist of Board members attending, or otherwise participating by teleconference, e-mail, or other methods including virtual means.

### **Section 2. Special Meetings**

The President may call special meetings, and shall call a special meeting upon the written or emailed request of a majority of the voting members of the Board. The purpose(s) for such meetings shall be announced at the time the meeting is called.

### **Section 3. Quorum**

At all official meetings of the Board, a majority of the then duly elected and/or appointed voting members shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the voting members participating in any meeting at which there is a quorum shall be the act of the Board.

## **Section 4. Voting**

Board votes can be obtained in any format for which the Regular Meetings provision in Article IV, Section 1 allows.

## **Section 5. Conduct of Meetings**

All meetings of the Foundation, and any procedure not specified or limited by these By-laws shall be governed by Robert's Rules of Order.

# **ARTICLE V. Committees**

## **Section 1. Executive Committee**

The Executive Committee shall consist of all officers of the Board, the immediate Past President, and the chair of each standing committee. The President of the Foundation Board shall chair this committee. The Committee shall have general responsibility to exercise the power and authority of the Board between meetings of the Board, such actions to be discussed at the next meeting of the Board.

The Executive Committee shall have specific duties of general Foundation management oversight and evaluation. The Executive Committee has oversight for the effective operation of the foundation office including satisfactory performance of the executive director and foundation staff. In the event that the Executive Committee determines the operation of the foundation office, or the performance by the executive director to be ineffective, the Executive Committee will make a recommendation to the president of the college to resolve such deficiencies.

Generally, the Committee shall not act on matters which are the responsibility of standing committees for review, study, and recommendation.

The Committee shall review and make recommendations on any Agreements with Peninsula College on a regular basis.

## **Section 2. Standing Committees**

These committees shall include:

- Board Development Committee
- Finance Committee
- Resource Development Committee

and such other standing committees as the Board may create.

Committees will be governed by their Board-approved charters.

### **Section 3. Task Forces**

From time to time the President of the Foundation, the Executive Committee, and chairpersons of standing committees may appoint special, focused-purpose task forces for a specific period of study or service. Reports of the activities of any such task forces will be presented at all regular meetings of the Foundation Board or upon request at special meetings.

## **ARTICLE VI. Program and Fiscal Management**

### **Section 1. Fiscal Year**

The fiscal year of the Foundation shall be July 1 through June 30.

### **Section 2. Policies & Procedures**

The policies and procedures approved by the Board which govern general and specific business operations shall be maintained as current standard operating procedures ("SOP"), and an operations manual shall address best practices and generally accepted standards and be maintained in the Foundation office for all organizational areas not specifically addressed in the By-laws.

### **Section 3. Reports**

The Treasurer shall work with Foundation staff to assure the preparation and distribution of comprehensive periodic financial reports.

### **Section 4. Investments**

The receipt, holding, transfer, accounting and custodianship of securities, cash, real property, and all other assets of the Foundation shall be in accordance with the provisions of these By-laws, and with policies and procedures recommended by the Finance Committee and approved by the Board. This Foundation may, in its discretion, employ and retain proper counselors, experts, advisors, and investment advisors with discretionary investment power, to counsel with, advise and aid the Finance Committee and the Board in the proper receipt, holding, transferring, accounting and maintenance of securities, cash, real property, and all other assets of the Foundation. This Foundation, in the investments of such securities, cash, real property, and other assets of the Foundation, shall not be limited to those investments by fiduciaries under the laws of the State of Washington or otherwise.

## **Section 5. Disbursements**

Disbursements which directly support the philanthropic mission of the Foundation shall be made in accordance with these By-laws, and according to policies and procedures recommended by the Finance Committee and approved by the Board.

## **Section 6. Audit and Inspection**

An independent audit of all books, records, and transaction documents shall be performed annually, as recommended by the Finance Committee and approved by the Board. All such records shall be available for inspection by any voting member of the Foundation Board upon request.

## **ARTICLE VII. Gift Policy**

### **Section 1. Acceptance**

The transfer of assets not considered ordinary shall be managed as outlined and defined in the Foundation's Gift Acceptance Policy.

### **Section 2. Limit on Disbursements**

All gifts which require the payment of annuity amount or other charge from the funds or resources of the Foundation will not be accepted as the Foundation cannot accept gifts which require annuity payments as outlined in the Foundation's Gift Acceptance Policy.

## **ARTICLE VIII. Amendments**

These By-laws may be added to, amended or repealed at any regular or special meeting upon approval by 60% of the Board.