BERGEN COMMUNITY COLLEGE FOUNDATION
BYLAWS

Adopted: 2/22/83

Revisions: 2/4/86; 2/3/87; 4/7/88, 4/15/03

Article I – Offices

The principal office of this corporation shall be in Paramus, Bergen County, New Jersey. The corporation may also have other offices at other locations within or without the State as the Board of Directors may determine and with the Board of Trustees’ approval.

Article II – Name

The name of this corporation shall be Bergen Community College Foundation, hereinafter called the "Foundation." The use of the words "Bergen Community College" in this Foundation's name is done with the express consent and authorization by resolution of the Board of Trustees of Bergen Community College, which may at any time, with or without cause, deny to the Foundation the use of "Bergen Community College" to identify itself or in connection with any of its activities.

Article III – Purposes

The Foundation is created and shall exist and be operated exclusively for the purpose of assisting the Board of Trustees of Bergen Community College, a body corporate of the State of New Jersey, in attaining its charitable, scientific, literary, and educational purposes, as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws, including for such purposes by receiving, holding, investing and administering property and making expenditures to or for the benefit of the College, its students, and its faculty.

In pursuing such corporate purposes, the Foundation shall undertake activities which are necessary or desirable for their attainment, including but not limited to acting without profit as Directors of an educational, charitable, literary, or scientific trust, or making such grants of financial assistance to the College, its faculty and students, including scholarships to students or faculty, grants to students or faculty, endowment of professorships or for support of activities, equipment, or maintenance, and financial assistance to the continuing development of the faculty, staff, facilities, and programs of the College.

The Foundation shall have and exercise the powers, rights, and privileges granted to corporations organized not for profit by the laws of the State of New Jersey now or hereafter in effect, for the accomplishment of the objects and purposes set forth herein.
Article IV – Membership

Section 1. Class and Qualifications of Members
The Board of Directors shall constitute the voting members of the Foundation. The Foundation may have one or more classes of members as the Board shall determine from time to time.

Article V - Board of Directors

Section 1. General Powers
The Board of Directors, hereinafter called the "Board," shall administer and manage the Foundation and, subject to the restrictions imposed by law, by the Certificate of Incorporation, or by these Bylaws, may exercise all the powers of the Foundation including but not limited to the employment of such persons as from time to time the board may deem suitable. Such persons shall be employees of the Foundation and shall be retained on such terms as the Board may decide.

Section 2. Management of the Foundation
The Foundation shall be managed by a Board of Directors, which shall consist of not less than twelve (12) members nor more than sixty (60) members.

Section 3. Election and Term of Directors
The Board of Directors, consisting of not less than twelve (12) members nor more than sixty (60) members, shall be chosen as follows:

a. No less than three (3) nor more than one-third of the members to be recommended by the Board of Trustees of the College, at least one of whom shall be a member of the Board of Trustees;

b. Three (3) members ex officio from the following positions: President, who shall be the incumbent President of the College and who shall serve as Foundation President during the period of service in that office, the Executive Director of the Foundation, and such other appropriate employee of the College as the College President may designate; and

c. The remaining members to be elected by the Board of Directors of the Foundation according to the following procedure: The Membership Committee shall submit its nominations to the Board at any regularly scheduled or special meeting or by distributing a mail-in ballot to all directors at various times during the year. Nominees to the Board shall be elected by a majority vote of the directors then in office, either through a mail-in ballot procedure or at one of the regularly scheduled meetings of the Board. Newly elected directors shall take office as of the next scheduled meeting of the Board or as of the scheduled orientation meeting for new Board members.
Section 4. **Term of Office**
The members serve in good faith during good conduct on the following basis: one third of the members shall hold office for three (3) years; one third shall hold office for two (2) years; and the balance of the members shall hold office for one year. Thereafter, the terms of office of the elected members of the Board shall be three (3) years in length.

All terms of office will officially end at the time of the annual meeting one, two or three years following their nomination and approval. Nominees approved during the first six months of the year will be recognized as directors with terms commencing in the year of election. Nominees approved after the first six months of the year will be recognized as belonging to the next year’s class.

Section 5. **Directors Emeritus and Honorary Directors**
The Board of Directors may elect as Directors Emeritus status past members of the Board of Directors who are no longer able to serve as Directors of the Foundation and as Honorary Members of the Foundation outstanding persons of the community who render valuable service to the Foundation. Directors Emeritus shall be honorary members of the board, may attend meetings, and be appointed to committees. Directors Emeritus may not vote nor are they to be considered when determining the presence of a quorum.

Section 6. **Meetings**
a. At least two meetings of the Board shall be held annually at Bergen Community College or such other place as the Board may designate. The Board by resolution may set or authorize the Chairperson to set the time and place for such meetings, except that one such meeting shall be held in Spring at which time an annual report on the affairs of the Foundation shall be presented by the Chairperson of the Board and election of officers of the Foundation shall take place.

b. A special meeting of the Board may be called at the request of the Chairperson or twenty-five percent of the Board.

c. Notice to each Director shall be given at least ten (10) days in advance of an meeting, stating the time, place, and purpose of the meeting. Notice shall be delivered personally or via telephone with a written follow-up by mail, electronic mail or facsimile to each Director and, if mailed, shall be deemed to be delivered when deposited in the United States mail, in a sealed envelope with postage prepaid. If notice is given by mail, facsimile or electronic mail, such notice shall be deemed delivered upon confirmation of transmission. Directors may waive notice of any such meeting by written instrument, electronic mail or by telephone.

d. Except as otherwise specifically set forth in these Bylaws or Certificate of Incorporation, or as specifically required by law, the most current edition of Robert’s Rules of Order shall govern all proceedings.
Section 7. **Quorum**
The presence of a majority of the Executive Committee of the Board or 51 percent of the members of the Board, whichever is less, shall constitute a quorum for the transaction of business at any meeting of the Board. Other than as provided elsewhere in these Bylaws, any action of a majority of the Directors present at any meeting at which a quorum is present shall constitute action by the Board.

**Article VI – Officers**

Section 1. **Number and Type**
The officers of the Foundation shall include a Chairperson, one or more Vice Chairpersons, President, Secretary, Treasurer, and Executive Director who, except for the President and Executive Director, shall be chosen by the Directors at the Annual Meeting of the Board which shall be held in the Spring each year. The Foundation may also have one or more Assistant Secretaries, Assistant Treasurers, and other officers as may be deemed necessary. These individuals shall hold office for a term fixed by the Board and shall have the authority to and shall perform the duties prescribed by the Board.

Section 2. **Election and Term of Office**
The officers of the Foundation, with the exception of the Executive Director and the President (as provided in Article V, Section 3b) shall be elected annually by the Board of Directors at the regular annual meeting held as provided in Article V, Section 6a of these Bylaws. Each officer so elected or appointed shall hold office until his successor has been duly elected.

Section 3. **Removal and Resignation of Officer**

**Filling of Vacancies**

a. Any officer elected or appointed by the Board may be removed by the Board for cause at any meeting by the vote of a majority of the Directors then in office.

b. An officer may resign by written notice to the Foundation. The resignation shall be effective upon receipt thereof by the Foundation or at such subsequent time as shall be specified in the notice of resignation.

c. Any vacancy occurring among the officers, however caused, may be filled by the Executive Committee of the Board at a regular or special meeting called for that purpose for the unexpired portion of the term.

Section 4. The Chairperson shall be the principal executive officer of the Foundation and shall preside at all meetings, and, unless otherwise provided by these By-laws, shall appoint the members and chairpersons of all committees and, in general, shall perform all duties incident to the office and such other duties as may be prescribed by the Board. The Chairperson may sign, with any officer of the Foundation authorized by the Board, any instrument where the execution thereof shall be expressly delegated by the Board. Furthermore, the Chairperson shall present a report of the affairs of the Foundation at the
annual Spring meeting of the Board of the Foundation and shall present the same annual report to the Board of Trustees of the College.

Section 5. **Vice Chairperson(s)**
In the absence of the Chairperson or in the event of his inability to act or vacancy of the position, the Vice Chairperson(s) who is senior in time on the Board shall perform all the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. In general, he shall perform all such duties as from time to time may be assigned by the Chairperson of the Board.

Section 6. **President**
In the absence or inability of the Chairperson or Vice Chairperson(s) to act or if the offices of Chairperson and Vice Chairperson(s) are vacant, the President shall exercise all powers of the Chairperson of the Board of Directors.

Section 7. **Secretary**
The Secretary shall oversee the recording and custody of the minutes of the meetings, ensure that all notices are duly given in accordance with the provisions of these Bylaws; ensure the safekeeping of the Foundation records and seal, and ensure that the seal is affixed to all officially documents and instruments. In general, the Secretary shall oversee and ensure all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson of the Board.

Section 8. **Treasurer**
The Treasurer shall oversee the care and custody of and be responsible for all funds, securities and investments of the Foundation and shall direct the deposit all such funds in the name of the Foundation in such banks or depositories as the Board may designate. As authorized by the Board, the Treasurer, together with either the Chairperson of the Board, one or more Vice Chairpersons of the Board, the President of the College, or the Executive Director of the Foundation, may sign, make, and endorse in the name of the Foundation all checks, drafts, warrants, and orders for the payment of money and pay out and dispose of the same and give receipts therefore consistent with Article III. Upon application by any Director of the Foundation, the Treasurer shall make available the exhibit to such Director during business hours the books and accounts of the Foundation's financial affairs. He/she shall render a statement of the financial condition of the Foundation at each regular meeting of the Board and at such other times as shall be required. In addition, the Treasurer shall maintain at the office of the Foundation correct books of account as the Board may require. The Treasurer shall be furnished by all corporate officers and agents, upon request, with such reports and statements as may be required concerning all financial transactions of the Foundation. The Treasurer shall, if required by the Board, give to the Foundation such security for the faithful discharge of the duties as the Board may require. The Treasurer shall perform such other duties as are customarily incident to the office of Treasurer and as may be required by the Bylaws or
assigned from time to time by the Chairperson or Board.

Section 8.  Executive Director  
The Executive Director shall be responsible for the general, day-to-day management of the affairs of the Foundation and shall exercise such authority to accept gifts, collect revenues, and make expenditures as may be delegated to him/her by the Board or the Executive Committee. He/she shall be responsible for the maintenance and management of the Foundation's activities as may be required by the Board.

Article VII – Committees

Section 1.  The Foundation shall have the following standing committees:

a. Executive  
b. Finance/Investment  
c. Membership  
d. Alumni Network  
e. Bylaws  
f. Major Gifts  
g. Medallion Awards Dinner  
h. 50/50 Raffle  
i. BCC Golf Classic  
j. Asian Leaders for BCC  
k. Personnel/Operations  
l. Planned Giving

Section 2.  Committee Membership  
Each standing committee with the exception of the Executive Committee shall consist of not less than three members of the Board. Members of the committees shall be appointed annually by the Chairperson with the approval of a majority vote of the Board at a regular or special meeting.

Section 3.  Executive Committee  
The Executive Committee shall consist of the following Directors:

a. The Officers of the Foundation, including the Chairperson, Vice Chairperson(s), President, Secretary, Treasurer, and Executive Director and such other officers as may from time to time be approved by the Board of Directors.

b. The immediate past chairman of the Board of Directors shall be a member of the Executive Committee.

c. If none of the of the members of the Executive Committee are members of the Board of Trustees, then one member of the Board of Trustees will be appointed by that board to serve as a member of the Foundation’s Executive Committee.
The Executive Committee shall have and may exercise all authority of the Board when said Board is not in session, subject only to such restrictions or limitations as the Board may from time to time specify; provided, however, the Executive Committee shall not have authority to alter, amend, or repeal the Foundation charter or Bylaws, or to appoint Directors. Minutes of said meetings shall be reported in writing to the Directors within thirty (30) days of a meeting.

The Executive Committee shall meet at the call of the Chairperson of the Foundation. The presence of a majority of the voting members shall constitute a quorum of the Committee and the affirmative vote of the majority shall be necessary for the adoption of any resolution.

Section 4. Other Committees
The Board may establish such other committees of not less than two members, by appointment by the Chairperson on an annual basis, as it may deem appropriate to assist in discharging its functions. The approval of a majority vote of the Board or the Executive Committee of the Board, if the full Board is not in session, at a regular or special meeting is required in the establishment of these committees.

Section 5. Ad Hoc Committees
The Chairperson may appoint ad hoc committees as may be desirable and the committee members shall be selected in the same manner as members of the standing committees.

Article VIII - Assets and Funds

Section 1. Ownership
All assets and funds of the corporation shall be owned exclusively by the Foundation.

Section 2. Disposition
a. All funds of the Foundation shall be deposited in an account or accounts in the name of the Foundation in a bank or banks designated by the Board or shall be invested or reinvested as the Board shall direct. Funds shall be expended only to advance the purposes and to pay the proper expenses of the Foundation. Fund withdrawals from such bank account or accounts shall require the signatures of two members of the Executive Committee.
b. Gifts of stock or securities received by the Foundation shall be sold within thirty (30) days or as soon thereafter as practicable.

Section 3. Investment
Subject to the limitations and conditions contained in any gift, device, or bequest, the Foundation may invest its funds in such certificates of deposit, money market funds, bonds, notes, shares of preferred and common stock, mortgages, debentures, and other securities, property, and other legal investments in accordance with the Foundation’s adopted Investment Plan.
Section 4. Financial Agent
The Board may appoint a financial agent or agents to represent and advise the Foundation in the investment of its funds.

Section 5. Audit
The Chairperson shall arrange for an annual audit of the books of the Foundation by a certified public accountant.

Section 6. Planning
The ownership of all assets and funds, the disposition, depositing and expenditure of the same and the investment of any assets and funds of the Foundation shall be made consistently with the plans and goals of Bergen Community College. No funds or assets shall be utilized in any manner inconsistent with such plans. At the commencement of each fiscal year the Officers and Directors of the Foundation shall, in conjunction with the Trustees and President of the College, develop and adopt programs, plans and projects, the financial support of which shall be provided by the Foundation from its funds and assets.

Article IX – Amendments

Section 1. Bylaws
These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by two-thirds (2/3) of all of the Board members present at any regular or special meeting, provided that at least ten (10) days written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

Section 2. Certificate of Incorporation
The Certificate of Incorporation may be altered or amended by two-thirds (2/3) of all of the Board members present at any regular or special meeting, provided that at least ten (10) days written notice is given of intention to alter or amend the Certificate of Incorporation at such meeting. This may occur provided that no amendment shall alter the purposes of the Foundation as set forth in Article II of the Certificate of Incorporation.

Article X – Seal

The seal of the Foundation shall be circular in form and bear the name of the Foundation, "Bergen Community College Foundation" and the words and numerals "Corporate Seal, New Jersey 1981."

Article XI - Fiscal Year

The fiscal year shall be from July 1 to June 30, however, the Board shall be authorized to fix and, from time to time, change the fiscal year of the Foundation.

Article XII – Indemnification
Section 1.  **Indemnification**
Any person, heirs, executors, or administrators, shall be indemnified and held harmless by the Foundation from and against all costs and expenses which may be imposed upon or reasonably incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding in which the person may be involved by reason of being or having been a Director or Officer of the Foundation. The term "costs and expenses" includes but is not limited to reasonable attorneys' fees, court costs, and amount of judgments against and settlements made by any such Director or Officer which shall have been approved by the Board.

No Director or Officer shall be held harmless or indemnified under this Article with respect to any matter concerning which it is finally adjudged or apparent that he or she was guilty of willful misconduct or criminal activity in the performance of his or her duty, or with regard to any matter wherein he or she acted outside of the authority as a Director or Officer. The Foundation shall procure insurance to cover its agreement with its Directors and Officers as expressed herein.

**Article XIII - Operating Procedures**

Section 1.  In all cases, the transfer of assets to the Foundation and the terms or conditions imposed by any such transfer of assets to the Foundation, whether by gift or otherwise, shall in all cases be subject to approval of the Board. Any such transfer made or offered to be made to the Foundation shall be accepted subject to such approval. All property so transferred to the Foundation shall be held, managed and administered as the Board may from time to time determine, subject, however, to the terms and conditions and for the purpose, if any, prescribed by the transferor or donor thereof.

**Article XIV – Effective Date**

Section 1.  These Bylaws shall become effective on the date when they are approved by the Board of Directors after which they shall govern the management of the Foundation.