

**BERGEN COMMUNITY COLLEGE FOUNDATION
BYLAWS**

Adopted: 2/22/83

Revisions: 2/4/86; 2/3/87; 4/7/88, 4/15/03, 12/8/2015

**ARTICLE I
Name**

The name of this corporation shall be “Bergen Community College Foundation” (hereinafter referred to as the "Foundation"). The use of the words "Bergen Community College" in the Foundation's name is allowed with the express consent and authorization of the Board of Trustees of Bergen Community College, a body corporate of the State of New Jersey (hereinafter referred to as the "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 II
Offices**

The principal office of the Foundation shall be in Paramus, Bergen County, New Jersey. The Foundation may also have other offices at other locations within or without the State of New Jersey as the Board of Directors of the Foundation (the "Board") may determine with the approval of the Board of Trustees of the College.

**ARTICLE III
Purposes**

The Foundation is created and shall exist and be operated exclusively for the purpose of assisting the Board of Trustees of the College 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 exclusive benefit of the College, its students, and its faculty.

In pursuing such corporate, charitable and educational 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 Voting Membership

The Board shall constitute the voting “Members” of the Foundation for purposes of the New Jersey Nonprofit Corporation Act, as amended (N.J.S.A. 15A:1-1 et seq.). The Foundation may have one or more classes of director as the Board shall determine from time to time.

ARTICLE V Board of Directors

Section 1. General Powers.

The Board shall administer and manage the Foundation and, subject to the restrictions imposed by law, by the Certificate of Incorporation of the Foundation, 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 the Board, which shall consist of not less than fifteen (15) members nor more than sixty one (61) members.

Section 3. Election and Term of Directors.

The Board shall be chosen as follows:

a. Not less than two (2) nor more than one-third (1/3) of the members of the Board shall be recommended by the Board of Trustees of the College, at least one of whom shall be a liaison member of the Board of Trustees of the College;

b. The incumbent President of the College, who shall also serve as the Foundation President during the period of service in that office, shall be an ex officio member of the Board; and

c. The remaining members of the Board shall be elected by the Board according to the following procedure: The Executive Committee shall submit its nominations to the Board at any regularly scheduled or special meeting called for that purpose. Nominees to the Board shall be elected by the affirmative vote of the majority of the votes cast by all of the directors present at a regularly scheduled or special meeting of the Board called for that purpose. 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.

All directors shall be dedicated advocates and supporters of the College, and shall serve in good faith during his or her term on the following basis: one third (1/3) of the members shall hold office for three (3) years; one third (1/3) shall hold office for two (2) years; and the balance of the directors shall hold office for one (1) year. Thereafter, the terms of office of the elected directors 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 by the Board. 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. Resignation.

Any director may resign at any time by giving written notice of such resignation to the Board. A director absent from three (3) regularly scheduled meetings in any calendar year, without reason satisfactory to the Executive Committee, shall be so notified and given an opportunity to explain such absences within thirty (30) days to the Executive Committee before such absences are deemed a resignation and before the director's seat on the Board shall be declared vacant.

Section 6. Removal.

The Board may remove one or more directors with or without cause by the affirmative vote of the majority of the votes cast by the directors present at any regular or special meeting of the Board called for that purpose. The Executive Committee of the Board shall have the sole discretion and responsibility to recommend to the Board for approval the removal of any one or more directors with or without cause. All voting at any regular or special meeting of the Board called to remove a director with or without cause shall be by written ballot. The Secretary or the Assistant Secretary of the Board shall be responsible for supervising the voting procedures and all of said ballots shall be counted under his or her supervision.

Section 7. Vacancies.

Any vacancy in the Board occurring during the year, including a vacancy created by an increase in the number of Directors, shall be filled by the affirmative vote of the majority of the votes cast by the directors present at any regular or special meeting of the Board called for that purpose. A director elected to fill a vacancy shall serve the remainder of the term.

Section 8. Directors Emeritus and Honorary Directors.

The Board may elect as Directors Emeritus status past members of the Board 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 9. Meetings.

a. At least four (4) regular meetings of the Board shall be held annually at the 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 (25%) of the Board.

c. Notice to each Director shall be given at least ten (10) calendar days in advance of a meeting, stating the time, place, and purpose of the meeting. Notice shall be delivered personally or 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.

e. Except as otherwise provided in these Bylaws, the affirmative vote of the majority of the votes cast by the directors present at any regular or special meeting at which a quorum is present shall be the act of the Board.

f. Each director entitled to vote shall have the right to cast one (1) vote on each matter submitted to the vote of the Board.

Section 10. Quorum.

The presence of a majority of the members of the Executive Committee of the Board or a majority of the entire Board, whichever is less, shall constitute a quorum for the transaction of business at any meeting of the Board. Once a quorum exists at a meeting of the Board, it shall not be broken by the departure of directors from the meeting.

Section 11. Participation by Conference Call.

Any one or more of the directors of the Board or of any committee thereof, may participate in any meeting of the Board or its committees by means of a conference telephone or similar equipment

that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

Section 12. Action of Directors Without a Meeting.

Unless otherwise provided by the Certificate of Incorporation or these By-laws, any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board or any committee thereof may be taken without a meeting if, prior or subsequent to the action, all members of the Board or of the committee, as the case may be, unanimously consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Board or committee. The consents shall have the same effect as a unanimous vote of the Board or committee for all purposes.

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, 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 President (as provided in Article V, Section 3b) shall be elected annually by the Board at the regular Annual Meeting held as provided in Article V, Section 9a 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 Officers; Vacancies.

a. Any officer elected or appointed by the Board may be removed by the Board for cause or without cause at any meeting by the affirmative vote of the majority of the votes cast by the directors present at any regular or special meeting of the Board called for that purpose.

b. An officer may resign by written notice to the Chairperson of the Board. The resignation shall be effective upon receipt thereof by the Chairperson 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. Chairperson.

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 shall be responsible for establishing the agenda for any regular or special meeting. 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.

In the absence of the Chairperson or in the event of his or her inability to act or vacancy of the position, the Vice Chairperson 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 or she 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 the Vice Chairperson to act or if the offices of Chairperson and Vice Chairperson are vacant, the President shall exercise all powers of the Chairperson of the Board. The President of the Foundation shall be at all times be the incumbent President of the College.

Section 7. Secretary.

The Secretary shall oversee and supervise all voting procedures and 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 or 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. The Executive Director 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. Standing Committees.

The Foundation shall have the following standing committees:

- a. Executive
- b. Finance/Investment
- c. Major Gifts and Planned Giving

Section 2. Committee Membership.

Each standing committee with the exception of the Executive Committee shall consist of not less than three (3) directors of the Board. Members of the committees shall be appointed annually by the Chairperson with the affirmative vote of the majority of the votes cast by the directors present at a regular or special meeting called for that purpose. Board members are expected to serve on at least one (1) standing committee of the Board at the discretion of the Chairperson of the Board.

Section 3. Executive Committee.

The Executive Committee shall consist of the following directors:

- a. The Chairperson of the Board, the Vice Chairperson of the Board, the incumbent President of the College, one (1) member of the Board of Trustees of the College and

such other currently serving directors on the Board as may from time to time be nominated by the Chairperson of the Board and approved by the affirmative vote of the majority of the votes cast by the directors present at a regular or special meeting called for that purpose at which a quorum is present.

b. If no member of the Executive Committee is a member of the Board of Trustees of the College at any time, then the Board of Trustees of the College shall appoint one (1) of its Trustees 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 or remove directors with or without cause. 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 the majority of the voting members shall constitute a quorum of the Committee and the affirmative vote of the majority of the votes cast by the committee members shall be necessary to take action or for the adoption of any resolution.

Section 4. Other Committees.

The Board may establish such other committees of not less than two (2) directors, by appointment by the Chairperson on an annual basis, as it may deem appropriate to assist in discharging its functions. The approval of the affirmative vote of the majority of the votes cast by the directors or the members of 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 Foundation 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, devise, 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 independent 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.

Section 7. Earmarked Funds.

In all cases, the transfer of property or other 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 of property or other assets made or offered to be made to the Foundation shall be accepted subject to such approval. All property and other assets 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 IX
Amendments

Section 1. Bylaws.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the votes cast by the directors 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 the affirmative vote of two-thirds (2/3) of the votes cast by the directors 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

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
Exempt Activities

Notwithstanding any other provision of these By-laws, no director, officer, employee, or representative of the Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereinafter be amended or supplemented.

ARTICLE XIV
Anti-Disparagement

The Foundation's officers, directors and employees agree that they shall make no disparaging remarks or communications directly or indirectly about the Foundation, the College or their respective officers, directors, employees, or representatives to any person or entity, whether written or oral.

ARTICLE XV
Effective Date

These Bylaws shall replace any previous By-laws, and shall become effective on the date they are adopted and approved by the Board.