

BYLAWS
OF THE
KLAMATH COMMUNITY COLLEGE FOUNDATION, INC.

Reviewed September 18, 2020
Revised August 1, 2020
Adopted August 17, 2020 (with revisions)

SECTION 1
NAME

The name of the corporation is the Klamath Community College Foundation, Inc. an Oregon Nonprofit Corporation, hereinafter referred to as “The Foundation”.

SECTION 2
PURPOSE AND POWERS

2.1 Purpose. The Foundation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (“Code”). The Foundation shall be operated for the limited purpose of supporting financially and otherwise the mission of the Klamath Community College District, a political subdivision of the State of Oregon (hereinafter referred to as “KCC”).

2.2 Powers. Subject to the foregoing purposes and the requirements of Code Section 501(c)(3), The Foundation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.

SECTION 3
DIRECTORS

3.1 Powers. The Board of Directors shall manage the business and affairs of The Foundation and exercise or direct the exercise of all corporate powers.

3.2 Number. The number of Directors may vary between a minimum of five (5) and a maximum of thirty-five (35), the exact number to be fixed from time to time by resolution of the Board of Directors.

3.3 Designated Directors. At least two (2) Directors shall be appointed from the Klamath Community College District Board of Education but at no time shall a majority of the Board of Directors be composed of members of the Klamath Community College Board of Education. Designated Directors will be voting members of the Board.

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3.4 Ex-Officio Members. Ex-Officio nonvoting members of the Board of Directors shall be the President of KCC, the Executive Director of The Foundation, and such others as designated by the President of KCC. These individuals shall specifically not hold the title of “Director”.

3.5 Emeritus. The Board of Directors may name Emeritus Trustee members by majority vote to honor strong commitment to the College and Foundation goals. Emeritus Board members are considered a part of the Board as voting members and may attend Foundation Board meetings and events.

3.6 Associate Member. The Board of Directors may name Associate Directors by majority vote to honor a strong commitment to College and Foundation goals. Associate Board members are considered part of the Board as voting members and may attend Foundation board meetings and events and serve on Foundation planning committees. Associate Members will be reviewed annually.

3.7 Student Member. The Board of Directors may name one current KCC student as a Student Foundation Trustee by majority vote to honor strong commitment to College and Foundation goals. Student Directors are considered a part of the Board as non-voting members and may attend Foundation board meetings and events. Students cannot apply for KCC scholarships. At the end of a student tenure, they may apply for regular Foundation Board membership.

3.8 Restrictions on Membership. No employees of KCC shall be voting members of the Board of Directors.

3.9 Election. Directors shall be elected by a majority vote of the entire Board of Directors at a regular or specially called meeting of the Board of Directors, electronically, or by

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mail vote. The nominating committee shall nominate candidates to the Board of Directors.

3.10 Term. The term of office of each Director shall be three (3) years. Terms shall be staggered, such that approximately the same number of Directors finish their term each year.

Directors appointed to a new previously unfilled position may be appointed to an initial term of less than three years. A Director shall not serve more than four (4) full three (3) year terms.

3.11 Resignation, Removal and Vacancies. Any Director elected by the Board of Directors may be removed by a majority vote of the entire Board of Directors at a regularly scheduled or specially called meeting whenever in the judgment of the Board of Directors such removal would serve the best interests of The Foundation. Any member failing to attend three (3) successive meetings of the Board of Directors shall forfeit membership on the Board of Directors unless excused for cause by the Chairperson of the Board of Directors or a majority of the Board of Directors, a quorum being present. A vacancy in any Director position because of death, resignation, or removal, disqualification or other cause may be filled by a majority vote of the entire Board of Directors for the unexpired portion of that term. Any Director may resign at any time by delivering written notices of resignation to the Chairperson of the Board of Directors or Administrative Assistant. Such resignation shall be effective on receipt unless it is specified therein to be effective at a later time. Acceptance of the resignation shall not be necessary.

3.12 Compensation. Directors shall serve without compensation, but may be reimbursed for actual and reasonable expenses incurred in performing their duties upon approval of a majority of the Board of Directors, a quorum being present.

3.13 Annual Meetings. The annual meeting of the Board of Directors shall be held at a date, time and place determined by the Board of Directors.

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3.14 Regular Meetings. The Board of Directors may from time to time establish monthly or regular meetings of the board, the specific date, time, and place to be determined by the Chair of the Board of Directors.

3.15 Member Expectations. It is expected that Directors will contribute to the Foundation, both in time and monetary contribution, each calendar year of service on the Board.

3.16 Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board of Directors or any two Directors.

3.17 Notice of Meetings. Written notice of the annual meeting of the Board of Directors shall be given at least thirty (30) days before the meeting, written notice of a regular meeting shall be given at least ten (10) days before the meeting, and written or oral notice of a special meeting shall be given at least forty-eight (48) hours before the meeting. The notice shall in each case specify the date, time, and place of the meeting and describe with reasonable particularity the issues to be addressed at the meeting. Notice shall be sufficient if mailed electronically by the required time or if mailed with the U.S. Postal Service not less than five (5) days before the required time. Mailed notices shall be directed to the Director's address shown on the corporate records or to the Director's actual address ascertained by the person giving notice. Electronic mail shall be directed to the Director's electronic mailbox shown on the corporate records or to the Director's electronic mailbox as ascertained by the person giving the notice. Oral notice may be delivered in person or by telephone.

3.18 Waiver of Notice. Whenever any notice is required to be given to any Director, a waiver thereof in writing, signed by the Director entitled to such notice, whether before or after the event specified in the waiver, shall be deemed equivalent to the giving of such notice.

Furthermore, the attendance of a Director at a meeting shall constitute a waiver of notice of such

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meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.19 Action Without a Meeting. Any action that is required or permitted to be taken by the Directors at a meeting may be taken without a meeting if a consent in writing setting forth the action is signed by all the Directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent.

3.20 Meeting by Telephone Conference. The Board of Directors may hold a meeting by telephone conference or other means of communication by which all persons participating in the meeting can hear and/or see each other. Participation in such meeting shall constitute presence in person at the meeting.

3.21 Quorum and Voting. A majority of the number of Directors in office at the time of a meeting of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a different number is required by law, the Articles of Incorporation, or these Bylaws. A minority of the Directors, in the absence of a quorum, may adjourn and reconvene from time to time but may not transact any business.

SECTION 4
OFFICERS

4.1 Designation. The officers of The Foundation shall be the Chair of the Board of Directors, Vice Chair, and Treasurer. The Board of Directors may appoint such other officers and assistant officers as it may deem advisable.

4.2 Qualifications. Each officer must be a Director.

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4.3 Election and Term of Office. Officers of The Foundation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Each such officer shall hold office until a successor is duly elected or until the officer's resignation, death, or removal.

4.4 Resignation. An officer may resign at any time by delivering written notice of resignation to the Chair of the Board of Directors or Administrative Assistant. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time. The Board of Directors may reject any postdated resignation by notice in writing to the resigning officer.

4.5 Removal. The Board of Directors may remove any officer, with or without cause, by the affirmative vote of a majority of the Directors then in office, at any meeting of the Board of Directors. Removal shall be without prejudice to the contract rights if any, of the person removed. The election of an officer shall not of itself create contract rights.

4.6 Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

4.7 Compensation. All officers shall serve without compensation, but may be reimbursed for actual and reasonable expenses incurred in performing their duties upon the approval of the Board of Directors.

4.8 Chair of the Board of Directors. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors. The Chair shall be the principal executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of The Foundation. The Chair may sign all contracts, agreements or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated

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by the Board of Directors or by these bylaws to some other officer or agent of The Foundation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time. Unless otherwise stated by these Bylaws or subsequent resolution of the Board of Directors the Chair shall be a nonvoting ex-officio member of any committee established pursuant to Section 5. The Chair shall, however, be a voting member of the Executive Committee, subject to any limitations imposed by law or resolution of the Board of Directors.

4.9 Vice Chair of the Board of Directors. The Vice Chair of the Board of Directors shall perform such duties as the Board of Directors shall prescribe. In the absence of the Chair, the Chair's duties and powers shall be performed and exercised by the Vice Chair.

4.10 Secretary. Removed to simplify.

4.11 Treasurer. The Treasurer shall be the chief financial and accounting officer of The Foundation and shall supervise and monitor the finances of The Foundation. The Treasurer shall (a) cause to be kept correct and complete records of account showing the financial condition of The Foundation, (b) be legal custodian of all moneys, notes, securities, and other valuables that may come into the possession of The Foundation, (c) cause all funds of The Foundation to be deposited in depositories that the Board of Directors may designate, (d) pay funds out only on the check of The Foundation signed in the manner authorized by the Board of Directors, (e) present to the Board of Directors regular statements of The Foundation's financial position and cash flows, (f) ensure that The Foundation files all necessary tax returns, and (g) maintain the record of all gifts, grants, contributions, gross receipts from admissions, sales of

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merchandise, performance of services, or furnishings of facilities, in an activity that is not an unrelated trade or business, and the sources of all the foregoing funds.

SECTION 5
COMMITTEES

5.1 Creation. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate and appoint such committees as may be deemed appropriate. Standing Committees may include an Executive Committee, Finance Committee and Membership Committee. Except as otherwise provided herein, the Chair of the Board of Directors, with the approval of the Board of Directors shall designate committee members for each committee and the chair of the committee. Except for the Executive Committee, the Chair of the Board of Directors shall serve as an ex-officio nonvoting member of each committee. The Executive director of The Foundation shall serve as a voting member of the Executive Committee.

5.2 Authority. Each committee appointed by the Board of Directors shall have and may exercise such powers and authority as may be conferred by the Board of Directors, but no committee shall in any event have the power or authority to (a) amend, alter, or repeal these bylaws or the Articles of Incorporation, (b) elect, appoint, or remove any Director or officer, (c) approve dissolution or merger or any sale, pledge, or transfer of all or substantially all of The Foundations' assets, or (d) authorize any distribution of the assets of The Foundation. The designation and appointment of any committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual trustee of any responsibility imposed by law. The Board of Directors shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge the Executive Committee and any other committee.

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5.3 Executive Committee. The Executive Committee shall consist of the Chair of the Board of Directors, Vice Chair, and Treasurer. The President of KCC, or his/her designee and the Executive Director of The Foundation may serve as ex-officio nonvoting members. The Chair of the Board of Directors shall act as chair of the committee. Between meetings of the Board of Directors, the Executive Committee shall, subject to such limitations as may be imposed by resolution of the Board of Directors or applicable law, have and exercise all the power and authority of the Board of Directors in the management of The Foundation.

5.4 Finance Committee. The Finance Committee shall consist of such Directors appointed by the Board of Directors. The Finance Committee is chaired by The Foundation Treasurer. The Board of Directors delegates investment authority to the Finance Committee consistent with investment policies adopted by the Board of Directors. The Finance Committee will meet at such times as deemed appropriate by the Chair of the Committee and will make financial reports and report on investment activity to the Directors at regularly scheduled meetings of the Board of Directors.

5.5 Membership Committee. The Membership Committee shall consist of such Directors appointed by the Board of Directors. The Chair of the Board of Directors shall appoint a chair for this committee. The Membership Committee shall propose individuals for membership on the Board of Directors. The Membership Committee shall develop and implement a trustee orientation and recruitment process in consultation with the Chair of the Board of Directors.

5.6 Meetings. Members of committees shall meet at the call of the chairperson at such place as the chairperson shall designate after reasonable notice has been given to each committee member. Each committee shall keep minutes of its proceedings and within a reasonable time thereafter make a written report to the Board of Directors of its actions. Any

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action that may be taken by a committee at a meeting may be taken without a meeting if a consent in writing setting forth the action taken and signed by all members of the committee entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent.

5.7 Quorum. A majority of the members of a committee shall constitute a quorum for the transaction of business at any committee meeting, and any transaction of a committee shall require a majority vote of the quorum present at the meeting.

SECTION 6
INDEMNIFICATION OF DIRECTORS AND OFFICERS

6.1 Generally. The Foundation shall to the fullest extent permitted by law indemnify any person who is or was a Director or officer of The Foundation against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a trustee or officer of The Foundation, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of The Foundation, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorneys' fees, judgments, fines, costs, and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of The Foundation, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was

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unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such Director or officer may be entitled under any statute, bylaw, agreement, or otherwise.

6.2 Actions by or in the Right of The Foundation. In connection with any proceeding brought by or in the right of The Foundation, The Foundation may not indemnify any person who is or was a Director or officer of The Foundation if such person has been adjudged by a court of law to be liable to The Foundation, unless the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all of the circumstances of the case such person is fairly and reasonably entitled to indemnity.

6.3 Self-Interested Transactions. The Foundation may not indemnify any person who is or was a Director or officer of The Foundation in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.

6.4 Determination of the Propriety of Indemnification. The determination that indemnification is proper shall be made by the majority vote of a quorum consisting of the Directors who were not parties to the proceeding or, if such quorum cannot be obtained, by the majority vote of a committee, duly designated by the Board of Directors, consisting of at least two Directors who were not parties to the proceeding. If there are not two Directors who were not parties to the proceeding, the full Board of Directors shall select special legal counsel to determine whether indemnification is proper.

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6.5 Evaluation of Expenses. An evaluation as to the reasonableness of expenses shall be made by the majority vote of a quorum consisting of Directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Board of Directors, consisting of at least two Directors who were not parties to the proceeding. If there are not two Directors who were not parties to the proceeding, the full Board of Directors, including Directors who were parties to the proceeding, shall evaluate the reasonableness of expenses.

6.6 Notice to the Attorney General. A Director or officer shall not be indemnified by The Foundation until twenty (20) days after the effective date of written notice to the Attorney General of the proposed indemnification.

6.7 Advance of Expenses. Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this section may be advanced by The Foundation prior to the final disposition of such proceeding if (a) the trustee or officer provides written affirmation to The Foundation of such person's good faith belief that such person satisfies the criteria for indemnification, and (b) the trustee or officer gives The Foundation a written undertaking to repay the advanced amount if it is ultimately determined that the trustee or officer is not entitled to indemnification under this article. The undertaking shall be a general obligation of the trustee or officer, but need not be secured and may be accepted by the Board of Directors without reference to the trustee's or officer's financial ability to make repayment.

6.8 Insurance. The Board of Directors shall have the power to purchase insurance on behalf of any individual who is or was an officer or trustee of The Foundation against liability asserted against or incurred by such individual arising out of such individual's status as a trustee or officer of The Foundation, whether or not The Foundation would have the power to indemnify

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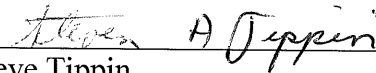
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such individual against liability under the provisions of this article.

SECTION 7
AMENDMENT

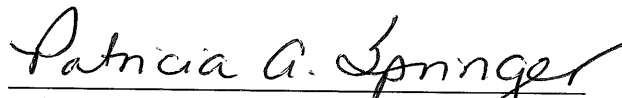
The Board of Directors may amend or repeal these Bylaws or adopt new Bylaws by the affirmative vote of a majority of all Directors then in office, at any meeting of the Board of Directors. The meeting notice shall include the full text of the proposed amendment and be delivered to each trustee at least thirty (30) days prior to the meeting.

These Bylaws were amended by the Board of Directors of the Klamath Community College Foundation, Inc. by a vote of all Directors the 17th day of August, 2020 With the adoption of these Bylaws, all Bylaws adopted previously are repealed.



Steve Tippin
Chair of the Board of Directors

Attest:



Administrative Assistant, Board of Directors

