

AMENDED AND RESTATED BYLAWS
Nashville State Community College Foundation
(“Foundation”)
Nashville, Davidson County, Tennessee

ARTICLE I
Board of Trustees

Section 1. The corporate powers of this Foundation shall be exercised by a Board of Trustees. Its purpose and responsibilities are to solicit, accept, and administer all gifts and activities that further the mission of the Nashville State Technical Community College (College) as described in the Foundation Charter.

Section 2. Trustees shall be nominated and elected for a three-year term at each Annual Board meeting. In the event of a vacancy, persons may be nominated by the Nominating Committee and elected to board membership during a Board of Trustees meeting. The Affirmative vote of a quorum of the Board shall elect a Trustee.

Section 3. Trustees shall be divided into three (3) classes of three (3) year terms of office each. A class of trustees shall expire at each Annual meeting. A trustee may be nominated and reelected by the Board of Trustees for additional terms.

Section 4. The entire membership of the Board of Trustees shall not be less than eighteen (18) voting Trustees.

Section 5. The Board of Trustees shall include a minimum of three (3) ex-officio members: the President of the College, the primary development officer of the College and the Development Coordinator of the Foundation. Each ex-officio member of the board indicated in this section shall serve during his/her term of employment. The Board shall be operated on a calendar fiscal year, except that the accounting year shall be the same fiscal year as the College, currently July 1 through June 30.

Section 6. The vacancies in board membership may be filled at any time with new members nominated and voted on at the next board meeting as noted in Section 2 of this article. A vacancy will be presumed at any time Board membership falls below forty (40) Trustees. If a Trustee is elected to fill a vacancy, his term shall begin immediately, and his Class shall begin with the next calendar year.

Section 7. It shall be the function of the Board of Trustees to formulate and promote Foundation programs as described in the Charter and these Bylaws, including a program of solicitation of gifts, grants and bequests for the Foundation.

ARTICLE II
Officers

Section 1. The Officers of the Foundation Board of Trustees shall be a Chair, a Chair-Elect, a Secretary and a Treasurer. These officers shall perform the duties prescribed by the Board of Trustees and the parliamentary authority adopted by the Board.

Section 2. All officers of the Board, except the Secretary, who shall be the primary development officer of the College, shall be elected by the Board of Trustees to serve a two (2) year term or

until their successors are elected. The term of office shall begin at close of the annual board meeting at which they are elected, or upon election in the case of a vacated office.

Section 3. No member of the Board of Trustees shall hold more than one (1) office at a time, and no member, except an ex-officio member, shall be eligible to serve more than two (2) consecutive terms in the same office.

Section 4. Any officer, except the Secretary, may be removed by the affirmative vote of a quorum of the Board of Trustees whenever, in the Board's judgment, the best interests of the Foundation will be served.

Section 5. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 6. The duties of the Chair shall be:

- a. To preside at all meetings of the Board. He/she shall enforce the rules and Bylaws of the Foundation, and shall serve as ex-officio member of all committees and sub-committees.
- b. To have general oversight and care of the Foundation, and other duties incidental to this office, subject to control of the Board.
- c. To perform any and all other duties incidental to this office.

Section 7. The Chair-Elect shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and such other duties as may be assigned to the office.

Section 8. The duties of the Secretary shall be:

- a. To attend all meetings of the Board, and to keep the minutes of these proceedings.
- b. To attend to the giving and serving of all notices of the Foundation.
- c. To attest to the execution of all the authorized instruments.
- d. To have charge and custody of the minute books and papers of the Foundation as the Board may direct.
- e. To serve as Parliamentarian.
- f. To perform all such other and usual duties as is required and as may be directed by the Board.

Section 9. The duties of the Treasurer shall be to oversee:

- a. All Foundation funds and securities.
- b. Budgeted, routine disbursements (funds) of the Foundation and disbursements of other Foundation funds as directed by the Executive Committee.
- c. Maintenance of a full and accurate account of all receipts and disbursements in a set of well-bound books belonging to the Foundation.
- d. Deposits of all funds and other valuable effects of the Foundation in such depository or depositories as may be designated by the Board of Trustees governed by TEA 35-10-101 et seq.
- e. The rendering to the Executive Committee, the President of the College, and to each Trustee, of monthly and/or whenever requested, Foundation financial statements, including an accounting of all monetary transactions.
- f. Maintenance of financial records of the Foundation.
- g. That audits of the Foundation are performed by the Comptroller of the Treasury of the State of Tennessee.

ARTICLE III
Meetings

Section 1. The annual meeting and three additional meetings of the Board of Trustees shall be held at a time and place to be specified each year by the Executive Committee. The purpose of the meetings shall be to receive reports of the officers and committees of the Board and to act on any other business that may arise.

Section 2. Special meetings of the Board of Trustees may be held upon call of the Chair. Notice of the time and place of all special meetings of the Board shall be given to the Trustees at least seven (7) days before the day of such meetings.

Section 3. One-third (1/3) of the voting membership of the Board of Trustees shall constitute a quorum.

ARTICLE IV
Executive Committee

Section 1. An Executive Committee of the Foundation shall consist of the officers plus at least three trustees appointed by the Chair. The President and the primary development officer of the College shall serve as ex-officio members of the Executive Committee.

Section 2. The Chair of the Board of Trustees shall serve as the Chair of the Executive Committee.

Section 3. The Executive Committee shall be empowered to carry on the business of the Board of Trustees in the name of the Board with all its powers and authority and with all action(s) taken being reported at the Board of Trustees' next meeting.

Section 4. Unless otherwise ordered by the Board of Trustees, the committee meets quarterly, at least seven (7) days prior to the regularly scheduled Board meetings. Special meetings may be called at the request of the Chair and/or upon the request of three (3) members of the Executive Committee.

Section 5. A majority of the Executive Committee shall constitute a quorum.

ARTICLE V
Committees

Section 1. The Chair of the Executive Committee shall appoint the Chairs of each standing committee. The Chair of each standing committee shall appoint the members of such committee, in consultation with the Executive Committee Chair. Each committee is expected to meet regularly and at least prior to any board meeting. The President and the primary development officer of the College, and the Chair of the Executive Committee shall be ex-officio members of all committees that may be formed by the Foundation. Non-board members shall not serve as Chairs or constitute a majority of committee members.

Section 2. A Development Committee shall be responsible for planning a program of public relations and fund-raising to support the stated purpose of the Foundation. The primary development officer of the College shall be a voting member of this committee.

Section 3. An Allocation Committee shall be responsible for working closely with the College to develop criteria for the recipients of the grants and awards made available by the Foundation.

All special requests for funding programs and activities must be submitted in writing four (4) weeks prior to the next board meeting.

Section 4. A Finance Committee shall be responsible for the review and acceptance of gifts, and for the prudent investment of any and all funds held by the Foundation, except for those funds specifically allocated to the Endowment Fund of the Nashville State Community College Foundation. The Treasurer of the Foundation shall be a member of this committee. This committee must consist of at least a Chair and three (3) other members.

Section 5. A Nominating Committee shall be responsible for submitting nominees for Trustee in sufficient numbers to keep the Board at full strength, and shall be responsible for submitting sufficient nominations for officers to keep all offices filled. Nominations shall be submitted to the Board of Trustees prior to meetings in which the Board may vote on membership and officers.

Section 6. An Endowment Committee shall manage funds as dictated by the charter of the Endowment Fund of the Nashville State Community College Foundation as accepted by the Foundation on December 15, 1999, with amendments thereto.

Section 7. Such other committees shall be appointed by the Chair of the Executive Committee from time to time as deemed necessary to carry on the work of the Foundation.

ARTICLE VI Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Foundation Board of Trustees may adopt.

ARTICLE VII Amendment of Bylaws

These bylaws and the charter of the Endowment Fund of the Nashville State Community College Foundation can be amended at any meeting of the Board of Trustees by an affirmative vote by a majority of the Trustees in office at the time the amendment is adopted. The proposed amendment shall have been mailed to each member of the Board at least seven (7) days before the meeting at which such action is to be taken.