

Note: This is the most updated bylaws
and have been signed and notarized as
of 08/08/2024.

AMENDED BYLAWS
OF
SALT LAKE COMMUNITY COLLEGE FOUNDATION
A Nonprofit Corporation

ARTICLE I
Name, Seal, and Offices

- A. Name The name of the corporation is SALT LAKE COMMUNITY COLLEGE FOUNDATION, hereinafter referred to as the "Foundation."
- B. The Foundation is a Utah non-profit corporation operated for the sole benefit of Salt Lake Community College, hereinafter referred to as "SLCC."
- C. Seal The seal of the Foundation shall be in a form determined by the Foundation Board and may be changed from time to time at the pleasure of Executive Committee but shall always include the words "SALT LAKE COMMUNITY COLLEGE FOUNDATION" or "SLCC FOUNDATION."
- D. Offices The principal office of the Foundation shall be at 4600 South Redwood Road, Salt Lake City, Utah. The Foundation may relocate such principal offices as the Board Members may from time to time determine.
- E. The fiscal year for the Foundation shall begin the first day of the month of July and end the last day of the month of June each year.

ARTICLE II
Foundation Board

- A. The Foundation Board shall consist of not less than nine (9) nor more than twenty (20) Trustees, selected in the manner referred to in these Bylaws.
- B. Manner of Selection
 - 1. New Board Members: Nominations will be made by the Board Development Committee to the Executive Committee for its approval and recommendation to

the Board. A majority vote of the Board in favor of a candidate will be required for its approval.

2. Vacated Board seats shall be filled by the same process as new Board Members, provided such replacement Board Member shall serve the remaining unexpired term of the vacated seat.
3. The Executive Director of Development of Salt Lake Community College shall serve as an ex-officio non-voting member of the board.
4. The Foundation Board is authorized to fill vacancies or to add members to the Board to the maximum of twenty (20) at the annual meeting of the Foundation Board or at any regular meeting or special meeting called by the Executive Committee of the Board.
5. The Foundation Board shall at all times include at least one (1) member of the Salt Lake Community College Board of Trustees.

C. Term: Members shall serve for a term of three (3) years and may be appointed to one (1) subsequent term upon majority approval of the Board. All members shall serve until the expiration of their respective terms and/or until their respective successors are appointed and qualified.

D. A Foundation Board Member may be removed from office at any time by a majority vote of the Board. Reasons for removal for behavior unbecoming of a Board Member to include but not be limited to:

1. Does not fulfill a commitment upon which the appointment was approved;
2. Is convicted of a felony;
3. Engages or has engaged in conduct in which continued association with the Foundation Board Member risks damaging the reputation of the Foundation or is contrary to the Foundation's best interests.

E. If any vacancy on the Foundation Board exists by reason of death, resignation, removal, or otherwise, a successor or member shall be named in accordance with Article II, B:

F. Resignation: Any member may resign at any time by giving written notice of such resignation to the Executive Committee.

G. Foundation Board Emeriti:

1. The Board may appoint any Member whose term has ended as a Foundation Board Emeriti.
2. The role of a Foundation Board Emeriti will be ad hoc and dependent on the former Board Member's skills and the Foundation's needs. Examples of roles that Board Emeriti may hold include:
 - i. Service as a philanthropic champion for the Foundation;
 - ii. Service as a member on Board committees; or
 - iii. Providing counsel to the Executive Director and/or Board Members.
3. Appointment process:
 - i. A Foundation Board Emeriti may be nominated at any time by a current Board Member; and
 - ii. Nominations, which must include the nominee's proposed role, shall be presented in advance to the entire Board and a vote will be held at the subsequent Board meeting.
4. Foundation Board Emeriti will not be eligible to vote on any matter before the Board.
5. Duration of Emeriti Status:
 - i. Once awarded, emeriti status continues in perpetuity unless the recipient either request to have their emeritus status rescinded or the Foundation Board votes to revoke the emeriti status for reasons outlined in section D.3, above:
 1. Does not fulfill a commitment upon which the appointment was approved;
 2. Is convicted of a felony;
 3. Engages or has engaged in conduct in which continued association with the Foundation Board Emeriti risks damaging the reputation of the Foundation or is contrary to the Foundation's best interests.

ARTICLE III

Meetings of the Foundation Board

- A. The annual meeting of the Foundation Board shall be held in a month determined by a majority vote of the Foundation Board. The day, hour, and place of such meeting will be determined by the Chair. At the annual meeting or regular meeting, members may be elected and such other business as may be brought before the Board may be transacted. New Officers will begin their term on the July 1st following their respective election.
- B. Special meetings of the Foundation Board may be held at a time and place called by the Foundation Chair.
- C. Eight (8) members of the Board shall constitute a quorum at any meeting of the Foundation Board, and all questions shall be determined by a majority vote.
- D. Notice of each meeting, annual or special, shall be sent via pre-paid mail or electronic mail by the Executive Director to each member not less than five (5) days preceding any such meeting. In the event of a special meeting, such notice shall briefly list the agenda. The Board may waive this notice requirement by a majority vote of all members of the Foundation Board, and any Board action at such meeting shall have full effect.
- E. A member shall attend three (3) regularly scheduled meetings in a calendar year to remain in good standing. Failure to attend at least three (3) regularly scheduled meetings without being excused by the Board Chair shall constitute a resignation from the Board. Such vacancies shall be filled by the nomination and election process outlined in Article II and Article III.

ARTICLE IV

Executive Committee

- A. The Executive Committee of the Board shall consist of the following:
 - 1. The Chair of the Foundation Board, who shall serve as chair of the Executive Committee;
 - 2. Vice Chair of the Foundation Board;
 - 3. One or more past chair(s) of the Foundation Board;

4. The Foundation Board Member serving as the SLCC Board of Trustee Liaison
 5. Up to three (3) other members nominated by the Executive Committee and appointed by the Foundation Board at the annual meeting, representing the Board Development Committee, the Finance committee, or any other standing committee as appointed by the Foundation Board;
 6. The President of SLCC (or his/her designee), as an ex-officio non-voting member of the Board; and
 7. The Executive Director of the Foundation, as an ex-officio non-voting member of the Board.
- B. The presence of three (3) members shall constitute a quorum of the Executive committee and the affirmative vote of three (3) members shall be necessary for the adoption of any resolution.
- C. The Executive Committee shall meet at the call of the Chair and minutes shall be kept under the direction of the Executive Director in the records of the foundation. Resolutions taken shall be reported to the next meeting of the Foundation Board for approval.
1. Notice of any such meeting shall be given by pre-paid mail, telephone, text, or electronic mail sent to each member at their last known address at least two (2) days prior to such meeting.
- D. The Executive Committee shall have all powers and authority of the Board when the Board is not in session, subject only to such restrictions or limitations as the Foundation Board may from time to time specify. Such authority shall not include the power to alter, amend, or repeal Bylaws or to appoint Foundation Board Members.
1. A member of the Executive Committee may be removed at any time by a majority vote of all members of the Foundation Board. If any vacancy on the Executive Committee exists by reason of death, resignation, removal, or otherwise, the Chair of the Foundation Board shall appoint a successor member to serve until the next annual meeting of the Foundation Board.

- E. The Executive Committee may establish certain committees to develop, provide direction, and oversee various specific activities of the Foundation. These committees will be appointed by the Chair of the Foundation.

ARTICLE V

Officers

- A. The Officers of the Foundation shall consist of a Chair, one (1) or more Vice-Chairs, the Chair of the Finance Committee, and other Officers, as may from time to time be provided for by resolution of the Board. Officers will be elected by a majority of the Board at the annual meeting. The Executive Committee shall nominate members for all offices, and members may make nominations from the floor. Officers shall serve for three (3) years and/or until their successor has been elected. Officers may be elected to a subsequent term or terms, or to serve in some other office. Time served as an Officer shall not be counted as time served as a Member. Upon leaving office, a Member's term on the Board shall resume at the same point as when the Officer's term commenced.
- B. An Officer may be removed from office at any time by a majority vote of all Members. Any Officer vacancy occasioned by death, resignation, removal, or other cause shall be filled by the Executive Committee to serve until the next meeting of the Foundation Board.
- C. The Chair shall be the Chief Executive Officer of the Foundation. They shall preside at all meetings of the Board and the Executive Committee. The Chair shall retain the right to vote on all questions properly coming before the Board and the Executive Committee on which they would be entitled to vote if they were not the presiding officer of such bodies. They shall supervise the affairs of the Foundation, and perform such duties customarily incident to the Office or required by the Board or the Executive Committee.
- D. The Vice Chair shall perform the duties of the Chair in the event of the Chair's absence or disability. They shall perform such other duties as are required by the Board or the Executive Committee. The Board may elect additional Vice Chairs and prescribe their duties.

- E. The Executive Director shall give notice of any meeting of the Board or Executive Committee, keep the seal of the Foundation, if any, keep an accurate list of the Members, and certify any records, minutes, or copies of the same. The Executive Director will also supervise the day-to-day operations and activities of the Foundation, under the general direction of the Chair, subject to the control of the Board. They shall perform such other duties as requested by the Chair, Board, or the Executive Committee.
- F. The Finance Committee shall oversee the finances of the Foundation and report the financial condition of the Foundation to the Chair, the Members, and the Executive Committee, as requested. They shall perform other duties as requested by the Board or the Executive Committee. The property, funds, books, and other records in the possession of the College and the College-appointed Foundation Accountant shall at all times be subject to the inspection, supervision, and control of the Board or the Executive Committee. The Foundation will engage, fund, and present to the Board an annual audit of the Foundation's finances as conducted by an accredited, independent accounting firm.
- G. Other officers may be appointed by the Board, including, but not limited to, a Treasurer and a Secretary. The Board may appoint any Member to replace an Officer who is absent, unable, or refuses to perform their duties.

ARTICLE VI

Indemnification of Members and Officers

- A. Every Member or Officer shall be indemnified and held harmless by the Foundation from and against all costs and expenses which may be imposed upon or reasonably incurred in connection with or arising out of any claim, action, suit, or proceeding in which they may be involved by reason of being or having been a Member or Officer of the Foundation. Such indemnification will apply whether or not they continue to be a Member or Officer at the time such costs and expenses are imposed or incurred. The term "costs and expenses" shall include, but not be limited to, attorney's fees, judgments against, and amounts paid in settlement by or on behalf of any Member or Officer, other than

amounts paid to the Foundation itself; provided, however, that no such Member or Officer shall be so indemnified:

1. With respect to any matter as to which such Member or Officer shall be finally adjudged liable for actual misconduct in the performance of their duties as a member or officer; or
2. In the event of a settlement of any such claim, action, suit, or proceeding, unless (a) such settlement shall, with the knowledge of the jurisdiction of such action, suit, or proceedings; or (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the Board, to the effect that there is such Member or Officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit, or proceeding to a final conclusion.
3. The foregoing rights of indemnification shall not be exclusive of other rights to which any such officer or member may be entitled as a matter of law.

ARTICLE VII

Amendments

- A. The Board may make, alter, amend, or repeal the Bylaws of the Foundation by affirmative vote of a majority of the Board. Any such action must be proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law.

ARTICLE VIII

Exempt Activities

- A. Notwithstanding any other provision of these Bylaws, no Executive Board Member, 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 and its regulations as they now exist or as they may hereafter be amended, or by an organization

contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

This is to certify that this is a true and correct copy of the Bylaws of the Salt Lake Community College Foundation as amended this day of August 2024.

SALT LAKE COMMUNITY COLLEGE FOUNDATION

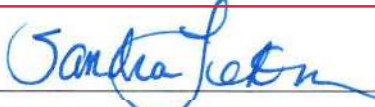
By: 
Kevin Potts, Chair

Acknowledgment

State of Utah)

County of Salt Lake) §

On this 8th day of August, in the year of 2024, before me, Sandra Lehman a notary public, personally appeared Kevin Potts, proved on the basis of satisfactory evidence to be the person whose is subscribed to this instrument, and acknowledged he executed the same.


Notary Signature

(seal)

