

BYLAWS
OF
FACULTY ASSOCIATION AT MARICOPA COMMUNITY COLLEGES CHARITIES
FOUNDATION

August 28, 2007

(REVISED April 21, 2015)

ARTICLE I: PURPOSES

This Corporation is formed to be the charitable branch of the Maricopa Community College Faculty Association to support Maricopa Community College students. The general nature of the business to be transacted shall be to receive funds and property, to invest and reinvest the same, and to disburse and distribute the same as voluntary, gratuitous and charitable gifts and contributions to provide support for educational awareness and assistance including, but not limited to, scholarships for anyone interested in pursuing higher educational opportunities. The selection of the recipients of such gifts and contributions and the determination of the amount thereof, shall rest in the absolute discretion of the Board of Directors.

The Corporation may distribute funds and financially support activities that the Board of Directors believes will help anyone interested in pursuing higher educational opportunities achieve the goal of obtaining a higher education. In furtherance of the foregoing purposes, the Corporation shall have and exercise any, all and every power which a nonprofit Corporation organized under the provisions of the State of Arizona for charitable purposes could be authorized to exercise, but not any other power. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes as set forth herein. No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE II: BOARD OF DIRECTORS

Section A. Membership

The property, business and affairs of this Corporation shall be managed by its Board of Directors, which shall consist of no less than seven (7) and no more than nine (9) members.

The Officers of the Corporation shall consist of a President, Vice President, Treasurer, and Secretary. Selection of these Officers will occur as described in Article IV and Article V of these Bylaws.

Section B. Eligibility

Eligibility to serve on the Board of Directors will be as follows:

1. All candidates shall be of legal age.

Section C. Term of Office

Members of the Board of Directors shall be elected for two (2) year staggered terms, with approximately one-half of the Board elected each year as described in Article V of these Bylaws.

Section D. Removal

Any member of the Board of Directors may be removed at any meeting of the Board by majority vote whenever they judge the business interests of the Corporation will be served thereby. The Board of Directors shall have power to fill any vacancies in the Board occurring from whatever reason as described in Article V of these Bylaws.

ARTICLE III: MEETINGS

Section A. Regular Meetings

Regular meetings of the Board of Directors shall be held at such a time and place as determined by the Board of Directors and until further notice, regular meetings shall be held monthly.

Section B. Special Meetings

Special meetings may be held at any time upon the call of the President or Vice President or of not less than a majority of the Directors then in office.

Section C. Quorum

Over fifty percent (50%) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum is obtained.

Section D. Notice of Meetings

Written notice of the time and place, and in the case of special meetings, the purpose, of every meeting of the Board of Directors shall be sent, mailed or emailed to each member of the Board not less than seven (7) days before the meeting. Meetings may be held at any time without notice if all members of the Board are present or if those not present waive notice of the time, place and purpose of such meeting by email, other writing either before or after the holding thereof.

ARTICLE IV: OFFICERS

Section A. Officers

The Officers of the Board of Directors will be President, Vice President, Secretary and Treasurer.

Section B. Duties of the Officers

Duties of the Officers of the Board of Directors shall include, but not be limited to, the following:

1. The President will:
 - a. Preside over Board of Directors meetings.
 - b. Create and distribute the agendas, in consultation with the Officers, for all meetings of the Board of Directors.
 - c. Regularly report to Faculty Executive Council on the activities of the Faculty Foundation.
 - d. Appoint committees to maintain the efficient operation of the Corporation.
 - e. Other duties as needed.
2. The Vice President will:
 - a. Preside over Board of Directors meetings when the President is absent.
 - b. Assume the duties and office of the President for the remainder of the term if that office should for any reason become vacant.
 - c. Other duties as assigned.
3. The Secretary will:
 - a. Maintain Board meeting minutes.
 - b. Other duties as assigned.
4. The Treasurer will:
 - a. Produce and distribute monthly financial reports.
 - b. Maintain financial records.
 - c. Coordinate financial records and accounts with CPA.

d. Other duties as assigned.

Section C. Term of Office

The term of office of all Officers shall be one year or until their respective successors are elected. Any Officer may be removed at any meeting of the Board of Directors by majority vote whenever they judge the business interests of the Corporation will be served thereby. The Board of Directors shall have power to fill any vacancies in any offices occurring from whatever reason as described in Article V of the Bylaws.

ARTICLE V: ELECTIONS

Section A. Election Committee

The Election Committee will be as described in Article VI of the Bylaws.

Section B. Election Process

1. The Election Committee shall issue a call for candidates prior to the end of September.
2. The Election Committee shall deliver the names of qualified candidates to the Board of Directors and the Faculty Association President at the first meeting in October. In the event there are no qualified candidates, the deadline for nomination may be extended by a vote of the Board of Directors. If an extension is approved, the Election Committee shall deliver the names of qualified candidates at the next Board of Directors meeting and inform the Faculty Association President.
3. In November, the Board of Directors shall elect members of the Board.
 - a. The Election Committee shall prepare a written ballot bearing the names of all qualified candidates, oversee a secret-ballot process by the Board of Directors, and tally the results. Results of the election shall be reported immediately to the Board.
 - b. The candidate receiving the most votes shall be elected.
 - c. In the event of a tie, a run-off vote shall be held immediately between the candidates who tied for the most votes in the initial vote.
 - d. In the event of a tie in the run-off vote, the President of the Board shall cast the deciding vote.

Section C. Election of the Board Directors

1. Members of the Board of Directors shall be elected no later than the final November meeting. The Faculty Executive Council will ratify elected members of the Board of Directors

no later than the final December meeting of the Faculty Executive Council (unless an extension to the timeline is necessary).

2. In the event the Faculty Executive Council does not ratify the election results, a meeting will be convened within fourteen (14) days between the Faculty Association President and the Faculty Foundation President to:

- a. Discuss the FEC's rationale for not ratifying the election results
- b. Discuss the best way to proceed in the best interests of both organizations.
- c. Report back to their respective organizations options for resolving the issue.
- d. Implement a resolution within thirty (30) days from the date a solution is mutually agreed upon.

Section D. Selection of Officers

The Board of Directors will annually select the President, Vice President, Treasurer and Secretary from their number at the first meeting in January. The Board may also appoint such other officers and agents as they may deem necessary for the transaction of the business of the Corporation.

Section E. Vacancies

Whenever vacancies occur within the Board of Directors by reason of death, resignation, removal from office, increase in the number of directors, or otherwise, it shall be filled by the majority votes of the Board of Directors. The term of office shall be until the next regular election.

ARTICLE VI: COMMITTEES

Section A. Election Committee

In September of each year, the current President of the Board of Directors shall seat an Election Committee composed of a minimum of three (3) members of the current Board of Directors, none of whom may be candidates, to identify candidates for vacancies in the Board of Directors.

The Chair of the Election Committee will be selected by the members of the Election Committee. The Election Committee will run the election as described in Article V of these Bylaws.

Section B. Academic Scholarship Committee

This committee will establish criteria, develop and review applications for the Academic Scholarship, and select and award scholarship recipients. Committee membership will be determined by consensus of the Board.

Section C. Events Committee

This committee will develop, promote, and coordinate events. Committee membership to be determined by consensus of the Board.

ARTICLE VII: FISCAL MATTERS

Section A. Fiscal Year

The fiscal year of the Corporation shall commence on January 1, and end on December 31.

Section B. General Powers As To Negotiable Paper

The Board of Directors may, from time to time, prescribe the manner of the making, signature or endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents who shall, from time to time, be authorized to make, sign or endorse the same on behalf of the Corporation.

ARTICLE VIII: DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE IX: INDEMNIFICATION

Section A. Indemnification of Officers, Directors, Employees, and Agents

The Corporation shall indemnify any and all of its existing and former directors, officers, employees, and agents against all claims and expenses to the full extent allowed under A.R.S. Section 10-1005 (B) or other relevant provisions of law.

Section B. Maintenance of Insurance

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation against any liability

asserted against such person and incurred in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify against such liability under the provisions of this Article.

ARTICLE X: AFFILIATED TRANSACTIONS

No contract or transaction between the Corporation and one or more of its officers, directors or between the Corporation and any other person or entity in which one or more of its officers, directors or close relative of an officer or director has a beneficial interest shall be void or voidable solely for that reason, if:

- a. The material facts as to the relationship or interest and the contract or transaction are disclosed to the Board, and the Board, in good faith, authorizes the contract or transaction by a majority of the disinterested Directors; and
- b. The Director with an interest in the transaction refrains from participation in the discussions or decision regarding the matter.

Any question about the existence of a conflict of interest shall be resolved by a vote of the Board, excluding the Director who has a potential interest in the transaction.

Directors shall annually submit to the President for review by the Board a statement of association with any outside entity or organization which has entered into any contract or transaction with the Corporation or any beneficial interest of the Director in any such contract or transaction.

ARTICLE XI: AMENDMENTS

Section A. Amendments

The Bylaws of the Corporation may be amended, added to or repealed or other new Bylaws may be adopted in lieu thereof as described herein. At the request of either the Faculty Executive Council or the Maricopa Community Colleges Faculty Foundation, an ad hoc group composed of an equal number of members of both bodies will meet to discuss any revisions to the Bylaws until an agreement is reached. Members of the ad hoc group will be appointed as appropriate by each respective body. Adoption of Bylaws requires a separate majority vote of both the Board of Directors and the Faculty Executive Council.