



Southern Regional Technical College Foundation, Inc. Bylaws
A Non-Profit Organization

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Article One

PURPOSE AND POWERS

The purpose of the corporation is to promote the cause of higher education, to expand educational opportunities, to acquire real estate and to acquire and administer funds, which shall be devoted to this purpose. The corporation shall further create scholarships and endowments, assist in the financing of capital improvements, promote programs for the development of Southern Regional Technical College or its successor, and to further do any and all things which the trustees of the corporation may deem in the best interest of Southern Regional Technical College, subject to the approval of the college's president in accordance with the policies of the Southern Regional Technical College's Board of Directors. The corporation shall have the power and authority to accept gifts and contributions or other associations, whether made by will or otherwise, provided that the object specified by the testator or donor is within the purpose of the corporation. The corporation will have such other purpose and powers as may be stated in its articles of incorporation and such powers as are now or may be granted thereafter by law.

Article Two

OFFICES

The location of the initial registered office of this corporation is U.S. Highway 19 South, Building A, Thomasville, Georgia. A registered office will be continuously maintained in the State of Georgia for the duration of this corporation. The Board of Trustees may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Secretary of State.

Article Three

MEMBERSHIP

3.1 All powers of the corporation shall be held by the Board of Trustees.

Article Four

BOARD OF TRUSTEES

4.1 Duties and powers. The Board of Trustees is vested with the management of the business and affairs of the corporation subject to law, the articles of incorporation and these bylaws. The Board of Trustees shall have the authority to receive on behalf of the corporation any contributions to the corporation and to authorize expenditure of such funds to any source or fund, which shall comply with the purpose, and objectives of the corporation.

An effective Foundation Board is vital to the success of advancement efforts. The responsibilities of each Trustee can be summarized as follows:

1. To be **advisors** to the chief executive officer and the governing board.
2. To be **ambassadors** to the community.
3. To be **friend-raisers** for the organization.
4. To be **examples** by personally investing money and time in the Foundation.
5. To be **fundraisers** from private and public sources.
6. To **consistently attend** scheduled meetings.
7. To **support and actively participate** in fund raising events.

In addition, the Board of Trustees shall assist in establishing the college's strategic plan for resource development, provide leadership for the advancement function; ensure the Foundation Board is composed of dedicated men and women capable of fulfilling their Trustee responsibilities, and ascertain the effectiveness of the advancement activities on an annual basis.

As a show of their personal support to the goals and objectives of the Foundation, all Trustees are required to financially contribute to the mission of the Foundation. Trustees may elect to make a personal contribution of at least \$2,500 annually or they may secure donations totaling a minimum of \$2,500 from outside sources and donors to meet this requirement.

4.2 Numbers. The Board of Trustees shall consist of not less than ten (10) nor more than thirty (30) members, the precise number to be fixed from time to time by resolution of the Board of Trustees. The members shall consist of equal representation from Colquitt, Grady, Mitchell, Thomas, Tift, Turner, and Worth counties with 50 percent being made up from Colquitt, Grady, Thomas, and Tift. All Trustees shall be elected by the initial Trustees and shall serve for a term expiring with the third (3rd) annual meeting of Trustees following their election and until their successors have been elected and have qualified. Upon the end of the Trustee's three-year term, the nominating committee shall recommend to the Board of Trustees; (a) that the trustee(s) in consideration remain on the board or, (b) a new member(s) be selected to fill the vacancy. The number of Trustees may vary from time to time between a minimum of ten (10) to a maximum of thirty (30) as may be determined by the members of the corporation.

No more than twenty-five (25%) percent of the members of the Board of Trustees shall be comprised of staff members or employees of Southern Regional Technical College. The President of Southern Regional Technical College shall not serve as a voting member of the Board of Trustees. The Vice President of Institutional Advancement of Southern Regional Technical College shall serve as an ex-officio member of the Board of Trustees.

4.3 Vacancies. Any vacancies in membership of the Board of Trustees by reason of death, resignation, or otherwise, shall be filled by the majority vote of the remaining members of the Board and the person elected shall serve for the unexpired term. Any vacancy may be filled by the vote of the Trustees at an annual meeting or a special meeting called for that purpose.

Any Trustee may be removed at any time by the affirmative vote of a majority of the members of the Board of Trustees for excessive absences or wrongful conduct.

Any Trustee may resign by tendering a resignation to the Foundation at its principal office and the resignation shall become effective at the time specified therein.

4.4 Emeritus Members. Any Trustee who has served as a Foundation member shall upon retirement, voluntary resignation or withdrawal for any reason, other than removal for cause may be elected as a member emeritus of the Foundation. Any such emeritus member shall be qualified for reelection as a member of the Board of Trustees and service of an emeritus member shall be suspended during any such period of active service as a member of the Foundation Board of Trustees. The attendance of an emeritus member at an annual, regular or special meeting of the Foundation shall not be counted or considered in determining whether a quorum is present nor shall any such emeritus member have the right to vote or otherwise have any formal or affirmative rights as far as the Foundation is concerned. An emeritus member shall be entitled to participate in discussions of business and to express their views but shall have no further rights or responsibilities. An emeritus member shall be entitled to receive notice of all meetings and have the right to attend, but failure to give such notice thereof shall in no way detract from or bring question to the validity or legality of convening a meeting.

Article Five

MEETINGS OF THE BOARD OF TRUSTEES

5.1 Annual Meeting. The Board of Trustees will have an annual meeting for the purpose of election of officers and for the transaction of such business of the Foundation as may be appropriate. The Board shall establish the date, place and time of the annual meeting and notice thereof shall be given to the members at least ten (10) days prior to such meetings.

5.2 Regular Meetings. The Board of Trustees shall meet at least quarterly based on an annually established calendar. The Board shall establish the date, place, and time of such meeting and notice thereof shall be given to the Board in writing at least ten (10) days prior to such meeting date.

5.2A Regular Meeting Attendance. Foundation Trustees are expected to attend all quarterly meetings of the Southern Regional Technical College Foundation Board. However, if a Trustee is unable to attend a quarterly meeting, the Trustee may “make-up” that missed meeting in one of two (2) ways described here:

- By attending the next regularly scheduled quarterly meeting of the Executive Committee after the missed quarterly meeting.
- By attending a College event, such as graduation, President’s Reception, or Foundation function.

In either or both cases, the make-up must be officially recorded by Vice President of Institutional Advancement of Southern Regional Technical College and communicated in writing to the Executive Committee.

If a Foundation Trustee is absent from two (2) consecutive quarterly meetings for which no qualifying make-up meetings have been recorded, that Trustee immediately assumes inactive status. The Chairman of the Board would notify the Trustee of the change in status. Within a period not to exceed six (6) months from the effective date of the change in status, the Trustee may request in writing to return to active status on the Foundation board. If no such request is made within the six-month period, it will be assumed that the Trustee’s name would be removed from the Trustee membership roll.

If an officer of the Executive Committee misses three (3) consecutive Board meetings, that officer would be replaced in his/her position on the Board. The Chairman of the Board would notify the Trustee (officer) of the change in status. A replacement, from among the roster of active Trustees, would be recommended by and voted on by the remaining Executive Committee members.

5.3 Special Meetings. Special meetings of the Board of Trustees may be called by the Chairman, or in his/her absence, the Vice-Chairman, or by a majority of the Board of Trustees, and shall be held pursuant to written notice specifying the date, time, and place of the meeting at least three (3) days prior to the date of the meeting.

5.4 Quorum and Voting. One-third (1/3) of the members of the Board of Trustees shall constitute a quorum for the transaction of business at the annual meeting, any regular meeting or at a special meeting, but in the event a quorum is not present at a meeting, a lesser number may adjourn the meeting and the notice of the date, place and time of the adjourned meeting shall be given to the Board at least three (3) days prior to the date of such adjourned meeting.

5.5 Action Without A Meeting. Any action required or authorized to be taken at a meeting of Trustees may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by all Trustees and filed in the minute book of the corporation.

Article Six

OFFICERS

6.1 Election. The officers of the Board of Trustees shall consist of a Chairman, Vice-Chairman, Secretary, Treasurer, and a Member-at-Large, and such other officers as may be appointed by the Board of Trustees. The officers shall be elected by the Board of Trustees at the annual meeting of the Board. Nominations for officers shall be made to the Board of Trustees by the Nominating Committee. In the event an officer dies, resigns, or for any reason cannot serve out his/her term, the Board of Trustees shall have the authority to fill the vacancy at any regular or special meeting of the Board called for that purpose. No two offices shall be held by the same person.

6.2 Chairman. The Chairman shall be the chief executive officer of the corporation. He/she shall moderate at all meetings of the Board of Trustees when present, shall have general and active responsibilities for the management of the business of the corporation, and shall see that all orders and resolutions of the Board of Trustees are carried into effect. The Chairman shall appoint such committees as the Board of Trustees may approve and shall be an ex-officio member of all committees unless otherwise provided by the Board of Trustees. The Chairman shall keep the Board of Trustees fully informed and advised as to the business of the corporation and shall exercise such other powers and duties as may be delegated from time to time by the Board of Trustees.

6.3 Vice Chairman. The Vice-Chairman shall preside at any meetings in the absence of the Chairman and shall perform all other duties, which might or should be performed by the Chairman when the Chairman is absent or unable to perform. The Vice-Chairman shall also perform such duties as are from time to time delegated to him/her by the Chairman.

6.4 Secretary. The Secretary shall keep the minutes of all and shall have charge of the seal of the corporation. The Secretary shall be responsible for giving any and all notice required of all meetings of the Trustees, or members and shall perform whatever other duties may be prescribed from time to time by the Chairman or Board of Trustees.

6.5 Treasurer. The Treasurer shall be responsible for the general and active management of the financial affairs of the corporation. He/she shall have custody of the funds and securities of the corporation and all papers and documents relating to funds and other property of the corporation. The Treasurer shall report to the Board of Trustees at meetings with respect to the financial condition of the corporation and status of funds and property of the corporation. The Treasurer shall perform whatever additional duties may be prescribed from time to time by the Chairman and Board of Trustees.

6.6 Other Officers. Other officers may be appointed by and shall have such duties as shall be delegated to them by the Board of Trustees.

6.7 Removal of Officers. Any officer elected or appointed to office may be removed by a two-thirds vote of the Trustees at any regular or special meeting.

6.8 Compensation. No member of the Board of Trustees, nor any Officer, shall receive any compensation for their services as Trustee or Officer, as the case may be, except that any Trustee or Officer may be reimbursed on account of actual expenses incurred by performing duties on behalf of the Corporation. No agent or employee of the Corporation shall receive any compensation for services unless authorized by the affirmative vote of a majority of those present and voting at any regular or special meeting of the Board of Trustees.

Article Seven

COMMITTEES

7.1 Executive Committee. The Executive Committee shall consist of the Chairman, Vice Chairman, Treasurer and Secretary. Also, the President of Southern Regional Technical College and the Director of Institutional Advancement of Southern Regional Technical College shall be ex-officio members of the Executive Committee. During the intervals between the meetings of the Board of Trustees, the Executive Committee may exercise all the authority of the Board of Trustees; provided, however, that the Executive Committee shall not have the power to amend or repeal any resolution of the Board of Trustees that by its terms shall not (1) amend or repeal the articles of incorporation or bylaws of the corporation; (2) adopt a plan of merger or consolidation; (3) the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation; or (4) a voluntary dissolution of the corporation or a revocation of any such voluntary dissolution. The Executive Committee shall act by majority vote of its members.

7.2 Nominating Committee. At least sixty (60) days prior to the meeting selected to address the nomination of the Trustees, the Chairman shall appoint a nominating committee of three (3) Trustees of the corporation. The nominating committee shall make nominations for Trustees and shall deliver the written nominations to the Secretary at least fifteen (15) days prior to the annual meeting. These written nominations shall be made available upon request to all Trustees. Anyone wishing to make a nomination for Trustees shall deliver the nomination in writing to the Secretary at least ten (10) days prior to the annual meeting. No nomination other than those made in this manner shall be accepted or voted on by the membership. Ballots bearing the names of all persons nominated shall be provided for use by the Trustees at the selected meeting. If for any reason the Chairman fails or refuses to act at least fifteen (15) days prior to the annual meeting, nomination for Trustees may be made at the annual meeting by any Trustee and voted upon by the Trustees.

7.3 Investment Committees. The Investment Committee shall consist of members of the Board of Trustees appointed to serve as investment advisors by the Executive Committee. This Committee will meet regularly and will review the investment policy and asset allocation strategies of the Foundation. This committee will also meet regularly with appointed investment managers to review Foundation investments and report recommendations to the Full Board for approval of action.

7.4 Fundraising Committee. This committee will oversee Foundation fundraisers throughout the year and work to increase board participation at each event, as well as, provide guidance to the college staff.

7.5 Other Committees. Other standing or ad hoc committees may be appointed by the Executive Committee from time to time, as authorized by the Board.

Article Eight

FISCAL PROVISIONS

8.1 Fiscal Year. The Fiscal year begins July 1 and ends on June 30 of each year.

8.2 Deposit of Funds. The funds of the Foundation shall be deposited with such bank or banks as may be specified by the Board of Trustees and shall be withdrawn there from pursuant to authority granted from time to time by the Board of Trustees.

8.3 Withdrawal of Property. Property of the Foundation deposited in any safe deposit box or held by any custodian shall be subject to withdrawal or removal by such person or persons as may be determined by the Board of Trustees.

8.4 Investments. The Board of Trustees or its authorized designee shall have the power to make investments of the funds of the Foundation and to change the same and from time to time sell the same as may be authorized by the Board of Trustees or the Executive Committee.

8.5 Transfer of Property. The duly authorized and designated officers of the Foundation shall have the authority to execute such form of transfer or assignment as may be authorized by the Board of Trustees or the Executive Committee as may be necessary to transfer and convey any property of the Foundation or to transfer any stock or other property owned or held by the Foundation.

8.6 Annual Audit. The books and accounts of the Foundation shall be audited annually by auditors selected by the Board of Trustees. A copy of the annual report or audit shall be delivered to the Executive Committee and a report of the Executive Committee thereon made to the Board of Trustees.

8.7 Allocation of Funds. All funds collected or earned by the Foundation shall be used for and applied as authorized by law, by the Articles of Incorporation, by these by-laws and as directed by the Board of Trustees or the Executive Committee to such plans, programs, expenditures, and undertakings as the Board or the Executive Committee shall deem advisable, desirable, or expedient in furtherance of purposes of the Foundation.

8.8 Execution of Instruments. Except as otherwise provided by law, checks, drafts, promissory notes, order for payment or money, and other evidences of indebtedness of the corporation will be signed by the Treasurer or Chairman. Contract, leases or other legal instruments executed in the name of and on behalf of the corporation will be signed by the Chairman and attested by the Treasurer.

8.9 Indemnification. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of Southern Regional Technical College Foundation) by reason of the fact that he or she is or was a Trustee, officer, employee or agent of Southern Regional Technical College Foundation or is or was serving at the request of Southern Regional Technical College Foundation, as Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by Southern Regional Technical College Foundation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceedings, if such person acted in good faith and in a manner such person reasonable believed to be in or not opposed to the best interest of Southern Regional Technical College Foundation (and with respect to any criminal action or proceeding, if such person had no reasonable cause to believe such conduct was unlawful), to the maximum extent permitted by, and in the manner provided for in the Georgia Non-Profit Corporation Code as the same may now or hereafter exist. No such person shall however be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of the willful misconduct or gross negligence of such person.

8.10 Public and Private Support. In order to provide excellence for a program, which goes beyond the absolute necessities of higher education, funds must be obtained from unrestricted gifts, endowments, and gifts for specific purposes. These gifts which assist in providing the excellence desired will come from the college's alumni, friends, associations, corporations, and foundations. Fundraising activities are built upon the strengths and positives of the college. People want to contribute their loyalty, service, and gifts to a college, which is fulfilling its mission successfully. It is important that the college's constituencies be made aware of these strengths on a planned basis and that the role played by individuals, corporations, foundations, organizations, and other entities in the success be recognized and appreciated. All efforts of the advancement program send powerful messages to the many publics, particularly the external one; therefore, all efforts must project the message and style intended by Southern Regional Technical College's marketing and public relations plans. The emphasis in all advancement communication is based on the principle of dignified simplicity.

8.11 Institutional Advancement. The Southern Regional Technical College Institutional Advancement office serves as headquarters for the Southern Regional Technical College Foundation, Inc. The staff seeks to perform its assignments in cooperation with the administration, Foundation Board, faculty, and staff, as well as the Technical College System of Georgia. To the extent its personnel and budgetary resources will allow, the Institutional Advancement office will assist the academic areas and their organizational units at the college in obtaining gifts for private sources within the policies and gift priorities established by the college. The Institutional Advancement office is the designated department to receive and acknowledge all gifts to Southern Regional Technical College and the Southern Regional Technical College Foundation, Inc.

8.12 Executive Director. The Vice President of Institutional Advancement for Southern Regional Technical College shall serve as Executive Director of the Foundation and have fiscal responsibility. The Executive Director shall have the authority to approve scholarships and sign checks in situations where the Treasurer or Chairman are unavailable.

Article Nine
Gifts and Donations

9.1 Gift Policies. Donations to Southern Regional Technical College will be accepted by the Southern Regional Technical College Foundation, Inc. for unrestricted use or for restricted use in any one of the funding priorities established annually. The Foundation may accept a gift designated for a specific purpose for which no special fund has been established if it is within the scope of the college's mission.

Unusual gifts, gifts that have conditions attached, or gifts that require the college to assume an additional or specific liability will be referred to a committee for acceptance or rejection. (An example of a gift requiring review: gift of land which requires the college to assume a property tax or other liability.)

Acceptance of a gift imposes a legal obligation to comply with the terms established by the donor. It is therefore, necessary that the nature and extent of this obligation be clearly understood. If the gift is deemed unacceptable, because of the restrictions the donor has placed on its use, the donor will be counseled to remove or modify the restrictions. As stipulated above, any unusual gifts will be referred to a review committee for acceptance or rejection.

The Board of Trustees reserves the right to refuse any donor-restricted contribution that does not further the mission or goals of the college or whose restrictions are counter to the ethical values and principles of the college or to sound business and fiscal practices. (An example of an unacceptable gift would be an expectation of future employment for the donor or person designated by the donor.

9.2 Date of Gift. The date of the gift is determined to be the date the gift passes out of the donor's control. For cash/check donations and securities sent through the U.S. Postal Service, this is the postmark date on the envelope. For hand-delivered and non-U.S. Mail, the credit date is the date received, and for securities held in an account, the date it was transferred from the donor account to the gift account.

9.3 Endowment Funds. It shall be the general policy, right and privilege of the college and foundation to approve the establishment of endowment funds for the purpose of enhancing the college's mission and purpose provided that the gifts meet the approved funding levels and criteria established for the endowment.

9.4 Non-cash Gifts. In general, items of property will be accepted if they are useful or they are salable. Establishment of value is always the responsibility of the donor in compliance with IRS guidelines.

9.5 Real Property. Potential gifts for real estate will be referred initially to the Southern Regional Technical College President for review and ultimately decided upon by the Board of Directors after an appropriate recommendation from the Board of Trustees.

9.6 Disposition of Inactive Funds. Inactive funds are those temporarily restricted funds which have less than \$1,000 and to which there have been no additional gifts for a period of at least 24 months. If feasible, an inactive fund should be reactivated by contacting the original donor(s) or donor(s) representative. If a fund cannot be reasonably reactivated, but other funds exist with similar purposes, recommendation will be made by the Foundation Board that the balance of the inactive funds be moved to an active fund with a similar purpose. If the donor's original intent has been fulfilled, or if a fund cannot be reasonably reactivated, a recommendation may be made that any balances remaining in the fund be moved into the Foundation's general account.

Article Nine

AMENDMENTS

These by-laws may be amended at the annual meeting of the Trustees or any special meeting specifically called for that purpose by the affirmative vote of a majority of the Trustees of the corporation present at said meeting or by a majority vote of the Board of Trustees at any annual meeting or at any special meeting specifically called for that purpose.

Indemnification Resolution

WHEREAS, the Board of Trustees (“Board”) of Southern Regional Technical College Foundation, Inc. (“Foundation”) deems it in the best interest of the Foundation to provide for the indemnification of Trustees and Officers of the Foundation for the purposes of encouraging high quality individuals to serve and to protect persons who agree to serve:

NOW, THEREFORE, IT IS HEREBY RESOLVED:

1. To the fullest extent permitted by Title 14, Section 3, Chapter 8 of the Official Code of Georgia Annotated, the Foundation shall indemnify each Trustee or Officer and make advances for expenses to each Trustee or Officer arising for any loss, cost, expense, damage, claim or demand, relating to participation in the management, business, affairs or activities of the Foundation.
2. The Board may purchase and maintain such liability insurance, as it deems appropriate to protect the Foundation, its Trustees and Officers.

SO REVIEWED by the Board of Trustees of Southern Regional Technical College Foundation, Inc. at its regularly scheduled meeting on this 2nd day of May 2016.

Tommy Hill, Chairman

Emily Watson, Secretary