

**Atlantic Cape Community College Foundation**  
**By-Laws**

**ATLANTIC CAPE COMMUNITY COLLEGE FOUNDATION**  
**INCORPORATED BY-LAWS**

Adopted September 17, 2003

Amended January 26, 2006

Amended April 17, 2008

**ARTICLE I**  
**NAME OF THE FOUNDATION**

The name of this corporation shall be ATLANTIC CAPE COMMUNITY COLLEGE FOUNDATION, INCORPORATED, hereinafter called "The Foundation."

**ARTICLE II**  
**SEAL**

The Foundation seal shall be circular in form and shall have inscribed thereon: Atlantic Cape Community College Foundation, Incorporated; the year of its organization; and the words: "Corporate Seal, State of New Jersey."

The Foundation may alter and change said seal at its pleasure. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced.

**ARTICLE III**  
**OFFICES**

The Foundation shall have and continuously maintain in this State a registered office located at the Atlantic Cape Community College, Mays Landing, County of Atlantic, New Jersey. The name and post office address of the registered agent of the Foundation, upon whom process against said Foundation may be served, is: Executive Director of the Foundation, c/o Atlantic Cape Community College, Mays Landing, New Jersey.

**ARTICLE IV**  
**PURPOSES**

**Section 1.** To conduct and carry on the work of the Foundation, not for profit but exclusively in such manner that no part of its net income or assets shall inure to the private benefit of any donor, member, trustee, director, officer or individual having a personal or private interest in the activities of the Foundation; and in such manner that shall not in any way, directly or indirectly, engage in carrying on propaganda or otherwise attempt to influence legislation.

**Section 2.** To assist the Board of Trustees of the Atlantic Cape Community College in the development and growth of the College facilities to the end that broader educational opportunities and services may be provided for those seeking education in Atlantic and Cape May Counties.

**Section 3.** To acquire by any lawful means properties of any character, and subject to the restrictions of the donor, to manage, administer and dispose of the same.

However, the acquisition and the disposition of all such properties shall be subject to the approval of said Board of Trustees of the Foundation, and to the provisions of these By-Laws.

- Section 4.** To aid the Board of Trustees of the Atlantic Cape Community College in carrying out the educational goals of said institution by:
- a. Providing funds through public campaigns or other means.
  - b. Encouraging citizens, civic and social organization, businesses and industries to make loans, gifts, or grants, devises or bequests of money or property for research and instruction, the establishment of endowments, scholarships, fellowships, professorships and academic chairs, cultural programs, buildings, equipment and all other facilities of said College, including gifts, or loans of property, works of art, historical papers, documents and museum specimens.

**ARTICLE V**  
**BOARD OF TRUSTEES**

**Section 1. General.**

The Foundation shall be administered and managed by its Board of Trustees.

**Section 2. Membership.**

- a. The Board of Trustees shall consist of no less than nine (9) nor more than thirty-one (31) members of the community. Additional members shall include, a minimum of two (2) members of the Atlantic Cape Community College Board of Trustees to be designated by the Board of Trustees of the College at its annual reorganization meeting; the President and Executive Director of the Foundation Programs of Atlantic Cape Community College or their designated representatives who shall not be members of the Board of Trustees of the Community College who shall be non-voting, ex-officio.
- b. Trustees not otherwise designated shall be appointed by action of the Board of Trustees at a regular or special meeting.
- c. A category of Honorary Membership of the Board of Trustees of this Foundation may be established. Nominations for Honorary Membership may be made at any regular meeting of the Foundation. Approval for membership shall be upon a majority vote of the Trustees present. Such nomination shall be published in the agenda which will be distributed at least two days prior to the date of the meeting.
- d. A category of Emeritus Membership of the Board of Trustees of this Foundation may be established to recognize past members of the Board of Trustees who are no longer able to serve as Trustees of the Foundation. Approval for membership shall be upon a majority vote of the Trustees present. Such nomination shall be published in the agenda which will be distributed at least two days prior to the date of the meeting. Emeritus members shall be ex-officio members, i.e. without the right to vote.

**Section 3. Term of Office.**

- a. Members of the Board of Trustees of this Foundation who are members of the Board of Trustees of Atlantic Cape Community College shall be elected by the Board of Trustees of Atlantic Cape Community College at

its annual organization meeting for a period of one year, or until successor has been duly elected.

- b. Other members shall serve for three (3) year staggered terms and shall be eligible to serve a maximum of three terms.

**Section 4. Regular Meetings.**

A meeting shall be held at least once in each quarter of each year.

**Section 5. Special Meetings.**

A special meeting of the Board of Trustees may be called at the request of the President or three or more members of the Board of Trustees, by written notice, two days in advance of meeting, starting time, place, and reason for the meeting.

**Section 6. Quorum.**

Six (6) members of the Board of Trustees shall constitute a quorum at any meeting of the Board of Trustees.

**Section 7. Voting.**

- a. Voting Rights. Each Trustee shall have one (1) vote as to each matter of business coming before the Board of Trustees.
- b. Proxies. Proxies shall be permitted with respect to all matters upon which a Trustee is entitled to vote. All proxies shall be in writing duly signed by the Trustee. The form of proxy shall be subject to the approval of the Board of Trustees shall not be unreasonably withheld.

**Section 8. Order of Business.**

- 1. Call of roll.
- 2. Reading and disposal of minutes.
- 3. Reports of officers and committees.
- 4. Election of officers and committees when indicated.
- 5. Completion of unfinished business.
- 6. Transaction of new business.
- 7. Adjournment.

**Section 9. Compensation.**

Trustees shall not receive any stated compensation for their services.

**Section 10. Parliamentary Procedure.**

Parliamentary procedure at all meetings and of members shall be in accordance with Robert's Rules of Order.

**ARTICLE VI**  
**OFFICERS**

**Section 1. Officers.**

The Officers of the Foundation shall include a President, First Vice-President, Second Vice-President, Third Vice President (preferably one Vice President is from Atlantic County and one Vice-President is from Cape May County), Secretary and Treasurer. All Officers shall be elected from among the voting Board members.

**Section 2. Election and Term of Office.**

The Officers of the Foundation shall be elected every other year by the Board of Trustees at the meeting held in the month of April. Each Officer's term of office shall begin on July 1 following the election meeting in April. Notwithstanding the fact that the term of office does not begin until July 1 following the April election, from the date of the election until July 1, the newly elected Officers shall be entitled to work with the existing Officers in order to have an orderly transition between Officers.

**Section 3. Vacancies.**

A vacancy in any office because of death, resignation, or removal, may be filled by the Board of Trustees for the unexpired portion of the term. The appointee may be eligible for reappointment to full term of office.

**Section 4. President.**

The President shall preside at all meetings. He/she may sign, with the Secretary or any other officer of the Foundation authorized by the Board of Trustees, any instrument where the execution thereof shall be expressly delegated by the Board of Trustees. In general, he/she shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Trustees.

**Section 5. Vice Presidents.**

In the absence of the President, or in the event of his/her inability to act, the First Vice President shall perform the duties of the President and shall have all the powers of and be subject to all the restrictions upon the President. If the First Vice President is unable to perform in the absence or inability of the President, the Second Vice President shall perform those duties, and if the First and Second Vice Presidents are unable to perform in the absence or inability of the President, the Third Vice President shall perform those duties. In general, all Vice Presidents shall perform such duties as from time to time may be assigned by the President or the Board of Trustees.

**Section 6. Secretary.**

The Secretary shall have the following duties:

- a. Keep the minutes of the meetings;
- b. Provide all notices necessary in accordance with the By-Laws;
- c. Be custodian of the corporate records and seal;
- d. Affix the corporate seal to all documents
- e. In general, he/she shall perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Trustees.

**Section 7. Treasurer.**

The Treasurer shall have the following duties:

- a. Have charge and custody of and be responsible for all funds and securities of the Foundation;
- b. Receive and give receipts for monies due and payable to the Foundation;
- c. Deposit all such monies in the name of the Foundation;

- d. Shall arrange and secure all audits;
- e. In general, he/she shall perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or the Board of Trustees.
- f. The Treasurer, at the request of the Board of Trustees, shall furnish bond in a sum as determined in the sole discretion of the Board of Trustees. The cost of this bond shall be paid by the Foundation.

**ARTICLE VII**  
**Removal of Officers.**

Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees for cause at any meeting by the vote of a majority of the Board of Trustees then in office. For purposes of this section (“cause”) shall mean any conduct, action or in-actions detrimental to the Foundation or Atlantic Cape Community College.

**ARTICLE VIII**  
**COMMITTEES.**

**Section 1. Committees.**

The President of the Board of Trustees with the advice and consent of the Board of Trustees, by resolution adopted by a quorum at any meeting, may designate one or more committees. Each committee shall consist of two or more Trustees appointed by the President. The President shall be an ex-officio member of all committees i.e. without vote. The resolution shall clearly indicate the extent of responsibility of the committee.

**Section 2. Executive Committee**

There is hereby established an Executive Committee of the Board of Trustees. Its membership shall not be less than five persons and shall include the Foundation Officers (i.e. President, 1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> Vice Presidents, Secretary, Treasurer), the Executive Director of the Foundation, the President of the College and any other Trustees as may from time to time be approved by the Board of Trustees. The Executive Director of the Foundation and the President of the College shall be ex-officio members, i.e. without vote. The Executive Committee shall be empowered to act on behalf of the entire Board of Trustees on such matters that require immediate attention which occur between regularly scheduled quarterly meetings of the Board of Trustees.

**Section 3. Term of Office.**

Each member of a committee shall function as such until the next reorganizational meeting of the Board of Trustees. Vacancies shall be filled by appointments made by the President.

**Section 4. Chairperson.**

One member of each committee shall be appointed Chairperson.

**ARTICLE IX**  
**OPERATING PROCEDURES**

**Section 1.** In all cases, the terms or conditions imposed upon any transfer of assets to the

Foundation, whether by gift or otherwise, shall in all cases be subject to the approval of the Board of Trustees. Any such transfer made or offered to be made to the Foundation shall be accepted subject to such approval, and such terms and conditions shall be communicated forthwith to the Board of Trustees.

All property so transferred to the Foundation shall be held, managed and administered as the Board of Trustees may from time to time determine, subject, however, to the terms and conditions and for the purpose, if any, prescribed by the transferor or donor thereof. In the event of a disagreement between the donor and the Foundation regarding the disposition of the grant or the failure of the conditions under which the grant has been accepted, the ultimate decision of the disposition of the grant shall be vested in the Board of Trustees of the Foundation.

**Section 2.** The Board of Trustees of the Foundation, after studying the long-range needs of the College, may recommend to the College Board of Trustees the use of unrestricted properties of the Foundation in fulfilling such needs.

#### **ARTICLE X**

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, provided that at least seven (7) days written notice is given of intention to alter, amend, or repeal or to adopt new By-Laws at such meeting.