

**BYLAWS
OF
THE DALLAS COUNTY COMMUNITY COLLEGE
DISTRICT FOUNDATION, INC.**

**ARTICLE I.
NAME AND OFFICE**

Section 1. NAME

The name of this Foundation is Dallas County Community College District Foundation, Inc.

Section 2. OFFICE

In addition to its registered office (which may be, but need not be, the same as its principal office) the Foundation will maintain its principal office in Dallas County, Texas; and, it may also have such other office or offices, either within or without the State of Texas, as the Board of Directors of the Foundation may from time to time determine.

**ARTICLE II.
BOARD OF DIRECTORS**

Section 1. GENERAL POWERS

The business, property and affairs of the Foundation shall be managed by its Board of Directors who may exercise all such powers of the Foundation and do all such lawful acts and things as are permitted by law, the Articles of Incorporation, or these Bylaws.

Section 2. NUMBER; QUALIFICATIONS; ELECTION

The number of Board Directors may be increased or decreased from time to time by amendment of these Bylaws; provided, that at no time shall the number of Directors be less than three and no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The Directors shall be elected at the Annual Meeting.

Section 3. TERM OF OFFICE

Each Director, except a Director elected to fill a vacancy caused by removal, death or resignation, shall be elected for a term of one, two, or three years, as the Board of Directors may determine and shall hold office for such term and until his successor may be duly elected and qualified (unless by reason of a decrease in the number of Directors he shall have no successor) or until removal, death or resignation. Any Director may be re-elected as a Director.

Section 4. CHAIRMAN; ORGANIZATION; BUSINESS

The Board of Directors shall annually elect a Chairman of the Board, who shall preside at all meetings of the Board of Directors, and a Vice Chairman. In the absence of the Chairman and the Vice Chairman at any meeting, any member of the Board chosen by a majority of the Directors present at such meeting shall act as Chairman of, and preside at, such meeting. Unless otherwise stated in these Bylaws, any business of the Foundation may be transacted at any annual, regular or special meeting of the Foundation Board of Directors whether or not specified in the notice or waiver of notice of such meeting.

Section 5. REMOVAL; VACANCIES; INCREASE

Any Director may be removed for, or without cause, at any annual or special meeting of the Board of Directors called for that purpose and attended by a quorum, by the affirmative vote of a majority of the then acting Directors. Any vacancy in the Board of Directors caused by removal, death, resignation, or an increase in the number of Directors by reason of amendment of the Bylaws, may be filled by the vote of a majority of the remaining Directors then in office and attending such meeting, although less than a quorum; and each successor Director so elected shall be elected for the unexpired term of his predecessor in office. The Board of Directors may designate Emeritus Officers when desirable.

Section 6. PLACE OF MEETING

The Board of Directors may hold its meeting, annual or special, at such place or places, within or without the State of Texas, as it may from time to time by resolution determine, or as may be fixed or designated in the Bylaws, or in the respective notices of such meeting or waiver of notice thereof. All meetings for which no other place of meeting has been fixed or designated shall be held at the principal office of the Foundation in Dallas County, Texas.

Section 7. ANNUAL MEETINGS

An annual meeting of the Board of Directors shall be held on a date chosen by the Chairman of the Board, pursuant to notice given as hereinafter specified for a regular meeting of the Board of Directors or in a waiver of notice of such meeting.

Section 8. REGULAR MEETINGS

There shall be a minimum of one regular meeting of the Board of Directors each year, held on a date chosen by the Chairman of the Board and a 30-day notice of such meetings shall be required. Other meetings may be scheduled at the discretion of the Board of Directors. Such regular meetings may be held at any other time that shall be designated in a notice given as hereinafter specified for such a meeting of the Board of Directors or in a waiver of notice of such meeting.

Section 9. SPECIAL MEETINGS; NOTICE

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board or the Secretary, and shall be called by either upon the written request of three Directors, or such number constituting at least one-half of the total number of the then acting Directors. Except as otherwise provided by law or in these Bylaws, notice of each meeting, special or regular, of the Board stating the time and place of such meeting shall be delivered to each Director, addressed to the residence of the Director or the usual place of business of the Director, at least ten (10) days before the day on which such meeting is to be held. Delivery may be accomplished by use of mail, e-mail, fax transmission, cable or wireless, or may be delivered personally or by telephone. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business thereat on the grounds that the meeting is not lawfully called or convened. Unless otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting. No notice of any meeting of the Board shall be required if all of the then acting Directors shall be present thereat, or if those Directors not present shall sign a waiver of notice thereof before or after such meeting.

Section 10. QUORUM; MANNER OF ACTING

At all meetings of the Board of Directors a quorum shall consist of one-fifth of the members of the Board and the act of the majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. The departure of any Directors from a meeting at which a quorum was present shall not affect or impair such quorum. If a quorum shall not be present at any meeting of the Board of Directors, such meeting by announcement of the Chairman of the Board of Directors may be adjourned from time to time, without notice other than announcement at such meeting, until a quorum shall be present.

Section 11. ACTION BY DIRECTORS WITHOUT MEETING

Any action required or permitted by law or the Bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a majority of the members of the Board of Directors; and such consent shall have the same force and effect as an affirmative vote of the Board of Directors at a meeting, and may be stated as such in any document or instrument with the Secretary of State.

Section 12. COMPENSATION; EXPENSES

No Director shall receive compensation for his services as a member of the Board of Directors of the corporation; provided, however, that this provision shall not preclude reimbursement for expenses incurred in behalf of the Foundation or in attending meetings of the Board of Directors or duly appointed committees.

Section 13. EX-OFFICIO DIRECTORS

The Chancellor of the DCCCD, the Chairman of the Board of Trustees and the Executive Director of the DCCCD Foundation shall serve as non-voting, ex-officio members of the Board of Directors.

ARTICLE III. OFFICERS

Section 1. DESIGNATION

The officers of the Foundation shall consist of a Chairman of the Board of Directors, a Vice Chairman, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors, and an Executive Director, who shall be responsible for the proper and efficient operation of the affairs of the Board of Directors at its Annual Meeting.

Section 2. THE CHAIRMAN OF THE BOARD

The Chairman shall be the chief executive officer of the Foundation. He shall be a member of all Board and Executive Committee and when present shall preside at all meetings thereof.

Section 3. THE VICE CHAIRMAN

The Vice Chairman shall, in the absence or the disability of the Chairman, have all the power and perform all the duties of the Chairman.

Section 4. THE SECRETARY

The Secretary or his representative shall attend and keep correct minutes of all meetings of the Board of Directors, or the Executive Committee and of other committees, if any, having any authority of the Board of Directors; keep and have charge and custody of, all books, records and documents belonging to the Foundation except such financial books and records as shall be in charge and custody of the Treasurer; give or cause to be given notices of all meetings required by the Bylaws or by law; and have charge of the seal of the Foundation, and is authorized by the Bylaws to affix it to any instrument requiring the seal of the Foundation and attest the same by his signature. He shall prepare and submit to the Board of Directors or the Chairman such reports and such data as may be requested of him; and he shall perform such other duties and have such other powers as from time to time may be assigned or delegated to him by the Board of Directors or the Chairman. The Board of Directors may from time to time delegate to another officer or person any of the duties usually performed by the Secretary.

Section 5. THE TREASURER

The Treasurer shall have charge and custody of, and supervise and assume responsibility for, all funds, securities, valuable documents and the financial books and records of the foundation; receipts for all monies and securities belonging or due and payable to the Foundation; and supervise the depositing and withdrawal of funds of the Foundation in or from such banks or other depositories as the Board of Directors shall direct. He shall enter or cause to be entered regularly on the books of the Foundation a full and accurate account of all monies received and paid by the Foundation, and shall render to the Board of Directors or the Chairman whenever they shall require, statements of the cash accounts and financial condition of the Foundation and such other financial statements as may be prepared from the financial records. He shall have all the duties incident to the office of Treasurer and shall perform such other duties and have such other powers as from time to time may be assigned or delegated to him by the Board of Directors or by the Chairman. If required by the Board of Directors, he shall give the Foundation, at its expense, a bond in such form and sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of the office. The Board of Directors may from time to time delegate to another officer or person any of the duties usually performed by the Treasurer.

Section 6. THE EXECUTIVE DIRECTOR

The Executive Director shall be the Chief Administrative Officer of the Foundation and shall be responsible to the Chairman and to the Executive Committee of the Foundation. The Executive Committee shall supervise the activities of the Executive Director. The duties of the Executive Director shall include such duties and responsibilities in the management of the affairs of the Foundation as required by the Executive Committee. The Executive Committee may delegate in writing to the Executive Director authority to: (a) execute documents on behalf of the Foundation; and (b) enter into cooperative agreements with other organizations. The Executive Director shall keep the Executive Committee fully informed regarding staff organization and personnel.

Section 7. TERM; REMOVAL; VACANCIES

Each officer of the Foundation shall be elected for a one-year term (except for the Executive Director) and shall hold office during the term for which elected or appointed, or until such earlier death, resignation, incapacity or removal from office. Any officer or agent elected or appointed by the Board of Directors may be removed by a vote of a majority of the Board of Directors then acting whenever in its judgment the best interest of the Foundation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed. A vacancy in an office may be filled by the Executive Committee at any time and ratified by the full Board.

ARTICLE IV. EXECUTIVE COMMITTEE

Section 1. CONSTITUTION AND POWERS

The Executive Committee shall at a minimum consist of the Chairman, Vice Chairman, Secretary, Treasurer, Immediate Past Chairman, Chairman of the Investment Committee (if not named in the previous group), and six (6) at-large Directors. To ensure continuity, when feasible, the incoming Chair will be recommended/approved by the Nominating Committee one year prior to his/her assuming duties. The Chairman of the DCCCD Board of Trustees and the Chancellor of the DCCCD shall be non-voting, ex-officio members of the Executive Committee. The Executive Committee shall have and may exercise all of the authority and powers of the Board of Directors in the business and affairs of the Foundation. The foregoing shall not be construed as authorizing action by the Executive Committee with respect to any action which, by statute, the Articles of Incorporation or these Bylaws, is required to be taken by vote or a specified proportion of the number of Directors fixed by these Bylaws, or any other action

required or specified by the Texas Non-Profit Corporation Act or other applicable laws or by these Bylaws or by the Articles of Incorporation to be taken by the Board of Directors as such. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any member there of any responsibility imposed upon it or him by law. Members of the Executive Committee shall be appointed by the Board of Directors at its annual meeting and, unless sooner discharged by affirmative vote of the Directors, shall hold office until their respective successors are appointed and qualify or until their earlier respective deaths, resignation, retirements or disqualifications.

Section 2. MEETINGS

Regular meetings of the Executive Committee, of which no notice shall be necessary, shall be held at such times and places as may be fixed from time to time by resolution adopted by affirmative vote of a majority of the whole committee and communicated to all members thereof. Special meetings of the Executive Committee may be called by the Chairman of the Board, or any two members thereof at any time on twenty-four (24) hours notice to each member by use of mail, e-mail, fax transmission, cable or wireless, or may be delivered personally or by telephone. Except as may be otherwise expressly provided by statute or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the Executive Committee. The members of the Executive Committee shall act only as a committee, and the individual members shall have no power as such. In the absence of the Chairman and the Vice Chairman, the Committee shall elect its own chairman.

Section 3. RECORDS

The Executive Committee shall keep a record of its acts and proceedings and shall report the same, from time to time, to the Board of Directors. The Secretary of the Foundation, or, in his absence, an Assistant Secretary, shall act as Secretary of the Executive Committee, or the Committee, in its discretion, may appoint its own Secretary. The actions of the Executive Committee shall be subject to ratification by the Board of Directors at its next duly noticed meeting.

Section 4. VACANCIES

Any vacancy in the Executive Committee may be filled by affirmative vote of a majority of the number of Directors fixed by these Bylaws.

**ARTICLE V.
OTHER COMMITTEES OF THE BOARD OF DIRECTORS**

Section 1. APPOINTMENT; DUTIES

The Board of Directors by resolution adopted by a majority of the Directors at any meeting at which a quorum is present, or the Chairman when duly authorized by the Bylaws or like resolution of the Board of Directors, may designate and appoint from time to time committees, which shall consist of members of the Board of Directors or other persons, and exercise such authority and powers, perform such duties and follow such procedures as the Bylaws, the Board of Directors or the Chairman may prescribe.

**ARTICLE VI.
SEAL**

Section 1. DESCRIPTION

The corporate seal of the Foundation shall be in the form of a circle with the words A Dallas County Community College District Foundation, Inc. around the periphery, and the word A SEAL in the center. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed or otherwise reproduced.

Section 2. CUSTODY OF THE SEAL

The Seal of the Foundation shall be in the custody of the Secretary. A duplicate of the Seal may be kept and used by the Treasurer or by an Assistant Secretary or Assistant Treasurer.

**ARTICLE VII.
FISCAL YEAR**

Section 1. DESIGNATION

The fiscal year of the Foundation shall, unless otherwise designated by an amendment to the Bylaws or resolution of the Board of Directors, end on the 31st day of August each year.

ARTICLE VIII.
LIMITATION OF LIABILITY: INDEMNITY

Section 1. LIMITATION OF LIABILITY

No person shall be liable to the Foundation on account of any action taken or omitted to be taken by him in good faith as a Director, officer, member of a committee, agent or employee of the Foundation, if in respect thereto he used or exercised the same degree of care and skill as a prudent man would have used or exercised under the circumstances in the conduct of his own affairs. Without limitation on the foregoing any such person shall be deemed to have used and exercised such degree of care and skill if he took or omitted to take such action in reliance in good faith upon advice of counsel of the Foundation, or reports or information made or furnished to the Foundation by any of its officers, accountants, engineers, agents or employees, or by independent accountants, auditors, engineers, appraisers or by experts employed by the Foundation and selected with the reasonable care by the Board of Directors, an authorized officer or committee of the Foundation.