Article I. Authority

1.1 Name of Foundation
The name of the Foundation shall be Northeastern Technical College Foundation.

1.2 Purpose
The purpose of the Foundation shall be to develop and administer a program for the welfare of Northeastern Technical College. The program shall be administered in conjunction with, or a supplement to, and consistent with official government programs for Northeastern Technical College.

1.3 Corporate Seal
The Foundation shall be officially identified by a corporate seal which shall be spherical in shape and have on the face of the circumference the following inscription: Northeastern Technical College Foundation, Cheraw, South Carolina, with the word SEAL in the center thereof.

1.4 Board of Directors
The affairs of the Foundation shall be managed and controlled by the Board of Directors operating under the authority granted in the Foundation Charter and in accordance with appropriate provisions of South Carolina and federal laws. Except as hereinafter specifically provided, only the Board of Directors has authority to act upon matters of official concern. Individual members are not empowered to act upon such matters or to
speak for the Board unless specifically authorized to do so by the Board acting in its corporate capacity. Such authority, when granted, shall be contained in an appropriate document and attested by the signature of the Secretary of the Board.

Article II. Membership

2.1 Composition of Membership
The Board shall be composed of up to twenty-four members, which number shall include two members of the Northeastern Technical College Board of Trustees (Area Commission) designated by that body, and the President of Northeastern Technical College.

2.2 Appointment of Members
The initial Board shall be appointed by the Northeastern Technical College Board of Trustees. Thereafter, members shall be elected by existing members of the Foundation Board of Directors. Members shall succeed themselves, subject to the requirement for the initial terms of office.

Article III. Officers of the Board

3.1 Officers
The officers of the Foundation shall be a Chair, a Vice Chair, and a Treasurer. Each officer shall be a member of the Board of Directors and shall vote on matters before the Board. Such officers shall be elected by the Board of Directors at the annual meeting. They shall hold office until expiration of their terms as members of the Board except as otherwise provided herein. Any officer shall be elected to succeed himself. An officer of this Foundation shall be removed from office at any time for cause by a majority vote of all members of the Board of Directors.
3.2 Powers and Duties of the Chair
The Chair shall be the chief executive officer of the Foundation, and shall preside over all meetings of the Board. The Chair shall have general and active management of the business of the Foundation and shall see that all orders and resolutions of the Board are carried into effect. The Chair shall be selected from those Directors who are not officials of the College or the College Board of Trustees.

3.3 Powers and Duties of the Vice Chair
The Vice Chair shall possess the powers and perform the duties of the Chair in the absence or disability of the Chair. The Vice Chair shall perform such other duties as shall from time to time be assigned by the Chair of the Board.

3.4 Powers and Duties of the Treasurer

The Treasurer shall make reports of the finances of the Foundation to the Chair and the Board, as required, and shall perform such other duties as shall be required of the Treasurer by the Board.

Article IV. Powers and Duties of the Board

The Board of Directors shall have and exercise all powers that shall be exercised by the Foundation under its Articles of Incorporation, under pertinent statutes of the State of South Carolina relating to such organizations, and as conferred under these bylaws. Without prejudice to these general powers, the Board shall have the following specific powers and duties:
A. Appointment of Agents: To appoint and at its discretion remove such officers or agents as it shall deem proper and to prescribe their duties.

B. Committees: To appoint from time to time suitable committees to investigate or discharge any functions assigned by the Board.

C. Business Transactions: To use and be used, complain and defend in its corporate name; to borrow money and give its notes or other obligations therefore; to pledge, encumber, or mortgage any property it shall own; to sell, convey, or dispose of any property it shall own; to receive and administer funds for scientific and educational purposes; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations, or other securities; to take and hold by bequest, device gift, purchase, or lease, either absolutely or in trust any property real, personal or mixed, without limitation as to amount or value; to reject any or all gifts, benefits, or devices which it deems not in the best interest of the objectives and purposes of the Foundation.

D. Records: To cause to be maintained records of Board proceedings and of the activities of its committees, officers, and agents.

E. Reports: To cause to be prepared annually in writing and to distribute a report of the business activities of the Foundation.

Article V. Committees

A. Executive Committee

The Executive Committee shall be comprised of the officers of the Board and the chairs of each currently designated committee. This committee shall meet at the call of the Chair and shall be empowered to act on behalf of the Board, subject to ratification of the full Board at the next regularly scheduled meeting.
B. Other Committees
The Chair shall name those other committees deemed necessary for the expeditious transaction of the affairs of the Foundation; such committees shall be comprised of or include persons not members of the Board or of the Foundation; however, the Chair of each committee must be a member of the Foundation Board.

C. Either the Chair, Vice Chair, or the Treasurer shall serve as an ex-officio (without vote) member of all committees.

Article VI. Meetings

6.1 Meeting Schedule
The Board shall meet as required at a date, time, and place designated by the Chair. Special meetings shall be called by the Chair or upon request to the Chair of a minimum of five members.

6.2 Rules of Conduct
Meetings shall be governed by Robert’s Rules of Order.

6.3 Quorum Requirement
A simple majority of the members constitutes a quorum. No meeting shall be convened unless a quorum is present.

6.4 Motions
All matters requiring decision by the Board shall be presented in the form of a motion. Such motions, when seconded, shall be voted upon. Board approval requires a favorable vote by a majority of the members of the Board. The minutes shall reflect the name of the member making a
motion, the name of the member seconding, and the results of the vote. Voice vote shall normally be used except in matters relating to election of officers or as the Board shall otherwise decide.

6.5 Support Staff
The Chief Development Officer and an appointed administrative assistant (Recording Secretary) shall serve in a support staff capacity to the Foundation Board of Directors.

The Recording Secretary shall attend all meetings of the Board and shall keep or cause to be kept the records of the proceedings of such meetings. The Recording Secretary shall keep custody of the seal of the Foundation and is authorized to affix same to all instruments requiring its use. The Recording Secretary shall be responsible for maintaining the files and records of the Foundation. The Recording Secretary shall be responsible for the receipt and disbursement of all assets of the Foundation in accordance with the Board's direction, and for ensuring that accurate records of all activities are maintained. Funds, books, and other records of this office shall at all times be subject to the inspection, supervision, and control of the Board. The Recording Secretary shall cause to be performed annually an independent audit of the Foundation books and records, and submit same to the Board. Disbursement of funds of the Foundation shall be made only upon signature of the Chair or the Treasurer or such other officer as the Board shall direct in writing.

Article VII. Amendment of Bylaws

These bylaws shall be altered, repealed, amended, or added to by a majority vote of all members of the Board at any regular meeting or at any special meeting called for that purpose. Any proposed change in the
bylaws must be presented to the Board at least one week prior to the time at which it is formally considered.

Approved:
Board of Directors
February 19, 1981

Revised and approved:
December 5, 2006