

**BY-LAWS
OF
WESTERN TEXAS COLLEGE FOUNDATION
(A Texas Non-Profit Corporation)**

**ARTICLE ONE
OFFICES**

- (1) The principal office of the Western Texas College Foundation (the “Foundation”) in the State of Texas shall be located in the City of Snyder, County of Scurry, or other such place as the Board of Directors of the Foundation (the “Board of Directors”) shall from time to time determine.
- (2) The Foundation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Foundation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE TWO
MEMBERS**

The Foundation shall have no members.

**ARTICLE THREE
BOARD OF DIRECTORS**

- (1) The affairs of the Foundation shall be managed by its Board of Directors.
- (2) The number of Directors shall be not less than seven (7) or more than ten (10). Each Director shall reside or work in Scurry County, Texas. Such Director shall be elected by the Board of Trustees of Western Texas College. At least one of such Directors shall be a member of the Board of Trustees of Western Texas College. Such Directors shall be elected for a term of three years, and shall serve until their successor shall have been elected and qualified. The initial Board of Directors shall determine by lot two members to serve for the term of one (1) year, two members to serve for a term of two (2) years, and three members to serve for a term of three (3) years. Thereafter, the Board of Trustees of Western Texas College shall annually elect members to such Board of Directors to serve for a term of three (3) years.
- (3) A regular meeting of the Board of Directors shall be held without notice other than by this by-law. There shall be four regular meetings annually held on the

last Tuesday in January, April, July, and October. Such meetings will be held in the boardroom in the administration building on the campus of Western Texas College, unless otherwise provided by a resolution adopted by the Board of Directors. The Board of Directors may provide by resolution the time and place for holding additional regular meetings of the board without prior notice other than such resolution.

- (4) Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place in Scurry County, Texas, as the place for holding any special meeting of the board called by them.
- (5) Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered by email to each Director at their email address as shown by the records of the Foundation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting with the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at nor the notice of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless specifically required by these by-laws or by law.
- (6) A majority of the Board of Directors shall constitute a quorum for the transaction of business of any meeting of the board.
- (7) The act of a majority of the Directors present at a 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 these by-laws or by law.
- (8) Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Trustees of Western Texas College. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.
- (9) Directors as such shall not receive any compensation for their services. By resolution of the Board of Directors expenses incurred by any Director in the performance of their duties as such may be allowed, but nothing herein contained shall be construed to preclude any director from serving the Foundation in any other capacity and receiving compensation therefore.
- (10) Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by Directors.

ARTICLE FOUR OFFICERS

- (1) The officers of the Foundation shall be a president, one or more vice-presidents, the number thereof determined by the Board of Directors, a secretary, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, as shall seem desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board of Directors. Any two or more offices may be held by the same person except the office of president and secretary.
- (2) The officers of the Foundation shall be elected annually by the Board of Directors at the regular annual meeting of the board held in January of each year. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as conveniently may be done. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor has been duly elected.
- (3) Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Foundation should be served thereby.
- (4) A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- (5) The president shall be the principal executive officer of the Foundation and shall in general supervise and control all of the business and affairs of the Foundation. They shall preside at all meetings of the Board of Directors. In general, they shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.
- (6) In the absence of the president or in the event of their inability or refusal to act, the vice president (or in the event there is more than one vice-president, the vice-presidents in the order of their designation) shall perform the duties of president, and when so acting shall have all of the powers of and be subject to all of the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to them by the Board of Directors.
- (7) The secretary shall keep the minutes of all meetings of the Board of Directors in one or more books provided for that purpose; and give all notices in accordance with the provisions with these by-laws or as required by law.

- (8) Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, which committees, to the extent provided in such resolution shall have and exercise the authority of the Board of Directors in management of the Foundation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the by-laws; electing, appointing, or removing any member of any such committee or any director or officer of the Foundation; amending the articles of incorporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation; authorizing the voluntary dissolution of the Foundation or revoking proceedings therefore; adopting a plan for the distribution of assets of the Foundation; or amending, altering, repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committees. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or them by the law.
- (9) Each member of a committee shall continue as such until the regular meeting of the board in August of each year and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- (10) One member of each committee shall be appointed chairman by the Board of Directors.
- (11) Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.
- (12) Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members at a meeting in which quorum is present shall be the act of the committee.
- (13)
 1. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, or other depositories as the Western Texas College Board of Trustees may select.
 2. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Foundation.

ARTICLE FIVE

The Foundation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered office or the principal office, a record giving the names and addresses of all of the Board of Directors.

ARTICLE SIX FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of September and end on the last day of August of each year.

ARTICLE SEVEN DETERMINATION AND DELIVERY OF FUNDS

Earnings from foundation funds can be used to support college scholarships and college activities when approved by the Western Texas College Foundation. Earnings from funds donated for scholarships will be used for scholarships. Income from funds donated to generally support WTC can be used to improve and assist the college with the approval of the Board of Directors.

Based upon available funds at both the April and October Western Texas College Foundation Board meetings, the Directors shall estimate the amount of funds available for distribution via scholarship or other approved project. Approved funds shall be distributed and delivered by such board to Western Texas College Operating Fund for appropriate distribution.

ARTICLE EIGHT

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of Western Texas College and the words "Corporate Seal."

ARTICLE NINE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation act or under the provisions of the Articles of Incorporation or the By-Laws of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TEN

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or any special meeting, if at least two days written notice is given of an intention to alter, amend, or repeal these by-laws or to adopt new by-laws at such meeting.