

AMENDED BY-LAWS

OF

TEMPLE JUNIOR COLLEGE FOUNDATION, INC.

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AS ADOPTED BY THE BOARD OF DIRECTORS  
AT ITS ANNUAL MEETING  
APRIL 3, 2007

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## ARTICLE ONE

### NAME

The name of this organization is TEMPLE JUNIOR COLLEGE FOUNDATION, INC.

## ARTICLE TWO

### COMPOSITION

TEMPLE JUNIOR COLLEGE FOUNDATION, INC. shall be composed of a Board of Directors. It shall have no members. All affairs of the corporation shall be managed by the Board of Directors, who shall have the right to vote for the election of directors and officers; to alter, amend or repeal the By-Laws or the Articles of Incorporation; to vote to dissolve, merge or consolidate this corporation; to convey, sell, lease or exchange the assets or property of this corporation; and to exercise all other powers necessary and appropriate to carry on the affairs of the corporation.

## ARTICLE THREE

### PRINCIPAL OFFICE

The principal office of the corporation shall be located at 19 North Main Street, Temple, Bell County, Texas, or at such other location as the Board of Directors shall, from time to time, designate.

## ARTICLE FOUR

### PURPOSES

The purpose of TEMPLE JUNIOR COLLEGE FOUNDATION, INC. is charitable in nature, and shall be to assist in and contribute to the academic and physical

growth and development of Temple Junior College District, a public Junior College in Temple, Bell County, Texas.

## ARTICLE FIVE

### BOARD OF DIRECTORS

Section 1. Number, Selection and Term of Office. The number of directors shall be not more than 20 and not less than 6, which number shall be determined from time to time by the Board of Directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. At the organizational meeting of the Board of Directors named in the Articles of Incorporation, a majority of such directors shall establish the number of initial directors and elect such directors to serve until March, 1983. Thereafter, incoming directors shall be elected by a majority of the Board of Directors of Temple Junior College Foundation present and voting at the annual meeting of the Foundation Board of Directors in April of each year. Directors shall be elected for one (1) year terms. Any director may be elected to succeed himself and may serve any number of one (1) year terms as a director.

Section 2. Eligibility for Office. Directors shall be elected without regard to race, color, creed or ethnic background.

Section 3. Ex-Officio Members. The President of Temple Junior College District shall serve as an ex-officio member of the Board.

Section 3. Resignations and Vacancies. Any director may be removed at any time, with or without cause, by a majority of the Foundation Board of Directors of Temple Junior College Foundation. Any director may resign by submitting to the President his resignation in writing. Any vacancy in the Board of Directors arising other

than by expiration of a term of office shall be filled through appointment by the majority of Directors present at a special meeting called for such purpose, even if less than a quorum and any director so appointed shall serve for the remainder of the unexpired term of his predecessor in office.

Section 4. Duty and Power of the Board. The Board of Directors shall have the following powers and duties:

1. Keep and maintain in permanent and ready reference form a completed record of all transactions and business conducted at its meetings.
2. Call special meetings of the Board at any time whenever necessary or required.
3. Direct, manage and control the affairs and business of the corporation and make rules and regulations for its operation not inconsistent with these By-Laws or the Laws of the State of Texas, and it shall foster and encourage the purposes for which the corporation was created.
4. Designate such officers of the Board who shall on its behalf be authorized to execute deeds, contracts, agreements, leases, mortgages, deeds of trust, bonds, notes, checks, drafts or other obligations, paper or other obligations paper or instruments necessary or expedient in carrying on the activities of the corporation.
5. It shall be the duty of each director to attend all meetings of the Board, so far as able.
6. No director of the corporation shall receive any compensation for his services as directors.

## ARTICLE SIX

### OFFICERS

Section 1. Selection and Term. The officers of the corporation shall be a President, a Vice President, a Treasurer and a Secretary. Officers shall be members of the Board of Directors of the corporation and shall be elected at the annual meeting of the Board of Directors by a majority of such Board of Directors present and voting at such

meeting. Each of such officers shall hold office for one (1) year after election or until a successor is elected and qualified. No officer of the corporation shall receive any compensation for services as an officer.

Section 2. President. The President shall preside at all meetings of the Board. The President shall appoint all committees and shall be an ex-officio member of each committee with the exception of any nominating committee. The President shall sign and execute all deeds, mortgages, conveyances and contracts in the name of the corporation when authorized to do so by the Board. The President shall not hold any other office on the Board.

Section 3. Vice President. In the event of the absence of the President or the President's liability or refusal to carry out the duties of such office, the Vice President shall perform them. The Vice President shall not hold any other office on the Board.

Section 4. Secretary. The Secretary shall keep an accurate record of all proceedings of the Board. The Secretary shall have custody of all official papers and records pertaining to the office. The Secretary shall attend to the giving and serving of all notices of the corporation and shall have charge of such other books and papers as the Board may direct. The Secretary shall attend to such correspondence as may be assigned and perform all duties incidental to the office. The Secretary shall also keep a record containing the names alphabetically arranged of all directors. On these records shall be the names and addresses of each director and the dates when they respectively became directors. The book of records shall be available at all reasonable times for exhibit to any director on request therefore. At the expiration of the term of office, the Secretary shall

turn over to the successor in office all books, records and other property of the corporation. The Secretary may hold more than one office.

Section 5. Treasurer. The Treasurer shall keep an active records of monies received and disbursed by the corporation and shall deposit all monies as directed by the Board of Directors. The Treasurer, or a duly authorized delegate, shall pay out of the funds of the corporation all bills lawfully incurred by the corporation which payments are authorized and approved by the Board or its duly authorized representative. The Treasurer shall prepare all financial reports, returns or statements of the corporation and shall present any annual report thereof to members of the Board. The Treasurer shall at all reasonable times exhibit the books and accounts to any director upon request. The Treasurer may hold more than one office.

Section 6. Vacancies of Offices. The vacancy of any office because of death, resignation or removal, disqualification or any other cause whatsoever shall be filled from the Board membership for the un-expired portion of the term by a majority of the Board of Directors present at a regularly scheduled meeting.

## ARTICLE SEVEN

### COMMITTEES

The President may establish from time to time, and shall appoint the members of such committees as are necessary or expedient to carry out the purposes and objects of the corporation. No committee established by the President shall have or exercise the authority of the Board of Directors in the management of the corporation.

## ARTICLE EIGHT

### MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting. An annual meeting of the Board of Directors shall be held once yearly during the month of April, at such time and place, and on such day, as the Board may determine. Notice of annual meeting shall be mailed to each director at his last known address at least five (5) days before the meeting.

Section 2. Special Meetings. Special meetings of the Board may be called as often as necessary by the President or at the request of three (3) directors. Notice of special meetings may be given in any manner, at any time, before the meeting is convened or called to order.

Section 3. Quorum and Voting. A majority of directors then in office when present in person for a meeting shall constitute a quorum for the transaction of business by the corporation. At all meetings of the Board of Directors, each director shall have one (1) vote. 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 a greater number is required by these By-Laws or by Statute.

Section 4. Waiver of Notice. Attendance of a director at a meeting shall constitute waiver of notice of such meeting. Whenever by statute or by the By-Laws the Board of Directors is authorized to take any action after notice, such notice may be waived in writing before or after the meeting by the person or persons entitled to such notice.

Section 5. Consent to Action. To the extent permitted by law, any action permitted or required to be taken by the Board may be taken upon the written consent of

the Board as effectively as such action may be taken by vote at any meeting of such Board.

## ARTICLE NINE

### BANK ACCOUNTS

The bank accounts shall be kept in such banks and investment companies as chosen by the Board of Directors.

## ARTICLE TEN

### CONFLICT WITH STATE LAW

In the event any By-Law herein contained shall be in conflict with the State Law, such State Law shall take precedence of and over the By-Law provision.

## ARTICLE ELEVEN

### SEAL

The corporation shall not have a corporate seal, and all deeds, conveyances and documents shall be binding and effective as a corporate act without the necessity of affixing a seal of the corporation.

## ARTICLE TWELVE

### AMENDMENTS

These By-Laws may be amended, altered, repealed, or added to by a two-thirds (2/3) vote of the Board of Directors in office, at any annual meeting of the Board or at a special meeting of the directors called for that purpose.

Amended at the annual meeting of the corporation held at Temple, Texas, on the  
3<sup>rd</sup> day of April, 2007.

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Harry B. Macey, Jr., M.D., President

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V.W. (Bill) Barge, III, Secretary