AMENDED AND RESTATED BYLAWS

OF

SCOTT COMMUNITY COLLEGE FOUNDATION

ARTICLE I

Offices

The principal office of the Corporation in the State of Iowa shall be located in the County of Scott. The Corporation may have such other offices as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

The registered office of the Corporation need not be identical to the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Members

The Corporation shall have no members.

ARTICLE III

Board of Directors

Section 1. Powers, Numbers, Qualifications, Terms, Quorum and Vacancies. The property, affairs, and business of the Corporation shall be managed by its Board of Directors, consisting of such number as shall be fixed from time to time by action of the Board of Directors. The number of directors shall never be less than three (3) and no more than twenty-five (25).

All directors shall be elected at the annual meeting to serve one (1) three (3) year term. During the annual meeting, those interested in participating in the executive committee may run for officer positions, by board consent as their skillset allows. The outgoing President of the board shall serve as Past President for one additional year after leaving the seat as President.

The Board may waive the term limits set forth above for the representative from the Eastern Iowa Community College District Board of Trustees.

Each director shall hold office until the next annual meeting of the Board of Directors. During the intervals between annual meetings of the Board, any vacancy occurring in the Board of Directors caused by resignation, removal, death, or incapacity, and any newly created directorships resulting from an increase in the number of directors, shall be filled by a majority vote of the directors then in office, whether or not a quorum. Each director chosen to fill a vacancy shall hold office for the unexpired term in respect of which such vacancy occurred. Directors need not be residents of the State of Iowa. A majority of the members of the Board of Directors acting at a meeting duly assembled, shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

Any past Board member may also be re-elected to join the Board of Directors for an additional term as deemed by majority vote of the Board of Directors. Past Board members may serve on any committee, including the Executive Committee. Each Director will serve on at least one Committee and review fall or spring scholarship applications, annually.

Section 2. Annual Meeting. An annual meeting of the Board of Directors shall be held in the month of April or May of each year. Such meeting may, by vote of the members of the Board present, be adjourned to any subsequent date. The annual meeting shall be held for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 3. Regular Meetings. In addition to the annual meeting, the Board of Directors shall meet on at least three (3) other occasions. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least twenty-four (24) hours previous thereto by written or oral notice delivered or telephoned to each director. A record of the delivery of notice shall be made at the meeting for which the notice was given. Any director may serve notice of any meeting and the attendance of a director at a meeting shall constitute his waiver of notice thereof. Neither the business to be transacted at any meeting, nor the purpose thereof, need be specified in the notice or waive, of notice of such meeting.

Section 6. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7. Conflict of Interest. In the event a conflict of interest arises with regard to any matter before the Board of Directors and a director, the director in the conflicted position shall disclose the nature of the conflict and refrain from voting on such matter. The Board of Directors shall adopt a separate policy addressing those events of a conflict of interest and any additional policies governing a director's conflict.

Section 8. Informal Action by Directors. Any action required to be taken at a meeting of the directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be
signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 9. Virtual Conference Meetings. Subject to other applicable provisions contained in these bylaws, any action required by the Iowa Nonprofit Corporation Act to be taken at a meeting of directors of the corporation, or any action which may be taken at a meeting of the directors, or a committee of directors, may be taken by means of conference, telephone, or virtual meeting, or similar communications equipment, through which all persons participating in the meeting can hear each other, and the participation in a meeting pursuant to this provision shall constitute presence of person at such meeting.

Section 10. Committees. The Board of Directors may from time to time by resolution, adopted by the full Board, authorize the creation of committees as it may determine whether or not the members of such committees would be selected from within or without the directors of the Corporation; and, to the extent permitted by law, may invest such bodies with such powers and duties as it deems necessary. The Board of Directors may designate the members of such committees or may authorize the president and/or any of the officers of the Corporation, to designate the members of such committees.

A majority of the members of each committee shall constitute a quorum at each respective committee meeting. Each committee shall keep regular minutes of its proceedings and shall provide a copy of such minutes to the Board of Directors.

The Board of Directors, at a minimum, shall create the following committees with the following charters:

A. Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, Past President, and the College President. The Executive Committee shall have the right and power to exercise the full authority of the Board of Directors; provided, however, the Executive Committee shall not have the power to authorize distributions; approve or recommend the dissolution, merger, or sale, pledge or transfer of all or substantially all of the Corporation's assets; elect, appoint or remove directors or fill vacancies on the Board of Directors of any of its committees; or adopt, amend or repeal the articles or bylaws of the Corporation. A Director may elect to join the executive committee after serving 1 year or by board consent as their skillset allows.

B. Board Engagement and Empowerment Committee. The BEE Committee shall oversee the recruitment, orientation, and training of the Board of Directors. It shall conduct periodic evaluation of the effectiveness of the Board's operating structure and function, monitor continuity of director experience and skills, and appropriately nominate new directors. In addition, the Committee shall recommend Board officers. The Committee shall consist of the Vice President and at least three (3) other members of the Board of Directors.

C. Investment, Audit, & Finance Committee. The Investment/Audit & Finance Committee shall develop, monitor, and recommend revisions to annual operations budget and shall communicate financial position and results of operation to the Board on a routine and timely basis. The Committee shall provide oversight of the audit process including recommending an auditor to the Board for its approval and the implementation of audit recommendations. The Investment/Audit & Finance Committee shall recommend to the Board of Directors the engagement of an Investment Manager, monitor portfolio holdings, and report to the Board on the market value and performance of the assets held in the portfolio. The Committee shall consist of the Treasurer and at least three (3) other members of the Board of Directors.

D. **Events Committee.** The Board of Directors, by resolution adopted by the majority of its full Board of Directors, shall designate from among its members an Events Committee consisting of not less than (3) members, to plan annual faculty/staff recognition, plan Board socials, plan the annual fund raising event, and investigate other fund raising events. The committee shall consist of the Secretary and at least 3 other members of the Board of Directors.

ARTICLE IV

Officers

Section 1. Number. The officers of the Corporation shall be a president, a vice president, a secretary and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers, as may be deemed necessary, may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person. Each officer shall act in good faith, with the care of a person in a like position, and in the best interest of the Corporation.

Section 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner here in after provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment, the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the affairs of the Corporation. The president shall, when present, preside at all meetings of the members and of the Board of Directors. The president may sign, with the secretary or any other proper officer of the Corporation there unto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; or shall be required by law to be otherwise signed or executed; and in general 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.

Section 6. The Vice President. In the absence of the president or in the event of the president's death, inability, or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president, and shall perform such other duties as time to time may be assigned by the president or by the Board of Directors. The Vice President shall serve as the liaison to the Eastern Iowa Community College Foundation Board of Directors and serve on the Board Engagement and Empowerment Committee.

Section 7. The Secretary. The secretary shall: (a) keep the minutes and attendance of the Executive Committee; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of all Corporation records; and (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors. The Secretary shall serve on the Events Committee.

Section 8. The Treasurer. The treasurer shall: (a) have oversight of all funds and securities of the Corporation; payable to the Corporation from any source whatsoever, and deposits of the Corporation, trust companies or other depositaries as shall be selected in accordance with provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall serve on Investment/Audit & Finance Committee.

ARTICLE V
Liability/Indemnification

No director, officer, employee, or volunteer shall be liable to the Corporation for money damages for any action taken, or the failure to take any action, as a director, officer, employee or volunteer except that a director, officer, employee, or volunteer shall remain liable to the Corporation for (i) the amount of a financial benefit received to which he/she is not entitled; (ii) an intentional infliction of harm on the Corporation; (iii) a violation of Section 504.834 regarding impermissible loans to or guarantees for the benefit of a director, officer, employee or volunteer; and (iv) for acts or missions not in good faith or which involve intentional misconduct or a knowing violation of the law.

Further, the Corporation shall indemnify any present or former director, officer, employee or volunteer of this Corporation, and each such person who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as a director, officer, employee or volunteer of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to the receipt of a financial benefit to which such person is not entitled; (ii) an intentional infliction of harm on the Corporation; (iii) a violation of Section 504.834 regard impermissible loans to or guarantees of obligations for the benefit of directors and officers of the Corporation; (iv) facts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (v) to a breach of the duty of loyalty to the Corporation.

ARTICLE VI
Contracts Loans Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize by resolution any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Real Estate. All instruments executed by the Corporation which are acknowledged and which affect an interest in real estate shall be deemed sufficient if executed as provided by specific resolution of the Board of Directors. All other instruments executed by the Corporation, including any releases of mortgages or liens of any kind may be executed by the person authorized by specific resolution of the Board of Directors, or as otherwise provided in these Bylaws.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 5. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board of Directors may select.

Section 6. Fiscal Year. The fiscal year of the Corporation shall commence January 1 and end the succeeding December 31.

ARTICLE VIII
Seal

The Corporation shall not have a corporate seal.

ARTICLE IX
Amendments

These Bylaws may be altered, amended or repealed, and new Bylaws adopted by the majority vote at any regular or special meeting of the Board of Directors.

Amended and reinstated this

SCOTT COMMUNITY COLLEGE FOUNDATION

By Susan E. Hess
Susan E. Hess (Mar 10, 2026 18:28:57 MDT)

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