

**BYLAWS
OF THE ALAMO COLLEGES FOUNDATION, INC.**

ARTICLE I. NAME AND OFFICE

Section 1. Name

The name of this Foundation is Alamo Colleges Foundation, Incorporated. This Foundation may register and operate under the assumed business name "ACCD Foundation" and any other assumed business names that the Board of Directors may authorize from time to time.

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 Bexar County, Texas. It may also have such other office or offices, within or without the State of Texas, as the Board of Directors of the Foundation may determine, or the business of the Foundation may require.

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. Any rules not otherwise addressed by law, the Articles of Incorporation, or these Bylaws, shall be governed by Robert's Rules of Order, Newly Revised.

Section 2. Number; Qualifications

The initial Board of Directors shall consist of four (4) members. At no time shall the number of Directors be less than four (4) nor more than fifty (50).

Section 3. Term of Office

Each Director shall be elected to a term of three years and shall hold office until the expiration of such term or until removal, death or resignation. Directors may be reelected for subsequent terms of three years each for a maximum of three consecutive terms. A Director who leaves office may be reelected to a new term, and up to two subsequent terms, after an absence from office for a period of one year. If the number of Directors whose current term of office will expire in any given year is more than one-third of the Directors then serving, the Board may vote to reduce or expand the terms of some or all Directors such that the number of Directors whose terms expire shall be as close to one-third of the Board as possible. In the event that any Director objects to the reduction or expansion of his or her term, then all Directors will draw lots to determine which Directors' terms will be reduced or expanded. Any motion to reconfigure the terms of office shall require approval by a majority of the Directors then serving.

Section 4. Organization; Business

In the absence of the Chairperson and the Vice-Chairperson at any meeting, any member of the Board chosen by a majority of the Directors present at such meeting shall act as Chairperson. 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, regular or special meeting of the Board of Directors called for that purpose by the affirmative vote of a majority of the then acting Directors. Any vacancy in the Board of Directors may be filled by the vote of a majority of the Directors then serving. Each successor Director so elected shall be elected for a one-, two- or three-year term, giving due consideration to the balance of terms addressed in Article II, Section 3 of these Bylaws.

Section 6. Place of Meeting

The Board of Directors may hold its meetings, annual or special, at such place or places, within the State of Texas, as it may determine by resolution, or as designated in the Bylaws, or in the respective notices of such meeting or waiver of notice. 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 Bexar County, Texas.

Section 7. Annual Meeting

An annual meeting of the Board of Directors shall be held between September 1 and November 30 of each year, pursuant to notice of same.

Section 8. Regular Meetings

There shall be a minimum of two regular meetings each year, in addition to the annual meeting specified above, and notice of such meetings or of any adjournment thereof shall be required. Additional regular meetings may be scheduled at the discretion of the Board of Directors.

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 Chairperson of the Board or the Secretary, and shall be called by them or either of them upon the written request of at least forty percent (40%) of the total number of the then acting Directors. Notice of a special meeting, considered as an emergency, may be delivered personally, by telephone, or by facsimile, not later than the day before the day on which such meeting is to be held.

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 on the grounds that the meeting is not lawfully called or convened. Unless otherwise expressly provided by law, by 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, or if those Directors not present shall sign a waiver of notice before or after such meeting.

Section 10. Quorum; Manner of Acting; Voting by Proxy

At all meetings of the Board of Directors a quorum shall consist of a simple majority (50% plus one) of the then acting Directors. The act of the majority of the Directors present at any meeting at which a quorum exists shall be the act of the Board of Directors unless law, the Articles of Incorporation, these Bylaws, or Robert's Rules of Order, Newly Revised, require the act of a greater number.

The departure of any Directors from a meeting at which a quorum was present shall not affect or impair such quorum. Where a Director is unable to attend a meeting of the Board, such member may provide an attending Director a letter of proxy for the attending Director to vote in his or her behalf. Such letter of proxy is to be limited to a specific meeting, and may be directive in prescribing a particular way to vote on a specific issue, or it may be nondirective. The letter of proxy is to be presented to the Board prior to the start of the meeting and retained with the minutes of the meeting.

Section 11. Action by Directors Without Meeting

Any action required or permitted by law, the Articles of Incorporation, or these Bylaws to be taken at a meeting of the Board of Directors may be taken by the Executive Committee, with the exception of the reserved powers of the full Board. Reserved powers of the full Board shall include decisions regarding (1) selection and dismissal of Board members and Board officers, (2) amendments to the Bylaws or Articles of Incorporation, (3) changing the Foundation's statement of mission and purpose, and (4) undesignated expenditures exceeding a sum to be determined by Board policy and procedures. Action by the Executive Committee shall have the same force and effect as if the total number of Directors were present at a meeting with at least the majority voting upon the action, and may be stated as such in any document or instrument filed with the State of Texas Secretary of State. Proper notification in any form of a monthly report must be sent by the Executive Committee to all then acting Directors with regard to any action taken.

Section 12. Compensation; Expenses

No Director shall receive compensation for his service as a member of the Board of Directors of the corporation; provided, however, that this provision shall not preclude reimbursement for expenses incurred on behalf of the Foundation or in attending meetings of the Board of Directors or appointed committees. Reimbursements shall be allowed only with the approval of the Executive Director prior to the expense being incurred.

Section 13. Director Expectations

The following is expected of each Director of the Foundation, but is not to be considered inclusive:

- (a) Serve on at least one committee.
- (b) Participate in the fundraising efforts of the Foundation by identifying and cultivating prospects, soliciting gifts, and acknowledging gifts and donors.
- (c) Personally contribute \$1,000 or more annually to the Foundation.
- (d) Cultivate friends for the Alamo Colleges among the general public, business community, and elected officials.
- (e) Assume a leadership role in his or her respective sphere of influence in promoting the Alamo Colleges.
- (f) Become knowledgeable about the Alamo Colleges' operations, strengths, and opportunities available for contributions.
- (g) Take an active part in the life of the Alamo Colleges and the Foundation by attending and participating in special events hosted or offered by the Alamo Colleges or Foundation.
- (h) Attend the annual meeting of the full Board, and attend fifty percent, or more, of the regular and special Board meetings.
- (i) Attend fifty percent, or more, of the committee meetings for each committee to which he, or she, is assigned.
- (j) Periodically assess the Board's performance.
- (k) Review performance of the individual Board members eligible for term renewal.
- (l) Ensure all fiduciary responsibilities are met, including effective asset management.
- (m) Protect donor rights and honor gift restrictions.

ARTICLE III. OFFICERS

Section 1. Designation

The principal officers of the Foundation shall consist of a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors. Other officers and assistant officers as the Board of Directors may deem necessary may also be elected or appointed. Principal officers shall be elected by the majority vote of the Directors present at the annual meeting of the Board of Directors. In its discretion, the Board of Directors may leave unfilled any office or offices except those of Chairperson, Vice-Chairperson, Secretary and Treasurer. The Chancellor and the Executive Director, Institutional Advancement of the Alamo Colleges shall serve as non-voting, ex-officio members of the Board of Directors. The Board of Trustees of the Alamo Colleges may appoint two Trustees as liaisons and voting members to the Foundation's Board of Directors.

Section 2. The Chairperson of the Board

The Chairperson shall preside at all meetings of the Board when present, and shall serve as Chairperson of the Foundation's Executive Committee.

Section 3. The Vice-Chairperson of the Board

The Vice-Chairperson shall assume the duties of the Chairperson as needed.

Section 4. The Secretary

The Secretary, or the Acting Secretary, shall attend and ensure that correct minutes are kept for all meetings of the Board of Directors and the Executive Committee. He, or she, shall also ensure the proper custody of all books, records and documents belonging to the Foundation, except such financial books and records as shall be under the charge of the Treasurer. He, or she, shall 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 to affix it to any instrument requiring the seal of the Foundation and attest the same by his or her signature. The Secretary shall cause such reports and data as may be requested of him or her to be prepared and submitted to the Board of Directors or the Chairperson. He, or she, shall perform such other duties and have such other powers as may be assigned or delegated by the Board of Directors or the Chairperson. The Secretary, with Board approval, may delegate to another officer or person any duties usually performed by the Secretary. This action will require a simple majority vote of the quorum.

Section 5. The Treasurer

The Treasurer shall have charge over, and supervise and assume responsibility for, all funds, securities, valuable documents and the financial books and records of the Foundation. He, or she, shall ensure the receipt 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. The Treasurer shall enter, or cause to be entered, on the books of the Foundation a full and accurate account of all monies received and paid by the Foundation. He, or she, shall render to the Board of Directors or the Chairperson, 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. The Treasurer shall have all the duties incident to the office of Treasurer and shall perform such other duties and have such other powers as may be assigned or delegated by the Board of Directors or the Chairperson. If required by the Board of Directors, the Treasurer shall give the Foundation, at its expense, a bond in such form and sum and with such faithful performance of the duties of the office. The Treasurer, with Board approval, may delegate to another officer or person any of the duties usually performed by the Treasurer. This action will require a simple majority vote of the quorum.

Section 6. Assistant Secretary; Assistant Treasurer; Other Officers

Each Assistant Secretary and each Assistant Treasurer, if elected or appointed, shall have all the power, duties and authority of the Secretary and the Treasurer, respectively. Each other officer or assistant officer or agent of the Foundation elected or appointed by the Board of Directors shall perform such duties and have such power and authority as the Board of Directors or the Chairperson may prescribe.

Section 7. Term; Removal; Vacancies

Each officer of the Foundation shall hold his or her office during the term for which elected or appointed and qualified, or until his or her death, resignation, incapacity or removal from office. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors then serving. The Board of Directors may fill an officer vacancy at any time.

ARTICLE IV. EXECUTIVE COMMITTEE

Section 1. Constitution and Powers

The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer, and one Alamo Colleges Trustee who is serving as a liaison and voting member to the Foundation Board of Directors. The Chancellor and the Executive Director shall serve as ex-officio, non-voting members. The Executive Committee shall have and may exercise, when the Board of Directors is not meeting, 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 law, the Articles of Incorporation, these Bylaws, or Robert's Rules of Order, Newly Revised, is required to be taken by vote of a specified proportion of the number of Directors then serving.

The Executive Committee's charge is as follows. Specific responsibilities shall be as set forth by Board policies and procedures.

Executive Committee Charge

To assist the Board to function efficiently and effectively by addressing matters that cannot or should not be delayed until the Board's next scheduled meeting, or until a special meeting of the Board shall be called as specified in these Bylaws.

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 the Committee may determine. The Chairperson may call special meetings of the Executive Committee, as may any two members of the Committee, at any time on twenty-four (24) hours notice to each member, either personally, by telephone, by

electronic mail, or by facsimile. Except as may be otherwise expressly provided by law, the Articles of Incorporation, or by the 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 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.

Section 3. Records

The Executive Committee shall keep a record of its acts and proceedings and shall submit a monthly written report of its actions to the Board of Directors. The Secretary of the Foundation, or in his or her absence, an Assistant Secretary, shall act as Secretary of the Executive Committee.

Section 4. Vacancies

Any vacancy in the Executive Committee may be filled by affirmative vote of a majority of the number of Directors of the full Board at a duly called meeting where a quorum exists.

ARTICLE V. OTHER COMMITTEES/EXECUTIVE DIRECTOR

Section 1. Appointment; Duties

The Chairperson may designate and appoint committees. Such committees shall consist of members of the Board of Directors or other persons, and shall exercise such authority and powers, perform such duties and follow such procedures as the Bylaws, the Board of Directors or the Chairperson may separately prescribe.

Section 2. The Executive Director

The Alamo Colleges Chancellor shall assign the Executive Director to the Foundation and/or Foundation Board of Directors as part of the duties of the Executive Director, Institutional Advancement of the Alamo Colleges. The duties of the Executive Director shall include responsibilities for the management of the Foundation as required by the Executive Committee. Specific authority of the Executive Director shall be as set forth by Board policies and procedures.

Section 3. Committees

Standing committees shall be appointed by the Chairperson, and shall meet as called for by the needs of the committee. Each standing committee shall include a minimum of three voting directors, and may include such others as would be beneficial for the purposes of the committee. The standing committees shall be, in addition to the Executive Committee, the following:

(1) Committee on Directors, (2) Finance and Audit Committee, and (3) Development and Investments Committee. Other committees may be formed by the Chairperson. All proposals of the committees will be prepared and submitted to the Board of Directors or the Executive Committee for action. Specific charges for each committee shall be as follows. Specific responsibilities shall be as set forth by Board policies and procedures.

COMMITTEE ON DIRECTORS

Committee Charge

Determine the most effective composition of the Board by developing practices and recommending strategies and policies that attract, orient, educate, organize, motivate, and assess the performance of Directors.

FINANCE AND AUDIT COMMITTEE

Committee Charge

Provide oversight for all aspects of the Foundation's finances and be central to the Foundation Board's fiduciary responsibilities. Oversee financial audits, and other processes to ensure Board and gift accountability measures maintain the highest degree of integrity. Committee membership must include the Board Treasurer, as well as others with extensive finance and/or auditing experience and knowledge.

DEVELOPMENT AND INVESTMENTS COMMITTEE

Committee Charge

Provide the oversight needed for high-performance fundraising, while leading the involvement of the full Board in the process. Set fundraising priorities, clear expectations and timetables, and report results to the full Board at the annual meeting and regular meetings. Develop and maintain the guiding document of endowment management – the investment policy that addresses asset allocation. Committee members should include individuals with extensive leadership, sales, and/or investments experience and knowledge.

ARTICLE VI. SPECIAL MEMBERS OF THE BOARD

Section 1. Emeritus Members

The Board of Directors is authorized to create a category of Emeritus Members of the Board consisting of former members of the Board of Directors. Such Emeritus Members will not have voting rights, nor will they be called upon to attend Board of Directors' meetings. They will, however, be available for consultation, help with committee assignments, other special assignments and events, and may attend meetings.

Section 2. Honorary Members

The Board of Directors is authorized to create a category of Honorary Members of the Board consisting of individuals who have distinguished themselves in the community and who have not served as a member of the Board of Directors. Such Honorary Members will not have voting rights, nor will they be called upon to attend Board of Directors' meetings.

They will, however, be available for consultation, help with committee assignments, other special assignments and events, represent prospective future members of the Board of Directors, and may attend meetings.

ARTICLE VII. SEAL

Section 1. Description

The corporate Seal of the Foundation shall be in the form of a circle with the words "Alamo Colleges Foundation, Inc." around the periphery, and the word "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 kept in the principal offices of the Foundation under the jurisdiction 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 VIII. 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 December of each year.

ARTICLE IX. LIMITATION OF LIABILITY: INDEMNITY

Section 1. Non-Liability in Certain Cases

No Director, officer, member of any committee, agent or employee of the Foundation shall be liable for acts in such capacity if such person is excused from liability under any present or future provision or provisions of Texas law or the Articles of Incorporation of the Corporation. In addition, to the fullest extent now or hereafter permitted by Texas law, each Director, officer, member of any committee, agent or employee shall, in the discharge of any duty imposed or power conferred upon such person by the Foundation, be fully protected if, in the exercise of ordinary care, such person acted in good faith and in reliance upon the statements, valuations or information referred to in Texas law, now or as hereafter amended.

Section 2. Indemnification of Directors and Officers

The Foundation shall indemnify its Directors and Officers to the fullest extent permitted by Texas law, now or as hereafter amended, or any other applicable laws as may from time to time be in effect. In addition, the Foundation shall pay expenses incurred by such persons in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding, where the requirements imposed by Texas law, now or as hereafter amended, are met.

The Foundation's obligation to indemnify and to prepay expenses under this section shall arise, and all rights granted to the Directors and Officers hereunder, shall vest, at the time of the occurrence of the transaction or event to which such action, suit or proceeding relates, or at the time that the action or conduct to which such action, suit or proceeding relates was first taken or engaged in (or omitted to be taken or engaged in), threatened, commenced or completed.

Notwithstanding any other provision of these Bylaws, or the Articles of Incorporation of the Foundation, no action taken by the Foundation, either by amendment of the Articles of Incorporation of the Foundation or otherwise, shall diminish or adversely affect any rights to indemnification or prepayment of expenses granted under this section which shall have become vested as aforesaid prior to the date that such amendment or other corporate action is taken. Further, if any provision of this section shall be held to be invalid or unenforceable, the validity and enforceability of the remaining provisions shall not in any way be affected or impaired.

Section 3. Insurance

The Board of Directors shall have, in its discretion, the power to purchase and maintain insurance or another arrangement on behalf of any person who is, or was a Director, Officer, employee or agent of the Foundation, or is, or was serving at the request of the Foundation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by such person in any such capacity or arising out of such status, whether or not the Foundation would have the power to indemnify against such liability under any provisions of Texas law, the Articles of Incorporation or these Bylaws.

Without limiting the power of the Foundation to procure or maintain any kind of insurance or another arrangement, the Board of Directors may, for the benefit of persons indemnified by the Corporation (a) create a trust fund, (b) establish any form of self insurance, (c) secure the indemnity obligation by grant of a security interest or other lien on the assets of the Corporation, or (d) establish a letter of credit, guaranty or surety arrangement.

ARTICLE X. AMENDMENT OF BYLAWS

The Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any annual or special meeting of the Board of Directors at which a quorum is present by the vote of a majority of the Directors present at such meeting; provided, that notice of the proposed alteration has been sent to each Director with the notice of said meeting.

ARTICLE XI. DISSOLUTION

In the event of the dissolution of the Foundation, and in accordance with the Articles of Incorporation, all its existing assets and obligations shall be transferred to the Alamo Colleges, San Antonio, Texas.

These Bylaws duly amended and accepted at a meeting of the Board of Directors.

This 30th day of April, 2010.

BY: _____

Michael Beldon
Chairperson

BY: _____

Katherine David
Secretary

SWORN TO AND SUBSCRIBED BEFORE ME THIS _____ DAY OF _____, 2010.

Name

Notary public, Bexar County, Texas

My commission expires: _____