

BY-LAWS

RANGER COLLEGE FOUNDATION , INC

ARTICLE ONE

RANGER COLLEGE FOUNDATION, INC., is a corporation organized and under the Texas Nonprofit Corporation Act to solicit, encourage, and otherwise obtain gifts, grants, loans, and contributions which may be used in the furtherance of the purpose of the corporation as stated in its articles of incorporation.

ARTICLE TWO

The principal office of the corporation shall be in Ranger, Texas.

ARTICLE THREE

The Board of Directors of the corporation shall consist of four elected Regents of Ranger College, plus up to six additional members who shall be appointed by said Regents annually within ninety days after the conclusion of the fiscal year of the corporation.

ARTICLE FOUR

Regular meetings of the Board of Directors shall be held at the time and place to be designated by resolution of said Board.

ARTICLE FIVE

Special meetings of the Board of Directors may be held upon the call of any member of such Board. The call for such special meeting shall state the time, place and purpose of the meeting and shall be mailed or delivered directly to each member of the Board of Directors by its secretary. Notice of such special meeting must be mailed at least three days prior to the time set for such meeting; provided, however, that if any member of the Board of Directors is present at such meeting or in writing waives notice thereof, before or after the meeting, notice to such member shall not be required.

ARTICLE SIX

A majority of the Directors present in person shall constitute a quorum for the transaction of the business of the corporation at any meeting of the Board of Directors; provided, however, that to the extent permitted by law, any action permitted or required to be taken by the Board of Directors may be taken upon the written consent of said Directors as effectively as such action may be taken by vote at a meeting of said Directors.

Approved February 1, 2024

ARTICLE SEVEN

Vacancies on the Board of Directors shall be filled by the Directors remaining in office, even though less than a quorum.

ARTICLE EIGHT

Directors shall receive no compensation for their service, but may, by resolution of the Board, be reimbursed for direct expenses incurred in performance of their duties. Nothing contained herein, however, shall preclude any director serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE NINE

Immediately following the election of Directors as herein provided, the Board of Directors shall appoint from their number a President and a Vice-President, and shall appoint the President of Ranger College as the Secretary of the Board of Directors, and the Business Manager of Ranger College as Treasurer. The Board may from time to time appoint such other officers as it deems proper.

ARTICLE TEN

Directors who are members of the Board by virtue of their status as a Regent of Ranger College shall remain a Director of the corporation for so long as they shall remain a Regent. Directors appointed by such Regents shall serve until their successors are appointed and qualified. Any director so appointed may be removed by a majority vote of the Directors then in office at any time such action is deemed to be in the best interest of the corporation or of Ranger College.

ARTICLE ELEVEN

The Board of Directors may from time to time appoint one or more advisory directors from the community at large, when such appointment is deemed to be of the best interest of the corporation. There shall be no limit upon the number of such advisory directors. Such advisory directors shall be appointed or reappointed annually after the election of members of the Board of Directors. Advisory directors shall not have the right to vote. The Board of Directors shall have the authority to constitute a board of advisory directors as a separate body, created for the purpose of providing assistance to the Board of Directors in furtherance of its objectives set forth hereunder. In the event such action is taken, an elected member of the Board of Regents of Ranger College shall be the presiding officer of such separately constituted advisory board. Such advisory boards may designate additional offices and elect persons thereto as it deems necessary.

ARTICLE TWELVE

Directors, officers and advisory directors of the corporation shall be indemnified by the corporation against personal liability arising out of the acts or existence of the corporation, unless such liability should arise as a result of the negligence, omission, or willful wrongdoing of such Director.

ARTICLE THIRTEEN

The corporate seal of the corporation shall be circular in form and have inscribed thereon Ranger College Foundation, Inc., Ranger, Texas.

ARTICLE FOURTEEN

The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

ARTICLE FIFTEEN

These by-laws may be amended by a majority vote of the Board of Directors at any regular meeting or at any special meeting duly called for such purpose.