

THE
NORTHEAST STATE
COMMUNITY COLLEGE FOUNDATION

POLICIES AND PROCEDURES MANUAL

June 2016

NORTHEAST STATE COMMUNITY COLLEGE FOUNDATION

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Purpose of the Northeast State Community College Foundation

The Northeast State Community College Foundation promotes and supports academic and educational scholarship, community service, and other programs offered by the college.

AGREEMENT BETWEEN

The Northeast State Community College

AND

The Northeast State Community College Foundation

THIS AGREEMENT made by and between the Northeast State Community College (hereinafter referred to as the “Institution”), and the Northeast State Community College Foundation (hereinafter referred to as the “Foundation”).

The Institution is a public institution of higher education created by Tenn. Code Ann. 49-8-101 and governed by the Tennessee Board of Regents.

The Foundation is a private, non-profit corporation existing by virtue of Tenn. Code Ann. 49-7-107 and Tenn. Code Ann. 48-51-101 et seq. (Tennessee Nonprofit Corporation Act), is tax-exempt under Section 501(c)(3) of Internal Revenue Code, and is organized to work in concert with the Institution. The Foundation is established by Charter and Bylaws dated September 23, 1985, attached hereto as Exhibit A, and its purpose is as stated therein.

The Foundation’s relationship to the Institution is based upon a shared interest in the Institution’s development and the success of the Institution’s mission. Therefore, Institutional participation in and support of Foundation operations are appropriate and desirable.

THE PARTIES HEREBY AGREE AS FOLLOWS:

I. FOUNDATION POWERS, DUTIES, AND RESPONSIBILITIES

1. **Foundation Charter and Bylaws.** The Foundation shall file its initial and amended foundation charters and bylaws with the Secretary of State of the State of Tennessee and Institution president will submit copies to the Tennessee Board of Regents’ Office of General Counsel.
2. **Ethics Policy.** The Foundation shall adopt an ethics policy complying with Tenn. Code Ann. § 49-7-107 that applies to and governs the conduct of all members of the Foundation’s governing body. Members must review and acknowledge the code of ethics annually.
3. **Foundation Business Affairs.** The Foundation’s Board shall develop policies and procedures concerning the conduct of its business affairs and to assure appropriate reporting of financial and other activities. Such policies and procedures shall implement sound business practices, provide for appropriate checks and balances and ensure prudent use of Foundation funds.

- a. *Budget Preparation.* With the assistance of Institution administrative personnel, the Foundation will create the Foundation's budget.
- b. *Procurement and Contracting.* The Foundation's Board shall develop policies and procedures that address procurement and contracting activities. When practicable, the Foundation shall use competitive procurement methods. Such policies must include a process for determining authority for authorizing contracts on behalf of the Foundation and for authorizing expenditure of Foundation funds. Authority for these functions cannot be delegated solely to an employee of the institution.
- c. *Contracts.* The Foundation does not have any authority to obligate the Institution in any manner. A contract may not be entered into in the names of both the Foundation and the Institution or in the name of either entity "on behalf of" the other. If a transaction involves both the Foundation and the Institution, both must be parties to the contract and it must be executed by authorized representatives of both.
- d. *Administration of Donations to the Foundation.* The Foundation shall develop policies and procedures that address the management and investment of contributions to the Foundation, subject to the requirements of the Uniform Prudent Management of Institutional Funds Act, T.C.A. Title 35, Chapter 10, Part 2.
- e. *Document Retention Policy.* The Foundation shall have a written mandatory document retention and periodic destruction policy that complies with Sarbanes-Oxley requirements. This should include guidelines for handling electronic files and voice mail, as well as paper documents. The Foundation's policy will prohibit document purging if an official investigation is anticipated or underway.
- f. *Reports.* The Foundation shall issue reports to the president of the Institution, at least annually, on the activities of the Foundation. An annual financial report shall be issued, prepared in accordance with generally accepted accounting principles, including all required note disclosures. Financial reports shall include, as applicable and according to appropriate accounting principles, the value of in-kind services provided by the Institution.

4. **Solicitation and Acceptance of Contributions.** The Foundation is hereby designated as an entity responsible for promoting and generating private sector support for the Institution. The Foundation may collect contributions for the Institution's charitable, scientific, and educational purposes. The Foundation shall assist the Institution and its departments in their fund-raising activities, capital campaigns, and development programs with individuals, corporations, foundations, and other organizations. The Foundation shall develop policies and procedures addressing the solicitation and acceptance of contributions to the Foundation, incorporating sound business principles and safeguarding compliance with donor intent and conditions. Prior to accepting any donation that will require substantial institutional support such as staff, financial assistance, storage, on-going maintenance, etc., approval must be obtained from the president of the Institution and, if applicable, from the Chancellor.

5. **Confidentiality of Donor Information.** The Institution and the Foundation may share employees and services, including information on donors. As used herein, the Foundation's "donor information" includes but is not limited to a compilation of contributors, prospects, alumni, friends, and supporters of the institution. These records, as well as all other data, materials, and information belonging to the Foundation pertaining to past, current, prospective donors are proprietary to the Foundation and constitute its confidential information and trade secrets. The Institution and the Foundation shall comply with the provisions of T. C. A. § 49-7-140 regarding the confidentiality of gift records. Subject to those provisions, the Foundation may disclose confidential information from time to time to authorized Institution personnel for purposes of cooperative planning and implementation of activities, as authorized by the Foundation. Institution employees shall preserve the confidentiality of such shared information.

6. **Use of Institution Name/Marks.**

- a. The Foundation may, in connection with its lawful business and activities, use the name of the Institution as well as the Institution's logo, seal, and other symbols and marks.
- b. The Foundation shall not delegate the authority to use the Institution's name or marks without written approval of the Institution's president and shall not permit the Institution's name or marks to be used in connection with advertising of non-institution or non-foundation products or services unless such use is consistent with policies of the institution.
- c. The Foundation agrees to cease using the Institution's name and marks in the event:
 - i. Foundation dissolves;
 - ii. The Foundation ceases to be a non-profit corporation or ceases to be recognized by the IRS as described in Section 501(c)(3) of the Internal Revenue Code; or
 - iii. The Foundation or the Institution terminates this agreement.

7. **Operational Support from the Institution.** The Institution may not transfer state or institutional funds to the Foundation, however, the Institution may provide in-kind services to Foundation as consideration for services rendered by the Foundation to the Institution. "In-kind services" include, but are not limited to, the provision of office space, administrative support and other staff.

8. **Respect for Institution's Personnel Administration.** Foundations must respect the Tennessee Board of Regents and Institutional authority over personnel administration. Foundation expenditures for compensation and other payments to or for the benefit of institutional personnel and reportable as income to the recipient, such as salary, expense accounts, automobiles, club or other organization memberships and dues, etc., must be approved in advance, annually, by the Institution president, unless the salaries funded by the Foundation are in accordance with Institution's compensation plan and included in the Institution's personnel

budget. Advance approval of the Chancellor shall be required if payments outside the Institution's compensation plan are made to or for the benefit of any Institutional employee, including the president, and if the aggregate value of such payments to any individual Institutional employee exceeds fifteen hundred dollars (\$1,500) per fiscal year. This provision does not apply to reimbursement of business expenses incurred by Institutional employees or to non-taxable recognition awards given to Institutional employees.

9. **Taxes.** The Foundation shall be responsible for compliance with all applicable state and federal tax laws. If the Institution provides in-kind services to assist with the preparation and filing of required tax forms and returns, the Foundation shall supply all necessary information in a timely manner.
10. **Compliance with Applicable Laws.** The Foundation agrees to comply with all executive orders, federal, state, and local rules, regulations, and laws applicable to similar non-profit corporations.
11. **Compliance with TBR Policy.** The Foundation agrees to comply with Tennessee Board of Regent's Policy 4:01:07:02, *Foundations*.
12. **Hold Harmless.** The Foundation shall indemnify and hold harmless the Institution, its governing board, officers, employees, agents and students, in their official and individual capacities, from and against any and all claims of liability, injury, damages, expenses, demands and judgments, including court costs and attorneys' fees, arising out of the Foundation's performance of this agreement, except for injury or damage caused by the sole negligence of the Institution, and furthermore, this provision shall survive the termination or expiration of this agreement.
13. **Foundation Legal Counsel.** The Foundation shall be responsible for providing its own legal counsel.

II. INSTITUTION POWERS, DUTIES, AND RESPONSIBILITIES.

1. **Independence of Foundation.** The Institution agrees to encourage and maintain the independence of the Foundation and, at the same time, foster the cooperative relationship between the institution and Foundation
2. **General Powers of the Institution.** The Institution may:
 - a. Provide the professional services of its employees, within the scope of their employment with the Institution;
 - b. Review the financial records of the Foundation to determine that the Foundation is adequately capitalized for any activities undertaken in the name of, for the benefit of, or in conjunction with the Institution;

- c. Request or require evidence satisfactory to the president or the president's designee of insurance or self-insurance adequate in form and amounts to cover foreseeable liability arising from activities undertaken in the name of, for the benefit of, or in conjunction with Institution;
- d. Request periodic review of any written general agreement or memorandum of understanding between the Institution and the Foundation to ensure that it describes each party's responsibilities in a manner that makes it clear to third parties dealing with the cooperative organization that the organization is acting as a legal entity separate from the Institution; and
- e. Take any action necessary to ensure that actions of the Institution's officials, faculty, staff, or employees relative to the Foundation are consistent with policies established by the Tennessee Board of Regents and the Institution regarding conflicts of interest, outside activities, and other matters.

3. **Institutional Services to Foundation.** In consideration of the services provided to the Institution by the Foundation and as set forth herein, the Institution may assist the Foundation in the following:

- a. Provision of office space, telephones, computers, supplies, *etc.* for personnel. These will be considered in-kind services from the Institution.
- b. Provision of clerical and administrative support services through the Institution's Development Office.
- c. Provision of designated financial services including financial record keeping.

4. **Audit of Foundation Records.** In accordance with T.C.A. § 49-7-107(b), all annual reports, books of account and financial records of the foundation shall be subject to audit by the Comptroller of the Treasury of the State of Tennessee. Records and accounts maintained by the foundation shall be audited on the same cycle as the institutional audit performed by the Comptroller, or, with the prior approval of the Comptroller, an independent public accountant may perform such an audit. The contract between the independent public accountant and the foundation shall be approved in advance by the Tennessee Board of Regents and the Comptroller and shall be on forms prescribed by the Comptroller. All annual reports, books of account and financial records of the foundation shall be

available for audit by the internal auditors of the Institution or the Tennessee Board of Regents.

III. MUTUAL ACKNOWLEDGEMENTS AND OBLIGATIONS.

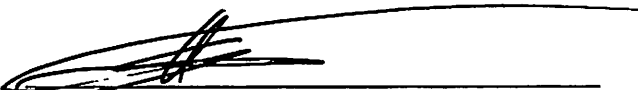
1 **Termination.** Either party may terminate this agreement upon sixty days' notice.

2. **Term.** This agreement is based upon the Institution's fiscal year, which is July 1 through June 30. The term of this Agreement shall commence on the date first written below and expire on June 30, 2016. If neither party gives notice of termination, as provided in paragraph 2, above, prior to the expiration of the agreement, it will continue on a year-to-year basis. If this agreement is terminated by either party, all funds, assets, data and information in the possession of the Foundation will be transferred to the Institution as soon as is practicable.

3. **Entire Agreement/Modification.** This agreement contains all the terms between the parties. It may be amended only in writing signed by legally authorized representatives of all parties.

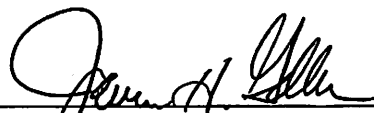
APPROVED:

Northeast State Community College Foundation

By: 
A. Lee Shillito
Chair

4-25-16
Date

Northeast State Community College

By: 
Janice H. Gilliam
President

APR 26 2016
Date

ACKNOWLEDGED AND APPROVED:

Tennessee Board of Regents

By: 
Chancellor David Gregory
Tennessee Board of Regents

MAY 9, 2016
Date

Northeast State Community College Foundation Code of Ethics

1. Preamble: Integrity, credibility, and ethical leadership and management of the highest order are the standards upon which the Northeast State Community College Foundation operates. These standards are essential in order to achieve the purpose of the Northeast State Community College Foundation to support academic, community service, educational scholarship, and other programs and services offered by the college. Tennessee Code Annotated Section 49-7-107 requires that foundations for state universities and colleges adopt a Code of Ethics. Therefore, the Northeast State Community College Foundation establishes and adopts this Code of Ethics which applies to and governs the conduct of all members of the Northeast State Community College Foundation Board of Directors.

2. Scope: The following statement applies to each Board member and officer of the Northeast State Community College Foundation. It is also intended to serve as guidance for all staff employed by Northeast State Community College who support the activities of the Foundation.

3. Fiduciary Responsibilities: Members of the Board of Directors and officers of the Foundation serve the public trust and have a clear obligation to fulfill responsibilities in a manner consistent with this fact. All decisions of the Board and officers are to be made solely on the basis of a desire to promote the best interests of Northeast State Community College, the Northeast State Community College Foundation, and the public good and trust. In every decision and action undertaken, the integrity of the Foundation and Northeast State Community College must be protected and advanced.

Because of their prominence, individuals serving on the Northeast State Community College Foundation Board of Directors are inevitably involved in the affairs of other institutions and organizations. An effective Board cannot consist of individuals entirely free from perceived conflicts of interest. Although most such potential conflicts are and will be deemed to be inconsequential, it is each person's solemn responsibility to ensure that the Board is made aware of situations that involve personal, familial, or business relationships that may be questionable for Northeast State Community College and the Northeast State Community College Foundation. Thus, the Board requires that each Board member and officer annually (1) review this policy; (2) disclose any possible personal, familial, or business relationships that reasonably could give rise to a conflict of interest involving Northeast State Community College or the Northeast State Community College Foundation; and (3) acknowledge compliance with the letter and spirit of this policy.

4. Disclosure: All Board members and officers are requested to disclose only those substantive and business relationships that they maintain or members of their families maintain with organizations that do business with Northeast State Community College, the Northeast State Community College Foundation, or any related or affiliated organization which could be construed to affect their independent, unbiased judgment in light of their decision-making authorities or responsibilities. Any uncertainties as to the appropriateness of listing a particular relationship may be resolved by consultation with the Chief Advancement Officer of the Foundation, who in turn may consult with legal counsel, the

Executive Committee, or the Board of Directors in executive session. Information disclosed or provided by any person pursuant to this policy shall be held in confidence except when after consultation with that person, the best \ interests of Northeast State Community College or the Northeast State Community College Foundation would be served by disclosure.

The following definitions are provided to assist Board members and officers in determining whether to disclose a particular relationship:

Substantive Relationship: One in which a Board member, officer, family member, or an organization with which the Board member, officer or family member benefits directly, indirectly, or potentially from the receipt of cash, material, and/or property.

Business Relationship: One in which a Board member, officer, or family member is an officer, director, employee, partner, trustee, controlling stockholder or the actual or beneficial owner of more than five (5) percent of the voting interest of an organization or serves in similar capacities with non-profit organizations, including other universities and colleges.

Family Member: A spouse, parent, sibling, child, or any other relative of a Board member or officer if the latter resides in the same household as the Board member or officer.

5. Restraint on Participation: Board members or officers who have declared or have been found to have a conflict of interest as defined herein shall refrain from consideration of or taking action on proposed transactions of the Board unless for special reasons when the Board or college administration may request information or an interpretation. Persons with conflicts shall not vote, participate in discussion, or be present at the time of the vote. Any proposed transaction in which a conflict of interest has been declared or found to exist must be approved by a majority of the disinterested members of the Board or the appropriate committee of the Board after disclosure of the conflict of interest.

6. Removal of Board Member for Violations: Upon appointment or election, each officer or member of the Northeast State Community College Foundation Board of Directors is provided a copy of the Northeast State Community College Foundation's Code of Ethics. By virtue of election, members of the Board of Directors and officers of the Northeast State Community College Foundation agree to abide by this Code of Ethics. Any Board member or officer found to have willfully committed a material violation of this Code of Ethics may be removed as provided by state law.

Bylaws of the Northeast State Community College Foundation

ARTICLE I

Name

The name of this organization shall be Northeast State Community College Foundation. The principal office shall be maintained in Blountville, Tennessee, or at such other places as may be designated by the Board of Directors.

ARTICLE II

Purpose and Objectives

The purposes and objectives of the Northeast State Community College Foundation shall be those as set forth in the Charter of Incorporation of said Foundation, as such charter now exists and as may be amended. The Foundation shall be operated to benefit, promote, and otherwise support through financial and other means, the purposes of Northeast State Community College.

Northeast State Community College will formulate a written agreement with the Foundation describing the services and responsibilities the institution will provide in support of the Foundation.

Funds shall be received and accepted by the Foundation only upon the authority of its duly authorized officer or representative and shall be disbursed exclusively to Northeast State Community College or in its behalf. All disbursements shall be made only upon approval of the Foundation Board of Directors.

The Board of Directors shall determine the projects for which Foundation funds may be used and the manner in which the funds are expended, provided that such policy determinations are within the provisions of the Internal Revenue Code of the United States and the Tennessee Code Annotated under which this Foundation is chartered.

ARTICLE III

Board of Directors

Section 1. General Powers: The affairs of the Foundation shall be managed by its Board of Directors. The corporate powers and business of the Foundation shall be exercised and directed within the general rules that have been or may hereafter be established by the Tennessee Board of Regents. The directors will formulate and promote a program to fulfill the purposes of the Foundation to include determining acceptable institutional projects supported by the Foundation and programs for the solicitation of gifts, grants, and bequests to the Foundation in support of such projects.

The general policies governing the solicitation of funds shall be determined by the directors with the approval of the President of Northeast State Community College. The directors may decline a gift if such gift is not consistent with the purpose of the Foundation or is contrary to applicable State or Federal law.

The Board may establish or dissolve bodies, including advisory committees, councils, or the like, adjunct to the Board, as the Board may by resolution establish, and may specify such

requirements, terms of service and methods of selection for membership in such adjunct bodies as the Board may deem appropriate. However, the Board may not delegate any function of the Board or Executive Committee to any such adjunct body.

Section 2. Number, Tenure, and Qualifications: The entire membership of the Board of Directors shall not exceed one hundred and fifty (150) members. Individuals who shall hold the positions of President and Chief Advancement Officer of the Foundation at Northeast State Community College shall be ex-officio and non-voting members of the Board of Directors for the term of their tenure in those positions at the college. All members of the Board shall be elected for a three-year term, with no more than one-half of the directors being elected at any regular or called meeting of the Board. The Board of Directors is authorized to fill vacancies on the Board.

Individuals interested in the purposes of Northeast State Community College are eligible and may become members of the Board of Directors upon approval and invitation by the Board.

Section 3. Meetings of the Board of Directors:

Regular Meetings

The Board shall have at least two (2) regular meetings during the year. These meetings will occur in the spring and fall or winter months at such a place and time as the chair shall determine. The spring meeting will serve as the annual meeting. Notice of the annual meeting shall be given at least five (5) days prior to the date of such meeting via U.S. Postal Service or electronic transmission

At regular and other special called meetings, directors shall transact business pertinent to the Foundation. Immediately upon installation, new directors are granted all rights and privileges of members of the Board and may participate in all Foundation business.

Special Meetings

Special meetings of the Board of Directors may be called by the chair or by a group of at least four (4) directors. Notice of a special meeting shall be given by the chair or one of the four directors requesting the special meetings. This notice shall be provided five (5) days prior to the date of such meetings; however, such notice may be waived in emergency situations.

Quorums at Regular and Special Meetings

Thirty-three percent (33%) of the membership, but not less than 20 members, shall constitute a quorum at any meeting of the Board of Directors. Board members may vote in person, via electronic transmission or by proxy. All actions shall be approved by a quorum, except actions amending these bylaws and/or the charter of incorporation which must be approved by a 51% majority vote of the Board through in person, proxy or email voting.

Action by Written Consent

Whenever the Board of Directors is entitled or required to take any action by a vote pursuant to these bylaws, such action may be taken provided that a majority of directors are contacted and agree to sign a written statement setting forth the action so taken, and such statement is circulated to and signed by those directors. For the purposes of this Section, an electronic signature will have the same force and effect as a signature by other means.

Section 4. Executive Committee: The Executive Committee of the Board of Directors shall consist of the following:

- *Chair of the Board of Directors, who shall also serve as Chair of the Committee
- *Vice Chair of the Board of Directors
- *Secretary of the Board of Directors
- *Treasurer of the Board of Directors
- *Chairs of standing Foundation committees
- *Immediate past Chair of the Foundation, who shall serve as an ex-officio, voting member
- *President of Northeast State Community College, who shall serve as an ex-officio, voting member
- *Chief Advancement Officer of the Foundation, who shall serve as an ex-officio, non-voting member

The Board may also elect such other members, not to exceed three (3) in number, to sit on the Executive Committee, in either voting or ex-officio capacity. A simple majority of members shall constitute a quorum of the committee, and the affirmative vote of two-thirds of those members present shall be necessary for the adoption of any resolution. The committee may take action by written consent of its members. Such consent may be evidenced by either personal or electronic signature.

The Executive Committee shall meet at the call of the chair and minutes shall be maintained. The Executive Committee is empowered to conduct the business of the Board between regular meetings of the Board. All actions taken by the Executive Committee shall be reviewed with the Board of Directors at its next meeting. The Executive Committee shall perform such other duties and have such powers as the Board of Directors shall fix. The Executive Committee shall not have the authority to alter, amend, or repeal the Foundation charter or bylaws, or appoint directors.

Whenever the Executive Committee is entitled or required to take any action by a vote pursuant to these bylaws, such action may be taken provided that a majority of committee members are contacted and agree to sign a written statement setting forth the action so taken, and such statement is circulated to and signed by those committee members. For the purposes of this Section, an electronic signature will have the same force and effect as a signature by other means.

The Executive Committee shall review an annual budget for the Foundation prepared and submitted to the committee by the Chief Advancement Officer of the Foundation. The committee will discuss, review, and amend the budget as appropriate and will present such budget to the Board of Directors during the annual meeting of the Board.

The Executive Committee shall review and approve an annual financial report of the Foundation. This report shall describe the financial condition of the Foundation and shall be prepared in accordance with generally accepted accounting principles. The annual report shall cover the fiscal period from July 1 of one year through June 30 of the next.

Section 5. The Finance Committee: The Finance Committee of the Board of Directors shall consist of the following:

- *Chair of the Finance Committee
 - *Chair of the Board of Directors
 - *Treasurer of the Board of Directors
 - *Secretary of the Board of Directors
 - *Two or more other directors appointed by the Board
 - *President of Northeast State Community College who shall serve as an ex-officio, voting member
 - *Chief Advancement Officer of the Foundation, who shall serve as an ex-officio, non-voting Member
 - *Optional: Up to four (4) non-Board members representing the community at large appointed by the Chair and approved by the Executive Committee. These individuals serve as ex-officio, voting members.
- *The Chief Financial Officer of Northeast State Community College, who shall serve as an ex-officio, non-voting member

A simple majority of members shall constitute a quorum of the committee, and the affirmative vote of two-thirds of those members present shall be necessary for the adoption of any resolution.

The Finance Committee shall meet at the call of the chair, and minutes of the committee meeting shall be maintained. The Finance Committee shall have and may exercise all powers of authority for making decisions related to fund raising activities, budgets and spending, and financial records management. All actions taken by the committee shall be submitted for review at the next meeting of the Executive Committee and of the Board of Directors.

Section 6. Investment Committee: The Investment Committee of the Board of Directors shall consist of the following:

- *Chair of the Investment Committee
- *Chair of the Board of Directors
- *Treasurer of the Board of Directors
- *Two or more other directors appointed by the Board
- *Optional: Up to four (4) non-Board members representing the community at large appointed by the Chair and approved by the Executive Committee. These individuals serve as ex-officio, voting members.

*President of Northeast State Community College, who shall serve as an ex-officio, voting member

*Chief Advancement Officer of the Foundation, who shall serve as an ex-officio, non-voting member

*The Chief Financial Officer of Northeast State Community College, who shall serve as an ex-officio, non-voting member

A simple majority of members shall constitute a quorum of the committee, and the affirmative vote of two-thirds of those members present shall be necessary for the adoption of any resolution.

The Investment Committee shall meet at the call of the chair and minutes of the committee meetings shall be maintained. The Investment Committee shall have and may exercise all powers of authority for making appropriate investments and re-investments of the Foundation's assets and funds, developing an investment policy and overseeing investment manager's adherence to the policy, evaluating investment manager's performance, and overseeing investment reports. All actions taken by the committee shall be submitted for review at the next meetings of the Executive Committee and of the Board of Directors.

Section 7. Audit Committee: The Audit Committee of the Board of Directors shall consist of the following:

Five (5) members of the Board of Directors appointed by the chair of the Board, one of whom shall be selected by the chair of the Board to serve as chair of the Audit Committee. A simple majority of members shall constitute a quorum of the committee, and the affirmative vote of two-thirds of those members present shall be necessary for the adoption of any resolution.

The Audit Committee shall meet at the call of the chair, and minutes of the committee meetings shall be maintained. All actions taken by the committee shall be submitted for review at the next meeting of the Executive Committee and of the Board of Directors. The committee's responsibilities with regard to an audit of the Foundation include but are not limited to:

1. Overseeing the financial reporting and related disclosures, especially when financial statements are issued;
2. Evaluating management's assessment of the college's system of internal controls related to Foundation activities;
3. Reiterating, on a regular basis, to Foundation members and college staff working in support of the Foundation their responsibility for preventing, detecting, and reporting fraud, waste, and abuse;
4. Serving as a facilitator of any audits or investigations of the Foundation including advising auditors and investigators of any information it may have or receive pertinent to audit or investigative matters;
5. Informing the chair of the Executive Committee who shall inform the Board as a whole of the results of assessment and controls to reduce the risk of fraud;
6. Notifying promptly the chair of the Executive Committee who shall inform the Board as a whole of any indications of fraud;

7. Taking whatever actions the committee deems necessary in fulfilling its responsibilities

Section 8. Other Committees: The Board of Directors, by resolution adopted by a majority of the directors present, may designate other committees as deemed necessary by the Board to carry out the work of the Foundation. Each such committee shall contain two or more directors who shall be voting members. Other individuals representing the community and serving as ex-officio, voting members may be appointed as the Board may determine.

Recommendations which may be made by the committees shall be presented for review at the next meetings of the Executive Committee and of the Board of Directors.

Section 9. Honorary Board Members: The Nominating Committee and Board of Directors may choose to appoint past or current board members to an honorary board. Honorees may have made a significant contribution to the Foundation during the course of their lifetime. Honorary board membership will not require committee participation; however, honorary members may attend, but not vote, during the annual Board of Directors meeting.

ARTICLE IV

Election, Term of Office, and Powers and Duties of Officers

Section 1. Officers: The officers of the Foundation shall be appointed by the Board of Directors. The officers include chair, one or more vice chairs, secretary, treasurer, and such other officer positions as may be created by the Board. Directors other than the Chair and Secretary may hold two or more offices at any one time.

Section 2. Election and Term of Office: The officers of the Foundation shall be elected annually by the Board of Directors at the regular spring meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Newly created officer positions may be filled at any meeting of the Board of Directors. Each officer shall hold office until successors shall have been duly elected. Any officer of the Board who is unable or refuses to perform assigned duties of the office may be replaced by another director appointed by the Board of Directors. The term of office of the newly appointed officer will be determined by the Board of Directors at the time of the appointment.

Section 3. Chair: The chair shall preside at all meetings of the Board of Directors, act as chief executive officer of the Foundation, and perform such other duties as assigned by the Board of Directors.

Section 4. Immediate Past Chair: The immediate past chair shall hold such office subsequent to serving as chair and shall be an ex-officio, voting member of the Board of Director's Executive Committee.

Section 5. Vice Chair: The vice chair shall preside at all meetings of the Board of Directors in the absence of the chair and perform all other such duties of the chair in the event the chair is ill, absent, or otherwise incapacitated. The vice chair shall perform such other duties as may be assigned by the Board of Directors.

Section 6. Secretary: The secretary may sign with the chair in the name of the Foundation the corporate resolution, and perform all duties inherent to the office of the secretary, subject to the control of the Board of Directors. The Secretary shall serve as Parliamentarian to assure that meetings are conducted in accordance with the bylaws, foundation policy, and Robert's Rules of Order.

Section 7. Treasurer: Duties include rendering accounts and statements of the Consolidated Statement of Financial Position at the winter and spring Board of Directors meetings. The Treasurer is authorized to sign checks as prescribed in Article VI, Section 2.

Section 8. Other Officers: The Board of Directors may create additional officer positions. If such positions are created, duties will be determined by the Board of Directors.

ARTICLE V

Order of Business

The order of business at all Board meetings of the Board of Directors shall be, unless otherwise agreed upon, as follows:

- Roll call
- Approval of minutes of previous meeting
- Reports of Board officers
- Reports of Board committees
- Old business
- New business
- Adjournment

ARTICLE VI

Contracts, Checks, Deposits, and Funds

Section 1. Contracts: The Board of Directors may authorize any officers or agent, or agent(s) of the Foundation, in addition and/or to the officers so authorized by these bylaws, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.: All checks, drafts, or orders for the payment of money, notes or other evidences or indebtedness issued in the name of the Foundation shall be signed by the treasurer of the Foundation or the chair of the Foundation or one other officer of the Foundation Board of Directors and the Northeast State Community College Chief Financial Officer, or in his absence, the business manager. All such instruments of payments shall be processed as required by Tennessee Board of Regents Guidelines.

Section 3. Deposits: All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories utilized by Northeast State Community College and/or Foundation.

Section 4. Gifts: The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or device for general purposes or for any special purpose of the Foundation.

ARTICLE VII

Books and Records

Section 1. Records: The Foundation shall maintain correct and complete books and records of accounts, minutes of the proceedings of meetings of the Board of Directors and committee meetings of the Board of Directors, and a record listing the names and addresses of the members of the Board of Directors.

Section 2. Audits: Foundation records and account shall be audited biannually by the Comptroller of the Treasury for the State of Tennessee or, with prior approval of the Comptroller of the Treasury, annually by an independent public accountant determined by the Board.

ARTICLE VIII

Amendments

These bylaws may be altered, amended, rescinded, or repealed at any regular or special meeting of the Board of Directors by the affirmative vote of a 51% majority of said Board, provided that the amendment has been submitted in writing in the notice of the meeting at which the vote is to be taken.

No section of these bylaws pertaining to or affecting the tax-exempt status of the Foundation may be amended unless notification is given to the Internal Revenue Service and/or other appropriate agencies.

Amendments to the Foundation charter and bylaws, if required, will be filed with the Office of the Tennessee Secretary of State by the President of Northeast State Community College.

Policies and Procedures for Foundation Operations

The Northeast State Foundation will utilize applicable Tennessee Board of Regents or Northeast State Community College policies and procedures in cases where there is not an applicable Northeast State Foundation policy.

Tennessee Board of Regents policies and guidelines are located at www.tbr.edu.

Northeast State Community College policies and procedures are located at www.northeaststate.edu.

Foundation Policy 1:01 - Acceptance of a Gift of Stock

Introduction

Northeast State Community College or the Northeast State Community College Foundation may be the recipient of gifts of stock provided by a donor. This policy outlines procedures for the acceptance of such a gift.

Procedures for the Acceptance of a Gift of Equity or Debt Securities

When the Foundation Office is notified that a gift of stock is forthcoming, the office shall:

- Solicit information from the broker named by the donor. If none is named, one will be selected by the Chief Advancement Officer of the Foundation. The Chief Advancement Officer shall determine at least the name of the stock, number of shares to be gifted, and current value of the shares.
- Inform the broker to sell the stock immediately and forward net proceeds of the sale (gross sale minus expenses) to the Northeast State Foundation, Attn: Chief Advancement Officer, 2425 Highway 75, P. O. Box 246, Blountville, TN 37617.

Assigning Value to a Gift of Securities

A donor transferring securities as a gift to the college or the Foundation will be credited with making a donation equaling the gross value of the stock at the time the donor executes the command to gift the stock.

Foundation Policy 1:02 - Solicitation and Acceptance of Gifts

Introduction

This policy establishes procedures regarding the solicitation and acceptance of gifts to the Northeast State Community College or to the Northeast State Community College Foundation pursuant to the provisions and directives of the policy established by the Tennessee Board of Regents Policy 4:01:04:00.

General Statement

Northeast State Community College's service to students and the community at large is significantly affected by private gifts of real and personal property from interested individuals and organizations. Recognizing the vital importance of support from the private sector, the Tennessee Board of Regents and the administration of Northeast State Community College encourages the solicitation and acceptance of gifts for purposes consistent with the mission of the college. All activities related to the solicitation and acceptance of gifts for either the Northeast State Community College or the Northeast State Community College Foundation shall be implemented in a manner which serves the mutual interests of donors, the College, and the Foundation.

Solicitation of Gifts

1. The Chief Advancement Officer of the Foundation shall serve as the President's delegate authorized to approve and conduct activities for the purpose of soliciting gifts to the College and/or the Foundation.

2. All activities involving, in whole or in part, the solicitation of gifts to Northeast State or the use of Northeast State's name as an endorsement are subject to prior approval of the President. A written proposal describing the proposed activity must be submitted to and reviewed by the Chief Advancement Officer of the Foundation prior to consideration by the President. Proposed activities must be consistent with the mission and goals of the College.

3. Solicitation of gifts which require a commitment of college resources must be approved by the President.

Acceptance of Gifts to the College of Cash, Stocks, and Real Property

1. The President is authorized to accept gifts on behalf of the College with the following exceptions:
 - a. Only the Board of Regents may accept a gift if Board acceptance is a condition set by the donor.
 - b. Only the Chancellor and the Board of Regents may accept a gift of real property or any permanent interest in real property. Upon acceptance of such gift, the title must be conveyed in the name of the Board of Regents of the State University and Community College System of Tennessee for the use and benefit of the institution.
 - c. Any acquisition of real property by gift or devise which obligates the institution, Tennessee Board of Regents, or the State of Tennessee to expend State of Tennessee funds for capital improvements or continuing

operating expenditures shall be approved by the State Building Commission in accordance with TCA 4-15-102 (d)(2) prior to acceptance by the chancellor and the Board. Any such deed transferring title to the Board of Regents shall not be recorded until the State Building Commission has approved the acceptance of the gift property.

d. Gifts with conditions that require consideration by the Board of Regents or the chancellor must be approved by the chancellor prior to acceptance (e.g., gifts to support the initiation of a new academic program or a capital improvement project).

e. Gifts of property subject to an indebtedness must be approved by the chancellor prior to acceptance.

2. The President may recommend approval to the chancellor or Board of Regents prior to acceptance of any gift.

3. Corporate stock given to the Foundation will be sold by the Foundation through or in consultation with a registered security broker immediately upon receipt of the stock certificate, and the sale will be executed by the President or a designated representative.

Acceptance of Gifts to the College Excepting Cash, Stocks, and Real Property

1. Determination of Benefit

Prior to the acceptance of any gift of equipment and/or material, it must be determined that the gift can be beneficial to the college. The determination should be made by an individual within the organizational unit who will use the item. If the gift is determined to be beneficial to the college, the "Proposal for Acceptance of Gifts" form must be obtained from the Foundation Office and completed by the individual proposing acceptance of the gift. The estimated value of the gift is to be determined by the donor and included on the form. Once the form has all necessary approvals in place, arrangements may be made to transfer the item(s) to the college.

2. Approval of Gift

The individual proposing the acceptance of a gift of equipment and/or materials should complete the "Proposal for Acceptance of Gifts" form and secure the signature of the immediate supervisor. The supervisor will deliver the form to the Chief Advancement Officer of the Foundation who, after review, will forward it to the Chief Financial Officer for determination of estimated value and the availability of budgeted funds for any costs related to the acceptance of the gift. In estimating the value of the donated item, the Chief Financial Officer and the business manager, in coordination with the appropriate departmental employees who will use the item, determine if the fair market value submitted by the donor is the fair market value to the college. The fair market value should be comparable to the price paid for similar items recently acquired by the college or documented through appraisal by an expert outside of the college. After the value to the college has been estimated and any costs which must be borne by the college have been determined, the form will be forwarded from the Chief Financial Officer to the President for review and approval. If approved by the President to accept the gift, one copy of the form will be forwarded to the Business Office, one copy will be forwarded to the Foundation Office, and one copy will be forwarded to the organizational unit denoting

authority to accept the gift. Approval of budget funds must be obtained from the Chief Financial Officer if any costs are associated with acceptance of the gift.

3. Recording, Inventory, and Disposal of Gifts of Materials and Equipment

A gift of equipment and/or materials which has been received by the college will be documented, inventoried, and disposed of in accordance with standard college procedure.

Acceptance of Gifts to the Foundation of Cash, Stock, Materials and Equipment, and Real Property

1. Gifts of cash, stock, materials and equipment, and real property made specifically to the Foundation may be accepted only by the Foundation. The donor may specify conditions restricting the use/disposal of the gift, and the Foundation will consider these conditions in determining whether to accept the gift. If the Foundation accepts the gift with conditions, the Foundation must abide by the conditions. If the Foundation accepts the gift without restrictions, the Foundation has sole authority as to how the gift may be used and/or disposed of.

2. In general, college resources may not be used to meet conditions of gifts to the Foundation; however, exceptions may be approved by the President or the chancellor in accordance with the provisions of the TBR policy on acceptance of gifts.

3. The college shall include in its annual report gifts to the Foundation which were received during the fiscal year, as provided in TBR policies on Records and Reporting.

Records and Reporting

The Foundation Office is responsible for the following:

1. Maintaining in separate databases appropriate records of gifts to the college and gifts to the Foundation.
2. Preparing for the President an annual summary of gifts received by the college and the Foundation. This information will be included in the college's Annual Report to the Board of Regents.
3. Preparing for the President's signature correspondence which will be provided to each donor expressing acknowledgement and appreciation of the gift to the college or Foundation.

Foundation Policy 1:03 - Establishment of an Endowment

Introduction

The Northeast State Community College Foundation Board of Directors has developed criteria for establishing endowments. The directors determined that a gift of \$10,000 is the minimum amount required to establish an endowment. The \$10,000 amount must be in cash, or in stocks, bonds, or other securities which, at the time of receipt, equals at least \$10,000.

A gift of at least \$10,000 to establish an endowment may be paid at one time or over a period of time not to exceed five (5) years. A donor who pledges to establish an endowment during a period of five years or less must complete the \$10,000 donation within the pledge period in order for the endowment to be established. Should the donor default on the pledge prior to achieving the \$10,000 minimum, the endowment will not be established. Upon default of a pledge, the principal and earnings on the principal may be used at the discretion of the Foundation Board of Directors.

The earnings from endowments established through the Foundation provide revenue support to scholarships or other college programs. However, major emphasis is placed by the Board on supporting student scholarships.

Naming an Endowment

The donor who establishes an endowment may suggest the name of the endowment. The Board may adopt the suggestion of the donor, but the authority to name the endowment rests with the Board.

Criteria for Use

When a donor establishes an endowment, the Chief Advancement Officer of the Foundation will prepare a Memorandum of Agreement to be signed by both the chair of the Northeast State Foundation, the President of Northeast State, and the donor. The agreement will list terms, conditions, and guidelines for management of the endowment - subject to the policies and procedures of the Foundation. An endowment established at a certain financial level will be invested in accordance with Foundation financial and investment policies. The funds used to create the endowment principal will not be spent, but the earnings from the principal will be used in accordance with the criteria stated in the memorandum of agreement establishing the endowment. Endowment funds must be invested for a minimum period of one year before the earnings are available for use. It is the Foundation's policy to distribute annually the amount expended in scholarship funds in the previous year within a range of no less than 103% of the previous year's expenditures and no more than 106% of said expenditures. Increases in tuition and the increases/decreases in Federal grants and state awards may be considered in establishing the distribution amount. Earnings are distributed in accordance with the Foundation Investment Policy (1:05).

A donor or other individuals/organizations may make additional contributions to an established endowment. These additional donations will be added to the existing endowment fund, resulting in a higher level of endowment principal available for investment.

Foundation Policy 1:04 - Deposit and Disbursement of Funds

Introduction

This policy delineates where Foundation funds may be deposited, the procedures for safeguarding and depositing funds within the institution following the receipt of gifts by the Foundation Office, and the signatories who may sign checks issued on behalf of the Foundation.

Depository Accounts

Northeast State Community College Foundation shall maintain one general operating account for the regular operating functions of the Foundation. The general operating account may be established at depositories that are either under the supervision of the Department of Financial Institutions, the United States Comptroller of the Currency, or the Federal Home Loan Bank Board.

Depositing Funds

Funds will be deposited each day when \$500 has been accumulated. All funds must be adequately secured. In all cases, a deposit must be made at least once each work week (Monday –Friday) if there are any funds to be deposited.

Disbursing Funds

All checks, drafts, or other methods of withdrawing funds from the operating account must be approved by the Chief Advancement Officer of the Foundation, the Chief Financial Officer and the President of the College. Facsimile signatures may be used on such instruments of withdrawal. Any authorization or request for withdrawal of funds shall bear the original or facsimile signature of the President of the College, Chief Financial Officer and the Treasurer of the Foundation.

Foundation Policy 1:05 - Statement of Investment Policy, Objectives, and Guidelines

I. Statement of Purpose

The purpose of this Statement of Investment Policy is to assist the Northeast State Community College Foundation Investment Committee in effectively supervising and monitoring its investment activities and to provide guidance to investment managers employed to manage its assets on behalf of the Foundation. This Statement represents the current consensus of the Foundation's philosophy and shall be reviewed from time-to-time to ensure that it continues to reflect the appropriate expectations, goals, and objectives for the Fund.

II. Duties of the Investment Committee

The authorized duties of the Investment Committee include:

- Establishing and regularly reviewing/updating the Investment Policy.
- Reviewing the asset allocation policy of the Fund and implementation of necessary changes.
- Hiring and removing outside advisors, consultants, and master custodians.
- Undertaking special studies or assignments as required by the Fund.
- Reviewing all expenses incurred by the Fund including director, custodial, advisors, and/or consultants and investment managers.
- Making determinations of asset allocation percentages for the approved asset classes.
- Ensuring compliance of the advisor/consultant and investment managers to the policies set forth herein.
- Monitoring the financial strength of the Funds custodians.
- Reporting regularly to the Board on the financial performance of the portfolio and significant committee decisions related to the management of the portfolio.

A. Consultant Responsibilities

The authorized duties of the Consultant include:

- Assisting the Committee in strategic investment planning for the Portfolio.
- Assisting in the development and implementation of the policy.
- Reviewing periodically the Asset Allocation studies to ensure greater probability of meeting stated investment objectives.
- Providing the committee regular performance measurement reports for the Fund, including asset allocation, satisfaction of Policy requirements, analysis of investment management related expenses and the individual manager expenses.
- Assisting the committee in interpreting and evaluation performance results
- Conducting other such duties as may be mutually agreed upon.

B. Investment Manager Responsibilities

The authorized duties of the Investment Manager include:

- Managing the assets of the portions of the Portfolio within this policy under his/her purview.
- Being financially sound.

- Notifying the advisors of any changes in the ownership of the manager(s), changes in style of the manager(s), any changes in the manager(s) ADV (SEC registration statement).
- Maintaining all state and Federal registrations necessary to manage the assets of the Fund.
- Notifying the advisors of substantial and relevant legal action affecting the manager(s).
- Keeping records of all proxy votes if the voting of such is a direct responsibility.
- Providing quarterly performance reports that are within the industry standards and in a form acceptable to the Investment Committee.
- Being available for meetings as requested or as deemed necessary by the Investment Committee.
- Requesting changes or exceptions to this policy in written form to the Investment Committee and the Advisor.
- Assisting in establishing Investment policies, objectives, and guidelines.
- Knowing and complying with the policies as outlined in this document. It is the Investment Manager's responsibility to identify policies that may have an adverse impact on performance and to initiate discussion with management or its staff toward possible improvement of those policies.
- Recommending investment opportunities in accordance with the Policy and periodically reviewing such investments.
- Reviewing the Institution's investments at least monthly to ensure that policy guidelines continue to be met.
- Monitoring investment returns on an absolute basis relative to appropriate benchmarks and relative to Foundation peers.
- Providing reports to Management and the Committee on a quarterly basis. Included will be a complete accounting of all transactions involving the Institution during the quarter, together with a statement of beginning market value, fees, capital appreciation, income, and ending market value for each asset class. To provide these reports with market growth/loss recorded in separate accounts to show a better representation of the true value.
- Reporting performance in accordance to the Endowment's Performance Goals as delineated in this policy.
- Complying with "prudent expert" standards.
- Maintaining thorough and appropriate written risk control policies and procedures. Oversight of compliance with these policies must be ongoing and independent of line investment activity.
- Reconciling monthly accounting, transaction and asset summary data with custodian valuations, and communicate and resolve any significant discrepancies with the custodian.
- Maintaining frequent and open communication with Management and its staff, as well as the Investment Committee, on all significant matters pertaining to the Investment Policy including but not limited to the following:
Major changes in the Investment Manager's investment outlook, investment strategy, investment process, sub-advisors or portfolio structure. Significant changes in ownership, organizational structure, financial condition or senior personnel. All pertinent issues which the Investment Manager deems to be of significant interest or material importance.

III. Guidelines for Investment Manager Selection and Elimination

The Committee may from time-to-time and in its sole discretion increase or decrease the number of Investment Managers utilized. The selection and/or elimination of an Investment Manager whether through a separate account, mutual Fund, and/or other commingled vehicle shall be made according to the following:

The Committee's consideration for the selection of Investment Managers is based, in part, on the long-term performance of their respective portfolios. Accordingly, short-term results shall be considered but will not be the sole determinant in the selection/elimination process. For these purposes, long-term is defined as the duration of over a full market cycle (i.e., typically a 3- to 5-year period).

Performance results will be evaluated with corresponding indices and return produced by similar strategies in their relative peer groups to determine how successful the Investment Manager is in light of market conditions.

Investment Managers selected must have demonstrated an effective risk/return profile. The Committee recognizes that risk, volatility, and the possibility of loss in purchasing power are present to some degree in all strategies. While high levels of risk are to be avoided, the assumption of risk is warranted and encouraged to allow the Fund the opportunity to achieve satisfactory long-term results consistent with this policy.

When selecting or eliminating an Investment Manager the committee shall consider, among other things, fee charges by a particular Investment Manager and the role that the Investment Manager has in the overall investment portfolio, taking into account cash factors as diversification, liquidity, and risk/return characteristics. When selecting a new Investment Manager it is the intention of the Investment Committee to have the historical performance in the top 40% over a five-year period of the respective peer groups.

IV. Funds External to the Endowment Fund

Funds external to the endowment fund may be held in the State of Tennessee's Local Government Investment Pool (LGIP), demand-deposit accounts, money market funds investing in certificates of deposit, bankers' acceptances, commercial papers, U.S. Treasury notes, bank notes, short term debt securities and repurchase agreements backed by such obligations, and an intermediate term funds investing in a diversified portfolio of intermediate and longer term high quality marketable securities designed to be used for funds that are not expected to be needed for at least a year. No more than 5% of the portfolio of an intermediate term fund can be invested in the securities of any one issuer. An appropriate benchmark for an intermediate term fund would be the Merrill Lynch 1-3 Year Treasury Index. Funds external to the endowment fund may be invested in the endowment fund after review and recommendation from the Finance Committee to the Investment Committee.

V. Investment Objectives

The purpose of the Fund is to support the College and its mission over the long-term. Accordingly, the primary investment objectives of the Fund include:

1. Preserving the real purchasing power of the principal, and

2. Providing a stable source of perpetual financial support to fund beneficiaries in accordance with the College's spending policy.

To satisfy its long-term rate of return objective, the Fund relies on a total return strategy in which investment returns are achieved through capital appreciation (realized and unrealized) and current yield (interest and dividends). The total return of the Fund will be measured using the time-weighted rate of return method that is compliant with AIMR-PPS performance reporting standards. All portfolios will be measured versus the appropriate benchmark(s) and a peer group universe that is as specific as possible to each manager and suitable for use by the Investment Committee. This universe performance is expected to be in the top 40% of comparable managers over a 3- to 5-year period. The Fund and each component thereof should over the same rolling 5-year time frame as above achieve risk-adjusted returns that demonstrate value in excess of those obtained by the passively managed indices mentioned above. (Example: A manager who takes equal risk, as measured by its standard deviation, to the index but under-performs on a total return basis will be deemed as not having added value). Asset allocation guidelines and the investment manager structure are designed to ensure adequate diversification to reduce the volatility of investment returns. The investment horizon for this portfolio is 20 years. Risk measurements and risk efficacy will be obtained by observing the long-term (five year) statistics such as Alpha, Beta, standard deviation, Sharpe Ratio, Treynor Ratio, and others. Risk may be defined in terms of current or potential liquidity of portfolios or individual securities, dollar amount decline in assets, and operational considerations such as net realized losses.

VI. Target Asset Allocation

To achieve its investment objectives, the Fund shall be allocated among a number of asset classes. These asset classes may include: domestic equity, domestic fixed income, international equity, international fixed income, real estate, and private capital. The purpose of allocating among asset classes is to ensure the proper level of diversification within the Fund. The asset allocation policy will be implemented through the use of qualified external professional Investment Managers. The external Investment Managers will have full discretion and authority for determining investment strategy, security selection, and timing subject to Policy guidelines and any other guidelines specific to their portfolios. The investment returns achieved by the Investment Managers will be compared to the investment returns achieved by a Target Benchmark and a Traditional Benchmark. Within the equity and fixed income asset classes, managers with different investment styles will be employed. Diversification by investment style is an important step in reducing the risk of the portfolio. The general policy shall be to diversify investments among equity and fixed income securities to provide a balance that will enhance total return while avoiding undue risk concentration in any single asset class or investment category. While a Real Estate strategy can be a maximum of 10% of the Fund, no other individual, or Other Security strategy may exceed 5% of the Fund unless included in a multi-strategy fund. When investments are made in Other Securities, these benchmarks will be added to the Target Benchmark in the appropriate weight.

The following Target Asset Mix Table defines the Fund's target asset allocation, and the minimum and maximum allocation limits of each asset class:

Target Asset Mix Table

Min Target Max Indices

Asset Class

Equities 50% 60% 70% S & P 500

Fixed Income 30% 40% 50% Barclay's US Agg. Cash & Equivalents 0% 0% 10% 3-Month T-Bill

Other Securities 0% 0% 30% Various

TARGET BENCHMARK

S & P 500 70.0%

Barclays US Aggregate 30.0%
100.0%

TRADITIONAL BENCHMARK

S & P 500 70.0%

Barclays US Aggregate 30.0%
100.0%

Indices Used to Define Asset Classes

Asset Class Series

Large Cap Equity S&P 500

All Cap Equity Russell 3000

Small Cap Equity Russell 2000

Public Real Estate NAREIT – Equity REITS

International Equity MSCI World ex US

Emerging Markets Equity MSCI Emerging Markets Equity

Private Equity Venture Economics (buy outs)

Venture Capital Venture Economics (venture capital)

Directional Hedge Weighted HFRI Indices: 85% Equity Hedge, 15% Macro

Relative Value Weighted HFRI Indices: 50% Event, 12.5% Relative Value Arb, 12.5% Distressed, 25% Market Neutral

Distressed Debt 50% NYU Altman Distressed Index, 50% HFRI Distressed Strategies

Commodities Dow Jones- UBS Commodity Index

Natural Resources

Composite Returns CCI Energy programs

Private Real Estate NCREIF – Property Index (50% Leverage - finance at LIBOR + 150bps)

TIPs Citigroup US Inflation Linked Securities (Bridgewater 1/90 – 3/97 history)

Core Bonds Barclays US Aggregate Bond Index

Global Bonds Citigroup World Government (greater than 1 Year)

U.S. High Yield Merrill Lynch High Yield Master (prior to 9/86 CSFB US High Yield)

A. Equity Securities

The purpose of both domestic and international equity investments in the Fund is to provide capital appreciation, growth of income and current income, with the recognition that this asset class carries with it the assumption of greater market volatility and increased risk of

loss. This component includes domestic and international common stocks, American Depository Receipts (ADRs), preferred stocks, and convertible stocks traded on the world's stock exchanges or over-the-counter markets.

Public equity securities shall generally be restricted to readily marketable securities of corporations that are traded on established stock exchanges, including NASDAQ and similar networks. Equity holdings must generally represent companies meeting a minimum market capitalization requirement of \$50 million with reasonable market liquidity. Decisions as to individual security selection, number of industries and holdings, current income levels, and turnover are left to broad manager discretion, subject to the standards of fiduciary prudence. However, no single major industry shall represent more than 20% of the Fund's total market value, and no single security shall represent more than 5% of the Fund's total market value.

The "Traditional Long-Term Only" Investment Manager(s) is prohibited from borrowing money or pledging assets, or trading uncovered options, commodities or currencies without advance approval from the Investment Committee. The Manager(s) is restricted from investing in private placements and restricted stock unless otherwise permitted by the Investment Committee. It is expected that no assets will be invested in securities whose issuers are or are reasonably expected to become insolvent or who otherwise have filed a petition under any state or federal bankruptcy or similar statute.

Investments may include equity-oriented or market-neutral hedge funds (i.e. Long/Short, Macro Event Driven, Convertible Arbitrage, and Fixed Income strategies) which can be both domestic and international market oriented. These components may be viewed as equity-like or fixed income-like strategies as defined by their structures and exposures. Within the above guidelines and restrictions, the Manager(s) has complete discretion over the timing and selection of equity securities.

B. Fixed Income Securities

The purpose of fixed income investments, both domestic and international, is to provide diversification and a predictable and dependable source of current income. It is expected that fixed income investments will not be totally dedicated to the long term bond market but will be flexibly allocated among maturities of different lengths according to interest rate prospects. Fixed income instruments should reduce the overall volatility of the Fund's assets and provide a deflation hedge. This component includes both the domestic and international fixed income markets. It includes but is not limited to U.S. Treasury and government agency bonds, foreign government and supranational debt, public and private corporate debt, mortgages and asset-backed securities, and non-investment grade debt. Fixed income includes money market instruments, including but not limited to commercial paper, certificates of deposit, time deposits, bankers' acceptances, repurchase agreements, U.S. Treasury, and agency obligations.

Investments in fixed income securities should be managed actively to pursue opportunities presented by changes in interest rates, credit ratings, and maturity premiums. These investments will be subject to the following limitations:

- The weighted average duration of the portfolio should be within 20% of the duration of the index to which the portfolio is benchmarked;

- Investments of a single issuer, with the exception of the U.S. Government and its agencies (including GNMA, FNMA and FHLMC), may not exceed 5% of the total market value of the Fund;
- No more than 25% of the traditional fixed income portfolio may be rated below-investment grade.

Within the above guidelines and restrictions, the Manager(s) has complete discretion over the timing and selection of fixed income securities.

C. Cash and Equivalents

The Investment Manager may invest in the highest quality commercial paper, repurchase agreements, Treasury Bills, certificates of deposit, and money market Funds to provide income, liquidity for expense payments, and preservation of the Fund's principal value. Commercial paper assets must be rated at least A1 or P-1 (by Moody's or S&P). No more than 5% of the total market value of the Fund's assets may be invested in the obligations of a single issuer with the exception of the U.S. Government and its agencies.

Un-invested cash reserves shall be kept to a minimum. Short-term cash equivalent securities are not usually considered an appropriate investment vehicle for Fund assets. Such vehicles are appropriate as depository for income distributions from longer-term fund investments or as needed for temporary placement of Funds directed for future investment to the longer-term capital markets. However, such investments are the standard for contributions to the current Fund or for current operating cash. Within the above guidelines and restrictions the Manager(s) has complete discretion over the timing and selection of cash equivalent securities.

D. Other Securities

Commodities - Investments may include a broad range of commodity oriented strategies. These strategies will include but may not be limited to futures, options on futures, and forward contracts on exchange traded agricultural goods, metals, minerals, energy products, and foreign currencies. The use of swap transactions will be permitted to access this market strategy. Investments may be held in the form of professionally managed pooled funds, segregated and limited liability, or corporate investments.

Derivatives and Derivative Securities - Certain of the Fund's managers may be permitted under the terms of their specific investment guidelines to use derivative instruments. Derivatives are contracts or securities whose market value is related to the value of another security, index, or financial instrument. Investments in derivatives include but are not limited to futures, forwards, options and options on futures, warrants, and interest-only and principal-only strips. No derivative positions can be established that create portfolio characteristics outside of portfolio guidelines. Examples of appropriate applications of derivative strategies include hedging market, interest rate, or currency risk, maintaining exposure to a desired asset class while making asset allocation changes, gaining exposure to an asset class when it is more cost-effective than the cash markets, and adjusting duration within a fixed income portfolio. Derivatives positions should be fully collateralized. Investment managers must ascertain and carefully monitor the creditworthiness of any and all third parties involved in derivative transactions.

All managers using derivatives shall (1) exhibit expertise and experience in utilizing such products; (2) demonstrate that such usage is strategically integral to their security selection, risk management, or investment processes; and (3) demonstrate acceptable internal controls regarding these investments.

Distressed Debt - Investments may include domestic and international distressed debt investments (both liquid trading opportunities as well as illiquid control strategies) held in the form of professionally managed pooled limited partnership investments.

Marketable Alternatives - Investments may include equity-oriented or market-neutral hedge funds (i.e. Long/Short, Macro, Event Driven, Convertible Arbitrage, and Fixed Income strategies) which can be both domestic and international market oriented. These components may be viewed as equity-like or fixed income-like strategies as defined by their structures and exposures.

Natural Resources – Investments may include oil, gas, and timber investments held in the form of professionally managed pooled limited partnership investments. Such investments must be made through funds offered by professional investment managers.

Private Capital Partnerships - Investments may include domestic and international venture capital and private equity investments held in the form of professionally managed pooled limited partnership investments. Such investments must be made through funds offered by professional Investment Managers.

Real Estate - Investments may include equity real estate held in the form of professionally managed income producing commercial and residential property. Such investments must be made through funds offered by professional investment managers.

E. Portfolio Rebalancing

Fund asset allocation is a critical component of investment return; therefore, it is desirable and necessary to rebalance the Portfolio periodically to minimize deviations from the Policy asset allocation mix. The Portfolio shall be rebalanced at the discretion of the Investment Committee who directs the investment manager(s) to maintain allocations within defined allowable bands. The Investment Committee shall be responsible for making recommendations to the investment managers to reallocate the assets in the Portfolio. The investment managers will assist the investment committee in rebalancing the portfolio. The investment committee shall determine annually if rebalancing shall occur.

VII. Spending

The Investment Committee will determine distributions annually based upon the performance of the Fund during the preceding 12 calendar quarters ending June 30th. Distributions are not expected to exceed 3% to 6% of the average value of the Fund for the previous twelve quarters. Distributions from the fund are to be generated from principal and/or income and distributed as directed by the Investment Committee.

Spending rules for General Endowment and Scholarship Endowment for the 2011-2012 year 3% (3%-6%) of the average market value for the 12 previous quarters ending June 30 immediately preceding each fiscal year.

VIII. Manager(s) Reporting and Evaluation

It is expected that the Investment Manager(s) responsible for investment of Fund assets shall report quarterly on the performance for each account of the portfolio including comparative returns for the Fund and respective benchmarks. Included will be a complete accounting of all transactions involving the Fund during the quarter, a statement of beginning market value, fees, capital appreciation, income, and ending market value. Managers should meet with the Investment Committee at least annually, and other meetings shall be scheduled as deemed necessary for proper review. The Investment Committee recognizes that market conditions may greatly influence the ability of a manager to meet year-to-year investment goals and objectives. Further, the Investment Committee realizes that significant cash flow may affect the ability of a manager to meet a specific short term objective. Accordingly, the Investment Committee expects to monitor performance through absolute, relative, and comparative terms over annualized time periods. Absolute results will determine the rate of Fund growth while relative results will provide the Fund with a view of investment performance compared to the securities markets and comparative results will present performance as compared to other Investment Managers.

- Review of portfolio results in absolute terms shall be made with consideration toward meeting and/or exceeding the expressed minimum real rate of return over a moving 5- and 10-year time period.
- Review of portfolio results in relative terms shall be accomplished primarily by comparing results over a moving annualized 3- and 5-year time period to assigned market indices.
- Review of portfolio results in comparative terms shall be accomplished primarily through universe comparisons over moving annualized 1-, 3-, and/or 5-year time periods.

IX. Execution of Policies and Procedures

Responsibility for execution of the policies and procedures outlined in this statement shall be delegated by the Board of Directors to the Investment Committee.

Foundation Policy 1:06 - Membership in the President's Trust

Introduction

This policy provides guidelines for determining membership in the Northeast State Community College Foundation President's Trust.

Purpose

The President's Trust was established to recognize individuals considered major donors to the college or the Foundation. A major donor is defined as an individual who provides a gift valued at \$10,000 or more to the college's Foundation.

Membership in the President's Trust

An individual may provide a gift which qualifies the donor for membership in the President's Trust. These include but are not limited to:

1. A gift of \$10,000 in cash;
2. A gift of stocks valued at \$10,000 or more on the day of the gift, which may be converted to cash;
3. A gifts of bonds valued at \$10,000 or more on the day of the gift, which may be converted to cash;
4. A gift of property appraised at \$10,000 or more at the time of the gift, which may be converted to cash;
5. A gift of equipment appraised at \$10,000 or more at the time of the gift, which may be converted to cash;
6. A gift of a paid-up life insurance policy with a cash value of \$10,000 or more, with the policy ownership transferred to the Foundation at the time of the gift, and/or
7. A gift of cash and/or stocks, bonds, property, equipment, or a paid-up life insurance policy which, when converted to cash, may be combined with the cash gift to equal \$10,000 or more.

Additionally

1. Membership in the President's Trust may be granted if a life insurance policy is accepted as a gift or part of a gift under the following conditions: (a) the policy has a minimum face value of \$10,000 and is paid in full, with the ownership transferred to and received by the Foundation, or (b) the policy has a minimum face value of less than \$10,000 and is paid in full, with ownership transferred to and received by the Foundation. The paid-up value of the policy, when added to a gift of cash, must equal \$10,000 before the donor may be considered for membership in the President's Trust.
2. An individual who collects funds from sources other than donations by that individual and gives to the Foundation at a level of \$10,000 or more may receive recognition as a member of the President's Trust as determined by the Foundation Board of Directors.
3. Exceptions to the \$10,000 minimum may be made to student clubs or others as deemed appropriate through a grandfather clause.

Foundation Policy 1:07 - Selection of Students to Receive Scholarship Assistance

The Scholarship Selection Committee of the Foundation is responsible for determining the scholarship recipients and the amount of the scholarship award. In making these determinations, the Scholarship Selection Committee relies on input from staff members who manage the scholarship program, the director of the Northeast State office of Financial Aid/or his/her designee, and other individuals as may be appropriate.

Foundation Policy 1:08 - Retention and Disposal of Records Relating to the Operation of the Foundation

Introduction

This policy establishes procedures for mandatory retention and disposal of Foundation and institutional records relating to the operation of the Foundation.

Disposal of Records

The Northeast State Community College Foundation will follow procedures for the retention and disposal of records as described in TBR Guideline G-070: RDA 2161. However, records specific to the Foundation shall be retained for a period of time deemed necessary and essential for the on-going work of the Foundation.

Investments records shall be retained for a period of five years after maturity/liquidation of investment. Gift and contribution records shall be housed on the college's database and shall be retained in perpetuity. Records of any stipulations placed on gifts or contributions shall be retained for the life of the gift or contribution. Records of endowments and living trust agreements shall be retained in perpetuity. All other contribution records shall be retained for a period of three years. Foundation meeting minutes shall be retained permanently. In the event an official investigation is underway or suspected, it is prohibited to purge electronic files, voice mail and/or paper documents. All records identified and contained herein shall be housed and maintained in the Foundation Office.

Foundation Policy 1:09 - Reviewing and Forgiving A Pledge Agreement

Introduction

In some instances, a donor may be unable to honor a pledge made to the Foundation. This policy outlines the procedure for forgiving such a pledge.

Procedure for Forgiving a Pledge to the Foundation

Each fiscal year, the Chief Advancement Officer of the Foundation will review all pledges made to the Foundation to determine the amount of the remaining obligation. If it is believed that a donor is no longer able to honor the pledge and the pledge is uncollectible, the Chief Advancement Officer will provide a report to the executive committee regarding the pledge. The report will include but not be limited to the name of the donor, the date the pledge was made, the amount of the pledge, the amount paid toward the pledge, and the remaining amount of the pledge.

If a determination is made by the Foundation's executive committee and the Chief Advancement Officer that the donor can no longer honor the pledge and that the pledge is uncollectible, the Chief Advancement Officer will recommend to the President of the college in writing that the pledge be forgiven. The college President may accept or reject the recommendation. If the recommendation is accepted, the President will notify the Chief Advancement Officer of the Foundation that the pledge shall be forgiven. The Chief Advancement Officer shall take appropriate steps to document such actions.

Foundation Policy No. 1:10 – Preventing and Reporting Fraud, Waste, or Abuse

Introduction

The Northeast State Foundation is committed to the responsible stewardship of its resources. Several employees of the college provide a variety of services in support of the Foundation. The leadership of Northeast State is responsible for maintaining a work environment which promotes ethical and honest behavior and for establishing and implementing internal control systems and procedures to prevent and detect irregularities, including fraud, waste, and abuse.

Definition of Terms: Fraud, Waste, and Abuse

Fraud

An intentional act to deceive or cheat, ordinarily for the purpose or result of causing a detriment to another and/or bringing about some benefit to oneself or others. Fraudulent activities may include, but are not limited to the following:

- Theft, misappropriation, misapplication, destruction, removal, or concealment of any institutional assets or resources, including but not limited to funds, securities, supplies, equipment, real property, intellectual property or data.
- Improper use or assignment of any institutional assets or resources, including but not limited to personnel, services or property.
- Improper handling or reporting of financial transactions, including use, acquisitions and divestiture of state property, both real and personal.
- Authorization or receipt of compensation for hours not worked.
- Inappropriate or unauthorized use, alteration or manipulation of data, computer files, equipment, software, networks, or systems, including personal or private business use, hacking and software piracy.
- Forgery or unauthorized alteration of documents.
- Falsification of reports to management or external agencies.
- Pursuit of a personal benefit or advantage in violation of the Conflict of Interest policy.
- Concealment or misrepresentation of events or data.
- Acceptance of bribes, kickbacks or any gift, rebate, money or anything of value whatsoever, or any promise, obligation or contract for future reward, compensation, property or item of value, including intellectual property.

Waste

Waste involves behavior that is deficient or improper when compared with behavior that a prudent person would consider reasonable and necessary business practice given the facts and circumstances. Waste is a thoughtless or careless act, resulting in the expenditure, consumption, mismanagement, use, or squandering of institutional assets or resources to the detriment or potential detriment of the institution. Waste may also result from incurring unnecessary expenses due to inefficient or ineffective practices, systems, or controls. Waste does not necessarily involve fraud, violation of laws, regulations, or provisions of a contract or grant agreement

Abuse

Abuse involves behavior that is deficient or improper when compared with behavior that a prudent person would consider reasonable and necessary business practice given the facts and circumstances. Abuse also includes misuse of authority or position for personal financial interest, those of an immediate or close family member, or business associate. Abuse does not necessarily involve fraud, violation of laws, regulations, or provisions of a contract or grant agreement.

Responsibility for Reporting Fraud, Waste or Abuse

Institutional employees (administrative, professional, support staff, and faculty) with a reasonable basis for believing that fraud, waste, or abuse has occurred should immediately report such incidents. Although proof of an improper activity is not required at the time the incident is reported, anyone reporting such actions must have reasonable grounds for doing so. Individuals reporting suspected claims of fraud, waste, and abuse must sign a statement at the time of disclosure that he or she has read and understands this policy and related procedures. Anonymous complaints will not be accepted.

Any employee who becomes aware of known or suspected fraud, waste, or abuse should report the incident to the appropriate College administrator which includes the Chief Financial Officer, the Chief Advancement Officer of the Foundation, or the President of the College. If the President is named in the report of suspected fraud, waste, or abuse, the employee should make the report to the Chief Advancement Officer of the Foundation, or the Chief Financial Officer. The President or one of the two vice Presidents previously referenced will immediately notify the TBR vice chancellor for Business and Finance regarding the report of suspected fraud, waste, or abuse.

Confidentiality

The name of the employee reporting suspected fraud, waste, or abuse; the information disclosed; the results of an investigation that may be conducted; and decisions which may be made based on the investigation will be kept as confidential as practical. Such information may be disclosed to other individuals on a “need to know” basis or upon an order of a court or subpoena.

Protection from Retaliation

Tennessee state law prohibits discrimination or retaliation against employees who, in good faith, report allegations of fraud, waste, and abuse. However, employees who knowingly make false accusations may be subject to disciplinary action.

Foundation Policy No. 1:11 – Expense Reimbursement Policy

Introduction

This policy establishes guidelines and procedures for reimbursing expenses incurred by the President of the college, the college's Chief Advancement Officer of the Foundation, and the chair or other officer of the Foundation conducting the business of the Foundation.

Reimbursement of Expenses

The Northeast State Community College Foundation will follow Northeast State Policy 04:15:00 - General Travel Policy and Procedures and Tennessee Board of Regents Policy 4:07:00:00 – Business Meals and Recognition Events when reimbursing representatives of the college and/or officers of the Foundation for expenses incurred in the conduct of Foundation business.

Foundation Policy 1:12 - Executive Compensation

No college official or officer/member of the Board of Directors receives financial remuneration or other compensation for serving as a member of the Foundation Board of Directors.

Foundation Policy 1:13 – Conflict of Interest

The Northeast State Community College Foundation Board of Directors follows the Foundation's Code of Ethics statement which addresses actions Board members must take relating to conflicts of interest.

Northeast State Community College Foundation

2016 - 2017 Board of Directors

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Triad Packaging Co.

J. ALLEN HURLEY, *Vice Chair & Investment Committee Chair*
Vision, LLC

LOTTIE RYANS, *Secretary*
Perfectly Planned

PETER RABER, *Treasurer, Finance Committee Chair & Donor Giving Committee Chair*
Aldebaran Financial, Inc.

DARLA SCOTT, *Vice Treasurer*
Bank of Tennessee

CAROL FERGUSON, *Scholarship Committee Chair*
Northridge Properties Real Estate

SCOTT GREER, *Audit Committee Chair*
Citizens Bank

JOHN NAGY, *Property Committee Chair*
NFS, Inc.

JIM MAXWELL, *Public Relations Committee Chair*
Bristol Herald Courier

DWIGHT FERGUSON, *Past Chair, Nominating Committee Chair*
Retired Executive

ROBERT ARRINGTON, *Legal Advisor*
Wilson Worley

DR. LEIGH HORNSBY, *Ex-Officio*
Chief Advancement Officer of the Foundation

DR. JANICE GILLIAM, *Ex-Officio*
Northeast State Community College

DR. STEVE CAMPBELL, *Ex-Officio*
Northeast State Community College

TOM ANDERSON
City of Bristol, TN

ROBBIE ATKINSON
NN, Inc.

DR. RICHARD BALES
Johnson City School System

PAL BARGER
Pals, Inc.

LARRY BARNETT
BAE Systems

WAYNE BASLER
BC Realty

JEFF BEDARD
Crown Laboratories

JOHN CAMPBELL
AccelNOW

DR. TERRY COUNTERMINE
East Tennessee State University

RON DAILEY
Nuclear Fuel Services

HEIDI DULEBOHN
International Cultural Consultant

JEFF DYKES
Johnson City Power Board

APRIL EADS
Bristol Tennessee Essential Services

WILLIAM EDWARDS III
Mountain Commerce Bank

MAYOR DAN ELDRIDGE
Washington County Tennessee

MARVIN EICHORN
Mountain States Health Alliance

AL FATHERREE
Retired Executive

DR. TERRY GILLENWATER
Gillenwater Chiropractic

CHARLES GREEN
Consultant

RICHARD GREEN
Retired Executive

JOHN HAMMETT
General Shale

BOB HART
Retired Executive

RICHARD HOLDER
NN, Inc.

MAYOR LEON HUMPHREY
Carter County Tennessee

PAULA HURT
Bristol Chamber of Commerce

JEFF JONES
CitiGroup

OLAN JONES
Eastman Credit Union

LESTER LATTANY
United Way of Washington County

BILL MACPHERSON

Domtar

MITCH MILLER

Washington County Economic Development Council

CARL MOORE

Moore Development & Investment Co.

ELLIOTT MOORE

Mountain States Health Alliance

CHAD NIMRICK

Bell Helicopter

TIM ODOM

AAM Group

TOMMY OLTERMAN

City of Kingsport Alderman

JENNIFER OWEN

Regions Bank

JAMIE PARSONS

Mountain States Health Alliance

KATHY PIERCE

Northeast Tennessee Workforce Investment Board

DONALD R. RABER

Aldebaran Financial, Inc.

NEWTON RAFF

Retired Executive

SUSAN REID

First Tennessee Development District

JEFF RICHARDSON

Brock Services

KAREN ROWELL

Rowell Consulting

KELVIN SMALLEY

Retired Executive

PARKER SMITH

Eastman Chemical Company

NORRIS SNEED

Retired Executive

JOHN SPEROPULOS

Mitch Cox Realty

MELISSA STEAGALL-JONES

Blackburn, Childers and Steagall

JAMES STEWART

Who We Are Counts

BARBARA STREET

J. A. Street & Associates

CLAY WALKER
Networks Sullivan Partnership

ELAINE WASHINGTON
Eastman Chemical Company

HAMLIN WILSON
Wellmont Health Systems

MAYOR KELLY WOLFE
Wolfe Development/Town of Jonesborough

Northeast State Community College Foundation

2016-2017 Committees

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J. Allen Hurley, Vice-Chair & Investment Committee Chair
Lottie Ryans, Secretary
Peter Raber, Treasurer, Finance Committee Chair, Donor Giving Committee Chair
Darla Scott, Vice-Treasurer
Dwight Ferguson, Past Chair, Nominating Committee Chair
Carol Ferguson, Scholarship Committee Chair
Scott Greer, Audit Committee Chair
John Nagy, Property Committee Chair
Jim Maxwell, Public Relations Chair
Robert Arrington, Legal Advisor
Dr. Steve Campbell, ex-officio
Dr. Janice Gilliam, ex-officio
Dr. Leigh Hornsby, ex-officio

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J. Allen Hurley
Tommy Olterman
Darla M. Scott
Kelvin Smalley
Marvin Eichorn
Dr. Steve Campbell, ex-officio
Dr. Janice Gilliam, ex-officio
Dr. Leigh Hornsby, ex-officio

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Jamie Parsons
Jennifer Owen
Amanda Adams
Rebekah Bishop
Dr. Steve Campbell, ex-officio
Dr. Janice Gilliam, ex-officio
Dr. Leigh Hornsby, ex-officio

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Darla Scott, Vice-Chair
Carol Ferguson
K. Newton Raff
A. Lee Shillito
Bill Edwards
John Speropulos
April Eads
Dr. Steve Campbell, ex-officio
Dr. Janice Gilliam, ex-officio
Dr. Leigh Hornsby, ex-officio

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Wayne Basler
Al Fatherree
Louis H. Gump
Robert C. (Bob) Hart
A. Lee Shillito
James C. Stewart
Donald R. Raber
Peter Raber
Dr. Steve Campbell, ex-officio
Dr. Janice Gilliam, ex-officio
Dr. Leigh Hornsby, ex-officio

NOMINATING COMMITTEE

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A. Lee Shillito
Carol Ferguson
Lottie Ryans
Dr. Steve Campbell, ex-officio
Dr. Janice Gilliam, ex-officio
Dr. Leigh Hornsby, ex-officio

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Lester Lattany
Susan Reid
Tommy Olterman
Dr. Terry Gillenwater
Dwight Ferguson
Carol Ferguson
Bob Arrington
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Paula Hurt
Tim Odom
Amanda Adams
Rebekah Bishop
Dr. Steve Campbell, ex-officio
Dr. Janice Gilliam, ex-officio
Dr. Leigh Hornsby, ex-officio

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Karen Rowell, Vice-Chair
Dwight Ferguson
Carol Ferguson
Dr. Bill Flanary
Dr. Richard Strang
Dr. Ted Beach
Dr. Steve Campbell, ex-officio
Dr. Janice Gilliam, ex-officio
Dr. Leigh Hornsby, ex-officio

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Karen Rowell
Robert Arrington
Paul Montgomery
Erin Blevins
Jane Honeycutt
Kathy Coleman
Amanda Adams
Rebekah Bishop
Anthony Walls
Dr. Steve Campbell, ex-officio
Dr. Janice Gilliam, ex-officio
Dr. Leigh Hornsby, ex-officio