

LAMAR STATE COLLEGE PORT ARTHUR FOUNDATION, INC.

BYLAWS

Adopted 2/28/2025

ARTICLE I: NAME AND PURPOSE

1. Name.

The name of this corporation is the Lamar State College Port Arthur Foundation, Inc. (hereinafter referred to as the "Foundation").

2. Mission Statement.

The Foundation's mission statement below is aligned with the strategic priorities of Lamar State College Port Arthur.

The mission of the Lamar State College Port Arthur Foundation is to promote, advance, support, encourage, sponsor, aid, and advocate solely for Lamar State College Port Arthur.

3. Purpose.

The Foundation is organized and shall be operated exclusively for charitable or educational purposes. More specifically, the Foundation is organized and shall be operated exclusively to receive, hold, invest, reinvest and administer property, real and personal, tangible and intangible, and to make expenditures to or for the benefit of Lamar State College Port Arthur ("LSCPA"), located in Port Arthur, Texas, within the meaning of section 170(b)(1)(A)(iv) of the Internal Revenue Code of 1986, as amended ("Code"), or corresponding provisions hereinafter in effect, and the regulations thereunder.

The Foundation shall be operated exclusively for such purposes, and except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of such purposes, no part of its net earnings shall inure to the benefit of, or be distributable to any trustees, officers or other private persons.

No part of the Foundation's activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4. Governance Documents.

In accordance with Texas State University System Rules and Regulations, Chapter IX-A, the Foundation must obtain approval of its governing instrument, including its constitution and bylaws, from the Texas State University System Administration (TSUS) and LSCPA at least once every ten (10) years, and when substantive changes are made to such governing instruments.

Changes to the Articles of Incorporation, By-Law etc. are subject to approval by the Board as provided in Article XI.

5. SACSCOC Requirement.

The Foundation understands that pursuant to the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) requirements, the President of LSCPA must establish the fundraising endeavors of LSCPA and therefore agrees that all fundraising activity for the benefit of LSCPA will be at the direction and with the approval of the LSCPA President.

ARTICLE II: OFFICES

1. Principal Office.

The principal office of the Foundation shall be located at Lamar State College Port Arthur, 1500 Procter Street, Port Arthur TX 77641. The mailing address is Box 310, Port Arthur, TX 77642. The Foundation may have such other offices, either in Texas or elsewhere, as the Board of Trustees may determine. The Board of Trustees may change the location of any office of the Foundation.

2. Registered Office and Registered Agent.

The Foundation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas.

The registered office may be identical with, but need not be, the Foundation's principal office in Texas. The Board of Trustees may change the registered office and the registered agent as provided in the Act.

ARTICLE III: TRUSTEES

1. Number of Trustees.

1.1. The business and property of the Foundation and its affairs shall be managed under the direction of a Board of Trustees of not less than nine (9) and not more than twenty-five (25) individuals, none of whom shall be a partnership or Foundation.

2. Trustee Selection.

2.1. The Trustees shall be recommended by the Governance and Nominations Committee, as herein defined, and appointed by a majority vote of the Board of Trustees of the Foundation at its April meeting.

2.2. In accordance with the Texas State University System Rules and Regulations, nominations and appointments of all such board directors is subject to approval of the LSCPA President.

3. Terms.

3.1. A term is defined as three (3) years beginning September 1 and ending August 31, coinciding with the Foundation's fiscal year.

3.2. There shall be staggered terms of office for Trustees so that one-third of the positions shall be up for election each year. If the number does not evenly divide by thirds, the board shall be divided as close to thirds as possible. The procedure for staggered terms of office shall be implemented with the election of new Trustees as determined by the Governance and Nominations Committee.

4. Term Limits.

4.1. Trustees shall serve for no more than three consecutive terms, coinciding with the Foundation's fiscal year; after which a former Trustee is eligible to be re-elected after a one-year absence.

5. Non-Voting Members.

5.1. The LSCPA President, Director for Institutional Advancement, Executive Vice President for Finance and Operations, and the Executive Director of the Foundation shall be ex-officio non-voting members of the Board of Trustees.

5.2. Ex-officio members of the Board of Trustees presence shall not be counted in determining the presence of a quorum.

- 5.3. No employee of Lamar State College Port Arthur or the Foundation may hold voting board positions.
- 6. Attendance.
 - 6.1. A Trustee who has three (3) consecutive absences from Board of Trustees meetings shall be deemed to have resigned from the Board of Trustees. Said Trustee may request reinstatement through the Governance and Nominations Committee.
- 7. Resignation.
 - 7.1. Any Trustee may resign at any time by giving written notice to the Chair of the Foundation. The resignation need not be accepted by the Foundation to be effective.
- 8. Vacancies.
 - 8.1. Any vacancy occurring in the Board of Trustees during a term, including a vacancy due to death, resignation, or an increase in the number of trustees may be filled upon recommendation from the Committee on Governance and Nominations and appointment by the Board of Trustees by the affirmative vote of a majority of the remaining trustees of the Board of Trustees.
 - 8.2. A trustee appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor trustee.

ARTICLE IV: OFFICERS

- 1. Officer Positions.
 - 1.1. Officers of the Foundation shall be:
 - 1.1.1. Chair
 - 1.1.2. Vice-Chair
 - 1.1.3. Secretary
 - 1.1.4. Treasurer
 - 1.2. The Board of Trustees may create additional officer positions, define the authority and duties of each such position and elect or appoint persons to fill the positions.
- 2. Term of Office, Qualifications.
 - 2.1. Officers will be elected biennially by the Board of Trustees for a two (2) year term.
 - 2.2. Officers may not serve more than two consecutive terms in the same office. All officers must be eligible voting members of the Board of Trustees.
 - 2.3. A duly elected officer whose Board of Trustees term expires while in office shall continue to serve as a Trustee with full voting privileges until the term for that officer position expires.
- 3. Fiduciary Duties and Obligation.
 - 3.1. All trustees, officers, and members of the Foundation shall attend training focused on conflicts of interest and board members' fiduciary duties and responsibilities.
 - 3.2. Fiduciary training must be completed by a board director within 120 days of their appointment or the reappointment to the board.
 - 3.3. Training will be provided and/or approved by the Texas State University System Office of

General Counsel.

3.4. Directors who have received comparable training within five (5) years are exempt from the training requirements.

4. Removal.

4.1. Any officer elected or appointed by the Board of Trustees may be removed from the office by the Board of Trustees with cause. An officer proposed to be removed shall be entitled to at least thirty (30) days' notice, in writing by certified mail, of the meeting of the Board of Trustees at which such a removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Trustees at such a meeting.

5. Vacancies.

In case any office of the Foundation becomes vacant by death, resignation, retirement, disqualification, or any other cause, a majority of the Executive Committee, although less than a quorum, may elect or appoint an officer to fill such vacancy until the next meeting of the Board of Trustees, at which time the Trustees may confirm the election or appointment or elect or appoint a different person to fill the vacancy.

6. Chair.

The Chair shall preside at all meetings of the Board of Trustees. The Chair shall serve as the chief executive officer and exercise general supervision of the affairs of the Foundation and shall do and perform such other duties as may be assigned by the Board of Trustees. The Chair may execute deeds, mortgages, bonds, contracts, or other instruments that the Board of Trustees has authorized to be executed. However, the Chair may not execute instruments on behalf of the Foundation if this power is expressly delegated to another office or agent of the Foundation by the Board of Trustees, the Bylaws, or statute.

7. Vice-Chair.

At the request of the Chair, or in the event of the Chair's absence or disability, the Vice-Chair shall perform the duties and possess and exercise the powers of the Chair, and to the extent authorized by law, the Vice-Chair shall have such other powers and duties as the Board of Trustees may determine and assign.

8. Secretary

The Secretary shall have charge of such books, documents, and papers as the Board of Trustees may determine and shall have the custody of the corporate seal. The Secretary shall give all notices as provided in the Bylaws or as required by law. The Secretary shall attend and keep the minutes of all meetings of the Board of Trustees of the Foundation or may delegate this to an employee of the Foundation. The Secretary shall be familiar with *Robert's Rules of Order* and shall be charged with administering and ensuring compliance with such rules at Board meetings. The Secretary may sign, with the Chair or Vice-Chair, in the name and on behalf of the Foundation, any contracts or agreements authorized by the Board of Trustees and, when so authorized or ordered by the Board of Trustees, the Secretary may affix the seal of the Foundation. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Trustees, and shall do and perform such other duties as may be assigned to the office by the Board of Trustees. In the absence of the Treasurer, the Secretary shall perform the duties of the Treasurer.

9. Treasurer.

The Treasurer shall have a responsibility to coordinate with the firm or firms managing Foundation's funds, property, and securities subject to such regulations as may be imposed by the

Board of Trustees. When necessary or proper, the Treasurer may endorse on behalf of the Foundation for collections, checks, notes, and other obligations, and shall deposit the same to the credit of the Foundation. The Treasurer shall sign all receipts and vouchers together with such other officer or officers, if any, as shall be designated by the Board of Trustees, except in cases where the signing and execution thereof shall be expressly designated by the Board of Trustees or by these Bylaws to some other officer or agent of the Foundation. The Treasurer shall authorize such payments as may be necessary or proper to be made on behalf of the Foundation. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Trustees. In the absence of the Secretary, the Treasurer may perform the duties of the Secretary.

10. Executive Director.

The Executive Director of the Foundation may serve as a volunteer or in a compensated capacity under a title as is acceptable to the Board of Trustees. This ex-officio officer's term on the Board shall be concurrent with the term of employment. The Executive Director, insofar as Foundation responsibilities are concerned, shall report to the Chair of the Foundation. The salary for this position shall be approved periodically by the Board of Trustees and reviewed by the LSCPA President.

ARTICLE V: COMMITTEES

1. Committees.

The Board of Trustees may adopt a resolution establishing one or more committees, delegating specified authority to a committee, and appointing or removing members of a committee.

1.1 Committee composition.

1.1.1 A committee shall include three (3) or more voting trustees. The Board of Trustees may establish qualifications for membership on a committee. The Board of Trustees may delegate to the Chair its power to appoint and remove members of a committee. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Trustees, or any individual trustee, of any responsibility imposed by the Bylaws or otherwise imposed by law. All committees shall follow policy and procedures as established by the Board of Trustees.

1.2 Committee activities.

1.2.1 The Board of Trustees shall define the activities and scope of authority of each committee by resolution.

1.3 Committee prohibitions.

No committee, except for the Executive Committee under authority of Article V, paragraph 3 and Article VII, paragraph 1, shall have authority to:

1.1.1. Amend the Articles of Incorporation.

1.1.2. Adopt a plan for a merger or a plan of consolidation with another Foundation.

1.1.3. Authorize the sale, lease, exchange, or mortgage of any property and assets of the Foundation.

1.1.4. Authorize the voluntary dissolution of the Foundation.

1.1.5. Revoke proceedings for the voluntary dissolution of the Foundation.

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- 1.1.6. Adopt a plan for the distribution of the assets of the Foundation.
 - 1.1.7. Amend, alter, or repeal the Bylaws.
 - 1.1.8. Elect, appoint, or remove a member of a committee or a trustee or officer of the Foundation.
 - 1.1.9. Approve any transaction to which the Foundation is a party and that involves a potential conflict of interest.
 - 1.1.10. Take any action outside the scope of authority delegated to it by the Board of Trustees.
- 1.2. Chairs.
 - 1.2.1. One (1) member of each committee shall be designated as the Chair of the committee by the Chair of the Foundation, except for the Finance and Investment Committee, which shall be chaired by the Treasurer. The Chairs shall call and preside at all meetings of their committees.
- 1.3. Actions.
 - 1.3.1. Committees shall try to act by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or these Bylaws. A committee member who is present at a meeting and abstains from a vote is present and voting for the purpose of determining the act of the committee. Committees can act by telephone conferencing, virtual meetings, email, or in-person meetings.
- 1.4. Proxies.
 - 1.4.1. No committee member, including members of the Executive Committee, may vote by proxy.
- 1.5. Rules.
 - 1.5.1. Each committee may adopt rules for its own operation, such rules not inconsistent with these Bylaws or with rules and policy adopted by the Board of Trustees.
- 2. Standing Committees.
 - 2.1. The following committees are authorized and established:
 - 2.1.1. Governance & Nominations
 - 2.1.2. Audit
 - 2.1.3. Development
 - 2.1.4. Finance & Investment.
 - 2.2. The Foundation's Chair and Executive Director serve as ex-officio members of each committee. The Chief Financial Officer for the Foundation will serve as ex-officio on the Finance & Investment and Audit committee. Subcommittees may also be established on an ad hoc basis.
- 3. Executive Committee.

The Board of Trustees may designate and empower an Executive Committee to conduct all appropriate business of the Foundation during each fiscal year. The Executive Committee shall be empowered with, but not limited to, the following responsibilities:

- 3.1. Duties.
 - 3.1.1. Conduct meetings, as defined herein, and submit recommendations from such meetings to the Board of Trustees for ratification and/or adoption.
 - 3.1.2. Delegate administrative responsibilities to an Executive Director.
- 3.2. Composition.
 - 3.2.1. The Executive Committee shall be composed of the Foundation's Chair, Vice-Chair, Secretary, Treasurer, the Immediate Past Chair, who shall be considered an "Additional Trustee" if his or her Board term has expired. The Lamar State College Port Arthur President, Director of Institutional Advancement, Executive Vice President for Finance and Operations, and the Executive Director of the Foundation shall serve as ex-officio members of the Executive Committee. Ex-officio members shall have no voting privilege nor will their presence at any meeting be considered when certifying a quorum.
- 3.3. Terms of Office.
 - 3.3.1. Members of the Executive Committee shall serve for the period which coincides with their respective term as an officer.
 - 3.3.2. Other Committee Chairs shall be appointed annually by the Chair.
 - 3.3.3. The membership of each appointed committee shall be at the discretion of the Chair, but in no case shall said membership be less than three members.
- 3.4. Quorum.
 - 3.4.1. A simple majority of the number of members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.
 - 3.4.2. A minimum of three committee members will constitute a quorum for other committees.
 - 3.4.3. Executive Committee or other committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Executive Committee or other committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Executive Committee or committee members required to constitute a quorum.
 - 3.4.4. Ex-officio members of the Board of Trustees presence shall not be counted in determining the presence of a quorum.

ARTICLE VI: MEETINGS

- 1. Regular meetings.
 - 1.1. Regularly scheduled meetings of the Board of Trustees shall be held in October and April. No later than thirty (30) days prior to each meeting, written notice of the place time will be provided. Agenda and other materials shall be emailed to each trustee at least ten (10) days prior to the meeting at their designated email address.
- 2. Special meetings.
 - 2.1. Special meetings of the Board of Trustees may be called by or at the request of the Chair

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or Vice-Chair and must be called by either of them on the written request of any three (3) members of the Board of Trustees.

3. Meeting rules.

3.1. At all meetings of the Board of Trustees, the Chair or Vice-Chair or, in their absence, an officer chosen by the trustees present shall preside.

3.2. Quorum.

3.2.1. At all meetings of the Board of Trustees, a majority of the voting members then in office shall be sufficient to constitute a quorum for the transaction of business and the actions of said quorum shall be the actions for the entire Board of Trustees, except as may be otherwise specifically provided by statute or by these Bylaws. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains.

3.2.2. No action may be approved without the vote of at least a majority of the members required to constitute a quorum. If, at any duly called or held meeting, there is less than a quorum present, a majority of those present may adjourn such a meeting and set the time and place to reconvene the meeting, upon written notification, as described above.

3.3. Voting.

3.3.1. A trustee may not vote by proxy at any duly called or held meeting.

3.4. Removal of Trustee.

3.4.1. A trustee may not serve the Foundation in any other capacity and receive compensation for those services.

3.4.2. The Board of Trustees has the authority to remove a trustee for cause, at any time. A meeting to consider the removal of a trustee may be called in the manner described above under special meetings. The notice of the meeting shall include, as part of the agenda, the matter of trustee removal.

3.4.3. The trustee recommended for removal shall have the right to present evidence at such a meeting as to why he or she should not be removed.

3.5. All corporate powers, except as are otherwise provided in the Articles of Incorporation, in these Bylaws or in the laws of the State of Texas, shall be vested in the Board of Trustees.

4. Executive Committee.

4.1. Meetings.

4.1.1. All actions conducted by the Executive Committee shall be in accordance with the provisions stated in Article V.

4.1.2. The Executive Committee shall hold meetings as needed in the interim between board meetings. No later than ten (10) days prior to each meeting, written notice of the place and time will be provided.

4.1.3. Agenda and other materials shall be mailed to each committee member at their designated address at least ten (10) days prior to the meeting. A special called meeting of the Executive Committee may be called by the Chair or by a majority of the members of the Executive Committee.

5. Committee Meetings.

- 5.1. Other committees, as defined in Article V, shall meet as necessary and as determined by the respective Chair.
- 5.2. All actions and recommendations of said committees shall be forwarded, in report form, to the Executive Committee for review during its regularly scheduled meetings and shall be presented by the respective Chair, or their designee. Said reports shall be delivered in sufficient time to be placed on the agenda for the next scheduled Executive Committee and Board of Trustees' meetings.
- 5.3. Notice of Meetings.
 - 5.3.1. Notice shall be deemed to be delivered when a notice is emailed with a return receipt.
- 5.4. Signed Waiver of Notice.
 - 5.4.1. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver in writing, signed by a person eligible to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.
- 5.5. Waiver of Notice by Attendance.
 - 5.5.1. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 5.6. Meeting via Electronic Devices.
 - 5.6.1. The Board of Trustees, and any committee of the Foundation, may conduct a meeting by telephone conference call or electronic meetings such as Zoom or Teams.

ARTICLE VII: AGENTS AND REPRESENTATIVES

1. Appointment.

- 1.1 The Executive Committee may appoint such agents and representatives of the Foundation with such powers and to perform such acts or duties on behalf of the Foundation as the Committee may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

2. Authority.

- 2.1 The Board of Trustees, except as in these Bylaws otherwise provided, may authorize the Executive Committee to enter any contract or execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Trustees, the Executive Committee shall not have the power or authority to bind the Foundation by any contract or engagement. The Executive Committee may engage investment counsel, trust corporations or banks possessing trust powers to purchase or otherwise acquire stocks, bonds, securities or other investments as part of the Foundation's assets and properties.

3. Voting Stock of Other Foundations.

- 3.1 Unless otherwise ordered by the Board of Trustees, the Chair shall have full power and

authority on behalf of the Foundation to vote either in person or by proxy at any meeting of stockholders of any Foundation in which this Foundation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to ownership of such stock, which as the owner thereof, this Foundation might have possessed and exercised if present. The Board of Trustees, by resolution, may confer like powers upon any other person and may revoke any such powers at its pleasure.

4. Potential Conflicts of Interest.

- 4.1 The Foundation shall not make or guarantee any loan to a director, officer, or employee of the Foundation.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the Foundation shall commence on September 1st of each year and end on the following August 31st.

ARTICLE IX: OPERATIONS

1. Budget.

- 1.1. To assist Lamar State College Port Arthur in its planning efforts, the budgets for restricted and endowed scholarship accounts shall be approved at the October meeting for the following fiscal year. The proposed budgets will be transmitted to the Board of Trustees no later than ten (10) days before the October meeting.
- 1.2. The Executive Committee shall transmit to the Board of Trustees its recommendations for an annual operating budget for the Foundation no later than ten (10) days prior to the April meeting of the Board to be reviewed and adopted, as recommended or modified. No funds will be expended unless provided by the adopted budget or duly adopted amendments thereto.

2. Compensation.

- 2.1. No Trustee shall be entitled to receive compensation for their services. The Board of Trustees may pass a resolution authorizing the reimbursement of actual expenses incurred during attendance at each meeting called or held. Any reimbursement by the Foundation for travel-related expenses shall adhere to the guidelines outlined in LSCPA's travel policy.

3. The Foundation functions as a private supporting organization for LSCPA. The Foundation is obligated to act with due diligence to retain only the funds essential for its operations; any excess funds shall be remitted to LSCPA, unless expressly restricted to remain at the foundation. Retention of unrestricted funds exceeding 150% of the Foundation's annual operating budget requires approval from the LSCPA President.

ARTICLE X: PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

1. As provided in ARTICLE I, no trustee, officer, or employee of or member of a committee, or person connected with the Foundation, or any other private individual shall receive, at any time, any of the net earnings or pecuniary profit from the operations of the Foundation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Foundation in effecting any of its purposes as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any of the

corporate assets upon the dissolution of the Foundation. All officers and trustees of the Foundation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up the affairs of the Foundation, whether voluntary or involuntary, the assets of the Foundation then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered, and paid over to Lamar State College Port Arthur upon such terms and conditions and in such amounts and proportions as the Board of Trustees may impose and determine, to be used by Lamar State College Port Arthur for such similar or kindred purposes as are set forth in the Articles of Incorporation of the Foundation and any and all amendments thereto.

ARTICLE XI: AMENDMENTS

1. The Foundation shall have power to make, alter, amend, or repeal the Bylaws of the Corporation by an affirmative vote of a majority of the Board of Trustees present at a meeting, subject to approval of the Texas State University System Board of Regents.

ARTICLE XII: DISSOLUTION

1. In the event of the dissolution of the Foundation or in the event the Foundation ceases to be a 501(c)(3) organization, the Board of Trustees and all officers and trustees of the Foundation shall be deemed to have expressly consented and agreed that, the assets remaining in the organization, after payment or making provision for payment of any fees or expenses properly chargeable to the organization, shall distribute all assets of the Foundation to Lamar State College Port Arthur. Distribution shall occur as soon as reasonably practicable but in no event shall asset distribution to LSCPA take longer than 120 days after the Foundation's dissolution or loss of 501(c)(3) status.

ARTICLE XIII: LIABILITY INSURANCE

1. All trustees and officers of the corporation are subject to the LSCPA's *Not-for-Profit Organization Management Indemnity Policy* in an amount not less than (one million dollars (\$1,000,000)). In the event of the Corporation's dissolution, coverage shall remain in effect for one (1) year after the assets of the Corporation have been distributed. In the event the TSUS determines it cannot or will not provide such policy coverage, the TSUS will provide the Corporation written notice not less than thirty (30) days in advance of the anticipated change in coverage.

ARTICLE XIV: AUDIT REQUIREMENTS

1. Opinion Audit.
 - 1.1. The Foundation shall engage an external Certified Public Accounting (CPA) firm, or an accounting professional employed by Lamar State College Port Arthur to conduct an opinion audit annually.
 - 1.2. In the event that the Foundation possesses unrestricted funds totaling less than five million dollars, it may opt for the external CPA firm, or an accounting professional employed by Lamar State College Port Arthur to perform either a compilation and review of the financial statements or completion of the IRS Form 990 tax records yearly in place of an opinion audit.
2. Delegated Authority Request.
 - 2.1. To the extent Texas Government Code 321.020 applies, prior to contracting with a private auditor, the private support organization shall obtain delegated authority from the State Auditor's Office through the System's Office of Internal Audit. The audit report shall be

provided to the System or Component CEO, or their designees, and the Office of Internal Audit for review within thirty (30) days of its issuance by the CPA firm.

3. Audit required by LSCPA and/or TSUS.
 - 3.1. The Foundation permits representatives of LSCPA and/or System, during the term of an MOU, to audit or examine any pertinent or relevant accounting and financial books, documents, papers and records of the private support organization, as determined necessary by LSCPA and/or the Texas State University System.

ARTICLE XV: ANNUAL REPORTING

1. Annual Reporting Obligations.
 - 1.1. The Foundation is required to complete all annual reporting obligations as required by applicable law.
 - 1.2. IRS Form 990, serving as the mandated annual informational return for nonprofit organizations by the Internal Revenue Service (IRS), is to be submitted to LSCPA's finance office within forty-five (45) days following the relevant IRS filing deadline.
2. Annual Financial Report.
 - 2.1. The Foundation must also file an Annual Financial Report with LSCPA's finance office after the conclusion of the fiscal year. This report will be disseminated to the TSUS Board of Regents and must be in the format prescribed by TSUS Administration.
 - 2.2. Additionally, the Annual Financial Report is to include a comprehensive Annual Investment Performance Report.

CERTIFICATION OF SECRETARY

I certify that I am the duly elected and acting secretary of the Lamar State College Port Arthur Foundation, Inc. and that the foregoing Bylaws constitute the Bylaws of the Foundation. These Bylaws were duly adopted at a meeting of the Board of Trustees held on February 28, 2025.

Amy Miller, Secretary
Lamar State College Port Arthur Foundation, Inc.

Date

Payton Keith, Chair
Lamar State College Port Arthur Foundation, Inc.

Date

Reviewed and acknowledged by Lamar State College Port Arthur:

Dr. Betty Reynard, President
Lamar State College Port Arthur

3/3/2025
Date

