

**BYLAWS
OF
LEE COLLEGE FOUNDATION, INCORPORATED**

ARTICLE I. NAME AND OFFICE

Section 1.01 NAME

The name of this Foundation is LEE COLLEGE FOUNDATION, INCORPORATED hereinafter referred to as the FOUNDATION.

Section 1.02 PRINCIPAL OFFICE

The principal office of the Foundation shall be 200 Lee Drive, Baytown, Texas, 77520. The Foundation may relocate such principal office as the Board of Directors from time to time determine.

Section 1.03 REGISTERED OFFICE AND REGISTERED AGENT

The Foundation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizational Code (the "Act"). The registered office may be, but need not be, identical with the principal office of the Foundation in the State of Texas; and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. BOARD OF DIRECTORS

Section 2.01 GENERAL POWERS

The business, property and affairs of the Foundation shall be managed by its Board of Directors who may exercise all such powers of the Foundation and do all such lawful acts and things as are permitted by law, the Articles of Incorporation, or these Bylaws.

All such actions would be in accord with the Foundation's exclusively charitable, scientific and educational purposes or other purposes deemed appropriate by the Board as follows:

- (1) To solicit and receive donations, gifts, and grants of money and property, and expend funds upon a charitable or non-profit basis on behalf of Lee College, its departments, facilities and activities, not inconsistent with the objectives, operation and management of Lee College.
- (2) To invest and reinvest in and hold title to any real property, real, personal and/or mixed, and, in connection therewith the Directors may borrow money in any manner, with or without security, all upon such terms, conditions, and provisions as they deem proper or advisable in the best interest of the Foundation.

- (3) To expend funds (a) primarily for scholarships for students attending Lee College, (b) as directed by the donor for the support of Lee College, its departments, facilities and activities not inconsistent with the objectives, operation and management of Lee College, and (c) for other expenses as deemed necessary by the Board of Directors.

Neither any donation made to this Foundation nor any fund or property arising there from, in whatever form it may take, shall be diverted from the purposes herein set out.

Section 2.02 QUID PRO QUO

To enter into a quid pro quo agreement with Lee College whereby Lee College agrees (a) to provide the services of and pay the salary of the Lee College employee who supports the daily operation of the Lee College Foundation and its mission; (b) to provide for the use of furniture, equipment, office supplies and all other items necessary for the daily operations of the Foundation through the Office of Institutional Advancement; and (c) to provide financial assistance to the Foundation through the services of a Lee College employee in the Department of Financial Services of Lee College.

Section 2.03 ELECTIONS

The Directors shall be elected by the sitting Board of Directors of the Foundation at the annual meeting by a majority of the members present at the meeting at which a quorum is present.

Section 2.04 SPECIAL ELECTIONS

Special elections shall be called by the Chairman, or in their absence, any two Directors, to fill vacancies on the Board of Directors occurring for any reason. The place and time for conducting such special elections shall be determined under 2.08 of these bylaws.

Section 2.05 NUMBER

The Board of Directors shall consist of no more than twenty-two (22) members elected at the annual meeting by the Board of Directors. Up to three (3) appointed positions on the Foundation board may be held by members of the Board of Regents.

Section 2.06 TERM OF OFFICE

Each Director, except a Director elected to fill a vacancy and the appointed member of the Board of Regents, shall be elected for a term of three years, as the Board of Directors may determine and shall hold office for such term and until his successor may be duly elected and qualified (unless by reason of a decrease in the number of Directors he shall have no successor) or until removal, death or resignation. Any Director may be re-elected as a Director.

Section 2.07 ANNUAL AND REGULAR MEETINGS

An annual meeting of the Board of Directors shall be held each August on a date chosen by the Chairman of the Board, pursuant to notice given as hereinafter specified for a regular meeting of the Board of Directors or in a waiver of notice of such meeting. Regular meetings of the Board of Directors each year shall be on dates chosen by the Chairman of the Board. Other meetings may be scheduled at the discretion of the Board of Directors. Such regular meetings may be held at any other time that shall be designated in a notice given for such a meeting of the Board of Directors or in a waiver of notice of such meeting.

Section 2.08 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairman or by any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the State of Texas, as the place for holding any special meeting of the Board called by such person or persons.

Section 2.09 PLACE OF MEETING

The Board of Directors shall hold all meetings on the Lee College campus in Baytown, Texas except as it may from time to time by resolution determine.

Section 2.10 NOTICE

Notice of any annual, regular or special meeting of the Board of Directors shall be given at least three days prior to the meeting by written notice through electronic notification or sent by mail or facsimile transmission to each Director at his or her address as shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by electronic notification or facsimile transmission, such notice shall be deemed to be delivered when transmitted. Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting of the express purpose of objecting to the transaction of any business thereat because such meeting is not lawfully called or convened. The business to be transacted at any annual, regular or special meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

Section 2.11 SPECIAL MEETINGS NOTICE

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board or the Secretary, and shall be called by either the written request of three Directors, or such number constituting at least one-half of the total number of the then acting Directors. Unless otherwise expressly provided by law, by the Articles of Incorporation of these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of meeting. No notice of

any meeting of the Board shall be required if all of the then acting Directors shall be present thereat, or if those Directors not present shall sign a waiver of notice thereof before or after such meeting.

Section 2.12 TELEPHONIC MEETINGS

The Board of Directors may hold special meeting by means of conference telephone or similar communications equipment pursuant to which all persons participating in the meeting can hear and communicate with each other. Participation in any such meeting shall constitute presence in person at such meeting and waiver of notice of such meeting. Any committee provided for in these bylaws or established by the Board of Directors may also hold its meetings by means of such conference telephone or similar communications equipment.

Section 2.13 QUORUMS AND MANNER OF ACTING

At all meetings of the Board of Directors a quorum shall consist of the presence of seven (7) members of the Board and the act of the majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation of these Bylaws. The departure of any Directors from a meeting at which a quorum was present shall not affect or impair such quorum. If a quorum shall not be present at any meeting of the Board of, such meeting by announcement of the Chairman of the Board of Directors may be adjourned from time to time, without notice other than announcement at such meeting, until a quorum shall be present.

Section 2.14 ACTION BY DIRECTORS WITHOUT MEETING

Any action required or permitted by law or by the Bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all members of the Board of Directors; and such consent shall be signed by all members of the Board of Directors; and such consent shall have the same force and effect as a unanimous vote of the Board of Directors at a meeting, and may be stated as such in any document or instrument with the Secretary of State.

Section 2.15 COMPENSATION

No Director shall receive compensation for his services as a member of the Board of Directors of the Foundation; provided, however, that this provision shall not preclude reimbursement for expenses incurred in behalf of the Foundation.

Section 2.16 PROXIES

Proxies shall not be allowed or used.

Section 2.17 RULES

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 2.18 EX-OFFICIO DIRECTORS

The President of Lee College, a representative from the Department of Financial Services, and a representative from the Office of Institutional Advancement shall serve as non-voting, ex-officio members of the Board of Directors. A representative from the Office of Institutional Advancement shall serve as Executive Director of the Foundation.

ARTICLE III. OFFICERS

Section 3.01 OFFICERS

The officers of the Foundation shall consist of a Chairman of the Board of Directors, a Vice Chairman, a Secretary, and a Treasurer, all of whom shall be members of a Board of Directors. The Executive Director shall be responsible for the proper and efficient operation of the affairs of the Foundation. Officers shall be elected by a majority vote at the annual meeting.

Section 3.02 ELECTION AND TERM OF OFFICE

The Board of Directors shall annually elect a Chairman of the Board, who shall preside at all meetings of the Board of Directors. Additional officers shall include a Vice Chairman, Secretary and Treasurer. Unless otherwise stated in these Bylaws, the business of the Foundation may be transacted at any annual, regular or special meeting of the Board of Directors whether or not specified in the notice or waiver of notice of such meeting. Each officer of the Foundation shall be elected for a one-year term (except for the Executive Director) and shall hold office during the term for which elected or appointed, or until such earlier death, resignation, incapacity or removal from office. No officer, except for the Executive Director, shall serve in the same office for more than three consecutive years.

Section 3.03 REMOVAL

Any Director may be removed for, or without cause, at any annual, regular or special meeting of the Board of Directors called for that purpose and attended by a quorum, by the affirmative vote of majority of the then acting Directors.

Section 3.04 VACANCIES

Any vacancy in the Board of Directors caused by removal, death, resignation, or an increase in the number of Directors by reason of amendment of the Bylaws, may be filled by the vote of a majority of the remaining Directors then in office and attending such meeting, although less than a quorum; and each successor Director so elected shall be elected for the unexpired term of his predecessor in office. The Board of Directors may designate Emeritus Officers when desirable.

Section 3.05 CHAIRMAN

The Chairman shall be the Chief Executive Officer of the Foundation. The Chairman shall be a member of the Board and when present shall preside at all meetings thereof.

Section 3.06 VICE CHAIRMAN

The Vice Chairman shall, in the absence or the disability of the Chairman, have all the power and perform all the duties of the Chairman.

Section 3.07 SECRETARY

The Secretary or an appointee shall attend and keep correct minutes of all meetings of the Board of Directors and of other committees, if any, having any authority of the Board of Directors. The Secretary shall prepare and submit to the Board of Directors or the Chairman such reports and such data as may be requested; shall work with the Chair to develop the agenda and shall perform such other duties and have such other powers as from time to time may be assigned or delegated by the Board of Directors or the Chairman. The Board of Directors may from time to time delegate to another officer or person any of the duties usually performed by the Secretary.

Section 3.08 THE TREASURER

The Treasurer shall chair the Investment Committee whose responsibilities include choosing an appropriate Investment Manager, providing oversight of all investments and their earnings, and determining if the diversity and performance of the investments are adequate. The Treasurer shall work with the designate from the Department of Financial Services to create a full and accurate account of all monies received and paid by the Foundation, and shall render to the Board of Directors or the Chairman, statements of the cash accounts and financial condition of the Foundation. The Treasurer shall have all the duties incident to that office and shall perform such other duties and have such other powers as assigned by the Board of Directors or by the Chairman. The Board of Directors may from time to time delegate to another officer or person any of the duties usually performed by the Treasurer.

Section 3.09 THE EXECUTIVE DIRECTOR

The Executive Director shall be the Chief Administrative Officer of the Foundation and shall be responsible to the Chairman and to the Board of Directors of the Foundation. The Board of Directors shall supervise the activities of the Executive Director and on the direction of the Board of Directors, may serve as Secretary to the Foundation. The Executive Director shall keep and have charge and custody of all books, records and documents belonging to the Foundation and shall make them available to the Board of Directors as requested; give or cause to be given notice of all meetings required by the Bylaws or by law or upon request of the Board of Directors; and have charge of the seal of the Foundation, and is authorized by the Bylaws to affix it to any instrument requiring the seal of the Foundation and attest the same signature. The Executive Director shall prepare and submit to the Board of Directors or the Chairman reports

and data as may be requested; and shall perform other duties and have other powers as from time to time may be assigned or delegated by the Board of Directors or the Chairman. The Board of Directors may from time to time delegate to another officer or person any of the duties usually performed by the Executive Director. The Board of Directors may delegate in writing to the Executive Director authority to execute documents on behalf of the Foundation and to perform such other actions as may occur.

ARTICLE IV. OTHER COMMITTEES

Section 4.01 APPOINTMENT

The Chairman may designate and appoint from time to time committees, which shall consist of members of the Board of Directors or other persons, and exercise such authority and powers, perform such duties and follow such procedures as the Bylaws, the Board of Directors or the Chairman may prescribe.

Section 4.02 INVESTMENT COMMITTEE

An Investment Committee appointed by the Chairman shall be composed of the Foundation Treasurer and at least four Board members for staggered terms of three years. The committee shall be responsible for the development and oversight of an Investment Policy and the investment of Foundation monies in accordance with the investment policy of the Foundation. A majority vote of the Board of Directors shall be necessary to change investment policies and procedures.

ARTICLE V. SEAL

Section 5.01 DESCRIPTION

The corporate seal of the Foundation shall be circular in form with the name of the Foundation around the margin and with a five pointed star in the center.

Section 5.02 CUSTODY OF THE SEAL

The Seal of the Foundation shall be in the custody of the Secretary. A duplicate of the Seal may be kept and used by the Treasurer or an assistant.

ARTICLE VI. FISCAL YEAR

Section 6.01 DESIGNATION

The fiscal year of the Foundation shall, unless otherwise designated by an amendment to the Bylaws or resolution of the Board of Directors, end on the 31st of August of each year.

ARTICLE VII. LIMITATION OF LIABILITY AND INDEMNITY

Section 7.01 LIMITATION OF LIABILITY

No person shall be liable to the Foundation for their good faith actions, or failure to act, or for any errors of judgment, or for any act or omission believed in good faith to be within the scope of their authority as a Director, officer, member of a committee, agent or employee of the Foundation except for their own willful misconduct. Actions or omissions taken in reliance upon the advice of legal counsel shall be conclusive evidence of such good faith; however, good faith may be determined without obtaining such advice.

Section 7.02 RIGHT TO INDEMNIFICATION

Each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrate or investigate (a "Proceeding"), or any appeal of a Proceeding, or any inquiry or investigation that could lead to a Proceeding, by reason of the fact that he or she or a person of whom he or she is the legal representative, is or was a Director or an Officer of the Foundation, or while a Director or an Officer of the Foundation is or was serving at the request of the Foundation as a Director, Officer, Trustee, employee, agent, or similar functionary of another foreign or domestic foundation, trust, employee benefit plan or other enterprise, shall be indemnified by the Foundation to the fullest extent authorized by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Foundation to provide broader indemnification rights than said law permitted the Foundation to provide prior to such amendment) against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including, without limitation, attorneys' fees) actually incurred by such person in connection with a Proceeding, but if the Proceeding was brought by or in behalf of the Foundation, the indemnification is limited to reasonable expenses actually incurred or suffered by such person in connection therewith. Indemnification under these bylaws shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder. In no case, however, shall the Foundation indemnify any person, or the legal representatives of any person, with respect to any matters as to which such person shall be finally adjudged in any such Proceeding to be liable on the basis that personal benefit resulted from an action taken in such person's official capacity, or in which such person is found liable to the Foundation. Any person entitled to indemnification pursuant to this Article VII is sometimes referred to herein as an "Indemnified Person."

Section 7.03 ADVANCE PAYMENT

An Indemnified Person's right to indemnification conferred in this Article VII shall include the right to be paid or reimbursed by the Foundation for the reasonable expenses incurred by an Indemnified Person who was, is or is threatened to be made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding; provided, however, that the payment of such expenses incurred by an Indemnified Person in advance of the final disposition of a Proceeding shall be made only upon delivery to the Foundation of a written affirmation by such Indemnified Person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article VII and a written undertaking by or on behalf of such Indemnified Person to repay all amounts so advanced if it shall ultimately be determined that such Indemnified Person is not entitled to be indemnified under this Article VII or otherwise.

Section 7.04 APPEARANCE AS A WITNESS

Notwithstanding any other provision of this Article VII, the Foundation may pay or reimburse expenses incurred by an Indemnified Person in connection with his or her appearance as a witness or other participation in a Proceeding at a time when he or she is not a named defendant or respondent in the Proceeding.

Section 7.05 NONEXCLUSIVITY OF RIGHTS

The right to indemnification and the advancement and payment of expenses conferred in this Article VII shall not be exclusive of any other right which an Indemnified Person may have or hereafter acquire under any law, agreement or vote of disinterested Directors.

Section 7.06 INSURANCE

The Foundation may purchase and maintain insurance, at its expense, to protect itself or any Indemnified Person against any expense, liability or loss under this Article VII, whether or not the Foundation would have the power to indemnify such person against such expense, liability or loss.

Section 7.07 SAVINGS CLAUSE

If this Article VII or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Foundation shall nevertheless indemnify and hold harmless each Indemnified Person as to costs, charges and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, to the fullest extent permitted by any applicable portion of this Article VII that shall not have been invalidated and to the fullest extent permitted by applicable law.

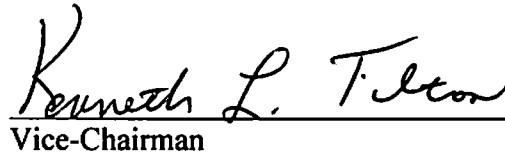
ARTICLE VIII. AMENDMENTS

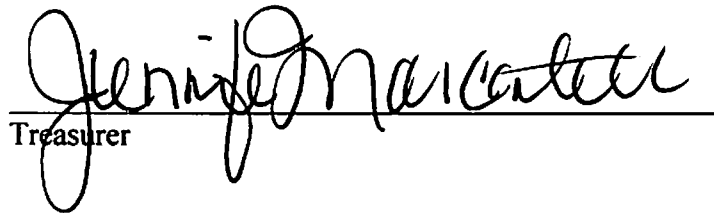
Section 8.01 CHANGES

These Bylaws may be amended at any annual, regular or special meeting of the Board of Directors by a vote of two-thirds (2/3) of those present upon second reading provided that notice of the proposed amendments is given in writing seventy-two (72) hours prior to the meeting of the Directors with the notice of said meeting.

LEE COLLEGE FOUNDATION


Chairman


Vice-Chairman


Treasurer

Amended February 11, 2015
Amended August 11, 2010
Amended May 11, 1999
Amended November 15, 1994
Revised June 10, 1993