

BY-LAWS FOR
THE UNIVERSITY OF WEST GEORGIA FOUNDATION, INC

ARTICLE I. MISSION

It is the mission of the University of West Georgia Foundation, Inc. to support the University of West Georgia in its mission to provide excellent higher education to its constituencies. It does so by attracting and involving leaders from among the University's alumni and friends in this endeavor. The Foundation's primary efforts are to be directed toward attracting, receiving, investing, managing and expending gifts and other resources designated for the educational programs, research projects and community service efforts of the University as identified in the strategic planning process. The Foundation is designated by the Board of Regents as a Cooperative Organization and must, at all times, function in a cooperative manner with the University.

ARTICLE II. AUTHORITY

Section 1: The University of West Georgia Foundation, Inc. is a cooperative organization supporting the mission of the University of West Georgia and is organized pursuant to Board of Regents of the University System of Georgia policies, and acting in accordance with applicable Georgia laws, Board of Regents policies and guidelines, and University of West Georgia policies. Georgia law, Board of Regents policies, or University of West Georgia policies will prevail over any conflicting provisions in these By-laws.

Section 2: The Charter and By-laws of THE UNIVERSITY OF WEST GEORGIA FOUNDATION, INC (the "Foundation") shall be made, altered or rescinded by the Board of Trustees. The By-laws shall operate to carry out the purposes of the Foundation and to facilitate the operational procedures thereof.

Section 3: The fiscal year of the Foundation shall commence on July 1 and end on June 30.

ARTICLE III. BOARD OF TRUSTEES

Section 1: Duties and Responsibilities of Trustees

(a) Leadership

- (1) To attract as trustees the most able alumni and friends of the University to become involved with the University in its quest for excellence.
- (2) To earn the understanding and support of these alumni and friends by ensuring their awareness of the goals of the University and its programs.

- (3) To take a leadership role in supporting the University by gaining the understanding and support of key constituencies in the region, state, and nation.
- (4) To develop an effective partnership with the Alumni Association and other entities so that the University's leading support organizations are coordinated and cooperative in their efforts.
- (5) All Trustees are expected to lend their professional expertise to the work of the Foundation.

(b) Fundraising

- (1) To make leadership annual gifts, major gifts, and deferred gift provisions themselves.
- (2) To identify funding sources and secure major gifts for the University's fundraising priorities.
- (3) To provide the volunteer leadership necessary for the Foundation's annual giving, corporate and foundation giving, capital giving, and planned giving programs.

(c) Stewardship

- (1) To oversee and set policy for the investment of endowments and other funds held in trust for the University.
- (2) To invest the Foundation's resources to take advantage of opportunities to advance the University when these opportunities would not otherwise be available to the University.
- (3) To set policy and guide the Foundation to assure operational effectiveness and transparency to be an attractive vehicle for supporting the University.

Section 2: Number of Trustees: Terms

There shall be a minimum of fifteen (15) and a maximum of fifty (50) Trustees elected for a four (4) year term, with the terms staggered so that approximately one-fourth (1/4) of the appointments expire each year. Except in an ex-officio or interim capacity no employee of the University of West Georgia shall serve as a Trustee or Officer of the University of West Georgia Foundation, Inc.

Section 3: Ex-Officio Members

The individuals occupying the position set forth below shall serve as nonvoting, ex-officio members of the Board of Trustees except for the President who shall serve as a voting, ex-officio member.

- (a) President of the University of West Georgia;
- (b) President of the University of West Georgia Alumni Association;

- (c) Vice President of Business and Finance of the University of West Georgia;
- (d) Chairperson of the Board of Directors of the University of West Georgia Athletic Foundation; and,
- (e) UWG Vice President of University Advancement/Executive Director/Treasurer of the University of West Georgia Foundation.

Section 4: Meetings

- a) The Annual Meeting and other regular meetings of the Board of Trustees shall be held at such time and place as the Executive Committee may deem appropriate. At said Annual Meeting, Trustees and officers shall be elected. At the Annual Meeting and at all regular meetings any other business as may be brought before the meeting may be transacted.
- b) Special meetings may be called by the Chairperson of the Board of Trustees and may be held at any time and place designated by the Chairperson, after sufficient notice as provided in the procedures of the Board. Only such business as shall have been specified in the notice of such meeting shall be transacted at such special meeting.
- c) One-third (1/3) of the Active members shall constitute a quorum at any meeting of the Board of Trustees, and all questions shall be determined by a majority vote of trustees in attendance, unless otherwise specified herein. Notwithstanding the foregoing, if at any two consecutive duly called meetings a quorum is not present, then at the next consecutive duly called meeting, the members present shall constitute a quorum and all issues shall be decided by a majority vote of the members present.
- d) Not less than two (2) weeks preceding such meetings all Trustees shall be given written notice of said meeting. In the event the notice is of a special meeting, such notice shall briefly describe all matters to be heard. The Trustees, by a majority vote of all members of the Board of Trustees, may waive any such notice, or the Executive Committee by unanimous vote may shorten the required notice, for any special meeting and such special meeting may be called by telephone or other notice to all members of the Board of Trustees. All waivers of notice must be in writing and retained in the minutes for the special meeting.
- e) The Board of Trustees may permit any or all Trustees to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting provided a membership list of all attendees is kept in the minutes for the meeting stating who is attending

via remote communications. Members will not be allowed to cast any vote via proxy.

- f) Any action that may be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by three-fourths (3/4) of the Board of Trustees. All such consents shall be entered in the minutes of the Foundation, and any actions so taken must be approved at the next duly called meeting of the Board or the action taken is void and without effect.

Section 5: Conflicts of Interest

Trustees shall adhere to the current Corporation's Conflict of Interest Policy as approved by the Board of Directors and the provisions of Section 14-3-860 through 14-3-865 of the Georgia Nonprofit Corporation Code, as such provisions may be amended from time to time. Any Trustee refraining from voting on a particular matter pursuant to these provisions shall also recuse himself or herself from discussions or deliberations on the matter.

Section 6: Standing Committees

(a) Executive Committee

The Executive Committee of the Board of Trustees shall consist of the following:

- (1) The Chairperson of the Board;
- (2) The Vice Chairperson of the Board;
- (3) The President of the University of West Georgia;
- (4) The UWG Vice President of University Advancement/ Executive Director/Treasurer
- (5) The Foundation Secretary;
- (6) The immediate Past Chairperson of the Board of Trustees;
- (7) The committee chairs of the Audit Committee, the Investment Committee, the Board Development Committee and the Resource Development Committee.

The Executive Committee shall have and may exercise all powers and authority of the Board of Trustees to carry out the orders or actions of the Board when said Board is not in session, subject only to such restrictions or limitations as the Board may specify. The Executive Committee shall have no authority to take the following actions:

- (1) approve or recommend to members dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Foundation's assets;
- (2) elect, appoint or remove Directors; or
- (3) adopt, amend, or repeal the Articles or these By-Laws.

(b) Board Development Committee

The Board Development Committee shall present to the Executive Committee and the Board the nominations of Trustees and officers to be elected by the Board. The Committee shall furnish to the Executive Committee and Board, information about the background and qualifications of all such nominees prior to the Board meeting at which an election is scheduled to take place. The Committee shall maintain a current profile of the Board's membership composition to guide the selection process. Good faith efforts shall be made to achieve and maintain geographic diversity within the Board's membership. The Committee shall review the performance of incumbent Trustees who are eligible for reelection before nominating them for reelection and it shall develop and help administer with the Chair and Executive Director of the Foundation a program of orientation for newly elected Trustees.

(c) Finance and Investment Committee

The Finance and Investment Committee shall meet at least quarterly to review the investments of the Foundation and make recommendations to the Board on all matters pertaining to the investment of the Foundation's assets, including, but not limited to: (i) the selection of financial advisors and investment managers; (ii) the structure of the Foundation's investment portfolio; (iii) the determination of financial institutions and investment vehicles with whom to deposit Foundation funds or with whom the Foundation shall make investments; (iv) review the budget, financial affairs, and financial condition of the Foundation; and (v) make recommendations to the Board regarding the budget of the Foundation and programs for the acceptance of gifts, the collection of revenue, and the expenditure of resources.

(d) Resource Development Committee

The Development Committee shall ensure that the Foundation has an effective program to generate and develop private support for the University in the areas of annual giving, planned giving, major and corporate gifts. Members of the Committee will provide leadership for resource development for the Foundation in its fundraising programs. This committee will serve as the Board's advisory/review committee for gift-in-kind contributions, and other such gifts or proposed gifts as the Executive Committee may designate. The Committee shall work in concert with and support of the President and the Vice President of University Advancement in planning and implementing effective programs to support the areas mentioned above. The Committee Chair, in concurrence with the Board Chair, may appoint one or more subcommittees in areas which the Committee has leadership responsibility. These subcommittees may include fundraising for the arts, athletics, academics, campaigns, and other areas as may be deemed necessary or beneficial to the Foundation's fundraising and advancement efforts.

The Committee shall review, revise, and monitor, subject to Board approval, guidelines which will insure a structure for reporting information on multi-year pledges, pooled income gifts, planned giving, deferred giving, insurance premium gifts, and gift-in-kind contributions for the University of West Georgia Foundation. The Committee shall review quarterly statements on gift reporting activities/accountability.

(e) Audit Committee

The Committee shall assure that an annual audit of the Foundation's books and accounts be conducted by an independent certified accountant and that said audit be submitted to the Executive Committee and the Board.

The Committee shall select the Foundation's auditor, which selection shall be for three years of service. At three-year intervals, the Committee may choose a new or different auditor or auditing firm. At least annually the auditor shall meet with the Audit Committee to discuss the auditor's findings and recommendations, a synopsis of which shall be conveyed by the Committee to the full Board.

The Audit Committee shall be responsible for investigating any potential conflicts of interest between the Foundation and any Trustee, reviewing and applying the Foundation's Conflict of Interest Policy and advising the Executive Committee on the appropriate resolution of those potential conflicts.

Section 7: Other Committees

In addition to the committees set forth above, the Board of Trustees may create additional standing or ad hoc committees as it deems appropriate. The Executive Committee, in consultation with the President, shall recommend names for these committees. All committee appointment by the Executive Committee shall be subject to approval by the Board of Trustees. The provisions which govern meetings, action without meetings, notice and waiver of notice, quorum, and voting requirements of the Board of Trustees, applies to committees and their members as well.

Each committee may exercise the authority of the Board of Trustees only to the extent specified by the Board, including the authority to disperse funds. Notwithstanding the foregoing, those limitations which apply to the Executive Committee which are set out in Section 5(b) above shall likewise apply to any committee created by the Board.

Each committee shall consist of at least three (3) or more Trustees and may also include Ex-Officio Members, employees of the University of West Georgia and members of the public who are not Trustees. All committee members, including Ex-Officio members, may vote as a member of a committee.

Section 8: Policies and Procedures

The Board of Trustees, acting through any duly called meeting of the Board shall have the authority to establish policies and procedures by which the Board is governed. Any such policy or procedure shall be adopted and amended in the same manner as these By-Laws may be amended.

ARTICLE IV. OFFICERS & UNIVERSITY SUPPORT – POWERS, DUTIES, AND TERMS OF OFFICE

Section 1: Chairperson

- (a) The term of office of the Chairperson shall be two (2) years.
- (b) The duties of the Chairperson shall be as follows:
 - (1) To act as Chief Executive Officer of the Foundation, subject to the orders of the Board of Trustees.
 - (2) To preside at all meetings of the Foundation and the Board of Trustees, and to sit as Chairperson of its Executive Committee.
 - (3) To co-sign checks, vouchers, or other orders drawn upon the bank, or banks or other depositories of the Foundation.
 - (4) To sign in the name of this Foundation all other papers, documents, and writings, if and when so required.
 - (5) To see that the orders of the Board of Trustees are carried out promptly, or to advise said Board if its orders are not carried out.

Section 2: Vice-Chairperson

- (a) The term of office for the Vice-Chairperson shall be two (2) years.
- (b) The duties of the Vice-Chairperson shall be as follows:
 - (1) To act as chief Executive Officer of the Foundation in the event of the Chairperson's absence or temporary inability;
 - (2) Such temporary duties to include any and all duties set forth in Section 1(b) of this Article IV.

Section 3: Secretary

- (a) The term of office of the Secretary shall be two (2) years.
- (b) The duties of the Secretary shall be as follows:
 - (1) To attend the Annual and other Meetings of this Foundation and all meetings of the Board of Trustees and the Executive Committee.
 - (2) To ensure that accurate minutes of the proceedings of all aforesaid meetings are taken and retained.
 - (3) To ensure a record is maintained of the charter and By-Laws of this Foundation.

Section 4. Executive Director/Treasurer Duties

The President of the University, with approval of seventy-five percent (75%) of the Board of Trustees attending a duly called meeting, shall appoint the Executive Director/Treasurer. The Executive Director/Treasurer shall be an employee of the Board of Regents but shall serve at the pleasure of the Board to assist the Board and the officers in the execution of their responsibilities.

The Executive Director/Treasurer shall exercise general supervision over all day-to-day operations and personnel of the Foundation, subject to the control of the Board and the officers.

ARTICLE V. LIFE MEMBERS

At the time of the amendment to the By-Laws which created the classification of Life Members, James Gill, Robert Stone and Phillip Kauffman were designated as Life Members and as such, shall henceforth be designated as Life Members of the Board of Trustees. These individuals shall enjoy the same privileges, responsibilities and obligations as active members of the Board of Trustees until such time the Life Member ceases to meet the requirements of membership or chooses Emeriti status.

ARTICLE VI. HONORARY/EMERITI TRUSTEES

Honorary/Emeriti Trustees may be elected in recognition of distinguished service to the Foundation and to the University. Honorary/Emeriti Trustees shall not be counted in the number of Trustees authorized to serve under the Articles of Incorporation, shall be non-voting, and neither shall Honorary/Emeriti Trustees be counted in determining whether a quorum is present for transaction of business at any meeting of the Trustees.

Honorary/Emeriti Trustees are not included in confidential discussions regarding personnel or during executive session.

ARTICLE VII. ELECTIONS AND VOTING

Section 1: It shall be the duty of this Board Development Committee to select nominees for the following offices, reporting same at the Annual Meeting:

- (a) Chairperson;
- (b) Vice-Chairperson;
- (c) Secretary;
- (d) Trustees, as needed.

The nominations will be reviewed by the President of the University prior to presentation at the Annual Meeting.

Section 2: Nominees offered by the Committee, after consultation with the University President shall be placed in nomination for the offices specified. Other nominations may be offered and accepted from the floor; provided however, the person placing any name in nomination from the floor shall have in advance obtained agreement from said person nominated that said person will serve if elected and that said person shall be disclosed to the Executive Committee two (2) weeks prior to the election. Officers and Members will be selected by majority vote by members present, provided there is a quorum in accordance with these By-Laws.

Section 3: Officers are eligible to succeed themselves for consecutive terms under extraordinary circumstances as determined and approved by the Board of Trustees.

Section 4: Trustees, if re-elected, may serve two (2) consecutive four-year terms. Trustees completing two (2) consecutive terms may be reappointed after a minimum of one year off the board. Exceptions may be made on a case by case basis as determined by vote of the Board of Trustees for members, who are elected to office, who hold important committee positions, or who are involved in major campaigns. A Trustee who during his or her term has not attended at least fifty percent of the meetings of the Board of Trustees may not be elected to a successive second term unless approved by the Executive Committee for extenuating circumstances.

Section 5: In the event a vacancy occurs in any elective office during the specified term, the Chairperson of the Board of Trustees is empowered to call a special meeting of the Board for the purpose of electing a replacement to fill such vacancy.

Section 6: New officers and Trustees shall take office at the beginning of the fiscal year.

Section 7: Each Trustee shall have one vote, and no votes may be cast by proxy.

ARTICLE VIII. SEAL

The seal of this Foundation shall be in the form of a circle and shall bear, among other things, the name of the Foundation and the date of its incorporation. The official seal of the Foundation is imprinted here on these By Laws.

ARTICLE IX. INDEMNIFICATION

The Foundation shall indemnify any individual made a party to a proceeding because such individual is or was a Trustee, Officer, employee or agent acting on behalf of the Foundation to the fullest extent permitted by the Georgia Nonprofit Corporation Code, against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interests of the Foundation and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful. For purposes of this paragraph, the terms "party", "proceeding", and "liability" shall have the meanings given to them in the provisions of the Georgia Nonprofit Corporation Code (O.C.G.A. §§ 14-3-1 *ff.*) which govern the indemnification of directors, and "Trustee" shall have the meaning given to the term "director" in such provisions of the Georgia Nonprofit Corporation Code.

ARTICLE X. LOCATION

The principal office and place of business of said Foundation shall be in Carroll County, Georgia.

ARTICLE XI. DISSOLUTION

Upon the dissolution of the Foundation, after all lawful debts and liabilities of the Foundation have been paid, all of its assets shall be transferred to a successor organization established, organized and operated exclusively for the same or similar educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any of such assets not so disposed of pursuant to the preceding provisions shall be disposed of by the Superior Court of Carroll County, Georgia, which shall determine the distribution to such organization or organizations as said Court shall determine, provided such organizations are operated exclusively for educational purposes.

**ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION AND
BY-LAWS**

The Articles of Incorporation and these By-Laws may be amended pursuant to this Article, provided the proposals have been properly passed by the appropriate committee assigned by the Board to review the provisions. Before an amendment may be voted upon, each member of the Board of Trustees shall be given written notice that the amendment will be voted upon at the next meeting of the Board of Trustees. An affirmative vote of two-thirds (2/3) of Trustees in attendance at such meeting shall be sufficient to amend the Articles of Incorporation or By-Laws.

By-Laws Update History

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