



BYLAWS OF

LOCK HAVEN UNIVERSITY FOUNDATION, INC.

**INCORPORATED UNDER THE LAWS OF THE
COMMONWEALTH OF PENNSYLVANIA**

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THE LOCK HAVEN UNIVERSITY FOUNDATION, INC.

BYLAWS

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BYLAWS

Article I. OFFICES & MISSION

Section 1.01 OFFICES:

The registered office of Lock Haven University Foundation (hereinafter referred to as the "Foundation") shall be at 401 North Fairview Street, Lock Haven University, Lock Haven, PA 17745. The Foundation may also have offices at such other places as the Board of Directors may from time to time designate or as the activities of the Foundation may require.

Section 1.02 MISSION:

To generate and manage resources for the benefit of Lock Haven University (hereinafter referred to as the "University") and its students.

Article II. OBJECTIVES

Section 2.01 OBJECTIVES:

The activities of the Foundation shall be conducted in furtherance of the purposes set forth in its Articles of Incorporation and in such a manner as to accomplish the following general objectives:

- (a) To serve as the governing body responsible for all Foundation activity and educational aid. With this comes the responsibility of the Foundation Board of Directors to pursue gifts for University needs as established through the University Office of Advancement. The charitable gifts may be in the form of money and other forms of property, assets, and services to the University and to persons, associations, and corporations associated therewith consistent with the Articles of Incorporation; and
- (b) To promote education and any proper activity of the University in an effort to integrate academic programs, cultural activities, athletics, performing arts, and interpersonal relations in support of intellectual growth and social responsibility to promote responsible citizenship among students; and
- (c) To encourage research and learning at the University and the dissemination of information relating thereto; and
- (d) To support the learning and service opportunities that connect the University community with the business and community organizations on a local, regional, and international level.

Article III. BOARD OF DIRECTORS

Section 3.01 MANAGEMENT:

The affairs of the Foundation shall be managed by the Board of Directors of the Foundation. The Board shall be composed of no fewer than fifteen (15) and no more than twenty-three (23) active, voting members.

Section 3.02 ELECTION:

Election of Directors will be held at the Spring semester meeting of the Foundation Board with an affirmative vote of two-thirds of the votes cast by the Directors then in office and entitled to vote. The Directors elected at the Spring semester meeting will assume their terms at the Summer meeting immediately following their election and serve a three (3) year term. Election of Directors will be conducted on an individual basis by secret ballot.

Section 3.03 EXECUTIVE COMMITTEE:

This committee shall consist of the Foundation Officers and a minimum of two additional Board members who are also serving as chairs of one of the Standing Committees established by these bylaws. The Foundation Board Chair shall be the chair of the Executive Committee.

Section 3.04 POWERS VESTED IN THE EXECUTIVE COMMITTEE:

The Executive Committee shall meet upon request of the Board Chair for the purpose of performing business, and may meet as often as necessary. The Executive Committee may exercise all the powers and authority of the Board in the management of the business and affairs of the Foundation between board meetings where time is of the essence. The Executive Committee shall not have power to amend the Foundation's charter, bylaws, or to fill vacancies on the Foundation's Board. The Executive Committee shall perform such other duties as may from time to time be delegated to it by the Board.

All action by the Executive Committee requiring a vote shall be reported to the full Board of Directors within five (5) business days, unless the Board waives compliance with the requirement. The Board may reconsider any action by the Executive Committee, and take action thereon, provided that no such reconsideration shall adversely affect the rights of third parties who have acted in reliance on action of the Executive Committee taken in accordance with the authority of these bylaws.

A majority of the voting members of the Executive Committee, and no less than four (4) members, shall constitute a quorum of that committee, and a majority vote at a meeting at which a quorum is present shall constitute an action of the Executive Committee. Members of the Executive Committee may submit their votes on issues being considered by the Executive Committee either in person, through conference calls, or other electronic media (to the extent permitted by state law).

Section 3.05 INSTRUMENTS, GENERALLY:

Contracts and other instruments with a value of less than \$10,000 may be signed by the Executive Director (if any) or any member of the Executive Committee, unless otherwise required by law. Any member of the Executive Committee or the Executive Director (if any) is authorized and empowered to execute, in the name of the Foundation, all routine instruments arising in the daily operation of the business of the Foundation. Documents with a value of \$10,000 or greater require two signatures, one of which may be the Executive Director.

Section 3.06 POWERS & DUTIES – BOARD:

The Board of Directors shall exercise all the powers of the Foundation, except as otherwise delegated by its Articles of Incorporation or by these Bylaws. Matters of action which are reserved to the Board, and are not to be taken by the Executive Committee or any other committee of the Board under any circumstances shall be:

- (a) approval of the Foundation's strategic plan, mission, vision, and values statement;
- (b) in respect to the sale, purchase, or disposition of assets, approval of any material deviation from a previously approved work plan;
- (c) selection, election and discharge of the Executive Director of the Foundation;
- (d) approval of the annual operating and capital budget of the Foundation;
- (e) approval of appointments to staff and promotions of staff;
- (f) creation or filling of vacancies in any office or in the Board of Directors;
- (g) adoption, amendment, or repeal of the Foundation's Articles of Incorporation or Bylaws; and
- (h) such other authority as the Board might reserve to itself from time to time.

Section 3.07 TERMS:

All directors except ex-officio directors shall be assigned to one of three calendar year classes. The terms of service as a member of the Board of Directors shall be determined as follows:

- (a) **BOARD MEMBERS:** The term limit for an elected member of the Board of shall be no more than three (3) consecutive three (3) year terms with the following exceptions:
 - i. An additional three (3) year term may be served upon the recommendation of the Governance Committee and approved by the Board, with a target of not having any more than 60% of the Board at any time serving more than nine (9) consecutive years.
 - ii. Directors who are on the Foundation Board at the time of the adoption of this amendment and who have exceeded the three-term limit shall be eligible to serve on the Foundation Board for one additional term at the discretion of the Executive Committee.
 - iii. Any director may be elected to rejoin the Board after at least a one-year absence from serving on the Board.
 - iv. If a member is serving as an elected Officer of the Foundation, his/her term can be

extended to complete his/her term as an Officer upon a recommendation from the Governance Committee to the Executive Committee and then upon approval by the full Board.

- v. For the three years immediately following the adoption of these bylaws, exceptions to the term limits may be made by the Governance Committee with the approval of the Board.

- (b) **PRESIDENT OF THE UNIVERSITY:** The President of Lock Haven University shall serve as an ex-officio non-voting member Board of Directors of the Foundation.
- (c) **TRUSTEE:** The Chair of the Council of Trustees of the University shall serve as an ex-officio non-voting member of the Board of Directors of the Foundation coincident with his/her appointment as Chair of the Council of Trustees of the University. If the Chair of the Council of Trustees of the University designates another member of said Council of Trustees to serve as an ex-officio non-voting member of the Board of Directors of the Foundation, the term of service of such designee shall be at the pleasure of the Chair of the Council of Trustees, provided, however, that the term of service of such designee does not extend beyond his/her membership on the Council of Trustees of the University or the term of the Chair of the Council of Trustees of the University making the designation .
- (d) **VICE PRESIDENT FOR UNIVERSITY ADVANCEMENT:** The Vice President for University Advancement shall serve as an ex-officio non-voting member.

- (e) **ALUMNI ASSOCIATION:** The University Alumni Association President or a member of the University Alumni Association board designated by the University Alumni Association President shall serve as an ex-officio non-voting member of the Board of Directors of the Foundation. The term of the University Alumni Association President shall be coincident with his/her appointment as University Alumni Association President. If the University Alumni Association President designates another member of said University Alumni Association board to serve as a member of the Board of Directors of the Foundation, the term of service of such designee shall be at the pleasure of the President of the University Alumni Association, provided, however, that the term of service of such designee does not extend beyond his/her membership on the University Alumni Association board.

Section 3.08 COMPENSATION:

The members of the Board shall serve without compensation, but expenses of Directors incurred in fulfillment of their duties as members of Board, other than the cost of attending Board or Committee meetings, may be paid out of funds available for distribution.

Section 3.09 QUORUM:

A majority of the voting members of the Board shall constitute a quorum and a majority vote at a meeting at which a quorum is present shall constitute an action of the Board. Any action that may be taken at a meeting of the Board may be taken without a meeting, if consent or consents in writing setting forth the action so taken is signed by two-thirds of the voting members of the Board and filed with the Secretary of the Foundation.

Section 3.10 ATTENDANCE:

Directors are required to attend in person at least two Board meetings per fiscal year. Absence or remote participation is to be approved by the Board Chair prior to the scheduled meeting. Directors are required to attend in person or remotely no less than 75% of committee meetings in a fiscal year. Failure to meet these obligations may result in removal as a Director.

Section 3.11 VOTING:

Voting may be conducted by attendance at meetings, through conference calls, or other electronic media as deemed appropriate by the Board Chair.

Section 3.12 VACANCIES:

In the event of the death, disability, resignation or removal of a Director, his/her successor shall be promptly nominated for the vacant seat by the procedures established by the Governance Committee, to be voted on by the full board. The LHU Foundation Board may fill by a two-thirds majority vote at any duly constituted meeting of the Board any vacancy arising when for any reason any director is unable to complete his or her term. Each person so elected shall serve for the balance of the unexpired term of the person he or she has replaced.

Section 3.13 ANNUAL GIVING REQUIREMENT:

Directors shall be required to make an annual gift to the Foundation the minimum amount of which shall be as determined by the Executive Committee and approved by the Foundation Board from time to time.

Section 3.14 REMOVAL OF DIRECTORS:

Any Director may be removed for failure to satisfy the attendance requirements of Section 3.10, the annual giving requirement of Section 3.13, or for cause by a two-thirds vote of the Directors. Such Director must be notified in writing of the charges against him/her no less than thirty (30) days prior to the meeting where the charges will be heard and voted upon by the Board of Directors.

Section 3.15 EMERITUS MEMBERS:

As nominated by the Governance Committee and as voted on and approved by the full Board at a Board meeting, an individual may receive non-voting Director Emeritus status following service on the Foundation Board. This status recognizes Board members who have demonstrated an exemplary level of commitment to the mission, vision, and objectives of the University and the Foundation.

Section 3.16 CONFLICT OF INTEREST:

Each Director shall use his/her own discretion in determining whether a conflict exists on any issue that comes before the Foundation Board or a committee of the Board for consideration. Careful attention should be given to matters involving Foundation business in which the Director has a personal interest, such as contracts or agreements with business interests in which the Director has a financial stake. Directors who also serve as members of the Council of Trustees of the University and/or any other volunteer board of the University may be exposed to a conflict of interest on matters that pertain to the relationship between

the Foundation and the University, particularly those involving contractual relationships, agreements, and financial matters. It is the responsibility of each Director who also serves as a member of the Council of Trustees or any other volunteer board of the University to determine whether a conflict of interest exists on any matter under consideration by the Foundation Board. A Director who has a conflict of interest shall not vote on an issue for which there is a conflict of interest.

In the event that a conflict of interest exists, any Director with a conflict of interest shall not participate in discussions and decisions regarding the matter. To avoid the appearance of impropriety, any Director who has a conflict of interest should not be present in the room during any discussion which relates to the matter.

Section 3.17 EX-OFFICIO NON-VOTING ADVISORS:

In addition to the ex-officio non-voting members provided for in Section 3.07, the Provost, Vice President of Enrollment Management & Student Affairs, the Senior Vice President and Chief Operating Officer, and other University staff as the Foundation deems necessary may serve in an ex-officio non-voting advisory capacity.

Section 3.18 LEGAL COUNSEL:

The Board of Directors shall have the power to retain such legal counsel as it shall see fit to advise it in any matters in connection with the administration of the Foundation, and to pay legal fees or other expenses incurred by the Board from the funds of the Foundation.

Article IV. MANAGEMENT

Section 4.01 OFFICERS:

The Officers of the Foundation shall consist of the Chair, Vice Chair, Treasurer, and Secretary. The Board of Directors may secure the fidelity of any or all such Officers by bond or otherwise.

Section 4.02 OFFICER ELECTION:

The Chair, Vice Chair, Treasurer, and Secretary shall be elected at the Spring semester meeting of the Board in even-numbered years from the members of the Board of Directors by the Board of Directors upon the recommendation of the Governance Committee. Election of Officers will be conducted on an individual basis by secret ballot.

Section 4.03 OFFICER TERMS:

The newly elected Officers shall assume their offices at the Summer meeting of the Board. All elected Officers hold their offices for a term of two years or until their successors are elected and agree to serve, and shall have such authority and shall perform such duties as are provided by these bylaws and as shall, from time to time, be prescribed by the Board of Directors. The Chair and Vice Chair shall not serve in the same office for more than two (2) consecutive terms. No person shall simultaneously hold more than one elected office of the Foundation.

Section 4.04 OFFICER VACANCIES:

A vacancy in the office of Chair, Vice Chair, Treasurer, or Secretary shall be filled by the Board of Directors for the balance of the vacant term by majority vote of the Directors present and entitled to vote.

Section 4.05 OFFICER REMOVAL:

Any Officer may be removed by the Board of Directors whenever, in its judgment, the best interest of the Foundation will be served thereby. Such Officer must be notified in writing that his/her removal as an Officer will be considered no less than thirty (30) days prior to the meeting where removal will be considered and voted upon by the Board of Directors.

Article V. POWERS AND DUTIES OF OFFICERS AND STAFF

Section 5.01 CHAIR:

The duties of the Chair shall include, but not be limited to, the following:

- (a) To preside at all meetings of the Foundation Board of Directors and the Executive Committee.
- (b) In accordance with policies and authorizations established by the Board, to sign on behalf of this Foundation all other papers, documents, and writings requiring the signature of this Foundation; to sign checks, vouchers, non-budgetary contracts, and other orders drawn upon the bank, or banks, or other depositories in which the funds or securities of the Foundation are deposited.
- (c) To facilitate the annual review of the Foundation bylaws.
- (d) To see that the orders of the Board of Directors are carried out promptly and to communicate with the Board if its orders are not executed.
- (e) To assure an audit of the Foundation to be conducted and reported immediately in the case of a vacancy in the office of the Treasurer.
- (f) To present a written report of the conduct of his/her office at the first full Board meeting after the end of the fiscal year.
- (g) To collaborate with the University Vice President for Advancement on the review of the Executive Director, if any, or other executive or supervisory manager.

Section 5.02 VICE CHAIR:

The duties of the Vice Chair shall include, but not be limited to, the following:

- (a) To work with and assist the Board Chair, and, in the absence or inability of the Board Chair to serve, to assume the duties of the Board Chair, which includes signing of all documents relating to Foundation business, until such time as the Board Chair resumes his/her duties or the Board of Directors has selected a new Board Chair.
- (b) In accordance with policies and authorizations established by the Board, to sign checks,

vouchers, non-budgetary contracts, and other orders drawn upon the bank, or banks, or other depositories in which the funds or securities of the Foundation are deposited.

Section 5.03 TREASURER:

The duties of the Treasurer shall include, but not be limited to, the following:

- (a) To serve as a voting member on the Finance Committee.
- (b) To receive and have the care and custody of all of the funds and securities of this Foundation and to deposit same in the name of this Foundation in such bank, or banks, or other depositories as may be selected by the Board of Directors.
- (c) In accordance with policies and authorizations established by the Board, to sign on behalf of this Foundation all other papers, documents, and writings requiring the signature of this Foundation; to sign checks, vouchers, non-budgetary contracts, and other orders drawn upon the bank, or banks, or other depositories in which the funds or securities of the Foundation are deposited.
- (d) To be empowered to keep the official records and books of account of the Foundation.
- (e) To assure an audit of the books of the Foundation to be conducted as soon as practicable after the close of the fiscal year of the Foundation and to have it reported immediately to the Chair of the Foundation and to the Board of Directors at their next meeting thereafter.
- (f) To account to his/her successor in office for all funds and securities which were listed on his/her books at the time of the last audit and all funds and securities which have come in to his/her hands since the last audit of the books of his/her office and deliver over to his/her successor such funds and securities as remain on hand upon the appointment and qualifications of said successor.

Section 5.04 SECRETARY:

The duties of the Secretary shall include, but not be limited to, the following:

- (a) To assure accurate minutes of the proceedings of all meetings are preserved and maintained in a permanent record book and which are disseminated to all Board members.
- (b) To keep on record a copy of the Articles of Incorporation and the Bylaws of this Foundation.
- (c) To carry on such of the general correspondence of the Foundation as may be assigned him/her by the Board Chair.
- (d) In accordance with policies and authorizations established by the Board, to sign on behalf of this Foundation all other papers, documents, and writings requiring the signature of this Foundation; to sign checks, vouchers, non-budgetary contracts, and other orders drawn upon the bank, or banks, or other depositories in which the funds or securities of the Foundation are deposited.

Section 5.05 STAFF:

The following provisions shall apply to the Foundation Staff:

- (a) The Foundation may employ an Executive Director, Chief Financial Officer, or such other executive manager who, under the direction and authority of the Board, shall be responsible for the general management of the Foundation and who shall have such other duties and responsibilities as may be assigned by the Board of Directors. The Executive Director shall report directly to the Executive Committee.
- (b) The remainder of the Foundation's staff shall consist of such other positions as the Board of Directors may designate.
- (c) The Board of Directors may enter into agreements with the University, on such terms as the Board, in its sole discretion, considers appropriate, to provide services, facilities and staff to the Foundation. All Foundation staff, in their capacity as Foundation staff, shall be subject to the direction and supervision of the Foundation Board of Directors.
- (d) Other than a member of the Executive Committee, only the Foundation's Executive Director, if any, or such other executive manager authorized by the board shall be considered an agent or representative of the Foundation. No other Foundation staff, and no employee of the University who provides services to the Foundation, shall be considered an agent, representative, officer or director of the Foundation.

Article VI. DIRECTOR LIABILITY/INDEMNIFICATION

Section 6.01 LIABILITY:

A Director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless (a) the Director has breached or failed to perform the duties of his or her office under subchapter B of chapter 57 of the Pennsylvania Non-Profit Corporation Law (15 Pa. C.S.A. §5711 through 5717) and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute or (ii) the liability of a Director for the payment of taxes pursuant to local, state or Federal law. Any repeal or modification of this section shall be prospective only and shall not affect, to the detriment of any Director, any limitation on the personal liability of the Director of the Foundation existing at the time of such repeal or modification. The members of the Board shall not be personally liable for any misapplication of funds in violation of the Articles of Incorporation and Bylaws of the Foundation provided direction for such distribution shall have been made in good faith and not in willful violation of the Articles of Incorporation and Bylaws of the Foundation. The Foundation Board shall be protected by Directors and Officers Liability Insurance. In addition to the foregoing limitation upon the Director's personal liability, no Director shall be liable for civil damages resulting from acts or omissions relating solely to the performance of his/her duties as a Director, unless the Director's conduct falls substantially below the standards generally practiced and accepted in like circumstances by similar persons performing the same or similar duties, and unless it is shown that the Director did an act or omitted the doing of an act which he/she was under a recognized duty to another to do, knowing or having reason to know that the act or omission created a substantial risk or actual harm to the person or property of another.

Section 6.02 INDEMNIFICATION:

The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Foundation, or, while a director or officer of the Foundation, is or was serving at the request of the Foundation as a director, trustee or officer of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Foundation, to the extent that such person is not otherwise indemnified and to the extent that such indemnification is not prohibited by applicable law. To determine whether any indemnification or advance of expenses under this Article VI is permissible, the Board of Directors by a majority vote of a quorum consisting of Directors not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance or expenses shall be required to determine in each case whether the applicable standards in any applicable statute have been met or such determination shall be made by independent legal counsel if such quorum is not obtainable or even if obtainable a majority vote of a quorum of disinterested Directors so directs. The reasonable expenses of any director or officer in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses shall be borne by the Foundation.

Article VII. MEETINGS

Section 7.01 MEETINGS:

There shall be a minimum of three (3) regular meetings of the full Board of Directors each year, one held during the University Fall semester, one held during the University Spring semester, and one during the summer (usually in October, February, and June). The Fall semester meeting shall be the annual meeting. The exact date, time and place shall be selected by the Board Chair. The Board Chair or his/her designee shall forward notices to every Director no later than one week prior to the date of the meeting. Meetings of the Executive Committee shall be held as necessary and as determined by the Board Chair. Records, including attendance, shall be kept for all meetings.

Section 7.02 SPECIAL MEETINGS:

Special meetings of the Board of Directors may be called by the Board Chair at his/her discretion or on the request of five (5) or more members of the Board of Directors. Special meetings shall be held at any reasonable time and place as determined by the Board Chair. The Board Chair or his/her designee shall forward notice to every Director no later than one week prior to the date of any meeting, specifying so far as practicable the subject or subjects to be considered at such special meetings, but subjects not specified may be considered. In the event of an emergency situation or special circumstance, the Board Chair may call a meeting of the full board upon 24 hours' notice.

Article VIII. COMMITTEES

Section 8.01 STANDING COMMITTEES:

There shall be three standing Committees: Governance, Finance, and Advancement. Except as otherwise herein provided, chairs of these Committees shall be elected by the Board of Directors. Other committees may be appointed as necessary. Committees may include members who are not on the Foundation Board of Directors. Committee meetings will be held as deemed necessary by the committee chair to fulfill stated responsibilities.

(a) GOVERNANCE COMMITTEE:

The committee shall be composed of four (4) to seven (7) members of the Board, appointed by the Board Chair. The Board Chair may not serve on the governance committee. The governance committee shall nominate Officers and candidates for membership on the Board. It shall analyze regularly the performance of members of the Board and consult with those not performing adequately. The governance committee shall review the attendance of any Board member who misses 75% of Board meetings (including committee meetings) in one year or otherwise fails to meet requirements established for Directors, and make recommendations to the Board whether such Board member shall be removed or retained. Further, the governance committee shall be responsible for board members' training, orientation, and recognition on a regular annual schedule.

(b) FINANCE COMMITTEE:

The committee shall be composed of four (4) to seven (7) members of the Board, appointed by the Board Chair. The committee shall be responsible for the planning, monitoring, and evaluation of the Foundation's funding, financial management, facilities, assets, risks, insurance programs, and investment performance. The committee shall work with the Executive Director, if any, and Chief Financial Officer in developing long-range financial and capital plans; reviewing annual budgets and financial reports; and recommending internal controls and other financial policies to the Board. The finance committee shall ensure an independent audit of its financial statements annually.

(c) ADVANCEMENT COMMITTEE:

The committee shall be composed of four (4) to seven (7) members of the Board, appointed by the Board Chair. The advancement committee shall be charged with focusing the Board of Directors on fundraising. This includes constant attention to the strength of the mission and case for support, the Foundation's accountability, the involvement of constituencies with the institution, the resources required to carry out the mission, plans for cultivating and soliciting the needed private funds, fundraising involvement, and demonstration of good stewardship. The advancement committee shall ensure that the Foundation has appropriate policies and guidelines for accepting gifts and donor solicitation. Its role is to encourage individual board members to participate in fundraising activities. It shall work closely with the University development staff to build board members' capacities and to identify suitable involvement opportunities.

Section 8.02 AD HOC COMMITTEES:

Ad Hoc Committees, may be appointed by the Board Chair. Ad Hoc Committees may be composed of as many persons serving for such terms as the Board Chair shall deem advisable. Their activities may be to carry out the Board's leadership and oversight duties, or to provide additional support and resources to the Foundation at more of a staff or

volunteer level. The Board Chair may at any time call a meeting of an Ad Hoc Committee for the purpose of obtaining the advice and counsel of said Ad Hoc Committee, but it shall not be mandatory to call any such meeting. The Ad Hoc Committees may organize in any manner they deem proper and best for the purpose of carrying out the duties imposed upon them by the Board Chair. They may hold meetings at such times and places as they desire and shall at all times communicate their advice and counsel to the Board of Directors. Any advice and counsel given by an Ad Hoc Committee shall be duly considered by the Board of Directors in determining any matters of policy or in the transaction of any business to which said advice and counsel pertains.

Article IX. DISTRIBUTION OF FUNDS

Section 9.01 DISTRIBUTION OF FUNDS:

The Board, in directing the distribution of funds, shall respect lawful wishes expressed by a donor. In the absence of any specific direction of the donor, the Board shall have absolute discretion to direct the distribution of all funds as may, in its opinion, best comply with the purposes of this Foundation. The Board will rely on the approved Statement of Spending Objectives and Policy and the Statement Investment Policy to direct the distribution of funds.

Article X. AMENDMENTS

Section 10.01 BYLAWS AMENDMENTS:

These Bylaws may be altered, amended, rescinded or repealed at any meeting of the Board of Directors by the affirmative vote of a majority of said Board provided notice and a summary of proposed amendments are forwarded to every Director no later than ten business days prior to the date of the meeting. Bylaws shall be reviewed annually by the Board Chair and Secretary.

Section 10.02 ARTICLES OF INCORPORATION AMENDMENTS:

The Articles of Incorporation of the Foundation may be altered or amended at any meeting of the Board of Directors in the manner set forth in the Articles of Incorporation or as otherwise provided by law.

Article XI. FISCAL YEAR

Section 11.01 FISCAL YEAR:

The fiscal year of the Foundation shall be the twelve (12) month period commencing on July 1st of each year and ending on June 30th of the following year.

Article XII. SEAL

Section 12.01 SEAL:

The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporate Seal, Pennsylvania" and shall be maintained by the Board Chair or his/her designee.

Article XIII. MISCELLANEOUS

Section 13.01 DEPOSITS:

All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories at the discretion of the Foundation Board.

Section 13.02 GRANT OF FUNDS:

The funds of the Foundation shall be used solely for the purposes specified in the Articles and shall be paid to or for the benefit of the University or its successor institution or institutions.

Section 13.03 EXPENDITURES:

Any funds of the Foundation applied to pay expenditures shall be so paid only against itemized receipts and signed documents consistent with policies of the Board of Directors as established from time to time.

Section 13.04 RULES OF ORDER:

All meetings of the Board of Directors of the Foundation shall be conducted in accordance with the latest published edition of Robert's Rules of Order; provided that in the event of any inconsistency between the bylaws of the Foundation and Robert's Rules of Order, then the bylaws of the Foundation shall be controlling.