

## BYLAWS

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|--------------------------|---|--------------------|
| <b>Policy Owner:</b>     | General Counsel   |                    |
| <b>Category:</b>         | Governance  |                    |
| <b>Applies to:</b>       | Board of Directors and Foundation Staff                         |                    |
| <b>Approved by:</b>      | Board of Directors (Committee: Nominating and Board Governance) |                    |
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| <b>Contact:</b>          | General Counsel   |                    |
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### Article I – General

#### **Section 1.1 – Name**

The name of the Corporation is THE UNIVERSITY OF CONNECTICUT FOUNDATION, INCORPORATED (the "Corporation").

#### **Section 1.2 – Principal Office**

The principal office of this Corporation shall be at such place in the Town of Mansfield, State of Connecticut as the directors shall from time to time designate. The Corporation may have other offices at such other places as the directors may from time to time determine.

## **Article II – Membership of Board of Directors**

### **Section 2.1 – Board**

The activities, property, and affairs of this Corporation shall be managed by the Board of Directors, or by the Executive Committee thereof which may exercise the powers and authority of the Board of Directors as provided under Section 6.3 of these bylaws.

### **Section 2.2(a) – Membership: General**

The Corporation shall have three (3) types of directors namely, elected directors, *ex-officio* directors, and *emeriti* directors.

The terms of these bylaws relate to elected and *ex-officio* directors unless expressly stated otherwise.

Each director shall comply with any conflict of interest policy that may be adopted by the Board.

### **Section 2.2(b) – Membership: Elected**

The Corporation shall have not less than twelve nor more than thirty-six elected directorships. At least forty percent (40%) of the elected members of the Board of Directors shall be former students of the University of Connecticut. Elected directors shall be counted in determining a quorum and shall be entitled to vote. Elected directors shall be elected by action of directors entitled to vote.

### **Section 2.2(c) – Membership: *Ex-Officio***

The following nine positions with the University of Connecticut or its cited affiliates shall be *ex-officio* members of the Corporation's Board of Directors:

- President of the University
- The University's chief academic officer
- The senior administrator from the University Health Center
- The chief financial officer of the University
- The chief administrator from the Department of Athletics
- Chair of the Institutional Advancement Committee of the University Board of Trustees or any other member of the Institutional Advancement Committee as designated by the Chair of the Institutional Advancement Committee
- President of the Corporation
- A student enrolled at the University and elected by enrolled students
- A faculty member of the University elected by the faculty

The student and faculty representatives shall be selected as directors in accordance with C.G.S. Section 4-37f (4) pursuant to procedures established by the Corporation and the University

administration. *Ex-officio* directors shall not be counted in determining a quorum and shall not be entitled to vote on matters before the Corporation's Board of Directors or before any committee or subcommittee thereof except, however, for the President of the Corporation who shall be counted in determining a quorum and shall be entitled to vote on matters before the Board or before any committee or subcommittee thereof unless otherwise provided under these bylaws.

#### **Section 2.2(d) – Membership: *Emeriti* Directors**

Elected directors who have completed at least three (3) terms of two (2) years, regularly attended and actively participated in Board and Committee meetings, and provided distinguished leadership to the Corporation through their volunteer and philanthropic activities shall, upon their acceptance subsequent to recommendation by the Nominating and Board Governance Committee and approval by vote of the Board of Directors, become *emeriti* directors.

*Emeriti* directors shall be encouraged to continue their involvement and engage in activities to help advance the mission of the Corporation. *Emeriti* directors shall not be counted in determining a quorum and shall not be entitled to vote.

#### **Section 2.3 – Term of Office**

Elected directors shall be elected to serve staggered terms as provided in the Corporation's certificate of incorporation. Directors may be elected at any regular or annual meeting of the Board, provided that the term of office of directors elected at a regular meeting shall commence on the day following the annual meeting that is subsequent to such regular meeting. If directors are elected at an annual meeting such directors' terms shall commence on the day following such annual meeting. Elected directors' terms shall expire at the second annual meeting following commencement of such directors' terms.

Except as otherwise provided below, all elected directors shall serve terms of two (2) years and shall be eligible to serve no more than five (5) consecutive terms subject to evaluation and renomination by the Nominating and Board Governance Committee. Upon the recommendation of the Nominating and Board Governance Committee, the board may exempt a director from the five (5) consecutive term limit and extend an otherwise term limited director for one (1) additional one (1) year term, if the board determines that extraordinary circumstances warrant an extension, and such extension is in the best interests of the Corporation.

Upon written application of a director made to the Nominating and Board Governance Committee setting forth good and sufficient cause, and with the approval of the Board, leave of absence may be granted excusing such elected director from attending meetings of the Board for no longer than twelve months, said leave not to be charged against such director's term.

The *ex-officio* faculty director's term shall be two years. The faculty directorship shall become vacant if the then servicing faculty director ceases to have faculty status.

The term of office as *ex-officio* members of the Board other than the *ex-officio* faculty director shall coincide with respective terms in the cited positions.

*Emeriti* directors shall hold lifetime terms.

#### **Section 2.4 – Balloting**

Elected directors shall be elected by vote of a majority of directors present at a meeting at which a quorum is present. At each meeting at which directors are to be elected, the directors shall each have one vote for each directorship to be filled.

#### **Section 2.5 – Vacancies**

Any vacancy among the elected directorships by reason of death, resignation, removal or otherwise, may upon receipt of nominations, be filled for the unexpired portion of the term until the next annual meeting by vote of a majority of the remaining directors at any meeting of directors as prescribed in Section 2.4, even though such remaining directors are less than a quorum, though the number of directors at the meeting is less than a quorum, and though such majority is less than a quorum.

Any vacancy in the *ex-officio* student director or faculty director positions shall be filled for the unexpired term pursuant to election by enrolled students or the faculty, respectively, and subject to 2.2c.

#### **Section 2.6 – Removal**

Any elected or *emeriti* director of the Corporation may be removed, with or without cause, at any time by resolution adopted by the affirmative vote of two-thirds of the directors present at a meeting at which a quorum is present, provided that written notice of such removal shall have been given in the notice of the meeting, whether annual, regular or special, in accordance with Sections 4.4 and 4.5.

Further, any elected or *emeriti* director of the Corporation may be removed at any time if a majority of the voting members of the Board, or a majority of the voting members of the Executive Committee acting on behalf of the Board, present at a special meeting at which a quorum is present find that the director has engaged in fraudulent, dishonest or inappropriate conduct and removal is in the best interest of the Corporation, provided that written notice of such special meeting, stating its purpose, shall have been given at least two (2) days prior to the special meeting, and further provided that the director subject to removal shall, within thirty days (30) following notice of such director's removal, be permitted to petition the Board for reinstatement. At such special meeting the burden of proof will be on the Board. Removal may, but is not required to, occur by action by written consent as permitted by Section 5.3.

## **Article III – Officers**

### **Section 3.1 – General**

The officers of the Corporation shall consist of a Chair, Vice Chair, President, Senior Vice President of Finance and Administration, Senior Vice President for Advancement, Secretary, and Treasurer. The directors may appoint, in addition to the foregoing, the following officers: one or more Assistant Treasurers, one or more Assistant Secretaries, and such other officers as the Board of Directors may designate. Any two or more offices may be held by the same person except the offices of Chair, Vice Chair, President and Secretary.

The Chair, Vice Chair, and President shall be members of the Board of Directors. Other officers may, but need not, be members of the Board of Directors.

All officers shall be elected by the Board of Directors for terms and in the manner specified below.

### **Section 3.2 – Chair**

The Chair shall be an elected director and shall preside at all meetings of the Board of Directors and Executive Committee. The Chair shall have and possess all of the powers and duties ordinarily incident to the office or as may be assigned to him or her by the Board of Directors.

The Vice Chair shall preside at all meetings of the Board of Directors and Executive Committee in the absence of the Chair. The Vice Chair shall have and possess all of the powers and duties ordinarily incident to the office of the Chair in the Chair's absence, or as may be assigned by the Chair or by the Board of Directors.

### **Section 3.3 – Vice Chair**

The Vice Chair shall be an elected director and shall preside at all meetings of the Board of Directors and Executive Committee in the absence of the Chair. The Vice Chair shall have and possess all of the powers and duties ordinarily incident to the office or as may be assigned to him or her by the Board of Directors. At the request of the Board Chair, the Vice Chair may also assist in the annual performance assessment of the Corporation's President.

### **Section 3.4 – President**

The President shall be the chief executive officer and chief development officer of the Corporation. The President shall be responsible to and report to the Chair of the Board of Directors. The President shall receive such salary as shall be approved by the Board of Directors, upon recommendation of the Executive Committee, and shall have and possess all of the duties and powers as shall be assigned by the Board of Directors. Notwithstanding any other provision of these bylaws the President of the Corporation shall not be entitled to vote on any matter before

the Board or any committee or subcommittee thereof, including without limitation the Executive Committee, that relates to his or her compensation.

### **Section 3.5 – Senior Vice President of Finance and Administration**

The Senior Vice President of Finance and Administration shall be the chief financial officer, oversee the investment functions of the Corporation, and work under the supervision and direction of the President. The Senior Vice President of Finance and Administration shall receive such salary as shall be approved by the Board of Directors upon recommendation of the Executive Committee. The Senior Vice President shall ensure assets are appropriately safeguarded and a proper internal control environment is maintained for the execution and recording of transactions. The Senior Vice President will ensure mandatory reports and filings are made accurately and timely with the appropriate authoritative entities.

### **Section 3.6 – Senior Vice President for Advancement**

The Senior Vice President for Advancement shall be the chief operations officer for the fundraising and advancement division of the Corporation and work under the supervision and direction of the President. The Senior Vice President for Advancement shall receive such salary as shall be approved by the Board of Directors, upon recommendation of the Executive Committee. The Senior Vice President for Advancement shall lead the development and advancement staff and optimize fundraising efforts across all departments of the Corporation.

### **Section 3.7 – Secretary**

The Secretary shall cause to be kept and shall certify the minutes of all meetings of the Board of Directors and Executive Committee. The Secretary shall ensure records of the Corporation are kept in an appropriate manner, shall ensure appropriate notice is given of all meetings of the Board of Directors and its committees, shall be the custodian of the seal of the Corporation and shall carry out such further duties usual to the office of Secretary.

### **Section 3.8 – Treasurer**

The Treasurer shall ensure that timely and accurate financial information is presented to the Board of Directors, and that financial records shall be available for inspection by any director of the Corporation. The Treasurer shall ensure that all reports and records required by law regarding the Corporation's financial status are submitted or retained as required. The Treasurer generally shall cause to be performed all acts incident to the office of Treasurer and shall oversee such further duties as may from time to time be assigned by the Board of Directors.

### **Section 3.9 – Officer Terms and Vacancies**

All officers shall be elected by the Board of Directors at the annual meeting for a one year term, provided that any vacancy or vacancies occurring in any office of the Corporation may be filled for the unexpired term by action of the Board of Directors or the Executive Committee.

### **Section 3.10 – Removal**

Any officer of the Corporation may be removed, with or without cause, at any time by resolution adopted by the affirmative vote of directors present holding a majority of the directorships.

### **Section 3.11 – Remuneration**

With the exception of the President, Senior Vice President of Finance and Administration, and Senior Vice President for Advancement who shall receive compensation in their capacity as officers pursuant to the provisions of these bylaws, no directors or officers of the Corporation shall receive any compensation for services as directors or officers.

### **Section 3.12 – Signatories**

The authorized signatories for corporate and legal documents and for the conduct of corporate affairs shall be so authorized by provision in these bylaws or by general and specific resolutions adopted by the Board of Directors from time to time and filed with the minutes of the Corporation.

## **Article IV – Meetings**

### **Section 4.1 – Regular Meetings of the Board of Directors**

There shall be three regular meetings of the Board of Directors each year, one of which shall be the annual meeting. The annual meeting of the Board of Directors for the election of officers, assignment of directors to committees and for the transaction of any other business that may come before such meeting shall be held on such day in the Fall as may be determined by the directors. If the annual meeting is not held as herein prescribed, the election of officers may be held at any meeting thereafter called pursuant to these bylaws.

### **Section 4.2 – Special Meetings of the Board of Directors**

Special meetings of the Board of Directors may be held whenever, in the opinion of the Chair of the Board of Directors, or in the opinion of the President of the Corporation, or in the opinion of at least seven other Directors, the interests of the Corporation shall require such meeting.

### **Section 4.3 – Committee Meetings**

Committees shall hold regular meetings pursuant to a schedule issued by the chair of each committee and pursuant to these bylaws.

Special meetings of the committees may be held upon the call of the committee chair or the President of the Corporation at any time that the attendance or consent of at least a majority of the committee can be obtained.

#### **Section 4.4 – Notice of Meeting**

Except as provided under Section 2.6, notice for regular and special meetings of the Board of Directors and its committees shall be given not less than 10 days nor more than 50 days prior to said meeting date and shall state the place, day, and hour of the meeting. Each member entitled to vote at said meeting shall receive notice, either by personal delivery, mail, facsimile or other electronic means. Special meetings of the Board of Directors and committees shall contain, in addition to the previously mentioned information, the purpose for which the meeting is called. Meetings of the Board of Directors and its committees shall be held at such place within or outside the State of Connecticut as shall be stated in the notice of the meeting.

#### **Section 4.5 – Waiver of Notice**

When notice is required to be given to any director or officer under these bylaws, a waiver thereof in writing signed by the person entitled to that notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The attendance of any person at a meeting without protesting the lack of proper notice prior to the commencement of the meeting shall be deemed a waiver of notice of the meeting.

#### **Section 4.6 – Meeting by Conference Telephone**

A member of the Board of Directors or a committee thereof may participate in a meeting of the Board of Directors or of such committees by means of a conference telephone or similar communications equipment enabling all participants in the meeting to hear one another, and such participation in a meeting shall constitute presence in person at such meeting.

### **Article V – Quorum and Action**

#### **Section 5.1 – Quorum**

A quorum for action at any meeting of the Board of Directors or its committees shall consist of a majority of the directors of the Board or any such committee possessing the right to vote, except as provided below (i) under Section 6.3 with respect to quorum of the Executive Committee, and (ii) under Section 6.12 with respect to certain *ex-officio* members of committees.

#### **Section 5.2 – Action at a Meeting**

The Board of Directors and its committees may act by vote of a majority of the directors or committee members possessing the right to vote and present at a meeting at which a quorum is present at the time of the act, unless the act of a greater number is required by law, the certificate of incorporation, or these bylaws.



### **Section 5.3 – Action by Written Consent**

If all the directors, or all members of any committee hereunder, severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be valid corporate or committee action as though it had been authorized at a meeting of the Board of Directors or committee, and the Secretary shall file such consents with the minutes of the Corporation.

## **Article VI – Committees**

### **Section 6.1 – Committees**

There shall be six standing committees:

- Executive Committee
- Advancement Committee
- Audit Committee
- Finance Committee
- Investment Committee
- Nominating and Board Governance Committee

### **Section 6.2 – Committee Membership – General**

Each committee shall be constituted such that a majority of its voting members are elected directors. The Chair and Vice Chair of each standing committee shall be an elected director. The Committee Chair, Committee Vice Chair, and the membership of each committee shall be nominated by the Nominating and Board Governance Committee and appointed by the Board (unless the bylaws provide otherwise). Nominees for Committee Vice Chairs, if any, shall be recommended to the Nominating and Board Governance Committee in such manner as each committee determines.

### **Section 6.3 – Executive Committee**

The Executive Committee shall consist of the Chair, the Vice Chair, the Chair of the Nominating and Board Governance Committee, the President of the Corporation, the President of the University, and three or more at-large Board members. A quorum of the Executive Committee shall consist of a majority of its voting members; provided, however, that: (i) at least the Chair of the Board or the Vice Chair is present; and (ii) at no time shall a quorum of the Executive Committee be less than one-third of all its voting members or less than three of its voting members.

The Executive Committee so appointed, in the interim between the meetings of the Board of Directors, shall have and may exercise all such powers and authority of the Board of Directors, except that the Executive Committee may not (i) fill vacancies on the Board or any Board committee; (ii) amend the certificate of incorporation; (iii) adopt, amend or repeal bylaws; (iv)

approve a plan of merger; (v) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of a corporation; or (vi) approve a proposal to dissolve the Corporation. The responsibilities of the Executive Committee shall include performance of such oversight functions as requested by the full Board including, but not limited to, policies addressing Foundation personnel matters and compensation.

#### **Section 6.4 – Advancement Committee**

The Advancement Committee shall consist of at least seven Board members. The responsibilities of the Advancement Committee shall be to review and assist in implementation of communications, marketing, fundraising and alumni engagement programs and strategies.

#### **Section 6.5 – Audit Committee**

The Audit Committee shall consist of at least five Board members. The responsibilities of the Audit Committee shall be to: assure the Board that the financial statements reflect the Corporation's financial condition; determine the adequacy of internal controls related to the financial systems; ensure compliance with federal, state and other reporting requirements; and ensure that a process is in place for each committee of the Board and for the Board overall to assess and manage risk relative to their respective responsibilities.

The Audit Committee shall ensure that an independent audit of the corporate fiscal records is performed at least annually. The Audit Committee shall recommend to the Board independent auditors to conduct the annual independent audit, shall approve its scope, and shall meet with the independent auditors to review the annual financial statements and associated recommendations including review of the annual management letter. The Audit Committee shall follow up with management to ensure appropriate actions are implemented. The Audit Committee shall also engage independent auditors or otherwise institute reviews of specific activities, as it deems appropriate.

#### **Section 6.6 – Finance Committee**

The Finance Committee shall consist of at least seven Board members. The responsibilities of the Finance Committee shall be to ensure the fiscal stability and long term economic health of the Corporation; review and recommend financial policies to the Board; monitor financial operations; review and approve the annual operating and capital budgets prior to submission to the Board, and monitor Board-approved budgets; review and recommend the incurrence of any indebtedness by the Corporation, and review and monitor compliance with covenants of such indebtedness; ensure that accurate and complete financial records are maintained; and ensure that timely, accurate and meaningful financial information is presented to promote sound understanding by the Board as a whole of the Corporation's finances.

## **Section 6.7 – Investment Committee**

The Investment Committee shall consist of at least five Board members. The responsibilities of the Investment Committee shall be to develop investment policies for submission to the Board of Directors. The Investment Committee shall select investment manager(s) and vehicle(s) consistent with Board-approved policy.

The Investment Committee may recommend to the Board of Directors investment agent(s) or consultant(s) to assist in investment manager searches and policy development, and to monitor investment performance and investment policy compliance.

The Investment Committee shall meet not less than four times annually to review performance, investment transactions, investment policies, and policy compliance, utilizing one or more investment consultants if the Committee deems appropriate. The Committee shall receive reports from managers and/or Foundation staff regularly on performance, strategy and significant transactions. The Investment Committee shall meet with each investment manager in compliance with operating guidelines developed by the Investment Committee and with a frequency consistent with the doctrines of prudent investing.

## **Section 6.8 – Nominating and Board Governance Committee**

The Nominating and Board Governance Committee shall consist of at least five Board members. The responsibilities of the Nominating and Board Governance Committee shall be to strengthen the future of the Corporation by engaging in long range planning at the request of the Board; conducting an annual review of the Foundation mission statement and bylaws, and identifying and recruiting candidates for the Board of Directors and the offices of the Corporation.

The Nominating and Board Governance Committee shall submit to the Board of Directors recommended candidates to serve as elected directors and officers of the Corporation as provided in these bylaws. This Committee shall submit to the Board of Directors at least one qualified nominee for each such position to be filled. Additional nominations may be made by any member of the Board of Directors.

This Committee shall nominate members for the various standing committees and each committee's Chair. Nominations will be presented to the Board of Directors by the Chair of the Nominating and Board Governance Committee with sufficient time in advance of the annual meeting each year.

Whenever a vacancy occurs on the Board of Directors whether by death, resignation, removal or termination of requisite status, the individual selected shall be chosen according to Section 2.5. If a majority of elected positions are filled, the vacancy may remain unfilled until the next annual class of nominees is presented to the Board or until such time as it shall be practical to be filled. It will be the responsibility of the Chair of the Nominating and Board Governance Committee to recommend nominees for the vacant position to the Board of Directors. However, the Board may act to appoint a person to fill the vacancy or may elect to leave the vacancy unfilled. The Nominating and Board Governance Committee also shall oversee the following aspects of Board and committee administration: new member orientation; evaluation and self-assessment at

committee and full board levels; administration of meeting attendance requirements; assuring the planning of Board retreats as appropriate; and overseeing the conflict of interest disclosure process of the Board.

The Committee shall also submit to the Board of Directors recommended candidates to be approved by the Board of Directors for nomination for election to the University's Board of Trustees as an alumnus trustee as required to meet the Corporation's responsibilities as the University's designated alumni association under C.G.S. 10a-103.

#### **Section 6.9 – Subcommittees**

Standing committees may appoint subcommittees as necessary in connection with the respective duties of the committee.

#### **Section 6.10 – Board *Ex-Officio* Committee Members**

The Chair and President of the Corporation shall be *ex-officio* members of all standing committees and subcommittees. Such individuals serving as *ex-officio* committee members, however, shall not be entitled to vote and shall not be counted for quorum purposes on any committee except the Executive Committee or a committee on which the Board has appointed such individual as Chair or as a voting member. Such *ex-officio* committee members, moreover, shall not be counted toward satisfaction of the numerical membership requirements of the standing committees provided above.

#### **Section 6.11 – Non-Board Committee and Subcommittee Members**

The Board of Directors may appoint non-Board members as consultants or advisory members with non-voting status to any of the standing committees or subcommittees, not including the Executive Committee, when the Board believes their expertise to be helpful to the respective committee, but in no event shall the number of non-Board members exceed the number of Board members on any committee or subcommittee. The designation and appointment of any such committee or subcommittee and delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon him or her as a director.

### **Article VII – Miscellaneous**

#### **Section 7.1 – Minutes**

The Board of Directors, the Executive Committee, all standing committees and all subcommittees shall keep a record of proceedings and shall report these proceedings to the Board of Directors at or before the regular meeting thereof held next after they have been taken.

## **Section 7.2 – Fiscal Year**

The fiscal year of this corporation shall begin on the 1st day of July.

## **Section 7.3 – Corporate Seal**

The seal of this corporation shall have inscribed thereon the name of the corporation and the word "Seal". The use of the seal shall be symbolic only and shall not be required to bind the corporation or to evidence any official act, document or instrument.

## **Section 7.4 – Annual Audit**

At least once during each fiscal year of the Corporation, the directors shall cause to be made an independent audit of the corporate fiscal records, including records of assets, liabilities, gains, losses, receipts, disbursements, investments and other transactions.

## **Section 7.5 – Rules of Order**

The rules contained in Robert's Rules of Order, latest edition, shall govern any meeting of the Board of Directors or any committee or subcommittee thereof, unless otherwise provided under these bylaws or the certificate of incorporation.

## **Section 7.6 - Executive Sessions**

During any regularly called meeting, the Chair of the Board of Directors may call an Executive Session of the Board, and the Chair of any committee may call an Executive Session of such committee, if deemed necessary by such Chair and if the members of the Board or committee concur, for the purpose of discussing any matters of business which the Board or committee may consider confidential or sensitive. Only voting members of the Board of Directors and individuals invited by such Board members may be present during Executive Session. Any action with respect to matters discussed in Executive Session shall be conducted before the full Board or committee, as the case may be.

## **Section 7.7 – Amendments**

Any of these bylaws may be altered, amended or repealed and additional bylaws may be adopted by the Board of Directors at any annual meeting or at any regular or special meeting called for the purpose, provided that written notice of such proposed action shall have been given in the notice of any such meetings, whether annual, regular or special. For purposes of this Section, the act of two-thirds of the directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors provided no alteration, amendments or repeal of any provision herein which is substantially similar to any provision contained in the certificate of incorporation shall be effective unless the certificate of incorporation be amended to reflect such alteration, amendment or repeal.