

**WESTERN ILLINOIS UNIVERSITY FOUNDATION
CONSTITUTION AND BYLAWS**

ARTICLE I

NAME AND INCORPORATION

Section 1. Name. The name of this organization shall be the "Western Illinois University Foundation." It shall hereinafter be designated and referred to in this Constitution and Bylaws as the "Foundation."

Section 2. Type of Organization. The Foundation shall be a wholly non-profit corporation, organized under the laws of the State of Illinois, and its purposes shall be wholly charitable and educational. The period during which this corporation shall continue is perpetual. The Board of Directors may design and adopt a seal for the use of the Foundation.

Section 3. Location. The principal office of the Foundation shall be in Macomb, Illinois.

Section 4. Object. To assist in developing and increasing the facilities of Western Illinois University for broader educational opportunities for, and service to, its students, alumni, citizens of the State of Illinois and nation by encouraging gifts of money, property - real or personal, works of art, historical papers and documents, museum specimens, and other material having educational, artistic, or historical value, and by such other proper means as may be permissible under the statutes of the State of Illinois and as may further the purpose of the Foundation.

ARTICLE II

POWERS

In achieving the purposes for which it is organized, the Corporation shall possess and may exercise all of the powers conferred by the Illinois Statutes and, in addition, all of the following powers:

Section 1. To receive from any source, by gift, devise, bequest, or otherwise, any money or property - real or personal, absolutely or in trust, to be used, either the principal or the income therefrom, for the furtherance of any of the Corporation's purposes.

Section 2. To make gifts, donations, contributions, loans, and grants of all or any part of the Corporation's income, assets, and property for the furtherance of any of the Corporation's purposes.

Section 3. To acquire, hold, own and vote and to sell, give, assign, donate, transfer, pledge, or otherwise dispose of the capital stock of any other corporation.

Section 4. To purchase, lease, acquire, hold, invest, reinvest, use, mortgage, pledge, exchange, sell, assign, transfer, convey, and otherwise dispose of both real and personal property, tangible and intangible.

Section 5. To borrow money and issue notes and evidences of indebtedness therefor.

Section 6. To enter into, make, and perform contracts with and guarantee the obligations and performance of any individual, firm, partnership, association, corporation, or other entity.

Section 7. To perform any act permitted to it either alone, as a partner, or in association with any individual, firm, partnership, association, corporation, or other entity.

Section 8. To engage in any act and do anything incidental to or convenient or necessary for the furtherance of the Corporation's purposes.

No power conferred by the Illinois Statutes or set forth in any of the foregoing provisions of this Article II shall be construed to limit any other such power. The expression of the foregoing powers shall not be deemed to exclude any other power of like character although not expressed.

Section 9. Where the terms and conditions imposed by the donors of any gifts or bequests require immediate transfer to Western Illinois University, or where such transfer enables the Foundation to further its purposes and objectives, the Foundation may transfer absolutely all right, title and interest in such property - real and personal, to or for the use and benefit of Western Illinois University, subject to said terms and conditions. Whenever any gift or bequest is made as a memorial, involves maintenance, provision for such maintenance shall be included in the gift unless this requirement is waived by the Board of Directors of the Foundation.

Section 10. To deposit in the archives or library of the University whatever articles or manuscripts, having scientific or educational value, which may be loaned to the Foundation by the owners or by persons in legal custody thereof.

Section 11. Nothing contained herein shall be construed in such a manner as to authorize the Corporation to engage in any activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended (or the corresponding provisions of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170 (b) (1) (A) of the Internal Revenue Code of 1954 as amended (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III

BOARD OF DIRECTORS

Section 1. Number. The Board of Directors shall consist of not less than twenty-four (24) members to be selected as provided in this article.

Section 2. Qualifications and Selection of Directors.

A. Alumni, Corporate, and Professional Representatives - At least twenty-four (24) to be elected by entire Board. These shall be persons selected because of their individual interest in Western Illinois University and their willingness to actively serve on various Foundation committees and projects regarding deferred giving, investments, fundraising and other appropriate programs.

B. Ex-Officio Members - To provide a viable and continuing contact and communication between the Foundation and the University, its faculty and students, involving the goals, needs and programs of the University and to enable the Foundation Board to more effectively and efficiently carry out the purposes and objectives of the Foundation, the following persons shall serve as ex-officio members of the Board: the President of the University, the Vice President of Advancement and Public Services, a member of the WIU Board of Trustees, the Scholarship Director, the Foundation accountant, a representative from the Alumni Association, and the Development Officer from each college/program area.

C. Ex-Officio members of the Board and all Western employees on the Foundation Board shall be non-voting members.

D. The Board may elect, at any time, at its discretion, Emeritus Board members who shall be non-voting members, but welcome to attend meetings.

Section 3. Terms of Office of Directors. All elected directors shall serve for a period of three years. Board members are required to attend 50% of the meetings during their term in order to be eligible for re-election. Board members can serve for a maximum of seven (7) terms. After a minimum of five (5) terms, a board member may retire from the board to emeritus status. Terms of voting members shall be staggered so that the terms of one-third of the voting members serving for three years will expire each year. The ex-officio members shall serve on the Board for the duration of their current positions.

Section 4. Powers and Duties. The Board of Directors shall exercise all the powers of the Corporation, except as otherwise delegated by this Constitution or by the Bylaws of the Foundation.

Section 5. Removal of Directors. Any elected director may be removed for cause by majority vote of members of the Board of Directors, notice of such contemplated action having been given at a previous meeting. The resignation of a director for any cause may be accepted by majority vote of the Board of Directors.

Section 6. Vacancies. In the event of the death, disability, resignation, or removal of a director, his successor shall be promptly elected by the majority vote of the directors still in office, and such director shall serve out the unexpired term.

Section 7. Meetings of the Board of Directors. There shall be at least two regular meetings of the Board of Directors, one during the fall semester and the other during the spring semester each year. The time and the place for the meetings will be selected by the Executive Committee. The entire Board will be notified at least one month in advance of each meeting. The spring semester meeting will be the official annual meeting.

Special meetings may be called by the President with the approval of the Executive Committee and must be called by him on the written request of five or more members of the Board of Directors. Special meetings shall be held at any reasonable time determined by the Executive Committee, but not later than two weeks after such request for a meeting has been received or within such time as is necessary to receive approval of the date of meeting from the directors. Special meetings may be held at any convenient place selected by the Executive Committee. The Secretary shall forward notices to every director not later than a 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.

Section 8. Quorum. Except as otherwise provided by the Constitution or Bylaws, all actions of the Board of Directors shall be determined by majority vote. A majority vote is defined as a majority of the quorum; ten (10) voting members of the Board shall constitute a quorum. In the absence of a quorum no legal action can be taken unless such action is later approved by letter or other vote of record by sufficient additional voting members of the Board to constitute a quorum. The President of the Board shall preside at all meetings of the directors. When the President is absent, the Vice President will preside.

Section 9. Executive Committee. The management of the aforesaid Western Illinois University Foundation shall be vested in the Board of Directors. The Board of Directors shall appoint an Executive Committee and delegate to this Committee power to transact corporate business in accordance with the objects as above outlined. This Committee shall consist of at least ten (10) voting members and one (1) faculty member. This Committee shall be composed of the Foundation Officers and the chairpersons of the Standing Committees. A minimum of five (5) voting Board members shall be in attendance in order to conduct official business. The Committee shall have all the powers of the Board of Directors, except that such Executive Committee shall have no power to encumber or convey the real property of the Western Illinois University Foundation, unless expressly authorized by the Board of Directors. This Committee also shall prepare and submit to the Board of Directors of the Foundation each year for its approval a budget covering the operating expenses of the Foundation for the succeeding year. The Executive Committee, under the direction of the Board of Directors, shall have charge of the funds and investments of the Foundation.