

**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.

ARTICLE IV

OFFICERS

Section 1. Officers' Eligibility. The officers of the Foundation shall be: a President, a Vice President, a Second Vice President, a Secretary and a Treasurer. The Board may combine two or more of these offices and elect one person to the combined position. The officers of the Board shall be voting members of the Board. The President must have served as a member of the Board for at least one year before his election.

The Executive Officer of the Foundation shall be appointed by the Foundation Board of Directors. He may be the University's chief development officer or his designee. He shall be responsible for supervising the programs of the Foundation and for coordinating the Foundation programs with the various constituencies affected by these programs.

The Board may create such other offices as are necessary or expedient for carrying out the work of the Foundation and may give responsibility for appointing such persons to these offices to the Executive Officer of the Foundation. Members of the Foundation staff shall work under the supervision of the Executive Officer.

Section 2. Terms of Office. The officers shall be elected annually to serve until their successors are duly elected and qualified. All officers shall assume office July 1, succeeding their election and may be re-elected.

Section 3. Vacancies. In the event of the death, disability, resignation or removal of any officer of the Foundation, the Board of Directors shall, by majority vote, elect his successor to serve out the unexpired term.

Section 4. Powers and Duties. The officers named in Section 1 of this article shall, except as otherwise provided by this Constitution or the Bylaws have such powers and duties as usually and ordinarily devolved upon such officers. The President of the Board, with approval of the Executive Committee, shall appoint such committees as he may deem necessary or desirable, and those appointed to such committees shall serve at the pleasure of the Executive Committee. All committees shall report to the Board of Directors. The Executive Officer shall devote as much time as possible to furthering the purposes of the Foundation and to assisting the other officers in every possible way. He shall be the responsible representative of the Foundation in all of its transactions with Western Illinois University and other public bodies. It shall be his duty to carry out, subject to the direction of the Executive Committee and/or the Board of Directors, organize campaigns for the execution of the purpose for which the corporation is formed, inviting special gifts from individuals--within and without the alumni body--and from corporations, estates, and other sources. The principal Executive Officer shall, as

occasion may require, publish such notices or announcements as his judgment may dictate or as may be reasonably required to further the work of the Foundation.

Section 5. Elections. The officers shall be elected at the annual meeting as provided in this Constitution.

Section 6. Removal. Any officer may be removed for cause by a majority vote of the Board of Directors at any meeting called for such purpose provided that such officer shall have been notified in writing by the President or Secretary not less than thirty (30) days before such meeting of such charges as may be preferred against him by the majority of the Board of Directors.

Section 7. Surety Bonds. All officers and employees of the Foundation who handle Foundation funds shall furnish adequate surety bonds to be approved by the Executive Committee of the Foundation and purchased out of the funds of the Foundation if and as required by the Board of Directors. The Treasurer shall furnish bonds as hereinafter provided.

ARTICLE V

FINANCES

Section 1. Funds and Securities. The funds of the Foundation shall be deposited in a bank under State or national supervision having a capital, surplus and undivided profits of not less than \$100,000. The funds of the Foundation may be invested as provided in the Bylaws.

Section 2. Auditing of Accounts. The accounts of the Foundation shall be audited and examined each year by or under the direction of the Executive Committee with regular reports to the Board of Directors of the Foundation. All examinations and reports shall be made available to the administration of Western Illinois University and any other public body upon proper demand which may have a bona fide interest therein.

ARTICLE VI

AMENDMENTS

Section 1. Amendments. This Constitution and Bylaws may be amended by a two-third's vote of the Board of Directors of the Foundation at any meeting provided that notice of any proposed amendment is included in the notice of such meeting.

Section 2. Copy of Constitution and Bylaws. The Secretary of the Foundation shall at all times keep in the office of the Foundation a true and correct copy of the Constitution and Bylaws.

ARTICLE VII INVESTMENTS

Section 1. Savings and Checking Accounts. The Treasurer, or his duly appointed or qualified agent, shall deposit all funds belonging to the Foundation as received in the name of the Foundation. Deposits may be made in either savings or checking accounts, as the Treasurer may consider advisable. Deposits may be made only in banks that have previously been approved by the Board of Directors. Checks for amounts in excess of \$300 shall be signed by any two of the following: President of the Foundation, Treasurer, or Executive Officer, but salary check issued monthly or at regular intervals and for which appropriations have already been set up in the approved budget of the Foundation, and checks in amounts less than \$300, shall not require more than the signature of one of the above persons.

Section 2. Surety Bonds. The Treasurer shall furnish at all times a surety bond in favor of the Foundation, renewable from year to year on July 1, in the amount of \$50,000. The form of the bond and the company issuing said bond shall be approved by the Board of Directors or Executive Committee. Other officers and employees shall furnish adequate surety bonds if directed by the Board of Directors. All surety bonds shall be filed with the President of the Foundation and the cost thereof shall be paid by the Foundation.

Section 3. Purchase of Securities. The Treasurer, when directed by the Executive Committee, shall sell securities owned by the Foundation and deposit the proceeds as provided in Article VII of the Constitution and Bylaws. Available amounts in the checking and savings accounts shall be invested from time to time by the Treasurer as directed by the Executive Committee. At its meeting next following the purchase of any securities, the Board of Directors shall approve the securities purchased or order them sold and the proceeds reinvested. No funds of the Foundation shall be invested in the securities of any organization connected directly or indirectly with Western Illinois University. Investments shall be made with due regard to proper diversification and safety of principal in securities generally approved for the investment of trust funds by the trust department of banks administering testamentary trusts except, however, that securities donated to the purposes of the Foundation may be retained in the form donated and may be invested in any securities issued in replacement thereof or in securities specified by the donor.

Section 4. Safekeeping of Securities All securities owned by the Foundation or held under its control shall be adequately safeguarded as approved by the Board of Directors. Securities may be withdrawn or the proceeds from the payment or sale of securities may be withdrawn only as provided by Section 5 of this Article.

Section 5. Withdrawal of Securities. The Treasurer shall secure the approval of the Board of Directors or of the Executive Committee, acting under authority of the Board, concerning the

withdrawal of securities from safekeeping. Any individual or organization depositing funds or securities with the Foundation on a temporary basis shall notify the Treasurer not less than thirty (30) days prior to the time at which they wish to withdraw these funds or securities.

Section 6. Safekeeping of Records. The Secretary shall be responsible for the safekeeping of all records pertaining to the activities of the Foundation. Upon the termination of his appointment as Secretary, he shall ensure that these records are properly transferred to the successor.

Section 7. Investments Committee. The Executive Committee shall appoint an Investments Committee to assist the Treasurer with Foundation investments. This Committee shall be composed of five to seven persons including the Treasurer and at least one other Board member. The members of this Committee shall be persons who are active and knowledgeable with current investment policies, practices and programs. The Committee will recommend to the Executive Committee current and long-range investment policies to be used for Foundation funds.

ARTICLE VIII

EXPENSES OF FOUNDATION STAFF

Section 1. A petty cash fund may be advanced to the principal Executive Officer out of which payment may be made by him for routine and emergency expenses. The amount of this fund shall not exceed \$300 at any time unless authorization for a larger amount is given by the Board of Directors or the Executive Committee. This fund shall be reimbursed from time to time by a regular check of the Foundation on the presentation of itemized receipted bills for expenses paid from it by the Treasurer.

Section 2. Officers of the Foundation, members of the Foundation staff, and other persons carrying on work for the Foundation, shall be entitled to reimbursement for necessary traveling expenses when away from the headquarters of the Foundation and on the business of the Foundation, such expenses to be submitted to and approved by the Board of Directors.

ARTICLE IX

Section 1. The Articles of Incorporation of the Foundation may be amended by a two-third's vote of the Board of Directors present at any regular or special meeting. Notice of proposed changes shall be included with the notice of meeting.

ARTICLE X

Section 1. Should the Western Illinois University Foundation be dissolved, then all of its funds will be transferred to Western Illinois University, or some other responsible agency for use compatible with the purposes and objectives of the Foundation, to be maintained and disbursed

under the original agreements made with the Foundation when the money or property was donated to the Foundation.

Amended/Revised 2/14/98, 4/27/13



Foundation Board Executive Officer



Foundation Board Secretary