

**BY-LAWS OF**  
**WESTERN KENTUCKY UNIVERSITY FOUNDATIONS, A CORPORATION**

**ARTICLE I**

**MEMBERSHIP ON BOARD OF TRUSTEES**

1. The maximum number of Trustees constituting the Board of Trustees of this corporation shall be twenty-four (24). The membership of the Board of Trustees shall be comprised of the Chair, the Immediate Past Chair of the Foundation (a two year term or until expiration of elected term), the Chair of the Board of Regents of Western Kentucky University, the President of the Hilltopper Athletic Foundation, Inc., the President of the College Heights Foundation, the President of the Alumni Association of Western Kentucky University and eighteen (18) members selected at-large. All at-large members shall be selected by a majority vote of the Board of Trustees from a list of candidates to be furnished by the nominating committee as provided in these By-Laws.

2. Initial Term of Trustees. The initial Board of Trustees of the Corporation shall serve for staggered terms which shall be designated as follows: The Chairperson of the Board of Regents, the President of the Hilltopper Athletic Foundation, Inc., the President of the College Heights Foundation, and the President of the Alumni Association of Western Kentucky University shall serve for terms coterminous with their office or until their successors are selected and duly qualified. Two (2) of the at large Trustees shall be elected for a one (1) year term, two (2) Trustees shall be elected for a 2 (two) year term, two (2) Trustees shall be elected for three (3) year terms, and three (3) Trustees shall be elected for a four (4) year term. Following the initial terms, all Trustees shall be elected for 4 (four) year terms in accordance with paragraph 2 hereof. To effectively increase the board membership from sixteen (16)

members to twenty-four (24) members, as approved by the Board of Trustees at the January 23, 1998, meeting, the following "Proposal for Expansion" was adopted: 1998 - three (3) expiring terms to be filled; two (2) Trustees elected to serve four (4) year terms (expiring 2002); four (4) Trustees elected to serve one (1) year term (expiring 1999); and two (2) Trustees elected to serve two(2) year terms (expiring 2000). Beginning with the year 2002, a total of five (5) Trustees per year, to serve four (4) year terms, will be elected to the WKU Foundation Board of Trustees.

3. Term of Office of Trustees. All Trustees, after the initial Board of Trustees and the expansion of the Board in 1998, shall serve for a term of four (4) years each. Each Trustee shall be eligible for election for two (2) successive four (4) year periods. Following the election for two (2) successive four (4) year periods, there shall be an intervening four (4) year period before such person shall be eligible for reelection to the Board of Trustees. All Trustees shall serve until their successors have been elected and duly qualified. Terms of office of such Trustees shall commence on July 1 of the year of their election.

4. Designation of Trustees as Directors. For purposes of KRS Chapter 273, the term "Board of Trustees" and the term "Board of Directors" shall be interchangeable in all respects in any place in which the context so requires; the corporation has elected to utilize the designation "Trustees" in lieu of, in all respects, the term "Director" but the meaning of such terms shall be identical in all respects and for all purposes.

5. Removal of Trustees. Any Trustee may be removed, either with or without cause, by a majority vote of the entire Board of Trustees.

6. Election of Trustees. The election of members of the Board of Trustees shall occur at the first regular meeting of the Board of Trustees occurring after July 1st of each year.

7. Nominating Committee. The nominating committee for the Board of Trustees shall be

comprised of five (5) members, the chairperson of the Western Kentucky University Foundation, who shall serve as chairperson of the committee, and four (4) members of the Board of Trustees who shall be selected by a majority vote of the Board of Trustees, additionally, the President of the University shall serve as a non-voting member of the committee. The nominating committee shall nominate a slate of Trustees to the Board upon the occurrence of any vacancy, whether by expiration of terms or otherwise. For vacancies occurring by expiration of terms, the Trustees to fill such vacancies shall be nominated and elected prior to June 30 of the year upon which the terms expire.

## **ARTICLE II**

### **MEETINGS**

1. Time and Place. Meetings of the Board of Trustees are to be held on campus of Western Kentucky University or at such other place as approved by a majority vote of the Board of Trustees. The Board of Trustees shall approve at least annually its calendar of regular meetings, but in no event shall the Board of Trustees meet less than twice per year.

Any or all Trustees may participate in any meeting, whether a regular or special meeting, or conduct the meeting through the use of any means of communication by which all Trustees participating may simultaneously hear each other during this meeting. A Trustee participating in a meeting by this means shall be deemed to be present in person at the meeting.

2. Special Meetings. Upon written request of the President of Western Kentucky University, the chairperson of the Board of Trustees or any two members of the Board of Trustees, the chairperson of the Board of Trustees shall call a special meeting of the Board of Trustees, such meetings to be held at such time and upon such date as determined by the chairperson. The President of the University, the Chairperson of the Board of Trustees, or any

two members of the Board of Trustees requesting such special meeting shall set forth in their request, with specificity, the purpose of such meeting. Discussions and action at the meeting shall be limited to items listed on the agenda and the notice unless waived by a majority of quorum of the Board of Trustees present.

3. Notice of Special Meetings. The notice of the special meeting shall consist of the date, time, and place of the special meeting and the agenda. As soon as possible, written notice shall be delivered personally, transmitted by facsimile machine, or mailed to every member of the Board of Trustees. The notice shall be calculated so that it shall be received at least twenty four (24) hours before the special meeting.

4. Action Without Meeting. Action to be taken at a Board of Trustees or committee meeting may be taken without a meeting if the action is taken by all members of the Board or Committee. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each Trustee or Committee member, and included in the Minutes or filed with the corporate records reflecting the action taken. Any action taken under this Section shall be effective when the last Trustee or Committee member signs the consent, unless the consent specifies a different effective date. A consent signed under this Section shall have the effect of a meeting vote and may be described as such in any document.

### **ARTICLE III**

#### **OFFICERS**

Section 1. Officers. The officers of the Corporation shall be a chairperson, a vice chairperson, a secretary and a treasurer. The chairperson and vice chairperson shall be elected

from the at large members of the Board of Trustees.

Section 2. The Election. All officers of the Corporation shall be elected by the Board of Trustees at the first regular meeting of the Board of Trustees of the year in which the terms expire. All officers shall commence serving upon their election.

Section 3. Term of Office. All officers shall hold office for a term of two years or until their successors have been duly elected and have qualified, or until removed as hereinafter provided. If any officer shall vacate their office, for whatever reason, their successor shall hold office for the balance of the term of office of the person vacating such office and for the chairperson and vice-chairperson such successor shall then be eligible for election for two (2) successive full terms of office.

Section 4. Removal of Officers. Any officer may be removed either with or without cause by a vote of the majority of the entire Board of Trustees.

Section 5. Successive Terms. The chairperson and vice chairperson may be elected for two successive terms. Such persons shall be ineligible for an additional term without an intervening two year period.

Section 6. Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

#### CHAIRPERSON

The chairperson shall preside at all meetings of the Board of Trustees and shall call special meetings as provided in these by laws.

#### VICE CHAIRPERSON

The vice chairperson shall, in the absence of the chairperson, carry out the duties of the chairperson.

## SECRETARY

The secretary need not be a member of the Board of Trustees. The secretary shall prepare all books, records and papers belonging to the Board, maintain accurate records of votes and actions of the Board, prepare and distribute the agenda for meetings, give all notices of meetings and attend all meetings of the Board of Trustees including closed or executive sessions.

## TREASURER

The treasurer need not be a member of the Board of Trustees. The treasurer shall receive and disburse all monies and report to the Board of Trustees on the financial status and fiscal affairs of the Corporation. The treasurer shall periodically furnish to the Board of Trustees, but at least annually, an accounting for all monies received and disbursed during the preceding fiscal year.

Section 7. Other Responsibilities. The Board of Trustees, by a majority vote, may assign such other duties and responsibilities to each of the respective officers as it shall from time to time determine appropriate.

## ARTICLE IV

### EXECUTIVE COMMITTEE

Section 1. The Executive Committee. The Executive Committee shall consist of the chairperson, vice-chairperson and three (3) members of the Board of Trustees. The president and chairperson of the Board of Regents of Western Kentucky University shall also serve as ex-officio non voting members of the Executive Committee. The Executive Committee shall possess the full authority of the Board of Trustees between meetings of the Board of Trustees. The Executive Committee shall report its activities to the Board of Trustees during those periods

between meetings of the Board of Trustees.

Section 2. Election of Committee Members. Members of the Executive Committee shall be elected by the Board of Trustees, upon nomination by members of the Board of Trustees, at the meeting at which the officers of the Corporation shall be elected.

Section 3. Term of Committee Members. The Executive Committee members selected from the membership of the Board of Trustees shall serve for a term of two years or until their successors have been duly elected and qualified. In the event of a vacancy on a committee, the successor member shall be elected by a majority vote of the Board of Trustees and shall hold office for the balance of the term of office of the person vacating their office.

Section 4. Other Committees. Such other committees as from time to time created by the Board of Trustees shall have their membership, duties, responsibilities and term of existence determined by a majority vote of the Board of Trustees.

Section 5. Removal of Committee Members. Any committee member may be removed either with or without cause by a majority vote of the entire Board of Trustees.

## ARTICLE V

### VOTING

Section 1. Quorum. A simple majority of all members of the Board of Trustees shall constitute a quorum for the transaction of its business.

Section 2. Voting. Each member of the Board of Trustees shall cast one vote. All votes of the Board of Trustees shall be a voice vote, provided, however, any member may request a roll call vote of the membership on any question. A simple majority of the quorum present and voting is required for any action and is sufficient unless otherwise required by law. The secretary shall note those voting in favor and those voting against any matter.

## ARTICLE VI

### ACCOUNTABILITY

The Western Kentucky University Foundation shall be fully accountable in all respects for its financial management practices. It shall have its books and records audited at least annually by a certified public accountant duly licensed in the Commonwealth of Kentucky and appointed by the Board of Trustees. In furtherance of this statement of accountability, the Corporation shall cause to be published annually a report of audit of the Corporation, a report of annual giving and a report of the uses of the Corporation's funds, including expenditures for scholarships.

## ARTICLE VII

Section 1. Amendment to By-laws. Amendments to these by-laws shall require a vote of two thirds of entire membership for the Board of Trustees.

Section 2. Parliamentary Procedure. The parliamentary procedure of the Board of Trustees shall be governed by *Robert's Rules of Order*.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be consistent with and identical to the fiscal year of Western Kentucky University.

Adopted this 27th day of October, 1995.

**AMENDMENT TO BYLAWS**

**OF**

**WESTERN KENTUCKY UNIVERSITY FOUNDATION,  
A CORPORATION**

**Article VII**

Section 3. Fiscal Year. The fiscal year of the Corporation shall commence on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

Adopted on October 24, 2003.