

BYLAWS

of the

COLLEGE HEIGHTS FOUNDATION, INC

ARTICLE I-NAME

Section 1. The name of the organization shall be the **College Heights Foundation, Inc.** (hereinafter referred to as the College Heights Foundation or CHF).

ARTICLE II-MISSION AND PURPOSE

Section 1. **Mission.** The mission of the College Heights Foundation is to provide scholarship awards to benefit deserving students attending Western Kentucky University (predecessor institutions were formerly known as Western State Normal School and Teachers College, Western Kentucky State Teachers College, Western Kentucky State College, Bowling Green Business University, Ogden College, and Potter College, but shall hereinafter be referred to as Western Kentucky University or the University).

Section 2. **Purpose.** The purposes of the College Heights Foundation are:

1. To create funds derived from voluntary gifts whereby all worthy and deserving students of Western Kentucky University may be aided and assisted in their efforts to obtain an education;
2. To educate and encourage alumni and friends to provide private funds and resources for the benefit of qualified students and the overall growth of the College Heights Foundation;
3. To provide prudent and fiscally responsible financial management and investment of resources entrusted to the College Heights Foundation;
4. To serve as the Guardian of Trusts for all scholarships provided to the University ensuring the wishes of the donor are fulfilled and scholarship guidelines are followed accordingly;
5. To meet the highest standards of character and integrity while implementing the best practices in all aspects of its operation.

Section 3. **Non-profit Status.** The College Heights Foundation is not organized for profit. It shall not have or issue shares of stock nor shall any dividend be paid or any part of the income or profit of this Foundation be distributed to any of its Directors or Officers. The elected Board of Directors shall serve without

remuneration, but may be reimbursed expenses incurred in the discharge of their official duties. The CHF may pay compensation in reasonable amounts to its agents and/or employees for services rendered.

ARTICLE III-BOARD OF DIRECTORS

- Section 1. **Number.** The Board of Directors shall be composed of not less than nine (9), nor more than twelve (12), individuals elected by the Board of Directors. Ex-officio members of the Board are not to be considered in the elected number of Directors.
- Section 2. **Criteria.** In order to qualify as a Director, the individual must: a) have a passion for education; b) demonstrate dedication toward the College Heights Foundation and Western Kentucky University; c) provide expertise, personal support, and counsel; and d) commit to the important fiduciary responsibilities incumbent upon members of the Board.
- Section 3. **Selection.** Nominations for elected Directors shall be reviewed by the Executive Committee and submitted to the full Board of Directors for election by a majority vote.
- Section 4. **Duties.** The Board of Directors is charged with the governance of the College Heights Foundation, including, but not limited to: selecting, terminating, and implementing accountability measures for the President of the CHF; governing the CHF by establishing and modifying necessary policies and procedures; assuming the fiduciary responsibilities of CHF through budget oversight and asset management; providing financial and volunteer support to advance the CHF; and advocating for the CHF and the University in a positive manner.
- Section 5. **Terms.** Elected members to the Board of Directors shall serve a term of three (3) years commencing immediately following election and continuing through the meeting closest to the end of the term. Directors shall be eligible for election by the Board to successive terms as long as they are willing and able to continue to fulfill their responsibilities.
- Section 6. **Ex-officio Directors.** Ex-officio members of the Board of Directors are the President of Western Kentucky University, the CHF President, the CHF Secretary, and the CHF Treasurer. The ex-officio Directors are nonvoting members of the Board and are not to be considered in achieving the necessary quorum for a meeting. An ex-officio Director shall serve so long as the individual holds the office or position which resulted in placement on the Board.
- Section 7. **Emeritus Status.** Members of the Board of Directors may be granted Director Emeritus status on the Board of Directors by demonstrating an exemplary commitment to the mission, vision, and purpose of the College Heights Foundation. Emeritus status may not be considered until a member has completed a minimum of four (4) successive 3-year terms on the Board of Directors unless a majority of the Board approves an exception for extenuating

circumstances. The number of individuals granted Director Emeritus status shall be limited only by the high standards to be used in their selection to assure that this honor be extended to persons of extraordinary merit and distinction. The term for Director Emeritus status shall be for life.

Section 8. **Resignation.** A Director may resign at any time by submitting a written resignation to the Chairperson and President of the College Heights Foundation.

Section 9. **Removal.** Any elected Director may be removed, with or without cause, from service. Such removal shall require a two-thirds vote of the Board of Directors.

ARTICLE IV-OFFICERS

Section 1. **Officers.** The Officers of the College Heights Foundation shall be a Chairperson, Vice Chairperson, President, Secretary, and Treasurer.

Section 2. **Election.** The Chairperson and Vice Chairperson shall be members of the Board of Directors and elected to office by a majority vote of the Board. The President shall be selected by a majority vote of the Board of Directors. The Secretary and Treasurer shall be appointed by the CHF President and confirmed by a majority vote of the Board of Directors.

Section 3. **Terms.** All Officers shall hold office until their successors have been duly elected or appointed, or until removed as hereinafter provided.

Section 4. **Duties.** The duties and powers of the Officers of the College Heights Foundation shall be as follows:

- a. *Chairperson.* The Chairperson shall preside at all meetings of the Board, call special meetings as necessary, and shall perform other duties as assigned by the Board or these Bylaws. The Chairperson shall serve as Chairperson of the Executive Committee and shall serve as an ex-officio voting member of all Committees of the Board.
- b. *Vice Chairperson.* The Vice Chairperson shall preside at all meetings of the Board in the absence or disability of the Chairperson and shall perform other duties as may be assigned by the Chair, the Board, or these Bylaws.
- c. *President.* The President shall serve as the chief executive officer of the College Heights Foundation and is responsible for the day-to-day management of the affairs of the CHF. The President is charged with operating the CHF in a responsible manner and providing the Board of Directors with the information necessary to make informed decisions on governance and policy. Acting under the direction of the Board of Directors and on its behalf, the President shall perform all acts, execute and deliver all documents, and take all steps authorized by the Board in order to effectuate the actions and policies of the Board. The President shall serve as an ex-officio member of the Board of Directors and all Board Committees.

- d. *Secretary.* The office of Secretary shall be filled by a staff member within the College Heights Foundation as appointed by the President and confirmed by a majority vote of the Board. The Secretary shall keep full and accurate minutes of all meetings recording the votes and actions taken by the Board and Executive Committee; compile and safeguard all books, records, papers, and historical documents belonging to the Board; provide notice of any regular or special meetings; prepare and distribute agendas for the meetings; and perform other duties as assigned by the Board or these Bylaws. The Secretary shall serve as an ex-officio member of the Board of Directors and attend all meetings, including closed or executive sessions.
- e. *Treasurer.* The office of Treasurer shall be filled by a staff member within the College Heights Foundation as appointed by the President and confirmed by a majority vote of the Board. The Treasurer shall receive and disburse all funds and report to the Board of Directors on the financial status and fiscal affairs of the CHF. The Treasurer shall provide oversight of the accounting, internal control, and audit functions of the CHF and shall perform other duties as assigned by the Board or these Bylaws. The Treasurer shall serve as an ex-officio member of the Board of Directors and also the Finance and Audit as well as Investment Committees.

Section 5.

Absence or Incapacity. In the event of absence, inability, or refusal to act of any Officer, the Executive Committee may appoint a successor to perform such duties of said Officer until the following meeting of the Board or any special meeting which may be held for the election of Officers.

Section 6.

Resignation. Any Officer may resign at any time by submitting a written resignation to the Chairperson and President. If the Chairperson is resigning, he or she may submit his or her resignation to the President. If the President is resigning, he or she may submit his or her resignation to the Chairperson.

Section 7.

Removal. Any Officer may be removed, either with or without cause, by a two-thirds vote of the Board of Directors in favor of removal at any special meeting of the Board of Directors called for that specific purpose or at any regular meeting of the Board of Directors.

ARTICLE V-MEETINGS

Section 1.

Regular Meetings. The Board of Directors shall have regularly scheduled meetings on a quarterly basis. The meetings shall be scheduled in advance and held at a time and location acceptable to a majority of the Board. Notice of each meeting shall be distributed by mail and electronic mail to the Board by the Secretary not fewer than 10 calendar days preceding the meeting. The Board, at its discretion, may cancel any meeting by a majority vote of its members.

Section 2.

Special Meetings. The Board of Directors may meet on call by the Chairperson, President, or nine or more Directors. Notice of Special meetings shall consist of the date, time, place, and agenda for the meeting and must be

distributed to the Directors at least 48 hours in advance of the meeting. Written notice shall be distributed by mail, facsimile machine, emailed, or delivered personally to every member of the Board of Directors. The discussion at the meeting shall be limited to the items listed on the agenda unless there is unanimous consent to consider other items of business.

Section 3. **Quorum.** A quorum is defined as a majority of the voting membership of the Board of Directors. Ex-officio members shall not be counted in the membership to constitute a quorum.

Section 4. **Roll Call.** At the beginning of any meeting, the Secretary shall determine the presence or absence of a quorum. The roll call of members shall be conducted after there is a quorum present.

Section 5. **Attendance.** The Board of Directors may permit any or all Directors to participate in a regular or special meeting by telephone conference call or other means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at such meeting.

Section 6. **Minutes.** Minutes of any Board meeting shall be presented for approval at the next regularly scheduled meeting of the Board.

Section 7. **Proxies.** Proxies shall not be accepted for any purpose in the meetings of the Board.

Section 8. **Action Without a Meeting.** Action may be taken by a majority vote of the members of the Board of Directors or its Committees without a physical meeting by individually or collectively consenting in writing or by telephone conference to the actions. In writing or by telephone includes facsimile, telegraph, electronic transmission, satellite broadcast, or any other electronic means. The written consent shall be filed with the minutes of the proceedings of the Board or Committee. These means shall constitute a binding vote and the actions taken by written consent shall have the same force and effect as an action by voice vote of the Board or Committee.

ARTICLE VI-COMMITTEES

Section 1. **Duties.** The duties of all Officers and Committees of the College Heights Foundation shall be to fulfill the purposes of the CHF as found in Article II and such other duties that shall be directed by the Board of Directors. The committees shall be standing or special.

Section 2. **Standing Committees.** Standing committees shall be the Executive Committee, Finance and Audit Committee, and Investment Committee. The Chairperson of the Foundation shall appoint all standing committees.

Section 3. **Special Committees.** Ad hoc or special committees may be appointed by the Chairperson or Board of Directors for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specially conferred by action of the Board. Upon completion of the task for which created such special committee shall stand discharged. The Chairperson of the College Heights Foundation shall appoint all special committees.

Section 4. **Executive Committee.** The Executive Committee shall consist of the Chairperson (who shall also serve as Chairperson of the committee), Vice Chairperson, and three other members of the Board of Directors which shall be elected by a majority vote of the Board. The CHF President and CHF Secretary shall also serve as ex-officio members of the Executive Committee.

The Executive Committee shall meet as needed with as much advance notice as reasonably possible. Between meetings of the Board of Directors, it shall exercise all powers of said Board except that it shall not amend the Articles of Incorporation or Bylaws; remove or elect any Officers or Directors; incur debt in excess of fifty thousand dollars (\$50,000); approve the sale, lease or other disposition of all or substantially all of the property and assets of the CHF; or recommend a voluntary dissolution of the College Heights Foundation.

Section 5. **Finance and Audit Committee.** The Finance and Audit Committee shall be comprised of three (3) to five (5) elected members of the Board of Directors. The CHF President and CHF Treasurer shall serve as ex-officio members of the committee. The committee is responsible for the oversight of the financial operations of the College Heights Foundation as well as establishing the fiscal policies of the CHF, including budgets and fees. The committee shall recommend the external auditors to the Board for approval and provide oversight for the CHF internal controls.

Section 6. **Investment Committee.** The Investment Committee shall be comprised of three (3) to five (5) elected members of the Board of Directors. The CHF President and CHF Treasurer shall serve as ex-officio members of the committee. The committee is charged with overseeing and implementing the investment policies of the College Heights Foundation.

Section 7. **Resignation.** A Director may resign from a standing or special committee at any time by submitting a written resignation to the Chairperson and President of the College Heights Foundation.

Section 8. **Removal.** Any elected Director may be removed, with or without cause, from service on a standing or special committee. Such removal shall require a majority vote of the Board.

ARTICLE VII-FINANCIAL AFFAIRS

- Section 1. **Fiscal Year.** The fiscal year of the College Heights Foundation shall be from January 1 to December 31.
- Section 2. **Annual Budget.** The College Heights Foundation Board of Directors shall approve an annual operating budget no later than the fourth quarterly meeting of the preceding year which shall provide for the distribution and allocation of all funds. The Board of Directors shall seek recommendations from the CHF President and CHF Treasurer in preparation of the annual operating budget.
- Section 3. **Financial Reporting.** Quarterly financial statements and investment reports shall be provided to the Board of Directors by the CHF Treasurer.
- Section 4. **Audit.** The College Heights Foundation shall have its books and records audited annually by a Certified Public Accountant duly licensed in the Commonwealth of Kentucky and appointed by the Board of Directors. The Audited Financial Statements from the preceding year shall be presented to the Board of Directors prior to June 30 of the following year.
- Section 5. **Checks and Drafts.** Checks or drafts (paper or electronic) on the funds of the Foundation shall be signed by two (2) individuals. The two individuals may be two Officers of the Foundation or the CHF President along with an appropriate CHF staff member approved by the Board to be an alternate signor provided the responsibilities of the staff member do not include receiving or depositing funds or preparing checks. All Foundation Officers shall be authorized to sign checks or drafts. At least one of the two signatures required on any check or draft in excess of \$100,000 shall be from the Chairperson or the Vice Chairperson in absence of the Chairperson.
- Section 6. **Execution of Foundation Documents.** The Chairperson and the President are authorized to execute in the name of the College Heights Foundation, with the Secretary attesting if necessary, all certificates, contracts, deeds, notes and other documents or legal instruments authorized by the Board or these Bylaws.
- Section 7. **Director, Officer, and Employee Bonding.** The College Heights Foundation shall keep in force a blanket surety bond or dishonesty insurance to assure that each Director, Officer, and employee who is authorized to collect, hold, or disburse funds of the CHF shall faithfully discharge his or her duties.
- Section 8. **Employee Departure.** In the event of the departure of the CHF President or CHF Treasurer, a qualified letter of opinion shall be issued by a Certified Public Accountant selected by the Finance and Audit Committee regarding the financial status of the Foundation. This shall not constitute the annual audit of the College Heights Foundation, but shall serve as a good faith effort to aid in a smooth financial transition.

ARTICLE VIII-POLICIES AND PROCEDURES

- Section 1. **Parliamentary Procedure.** Roberts Rules of Order as most newly revised shall govern the proceedings of all meetings of the College Heights Foundation and of the Board of Directors.
- Section 2. **Written Policies.** The College Heights Foundation shall have written policies approved by the Board of Directors that include, but are not limited to, investments, spending distributions, conflicts of interest, personnel, records management, confidentiality, gift acceptance, and indemnification. All written policies shall be maintained as official documents of the College Heights Foundation and shall be approved by a majority vote.

ARTICLE IX-AMENDMENTS

- Section 1. **Amendments.** The Bylaws of the College Heights Foundation may be amended by a two-thirds vote of the total membership of the Board of Directors.
- Section 2. **Notice.** Written notice of any proposed amendment shall be distributed by mail and electronic mail to each member of the Board at least ten (10) calendar days prior to any meeting at which the proposed amendment is to be considered. If appropriate notice cannot be achieved, Bylaw amendments shall require unanimous consent for approval.

ARTICLE X-ARTICLES OF INCORPORATION

- Section 1. The Bylaws shall be interpreted in a manner consistent with the Articles of Incorporation. In case of a conflict, the Articles of Incorporation shall supersede the Bylaws.

Bylaws of the College Heights Foundation, Inc. adopted by the Board of Directors on May 1, 2014.