

# UC Foundation Governing Documents

# THE UNIVERSITY OF CINCINNATI FOUNDATION BYLAWS

## CINCINNATI, OHIO

Adopted October 18, 2014

Amended October 17, 2015

Amended October 15, 2016

### **ARTICLE I.**            **AUTHORITY, POWERS AND LIMITATIONS**

The University of Cincinnati Foundation was chartered by Articles of Incorporation, dated December 19, 1975, and approved by the Secretary of the State of Ohio, as a not-for-profit corporation. The powers and limitations of the corporation shall be those contained in the Articles of Incorporation filed with the Secretary of the State of Ohio on December 19, 1975; and these Bylaws approved October 18, 2014. The term “Bylaws” shall, for purposes of this document, have the same meaning as the term “Regulations” as provided by the Ohio Revised Code, (“ORC”).

### **ARTICLE II.**            **PURPOSES**

The purposes, limitations and powers of the corporation shall be those contained in the Articles of Incorporation filed with the Secretary of the State of Ohio on December 19, 1975.

### **ARTICLE III.**            **BOARD OF TRUSTEES**

#### Section 1.        General Powers

The Board of Trustees is vested by law with all the powers and authority to govern effectively and set policy for the Foundation in accordance with the laws of the state of Ohio. The term “Trustees” shall, for purposes of this document, have the same meaning as the term “Directors” as provided by the ORC. The Board of Trustees serves the following primary functions: 1) Stewarding and overseeing the University of Cincinnati Foundation’s overall development efforts; and 2) Serving as the legal governance body of the Foundation. The Trustees are responsible for fulfilling the development role. The governance role primarily is fulfilled by the Executive Committee, as informed by the Committee on Trustees and Governance, who serve as described in Article VI, Section 2A.

The Board of Trustees shall support the University of Cincinnati and the Foundation in pursuit of their respective missions and, more particularly, shall: plan, participate in and monitor development and fundraising activities including capital campaigns for the Foundation and the

University; carry-out self-assessment and strategic planning; help develop and implement strategies to help secure a strong future for the University of Cincinnati; help provide coordination and collaboration between the University, the Foundation, UC Alumni Association, UC Health Foundation, any authorized entities, and the advisory Boards and councils of the various University of Cincinnati units and campuses.

#### Section 2. Number of Board Members

The Foundation shall have no members other than its Trustees. The Foundation shall have a Board of Trustees consisting of no fewer than 12 but no more than 100 voting members, as determined from time to time by the Board of Trustees. The President of the Foundation shall be an ex-officio, non-voting member of the Board.

#### Section 3. Classification of Trustees

The Foundation shall have regular voting, honorary, emeriti, and ex-officio Trustees. Trustees in the categories Section 3A, 3B, and 3C shall be eligible to attend meetings of the Board of Trustees and Committee, and to participate fully, but shall have no right to vote, except for the transition noted in Section 5.

##### Section 3. A. Honorary Trustees

The Trustees, through the Committee on Trustees and Governance, may elect from time to time selected individuals as Honorary Trustees who, because of their position and/or prestige, may reflect honor upon the Foundation and its purposes, but who shall not have served as active Trustees. In the election of Honorary Trustees, special consideration shall be given to persons who, through their personal gifts, have demonstrated extraordinary commitment to the University of Cincinnati. If so appointed, Honorary Trustees may serve in an advisory, non-voting role on Committees of the Board.

##### Section 3. B. Trustees Emeriti

The Trustees, through the Committee on Trustees and Governance, may elect from time to time selected individuals as Trustees Emeriti who have served with distinction as active members of the Board of Trustees.

##### Section 3. C. Ex Officio Trustees

The Board, through the Committee on Trustees and Governance, may elect from time to time selected individuals as Ex Officio Trustees to serve and meet with the Trustees and/or the Committees. The permanent Ex Officio Trustees shall be:

- Chairperson, Board of Trustees, University of Cincinnati
- President, University of Cincinnati

- Vice President for Academic Health Center, University of Cincinnati
- Senior Vice President for Academic Affairs and Provost, University of Cincinnati
- Up to three designees from the Council of Deans, University of Cincinnati
- Senior Vice President for Administration and Finance, University of Cincinnati
- A member of the Faculty of the University of Cincinnati designated by the President of the University of Cincinnati
- Any equivalent officers of the University of Cincinnati as determined by the President of the University of Cincinnati
- CEO, UC Health
- President of the Board, UC Health
- Chair of the Board, UC Health Foundation
- President, University of Cincinnati Foundation
- Secretary, University of Cincinnati Foundation
- Treasurer, University of Cincinnati Foundation

#### Section 4. Method of Selection

New and incumbent Trustees who are eligible for re-election, shall be nominated by the Committee on Trustees and Governance, recommended to the Executive Committee, and ratified at the April or October meeting of the Board by a majority of the Board members.

#### Section 5. Terms of Office

The term of elected Trustees shall commence at the next regular meeting following their election, and shall continue until the same date in the fourth April or October (four-year term) following such election. The Trustees shall be eligible for election to subsequent terms as deemed appropriate by the Committee on Trustees and Governance. Trustees, other than the Chair, Vice Chair and the Immediate Past Chair may serve on the Board for up to a maximum of three (3) four-year terms for a total of twelve (12) years. Term limits for the Chair, Vice Chair and the Immediate Past Chair are suspended during their term of office. After a minimum of a one (1)-year sabbatical, Trustees again shall be eligible for election.

As of October 23, 2010, the Chair, Officers and any Trustee elected prior to the year 2000 may be elected to one additional four-year term following the expiration of their current term.

#### Section 6. Attendance

Trustees are expected to attend the majority of all regular committee and board meetings of the UC Foundation, and are requested to provide at least three (3) days written notice of their absence from meetings. Periodically the Committee on Trustees and Governance will review attendance records to quantify the engagement and commitment of trustees as one of the

determining factors in renewal of trustees' terms on the Board. Attendance records are retained in the Foundation Board Relations Office, and are published annually.

#### Section 7. Leave of Absence

A trustee may request a leave of absence (LOA) from the Board when short-term circumstances prevent the trustee from fulfilling Board responsibilities. The LOA will be included in the trustee's term of service on the board. The written request must be made to the board chair, and will be reviewed and approved by both the Committee on Trustees and Governance and the Executive Committee

#### Section 8. Resignation

Any Trustee may resign at any time by submitting a written notice to the Board Chair or Secretary. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

#### Section 9. Removal

Any Trustee may be removed from the Board by a two-thirds majority vote of the Trustees at any regular or special meeting of the Board called expressly for that purpose. Any board member proposed to be removed shall be entitled to reasonable notice and an opportunity to be heard.

#### Section 10. Automatic Review

The absence of any elected Trustee from three (3) consecutive regular meetings of the Board of Trustees, not excused by the Chair, shall prompt an automatic review of his/her continued service as a Trustee by the Committee on Trustees and Governance.

#### Section 11. Vacancies

The Trustees, through the Committee on Trustees and Governance, may from time to time elect new Trustees to fill vacancies caused by death, resignation, or other reason. Elections to fill such vacancies shall be for the remainder of the unexpired term in which the vacancy exists; and if the remainder of the term is for more than two (2) years, the term remainder shall count as a full term in determining eligibility for re-election.

#### Section 12. Elections

Officers and the Executive Committee shall be elected at the annual meeting of the Board of Trustees from a list of nominees prepared by the Committee on Trustees and Governance. The annual meeting shall be held each October. New Trustees may be elected at any regular or special meeting upon recommendation of the Committee on Trustees and Governance, and the Executive Committee or by the action of a majority of the voting members of the Board present and shall take office at the next regularly scheduled meeting. In rare instances, new Trustees may be

appointed by the Chairperson and shall take office immediately after such appointment subject to the approval of the Committee on Trustees and Governance, and the Executive Committee.

#### **ARTICLE IV**            **BOARD MEETINGS**

##### Section 1.        Regular Meetings

The Board of Trustees shall have two regular meetings each year including the annual meeting which takes place after October 1, on such dates and at such places as it shall determine. At such meetings, any business related to the authority of the Board may be discussed and transacted.

##### Section 2.        Special Meetings

Special meetings may be held at the call of the Board Chair or the President or upon the written request of twenty-five percent of the voting Trustees. The Board Chair or Secretary shall deliver to each Trustee, by regular mail, electronic mail, or otherwise, notice of such special meetings, along with a clear statement of purpose(s), at least fourteen (14) business days in advance.

##### Section 3.        Notice

Notice of all meetings of the Board shall be communicated by regular mail, electronic mail, or otherwise to Trustees at least seven (7) business days before any regular or special meeting - unless waived in writing. The time and place of the meeting(s) along with a proposed agenda and all available, pertinent material shall be delivered to each Trustee.

##### Section 4.        Remote Participation

Any Trustee may participate in a Committee meeting of the Board by means of a conference telephone or similar communications mechanism that allows all persons participating in the meeting to hear each other simultaneously. Participation by such mechanism shall be equivalent to presence in person at the meeting.

##### Section 5.        Quorum

At all meetings of the Board of Trustees and at all meetings of the Board Committees, a majority of the voting Trustees present in person or by telephone, as the case may be, shall constitute a quorum for the transaction of business; and the act of a majority of the voting Trustees of the Committees present in person or by telephone at any meeting at which there is a quorum, shall be the act of the Board of Trustees or Committees, as the case may be.

Section 6. Voting

Voting during the meeting may be conducted by email, mail, fax, electronic polling, conference call, telegram, cable or by any other means as approved by the Board of Trustees. A written consent setting forth the action(s) taken and signed by each appropriate member Trustee shall be filed with the minutes of the proceedings as soon as practical.

Section 7. Executive Session

The Board of Trustees or any Committee of the Board may be called into Executive Session in the course of any meetings as provided in the agenda or by vote of the majority of those voting Trustees present. The Executive Session is a meeting of the Board to handle confidential matters that are not disclosed; often with no staff in attendance. The Chairperson may excuse any member or other person from such sessions as appropriate.

**ARTICLE V.**            **BOARD OFFICERS**

Section 1. Officers of the Board

The officers of the Board shall be the Chair and Vice Chair, President, Secretary and Treasurer. The Board may establish additional officers of the Board as it deems necessary. All Officers of the Board serve at the pleasure of the Board.

Section 1. A. The Chair

The Chair of the Foundation shall be elected at the annual meeting of the Trustees and serve one renewable term of two years for a total of four years. The Chairperson of the Foundation shall preside at meetings of the Board of Trustees and perform such duties as the Board of Trustees directs. He/she shall be Chair of the Executive Committee and an ex-officio member of all Committees. In the event of the absence of both the Chair and the Vice-Chair, the Chair shall designate another member of the Executive Committee to preside at any meeting of the Executive Committee, or of the Board of Trustees. The Chair and President shall arrange agendas for all meetings of the Board of Trustees and Executive Committee. The Chair may appoint new Trustees, as provided in Article 3, Section 9.

Section 1. B. The Vice Chair

In the absence of the Chair, The Vice Chair of the Foundation shall preside at meetings of the Executive Committee and of the Board of Trustees, and perform such duties as the Board of Trustees directs. He/she also shall perform all of the duties of the Chair in the absence or incapacity of the Chair. He/she shall be an ex-officio member of all Committees. At the completion of the

Chair's first term, the Chair shall confer with the Committee on Trustees and Governance on the nomination of a Vice Chair. The Vice Chair may become Chair upon the completion of the Chair's term.

#### Section 1.C. The Secretary

The Secretary of the Foundation, who serves as a liaison between the Board and the administration, shall be the professional staff member who has charge of the corporate books, records and Policy Manual of the Foundation; and, with the Chair, shall execute and sign such instruments as may require his/her attestation; shall make and shall perform duties as are incidental to the office or as may be required by the Board of Trustees. The Secretary, as appointed by the President of the Foundation, is responsible for supporting the Board and its Committees, including notifying Board and Committee members of meetings, and maintaining minutes and records of Board actions.

#### Section 1.D. The Treasurer

The Treasurer of the Foundation may serve in the dual role as the Chief Financial Officer of the Foundation as appointed by the President of the Foundation, and shall be the professional staff member who has general oversight responsibilities of the business operations of the Foundation, and fiduciary responsibilities as stipulated in the Articles of Incorporation and these Bylaws.

#### Section 1. E. The President

The President shall serve as the chief executive officer of the Foundation, and be responsible for the administration of the daily affairs of the Foundation, reporting directly to the Chair of the Board of Trustees. The President shall: function as (1) chief staff officer, serving on the Board and all Board Committees of the Foundation; and (2) the principal contact with the University of Cincinnati and, as such, shall be responsible for the detailed coordination and cooperation with all facets of the University.

The President shall designate an employee to serve as a staff liaison for each Committee, who shall be an Ex Officio member of such Committee.

#### Section 1.F. The Chief Financial Officer

The President shall appoint a Chief Financial Officer with such qualifications as to assure implementation of the provisions of the Bylaws in a prompt and prudent manner.

Through the President, the Chief Financial Officer shall be the professional staff member who serves as the staff officer to the Finance and Operations Committee, the Audit Committee, and the Investment Committee.



Section 1.G. The Immediate Past Chair

The immediate past Chair of the Foundation shall continue to serve as a voting Trustee, notwithstanding his/her term might otherwise expire, during the term of his/her successor as Chair.

Section 2. Terms

The Board shall elect the Officers of the Board at its annual meeting. The Chair and Vice Chair shall serve for a two-year (2) term. The Chair and Vice Chair may be re-elected to a second two year term, but shall not be eligible to re-election to that office beyond a total of four consecutive years except that any officer whose term has ended may serve until a new appointment is made.

Section 3. Resignation of Officers and Incapacity

Section 3A. Any Board Officer may resign at any time by submitting a written notice to the Board Chair or Secretary. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

Section 3B. In the event of absence, disability or removal of any Officer, or for any reason that the Board of Trustees may deem sufficient, the Board of Trustees may delegate, in whole or in part, the powers or duties of such Officer to any other Officer or to any other person otherwise qualified to perform the required duties.

Section 4. Vacancies

Board Officer vacancies may be filled through a special election at any regular or special meeting of the Board, but election or re-election normally shall take place at the Board's annual meeting.

## **ARTICLE VI.            BOARD COMMITTEES**

### **Section 1.        Standing and Ad Hoc Committees**

The Board shall establish and function through standing and ad hoc Committees as it deems appropriate to discharge its responsibilities. Each Committee shall have a written statement of purpose and primary responsibilities approved by the Board, and such rules of procedure or policy guidelines as it or the Board, as appropriate, may approve.

### **Section 2.        Committee Membership**

Each Committee shall include a minimum of three (3) regular voting Trustees. All Committee Chairs, Vice Chairs and a majority of each Committee shall be Trustees.

All Committees, except the Executive Committee, shall be appointed annually by the Chair of the Board of Trustees. All Committees shall have appointed Chairs and Vice-Chairs who may serve up to two (2), four (4) year terms, totaling eight (8) years, in their respective roles.

Chairs and vice chairs of all Committees shall be recommended from among voting Trustees of the Board of Trustees by the Committee on Trustees and Governance to the Board Chair. The Committee on Trustees and Governance shall submit their recommendation to the Chair of the Board for approval.

In the absence of committee chairs, vice chairs may attend and vote during Executive Committee meetings.

Members of the Executive Committee, other than members serving by reason of office, shall be elected from among the voting Trustees of the Board. However, members of other Committees need not be Trustees. Each Chair shall assure the discussions and actions of his/her Committee are properly recorded and promptly distributed to members of the Committee, and the Board of Trustees when appropriate.

Each regular Trustee simultaneously may serve on a maximum of two Committees not including the Executive Committee. A majority of the Committee's voting Trustees shall constitute a quorum.

The Board Chair and the President of the Foundation shall be Ex-Officio, non-voting members of all Committees.

### **Section 3.        Standing Committees**

Standing Committees shall include the Executive Committee; Alumni Engagement Committee, Audit Committee, Committee on Trustees and Governance, Communications and Recognition Committee, Compensation Committee, Development Committee, Finance and Operations Committee and Investment Committee.

#### **Section 3. A.    Executive Committee**

The Committee shall have the general power and authority of the Board between meetings of the Board, and shall report and present for ratification its actions at the next meeting of the Board of Trustees.

The purpose of the Committee is to provide strategic leadership for the Board, establish fundraising goals on an annual and longer term basis. The goals shall be proposed by the President of the Foundation and presented to the Committee for review and approval. Further, the Committee shall have specific duties of acting on general Foundation management, oversight and evaluation, cost-benefit program analysis, and budget review and recommendation.

The Committee, which consists of voting members, includes the Foundation Board Chair, Vice Chair, the immediate past Chair, all standing Committee Chairs, and no more than five (5) At-Large voting Trustees as may be elected by the Board of Trustees. The President of the University of Cincinnati, the President of the University of Cincinnati Foundation, the Chief Financial Officer of the Foundation, the Treasurer, and Secretary shall be ex-officio members. All Committee members shall be nominated by the Committee on Trustees and Governance for consideration and approval by the Board of Trustees. Vacancies among At-Large members may be filled by the Executive Committee for the remainder of their terms.

The Executive Committee, in consultation with the University President, shall recommend the candidate for the position of Foundation President, which appointment shall become effective upon the affirmative vote of the Foundation Board of Trustees. The Executive Committee may appoint a search committee to identify a qualified candidate for the position.

Evaluation of the President shall be conducted by Chair of the Board, in consultation with the University President. The Chair of the Board shall be accountable to the Executive Committee for evaluation of the President.

### Section 3. B. Audit Committee

The purpose of the Audit Committee is to oversee the Foundation's financial practices and standards of conduct. The Committee is responsible for overseeing the external financial audit and such internal audits as it deems appropriate; ensuring compliance with legal and regulatory requirements; monitoring compliance with the conflict of interest policy; and monitoring internal controls and risk-management systems. The Committee shall have the authority, through its Chair or majority of its members, to ask management to address specific issues within the mandate of the Committee as well as the authority to engage independent legal counsel and other professional advisors to carry out its duties. The Audit Committee Chair shall not be a member of the Finance and Operations Committee.

The Committee shall consist of the Chair, Vice Chair, and at least one member with financial expert experience, and two others with substantive financial, accounting or audit experience. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the

UC Foundation Board Chair, UC Foundation President, Treasurer, UC Foundation CFO, University of Cincinnati Senior Vice President of Finance and Administration, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and At-Large Trustees as appointed by the UC Foundation Board Chair.

### Section 3. C. The Committee on Trustees and Governance

The purpose of the Committee is to ensure the integrity of the Board and enhance Board performance. The Committee is responsible for establishing and maintaining standards of Board conduct; identifying the expertise and experience needed by the Board; recommending a slate of nominees for Board service and Officers for Board approval; ensuring Board members have adequate, appropriate orientation and ongoing education; assessing the performance of the Board and Trustees; and periodically reviewing and ensuring compliance with these Bylaws and other Board policies; and recommending to the Executive Committee any proposed changes to the Bylaws.

The Committee shall consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, UC Foundation Board Secretary, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and At-Large Trustees as appointed by the UC Foundation Board Chair.

### Section 3. D. Communications and Recognition Committee

The purpose of the Communications and Recognition Committee is to provide quality input to the Foundation's communications strategies and plans; develop a working relationship with staff; and play a meaningful role in Foundation communications, marketing and donor engagement recognition strategies to achieve effective and positive outcomes with the Foundation's key constituents and stakeholders. Further, the Committee will develop and recommend intentional donor engagement and recognition strategies.

The Committee shall consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, UC Foundation Vice President of Donor Engagement, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large Board members as appointed by the UC Foundation Board Chair.

### Section 3. E. Compensation Committee

The purpose of the Compensation Committee is to be responsible and accountable for independent and transparent performance and compensation review of the Foundation President; maintenance of compensation strategies; establishment and review of general compensation policies and standards of staff at all levels; and evaluating and monitoring long-range planning for senior executive development, succession and retention.

The Committee shall consist of a Chair, Vice Chair, and no fewer than three (3) and no more than five (5) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, immediate past UC Foundation Board Chair, other Foundation and/or University officials as appointed by the UC Foundation Board Chair.

### Section 3. F. Development Committee

The purpose of the Development Committee is to provide the Foundation with philanthropic leadership; oversee and facilitate Board and Trustee participation in Foundation advancement, resource development, monitor development plans and progress, participate in setting and approving fundraising goals and assessing progress towards the achievement of those goals; establish goals for and evaluate Board participation in charitable giving; establish and review fundraising and gift acceptance policies; and participate in the development processes related to the identification, cultivation and solicitation of prospective donors to the University of Cincinnati. Further, the Committee shall inform the Audit Committee of potential ethical issues, have authority to negotiate and accept gifts, gift restrictions, endowment agreements, and acceptance of outright and planned gifts. The Committee is responsible for the administration of the Foundation's Gift Acceptance Policy, stating which, how and for what purposes, gifts of cash, securities, real estate, personal property, technology and intellectual property shall be accepted.

The Committee shall consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, UC Foundation Vice President of Development, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large board members as appointed by the UC Foundation Board Chair.

### Section 3. G. Finance and Operations Committee

The purpose of the Finance and Operations Committee is to oversee the integrity of the Foundation's financial operations, long-term economic health, and allocation of resources. The

Finance and Operations Committee shall ensure the Foundation operates in a financially sustainable manner; balances its long-term and short-term obligations; participates in the development, adoption, monitoring and reporting of measurements that focus on the effectiveness of the Foundation's fundraising activities; reviews, recommends, and monitors annual and multi-year operating and capital budgets prepared by the management of the Foundation; participates in the development and implementation of personnel policies and fringe benefit programs; and is responsible for any other matters pertaining to financial and other operations of the Foundation as assigned by the Executive Committee.

The Committee shall consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, Treasurer, UC Foundation Chief Financial Officer, University of Cincinnati Senior Vice President of Finance and Administration, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large Board members as appointed by the UC Foundation Board Chair.

#### Section 3. H. Investment Committee

The purpose of the Investment Committee is to review and revise investment policies, work with investment staff, monitor investment performance, select external investment advisors, and advise the Board in regard to the general investment policy and investment management of the Foundation.

The Committee shall consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, Treasurer, UC Foundation Chief Financial Officer, University of Cincinnati Senior Vice President of Finance and Administration, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large Board members as appointed by the UC Foundation Board Chair.

#### Section 3. I. Alumni Engagement Committee

The purpose of the Alumni Engagement Committee is to create and strengthen the connections between UC and its alumni through relationship building and engagement, while promoting pride and tradition among students and graduates. The Committee shall participate in setting and approving engagement goals and assessing progress towards the achievement of those goals.

The Committee shall consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees who hold a degree from the University of Cincinnati and whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, Executive Director, UC Alumni Association/Vice President for Alumni Relations, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large Board members as appointed by the UC Foundation Board Chair.

Section 4. Ad Hoc Committees

From time to time special, ad hoc Committees may be appointed by the Chair of the Board with direction to perform specific duties.

**ARTICLE VII. CONFLICTS OF INTEREST**

Section 1. General

Trustees must act in accordance with the Foundation's Conflict of Interest Policy. The Board shall adopt and revise, as appropriate, the Conflict of Interest Policy. Each provision of this article shall apply to all Trustees, with and without voting privileges, and all members of any Board Committees.

Section 2. Conflict of Interest Definition

Subject to the Conflict of Interest Policy, a Board member shall be considered to have a conflict of interest if he/she, or persons or entities with which he or she is affiliated, has a direct or indirect interest that may impair or may reasonably appear to impair his/her independent, unbiased judgment in the discharge of his/her responsibilities to the Foundation. Where a Trustee may be related in any way to any person, firm or organization with which the Foundation may do or may consider doing business, that relationship shall be disclosed by the Trustee to the Secretary of the Foundation Board

Section 3. Voting

Trustees shall disclose to the Board any actual, apparent, or possible conflict of interest at the earliest practical time. Where a Trustee's business or other relationship may be involved in a financial transaction with the Foundation, such transaction shall be made as a result of competitive bidding or other objective measure in the best interest of the Foundation; or, where price is not a factor, decisions shall be made only after discussion by the Board of Trustees, and only where it is clear that no other source can better serve the Foundation.

A Trustee who has made such a disclosure shall abstain from voting on such matters. Subject to the Conflict of Interest Policy, the Trustee may be invited to the Board to participate in the discussion. The Board meeting minutes shall reflect that a disclosure was made and note the Trustee's abstention from voting. A Trustee who is recused may be counted for purposes of determining the presence of a quorum at the meeting but shall not be counted for purposes of determining the presence of a quorum for the requisite Board action.

#### Section 4. Annual Disclosure

The Trustees annually shall complete, update, sign and certify their independence, or promptly report in detail any relationships that are or may be a conflict of interest to the Secretary of the Foundation Board.

#### Section 5. Code of Ethics and Conflict of Interest Policy

The UC Foundation Board of Trustees has adopted a Code of Ethics and a Conflict of Interest Policy. These documents shall be contained as an addendum to the Bylaws and be reviewed and updated as legally required or every four years.

#### Section 6. Compensation

Board members serve as volunteers and are not compensated for their services. They may be reimbursed by the Foundation for any reasonable authorized expenses incurred by them in the performance of their duties as Board members.

#### Section 7. Annual Audit and Inspection

There shall be at least an annual audit of all books, records and transaction documents by an independent auditor.

### ARTICLE VIII.

### INDEMNIFICATION

#### Section 1. General



The Foundation shall, to the extent legally permissible by Ohio law, indemnify each of its Officers and Trustees, and each person employed by the Foundation who serves at the direction of the Foundation as a director, Trustee, officer, employee, or agent of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise against all liabilities and expenses (including legal fees) reasonably incurred in connection with the defense of any action, suit, or other proceeding (whether civil, criminal, administrative or investigative) to which he or she has been made a party by reason of being or having been in such role, provided he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Foundation. Trustees and Officers shall not be entitled to indemnification for acts that are adjudicated in such action, suit, or proceeding to be the result of gross negligence or willful misconduct in the performance of duty.

The Foundation shall, as an inducement to the officers and Trustees to undertake such positions, purchase at the Foundation's expense such policy of errors and omissions coverage, or other such insurance coverage, as the Trustees deem prudent.

#### Section 2. Advance Payment of Expenses

Expenses, including legal fees, reasonably incurred by any such Trustee or Officer in connection with the defense or disposition of any such action, suit, or other proceeding may be paid from time to time by the Foundation in advance of the final disposition thereof under the condition that the Trustee or Officer repay such advanced fees and costs if it ultimately is determined that the Trustee or Officer is not entitled to be indemnified by the Foundation as authorized by these bylaws.

#### Section 3. Eligibility for Indemnification

The Board may, at its discretion and to the extent legally permissible, authorize, purchase, and maintain insurance on behalf of any person not otherwise entitled to indemnification hereunder, who is an employee or other agent of the Foundation or who serves at the request of the Foundation as an employee or other agent of the Foundation in which the Foundation has an interest.

#### Section 4. Personal Liability

Trustees and Officers shall not be personally liable for any debt, liability, or obligation of the Foundation. All persons, corporations, or other entities extending credit to, contracting with or having any claim against the Foundation may look only to the funds and property of the Foundation for the payment of an debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Foundation.

Section 5. Miscellaneous

The foregoing rights of indemnification and advancement of expenses shall not be exclusive of any other rights to which any Trustee, Officer, or employee may be entitled, under any other bylaw, agreement, vote of disinterested Trustees, or otherwise, and shall continue as to a person who has ceased to be a Trustee, Officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE IX.           AMENDMENTS**

These Bylaws may be altered, amended, or repealed, by majority vote of the Board of Trustees at any regular or special meeting of the Board of Trustees, provided notice of the substance of the proposed amendment(s) is sent to the Board members in accordance with Article IV, Section 3.

**ARTICLE X.           MISCELLANEOUS PROVISIONS**

Section 1.     Fiscal Year

The fiscal year of the Foundation shall be from July 1 through the following June 30 of the succeeding year.

Section 2.     Nondiscrimination

The Foundation does not discriminate in its philanthropic and employment policies against any person on the basis of gender, race, color, religion, age, disability, sexual orientation, national or ethnic origin, or on any other basis proscribed by federal, state or local law.

Section 3.     Subordination to State Code

To the extent that any of these Bylaws may be inconsistent with the Ohio Revised Code (ORC), the ORC shall control.

**ARTICLE XI.           ROBERT’S RULES OF ORDER (NEWLY REVISED)**

Any procedure not specified or limited by these Bylaws shall be governed by *Roberts’ Rules of Order Newly Revised*

**ARTICLE XII.         SEAL**

There shall be no corporate seal of the Foundation.