

FRANCIS MARION UNIVERSITY EDUCATION FOUNDATION

BYLAWS

ARTICLE I: NAME, LOCATION, AND NATURE

- Section 1 **NAME:** The name of the organization shall be The Francis Marion University Education Foundation and is hereinafter referred to for convenience as the Foundation.
- Section 2 **LOCATION:** The headquarters of the Foundation shall be located at Francis Marion University, an agency of the State of South Carolina, in Florence, South Carolina.
- Section 3 **NATURE:** The form of this organization is that of an eleemosynary corporation, and its purposes shall be similar to those of any eleemosynary corporation, except as limited by its Certificate of Incorporation.

ARTICLE II: PURPOSE, OBJECTIVES, AUTHORITY

- Section 1 **PURPOSE:** The purpose of the Foundation is to promote the educational, research, and other programs of Francis Marion University (hereinafter, the “University”) and to support other organizations described in 501©(3)and 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended.
- Section 2 **OBJECTIVES:**
- a) To promote the educational purposes and welfare of the University by obtaining, acquiring, constructing, or otherwise providing, property, real or personal, for use by the University in the accomplishment of its purposes.
 - b) To acquire by gift, devise, bequest, purchase or otherwise, finds and other property, real or personal, and to hold, manage, invest, or arrange for investing all of such property for the benefit of the University.
 - c) To build an endowment fund, the income from which shall be utilized by the Board of Directors in accordance with established priorities and gift restrictions for the exclusive benefit of the University.

- d) To determine appropriate projects and programs of the University to be financed in whole or in part from the net profits of the endowment fund and any annual gifts not restricted by the donor.
- e) To provide support to other organizations described in § § 501©(3) and 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended, that engage in charitable activities consistent with the charitable purposes of the Foundation and which (i) serve the communities of South Carolina or address the need for education, health, material comfort and emotional and spiritual well being of its citizens or (ii) serve humanitarian needs anywhere in the world.

Section 3: AUTHORITY

- a) This Foundation shall have the power to do all things permitted by law, included but not limited to borrowing funds, purchasing, selling, conveying, exchanging, leasing or mortgaging property, real or personal, to carry out its purpose and objectives.
- b) Assets of the Foundation, unless otherwise restricted by the donor, may be used for any and all purposes which may be approved by the Board of Directors, as long as such use is for the benefit of the University and is not in conflict with any other provisions of the bylaws of this Foundation, or the statutes of the State of South Carolina or the United States, or regulations of the Internal Revenue Service governing tax-exempt organizations.

ARTICLE III: BOARD OF DIRECTORS

Section 1 MEMBERSHIP: The Foundation shall be managed and operated by a Board of Directors, which shall transact all business of the Foundation. The number of directors shall be at least 15 and no more than 35 members (exclusive of emeritus members). All shall serve without pay. Only the members of the Board of Directors, including emeritus members, shall have voting privileges.

Ex-officio members may consist of:

1. The President of the University
2. Up to 3 members of the faculty or administrative staff

- Section 2 EMERITUS MEMBERS: Those members of the Board of Directors who have obtained emeritus status prior to May 1992 under the bylaws as amended in 1984 shall retain their status indefinitely and may hold office.
- Section 3 TERMS OF OFFICE: Except for ex-officio members, the term of office of a Board member shall be three (3) years. A Board member may be re-elected for two (2) additional terms. After serving three (3) successive terms (nine years), a person may not be re-elected for a period of one (1) year. Three (3) consecutive absences from Board meetings without notification shall be cause for retirement from the Board.
- Section 4 METHOD OF ELECTION: A Nominating Committee shall nominate new members of the Board. The Nominating Committee shall consist of three (3) members who are appointed by the Chairman. Nominations may also be submitted by any member of the Board provided the nomination is made in writing fourteen (14) days prior to the Board meeting.
- Section 5 RESIGNATION: Any member of the Board may resign at any time. Such resignation shall be made in writing, shall be submitted to the Secretary, and shall take effect at such time as accepted by the Executive Committee.
- Section 6 HONORARY MEMBERS: From time to time, the Board of Directors may wish to designate honorary members of the Board. These honorary members may be former Board members whose terms of membership have expired. Honorary members shall serve in an advisory capacity, without voting privileges.
- Section 7 MEETINGS: The Board of Directors shall hold meetings at least two times per year.
- Section 8 SPECIAL MEETINGS: Special meetings of the Board of Directors may be held upon the call of the Chairman, or by written request of ten (10) members of the Board, provided that at least fourteen (14) days notice of the time, place, and purpose of each meeting shall be given to the members of the Board.
- Section 9 QUORUM: A quorum shall be one-fourth of the members of the Board of Directors. All actions of the Board and all its committees shall be determined by majority vote unless otherwise provided elsewhere in these bylaws.
- Section 10 SURETY BOND/INDEMNIFICATION: All officers and other employees having access to Foundation funds shall be required to be bonded conditioned on the

performance of their duties in such amounts and with such sureties and upon such other conditions as may be required by the Board of Directors from time to time.

The Foundation shall indemnify directors, officers, employees, and agents of the Foundation from any and all liability for their acts in the respective capacities, to the extent permitted by state law. Within the boundaries of state law, the foundation may procure insurance providing greater indemnification for all such persons.

Section 11 SIGNATORIES: All drafts, bids, proposals, agreements, securities, deeds, leases, mortgages, notes, assignments, bills of sale, certificates, applications, and other corporate legal documents shall be made or signed by a designated Foundation officer. The Chairman, Treasurer, or Executive Director of the Foundation, or other such persons required periodically by the Board of Directors will be authorized signatories of the Foundation.

ARTICLE IV: OFFICERS

Section 1 TITLE OF OFFICERS: The Officers shall be a Chairman, Vice-Chairman, Secretary, and Treasurer.

Section 2 METHOD OF SELECTION: Prior to the spring meeting the Chairman shall appoint a nominating committee, to be comprised of at least three (3) members for the purpose of slating a Chairman, Vice Chairman, Secretary, and Treasurer. The slate will be voted on at the annual meeting and those elected will take office at the beginning of the following fiscal year.

Section 3 TERM OF OFFICE: Officers shall take office at the beginning of the fiscal year immediately following their election. Officers shall serve for one (1) year, or until his/her successor is duly elected. An officer may succeed himself/herself. Every five (5) years, the Foundation will review its administrative structure.

Section 4 DUTIES:

a) Chairman: The Chairman shall preside over all meetings and shall have primary responsibility for the Foundations relations with the University.

- b) Vice-Chairman: In the absence of the Chairman, the Vice Chairman shall preside at any meeting and otherwise perform the duties of the Chairman.
- c) Secretary: The Secretary shall record, or cause to be recorded, the minutes of the meetings of the Board.
- d) Treasurer: The Treasurer shall be the chief financial officer of the Foundation and, as such, shall be responsible for the supervision of the accounting procedures and recording of the receipts and disbursements. The Treasurer shall coordinate interaction with the Investments Committee and shall make regular financial reports as directed by the Board.

ARTICLE V: FINANCES

- Section 1 CONTRIBUTIONS: Contributions may be accepted by the Foundation with or without restrictions so long as the restrictions shall be in keeping with the purposes of the Foundation; however, the Board may refuse any contribution at its discretion. All contributions shall be made payable to the Francis Marion University Foundation.
- Section 2 DEPOSITS: All monetary contributions shall be deposited in the name of the Foundation in such place or places as may be designated by the Board.
- Section 3 DISBURSEMENTS: Disbursements of the funds of the Foundation shall be made only for purposes designated by the Board of Directors.

ARTICLE VI: COMMITTEES

- Section 1 STANDING COMMITTEES: There shall be the following standing committees, the members of which may be, but need not necessarily be, members of the Board of Directors. Committee members shall be appointed by the Foundation Chairman.
 - a) Executive Committee
 - b) Fundraising Committee
 - c) Scholarship Committee
 - d) Real Estate Committee
 - e) Investments Committee

The authority, duties, and powers of the various standing committees areas set forth in this Article VI but may be limited or increased from time to time as the Board may so decide.

Section 2 EXECUTIVE COMMITTEE: The Executive Committee shall be comprised of the following:

- a) Chairman of the Foundation
- b) Vice Chairman of the Foundation
- c) Secretary of the Foundation
- d) Treasurer of the Foundation
- e) President of the University (Ex-officio)

AUTHORITY: The Executive Committee shall have all the powers of the Board during the interim between meetings of the Board, but not the power to do anything inconsistent with the policy of the Board or actions previously taken by the Board.

Section 3 FUNDRAISING COMMITTEE: It shall be the duty of the Fundraising Committee to recommend policies, procedures, and programs for solicitation of major and deferred gifts, including recognition of donors; to develop plans for major fund raising campaigns and initiatives; and to determine from time to time the method of solicitation of all constituencies of the University and the general public and to secure for the Foundation voluntary contributions from these groups.

Section 4 SCHOLARSHIP COMMITTEE: It shall be the duty of the Scholarship Committee to make recommendations for the awarding of all scholarships and grants funded by the Foundation. Scholarship awards will be made in accordance with the established guidelines of the University's Financial Assistance Office.

Section 5 REAL ESTATE COMMITTEE: It shall be the duty of the Real Estate Committee to acquire, lease, sell, exchange and rent property and to establish and collect rents, fees, and other income. The committee will oversee such properties that may be owned by the Foundation, report its actions to the Board, and receive directions from the Board for the care and disposition of such property. Designated signatories and Executive Committee members will also serve as members.

Section 6 INVESTMENTS COMMITTEE: It shall be the duty of the Investments Committee to

manage the Foundation's investment portfolio. This committee shall recommend policies and procedures to ensure the maximum possible return on Foundation assets consistent with reasonable standards of responsible financial management and investment. The Treasurer of the Foundation shall serve on the Investments Committee.

Section 7 COMMITTEE CHAIRMEN: The chairman of each of the Standing Committees shall be appointed by the Foundation Chairman.

Section 8 COMMITTEE PROCEDURES: Minutes of the proceedings of each committee meeting shall be kept, and each committee shall make full reports of its activities to the Board in open meetings. The assistance of the Executive Director will normally be available to aid in the administration of the committee business. This office will keep the committee chairmen and President of the University informed of communications and other matters of concern to the standing committees. The office will maintain committee files and will make arrangements for meeting of the committees.

Section 9 SPECIAL COMMITTEES: The Board of Directors may authorize special committees as needed with such powers and duties as the Board may prescribe.

ARTICLE VII: GENERAL PROVISIONS

Section 1 All matter of policy and business not specifically assigned to an officer or committee under the bylaws shall be referred to the Board of Directors, and a majority vote of the Board at a regular or special meeting shall constitute legal authority for any action which may be taken by the Board, including the transfer of monies or properties to the University. It is specifically recognized that the Board may, by agreement or authorization, delegate authority to act in certain areas for the Board, such as arranging with fiscal agents or investment counsel to act as investment agent for the Board in the purchase, sale, exchange, or other handling of funds or other assets of the Foundation. Such an investment agreement may vest in an agent or trustee such funds and properties for handling, including full discretion, or any extent thereof, to buy, sell, hold, exchange, in the name of a nominee or otherwise, for the Foundation, upon such terms and conditions as the Board shall determine.

Section 2 No part of the net earnings of the Foundation shall inure to the benefit of any member of the Board.

Section 3 AUDIT: All financial affairs of the Foundation shall be audited on an annual basis.

ARTICLE VIII: DISSOLUTION PROCEDURE, INCOME, AND EXPENDITURES

Section 1: This Foundation may be dissolved by a two-thirds vote of its Directors, at a meeting held following fourteen (14) days written notice of such meeting given to each Director, which notice shall state the purpose of the meeting. Upon dissolution of the Foundation, the assets remaining after all debts have been paid shall be distributed in such amount or amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction at the request of the Board of Directors, exclusively to Francis Marion University, or to one or more other organizations which themselves are exempt from federal income tax as organizations described in Section 501(c) 3 and exempt from taxation under Section 501 (a) of the Internal Revenue Code of 1954, or corresponding provisions of any prior or future Internal Revenue Code.

Section 2 The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 3 The Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed in Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 4 The Foundation shall not retain any excess business holdings as defined in Section 4943 © of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 5 The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

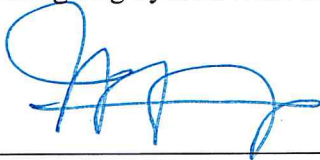
Section 6 The Foundation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX: AMENDMENTS AND RATIFICATION

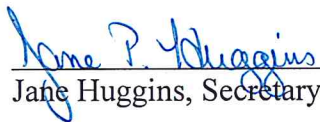
Section 1 AMENDMENTS: Any amendments to these bylaws shall be adopted by two-thirds vote of members present at any regular or special meeting, provided written notice of the proposed amendment has been sent to each member of the Board of Directors at least fourteen (14) days prior to the meeting.

Section 2 RATIFICATION: These bylaws become effective when they have been adopted by the Board of Directors under amendment procedures of Article IX of existing Bylaws as last amended on December 3, 1996. When ratified, this document shall completely replace any previous bylaws and override any operating policies which may be in conflict with it.

The foregoing bylaws were amended by the Board of Directors May 22, 2013.



Frank J. Brand, Chairman



Jane Huggins, Secretary