

The University of North Carolina at Greensboro  
**Human Environmental Sciences Foundation, Inc.**

BYLAWS

Revised and Approved March 14, 1989  
Amended September, 1994

ARTICLE I  
BOARD OF DIRECTORS

The number of Directors shall be not less than five (5) nor more than twenty-five (25). The appointment of Directors, as provided in ARTICLE II, shall be staggered such that approximately one-third of the number of Directors shall be appointed each year. Directors shall be appointed and hold office for terms of three years or until the appointment of their successors.

ARTICLE II  
APPOINTMENT OF DIRECTORS

Directors of the corporation shall be nominated by the Board of Directors of the School of Human Environmental Sciences Foundation, Inc., and appointed by the Board of Trustees of The University of North Carolina at Greensboro upon recommendation of the Chancellor of the University.

The Vice Chancellor for Business Affairs, the Vice Chancellor for University Advancement, and the Dean of the School of Human Environmental Sciences shall serve, ex officio, as Directors of the Corporation with full voting rights.

The unexpired term of any Director who resigns or who fails for any reason to serve or qualify to serve as a Director may be filled by the Board of Trustees of the University of North Carolina at Greensboro upon recommendation of the Chancellor of the University.

ARTICLE III  
MEETINGS OF DIRECTORS

The annual meeting of the Board of Directors shall be held at the office of the corporation, or at such other place as the President may designate, on the third Monday in October of each year. Special meetings of the Board of Directors may be called by the President or by any three Directors. If for any reason the annual meeting of the Board of Directors shall not be held on the appointed day, such meeting may be called and held as a special meeting. At any meeting, a simple majority of the membership of the Board of Directors shall constitute a quorum.

A notice of annual meeting shall be required. Notice of any special meeting shall be mailed to each Director at his or her last know address at least two days before the day of the meeting. Director may waive notice of any meeting in writing before, during, or after such meeting.

#### ARTICLE IV POWERS AND DUTIES OF DIRECTORS

1. The business, property and affairs of this corporation shall be managed by the Board of Directors.
2. The Board of Directors shall have full authority to alter or amend the Articles of Incorporation and to make, alter, amend, or repeal any and all Bylaws of the corporation, except that any change must have prior approval of the Board of Trustees of The University of North Carolina at Greensboro.
3. The Board of Directors at the annual meeting shall elect a President and a Vice President who shall be Directors of the corporation. Each of these officers shall hold office for one year or until their successors are elected and qualified. All vacancies among the officials shall be filled as soon as practicable by the Board of Directors as any regular or special meeting of the Board of Directors.
4. The Vice Chancellor for University Advancement and the Vice Chancellor for Business Affairs shall serve as Secretary and Treasurer of the Foundation, respectively, while appointed to those University positions.
5. The University of North Carolina at Greensboro will serve as fiscal agent for the corporation and the Board of Directors may appoint and employ such other agents, advisors, employees or representatives as in the judgment of the Board of Directors shall be necessary to carry on the work of the corporation, prescribe the duties of such agents, advisors, employees, or representatives and fix their compensation, and may dismiss any such agent, advisor, employee or representative without previous notice.
6. The Board of Directors may require any officer, agent or employee to file with the corporation a satisfactory bond conditioned upon the faithful performance of his or its duties.
7. The affirmative vote of the majority of a quorum of the Board of Directors shall be necessary and sufficient at any meeting to authorize an action of the Board of Directors. Written records setting forth all action taken at any meeting of the Board of Directors and the voting thereon shall be kept in a permanent minute book of the Board of Directors.

8. There shall be an Executive Committee composed of the President, Vice President, Secretary, Treasurer and three Directors to be elected by the Board of Directors. The Executive Committee shall have and exercise the authority of the Board of Directors of The University of North Carolina at Greensboro School of Human Environmental Sciences Foundation, Inc., in the management of the corporation except that it shall have no authority to the following matters:
  - (a) The dissolution, merger or consolidation of the corporation; the amendment of the Articles of Incorporation of the corporation; or the sale, lease, or exchange of all or substantially all of the property of the corporation.
  - (b) The amendment or repeal of the Bylaws or the adoption of new Bylaws.
  - (c) The amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

The terms of office of the Executive Committee shall be one year or until their successors are elected and four members shall constitute a quorum. The affirmative vote of the majority of a quorum shall be necessary and sufficient at any meeting to authorize any action of the Executive Committee.

Meetings of the Executive Committee may be called by the President or by any three members of the Executive Committee at such place as may be designated in the call. Notice of any meeting shall be mailed to each member at his last known address at least two days before the day of the meeting. Members may waive notice any meeting in writing before, during, or after such meeting.

The Executive Committee shall keep regular minutes of its meetings and shall report any action taken by it at the annual meeting of the Board of Directors.

9. In addition to the Executive Committee, other standing or temporary committees may be created by the Board of Directors and invested with such powers as the Board of Directors sees fit. Appointment to the committees shall be by the President. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in the books kept for that purpose in the office of the corporation and shall report the same to the Executive Committee at its next meeting.

## ARTICLE V MEMBERS

1. Members of the corporation shall be such persons, organizations and corporations as shall be appointed by the Board of Directors in its discretion. Such members shall have no voting rights. The term of the membership shall be specified by the Board of Directors.

2. An annual meeting of the members shall be held in conjunction with the annual meeting of the Board of Directors on the third Monday in October of each year, or on such other date the Board of Directors conducts its annual meeting.

## ARTICLE VI DUTIES OF OFFICERS

The President shall preside at all meetings of the Board of Directors and shall exercise general supervision of the affairs of the corporation and do and perform such other duties as may be assigned by the Board of Directors.

The Vice President, at the request of the President or in the event of the President's absence or disability, shall perform the duties and exercise the powers of the President.

The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors; shall keep a record containing the names of all persons who are members of the corporation; may sign with the president or Vice President in the name and on behalf of the corporation any contract or agreements authorized by the Board of Directors and when so authorized or ordered by the Board of Directors may affix the seal of the corporation.

The Treasurer shall have custody of all funds, property and securities of the corporation, subject to such requirements as may be imposed by the Board of Directors. When necessary or proper, the Treasurer may endorse on behalf of the corporation for collection checks, notes and other obligations and shall deposit the same to the credit of the corporation at such bank or banks or depositories the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, shall sign all checks of the corporation and all bills of exchange or promissory notes issued by the corporation, except where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation. The Treasurer shall maintain accurate records of all monies received, paid or incurred for, or on account of the corporation and shall exhibit such books at all reasonable times to any Director. If the Board of Directors employs a fiscal agent, the Board of Directors may designate all or any part of the duties of the Treasurer to such fiscal agent.

## ARTICLE VII SEAL

The seal of the corporation shall be circular in form and shall bear on its outer edge the words "The University of North Carolina at Greensboro School of Human Environmental Sciences Foundation, Inc.," and elsewhere thereon the words "Corporate Seal," "1986" and "North Carolina." The Board of Directors may change the form of the seal or the inscription thereon at pleasure.

## ARTICLE VIII SALARIES

The Directors of this corporation shall serve without compensation. The President, Vice President, Secretary and Treasurer shall serve without compensation.

## ARTICLE IX GIFTS AND DONATIONS

1. Any person making gifts to The University of North Carolina at Greensboro School of Human Environmental Sciences Foundation, Inc., may designate the object or objects for which the gift shall be applied and specify the terms and conditions upon which the gift shall be administered, which shall be known as a designated gift, provided such object or objects and such terms and conditions are within the purpose of the corporation; or any such person may make gifts to The University of North Carolina at Greensboro School of Human Environmental Sciences Foundation, Inc., without any such designation or limitation. All gifts designated or undesignated shall not be effective until accepted by formal action of the Board of Directors of this corporation.
2. In the case of a designated gift, the corporation shall follow the directions of the instrument or gift; provided, however, that if any object or purpose for this any gift is made fails or becomes impossible of performance, or if it is the unanimous opinion of all the Directors of the corporation that the object or purpose of such designated gift or donation has ceased to be within the purpose of this corporation, then and in either event, such gift or donation shall no longer be held and administered for any such specific designated purpose and shall thereafter be held and administered by the corporation for a kindred purpose or as an undesignated gift or donation.
3. Undesignated gifts may be merged with other gifts and the funds and properties so merged may be held and administered by the corporation as a part of its general assets; or if the Board of Directors decides to do so, any undesignated gift may be held and administered by the corporation separately.

## ARTICLE X INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XI  
FISCAL YEAR AND AUDITS

1. The fiscal year of the corporation shall begin on the first day of July of each year unless otherwise provided by the Board of Directors.
2. The books of the corporation and of its fiscal agent will be audited annually as directed by the Board of Directors.

ARTICLE XII  
EXEMPT ACTIVITIES

Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended or by an organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII  
AMENDMENTS

Amendments to the Articles of Incorporation or to these Bylaws can be made by the Board of Directors, as limited by Article IV, Paragraph 2, of these Bylaws, in regular meeting assembled, either annual or special, and if special, then the purpose of the meeting with the proposed amendment or amendments must be stated in the call; provided, however, the vote of the majority of the Directors then in office shall be required to amend the Articles of Incorporation.