

# STOCKTON UNIVERSITY | FOUNDATION

## BYLAWS

### **I. PURPOSE OF FOUNDATION**

Stockton University Foundation, (the “Foundation”) is an independent organization incorporated under the New Jersey Nonprofit Corporation Act (N.J.S.A. 15A:1-1 et seq.), whose sole mission is to support the philanthropic needs of Stockton University (the “University”).

As set forth in the Restated Certificate of Incorporation of the Foundation, the Foundation is organized exclusively for educational purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code or any similar or subsequent legislation relating to exempt organizations.

### **II. PURPOSE OF BYLAWS**

These Bylaws establish rules and procedures for conducting the affairs of the Foundation. They are binding on the Board of Directors (the “Board”), on members of the standing committees of the Foundation and any committees established by the Board, and on the Foundation’s officers, whether those persons served in the applicable capacity at the time these Bylaws were adopted or were appointed or elected to the position at a later date. These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act (“the Act”) and the Foundation’s Restated Certificate of Incorporation, as they may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in the Act or the Foundation’s Restated Certificate of Incorporation, the provision of the Act or of the Foundation’s Restated Certificate shall govern to the extent of such inconsistency.

### **III. PRINCIPAL OFFICE OF THE FOUNDATION**

The principal office of the Foundation shall be located at the Development Office of Stockton University, Galloway, New Jersey 08205. The Board of Directors may, at any time, establish offices at any other location where the Foundation is qualified to do business.

### **IV. GOVERNANCE OF THE FOUNDATION**

#### **a. Board of Directors**

The Foundation is governed by an autonomous volunteer Board of Directors consisting of certain *ex officio* persons as identified below and from twenty (20) to fifty (50) other members which members shall be elected by the present members of the Board to serve for terms of four (4) years, except that the initial Board shall consist of those members who are then serving as members of the Board as of the date of the adoption of these Bylaws. The initial members shall serve the term of office established for them as of the date of their most recent appointment to the Board. Reappointments shall be for a term of four (4) years. Board members shall only be reappointed two times so a member only serves a maximum of twelve years including their initial term. After a period of one year not on the Board, a member may be re-elected to the Board and can serve three consecutive terms.

The Board of Directors shall meet no less frequently than three (3) times a year, with the specific dates and locations of the meetings, which may be within or without the State of New Jersey, to be established by a Board resolution during the last meeting of the prior year which is generally held in June, and shall take place at the principal office of the Foundation or such other location within or without the State of New Jersey as may be determined by the Board. The Foundation's Secretary shall notify the Directors of the date, time and place of the next regular meeting by sending written notice to each such Director at least thirty (30) days in advance of the date therein designated for that meeting.

Special meetings of the Board may be called at any time by the Chair of the Foundation or any five (5) Directors for any purpose consistent with the Foundation's Restated Certificate of Incorporation or Bylaws. Such meeting shall be held upon five (5) days' advance notice if given by telephone, e-mail or in person, or upon ten (10) days' advance notice if given by mail. Such notice shall specify the time, date and place of the meeting, and the subject matter of the meeting.

Notice of a meeting need not be given to any Director who signs a waiver of notice whether before or after the meeting, or who attends the meeting without

protesting, prior to the conclusion of the meeting, the lack of notice to such Director of such meeting. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting; except that notices and/or waivers of any special meetings shall contain the subject matter of the meeting.

The Board of Directors may act without a meeting if, prior or subsequent to such action, three-quarters (3/4) of the membership of the Board consents to such action in writing. All written consents shall be filed in the Foundation's minutes.

## **B. Powers and Duties of the Board of Directors**

The Board of Directors shall have the power and duties of general supervision over and shall be vested with the conduct of the business of the Foundation, consistent with the not-for-profit laws of the State of New Jersey and of applicable Federal authority. It shall have the power and duty to:

- Adopt and use the corporate seal;
- Elect the members of the Board of Directors
- Solicit, hold, manage and expend gifts and contributions of any kind or nature, and have general oversight of the financial affairs of the Foundation;
- Acquire, hold, administer, operate, expend and dispose of the tangible and intangible resources of the Foundation, which resources may consist of cash; securities; bonds; real and personal property; present, contingent or future interest and other property, consistent with the mission of the Foundation;
- Determine policies for organization, administration and development of the Foundation, consistent with the mission of the Foundation;
- Establish such committees consisting of Board members as the Board may deem necessary from time to time for the conduct of the Foundation's business;
- At its annual meeting in September, approve an annual budget for the operation of the Foundation, including but not necessarily limited to administration expenses, representation accounts (accounts established to promote the activities of the University and/or Foundation), capital accounts, restricted and unrestricted scholarship accounts and investment accounts;
- Establish policies and procedures for expenditures and transfers of funds and other assets raised and controlled by the Foundation;
- Elect the officers of the Foundation;
- Appoint, remove, promote, transfer and fix the compensation of employees, if any, of the Foundation;
- Conduct and pay for events that shall promote the Foundation and the University;

- Grant awards and commendations for extraordinary and/or meritorious service to the Foundation, the University or the community; and
- Modify or amend these Bylaws by vote of two-thirds of the members of the Board at any meeting called, at which a quorum is present, provided the members are notified at least ten (10) days in advance of the meeting of the proposed amendment or modification.

### **C. Standing Committees of the Board of Directors**

The Board of Directors may establish such committees of its members to conduct its affairs as it may determine as necessary from time to time. Notwithstanding the above, there shall be the following standing committees of the Board:

#### **1. Executive Committee**

The Executive Committee of the Board of Directors shall consist of the following members and ex officio members: The Chair of the Foundation; the President of the University; the chief development officer of the University; Vice Chairs of the Foundation; and the Treasurer and Secretary of the Foundation. In addition, the Board at its annual meeting shall elect other of its members to serve on the Executive Committee for a term of one (1) year. It shall be the responsibility of the Executive Committee to conduct the activities of the Foundation between the dates of the three meetings of the Board of Directors. The Executive Committee shall have full authority of the Board to perform such acts and to undertake such activities as shall be deemed by the Executive Committee to be necessary or prudent, provided however, that such acts and activities shall be duly and completely reported to the Board of Directors at each meeting of the Board, and such actions that require Board approval shall be confirmed by vote of the Board of Directors at the next meeting following the action. The Executive Committee shall engage in regular and continuing dialogue with the President of the University and the Board of Trustees of the University so that, insofar as possible, Foundation actions will be consistent with the policies and goals established by the Board of Trustees of the University. The Chair of the Foundation shall serve as the Chair of the Executive Committee. Minutes shall be prepared by a member of Committee appointed by the Chair of all deliberations and actions taken at Executive Committee meetings and shall be distributed to the members of the Board of Directors at the next meeting of the Board following the meeting of the Executive Committee.

## 2. Development Committee

As the development/fundraising function is an essential activity of the entire Board of Directors, certain development tasks may be undertaken by the Board as a whole such as planning and coordinating all aspects of the Foundation's fundraising efforts, which shall be consistent with the priorities set forth by the Board of Trustees of the University. From time to time, the Board of Directors may create committees to carry out certain fundraising activities. As these committees are created, the Board of Directors shall create a charter for each committee or committees. As needs dictate, the Board of Directors shall reorganize the committees and constitute new committees including renaming existing committees and/or redirect existing committees. When acting in its capacity as the development committee the Board of Directors shall review fundraising goals, plan approaches, monitor the schedule of activities and keep the President of the University and the Board of Directors of the Foundation regularly apprised of the progress made toward achieving the goals for all fundraising activity.

## 3. Finance Committee.

The Finance Committee is charged with accountability for the Foundation's funds, preparing and reviewing fiscal reports, monitoring fund transactions and earnings, preparing and reviewing fiscal and audit reports, reviewing investment earnings and strategies, and making recommendations to the Board of Directors with respect to all matters involving fiscal and investment policy. The Finance Committee also shall be responsible for presenting budgets for Board approval at the annual meeting of the Board. No manager of the funds of the Foundation or paid fiscal advisor to the Board shall serve on the Finance or Investment Committees. The Treasurer of the Foundation shall serve as the Chair of the Finance Committee. Minutes shall be prepared by a member of Committee appointed by the Chair of all deliberations and actions taken at Finance Committee meetings and shall be distributed immediately to the Executive Committee and to the members of the Board of Directors at the next meeting following the meeting of the Board of the Finance Committee.

## 4. Investment Committee

The Investment Committee shall be responsible for presenting an investment policy and strategy for Board approval and for regularly monitoring the Foundations investments. The Investment Committee shall have responsibility for making investment decisions consistent with the Board approved investment policy and guidelines. No

manager of the funds of the Foundation or paid fiscal advisor to the Board shall serve on the Finance or Investment Committees. Minutes shall be prepared by a member of Committee appointed by the Chair of all deliberations and actions taken at Investment Committee meetings and shall be distributed immediately to the Executive Committee and to the members of the Board of Directors at the next meeting following the meeting of the Board of the Investment Committee.

#### 5. Nominating and Governance Committee

The Nominating and Governance Committee has responsibility to work with the Board and the President of the University to recruit people who are willing to contribute time, talent and money to support the mission of the Foundation. The Committee shall develop and recommend strategies, policies, and practices that orient, educate, organize, motivate, and assess the performance of directors. In addition, at least two (2) weeks prior to the annual meeting of the Board, the Committee will present nominations to the Board for membership on the Board and on the standing committees, their Chairs and for the following officer positions: Chair of the Foundation, Vice Chair of the Foundation, Secretary of the Foundation and Treasurer of the Foundation. It is an important function of the Nominating and Governance Committee to develop diversity in membership on the Board of Directors.

In general, members of the Board of Directors may serve on more than one (1) standing or *ad hoc* committee; provided however that, except for *ex officio* members who are designated as members of one (1) or more committees, a Board member shall not be required to serve on more than one (1) committee. While each term of office shall be for one (1) year, persons may be reelected or reappointed to committee membership without limit. Each member of the Board of Directors shall serve in his or her capacity without compensation. It is anticipated that the major actions taken by the Foundation shall be taken through standing committees. Each standing committee shall develop its own guidelines for its operations and deliberations, which guidelines together with any amendments thereto that may be adopted from time to time, will be delivered to the Board of Directors. A quorum for action by a committee or subcommittee shall be one (1) more than one-half (1/2) of the members of the committee or subcommittee. All decisions made by a standing committee shall be by majority vote of those present and voting. The Board may, at its discretion and in consultation with the President of the University, invite University faculty, administration, student leadership or members of the community at large to serve on selected committees of the Board.

#### **d. Ex Officio Members of the Board of Directors**

The following persons shall be members of the Board of Directors of the Foundation by virtue of the positions held and have full voting rights:

President of the University  
Chief Development Officer of the University (as designated by the  
President of the University)  
President of the Alumni Association of the University

#### **e. Emeritus Directors**

In recognition of outstanding service to the Foundation Board, the Board may from time to time elect members to Emeritus status. An Emeritus Director shall be able to attend Board meetings but does not have the right to vote. Emeritus Board members will be invited to attend all events as other Board members are. Emeritus Board members are expected to maintain their financial support of the Foundation consistent with other Board members. Emeritus Board members shall serve for ten years and the Board may reaffirm their status after the ten year term.

### **V. OFFICERS OF THE FOUNDATION**

The Foundation shall elect from its Board members at its annual meeting the following officers: Chair, Vice Chairs, Secretary and Treasurer, and such assistants as shall be determined by the Board from time to time. The terms of office shall be one (1) year, and persons may be reelected to such without limit.

#### **a. Chair**

The Chair of the Foundation shall be elected annually by the Board of Directors at its annual meeting in September. The Chair shall have general supervision and charge over and responsibility for the affairs of the Foundation, and he or she shall chair all meetings of the Board and shall be responsible for establishing the agenda for each meeting, which agenda shall be sent to all Board members at least one (1) week in advance of the meeting. He or she also will chair those standing committees of the Board, including the Executive Committee, as are set forth in these Bylaws. In addition, the Chair may enter into and execute in the name of the Foundation contracts or other instruments not in the regular course of business which are authorized either generally or specifically by the Board of Directors. The Chair shall have the general powers and duties of management usually vested in the office of the Chair of the nonprofit corporation. The Chair may, from time to time, delegate any or all of his or her duties and authority to any other officer.

#### **b. Vice Chairs**

The Vice Chairs of the Foundation shall be elected annually by the Board of Directors at its annual meeting in September. The First Vice Chair will chair all meetings of the Board in the absence of the Chair and shall perform the duties of the Chair in the Chair's absence or inability to perform such duties. The Vice Chairs shall also have such responsibilities as the Chair of the Foundation or the Board of Directors may, from time to time, delegate to them.

#### **c. Treasurer**

The Treasurer of the Foundation shall be elected annually by the Board of Directors at its annual meeting and will chair those standing committees of the Board as are set forth above. He or she shall have custody of the funds of the Foundation and shall keep or cause to be kept regular books of account for the Foundation. The Treasurer will be responsible for signing checks of the Foundation in excess of a dollar amount that shall be established each year by the Board at its annual meeting. In addition, any of the named officers shall also have the authority for signing checks in excess of the established dollar amount. All such checks signed shall be regularly reported to the Treasurer in a timely fashion. The Treasurer shall perform such other duties and possess such other powers as are incident to the office of Treasurer or as shall be assigned to him or her by the Chair of the Foundation or the Board of Directors. The Treasurer may be bonded if so required by the Board of Directors.

#### **d. Secretary**

The Secretary of the Foundation shall keep and maintain the minutes of all meetings of the Board and its committees as well as all official records of the Foundation, which minutes and records shall be maintained in the office of Development at the University and shall be available to any member of the Board upon three business days' notice to the Secretary. The Secretary shall cause notice of all meetings to be served as prescribed in these Bylaws, and shall, to the extent possible, mail agendas and minutes of prior meetings to members of the Board at least three (3) business days prior to a regular Board meeting, and shall have charge of the seal of the Foundation and shall perform such other duties and possess such powers as are incident to the office or as shall be delegated by the Chair of the Foundation or the Board.

#### **e. Executive Director**

The Executive Director of the Foundation shall be the chief development officer of the University, or his or her designee. He or she shall manage the day-to-day operations of the Foundation, reporting to the Chair of the Foundation and the Executive Committee of the Foundation on a regular and continuing basis. He or she shall have the authority to sign checks of the Foundation below a dollar

amount that shall be established each year by the Board at its annual meeting, provided however, that such expenditures are consistent with the budget that has been approved by the Board at its annual meeting, or as amended subsequently. The office of the chief development officer shall serve as the administrative staff of the Foundation.

In general, each term of office shall be for one (1) year. While persons may be reelected to officer positions without limit, it is anticipated that no person will serve more than three (3) consecutive years as Chair, Vice Chairs, Treasurer and Secretary. No officer shall receive a fee, salary or remuneration of any kind for his or her services as an officer. The Foundation may, however, reimburse officers for their reasonable expenses incurred by them, provided such expenses have been approved by the Executive Committee of the Board.

## **VI. REMOVAL OF DIRECTORS AND OR OFFICERS**

A member of the Board of Directors or an officer of the Foundation may be removed from his or her position for any reason or for no reason by action of the full Board meeting at a regular or special meeting, provided that the matter has been placed on the agenda at least one (1) week in advance of the meeting, the member against whom the action is proposed to be taken has been given a written notice of the meeting by certified mail, return receipt requested, and the full Board has voted by two-thirds (2/3) majority of those present and voting at a meeting at which a quorum is present. A member of the Board may resign at any time by providing written notice to the Chair of the Board of Directors. A member of the Board who has not attended at least one (1) regular meeting during a calendar year shall be considered for removal at the first meeting of the Board following the year in which he or she was absent for all regular meetings. A member of a standing committee shall be removed from committee membership if he or she fails to attend three (3) consecutive committee meetings.

## **VII. COMPLIANCE WITH OPEN PUBLIC MEETINGS LAW**

All meetings of the Foundation and its subcommittees shall be subject to the New Jersey Open Public Meetings Law.

## **VIII. CONTRIBUTIONS**

The Foundation shall have the right to solicit and accept contributions from third parties. All monies thus received will be used in furtherance of the Foundation's purpose as hereinabove stated. The Foundation shall have the right, however, to use a reasonable amount of any sums received for the payment of administrative expenses and for the accounts for the President of the University in accordance with Foundation policy.

## **IX. UPON DISSOLUTION OF THE FOUNDATION**

Stockton University Foundation, Inc. has as its sole mission, the support of the philanthropic needs of Stockton University. The University Foundation administers all of its assets in support of University initiatives and programs. If the University Foundation's organizational life were to not exceed that of the University, upon dissolution of the Foundation, as set forth in the Restated Certificate of Incorporation of the Foundation, the Foundation's assets would be distributed to the University.

## **X. AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended or repealed by the vote of two-thirds (2/3) of the entire Board present and voting at a meeting at which a quorum is present. Written notice of any such Bylaw changes to be voted upon by the Board shall be given by the Secretary of the Foundation to the Board not less than ten (10) days prior to the meeting at which such changes shall be proposed.

## **XI. MISCELLANEOUS PROVISIONS**

- a. Corporate seal. – The Foundation shall have a corporate seal, an impression of which is embossed in the margin of this page.
- b. Fiscal year. – The Foundation's fiscal year shall from the first day of July of each year to the thirtieth day of June of the following year.
3. Effect of headings. – Headings have been used throughout these Bylaws as a matter of convenience. Such headings shall be deemed interpretative of the contents of the Foundation's Bylaws.
4. Applicability of New Jersey Law. – The Foundation has been formed pursuant to the laws of the State of New Jersey. These Bylaws shall be construed in accordance with the New Jersey Nonprofit Corporation Act and any other applicable laws.