

**BY-LAWS OF  
MONTCLAIR STATE UNIVERSITY FOUNDATION, INC.  
(PROPOSED FOR ADOPTION -- MARCH 2014)**

**Article I: Offices**

The Montclair State University Foundation, Inc. ("the Foundation") shall maintain a principal office for the transaction of its business within the State of New Jersey, at such place as from time to time shall be determined by the Board of Trustees. The Foundation may have such other offices, either within or without the State of New Jersey, as the Foundation may require from time to time.

**Article II: Seal**

The seal of the Foundation shall be circular in form and shall bear the name of the corporation, "Montclair State University Foundation, Inc.," the year of its organization, "1960," and the words, "Corporate Seal, State of New Jersey." This seal need not be imprinted upon any document of or from the Foundation, and all documents of or from the corporation shall be fully legal and binding whether or not the seal be imprinted upon them.

**Article III: Membership**

The corporation is to have no members. The Board of Trustees may take any action which is permitted or required to be taken by members of a corporation not for profit under New Jersey law or these Bylaws, without the necessity of any prior action of the Board of Trustees which would have been required by law for such action if there were members entitled to vote on such action.

**Article IV: Board of Trustees**

Section 1 - General Powers. The business and affairs of the Foundation shall be managed by its Board of Trustees. The Board of Trustees may, from time to time, by resolution provide

for specific delegation of its authority to an executive committee or other committees of the Board.

Section 2 - Number, Tenure, and Qualifications.

- (A) Number. The Board of Trustees shall number no less than twenty (20) members nor more than fifty (50) members, with each member being appointed in accordance with the provisions hereinafter set forth.
- (B) Appointed by the Board of Trustees. At all annual meetings after the Board of Trustees has been initially constituted, Trustees shall be appointed by the members of the Board of Trustees for a term of three (3) years; provided, that nothing herein shall be construed to prevent the appointment of a Trustee to successive terms.
- (C) Ex-Officio Members. The following shall be ex-officio members, with vote, of the Board of Trustees of this Foundation:
- (i) The President of Montclair State University.
  - (ii) The Chairperson of the Board of Trustees of Montclair State University or his/her designee.
  - (iii) The President of the Faculty Senate of Montclair State University
  - (iv) The Vice President for University Advancement of Montclair State University
- (D) Emeritus Trustees. The Board of Trustees may appoint, at its discretion, Emeritus Trustees of the Board who shall be ex-officio members, without vote.

Section 3 - Compensation. Trustees, as such, shall not receive any stated salaries or compensation for their services, and any expenses incurred by them at meetings of the Board of Trustees which are not reimbursed by the Foundation shall be considered as gifts to the Foundation.

Section 4 - Consent to Action by Trustees. Any action required by law to be taken at a meeting of Trustees or any action which may be taken at a meeting of Trustees may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all the Trustees.

Section 5 - Powers. Without limiting the general powers conferred by these Bylaws and provided by law, the Board of Trustees shall have, in addition to such powers, the following powers, namely:

- (A) From time to time to make and change rules and regulations not inconsistent with law, or with these Bylaws, for the management and control of the business of the Foundation and its affairs, and of its officers, agents, and employees; to lease, purchase, or otherwise to acquire, in any lawful manner, for and in the name of the Foundation, any and all real estate, personal property, letters patent, concession, licenses, inventions, and other property rights or privileges whatsoever deemed necessary or convenient for the prosecution of its business and which the Foundation is authorized to acquire, and generally upon such terms and conditions as they think fit, and in their discretion to pay therefor, either wholly or partially, in any bonds, debentures, or other securities of the Foundation.
- (B) To sell or otherwise to dispose of any real estate, personal property, patents, licenses, inventions, property rights or privileges belonging to the Foundation, whenever in their opinion its interest would be thereby promoted.
- (C) To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose.
- (D) To supervise and direct the officers, agents and employees of the Foundation and to see that their duties are properly performed.
- (E) To appoint and remove at its pleasure any and all officers, agents, and employees of the Foundation, and to prescribe their duties, in a manner not inconsistent with these Bylaws, and to fix their compensation.
- (F) To borrow money and otherwise to incur indebtedness and to enter the terms and amount of such indebtedness in the minutes of the Board of Trustees, and to evidence such indebtedness by the note of the Foundation, and to mortgage the property of the Foundation, and otherwise give security for the payment of such indebtedness.
- (G) To amend, alter, and repeal these Bylaws or any part therein at any regular or special meeting of the Board of Trustees.

(H) In addition to the powers and authorities expressly conferred upon the Board of Trustees by these Bylaws, the Board of Trustees may exercise all such other lawful powers of the Foundation and do all such lawful acts and things in the furtherance of the Foundation business, as are not prohibited by statute or by the Restated Certificate of Incorporation or by these Bylaws.

Section 6 – Records and Reports. The Board of Trustees shall cause to be kept a complete record of all their minutes and acts, and shall further cause an annual inspection or audit of the accounts of the Foundation to be made by an accountant to be selected by the Board of Trustees, and cause further the issuance of an annual report to the Board of Trustees of Montclair State University.

#### **Article V: Officers of the Board**

Section 1 – Officers of the Board. At its annual meeting, the Board of Trustees shall elect from its membership a Chairman; a Vice Chairman; a Treasurer; and a Secretary. Any officer of the Foundation appointed or elected by the Board of Trustees shall serve at the pleasure of the Board of Trustees.

Section 2 – Chairman and Vice Chairman. The terms of office of the Chairman and the Vice Chairman shall be two (2) years or until their successors have been duly elected and qualified. No member may serve as Chairman or Vice Chairman for more than two (2) successive terms in any one office. The Chairman of the Board shall preside at all meetings of the Board and a Vice Chairman, as designated by the Chairman or the Board of Trustees, in turn, shall assume the duties of the Chairman in his/her absence or in the event of his/her inability to act. The Board of Trustees may, from time to time, by resolution provide for the specific duties of the Chairman and Vice Chairman.

Section 3 – Secretary and Treasurer. The terms of office of the Treasurer and the Secretary shall be one (1) year or until their successors have been duly elected and qualified. The duties of the Secretary and Treasurer shall be those as the Board of Trustees may from time to time, by resolution assign to the Secretary and Treasurer.

Section 4 – Executive Director. Nominated by the President of the University and appointed

by the Board, the Executive Director shall be the principal administrative officer of the Foundation and shall in general supervise and administer all of the business and affairs of the Foundation, and shall coordinate, administer, and expedite the program of the Foundation as determined by the Board of Trustees, keep minutes of the meetings of the Board of Trustees, see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the Foundation records, keep a register of the name and address of every member of the Board, prepare and submit all reports of the Foundation to the Board of Trustees, serve as an ex-officio member without vote of the Board of Trustees, and in general perform all duties incident to the office of Executive Director and such other duties as from time to time may be assigned to him or her by the Board of Trustees.

#### **Article VI: Committees of the Foundation**

Section 1 - Executive Committee. An executive committee of the Board of Trustees shall be established. Its membership shall include the Chairman, the Vice Chairman, the Treasurer, the Secretary, the President of the University (or, in her/his absence, the Vice President for University Advancement), the Chairman of the Investment Committee and the Chairman of the Development Committee, along with additional members as appointed by the Board of Trustees. The executive committee may recommend actions to the Board and the executive committee shall have and exercise such powers and authority of the Board as the Board may from time to time by resolution provide. The executive committee shall report to the Board within five (5) business days of taking any such action provided for by resolution.

Section 2 - Development Committee: A development committee of the Board of Trustees shall be appointed on an annual basis by the Chairman of the Board of Trustees. Its membership shall consist of five (5) or more members of the Board. The development committee shall (i) communicate and support the increasing and critical role of private philanthropy at a public university; (ii) understand and support the fund-raising initiatives and goals established by the University at the direction of the President; (iii) cultivate the effective stewardship of donors of gifts and establish written policies and procedures, including a gift acceptance policy, to guide the stewardship activities of the Foundation, to support the University's fund-raising program and to avoid issues of quid pro quo; (iv) assist in efforts to, increase major public, private, corporate, and foundation giving to the

University; (v) educate and encourage Board members in their personal philanthropy towards the University, oversee matters pertaining to board giving (including annual giving expectations), and advise staff on solicitation strategies for board members; and (vi) review and recommend annual philanthropic projections for the Foundation's financial plan. The development committee shall have and exercise such additional duties and responsibilities as the Board may from time to time by resolution provide. The development committee shall report to the Board within five (5) business days of taking any such action provided for by resolution.

Section 3 – Investment Committee: An investment committee of the Board of Trustees shall be appointed on an annual basis by the Chairman of the Board of Trustees. Its membership shall consist of five (5) or more members of the Board. The investment committee shall (i) be responsible for the oversight of the investments of the Foundation and for reporting on the same to the Board; (ii) determine investment guidelines, performance measurements, goals and objectives; (iii) establish a written statement of investment policy, including an appropriate spending policy, consistent with the goals and objectives of the Foundation, which will be annually presented to the Board for its review and approval; (iv) determine an appropriate asset allocation strategy for the Foundation's endowment resources; (v) annually recommend the appointment of a lead portfolio investment advisor to the Board for its review and approval; (vi) evaluate and select appropriate investment consultants, money managers, custodians, mutual and commingled funds, partnerships or other vendors to implement the investment policy; (vii) monitor and evaluate the activities of the overall investment program for compliance with the written statement of investment policy along with adopted performance measurements, goals and objectives; and (viii) maintain an education program on investments for the benefit of the board, committee members and staff. The investment committee shall have and exercise such additional duties and responsibilities as the Board may from time to time by resolution provide. The investment committee shall report to the Board within five (5) business days of taking any such action provided for by resolution.

Section 4 – Audit Committee: An audit committee of the Board of Trustees shall be appointed on an annual basis by the Chairman of the Board of Trustees. Its membership shall consist of three (3) or more members of the Board, the annual appointment of whom will be made in a manner so as to ensure the appropriate and necessary continuity in the committee's membership. At least one of the members of the audit committee shall be a certified public accountant or a

financial expert. The audit committee shall (i) in collaboration with staff, annually recommend to the Board, for its review and approval, the appointment of a public accounting firm to serve as the Foundation's independent auditor; (ii) review changes in accounting standards and financial regulations, and assess their impact on the Foundation's financial reporting and fiscal operations; (iii) identify priority financial control and reporting issues to be examined as a component of the annual independent financial audit or other required audits of the Foundation; and (iv) review and recommend acceptance of the annual fiscal year audit. The audit committee shall have and exercise such additional duties and responsibilities as the Board may from time to time by resolution provide. The audit committee shall report to the Board within five (5) business days of taking any such action provided for by resolution.

Section 5 – Nominating Committee. A nominating committee of the Board of Trustees shall be appointed on an annual basis by the Chairman of the Board of Trustees. Its membership shall consist of five (5) or more members of the Board. The nominating committee shall make recommendations to the Board of candidates for election to Board membership as well as for officers of the Board in accordance with the relevant provisions of these Bylaws. The nominating committee shall have and exercise such additional duties and responsibilities as the Board may from time to time by resolution provide. The nominating committee shall report to the Board within five (5) business days of taking any such action provided for by resolution.

Section 6 – Other Committees. The Board of Trustees may establish such other committees from among the membership of the Board as it may consider advisable. Each of these committees shall consist of such persons and shall have such powers and authority as the Board may prescribe. The members of these committees shall be appointed by the Chairman of the Board of Trustees.

Section 7 – Quorum. For all board committees, one-half (1/2) of the committee members shall constitute a quorum for the transaction of business by the relevant committee.

## **Article VII: Meetings of the Board of Trustees**

Section 1 – Meetings. The Board of Trustees may from time to time by resolution provide for regular or special meetings, the place of meetings, requirements, if any, for notice of meetings, and quorum. Trustees must be present in person to participate in any such

meetings. However, at the discretion of the Chairman, a Trustee may be permitted to participate by telephone or video conference.

Section 2 – Regular Meetings. The Board of Trustees shall by resolution adopt a schedule for regular meetings to be held during the coming year. The Board shall meet at least once annually.

Section 3 – Special Meetings. Special Meetings of the Board of Trustees may be called by or at the request of the Chairman, the President of the University, or any three (3) Trustees.

Section 4 – Notice of Special Meetings. Notice of any special meeting of the Board of Trustees shall be given at least seven (7) days prior thereto by written notice delivered personally or sent by mail, fax or email to each Trustee at his/her address as shown by the records of the Foundation. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail in a sealed envelope so addressed with postage thereon prepaid; if faxed, such notice shall be deemed to have been delivered when a fax delivery confirmation is received by the sender; and if emailed, such notice shall be deemed to have been received when an electronic delivery confirmation is received by the sender. Any Trustee may waive notice of any meeting via letter, fax or email. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting. Except as required by Article IX, neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 5 – Quorum. One third (1/3) of the members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, except at the annual meeting, when a quorum shall consist of a majority of the members of the Board; but if less than a quorum of the Trustees is present at said meetings, a majority of the Trustees present may adjourn the meetings from time to time without further notice.

Section 6 – Manner of Acting. The act of a majority of the Trustees present and voting at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 7 – Proxies. A vote by a member of the Board of Trustees may be exercised only by the member (either in person, by mail, by email or by fax) and not by proxy.

Section 8 – Voting Eligibility. No person may be a member of the Board of Trustees unless



such person makes an annual contribution to the Foundation.

**Article VIII: Fiscal Year of the Foundation**

The Fiscal year of the Foundation shall begin on the first day of July in each year and shall end on the last day of June in each year.

**Article IX: Amendment of Bylaws**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted from time to time by a three-fourths (3/4) vote of the Board of Trustees present and voting at any regular meeting or at any special meeting at which a quorum is present, provided that the notice of the regular or special meeting sets forth the amendments to be voted upon.

*KNOW ALL PERSONS BY THESE PRESENTS: That the above and foregoing Bylaws were duly adopted by the Board of Trustees of the Foundation on [INSERT DATE OF ADOPTION].*