

**THE UNIVERSITY OF MARYLAND COLLEGE PARK FOUNDATION, INC.**

**BYLAWS**

**Updated May 12, 2017**

THE UNIVERSITY OF MARYLAND COLLEGE PARK FOUNDATION, INC.

BYLAWS

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BYLAWS OF  
THE UNIVERSITY OF MARYLAND COLLEGE PARK FOUNDATION, INC.

as Adopted January 21, 2000

Article I

Authority

The University of Maryland College Park Foundation, Inc. (the “Foundation”), was chartered by Articles of Incorporation approved by the State Department of Assessments and Taxation on the 17th day of August, 1999, as a charitable and educational nonstock corporation to serve the University of Maryland College Park (the “University”) within the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (the “Code”).

Article II

Purposes

Purposes. The purposes for which the corporation is organized are to receive, hold, invest, manage, use, dispose of and administer property of all kinds, whether given absolutely or in trust, or by way of agency or otherwise, and to make expenditures, to or for the benefit of, the University of Maryland College Park, its mission, goals, and programs, or for any or all of the educational and support activities that may be conducted by the University of Maryland College Park, by encouraging gifts of money, property, works of art, historical papers and documents, and museum specimens of educational, historical, artistic or historical value to the University of Maryland College Park; more specifically, without limiting the generality of the foregoing, to finance research work, to hold and exploit patents, to subsidize publications, to establish fellowships, to endow scholarships and other forms of student aid, and to support any of the programs, activities or services of the University of Maryland College Park.

The corporation is organized and is to be operated exclusively for charitable and educational purposes within the meaning of the provisions of the Code (or the corresponding provisions of any future United States Internal Revenue Law). No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Trustees, officers, members, other private individuals or organizations organized and operating for profit (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as herein above stated). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the corporation shall not carry on any activities not permitted to be carried on by an entity exempt from federal income tax under

section 501(a) or section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

### Article III

#### Offices

Section 1. Office. The principal office of the Foundation shall be: Main Administration Building, University of Maryland, College Park, Maryland 20742.

Section 2. Additional Offices. The Foundation may have offices at such other locations both within and without the State of Maryland as the Board (as defined below) may from time to time determine or as the business of the Foundation may require.

### Article IV

#### Board of Trustees

Section 1. General Powers. The business and affairs of the Foundation shall be managed by a board of directors, to be designated as its Board of Trustees (hereinafter sometimes referred to as the “Board” and its members as “Trustees”), which may exercise all powers of the Foundation and establish all policy of the Foundation.

Section 2. Meetings. There shall be at least three regular meetings of the Board of Trustees a year. The year shall begin on the first day of July and end on the last day of June. At the call of the Chair of the Board and upon the written request of three (3) or more Elected Trustees, there may be special meetings of the Board.

Section 3. Number and Type of Trustees. There shall be seven (7) categories of Trustees: Elected Trustees (45), Appointed Trustees (15), Ex-Officio Trustees (26), Advisory Trustees, Honorary Trustees, Emeritus Trustees and between eight (8) and twelve (12) Executive Officers of the Foundation. At no time shall there be fewer than a total of four (4) Trustees (to include three (3) voting Trustees and the President of the Foundation, a non-voting member).

- 3.1. Elected Trustees. These Trustees shall be elected by the Board. There shall be no more than forty-five (45) Elected Trustees. Elected Trustees shall have full voting privileges.
- 3.2. Appointed Trustees. These Trustees shall be recommended by the President of the Foundation to the Committee on Trustees, and approved by the Board and its Executive Officers. There shall be no more than fifteen (15) Appointed Trustees. Appointed Trustees shall have full voting privileges.
- 3.3. Ex-Officio Trustees. The President of the University shall be a Trustee ex officio. In addition, the Committee on Trustees shall consult with the Vice President of University Relations to identify senior University administrators such

as Vice Presidents, Deans or other appropriate university representatives to be candidates for nomination and election to the Board as Ex-Officio Trustees. There shall be no more than twenty-six (26) Ex-Officio Trustees. Ex-Officio Trustees do not have voting privileges.

- 3.4. Advisory Trustees. From time to time the Chair of the Board of Trustees may deem it necessary or beneficial to appoint Advisory Trustees, whose experience in the direction and operation of the Foundation offer the Board a special resource. There shall be no more than four (4) Advisory Trustees. Advisory Trustees do not have voting privileges.
- 3.5. Honorary Trustees. The Board, upon recommendation of its Committee on Trustees, may, from time-to-time, elect as Honorary Trustees persons who, because of their position and/or prestige and their long service to the University and/or the Board, will reflect honor upon the Foundation and its purposes. These Trustees may attend and participate in all meetings of the Board. There shall be no limit on the number of Honorary Trustees. Honorary Trustees do not have voting privileges.
- 3.6. Emeritus Trustees. The Committee on Trustees may confer the status of Emeritus Trustee upon board members who have served with distinction for two terms as an Elected Trustee unless prevented by extraordinary circumstances from completing a second term. An Emeritus Trustee is a lifetime appointment for those who have demonstrated a fervent commitment to the University of Maryland and the UMCP Foundation, have held an important leadership role with the Foundation, have engaged in major volunteer or advocacy activities during his or her service on the board, have given distinctive and meritorious service to the University or have made or continue to make significant contributions to the University. Emeritus Trustees do not have voting privileges.
- 3.7. Executive Officers. The Executive Officers of the Foundation shall be elected by the Board. There shall be between eight (8) to twelve (12) Executive Officers of the Foundation. Of this group, there will be no less than one (1) and no more than four (4) at-large Executive Officers of the Foundation. At-large Executive Officers shall be appointed by the Chair of the Executive Committee, in consultation with the Chair of the Board, and their terms will coincide with that of the Chair of the Executive Committee.

Section 4. Election and Approval. Elected, Appointed, Ex-Officio, Advisory, Honorary and Emeritus Trustees and the Executive Officers shall be elected at the last regular meeting of the year; however, at the discretion of the Board, Ex-Officio Trustees may be elected at the next regular meeting following assumption of their University positions. The election or appointment of a candidate shall require a majority of the Elected Trustees, Appointed Trustees and Executive Officers present and eligible to vote.

Section 5. Term of Office of Trustees, General. The term of office of Elected, Appointed, Ex-Officio and Advisory Trustees, and the Executive Officers shall begin on the first day of July following their election to the Board; terms shall end on the last day of June. Once a Trustee has completed the maximum number of allowable consecutive terms, his or her service to the Board ends. At least one (1) year must pass before a former Trustee may be considered for re-election or re-appointment to the Board in the same role.

- 5.1. Term for Elected Trustees. These Trustees shall serve a term of one (1) to three (3) years and may be re-elected to consecutive terms not to exceed six (6) years.
- 5.2. Term for Appointed Trustees. These Trustees shall serve a term of one (1) year, and may be re-elected to consecutive terms not to exceed six (6) years.
- 5.3. Term for Ex-Officio Trustees. These Trustees shall serve for a term of one (1) year and, with approval of the Vice President of University Relations/President of the Foundation, for so long as they occupy their University position may be reelected to consecutive terms without limit.
- 5.4. Term for Advisory Trustees. These Trustees are appointed by the Chair of the Board, in consultation with the Chair of the Executive Committee and the Chair of the Committee of Trustees, for a term not to exceed the Board Chair's term of office.
- 5.5. Term for Honorary and Emeritus Trustees. These Trustees are elected for life.
- 5.6. Term for Executive Officers. Executive Officers shall not be eligible for reelection to more than two (2) consecutive, two-year terms, in the same position, except as the Board may deem necessary for the efficient conduct of business. The Board, in its discretion, may elect an executive officer to serve an initial term of less than two (2) years or a term of more than four (4) years.

Section 6. Vacancies. Vacancies occurring during the term of office of a Trustee may be filled by the Chair of the Board at the next regular meeting of the Board or at a special meeting of the Board called for that purpose. An individual filling a vacated position shall serve the remaining term; such service shall not be counted for purpose of limitations on consecutive terms.

Section 7. Notice of Meetings. Written or printed notice, stating the time, day and place of each meeting shall be delivered to each member of the Board at least seven (7) calendar days prior to the start of the meeting. In the case of a special meeting, the notice shall specify the business to be brought before the Board.

Section 8. Quorum. The presence of a majority of the Elected Trustees, Appointed Trustees and Executive Officers at any regular or special meeting of the Board shall constitute a quorum for the transaction of business.



Section 9. Voting. Each Elected Trustee, Appointed Trustee and Executive Officer in attendance at a meeting of the Board shall be entitled to one (1) vote on all matters for which a vote is required. Decisions and actions of the Board shall be determined by majority vote of the Elected Trustees, Appointed Trustees and Executive Officers present.

Each Ex-Officio, Advisory, Honorary and Emeritus Trustee present at meeting of the Board shall be afforded the opportunity to express an opinion on all matters of business for which a vote is required, but will not be entitled to vote. Proxy voting shall not be permitted.

Section 10. Action by Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is signed by a majority of the members of the Board and such written consent is filed with the minutes of its proceedings.

Section 11. Removal of Trustees. Any member of the Board of Trustees may be removed, with or without cause, upon the recommendation of the Chair of the Board, at any meeting of the Board, by a vote of two-thirds of the Elected Trustees, Appointed Trustees and Executive Officers present; however, the President of the University may not be removed as an Ex-Officio Trustee.

## Article V

### Executive Officers

Section 1. Enumeration of Executive Officers. The Executive Officers of the Foundation shall be the Chair of the Board of Trustees, the Chair of the Executive Committee, the Immediate Past Chair of the Board, select Chairs of other Foundation Committees, and such other persons as the Board may elect.

An Executive Officer may not serve concurrently as an Elected or Appointed Trustee of the Foundation. An Executive Officer's term as an Elected or Appointed Trustee ends upon his or her appointment to the Executive Committee. Upon completion of their term on the Executive Committee, Trustees may be eligible to reelection to an Elected or Appointed Trustee position.

Section 2. Duties of the Chair of the Board. The Chair shall preside at the full Board of Trustees meeting and shall perform all duties commonly incident to, and vested in, the office of Chair of a Board.

Section 3. Duties of the Chair of the Executive Committee. The Chair of The Executive Committee shall preside at all meetings of the Executive Committee. In the absence of the Chair of the Board, the Chair of the Executive Committee shall preside at all meetings of the Board and shall perform such other duties as the Board may from time to time assign.

Section 4. Voting. The Executive Officers of the Board shall vote and participate equally with the Elected Trustees and Appointed Trustees on all business of the Foundation.

## Article VI

### Administrative Officers

Section 1. Enumeration of Administrative Officers. The Administrative Officers of the Foundation shall be appointed annually by the President of the University of Maryland and include: a President, one or more Vice Presidents, a Treasurer/CFO, and a Corporate Secretary. The Board may also establish an Assistant Treasurer and an Assistant Secretary. There shall be no more than seven (7) Administrative Officers.

Section 2. President. The University's Vice President of University Relations shall be the President of the Foundation and shall have authority to perform all acts necessary or incident to the performance of his or her duties as set forth herein or as may be assigned from time-to-time by the Board. The President shall serve as the Chief Administrative Officer of the Foundation.

Section 3. Vice President. The Vice President(s) of the Foundation shall be identified and appointed from among the University's staff. The President of the Foundation may designate a Vice President to represent the President or take any action the President is authorized to take except where such delegation is expressly prohibited. In addition, the Vice President(s) shall perform such other duties as the Foundation President, Chair of the Board or Chair of the Executive Committee may from time-to-time assign.

Section 4. Treasurer/CFO. The Treasurer/Chief Financial Officer (the "CFO") of the Foundation shall be identified and appointed from among the University's staff. The CFO shall have general oversight responsibilities of:

- (a) The business operations, systems, procedures, inter- and intra-university relationships provided for in the Articles of Incorporation of the Foundation and which shall include but not be limited to all moneys and securities of the Foundation and shall cause to have kept regular books and accounts of its funds and properties; and
- (b) Deposits, checks and other credits to the accounts of the Foundation in such bank, banks or other depositories as the Board may designate. The CFO shall ensure that all receipts and vouchers for payments made to and all vouchers and checks made by the Foundation are signed in accordance with these Bylaws and such other rules as may be established from time-to-time by the Board or Executive Committee.

Section 5. Corporate Secretary. The Secretary of the Foundation shall be identified and appointed from among the University's staff. The Secretary shall have general oversight responsibilities for the management of the operations of the Board, including but not limited to

maintaining corporate records and history of the Foundation, shall provide staffing to key committees of the Foundation, shall issue notices of meetings to Trustees, shall execute and sign such instruments as may require the Secretary's signature or attestation, and shall make such reports and perform such other duties as are evident to the office or as may be required of the office by the Board.

Section 6. Appointment and Term. The Administrative Officers shall be appointed by the President of the University and approved by the Chair of the Board and the Chair of the Executive Committee. They shall thereafter be approved for a one (1) year term at the last regular meeting of the Board. They may be appointed to consecutive terms without limit. Persons serving the University in an acting capacity are eligible for appointment and approval.

Section 7. Attendance at Board and Committee Meetings and Staff Support. The Administrative Officers are required to attend meetings of the Board, of the Executive Committee of the Board, and of such other Standing and Ad Hoc Committees as the President of the Foundation may direct. When attending a Board or committee meeting, Administrative Officers shall be entitled to express an opinion on all matters of business. The Administrative Officers shall be responsible for providing staff support to the Board, the Executive Committee, and such other Standing and Ad Hoc committees as the Executive Committee requests. Administrative Officers shall not be entitled to vote by virtue of their service as Administrative Officers of the Foundation.

## Article VII

### Committees

Section 1. General. The Board shall have Standing and Ad Hoc committees. All preceding articles described herein pertaining to vacancies, quorums, and votes shall apply to all Board committees. The term Foundation Committee(s) encompasses both Standing and Ad Hoc Committees.

Section 2. Appointment of Committee Chairs and Members. The Chair of the Board, in consultation with the Chair of the Executive Committee, shall appoint committee chairs. Chairs will be appointed to serve at the discretion of the Chair of the Board. Committee Chairs, in consultation with the Chair of the Board and the Chair of the Executive Committee, shall appoint a Vice Chair of his or her Committee, as well as committee members on an annual basis. A Vice Chair may be considered for future service as Chair of a Committee, but such service is not guaranteed based on the Trustee's past or current service as Vice Chair of such Committee. Chairs and voting members of each Standing Committee and chairpersons of Ad Hoc Committees shall be selected from among the members of the Board. The Chair of the Board of Trustees and the Chair of the Executive Committee shall be voting members on all committees, and the President of the Foundation shall be a non-voting member of all committees.

Section 3. Standing Committees. These committees shall support the Board of Trustees in accomplishing the governance and fiduciary responsibilities of the Foundation. These

committees shall include: the Executive Committee, the Committee on Trustees, the Budget/Audit/Investment Committee, the Government Relations Committee, and the Campaign Committee.

- 3.1. Executive Committee. The Executive Committee shall be composed of the Executive Officers of the Board, the Chairs of the Foundation Committees, and such other persons as the Chair of the Board may appoint.
  - (a) Authority: The Executive Committee shall have and may exercise those rights, powers, and authority of the Board of Trustees as may from time-to-time be granted to it by the Board of Trustees, including, without limitation, acting on behalf of the entire Board when appropriate, overseeing Foundation operations, and initiating changes to Foundation policy, and it may authorize the seal of the Corporation to be affixed to all papers that may require the same. The Executive Committee shall keep regular minutes of its meetings and deliver such minutes to the Board of Trustees. The Chair of the Executive Committee, or in his or her absence, a member of the Executive Committee, shall preside at meetings of the Executive Committee.
  - (b) Meetings: Meetings may be held at any place or time designated by the Executive Committee and the Executive Committee shall record its actions in minutes submitted to the Board at the next Board meeting. Unless otherwise specified by the Chair of the Executive Committee or the Chair of the Board, attendance at meetings of the Executive Committee is open only to Executive Officers and Administrative Officers.
- 3.2. Committee on Trustees. The Committee on Trustees shall have the responsibility to:
  - (a) Manage the nomination of new Trustees and Executive Officers, including identifying, recruiting and confirming interest of nominees;
  - (b) Oversee Trustee orientation, training and retreats;
  - (c) Assess and appraise Board organization, operation, membership and attendance to ensure maximum effectiveness;
  - (d) Make such recommendations from time to time as, in its judgment, will help to accomplish the objectives of the Board;
  - (e) Maintain a Trustee candidate list, which shall be updated on an annual basis, through a constant search to identify individuals best able to serve the Foundation and the University at the Trustee level and meeting all approved criteria for such membership; and

(f) Working with the Chair of the Committee on Trustees, create an annual slate of recommended nominees for membership on the Board.

- 3.3. Budget, Audit and Investment Committee. The Budget, Audit and Investment Committee shall oversee the financial operations of the Foundation, as well as search for and recommend external and internal auditors to the Executive Committee for its selection.

The Committee shall also have the responsibility for recommending investment policy for adoption by the Board, including policy pertaining to investment and spending guidelines. It shall recommend an investment manager(s), and oversee its operation and performance. The Budget, Audit and Investment Committee shall be authorized to retain such counselors as the Executive Committee may approve.

Notwithstanding anything to the contrary set forth herein, the Chair of the Board may appoint representative(s) to serve a two-year term as the Board's representative(s) on the University System of Maryland Foundation Investment Committee, so long as the Board is granted such a right (hereinafter, the "USMF Appointee"). It is preferred, but not required, that such appointee be a Trustee and a member of Foundation's Budget, Audit and Investment Committee. The Chair will consult with the Chair of the Budget, Audit and Investment Committee, the Treasurer/CFO and the University System of Maryland Chief Investment Officer, and shall be subject to majority approval of the Executive Committee of the Board. The USMF Appointee may serve up to three (3) consecutive terms of two (2) years (unless he or she is elected Chair of the USMF Investment Committee, in which case he or she may serve as USMF Appointee until his or her term as Chair ends). A USMF Appointee who has served for three (3) consecutive terms may be reappointed following a break in service of a least one (1) year.

- 3.4. Government Relations Committee. The Government Relations Committee shall have the responsibility of advancing the growth and stature of University by advising the University, its President and officers, and assisting them as appropriate, in the design and coordination of broad advocacy initiatives for the institution.
- 3.5. Campaign Committee. The Campaign Committee, working in cooperation with the Vice President of University Relations and other appropriate staff as designated by the Vice President, shall have the responsibility for leading fund raising campaigns for the University.

Section 4. Ad Hoc Committees. These temporary committees shall be appointed by the Chair of the Board to study and report upon special issues, problems, programs and/or

procedures and are expected to accomplish their purpose within a timeline designated by the Chair of the Board.

Section 5. Additional Members of Committees. Persons not otherwise Trustees of the Foundation may serve on a Foundation committee if, in the judgment of the Executive Committee, the individuals' proven experience, position or influence can assist the Committee Chair with its general mission or who can help to guide specific projects.

## Article VIII

### Indemnifications of Trustees, Officers and Agents

The Foundation shall indemnify its Trustees, Officers and agents in the manner required or permitted by Maryland law (Md. Ann. Code Corporations and Associations Art., Section 2-418 (1993)) when such person was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of being a Trustee, Officer or agent or where the person is serving at the request of the Foundation; provided, however, except as may be required otherwise by Maryland law, the Foundation shall first have determined that the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Foundation, and, in the case of any criminal action, the person had no reasonable cause to believe his or her conduct was unlawful.

## Article IX

### Instruments and Contracts, Grants, Gifts, and Acceptance

Section 1. Instruments Generally. Instruments and contracts, including deeds, leases and other documents pertaining to the acquisition or disposition of interests in real property, stocks and bonds, mortgages, contracts for goods and services, notes, drafts, checks, endorsements and evidences of indebtedness, and documents of deposit, shall be executed on behalf of the Foundation in accordance with procedures to be established by the Board of Trustees.

Section 2. Foundation Grants and University Acceptance. All grants from the Foundation to the University shall be submitted to the President of the University for acceptance according to established University policies and procedures.

Section 3. Acceptance and Acknowledgment of Gifts. Gifts, contributions, donations, trusts and bequests made to the Foundation shall be deemed to have been made for the benefit and use of the University and shall be so held and treated. They shall be accepted by an Officer of the Foundation and acknowledged by a Foundation Officer and /or a University official in accordance with such protocols as shall be mutually agreed upon[ between the Foundation and the University.

## Article X

### Prohibition Against Additional Conditions

The Foundation shall not place or impose any additional restriction or condition on a gift, contribution, trust, donation or bequest made to it, nor otherwise limit the use thereof in a manner not specified by the donor.

## Article XI

### Investments and Earnings

Section 1. Investments. The Foundation shall have the right to retain all or any part of any securities, moneys or properties acquired by it in whatever manner it shall determine appropriate and to invest and reinvest any funds held by it, according to the judgment of the Board, without restriction of any kind, provided that no action shall be taken by or on behalf of the Foundation if such action is contrary to the policies of the University of Maryland or is a prohibited transaction or would result in the denial, suspension or revocation of tax-exempt status under the Code, for the Foundation.

Section 2. Earnings. No Trustee, Officer, or agent of the Foundation and no employee of the University shall receive at any time any of the net earnings or pecuniary profits from the operation of the Foundation, Endowment, or other investments. Nothing herein shall prevent the Foundation paying or reimbursing for those meals, travel, and other reasonable expenses associated with or incurred in fulfilling their Foundation responsibilities.

## Article XII

### Component Foundations and Councils

The Foundation shall serve the interest of all divisions and programs of the University of Maryland College Park. Component corporations, councils and advisory committees may be established to assure that specialized fund raising interests of the University are effectively represented. The specific relationships of such component organizations to the Foundation will be subject to separate written understandings and agreements.

## Article XIII

### Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the voting Trustees and Executive Officers present, provided that due notice of such meeting shall have been furnished to or waived by all Trustees and that such notice or waiver

thereof included a statement that one of the purposes of such meeting was to consider such alteration, amendment or repeal.

Article XIV

Miscellaneous Provisions

Section 1. Parliamentary Authority. The current edition from time to time of Roberts Rules of Order shall be the parliamentary authority for any meeting held pursuant to these Bylaws.

Section 2. Fiscal Year. The Foundations fiscal year shall begin on July 1 and end on June 30.


Section 3. Seal. The Seal of the Foundation shall be circular in form and there shall be inscribed thereon the name of the University of Maryland College Park Foundation, Inc., and the year of its organization. Said Seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Certificate

We, the Chair of the Board and President, respectively, of the University of Maryland College Park Foundation, Inc., a Maryland non-stock corporation, do hereby certify that the foregoing is a true and correct copy of the Foundation's Bylaws adopted by the Board of Trustees of the Foundation on January 21, 2000, and as amended through that date.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the corporate seal of the Foundation this day of 12 May 2017.

  
\_\_\_\_\_  
Chair

  
\_\_\_\_\_  
President

Revised 5/12/17