

**BYLAWS OF
THE UNIVERSITY OF ARKANSAS FORT SMITH FOUNDATION, INC.**

**ARTICLE I
Corporate Name and Offices**

The name of the corporation shall be The University of Arkansas Fort Smith Foundation, Inc.

The principal office of the corporation shall be located at 5210 Grand Avenue, Fort Smith, Arkansas. The corporation may have such other offices as the Board of Directors may determine from time to time.

**ARTICLE II
Purpose**

The purpose for which the corporation is formed is to solicit, accept, hold, invest, reinvest, and administer any gifts, bequests, devices, benefits of trusts (but not to act as administrator or trustee of any trusts), property of any sort without limitations as to any amount or value, and to use, disburse, and donate the income or principal thereof to the sole benefit of the University of Arkansas Fort Smith; to promote education and other related activities of the said University; and perform any such acts as may be necessary to carry out the foregoing purposes of the corporation so long as said acts are within the power granted to nonprofit corporations under the laws of the State of Arkansas.

**ARTICLE III
Membership**

The Foundation's membership shall consist of the members of the Board of Directors. The Board of Directors shall consist of no fewer than nine nor more than 35 members. Board members shall be appointed or elected by a vote of the majority of the members of the Foundation Board to serve 3-year term and are eligible to be reappointed or reelected to no more than two additional 3-year terms, a total of nine consecutive years. A member may be eligible to serve again after a one year absence from the Board. Only members who are serving as an officer of the board or a campaign chair or co-chair at the time when their 3-year term expires can serve more than nine consecutive years. These members may be appointed for additional years until their officer, chair or co-chair obligation is fulfilled.

Two members shall be appointed by the University of Arkansas System observing the same tenure guidelines as other elected directors. All other members shall be elected at the annual meeting. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. The chancellor of the University of Arkansas-Fort Smith will be a non-voting ex-officio member of the Board.

Any member may resign by filing a written resignation with the Secretary. Any member missing three (3) consecutive meetings may be removed by a vote of the majority of the members of the Board at any regular or called meeting. Membership in this corporation is not transferable or assignable. Vacancies shall be filled in the same manner as new members are selected. Vacancies will be filled effective the first of each calendar year unless the Executive Committee requests otherwise. The alternate board members elected by the Committee on Directors will be used to fill vacancies at that time.

Directors as such shall not receive any compensation, but by resolution of the Board of Directors may be reimbursed for expenses paid or incurred in the performance of their duties as Directors.

*Revised and approved by the
Foundation Board of Directors
November 2, 2017*

Upon retirement from the Board of Directors, members may be named Emeritus Members of the Board of Directors.

ARTICLE IV Meetings

An annual meeting of the members shall be held during the last quarter of each calendar year in Fort Smith, Arkansas, at a time, date, and place set by the Chair. At the annual meeting of the Board of Directors, the Board shall elect members (except for the two members appointed by the University of Arkansas System) and officers as provided in these Bylaws and shall transact such other business as may be brought before the meeting. In the event that directors or officers, or both, are not elected at the annual meeting, either or both may be elected at the next special or regular meeting of the Board of Directors.

Special meetings of the members may be called by the Chair or by any four members of the Board of Directors, but if all of the members shall meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken. Such special meetings of the Board of Directors shall be held in Sebastian County, Arkansas, at a time, date, and place designated in the notice of the meeting.

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Written or electronic notice stating the place, day, and hour of any meeting of members shall be sent to each member entitled to vote at such meeting, not less than two (2) nor more than thirty (30) days before the date of such meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the person holding the member's power of attorney.

For business to be conducted at the annual meeting or any special meeting of the Board, at least one-third of the members shall be physically present, and the number of members in attendance or represented by proxy shall be at least 51 percent of the total membership.

Actions approved by majority vote shall be considered actions of the Board of Directors, unless the action of a greater number is required by law or by these Bylaws.

Online meetings (by e-mail) of the members may be called by the Chair, without notice, for matters which must be decided upon prior to the next scheduled meeting of the Board. This does not preclude the ability of the Board to make decisions by calling a special meeting, by conference call, or by regular postal mail.

In online meetings, the Chair of the Board shall present the motion which must be seconded by a Board member, to the entire Board membership by e-mail for discussion. Discussion of the issue should relate directly to the motion. The Chair may defer the motion to the next regularly scheduled board meeting at any time.

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Board members must vote (by e-mail, proxy, or power of attorney) within two (2) business days of the call for vote. The quorum for action by the Board via email shall be 51 percent of the total membership. Actions approved by majority vote shall be considered actions of the Board of Directors, unless the action of a greater number is required by law or by these Bylaws.

The status of all email motions will be recorded in the “Decisions in the Interim” section of the formal board minutes at the next regularly scheduled meeting of the Board.

ARTICLE V

Standing Committees

Operating Committees: Operating committees may be created and abolished by the Chair of the Board. Such committees shall discharge such responsibilities as may be assigned to them.

The presence, in person, of thirty three percent (33%) of the total number of committee members of any operating committee shall constitute a quorum of said committee, and the act of a majority of the voting members present at any meeting shall be the act of committee. Each committee member in good standing shall be entitled to one vote on each matter submitted to a vote of the committee. Any action which might be taken at a meeting of the committee may be taken without a meeting, in an online meeting (by e-mail), if called by the Chair of said committee for matters which, in the Chair's discretion, must be decided upon prior to the Operating Committee's next scheduled meeting. No special notice is required for an online meeting.

Any such online meeting and/or vote shall be conducted in a manner consistent with Article IV of these Bylaws. The Chair may defer the motion to the next regularly scheduled committee meeting at any time prior to the call for a vote.

Except for the Executive Committee, vacancies will be filled effective the first of each calendar year unless the Executive Committee requests otherwise. A committee member replacement fulfills the term of the committee member being replaced; however, a committee member may be appointed by the Executive Committee.

Executive Committee

The Executive Committee shall consist of the Chair of the Board, the Vice Chair, the Treasurer, and the Secretary. The committee shall meet, as necessary, to conduct normal business of the Foundation or to consider matters of policy for referral to the Board of Directors.

The primary charge of the Executive Committee is to serve as an advisor for the Executive Director and the Board Chair to help set board meeting agendas; oversee progress toward goals articulated in board-approved planning documents; handle certain routine business to conserve board meeting time; appoint directors to board committees; recommend a slate of officers at the Annual Meeting of the Foundation Board of Directors; conduct an annual review of conflict of interest disclosures provided by board members; periodically assess how board committees are functioning; and act on other matters assigned or delegated to it by the Board.

The Executive Committee shall conduct an annual review of the Foundation's Bylaws, the Memorandum of Understanding between the University and the Foundation, Code of Ethics, Mission and Vision Statement, Discretionary Funds Policy and the Information Disclosure Policy and submit any recommended amendments to the Board for approval.

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All actions of the Executive Committee shall be reported in writing to the directors individually within thirty days after such action is taken or at a meeting of the Board of Directors, if a meeting is held within that period of time.

Committee on Directors

The Committee on Directors shall consist of six (6) to eight (8) members of the Board with the Secretary of the Board serving as chair. The Committee shall meet at least one time per year. Members of this committee shall serve one 3-year term.

The charge of the Committee on Directors is to work with the Chair of the Board and the Executive Director to determine the strategic direction for the Foundation. The Committee shall allow the strategic direction to determine the composition of the membership for the Foundation Board; develop and continually update a network of new director candidates; recommend a slate of new directors to the Executive Committee prior to the annual meeting of the Board; develop and manage an orientation program for new directors; assess director performance; recommend whether or not to nominate sitting directors for an additional three (3) year term; develop and manage training of board members as needed; and develop and manage a program to keep former board members informed and engaged with the work of the Foundation on behalf of the University.

Finance Committee

The Finance Committee shall consist of eight (8) to ten (10) members of the Board with the Treasurer of the Board serving as Chair. The committee shall meet at least semi-annually. Members of this committee shall serve one 3-year term.

The charge of the Finance Committee shall be to provide oversight for all aspects of the Foundation's finances. The committee shall monitor the Foundation's operating budget to fulfill annual and long-range financial needs; work with the Executive Director to establish Foundation financial priorities; work collaboratively with other standing committees on responsibilities related to Foundation finances; ensure the accuracy of the Foundation's financial records and their timely presentation to the full Board; assume responsibility for capital budgets and submit to the full Board for approval; assist in efforts to protect donor rights and privacy; and inform the full Board of the Foundation's financial condition on a regular basis.

Investment Advisory Committee

The Investment Advisory Committee shall consist of eight (8) to ten (10) members of the Board with the Treasurer of the Board serving as the Chair. The committee shall meet at least quarterly between quarterly board meetings. Members of this committee shall serve two 3-year terms.

The charge of the Investment Advisory Committee shall be to establish a clear understanding of the investment goals and objectives of the Foundation's assets; establish an asset allocation policy that is consistent with the risk tolerance of the committee; attend at least quarterly meetings to monitor and evaluate the performance of the Foundation's investment program; select investment managers; manage

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the Foundation's assets according to industry best practices and applicable laws; and review the Investment Policy annually with the investment staff and investment consultant.

The Investment Advisory Committee shall conduct an annual review of the Investment Policy Statement, Privacy & Security Statement, Refund Policy and Gift Acceptance Policy and submit any recommended amendments to the Board for approval.

Audit Committee

The Audit Committee shall consist of three (3) to five (5) members of the Board with the Vice Chair of the Board serving as a member of the committee. Members of this committee shall serve two 3-year terms.

The committee shall name its own chair. The committee shall meet as needed to fulfill its responsibilities, but will meet at least twice annually: once to review the audit plan and once to review the audited financial statements and the IRS Form 990 and related documents, and approve the audit engagement and special investigations related to fraud, financial irregularities, and internal control failures.

The Audit Committee oversees proper external review of The University of Arkansas Fort Smith Foundation, Inc. (Foundation) audited financial statements, as well as the Foundation's risk management to include monitoring the internal control environment. The Audit Committee shall also serve as the external point of contact for whistleblower issues. Each member shall be free of any relationship that, in the opinion of the Foundation's Board of Directors (Board), would interfere with his or her individual exercise of independent judgment.

The Audit Committee shall operate under a charter that shall be reviewed by the committee prior to the annual meeting of the board. The Audit Committee shall also conduct an annual review of the Conflict of Interest Policy, Record Retention and Disposition Policy, and Whistleblower Policy and submit any recommended amendments to the Board for approval.

Development Committee

The Development Committee shall consist of 6-8 members of the board and shall meet quarterly. Members of this committee shall serve one 3-year term.

The primary responsibility of the development committee is to partner with development staff and administration to identify, engage, and solicit prospective donors. Members will also assist with stewardship plans to appropriately appreciate donors for their philanthropy.

Activities may include the periodic review of donor prospect lists with staff, contribution to the breadth of the prospect list, assistance with strategies for engagement, accompanying staff on cultivation and solicitation visits, learning to understand and articulate fundraising goals and priorities as established by the university, leading the involvement of other board members in the development process, and helping with stewardship and appreciation processes.

ARTICLE VI

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Authority

The Board of Directors shall have the power and authority to receive the income, profits, and rents of the corporation; to purchase, subscribe for, retain, invest, and reinvest in securities or other property wherever situated, and whether or not productive or of a wasting nature, and without any requirements for diversification as to kind or amount, which term "securities or other property" shall be deemed to include real or personal property, stocks, common or preferred, or any other interest in any corporation, association, investment trust, or investment company, bonds, notes, debentures, or other evidences of indebtedness or ownership, secured or unsecured; to sell for cash or on credit, convert, redeem, exchange, for other securities or other property, or otherwise dispose of any securities or other property at any time held by the corporation; to alter, repair, improve, erect buildings upon, demolish, manage, partition, mortgage, lease, exchange, grant options to lease or to buy, and sell or dispose of, at public or private sale, and upon such conditions and such terms as to cash and credit as the Board of Directors may deem advisable, real property; to settle, compromise or submit to arbitration, any claims, mortgages, debts, or damages, due or owing to or from the corporation; to commence or defend suits or legal proceedings; to vote by general or limited proxy any shares of stock which may be held by the corporation at any time and similarly to exercise by general or limited power of attorney any right appurtenant to any securities or other property held by them at any time; to borrow money in such amount and upon such terms and conditions as shall be deemed advisable or proper to carry out the purpose and objectives of the corporation, and to pledge any securities or other property for the repayment of any such loan; to employ suitable accountants, agents, counsel, and custodians and to pay their reasonable expenses and compensation; and to make, execute, and deliver all instruments necessary or proper for the accomplishment of the purposes and objectives of this corporation or of any of the foregoing powers, including deeds, bills of sale, transfers, leases, mortgages, assignments, conveyances, contracts, purchase agreements, waivers, releases, and settlements; all in the furtherance and accomplishment of the purposes and objectives of the corporation as set forth in its Articles of Incorporation.

ARTICLE VII Officers

The officers of the Foundation shall be a Chair, a Vice Chair, a Treasurer, and a Secretary.

The officers of the Foundation shall be elected at the annual meeting of the Board of Directors. Officers shall hold office until their successor has been duly elected and qualified. Officers shall serve a one-year term and be eligible to serve a second one-year term if recommended by the Executive Committee and approved by majority vote at the annual meeting of the Board of Directors.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Executive Committee for the unexpired portion of the term.

Each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

ARTICLE VIII Corporate Status

*Revised and approved by the
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November 2, 2017*

Notwithstanding any other provisions of these Bylaws, no power or authority shall be exercised by the Board of Directors or the officers of the corporation in any manner or for any purpose whatsoever which might jeopardize the status of the corporation as an exempt organization pursuant to the Internal Revenue Code and its regulations as they now exist or they may hereafter be amended; nor shall the Directors or officers engage in any act of self-dealing as defined in the Internal Revenue Code; nor retain any excess business holdings as defined in the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

ARTICLE IX

Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors. All books and records of the corporation may be inspected by any member, or member's agent or attorney for any proper purpose at any reasonable time. Minutes shall be recorded at all meetings and a Treasurer's report shall be prepared at least annually.

ARTICLE X

Gifts

If any person or persons at any time is or are disposed to make gifts or bequests to the corporation, power and authority is hereby conferred upon the Board of Directors to receive such gifts and bequests and to apply the principal and income therefrom to the purposes and objectives of the corporation, under the powers, authorities, and discretions contained in these bylaws; provided, that such gifts or bequests are not made upon any terms or conditions that would conflict with the uses, purposes, and provisions of these Bylaws and the Articles of Incorporation, except that restrictions in such gifts and bequests may be agreed to by the Board of Directors and accepted subject thereto.

ARTICLE XI

Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of July in each year and end at midnight on the 30th day of June.

Prior to the close of each fiscal year, the Audit Committee will cause the selection of a certified public accountant to audit all the accounts of the Foundation and render a report to the Board of Directors, which report shall include an operating statement for the fiscal year and a balance sheet as of the close of the fiscal year.

Neither the auditors selected nor any member or employee of any auditing firm selected shall be a director or an officer of the Foundation.

A copy of the report of the auditor shall be made available to each member of the Board of Directors as soon as practical and such report shall be presented to the annual meeting of the Board of Directors.

ARTICLE XII

Amendment

*Revised and approved by the
Foundation Board of Directors
November 2, 2017*

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority of the Directors present at the regular meeting in November of each year or any special meeting, if at least 10 days' written notice is given of the intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

ARTICLE XIII

Dissolution

The University of Arkansas Fort Smith Foundation, Inc., Board of Directors shall have the irrevocable power and authority by majority vote at any regular or called meeting of said Board to unilaterally cause the dissolution of this corporation in accordance with the laws of Arkansas.

Upon the dissolution of the Foundation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Board of Visitors of the University of Arkansas – Fort Smith for the exclusive use and benefit of the University of Arkansas – Fort Smith or any successor thereto which qualifies as a tax-exempt organization under the provisions of Section 501 (c) (3) of the Internal Revenue Code of the United States of America or acts amendatory thereof or supplementary thereto. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the Fort Smith District of Sebastian County, Arkansas, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes. Upon dissolution of the Foundation, none of the assets shall be distributed to any member, director, or officer of the Foundation.

Revised and approved by The University of Arkansas Fort Smith Foundation, Inc. Board of Directors this 2nd day of November, 2017.

Judy McReynolds, Chair

Doug Babb, Secretary

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Foundation Board of Directors
November 2, 2017*