

Amended BYLAWS of
EAST GEORGIA STATE COLLEGE FOUNDATION, INC.

As approved on November 27, 2012

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

A. Name.

The name of the corporation, a non-profit Georgia Foundation, shall be East Georgia State College Foundation, Inc., hereinafter referred to as "the Foundation".

B. Principal Place of Business.

The principal place of business of the Foundation shall be in Swainsboro, Georgia, and at such other locations in the state of Georgia as shall be designated by the corporation by resolution of the Board of Trustees.

ARTICLE II. MISSION STATEMENT

The Foundation exists to promote East Georgia State College (the College) and improve higher education in the State of Georgia, with particular emphasis on the development of the College. The Foundation shall aid the College in fulfilling its multifaceted mission and in its efforts to achieve educational excellence. The Foundation primarily accomplishes this mission by providing leadership in obtaining the resources needed to attain college goals and through responsible stewardship of funds and other assets entrusted to the Foundation.

ARTICLE III. PURPOSES

A. Purposes of the Foundation.

1. The Foundation is organized and shall be operated exclusively to assist in developing and augmenting the facilities and carrying out the educational functions of the College established and operated by the Regents of the University System of Georgia, to the end that there may be provided in the College community broader educational opportunities for and service to the students and alumni of such College and the citizens of this State and Nation.

2. The Foundation shall acquire by any lawful means properties of any character, and subject to such restrictions as may be imposed by the donor or transferor, to manage, administer and dispose of the same for any and all such purposes; provided, however, the acquisition and the disposition of all such properties shall be subject to the approval and direction of the College and in concert with the policies and plans prescribed by the Regents of the University System of Georgia and in aid of such purposes.

3. The Foundation shall encourage the making of loans, gifts, grants, devises or bequests of money or property, or shall provide funds by appropriate means, for research and instruction, the establishment of endowments, scholarships, fellowships, professorships, and academic chairs of said college, including gifts or loans of property, works of art, historical papers and documents and museum specimens having educational, artistic, historical, literary or cultural value.

B. Fiduciary capacity.

1. The Foundation shall act in a fiduciary capacity in order to carry out any of the foregoing purposes, and exercise any and all powers now or hereafter granted by the Georgia Nonprofit

Corporation Code which may be necessary or appropriate to effectuate any and all of the foregoing purposes and to aid and assist in general the cause of education at the College.

2. The Foundation also has such powers as now are or hereafter may be granted by its charter and said Georgia Nonprofit Corporation Code.

3. The Board of Trustees of the Foundation shall singly and as a group serve as liaisons between the College and the larger community it serves.

4. The Foundation shall act in a fiduciary capacity in order to carry out the purposes set forth and to exercise any and all powers granted now or in the future by the Georgia Nonprofit Corporation Code which may be necessary or appropriate to effectuate stated purposes. The Foundation shall always act in concert with the Board of Regents of the University System of Georgia Cooperative Organization Guiding Principles Memorandum of Understanding.

ARTICLE IV. DEFINITIONS

As used in these bylaws:

1. "Regents" shall mean the Board of Regents of the University System of Georgia.
2. "East Georgia State College", or "College", shall mean the Georgia College organized and operated by the Regents in Swainsboro and Statesboro, Georgia.
3. "President" shall mean the person from time to time employed by the Regents as President of the College.

ARTICLE V. OFFICES

The Foundation shall have and continuously maintain in the State a registered office and a registered agent whose office is identical with such registered office, and may have other offices as the Trustees from time to time may determine.

ARTICLE VI. MEMBERS

A. Classes of Members.

The Foundation shall have one class of members. All members shall be Trustees.

B. Transfer of Membership.

Membership in this Foundation is not transferable or assignable.

ARTICLE VII. BOARD OF TRUSTEES

A. General Powers

The affairs of the Foundation shall be managed by its Trustees.

B. The Board of Trustees of this Corporation shall consist of at least 15 but not more than 27 elected members plus three voting, ex-officio members as follows:

1. President, East Georgia State College;

2. Vice President, Business Affairs, East Georgia State College; and,
3. Director, External Affairs, East Georgia State College.

Cumulative voting shall not be recognized in the election of Trustees.

C. Except for ex-officio members, and those individuals selected by the Executive Committee to fulfill unexpired vacancies, members of the Board shall be nominated as set forth in these Bylaws by the Membership Committee, their names and a brief resume provided in the notice of the meeting, and elected by a majority of those members in attendance at a properly constituted meeting of the Board.

D. The elected Trustees shall be divided by lot into three classes with not more than 9 Trustees in each class. The term of the first class shall expire at the end of fiscal year 2014. The term of the second class shall expire at the end of the fiscal year 2015. The term of the third class shall expire at the end of the fiscal year 2016. As those terms expire, trustees shall be elected for three-year terms. All Trustees will be limited to 5 consecutive three-year terms. Any partial term will count as a full term.

E. Each Trustee shall hold office until the duly constituted successor shall have qualified.

F. Each Trustee, whether elected or ex officio, shall be entitled to cast one vote on each proposition submitted to a vote of the Board of Trustees.

G. Any elected member of the Board who shall have been absent from the meetings of the Board for 3 consecutive meetings shall be considered withdrawn from the membership unless excused by the Executive Committee.

H. The Trustees by affirmative vote of two-thirds of all of the Trustees may suspend or expel a Trustee for cause, i.e., conduct not in accordance with the mission of the college, after notice for an appropriate hearing by the Board of Trustees.

I. Any Trustee may resign by filing a written resignation with the Secretary. Upon a majority affirmative vote of the Board of Trustees at any called meeting of the Board, the resignation shall be accepted and effective as of the date so written.

J. An annual meeting of the Trustees shall be held for the purpose of electing Trustees and for the transaction of such other business as may come before the meeting. The date, time and place of said annual meeting shall be as designated by the Executive Committee. If the election of Trustees will not be held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the Trustees called as soon thereafter as such meeting conveniently may be held. In addition to the annual meeting, regular meetings may be designated by the Executive Committee.

K. Special meetings of the Board of Trustees may be called by or at the request of the Chair or any two Trustees. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Georgia as the place for holding any special meeting of the Board called by them.

L. Notice of any regular or special meeting of the Board of Trustees shall be given at least five days previously thereto by written notice delivered personally, by electronic mail, or sent by regular postal delivery to each Trustee at his or her address as shown by the records of the Foundation with written notice providing proof of verification of such notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. 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 of waiver or notice of such meeting, unless specifically required by law or by these bylaws.

M. Any action required to be taken at a meeting of the Trustees of the Foundation, or any other action which may be taken at a meeting of Trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Trustees entitled to vote with respect to the subject matter of the resolution.

N. A majority of the elected Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

O. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except as stated in the immediately following section of these Bylaws or where otherwise provided by law or by these bylaws.

P. In any matter which obligates the Foundation for expenditure of funds or obligation of resources in excess of Fifty Thousand Dollars (\$50,000) or the dissolution of the Foundation, the act of a majority of the entire Board of Trustees shall be required. Investment Decisions, other than real property issues, shall not be deemed an "expenditure of funds" or "obligation of resources" for the proceeding sentence.

Q. At any meeting of Trustees, a Trustee entitled to vote may vote either in person or by proxy executed in writing by the Trustee or by his or her duly authorized authority-in-fact. No other form of proxy shall be valid. Proxy votes are not allowed for amendments to the by-laws or at any other time a majority of the entire board is necessary.

R. Any vacancy occurring on the Board of Trustees between annual meetings of the members shall be filled by a majority vote of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

S. Trustees as such shall not receive any stated compensation for their services, provided, that nothing herein contained shall be construed to preclude any Trustee from serving the Foundation in any other capacity and receiving compensation therefore.

T. A person who holds more than one position as a member and/or ex-officio member of the Board of Trustees will nonetheless be entitled to only one vote on each vote taken on any matter as a member of the Board, Executive Committee or any Committee of the Board.

U. When a member of the Board of Trustees leaves or retires from the Board, the Trustee will be considered for emeritus status by the Membership Committee providing the Trustee meets the following requirements: The Trustee has served the Foundation for 9 years or more, actively participated in fund-raising activities on behalf of the College, personally made regular financial contributions to the Foundation, and maintained an attendance of at least 50%. Upon recommendation by the Membership Committee, the retiring Trustee will be offered the emeritus status and, upon acceptance by the former Trustee, the decision to grant emeritus status will go to the full board for approval. Persons designated as Trustee Emeritus shall be invited to serve as a member of the Advisory Board (see below) and meet with the current Board during its annual meeting. They will not vote. Emeritus members may be re-elected to the Board of Trustees.

V. Trustees will sign and adhere to the attached Board of Trustees Charge.



Board of Trustees Charge

The Role and Commitment of a Trustee of the East Georgia State College Foundation:

- As *advisors* to the president and the college, we will learn about the institution and be informed of the college mission.
- As *ambassadors* to the college's constituency, we will volunteer for the college to foster the importance of supplying educational opportunities to our local residents. We will serve as a liaison to the constituencies in the community and supply informal feedback to the EGSC President.
- As *friend raisers* for the college, we will explore the community and bring friends to the college, including prospective donors.
- As *examples* by personally investing in the college, we will make a personal commitment to the college prior to asking others to participate in gifting.
- As *fundraisers* from private sector sources, we will make connectivity with the private sector and endorse the EGSC vision.

EGSC Foundation Trustee Responsibilities:

- Ensure the board is composed of dedicated and energetic people who are capable of being involved in private-sector resource development.
- Establish and carry out an effective private sector resource development plan.
- Provide volunteer leadership for the college's private sector resource development function.
- Set the pace for giving through the members' own financial commitment to all components of the private-sector resource development program, including annual gifts, planned gifts, ongoing major gifts, and pledges provided during periodic major gifts campaigns.
- Support the College through an annual donation.
- Solicit peers of similar influence and affluence.
- Monitor and evaluate the effectiveness of fundraising efforts, providing feedback as requested.

As an active trustee of the East Georgia State College Foundation, I accept the above responsibilities.

Signature: _____ **Date:** _____

ARTICLE VIII. OFFICERS

A. Officers.

The Officers of the Foundation shall be as follows:

- Chair,
- Vice Chair
- Treasurer
- Secretary
- Executive Director
- Such other Officers as may be elected, or determined, in accordance with the provisions of this Article.

The Board of Trustees may elect or appoint such other Officers as it shall deem desirable. Such Officers shall have the authority and perform the duties prescribed by these bylaws or, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of Chair, Treasurer and Secretary.

B. Election and Term of Office.

The Officers of the Foundation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election of Officers shall not be held at such annual meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Each Officer shall hold office until the successor shall have been duly elected and shall have qualified. Officers may be re-elected for up to 5 annual terms.

C. Removal.

Any Officer or agent, elected or appointed by the Board of Trustees, may be removed by the Board of Trustees whenever in its judgment, best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

D. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

E. Chair.

The Chair shall be the principal executive Officer of the Foundation and shall in general supervise and control all of the business and affairs of the Foundation. The chair shall preside at all meetings of the members and of the Board of Trustees. The Chair may sign, with the Secretary or any other proper Officer of the Foundation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts or other instruments which the Board of Trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws or by statute to some other Officer or agent of the Foundation; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Trustees from time to time.

F. Vice Chair.

In the absence of the Chair or in the event of the chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Trustees.

G. Treasurer.

The Treasurer shall be responsible for supervising the financial affairs of the Foundation, including accounting procedures, recording receipts and disbursements, and the management of the annual audit. Additionally, the Treasurer shall work with the Budget and Finance Committee members to develop an annual budget for presentation to the Board of Trustees; shall work with the Investment and Real Estate Committee to select investment managers and assist in the development and implementation of investment strategies and policies for funds; and make periodic reports of the Foundation's financial condition to the Board of Trustees. If required by the Board of Trustees, the Treasurer shall be bonded for the faithful discharge of duties in such sum and with such surety as the Board shall determine.

H. Secretary.

The Secretary or the Secretary's designee shall keep the minutes of the meetings of Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Foundation and see that the seal of the Foundation is affixed to all documents, the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each Trustee and each member; and in general perform all duties as from time to time may be assigned to him/her by the Chair or by the Board of Trustees.

I. Executive Director

The Executive Director shall be responsible for the execution of the daily operations of the Foundation. The Executive Director shall be empowered to perform the duties as follows:

- a. To receive and have care and custody of all funds and securities of the Foundation. Within the policies of the Foundation, the Executive Director shall authorize payment of expenses and awarding of grants, and otherwise do all things necessary for the successful operation of the Foundation. In the event of absence or inability of the Treasurer, the Executive Director shall perform the daily financial duties such as signing checks, vouchers, or other orders drawn upon the bank, or banks or other depositories in which the funds and securities of the Foundation are deposited, except as herein otherwise provided.
- b. To establish and conduct a broad program of financial development and to have overall responsibility for fund-raising campaigns.
- c. To establish and maintain liaison with individuals, private foundations, corporate foundations and other agencies which provide grants and other financial assistance.
- d. To maintain liaison with the President and other administrative officers of the College; to keep them informed of sources of financial assistance; and to assist them in effort to attract donations.
- e. To prepare an annual report regarding the operation of his office to be presented at the annual meeting.
- f. To attend the annual meeting of this Foundation and all meetings of the Board of Trustees, and to sit as a member of its Executive Committee.

ARTICLE IX. COMMITTEES

A. Other Committees.

In addition to the standing committees described below, the Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate one or more committees, each of which shall consist of at least three Trustees. Each committee, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees, or any individual Trustee, of any responsibility imposed by law.

B. Standing Committees.

1. Executive Committee.

Serves to strengthen the Board's performance by acting on behalf of the board on all routine business and emergency matters that are not reserved for the full board as specified in the bylaws. Membership shall be:

- Chair
- Vice-Chair
- Executive Director
- Treasurer
- Secretary
- Past Chair of the Board of Trustees

The presence of three members shall constitute a quorum of the committee, and the affirmative vote of three members shall be necessary for the adoption of any resolution. The Executive Committee shall meet at the call of the Chair, and minutes shall be kept by the Secretary in the corporate minute book. All action taken shall be reported to the next meeting of the Board of Trustees for approval. The Executive Committee shall have and may exercise all powers and authority of the Board of Trustees, when said Board is not in session, subject only to such restrictions or limitations as the Board may from time to time specify; provided, however, the Executive Committee shall have no authority to alter, amend or repeal the Corporation Charter or Bylaws, or to appoint Trustees.

The Executive Committee may appropriate funds of the Foundation in an amount not to exceed five thousand Dollars (\$5,000).

2. Budget and Finance Committee.

Ensures the fiscal stability and long-term economic health of the Foundation, oversees the budget process and consistency with the College's mission, and coordinates with the Audit & Gift Acceptance as well as Investment & Real Estate committees as needed. Membership shall include the Treasurer, the Chief Business Officer of the College plus four Trustees.

3. Investment and Real Estate Committee.

Sets investment policies and oversees their management, reviews expenses, accounting, and financial reporting of investment actions, sets spending policies consistent with mission and long-term economic health of the Foundation; supports the physical assets of the college and the Foundation, advocates for new structures and rehabilitations or removal of old structures as dictated by the operating and strategic plans of the College. Membership shall include the Treasurer plus 3 Trustees.

4. Annual Giving Committee.

Assist the organization in obtaining resources for annual fund drive and special causes, expanding the Foundation donor base, and supporting donor cultivation and recognition activities. Membership shall include the Chief External Affairs Officer plus 3 Trustees.

5. Audit and Gift Acceptance Committee.

Reviews gift acceptance policies and guidelines, unusual gifts, and makes recommendations to the Board of Directors on gift acceptance issues. Membership shall include 3 Trustees.

6. Committee on Membership.

Determines the composition of the board and oversees recruitment, orientation, committee assignments, and board performance including attendance. Membership shall include the Secretary plus 3 Trustees.

7. Major Gifts Committee.

Establishes fundraising policies, creates an awareness of the importance of private giving, sets goals for giving and actively engages in solicitations, and assesses progress, raises funds to ensure the financial health of the Foundation and its ability to achieve defined mission and goals, examines trends and analyses implications for the future. Membership shall include 3 Trustees.

C. Term of Office.

Each member of a committee shall continue to serve until the next annual meeting of the Board of Trustees and until a successor is appointed, unless the committee shall be terminated sooner or unless such member is removed from the committee or ceases to qualify as a member thereof.

D. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

E. Quorum.

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the committee membership shall constitute a quorum and the act of a majority of the members at a meeting at which a quorum is present shall be the case of the committee.

F. Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with the rules adopted by the Board of Trustees.

ARTICLE X. OPERATIONAL PROCEDURES

A. General Procedures

1. Subject to the provisions of the Articles of Incorporation, the terms or conditions imposed upon any transfer or assets to the Foundation, whether by gift or otherwise, shall in all cases be subject to approval of the College. Accordingly, any such transfer made or offered to be made to the Foundation shall be accepted subject to such approval and such terms and conditions shall be communicated forthwith to the College for its acceptance or rejections. All property so transferred to the Foundation with the approval of the College shall thereupon be held, managed and administered as the Board of Trustees from time to time may determine, subject however, to the terms and conditions and for the purposes, if any, prescribed by the transferor or donor thereof.

2. The Board of Trustees, in concert with the College, shall study the long-range needs and objectives of the College and shall make recommendations for the use of unrestricted properties of the Foundation in fulfilling such needs and objectives. The Board of Trustees within their discretion shall contribute corpus or interest to the College.

3. The Board of Trustees, to carry out the purposes of the Foundation, shall undertake by and through the Trustees and members of the Foundation and the community such specific development projects as it may determine, with the approval of the College.

B. Checks, Drafts, and Other Orders of Payment of Money

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of the Foundation shall be signed by such Officer or Officers, agent or agents of the Foundation and in such manner as shall be determined by the Budget and Finance Committee. In the absence of such determination by the Budget and Finance Committee, such instrument shall be signed by any two Officers and/or Trustees as appointed by the Board.

C. Deposits.

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Trustees may select.

D. Gifts.

The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

E. Audit.

A certified public accountant shall be engaged each fiscal year to audit and examine the books of accounts of the Foundation and to certify and report in writing to the Board of Trustees the annual balances and condition of such books as of the close of the fiscal year. The compensation of the accountant shall be determined by a written agreement between the accountant and Treasurer of the Foundation prior to the commencement of the audit.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, current edition, shall govern the proceedings of all meetings of the Board of Trustees and of members, not otherwise provided for in these bylaws.

ARTICLE XII. BOOKS AND RECORDS

A. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Foundation may be inspected by any members, or his/her agent or attorney for any proper purpose at any reasonable time.

B. All Foundation meetings shall be conducted in an open and responsible manner, consistent with the laws of the State of Georgia.

ARTICLE XIII. FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of July and end on the last day of June for audit purposes. The budget of the Foundation shall be approved on a fiscal year basis to be consistent with the academic and fiscal years of the College.

ARTICLE XIV. DUES

No dues shall be paid by members of the Foundation.

ARTICLE XV. SEAL

The Board of Trustees shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Foundation and the words "Corporate Seal. Georgia".

ARTICLE XVI. WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Georgia Nonprofit Foundation Code or under the provisions of the Articles of Incorporation or by the bylaws of the Foundation, a waiver thereof in writing signed by the person stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVII. AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed and new bylaws may be adopted by a majority of the entire Board of Trustees. Such action may take place at any regular meeting or at any special meeting.

ARTICLE XVIII. INDEMNIFICATION OF TRUSTEES

Authority to Indemnify. The Foundation shall indemnify or obligate itself to indemnify to the fullest extent allowed by Georgia law a trustee or officer acting in good faith as a duly authorized agent of the Foundation.

ARTICLE XIX. CONFIDENTIALITY

A. Non-Disclosure.

No member of the Board of Trustees, or any committee member, shall disclose to third persons, without the prior approval of the Board of Trustees, any confidential information which may have become known to the Trustee or committee member, during the time the Trustee was a member of the Board, or the committee member served on the committee. As used herein, the term "confidential information" means information pertaining to:

- (a) The names, addresses, financial information, amount of donations and terms of payment relating to any donor, save and except to the extent the donor authorizes disclosure;
- (b) Personal matters relating to any Trustee, Officer, employee or agent of the Foundation;
- (c) Contract considerations and negotiations wherein the Foundation is an interested party; and
- (d) Settlement and management of legal disputes involving the Foundation.

B. Communications.

Authorized communication of any information shall be by or at the direction of the College Foundation Chair, in consultation with the College President and Executive Committee.

C. Violation.

Trustees or committee members violating these confidentiality provisions shall be subject to removal from their position by action of the Board of Trustees.

ARTICLE XX. CONFLICTS OF INTEREST

No Trustees shall be financially interested in any contract or transaction entered into by the Foundation, and any contract or transaction entered into in violation of this provision is null and void. No Trustee may utilize information

obtained by reason of Foundation membership for personal gain, and the Foundation may take action to recover any such gain realized.

Section 1. Conflict Defined.

A conflict of interest may exist when the interest or activities of any Trustee may be seen as competing with the interests or activities of this Foundation, or the College whose interests it represents; or the Trustee derives a financial or other material gain as a result of a direct or indirect relationship. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Foundation Trustees or its Executive Committee, excluding the person concerning whose situation the doubt has arisen.

Section 2. Disclosure Required.

Any possible conflict of interest shall be disclosed to the Board of Trustees by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Board of Trustees, the interested person shall call it to the attention of the Board of Trustees or its appropriate committee and such person shall not vote on the matter; provided however, any Trustee disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Foundation Trustees or a committee thereof. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board or its committee is meeting and shall not participate in the final deliberation or discussion regarding the matter under consideration. However, that person shall provide the Foundation or committee with any and all relevant information. The minutes of the meeting of the Foundation or the committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during final discussion or vote and did not vote.

ARTICLE XXI. DISSOLUTION

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under section 501C (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XXII. DEBT

The highest amount of indebtedness or liability to which the Foundation may at any time subject itself shall be at no time in excess of the total assets held by the Foundation.