

THE KENTUCKY STATE UNIVERSITY FOUNDATION, INC.

CODE OF REGULATION

ARTICLE I STRUCTURE, PURPOSES AND MEMBERS

Section 1. Structure. The Kentucky State University Foundation (the “Corporation”) is a non-profit corporation organized under the laws of the Commonwealth of Kentucky. The Articles of Incorporation of the Corporation (as amended from time to time, the “Articles of Incorporation”) were filed in the office of the Secretary of State of the Commonwealth of Kentucky.

Section 2. Purposes. The purposes for which the Corporation is organized and to be operated are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Kentucky State University Foundation, sometimes referred to herein as the “Foundation”, shall receive contributions, gifts, grants, devises, or bequests, or real or personal property or both from individuals, foundations, partnerships, associations, governmental bodies, and public or private corporations, and to maintain, use, and apply such property and income therefrom for the benefit of Kentucky State University or for any student, faculty, or staff member, or any line of work, teaching, or investigation of Kentucky State University or its agents, at the discretion of the Board of Trustees of the Foundation; provided; however, that no part of such income or principal shall be contributed to any organization whose net earnings or any part thereof ensure to the benefit of any private shareholder or individual, and which does not qualify as exempt under 26 U.S.C. Section 501(c)(3), or the corresponding section of any future United States Internal Revenue Service Code provision. In accomplishment of such purposes, the Corporation will perform such functions as may be necessary or appropriate to fulfill the purposes of the Corporation.

ARTICLE II OFFICES

Section 1. Principal Place of Business. The principal place of business of the Corporation is located at 118 Douglas Avenue, Frankfort, KY. The Corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time.

Section 2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the Commonwealth of Kentucky a registered office and a registered agent whose office is the Corporation’s registered office, as required by the Revised Code of Kentucky. The registered office may but need not be identical to the principal office of the Corporation in the Commonwealth of Kentucky and the address of the registered office may be changed from time to time by the Board of Trustees in accordance with applicable law.

ARTICLE III BOARD OF TRUSTEES

Section 1. Powers. The property, business, and affairs of the Corporation shall be managed and controlled by the Board of Trustees and, subject to the restrictions imposed by law, the Articles of Incorporation and this Code of Regulations (the “Regulations), the Board of Trustees shall exercise all the powers of the Corporation.

Section 2. Number.

- a. The Board of Trustees currently consists of three classes of trustees for a total of twenty-seven trustees. At all times, two thirds of the Board of Trustees shall be composed of Elected Trustees, as defined herein. The number of trustees may be increased or decreased from time to time by amendment of the Regulations in accordance with the provisions of Article X, provided that the number of trustees shall never be less than nine and provided further that no decrease in number shall have the effect of shortening any term of any incumbent trustee.
- b. The Trustees may, from time to time, elect emeritus trustees who shall serve without term limitations. Emeritus trustees shall not count in determining the board limitation of 25 trustees.

Section 3. Term.

- a. Term Limits for Ex-Officio Trustees. Ex-Officio Trustees shall serve on the Board of Trustees for the Corporation during their terms of office with the KSU Foundation. Each trustee serving as an Ex-Officio Trustee shall hold office until the earlier to occur of (a) the expiration of such trustee's term or (b) such trustee's death or resignation.
- b. Term Limits for Elected Trustees. There shall be no limit on the number of terms for Elected Trustees. Each person serving as an Elected Trustee shall hold office until the earlier to occur of such trustee's death, resignation, or removal as hereinafter provided.

Section 4. Classes of Board of Trustees. Trustees may, but need not, be further divided into classes, and the terms of office of the several classes need not be uniform.

Section 5. Removal.

- a. Removal of Ex-Official Trustees. Ex-Officio Trustees cannot be removed by the Corporation's Board of Trustees.
- b. Removal of Elected Trustees. Any Elected Trustee may be removed from office, with or without cause, by the affirmative vote of a majority of the trustees of the Corporation.

Section 6. Elections and Vacancies.

- a. Ex-Officio Member Trustees. Any vacancy (other than resulting from completion of a term) occurring in the position of an Ex-Officio Trustee, whether by death, resignation, removal, or otherwise, shall be filled by appointment from the President and approved by the Board of Trustees.
- b. Elected Trustees. Elected Trustees shall be elected for a term of three years and may succeed themselves in office. Any vacancy (other than resulting from completion of a term) occurring in the position of an Elected Trustee, whether by death, resignation, removal, or otherwise, shall be filled by the affirmative vote of a majority of the remaining trustees though less than a quorum of the Board of Trustees. An Elected Trustee elected to fill a vacancy arising other than as a result of term completion shall be an Elected Trustee on the Board of Trustees and shall be elected for the unexpired term of such trustee's predecessor.

Any vacancy to be filled by reason of an increase in the number of trustees shall be filled by election at any meeting of the Board of Trustees.

Section 7. Meetings of Trustees. The Board of Trustees may hold meetings, maintain an office, and keep the Corporation's books and records at such place or places within or without the Commonwealth of Kentucky as the Board of Trustees may from time to time determine; provided, however, that in the absence of such determination, such places shall be the Corporation's principal office in the Commonwealth of Kentucky.

Section 8. Annual Meetings. The annual meeting of the Board of Trustees ("Annual Meeting") shall be held at such time and place as shall be designated from time to time by resolution of the Board of Trustees, or, if not so designated, by the Chairman. If neither the Board of Trustees nor the Chairman designate a time and place for the annual meeting, the annual meeting shall be held on the first Monday of November at the Corporation's registered office for the purpose of (a) electing officers for the ensuing year, and (b) transacting such other business as may be properly brought before such Annual Meeting. Notice of Annual Meetings shall not be required.

Section 9. Regular Meetings. Regular meetings of the Board of Trustees ("Regular Meetings") shall be held at such times and places as shall be designated from time to time by resolution of the Board of Trustees. Notice of Regular Meetings shall be required.

Section 10. Special Meetings. Special meetings of the Board of Trustees ("Special Meetings") shall be held at such times and places as shall be designated from time to time by (a) the Chairman of the Board, or (b) by the Secretary, on the written request of one third of the Trustees of the Corporation. Notice of Special Meetings shall be required, and no business shall be transacted at any special meeting excepting such as be designated in the notice thereof.

Section 11. Notice of Meetings. The President shall give notice of the time and place of each Regular or Special Meeting to each trustee in person or by facsimile transmission, mail, electronic message or telephone, not less than ten days before such meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Corporation's purposes may be considered and acted upon at such meeting.

Section 12. Quorum. Fifty-one percent of the then-acting trustees shall constitute a quorum for the consideration of any matters pertaining to the Corporation's purposes. If at any meeting of the Board of Trustees there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. 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, unless the act of a greater number is required by law, the Articles of Incorporation or the Regulations.

Section 13. Voting. A trustee may vote in person or by proxy executed in writing by the trustee. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law. A trustee present by proxy shall not count toward a quorum.

Section 14. Conduct of Business. At meetings of the Board of Trustees, matters pertaining to the Corporation's purposes shall be considered. At all meetings of the Board of Trustees, the President shall preside, and in the absence of the President, the Vice President shall preside, and in the absence of the Vice President, a Chairman shall be chosen by the Board of Trustees from among the trustees present. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Trustees, but in the absence of the Secretary, the Chairman may appoint any person to act as secretary of the meeting.

Section 15. Compensation of Trustees: Expenses. Persons serving as trustees shall not receive any salary or compensation for their services as trustees; provided, however, that nothing contained herein shall be construed as precluding any trustee from receiving compensation in a reasonable amount for personal services rendered (other than services rendered as a trustee) that are reasonable and necessary in carrying out the Corporation's purposes as the Board of Trustees may from time to time determine. A trustee shall be entitled to reimbursement for reasonable expenses incurred in carrying out such person's duties as a trustee.

ARTICLE IV COMMITTEES

Section 1. Board Committees.

- (a) The Board of Trustees may from time to time designate members of the Board of Trustees to constitute committees that shall have and may exercise such powers as a majority of the Board of Trustees may determine in the resolution that creates the committee.
- (b) An Executive Committee, consisting of the President, Vice President, Executive Secretary and Treasurer, may be appointed by the Board of Trustees to serve until their successors shall be appointed, and such Executive Committee shall direct the management of the affairs of the corporation in the interim between meetings of the Board of Trustees, subject to the control of the Board of Trustees. The President shall preside at meetings of the Executive Committee. The Executive Committee shall from time to time appoint its own secretary and prescribe the duties of such secretary.

Section 2. Procedures; Meetings; Quorum. Meetings of the Executive Committee may be held at any time when the Board of Trustees is not in session, may be prescribed by the Board of Trustees, may be called by the President of the Board of Trustees, or may be called by any two members of the Executive Committee. Notice must be given to each member of the Executive Committee at least two weeks prior to the holding of such meeting. The Executive Committee shall keep regular minutes of its meetings and cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation, and report the same to the Board of Trustees at its next succeeding meeting.

Section 3. Ex-Officio Committees. The Board of Trustees may from time to time designate former Ex-Officio Trustees of the Board of Trustees and all such other persons to an ad hoc committee. Such committee may be created by resolution of the Board of Trustees.

Section 4. Removal. Any officer or agent or member of a committee elected or appointed by the Board of Trustees may be removed by the Board of Trustees, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Election or appointment of an officer shall not on itself create contract rights.

ARTICLE V
NUMBER, TITLES, TERM OF OFFICE, DUTIES AND MEMBERSHIP

Section 1. Number, Titles, and Term of Office.

Office. The officers of the Corporation shall consist of a President, a Vice President, a Secretary/Assistant Treasurer, a Treasurer, and an Executive Secretary. The term of office for each is one year.

Section 2. Duties. The President, Vice President, Secretary/Assistant Treasurer, and the Executive Secretary shall perform the usual duties pertaining to their offices.

Section 3. Membership. All officers shall be members of the Board of Trustees.