

The University of Rhode Island Foundation & Alumni Engagement Bylaws

As amended June 10, 2022

ARTICLE I

General Information

Section 1. Organization. The name of the corporation is The University of Rhode Island Foundation & Alumni Engagement (“URIFAE”). URIFAE is a non-profit corporation organized under the laws of the State of Rhode Island. The principal office of URIFAE is located in Kingston, Rhode Island.

Section 2. Vision & Mission. The mission of URIFAE is to inspire and steward philanthropic support benefitting the University of Rhode Island (the “University”) and to inform and engage alumni as committed partners of the University and its mission and traditions. URIFAE is to be a leader in support of the University’s pursuit of excellence. In all its activities, URIFAE strives for core values of transparency, integrity, collaboration, accountability, and respect.

Section 3. Governance. The Board of Directors of URIFAE is vested with the management and control of its resources, activities and affairs. The Board of Directors shall employ a President/Chief Executive Officer who shall manage such resources, activities and affairs under the supervision of the Board of Directors.

Section 4. Relationship with University. URIFAE is an organization that is tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). URIFAE is independent of the University but exists solely to encourage support for the University and its programs, faculty, and students and the engagement of its alumni.

Section 5. Distribution Upon Dissolution. Upon termination or dissolution of URIFAE, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose that, at least generally, includes a purpose similar to URIFAE. The organization to receive the assets of URIFAE hereunder shall be selected by the Board of Directors in accordance with these bylaws.

ARTICLE II

The Board of Directors

Section 1. Structure. The Board of Directors shall consist of up to forty (40) members as determined from time to time by the Board, but there shall be no fewer than twenty (20) board members. At least twenty (20) members of the Board of Directors shall be alumni of the

University, and the Board of Directors shall endeavor to include one member of the General Assembly of the State of Rhode Island as a full voting member. In addition to board members elected as aforesaid, the following shall serve as ex-officio members of the Board of Directors: the President of the University, the Chair of the Board of Trustees of the University, the President/CEO of URIFAE, and the Vice President for Alumni Engagement. Ex-officio board members shall be non-voting and shall not count toward the number of members of the Board of Directors to establish a quorum or for any other purpose.

Section 2. Term. Members of the Board of Directors may serve up to three (3) consecutive three-year terms (up to nine (9) years). In case a Director is appointed for a partial term as a result of a vacancy, such partial term shall not count against the foregoing term limit. Terms shall be staggered to maintain consistency of operations among Board members when terms expire. Unless sooner terminated by his or her death, resignation or removal, the term of a director shall continue until his or her successor is elected.

Section 3. Election. Directors shall be elected by the Board of Directors at the annual meeting of the corporation and may vote for their own reelection. Vacancies may be filled for the unexpired term by vote of the remaining members of the Board of Directors. Nominations for individuals to serve as directors shall be made by the Governance Committee.

Section 4. Powers and Duties. The Board of Directors shall exercise oversight of the resources, activities and affairs of the corporation and shall employ a President/Chief Executive Officer to manage the corporation's resources, activities and affairs. The Board shall have the power to enter into agreements; incur obligations; acquire, manage, invest and dispose of property of the corporation; and adopt rules and regulations for the proper management of the corporation and the conduct of its meetings.

Section 5. Meetings. The Board of Directors will conduct regular meetings twice per year, with one (1) meeting designated as the corporation's annual meeting. Special meetings may be held whenever called by or at the direction of the Chair or any five (5) members of the Board by providing notice 48 hours in advance to all board members. Any notice of meeting sent to an email address provided by a board member shall be effective notice to such member. Any member absent for more than one (1) meeting per year, without good and sufficient reason, may be removed from the Board by a majority vote of the Board members present.

Section 6. Quorum. A minimum of ten (10) voting members of the Board of Directors shall constitute a quorum for the transaction of business at regular or special meetings. Except as otherwise specified by law or in these bylaws, any act of a simple majority of the voting members of the Board of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Proxy voting is not permitted at any meeting of the Board of Directors or any committee thereof.

Section 7. Telephonic Meeting Participation. With prior notice, a director or member of any committee of the Board of Directors may participate in any meeting of the Board of Directors or

such committee, as the case may be, by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting and full participation for all purposes, including the casting of any vote.

Section 8. Actions Without a Meeting. Any action which may be required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if 100% of the members voting consent to the action in writing. Such consents shall be treated as a unanimous vote at a meeting occurring as of the date of the last such consent. If consents are not received from 100% of the members voting, then any vote on any proposed motion or action is null and void.

ARTICLE III

The Executive Committee

Section 1. Structure. The Executive Committee is a standing committee of the Board of Directors, consisting of all elected officers of the corporation (namely the Chair, vice chair(s), secretary, and treasurer), the chair of the Alumni Engagement Council, all six (6) standing committee chairs, and three (3) at-large members selected by the Chair from among current Board members. The corporation's President/CEO and the President of the University shall serve as an ex officio (non-voting) members of the Executive Committee.

Section 2. Approval; Term. Service on the Executive Committee is subject to the approval of a majority of the Board of Directors at the corporation's annual meeting. Executive Committee members serve until the annual meeting next following their election to such position and the qualification of their successor.

Section 3. Powers and Duties. The Executive Committee is authorized to vote and act on behalf of the corporation and is empowered to manage the corporation's resources, activities and affairs, except that the Executive Committee may not exercise the authority of the Board of Directors in reference to:

- (a) Amending, altering, or repealing these bylaws;
- (b) Electing, appointing, or removing any member of any committee or any director or officer of the corporation;
- (c) Amending the articles of incorporation, restating articles of incorporation, adopting a plan of merger, or adopting a plan of consolidation with another corporation;
- (d) Authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation;

(e) Authorizing the voluntary dissolution of the corporation or revoking proceedings for voluntary dissolution; adopting a plan for the distribution of the assets of the corporation; or

(f) Amending, altering, or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered, or repealed by the committee.

Section 4. Meetings. The Executive Committee will conduct regular meetings, in accordance with a schedule established at its initial meeting in any year and more frequently than the Board of Directors. Special meetings may be called by the Chair or any two members as needed to conduct the affairs of the corporation.

Section 5. Quorum. A majority of voting members of the Executive Committee shall constitute a quorum for the transaction of business at regular or special meetings. Except as otherwise specified by law or in these bylaws, any act of a simple majority of the voting members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee.

ARTICLE IV

Officers

Section 1. Structure. The officers of the corporation shall consist of a Chair of the Board of Directors (the "Chair"), one (1) or more vice chairs, a secretary and a treasurer, and such other officers as the Board of Directors, in its discretion, may from time to time determine. Officers shall be elected from the members of the Board of Directors.

Section 2. Term. The Board of Directors shall elect officers at the annual meeting of the corporation. Officer nominations shall be made by the Governance Committee. Officers are elected for a one (1) year term, to serve until the next annual meeting or until a successor is elected and qualified, and may serve up to three (3) one-year terms. Any officer, while serving his or her respective term of office, shall be exempt from the term limits applicable to directors, and his or her term of office as a director shall be extended to coincide with his or her time in office, as recommended by the Governance Committee to support the needs of the corporation. The Board of Directors may fill all vacancies for the remaining term of such office. Any officer term may be extended in the discretion of the Board of Directors due to extenuating circumstances to ensure effective governance.

Section 3. Chair. The Chair shall preside at all meetings of the Board of Directors and, in general, shall perform all the duties usually pertaining to the office of the Chair and such other duties as may be required of him or her by the Board.

Section 4. Vice Chair(s). In the absence or inability to act of the Chair, or if the office of the Chair shall be vacant, the vice chairs, in order of seniority in office, shall exercise all the powers

of the Chair. They shall also have such powers and perform such other duties as the Board may specify. The Board may appoint as many vice chairs as needed to reasonably conduct business.

Section 5. Treasurer. The treasurer shall have the care and custody of the funds and securities of the corporation, subject to the control of the Board, and shall keep accurate accounts thereof. He or she shall, in general, perform the duties usually pertaining to the office of treasurer and such other duties as may be required of him or her from time to time by the Board. The treasurer typically serves as chair of the Finance Committee. The treasurer may delegate any of his or her duties to employees of the corporation whose regular duties include fulfilling such treasurer duties.

Section 6. Secretary. The secretary shall act as a secretary of all meetings of the Board of Directors. He or she shall have the custody of the seal of the corporation, and shall, in general, perform the duties usually pertaining to the office of the secretary and such other duties as may be required from time to time by the Board. The secretary also maintains records of all actions taken by the Board and its committees. The secretary may delegate any of his or her duties to employees of the corporation whose regular duties include fulfilling such secretary duties.

Section 7. Other Officers. The Board may engage other officers as it may see fit and delegate to him/her and them such powers and duties as it may see fit, whether such powers or duties be such as are usually performed by some other officer or officers.

ARTICLE V

Alumni Engagement Council

Section 1. Purpose. The Alumni Engagement Council's purpose is to inform and engage current and future alumni as committed partners of the University, its mission and traditions and assist the Board of Directors in carrying out its oversight responsibilities related to engagement. The Council is responsible to ensure alumni-related engagement activities reflect the University's mission of teaching, research, and community service.

Section 2. Responsibilities of Council. The Alumni Engagement Council shall have the following responsibilities:

- (a) Recommend and/or promote alumni engagement programs and activities;
- (b) Provide guidance to committees reporting to the Council;
- (c) Propose strategies and metrics to position the Board of Directors as a conduit that creates strengthened bonds between alumni and the University through meaningful engagement opportunities;

- (d) Identify and recommend to the Governance Committee alumni with qualifications that make them suitable to serve on the Board of Directors; and
- (e) Conduct an annual self-evaluation of the members of the Alumni Engagement Council and their performance within the Council.

Section 3. Council Composition. The Alumni Engagement Council will be a standing committee of the Board of Directors composed of no more than 21 alumni, including the committee chair and committee vice-chair. The committee chair and committee vice-chair of the Alumni Engagement Council shall be members of the Board of Directors; other members need not be members of the Board of Directors. Members of the Alumni Engagement Council, other than ex officio members, shall be appointed by the Chair of the Board of Directors from nominees recommended by the Governance Committee. In proposing nominees, the Governance Committee shall consider their expertise, experience and interest in matters related to alumni engagement. The initial members of the Alumni Engagement Council shall be appointed for terms of one, two and three years, such that the terms of approximately one-third of the members of the Council shall expire in any year. Members of the Alumni Engagement Council appointed to fill the position of any member whose term has expired shall be appointed for three year terms, with no member serving more than two consecutive terms. The Chair of the Board of Directors may appoint a new member to fill the remaining term of any member who dies, resigns, is removed by the Board of Directors (with or without cause), or otherwise fails to serve as a member of the Alumni Engagement Council. All appointments by the Chair are subject to approval of a majority of the Board of Directors. Chairs of the Alumni of Color Network, the Women's Council for Development, and the Young Alumni Council committees will serve on the Council as ex officio, voting members.

Section 4. Meetings. The Alumni Engagement Council shall meet at least two times each year, with the expectation that the Council may be required to have additional meetings.

Section 5. Membership. Each member of the Alumni Engagement Council shall have expertise in an area defined by the Council as it relates to the University's mission. Members will be required to fulfill each of the responsibilities listed below to remain an active member of the Council:

- (a) Participate in Council meetings each year in person or via conference call;
- (b) Actively participate on an ad hoc task force or other Council initiatives;
- (c) Support the University financially;
- (d) Engage additional alumni to be involved with the Council; and
- (e) Comply with the Code of Ethics Policy.

Section 6. Chair Position. The responsibilities of the Chair of the Alumni Engagement Council include facilitating meetings, assisting in recruiting alumni volunteers, and working with and giving direction to Council members towards shared goals. The Chair also serves on the Executive Committee of the Board of Directors.

Section 7. Vice-Chair Position. The responsibilities of the Vice-Chair of the Alumni Engagement Council include providing leadership of the Council in the absence of the Chair. The Vice-Chair also serves on the Board of Directors.

Section 8. Task Forces. Ad hoc task forces will be created from time to time to support specific efforts of the University's mission.

ARTICLE VI

Standing Committee Structure

Section 1. Structure. In addition to the Alumni Engagement Council, the corporation shall maintain six (6) standing committees: the Audit Committee, the Development/Campaign Committee, the Finance Committee, the Governance Committee, the Investment Committee, and the Marketing & Communications Committee. The size of each committee will be at the discretion of the Chair, in consultation with each committee chair, but each committee shall have at least two (2) members who are voting Board members.

Section 2. Appointments. Unless otherwise noted, the Chair shall annually appoint chairs and members to standing committees, subject to the ratification by a majority of the Board of Directors at the corporation's annual meeting. The Chair of the Board of Directors shall serve as an ex officio voting member of all committees. Unless otherwise noted, a majority of members on each committee should be selected from among current members of the Board of Directors; non-board members can serve on committees. All committee members are authorized to vote on all committee matters. Actions of standing committees are not binding, unless approved by the Board of Directors.

Section 4. Audit Committee. At each annual meeting, the Chair shall appoint an Audit Committee and committee chair. The Audit Committee will assist the Board of Directors in fulfilling its responsibility to provide oversight of management regarding: the corporation's systems of internal controls and risk management; the integrity of the corporation's financial statements; the corporation's compliance with legal and regulatory requirements and ethical standards as reflected in the corporation's code of ethics policy as amended and adopted from time to time (the "Code of Ethics"); and the engagement, independence and performance of the corporation's independent auditors.

Section 5. Development/Campaign Committee. At each annual meeting, the Chair shall appoint a Development Committee and a committee chair. The Development/Campaign Committee is responsible for overseeing the fundraising operations of the corporation. During times of a

fundraising campaign, the Development Committee will serve as the Campaign Committee. In addition, members of the Development Committee may be convened, as needed, along with other Board representatives and staff, to serve as a Gift Acceptance Committee for the corporation.

Section 6. Finance Committee. At each annual meeting, the Chair shall appoint a Finance Committee and committee chair. The Finance Committee will assist the Board in fulfilling its fiduciary responsibility by providing financial oversight of corporation operations and ensuring that there are sufficient financial resources for management to carry out the mission of the corporation. The Finance Committee oversees the preparation of the annual budget and ensures that budgets and interim financial statements are prepared and approved in a timely manner. Typically, the offices of Finance Committee chair and corporation Treasurer shall be held by the same person.

Section 7. Governance Committee. At each annual meeting, the Chair shall appoint a Governance Committee and committee chair, with responsibilities including periodic mission and bylaws review; Board recruitment and development; Board, officer and committee nominations; Board policy review; Board protocol; and other charges as assigned.

Section 8. Investment Committee. At each annual meeting, the Chair shall appoint an Investment Committee and committee chair. The Investment Committee will assist the Board in fulfilling its oversight for the investment assets of the corporation, particularly the endowment, in conformity with investment policies reviewed and approved by the Board. The Investment Committee will be responsible for formulating the overall investment policies of the corporation and monitoring the management of the portfolio for compliance with the investment policies and guidelines for meeting performance objectives over time.

Section 9. Marketing & Communications Committee. At each annual meeting, the Chair shall appoint a Marketing & Communications Committee and committee chair. The Communications Committee provides strategic guidance to the corporation, recommends approaches to increase engagement among University constituencies, and promotes communication among peers and colleagues in higher education, the nonprofit sector, and advancement and philanthropy corporations.

Section 10. Other Committees. The Board of Directors may, from time to time, create such other committees and establish committee powers, duties and responsibilities, as it deems necessary. Once committees are established, the Chair shall appoint a committee chair annually.

ARTICLE VII

Trustees

Section 1. Structure. Trustees of the corporation serve in an honorary capacity, without voting privileges. When appointed by the Board of Directors, trustees may serve up to three (3)

consecutive three (3)-year terms (up to nine (9) years). Vacancies other than from expiration of term will not be filled. The trustees shall be invited to the annual meeting of the corporation.

ARTICLE VIII

Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the 30th day of the June in the succeeding year. Appointed terms of Board members, officers, and committee members will coincide with the fiscal year, subject as to Board members to the election of their respective successors.

Section 2. Member Conduct and Removal. All members of the Board of Directors, Executive Committee, Officers, Alumni Engagement Council, Standing Committee and other committee members, and Trustees are expected to comply with standards of conduct and policies that apply throughout the corporation, including but not limited to the Code of Ethics and policies related to Harassment and Anti-Discrimination, Conflicts of Interest, Use of Personal Information and Release of Information. Any officer or member of the Board of Directors or any committee may be removed, with or without cause, at any time by resolution adopted by affirmative vote of a majority of the Board of Directors.

Section 3. Remuneration. With the exception of the President/Chief Executive Officer (and other senior staff) who receives compensation in their staff capacity, no directors or officers or committee members of the corporation shall receive any compensation for their service as such.

Section 4. Signatories. The authorized signatories for corporate and legal documents and for the conduct of corporate affairs shall be the Chair of the Board of Directors, President/CEO of the corporation, Chief Financial Officer of the corporation, or other individual authorized by specific resolutions adopted by the Board of Directors or the Executive Committee, and filed with the minutes of the corporation.

Section 5. Indemnification. Subject to and in accordance with the standards and requirements of law, the corporation shall indemnify each person who was, is, or is threatened to be made, a named defendant or respondent in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person was or is a member of the Board of Directors, Executive Committee, officer, committee member, employee or agent of the corporation, against all judgments, penalties, fines, settlements, and reasonable expenses, if the individual acted in good faith and in the best interests of the corporation, or, in the case of a criminal proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Section 6. Governance. The corporation shall be governed in accordance with these bylaws. Committees, task forces, and other groups established by URIFAE are also governed by these

bylaws as supplemented by their specific charters, policies, and procedures that are approved by the Board of Directors. The corporation will review these bylaws at least every two (2) years for consistency with current operations and best practices and to incorporate any new requirements.

Section 7. Corporate Seal. The corporation may have a seal in such form as may be approved by the Board of Directors from time to time.

Section 8. Parliamentary Authority. The conduct of meetings will be generally guided by principles set forth in Robert’s Rules of Order, as most recently revised but not strictly governed by said rules. In all cases, the procedures set forth in these bylaws will govern.

Section 9. Amendments. These bylaws may be amended by affirmative vote of two-thirds (2/3) of the members of the Board of Directors present at any meeting of the corporation, if notice of such proposed amendments shall have been included in the call of the meeting at which such action is taken. Proxy voting is not permitted. Records of changes will be maintained by the corporation.

The undersigned attests that the foregoing bylaws reflect all amendments to bylaws of URIFAE adopted through June __, 2022.

Louise Mowinckel, Secretary

Date

URIFAE Bylaws
Record of Revisions

Revision Description	Approved By/Date
05/29/2019 Initial issue, developed from existing Board bylaws of both the URI Alumni Association and the URI Foundation	Effective with Merger on 07/01/2019
03/23/2022 Conforming to creation of Board of Trustees for University and miscellaneous clarifications	Adopted 06/10/2022