Idaho State University Foundation

Section 1.03 – Amended and Restated Bylaws – as amended through October 11, 2019

Article 1 Purpose and Duration of the Foundation

The Idaho State University Foundation, Inc., an Idaho nonprofit corporation (the “Foundation”) exists for the purpose of soliciting, securing and managing various sources of funding to promote the growth and operations of Idaho State University in the furtherance of the University’s goals to provide a meaningful and valued educational experience for its students. The Foundation shall have no termination date and shall exist in perpetuity.

Article 2 Offices

Section 2.01 Principal Office

The principal office of the Foundation shall be located at the administrative building on the Idaho State University Campus. The Foundation may have such other offices as the Board of Directors (the “Board”) may designate or as the business of the Foundation may require from time to time.

Section 2.02 Registered Office

The registered office of the Foundation to be maintained in the state of Idaho shall be located at the principal office of the Foundation, and may be changed from time to time by the Board.

Article 3 Board of Directors

Section 3.01 General Powers and Standard of Care

All corporate powers shall be exercised by or under authority of, and the business and affairs of the Foundation shall be managed under the direction of, the Board except as may be otherwise provided in the Idaho Nonprofit Corporation Act (the “Act”) or the Articles of Incorporation (the “Articles”). If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board by the Act shall be exercised or performed to such extent and by such person or persons as shall be provided in the Articles.

A Director shall perform such Director's duties as a Director, including such Director's duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner such Director reasonably believes to be in the best interests of the Foundation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Director's duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

a. One (1) or more officers or employees of the Foundation whom the director reasonably believes to be reliable and competent in the matters presented;
b. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence; or

c. A committee of the Board upon which such director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence, but such director shall not be considered to be acting in good faith if such director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs such duties shall have no liability by reason of being or having been a director of the Foundation.

Section 3.02 Composition and Term

There shall be a Board of Directors of the Foundation consisting of no more than twenty-five (25) voting directors. Directors shall be elected by the Board for a term of three (3) years and shall not serve more than three (3) consecutive terms, unless elected Board Past Chair (“PCoB”), Chair (“COB”) or Vice Chair (“VC”) of the Foundation. The term of the director elected VC shall be extended an additional one year after the completion of service as PCoB and Chair, unless the maximum of three terms has not been reached, in which case he or she will serve the remainder of his or her three terms. After the maximum of three (3) terms on the Board, an outgoing director shall automatically move into Emeritus Director status and may be re-elected to the Board after a term of absence from the Board of at least one (1) year.

The Board of Directors, by a majority vote, shall be authorized to designate a limited number of its members as Lifetime Board members. The eligibility, method of designation, privileges, duties and responsibilities of Lifetime Board Members are described in Section 3.01.03 of the Board’s policies.

Section 3.03 Method of Selection

Nomination to the Board may be made by any member of the Board, any ex officio members of the Board or any Emeritus Director. Nominations should be submitted in writing to a member of the Nominating Committee of the Board. The Nominating Committee will review the nominees and present a slate of potential nominees to the Board for election when vacancies occur on the Board.

Section 3.04 Qualifications

Any person of good moral character having a genuine interest in the objectives of the Foundation may be qualified as a member of the Board without regard to his or her place of residence, whether he or she has attended Idaho State University or any other similar factor.

Section 3.05 Ex Officio Membership

The following shall be ex officio members of the Board of this Foundation:

a. The President of Idaho State University;

b. The Vice President for University Advancement at Idaho State University (“Executive Vice President”);
c. The Secretary of the Foundation;
d. The Treasurer of the Foundation;
e. The President of the Idaho State University Alumni Association;
f. Legal Counsel for the Foundation;
g. An ISU Faculty Member periodically appointed or elected by the ISU Faculty Senate to perform an active role in fund-raising for the University; and
h. The President of the Bengal Athletic Boosters, Inc.;
i. Unless they are also current voting directors, ex officio members of the Board shall not vote on matters being considered by the Board.

Section 3.06 Meetings of the Board of Directors

The Board shall meet semi-annually and at such other times as meetings may be called. The PCoB, Chair, VC, or the EVP shall have the right to call any meeting of the Board at any time and place by giving no less than five (5) days’ notice to the Board of the time and place of such meeting.

a. Any Board action to remove a director shall require no less than seven (7) days written notice to each director that the matter will be voted on at a Board meeting. Such notice shall also include the time and place of such meeting.

b. A director may, at any time before, during or after a Board meeting, waive any notice required by law, the Articles, or these Bylaws. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or Foundation records.

A director’s attendance at or participation in a meeting waives any required notice of the meeting unless the director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law, the Articles, or these Bylaws objects to lack of notice and does not thereafter vote for or assent to the objected action.

c. A majority of the voting membership of the Board shall constitute a quorum at any meeting and, unless otherwise provided by law or by the Articles, action of the Board shall be controlled by majority action of the voting directors present at any meeting at which a quorum is present.

d. The Board shall keep a record of its proceedings and shall make a detailed report available to the directors, the officers, including ex officio officers of the Foundation, and Emeritus Directors.

Section 3.07 Committees of the Board of Directors

The Foundation Board shall have the right to create any number of standing committees to assist in accomplishing the duties and responsibilities of the Foundation. Standing committees shall include the following: Executive, Governance, Audit, Finance, Investment, Development and Nominating. The responsibilities of standing committees, and other details concerning standing committees, are described in Section 9.00 of the Policy Manual.
The Board shall have the right to create ad hoc committees from time to time to assist in accomplishing the duties and the responsibilities of the Foundation. Other details concerning ad hoc committees are described in Section 9.08 of the Policy Manual.

Membership on any committee need not be limited to members of the Board or Board Emeritus Directors. All committee members shall be subject to Foundation policies and in particular, policies and practices concerning conflicts of interest and confidentiality.

Section 3.08 Vacancies

Any vacancy occurring on the Board and any directorship to be filled by reason of any increase in the number of directors shall be filled by the Board based on nominations received from the Nominating Committee. The term of any directorship arising due to vacancy or increase in the number of directors shall be three (3) years and shall be subject to the term limits described in Section 3.02 above.

Section 3.09 Removal of Directors

a. Removal for Cause. Any director may be removed from office for cause by a two-thirds (2/3) majority vote of the total directors then in office.

b. Removal for Unexcused Absences. A director may be removed from office after two (2) unexcused absences of any Board meeting within any twelve-month period, provided that a majority of the total directors then in office vote for such removal.

Section 3.10 Informal Action

Any action required to be taken at a meeting of the Board of directors may be taken without a meeting, if all the members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 3.11 Open Meetings

The Board shall conduct its business meetings in open sessions whenever possible. However, the Board may meet in executive session in those circumstances where the Board is discussing or acting upon strategy with respect to litigation; discussing the purchase or sale of real property; interviewing prospective Foundation employees; or considering the evaluation, dismissal or disciplining of, or hearing complaints or charges brought against, a Foundation employee or staff member or on any matter which the Board feels must be dealt with in a confidential manner.

All board meetings shall be subject to Foundation Policy 2.05 with respect to confidentiality.

Section 3.12 Records

Although the Foundation is a private entity and is not subject to the Idaho Public Records Law, the Foundation, while protecting personal and private information related to private individuals, will, to the extent reasonable, be open to public inquires related to revenue,
Section 3.13 Director Conflicts of Interest

All members of the Board shall comply with all provisions of the Conflict of Interest Policy as set forth in Section 2.04 of the Policy Manual.

Section 3.14 Loans to Directors

The Foundation shall not lend money to or guarantee the obligation of a director.

Article 4 Emeritus Directors

The Foundation shall have honorary Emeritus Directors to provide advisory services to the Foundation. Directors who have completed three (3) terms on the Board will automatically be eligible to serve as an Emeritus Director, unless they decline to do so. Emeritus Directors shall be unlimited in number and shall serve until resignation or until removal by a majority vote of the Board. Emeritus Directors may attend all regular meetings of the Board, and committee meetings, though they shall not be required to attend. Emeritus Directors may not vote on matters being considered by the Board or matters being considered by a committee.

At the discretion of the Board of Directors a Director who has not served a full 9 years on the Board may be named an Emeritus Director.

Article 5 Officers

Section 5.01 Designation and Method of Selection

Officers of the Foundation shall consist of the Board Past Chair (“PCoB”), Chair (“COB”), Vice Chair (“VC”), Executive Vice President (“EVP”), Secretary and Treasurer. Except as otherwise provided herein, the officers shall be elected by the Board and, other than the PCoB, COB and VC, shall serve at the pleasure of the Board or until their respective successors are duly elected and qualified. The term of the PCoB and of the COB shall be two years each. The term of the VC shall be one year and shall begin one year before the end of the COB’s term. The VC will automatically assume the role of Chair at the end of the term of the previous Chair. The Chair will automatically assume the role of PCoB at the end of the term of the previous PCoB. Persons elected as Secretary or Treasurer shall be then current members of either the Board or Emeritus Directors. They serve a term of three years, and may serve additional three year terms after going through the nominating process at the end of each term. Any vacancies in any office shall be filled by the Board at any regular or special meeting of the Board from nominees provided by the nominating committee. The terms of officers as described herein may be increased or decreased by majority vote of the Board members present at the meeting at which such increase or decrease is voted on, provided a quorum is present.

Section 5.02 Duties of the Officers
The duties and responsibilities of the various officers are described in Section 3.00 of the Board’s policies.

It is not expected that any officer, other than the EVP, shall devote his or her full time to the affairs of the Foundation or the University unless otherwise directed by the Board at the time of his or her election and with his or her consent.

Section 5.03  Removal

Any officer elected or appointed by the Board may be removed by an affirmative vote of two-thirds (2/3) of the total Board whenever, in its judgment, the best interest of the Foundation would be served thereby.

Section 5.04  Officer Conflict of Interest

All officers shall comply with all provisions of the Conflict of Interest Policy as set forth in Section 2.04 of the Board’s policies.

Section 5.05  Loans to Officers

The Foundation shall not lend money to or guarantee the obligation of an officer.

Article 6  Miscellaneous

Section 6.01  Indemnification

The Foundation shall indemnify any director, officer or former director or officer of the Foundation against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he or she is adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty to the Foundation.

Section 6.02  Investment

Any funds of the Foundation which are not needed currently for the activities of the Foundation may, at the discretion of the Board, be invested in such investments as are permitted by law.

Section 6.03  Depositories

All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, savings and loan associations, trust companies, or other depositories as the Board may elect.

Section 6.04  Contracts

The Board may authorize any officer(s) or agent(s) of the Foundation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.
Section 6.05 Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation shall be signed by such persons and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer.

Section 6.06 Fiscal Year

The fiscal year of the Foundation shall end on the last day of June of each year.

Section 6.07 Books and Records

The Foundation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board, and committees having any of the authority of the Board, and shall keep a record giving the name and address of the members entitled to vote.

Section 6.08 Nondiscrimination

This Foundation is an equal opportunity employer and shall make available its services without regard to race, creed, age, sex, color, ancestry, or national origin.

Section 6.09 Political Activity

The Foundation shall not, in any way, use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office. However, this Bylaw shall not be construed to limit the right of any official or member of this Foundation to appear before any legislative committee, to testify as to matters involving the Foundation.

Section 6.10 Gifts

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

Section 6.11 Parliamentary Procedure

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Foundation Board may adopt.

Section 6.12 Staff Conflict of Interest

All staff members shall comply with all provisions of the Conflict of Interest Policy as set forth in Section 2.04 of the Policy Manual.

Article 7 Amendments
These Bylaws may be amended by an affirmative vote of a majority of the voting directors present at any regular meeting of the Board or at a special meeting called for the specific purpose of amending such Bylaws. Notice of any proposed amendment shall be mailed by United States mail or by electronic mail to each director and to each person entitled to notice of Board meetings at his or her last known address not less than ten (10) days preceding the meeting at which such amendment will be submitted to a vote. This meeting may be conducted in person, by telephone, or by electronic mail. A quorum of the Board must participate.

The Secretary is authorized to correct clerical errors and make conforming changes in the Foundation’s Bylaws (including making sure numerical protocol within the Bylaws is followed) without the need for further approval from the Board, as long as the corrections do not change the meaning or constitute a substantive change.
Secretary’s Certification

This is to certify that the foregoing Bylaws of the Idaho State University Foundation have been duly adopted by the Board of Directors and contain all amendments made through the October 11, 2019 Board of Director’s meeting.

Brad Hall
Secretary, ISU Foundation Board of Directors