

BY-LAWS
University of West Georgia
Athletic Foundation, Inc.

ARTICLE I. MISSION STATEMENT

The University of West Georgia Athletic Foundation, Inc. is an independent, non-profit organization that -- through its fundraising efforts – attracts, receives, manages, expends, and invests charitable gifts to support the athletic programs at the University of West Georgia. The Foundation supports the goals of UWG Athletics in providing student athletes the opportunity to achieve excellence in academics, community service, and athletic competition.

ARTICLE II. VISION STATEMENT

Inspire Generosity. Exceed Expectations. Achieve Excellence.

ARTICLE III. AUTHORITY

- Section 1: The University of West Georgia Athletic Foundation, Inc. is a cooperative organization supporting the mission of the University of West Georgia and is organized pursuant to the Board of Regents of the University System of Georgia policies, and acting in accordance with applicable Georgia laws, Board of Regents policies and guidelines, and University of West Georgia policies. Georgia law, Board of Regents policies, or University of West Georgia policies will prevail over any conflicting provisions in these By-laws.
- Section 2: The Charter and By-laws of THE UNIVERSITY OF WEST GEORGIA ATHLETIC FOUNDATION, INC (the “Foundation”) shall be made, altered or rescinded by the Board of Directors. The By-laws shall operate to carry out the purposes of the Foundation and to facilitate the operational procedures thereof.
- Section 3: The fiscal year of the Foundation shall commence on July 1 and end on June 30, in alignment with the university’s fiscal year.

ARTICLE IV. BOARD OF DIRECTORS

Section 1: Duties and Responsibilities of Directors

Leadership

- a) To attract as Directors the most able alumni and friends of the University to become involved with the University Athletic program in its quest for excellence.
- b) To earn the understanding and support of these alumni and friends by ensuring their awareness of the goals of the University and its athletic programs.
- c) To take a leadership role in supporting the University by gaining the understanding and support of key constituencies in the region, state, and nation.
- d) To develop an effective partnership with the Athletic program and other entities so that the University's leading support organizations are coordinated and cooperative in their efforts.
- e) All Directors are expected to lend their professional expertise to the work of the Foundation.
- f) Be supportive of UWG, the UWG Athletic Administration, and overall athletic management and goals.

Fundraising

- a) To make leadership annual gifts, major gifts, and deferred gift provisions themselves.
- b) To identify funding sources and secure major gifts for the University's fundraising priorities.
- c) To provide the volunteer leadership necessary for the Foundation's annual giving, corporate and foundation giving, capital giving, and planned giving programs.

Stewardship

- a) To oversee and set policy for the investment of endowments and other funds held in trust for the Athletic Program.
- b) To invest the Foundation's resources in to take advantage of opportunities to advance the University when these opportunities would not otherwise be available to the University.

- c) To set policy and guide the Foundation to assure operational effectiveness and transparency to be an attractive vehicle for supporting the University and Athletic Programs.

Section 2: Number of Directors: Terms

There shall be a minimum of twelve (12) and no more than twenty-eight (28) Directors, elected to a three (3) year term staggered so that approximately one third (1/3) of the appointments expire annually. The Board shall elect new members upon the expiration of the terms of office of former members and as vacancies occur upon the Board for any reason. All members shall, upon becoming a Director, agree to the covenants of responsibility. Board members shall donate or raise an annual contribution amount to be established by the Board.

Section 3: Ex-Officio Members

The individuals occupying the position set forth below shall serve as non-voting, ex-officio members of the Board of Directors except for the President who shall serve as a voting, ex-officio member. The Board of Directors shall have the right to elect ex-officio members of the Board of Directors who shall serve for terms of office fixed by the Board.

- President of the University of West Georgia
- Vice President for Business and Finance of the University of West Georgia
- Vice President for University Advancement/Chief Executive Officer of UWG Foundations
- Athletic Director of the University of West Georgia
- Chair of the University of West Georgia Alumni Association
- UWG NCAA Faculty Athletic Representative

ARTICLE V. MEETINGS & COMMITTEES

Section 1: Meetings

- a) The Board of Directors shall meet at least twice (2) each fiscal year.
- b) The Annual Meeting and other regular meetings of the Board of Directors shall be held at such time and place as the Executive Committee may deem appropriate. At said Annual Meeting, Directors and Officers shall be elected. At the Annual Meeting and at all regular meetings any other business may be brought before the meeting and may be transacted.
- c) Special meetings may be called by the Chairperson of the Board of Directors and may be held at any time and place designated by the Chairperson, after sufficient notice as

provided in the procedures of the Board. Only such business as shall have been specified in the notice of such meeting shall be transacted at such special meeting.

- d) One-third (1/3) of the Directors shall constitute a quorum at any meeting of the Board of Directors, and all questions shall be determined by a majority vote of Directors in attendance, unless otherwise specified herein. Notwithstanding the foregoing, if at any two consecutive duly called meetings a quorum is not present, then at the next consecutive duly called meeting, the members present shall constitute a quorum and all issues shall be decided by a majority vote of the members present.
- e) Not less than two (2) weeks preceding such meetings all Directors shall be given written notice of said meeting. In the event the notice is of a special meeting, such notice shall briefly describe all matters to be heard. The Directors, by a majority vote of all members of the Board of Directors, may waive any such notice, or the Executive Committee by unanimous vote may shorten the required notice, for any special meeting and such special meeting may be called by telephone or other notice to all members of the Board of Directors. All waivers of notice must be in writing and retained in the minutes for the special meeting.
- f) The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting provided a membership list of all attendees is kept in the minutes for the meeting stating who is attending via remote communications. Members will not be allowed to cast any vote via proxy.
- g) Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by three-fourths (3/4) of the Board of Directors. All such consents shall be entered in the minutes of the Foundation, and any actions so taken must be approved at the next duly called meeting of the Board or the action taken is void and without effect.

Section 2: Conflicts of Interest

Directors shall adhere to the current Corporation's Conflict of Interest Policy as approved by the Board of Directors and the provisions of Section 14-3-860 through 14-3-865 of the Georgia Nonprofit Corporation Code, as such provisions may be amended from time to time. Any Trustee refraining from voting on a particular matter pursuant to these provisions shall also recuse himself or herself from discussions or deliberations on the matter.

Section 3: Committees of the Board

a) Executive Committee

The Executive Committee of the Board of Directors shall consist of the following:

- Chairperson;
- Vice Chairperson;
- Secretary;
- Treasurer;
- Immediate Past Chairperson;
- Governance Committee Chairperson;
- Awards and Nominations Committee Chairperson;
- Resource Development Committee Chairperson;
- UWG Athletic Director;
- UWG Vice President for Business and Finance;
- UWG Vice President of University Advancement/ Chief Executive Officer of UWG Foundations;
- UWG NCAA Faculty Athletics Representative

The Executive Committee shall have and may exercise all powers and authority of the Board of Directors to carry out the orders or actions of the Board when said Board is not in session, subject only to such restrictions or limitations as the Board may specify. The Executive Committee shall have no authority to take the following actions:

- Approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Foundation's assets;
- Elect, appoint, or remove Directors; or
- Adopt, amend, or repeal the Articles or these By-Laws.

a) Board Governance Committee

The Board Governance Committee shall consist of at least three (3) members of the Board of Directors, including a Committee Chair, two directors of the Board, and the Chief Executive Officer of UWG Foundations.

The Board Governance Committee shall present to the Executive Committee and the Board the nominations of Directors and Officers to be elected by the Board. The Committee shall furnish to the Executive Committee and Board, information about the background and qualifications of all such nominees prior to the Board meeting at which an election is scheduled to take place. The Committee shall maintain a current profile of the Board's membership composition to guide the selection process. Good faith efforts shall be made to achieve and maintain geographic diversity within the Board's membership. The Committee shall review the performance of incumbent Directors who are eligible for reelection before nominating them for reelection and it shall develop and help administer with the Chair and Chief Executive Officer a program of orientation for newly elected Directors.

b) Finance/Audit Committee

The Finance Committee shall consist of a minimum of three (3) members of the Board of Directors, including the Board Treasurer and two Directors, as well as the Chief Executive Officer of the Foundation, and the Chief Financial Officer of the University of West Georgia.

The Committee shall oversee the financial planning and management of the organization by ensuring that all fiscal aspects of operations are in order. It shall report at least bi-annually the status of the approved athletics budget request to the full board.

The Committee shall ensure that an annual audit of the Foundation's books and accounts be conducted by an independent certified accountant and that said audit be submitted to the Executive Committee and the Board.

The Committee shall select the Foundation's auditor, which selection shall be for three years of service. At three-year intervals, the Committee may choose a new or different auditor or auditing firm. The Committee shall be responsible for investigating any potential conflicts of interest between the Foundation and any Director, reviewing and applying the Foundation's Conflict of Interest Policy, and advising the Executive Committee on the appropriate resolution of those potential conflicts.

c) Awards and Recognition Committee

The Awards and Recognition Committee shall consist of a minimum of three (3) members of the Board of Directors, including a Committee Chair and two Directors, as well as the Athletic Director.

The Committee shall make formal nominations to the Board of Directors for Hall of Fame inductees; work with the Chief Executive Officer and Athletic Administration to develop and support an Athletic Awards Ceremony; and, identify and support efforts to recognize others deserving of special recognition.

d) Other Committees

In addition to the committees set forth above, the Board of Directors may create additional standing, ad hoc, or task committees as it deems appropriate. The Executive Committee shall recommend members of the Board of Directors, University employees, and non-Members to serve on such committees.

Each committee may exercise the authority of the Board of Directors only to the extent specified by the Board. Notwithstanding the foregoing, those limitations which apply to the Executive Committee which are set out in Article V (5) shall likewise apply to any committee created by the Board.

Section 4: Policies and Procedures

The Board of Directors, acting through any duly called meeting of the Board shall have the authority to establish policies and procedures by which the Board is governed. Any such policy or procedure shall be adopted and amended in the same manner as these By-Laws may be amended.

ARTICLE VI. OFFICERS & UNIVERSITY SUPPORT – POWERS, DUTIES, AND TERM OF OFFICE

Section 1: Chairperson

- a) The term of office of the Chairperson shall be two (2) years.
- b) The duties of the Chairperson shall be as follows:
 - To execute oversight of the Chief Executive Officer of the Foundation, subject to the orders of the Board of Directors;
 - To preside at all meetings of the Foundation and the Board of Directors, and to sit as Chairperson of its Executive Committee or assign a designee;
 - To coordinate with the Chief Executive Officer in preparing the agenda for Board of Directors meetings;
 - To work in partnership with the Chief Executive Officer to assure all board resolutions are carried out;
 - To co-sign checks, vouchers, or other orders drawn upon the bank, or banks or other depositories of the Foundation;
 - To sign in the name of the Foundation all other papers, documents, and writings, if and when so required.

Section 2: Vice Chairperson

- a) The term of office for the Vice Chairperson shall be two (2) years.
- b) The duties of the Vice Chairperson shall be as follows:
 - To execute oversight of the Chief Executive Officer of the Foundation in the event of the Chairperson's absence or temporary inability;
 - Such temporary duties to include any and all duties of the Chairperson.

Section 3: Secretary

- a) The term of office of the Secretary shall be two (2) years.
- b) The duties of the Secretary shall be as follows:
 - To attend all meetings including the Annual, Board of Directors, Executive Committee, and any specially called meetings;

- To ensure that accurate minutes of the proceedings of all aforesaid meetings are taken and retained; the minutes will be drafted by administrative staff within University Advancement and reviewed by the Secretary, Chairperson and Chief Executive Officer. Sent to the Board within 14 business days of the meeting.
- To ensure a record is maintained of the charter and By-Laws of this Foundation;
- To keep the seal of this Foundation and affix same to such official documents, records and papers as may be required.

Section 4 Treasurer

- a) The term of office of the Treasurer shall be two (2) years.
- b) The duties of the Treasurer shall be as follows:
 - To serve as Chair of the Finance/Audit Committee;
 - To manage, with the Finance/Audit Committee, the Board's review of and action related to its financial responsibilities;
 - To work with the Chief Executive Officer and the Chief Financial Officer to ensure that appropriate financial reports are made available to the board on a timely basis;
 - To present the annual budget to the Board for approval.

Section 5 Immediate Past Chairperson

- a) The term of office for the Immediate Past Chairperson shall be two (2) years.
- b) The duties of the Immediate Past Chairperson shall be as follows:
 - To serve as a mentor to the Board Chairperson;
 - To provide guidance and serve as a resource to board officers and members;

Section 6 Chief Executive Officer

The President of the University shall appoint the Chief Executive Officer. The Chief Executive Officer shall be an employee of the University of West Georgia but shall serve at the pleasure of the Board to assist the Board and the officers in the execution of their responsibilities.

The Chief Executive Officer shall exercise general supervision over all day-to-day operations and personnel of the Foundation, subject to the control of the Board and the officers.

ARTICLE VII. HONORARY/EMERITI DIRECTORS

Past Chairpersons shall hold the title of Chairperson Emeritus. Other individuals may be elected to the position of Honorary/Emeriti Directors in recognition of distinguished service to the Foundation and to the University.

All Honorary/Emeriti Directors shall not be counted in the number of Directors authorized to serve under the Articles of Incorporation, shall be non-voting, and shall not be counted in determining whether a quorum is present for transaction of business at any meeting of the Directors. Honorary/Emeriti Directors are not included in confidential discussions regarding personnel or during executive sessions.

ARTICLE VIII. ELECTIONS AND VOTING

Section 1 Elections

- a) It shall be the duty of the Governance Committee to select nominees for the following offices, reporting at the Annual Meeting:
 - Chairperson;
 - Vice Chairperson;
 - Secretary;
 - Treasurer;
 - Directors, as needed.
- b) The nominations will be reviewed by the UWG President, the Chief Executive Officer of the Foundation, along with the Executive Committee prior to presentation at the Annual Meeting.
- c) Nominees offered by the Committee, after consultation with the UWG President, Foundation Chief Executive Officer and Executive Committee, shall be placed in nomination for the specified positions. Officers and Directors will be selected by majority vote of Board members present, provided there is a quorum in accordance with these By-Laws.
- d) All officers are eligible to succeed themselves for consecutive terms only under extraordinary circumstances as determined and approved by the Board of Directors.
- e) Directors, if re-elected, may serve three (3) consecutive three-year terms with a mandatory year off after serving three (3) consecutive terms. Exceptions may be made on a case by case basis as determined by vote of the Board of Directors for members, who are elected to office, who hold important committee positions, or who are involved in major campaigns. A Director who during his or her term has not attended at least fifty percent of the meetings of the Board of Directors may not be elected to a successive term unless approved by the Executive Committee for extenuating circumstances.
- f) In the event a vacancy occurs in any elective office during the specified term, the Chairperson of the Board of Directors is empowered to call a special meeting of the Board for the purpose of electing a replacement to fill such vacancy.

g) New Officers and Directors shall take office at the beginning of the next fiscal year.

Section 2 Voting

Each Director shall have one vote, and no votes may be cast by proxy. In the event of a tie vote, the President shall cast the deciding vote.

ARTICLE IX. AMENDMENTS

The Board of Directors shall have the power, by an affirmative vote of two-thirds (2/3) of the members of the Board present at the meeting, to alter, amend, or repeal these By-laws, provided that the notice of the meeting at which these By-laws are adopted shall specify in general the nature of the amendments to be considered and except for other specific By-law provisions hereinabove and Articles of Incorporation which are to the contrary.

All By-laws referring to the University of West Georgia shall be amended only upon approval of the President of the University of West Georgia, or his/her designee. The Corporation shall be subject to any further amendments or applicable Georgia Statutes and/or Georgia Board of Regents or University of West Georgia regulations applying to Direct Support Organizations.

ARTICLE X. INDEMNIFICATION

The UWG Athletic Foundation, Inc., shall indemnify any individual made a party to a proceeding because such individual is or was a Director, Officer, employee or agent acting on behalf of the Foundation to the fullest extent permitted by the Georgia Nonprofit Corporation Code, against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interests of the Foundation and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful. For purposes of this paragraph, the terms "party", "proceeding", and "liability" shall have the meanings given to them in the provisions of the Georgia Nonprofit Corporation Code (O.C.G.A. §§ 14-3-1 ff.) which govern the indemnification of directors, and "Trustee" shall have the meaning given to the term "director" in such provisions of the Georgia Nonprofit Corporation Code.

ARTICLE XI. DISSOLUTION

Upon the dissolution of the Foundation, after all lawful debts and liabilities of the Foundation have been paid, all of its assets shall be transferred to a successor organization established, organized and operated exclusively for the same or similar educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of

pursuant to the preceding provisions shall be disposed of by the Superior Court of Carroll County, Georgia, which shall determine the distribution to such organization or organizations as said Court shall determine, provided such organizations are operated exclusively for educational purposes.

Document History			
Status	Date	By	Notes
Adopted	4.17.2013	Board	Establishes new UWG Athletic Foundation
1st Revision	11.11.14	Board	Due to the UWG Audit findings, struck languages that required VPBF to serve as Board Treasurer
2nd Revision	10.11.2016	Executive Committee	Moved information in section V.1 to section V.5 to accurately reflect role of ex-officio members. Removed word ex-officio in front of AD title in list in section V.6, item 12.
3rd Revision	8.22.2020	Board	Article VII Life Member: Proposal to dissolve Article VII. We honor the past presidents with Honorary/Emeriti instead of Life Member. Past Presidents can still be active but not have voting rights. A number of past presidents are not active which presents a problem when creating a quorum. If past presidents want to be active they will contact the Governance Committee.
4th Revision	2.21.2023	Board	Amend Article V - Meetings & Committees, Section 3(a) Committees of the Board – Executive Committee to include “Resource Development Committee Chair” <ul style="list-style-type: none"> • Amend Article VI – Officers & University Support – Powers, Duties, and Term of Office, Section 1(b) – Chairperson, second bullet point to add “or assign a designee”