



**BYLAWS  
of the  
MONTANA STATE UNIVERSITY FOUNDATION, INC.  
BOZEMAN, MONTANA**

**AS LAST AMENDED BY THE BOARD OF DIRECTORS  
April 11, 2008**

PREAMBLE. The Board of Directors is entrusted with the final responsibility for the Conduct of the Montana State University Foundation, Inc. The Board of Directors is vested with the duty to discharge that responsibility as the governing body of the Corporation, and hereby adopts and publishes the following bylaws under which the business of the Corporation shall be conducted.

**ARTICLE I**

**Definitions**

SECTION 1. As used in the bylaws, the words "Foundation" and "Corporation" mean the Montana State University Foundation, Inc., at Montana State University, Bozeman, Montana, a corporation formed under the laws of Montana; the word "Board", unless the context otherwise indicates, means the Board of Directors; and the word "Directors", unless the context otherwise indicates, means the directors of the Corporation.

SECTION 2. For the purpose of conducting the business of the Foundation, the fiscal year shall begin July 1 and end June 30.

**ARTICLE II**

**Directors**

SECTION 1. The Corporation will be without membership and with a self-perpetuating board of at least twenty (20) Directors. At least fifty percent (50%) of the total Directors shall be alumni of Montana State University, Bozeman, Montana.

**SECTION 2.**

A. **Regular Terms.** Directors shall be elected by majority vote of the Board to serve terms of three (3) years each beginning and ending at the regular Annual Meeting ("Regular Term"). Each Director shall be limited to two (2) consecutive Regular Terms, unless a Director is eligible for additional terms as provided herein.

B. **Abbreviated Terms.** A Director may be elected by majority vote of the Board to serve an initial abbreviated term of one (1) to two (2) years ("Abbreviated Term") to assure continuity of Board leadership. Any Director elected to an Abbreviated Term, may be elected to serve up to two (2) additional consecutive Regular Terms.

C. **Additional Term for Members of the Executive Committee.** Any Director who is the out-going Chair or Vice-Chair of the Board, or is the out-going chair of a standing committee during the final year of his or her second term may be elected by majority vote of the Board to serve one (1) additional Regular Term of three (3) years.

D. **Waiting Period.** A waiting period of one (1) year is required before any Director may be renominated to the Board after completion of service.

E. **Staggering of Terms.** Directors shall be elected to staggered terms and unexpired terms shall be completed by newly elected Directors as necessary to ensure that no more than one-third (1/3) of the Directors' terms of office shall expire each year.

F. **Removal of Director.** A Director may be removed for cause or for failing to attend four (4) consecutive meetings by a two-thirds (2/3) vote of the Board at any regular or special meeting called on at least ten (10) day's notice for such purpose.

SECTION 3. The president of Montana State University or his or her designee, and a member of each board of directors of the Alumni Association, the Athletic Scholarship Association, and the Museum of the Rockies, Inc. appointed or elected in accordance with their respective bylaws, may serve on the Board in a non-voting advisory capacity.

SECTION 4. The Immediate Past Chair of the Board, if not otherwise continuing to serve his or her elected term, and the President of the Foundation shall have voting and all other rights and privileges of a Director.

SECTION 5. The Board shall elect the Chair, Vice-Chair, Treasurer, and Corporate Secretary to one-year terms limited to no more than three (3) consecutive terms each.

Elections shall be held at the Fall Annual Meeting. The Nominating and Governance Committee of the Board shall present nominees to the Board not later than thirty (30) days prior to the meeting at which elections are to take place. Nominations may also be made from the floor. A Director elected to fill a vacancy that may occur in the Board or in any office shall hold the position for the remainder of the term of the predecessor.

SECTION 6. The Directors shall set general policy for conducting the affairs of the Foundation, shall review all programs at the Annual Meeting of the Directors, and shall provide advice and consultation in the development of such programs.

## ARTICLE III

### Officers and Appointments

SECTION 1. The Officers of the Foundation shall consist of the Chair, Vice Chair, Corporate Secretary, Treasurer, and President.

SECTION 2. The Chair shall preside over all Board and Executive Committee meetings. The Chair shall appoint the chair, vice chair, and members of each committee of the Board. Appointments are subject to the approval of a majority of the Board. The Vice-Chair shall assume the duties and responsibilities of the Chair in his or her absence.

SECTION 3. The Board shall appoint the President.

SECTION 4. The President shall be the Chief Executive Officer of the Foundation. The President shall conduct the routine business of the Foundation, shall have the power to approve expenditures within the annual budget guidelines established by the Board, and shall present a financial report at each meeting of the Board.

The President shall appoint a Recording Secretary. The Recording Secretary shall have charge of the corporate books and records of the Foundation, shall issue notices of meetings to the members and directors thereof, and shall make reports and perform any other duties incidental to the office of the Recording Secretary that are required by the Board.

SECTION 5. The Corporate Secretary shall have charge of the seal and, with the President and the Treasurer, shall execute and sign such instruments as require the signature or attestation of the Corporate Secretary.

SECTION 6. The Treasurer shall perform all duties incidental to the Treasurer's office or which may be delegated to the Treasurer by the Board.

SECTION 7. In case of absence or disability of any officer, or for any other reason that the Board may deem sufficient, this Board may delegate, in whole or in part, for the time being, the powers of an officer to any other officer, or to any person qualified to perform the same.

## ARTICLE IV

### Committees

SECTION 1. There shall be the following standing committees:

Executive Committee  
Audit and Budget Committee  
Investment Committee  
Nominating and Governance Committee

SECTION 2. Special Committees may be created by resolution of the Board or the Executive Committee to take charge of the subjects referred to them.

SECTION 3. The Executive Committee shall consist of the Chair, Vice-Chair, Immediate Past Chair, President, Corporate Secretary, Treasurer, the chair of each standing committee, and a representative from the Board(s) of the wholly owned subsidiaries of the Foundation.

SECTION 4. The Chair of the Board shall appoint no fewer than six (6) Directors, including the chair and vice chair, to each of the standing committees at the Annual Meeting. Appointment shall be for a period of one (1) year. If deemed necessary, the Chair of the Board, with the approval of the Executive Committee, may appoint one or more non-voting advisory members to a committee for a period of one (1) year. Such non-voting advisory members may be appointed for consecutive one (1) year terms.

SECTION 5: The Executive Committee shall have general powers to decide all matters relating to the policy, property, and functions of the Foundation, subject to the approval of the Board, between meetings of the Board. Powers shall include, but are not limited to, the authority to accept gifts, to acquire and dispose of property, to borrow money, and to pledge assets of the Foundation as security therefore. The Executive Committee shall not, however, between meetings of the Board reverse the action of the Board upon any matter which has been presented to and acted on by the Board.

SECTION 6. The Audit & Budget Committee shall review and approve the budget and the five (5) year financial plan of the Foundation. It shall receive, review and present the audit report to the Board at the Annual Meeting. It will review all accounting procedures and recommend measures required for prudent management of the Foundation's fiscal offices.

SECTION 7: The Investment Committee shall oversee the Foundation's investment program, including stocks, securities, and short term cash investments. The committee's objective is to ensure a high degree of safety and a favorable return through professional investment managers. This committee's responsibilities may also include, evaluating, developing and overseeing real property acquired by the Foundation that may have long-term investment potential.

SECTION 8. The Nominating and Governance Committee shall be responsible for identifying and recommending candidates to be placed in nomination for election to the Board and for committee appointments. In identifying candidates, the committee shall assess and evaluate the membership to determine the expertise and representation necessary to promote the vitality and success of the Foundation. The committee shall also be responsible for governance. The committee will ensure that the Foundation functions according to the bylaws. Further, the committee will recommend any amendments or changes to the bylaws necessary to the furtherance of the Foundation's mission. Lastly, the committee is charged with the orientation and education of Directors to ensure that they understand their role and participate effectively.

## ARTICLE V

### Meetings

SECTION 1. The Board shall hold a regular Annual Meeting in the Fall of each year, a meeting and a Retreat in the Spring of each year, and other meetings as necessary and determined by the Chair.

SECTION 2. A majority of the Directors must be present at any regular or special meeting of the Board of Directors to constitute a quorum. Directors participating through telecommunications or video conferencing shall be considered present for the purpose of constituting a quorum.

SECTION 3. Any special or regular meeting of the Board or its committees may, when it is deemed necessary or appropriate, be conducted, in whole or in part, telephonically or otherwise through telecommunication or video conferencing.

SECTION 4. Meetings shall be conducted in general accordance with Roberts Rules of Order—Revised.

## ARTICLE VI

### Indemnification of Directors, Officers, and Employees

SECTION 1. Any person, or his or her heirs, executors, or administrators, may be indemnified or reimbursed by the Corporation for damages, judgments, settlements, costs, charges, or expenses actually incurred in connection with any action, suit, or proceeding, civil or criminal, to which he, she, or they shall be made a party by reason of being or having been a Director, Officer, or Employee of the Corporation; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in such an action, suit, or proceeding as to which he or she shall finally be found to have been guilty of, or liable for, willful misconduct or criminal acts in the performance of his or her duties to the Corporation; and, provided further, that no person shall be so indemnified or reimbursed to any matter in such action, suit, or proceeding which has been made the subject of a compromise settlement, except with the approval of a court of competent jurisdiction or the Board, acting by vote of Directors constituting a majority of the whole number of Directors; and, provided further that such indemnification shall be effective only to the extent that any loss exceeds the indemnification provisions of any applicable corporate policy of insurance. The foregoing rights of indemnification or reimbursement shall not be exclusive of other rights to which such persons, their heirs, executors, or administrators may be entitled as a matter of law.

## ARTICLE VII

### Seal

SECTION 1. The seal of this Corporation shall consist of a circular die with the name of the Corporation around the outer edge and the word "SEAL" in the center.

## ARTICLE VIII

### Amendments

SECTION 1. These Bylaws may be amended, revised, or repealed at any regular or special meeting of the Board by mail ballot, provided written notice, embodying the text of such amendment, repeal, or change shall have been given at least ten (10) days prior to the date of the meeting or ballot. An affirmative vote by two-thirds (2/3) of the voting membership of the Board shall be necessary to change the Bylaws.