



# MSU-NORTHERN FOUNDATION

## BYLAWS OF THE MONTANA STATE UNIVERSITY- NORTHERN FOUNDATION

### ARTICLE I

#### Name

The name of this foundation is Montana State University Northern Foundation, DBA Northern Alumni Foundation, hereinafter referred to as "Foundation."

### ARTICLE II

#### Corporate Status

The Foundation is a non-membership corporation. As a non-membership corporation, the number of officers, their qualifications, method of election, terms of office and duties shall be prescribed by the By-Laws adopted by the corporation.

### ARTICLE III

#### Board of Trustees

##### **Section 1: Makeup**

Management and control of the Foundation shall reside and be vested in a Board of 14-22 Trustees, at least 12 of whom shall be voting Trustees with a minimum of two and a maximum of ten of whom shall be non-voting ex officio Trustees.

##### **Section 2: Term of voting Trustees**

The voting Trustees shall be elected for a term of three years. No more than 2 terms may be served consecutively. Previous Trustees are eligible for re-election after one calendar year has passed since their last date of service.

Terms shall be staggered so that approximately 1/3 of the voting Trustees shall be elected each year.

##### **Section 3: Ex Officio Trustees**

The following individuals qualify to serve as an Ex Officio non-voting Trustee:

- Chancellor of MSU-Northern;
- Immediate past Chair of the Foundation;
- Vice Chancellor of MSU-Northern;
- Anyone nominated by the Chancellor of MSU-Northern;
- Anyone appointed by the Foundation Board of Trustees during a regular Board Meeting.

Ex Officio Trustees serve for a term of one year.

##### **Section 4: Term year**

The Term shall begin on October 1 of each year. This deadline shall not serve to disrupt the term of any current Trustee; however, moving forward all terms shall be from October 1 to September 30.



# MSU-NORTHERN FOUNDATION

## **Section 5: Selection**

Nominations for elections of Trustees shall be presented to the Foundation by the Nominating Committee at each regularly scheduled Board meeting each July. The election of the Trustees to be elected shall occur at the regularly scheduled Board meeting each September. A majority vote shall elect and fill such vacancies.

## **Section 6: Vacancies prior to a term ending**

The Board of Trustees may fill any vacancies which may occur. In the event any Foundation Board member vacates the seat prior to the expiration of his or her term, a majority vote of all remaining Trustees shall elect and fill such vacancies. Any individual so chosen shall hold office for the unexpired term of his or her predecessor.

## **Section 7: Removal of Trustee**

Trustees who miss two consecutive regular meetings may be removed.

Trustees are also subject to removal for any good cause upon a majority vote of the voting Trustees.

## **Section 8: Associate Board Members**

The Board of Directors may select Associate Board Members who are apprentice type, non-voting positions that will serve one year. Attendance is not mandatory but encouraged. The board will then decide if they would like to invite the Associate Board Member to onboard as a board member.

## **ARTICLE IV** **Board of Trustees Meetings**

### **Section 1: Regular meeting time**

The Board shall meet bimonthly at a day and time to be determined each year at the annual meeting. The Board shall meet annually on the second Thursday in the month of January. The annual meeting shall occur immediately after the regular monthly meeting of the Board of Trustees.

### **Section 2: Special meetings**

Special meetings may be held at any time and place upon the call of the Chairman or upon request of three or more Trustees. Notice of any special meetings shall be given by mail, email or phone no less than five days prior to the date of the meeting, unless all Trustees waive such notice.

### **Section 3: Quorum**

A quorum of the Board of Trustees shall consist of five voting Trustees.



# MSU-NORTHERN FOUNDATION

## **Section 4: Email and/or electronic voting**

Each board members must agree in advance that electronic voting is acceptable for that vote. Email or electronic voting shall be an acceptable way of deciding issues for deciding time sensitive issues. A Quorum for purposes of email or electronic voting shall consist of seven or more responses within a time frame communicated to the board by the individual emailing out the electronic vote. Time frame for voting can be extended if a board member requires additional information to make an informed vote. Extension must be requested prior to the deadline given for the vote.

## **Section 5: Attendance**

Attendance at regular scheduled meetings is mandatory. Any Trustee who misses two consecutive regular meetings may be removed.

## **Section 6: Executive Session**

The last 10 minutes of each regular meeting shall be reserved for an executive session. Only Voting Trustees shall be allowed to attend these sessions.

## **ARTICLE V** **Officers**

### **Section 1: Officers**

The Officers of the Foundation shall consist of a Chair and a Vice Chair.

### **Section 2: Elections**

The officers shall be elected by the Board of Trustees at the annual meeting in January.

### **Section 3: Term**

The officers so elected shall serve for a term of two years. The Board of Trustees shall fill all vacancies which may occur among the officers with an appointee to hold office until the next annual meeting of the Board of Trustees. A majority vote shall elect.

### **Section 4: Chairman**

The Chairman shall preside at all meetings. The Chairman shall set the agenda for each meeting in consultation with the Executive Director, or, there being no Executive Director, with the Vice Chairman. The Chairman shall be a signatory on all checks or drafts on the funds of the Foundation. The Chairman shall approve any expenditure requests made by the Executive Director. The Chairman shall perform any other duties required of him or her by the Board of Trustees.

### **Section 5: Vice Chairman**



# MSU-NORTHERN FOUNDATION

The Vice Chairman shall perform all of the duties of the Chairman in the absence of the Chairman. The Vice Chairman shall be a signatory on all checks or drafts on the funds of the Foundation. The Vice Chairman shall perform any other duties required of him or her by the Board of Trustees.

## ARTICLE VI Committees

### **Section 1: Committee Function**

The standing committees established below shall provide their knowledge and expertise to present recommendations to the Board of Trustees. The Board of Trustees will make final decision on these recommendations. Both Trustees and ex officio Trustees shall be allowed to serve on committees, make motions at the committee level, and cast votes at the committee level unless otherwise noted in the committee descriptions.

### **Section 2: Governance and Nominating Committee**

The Governance and Nominating Committee shall consist of 3-5 Trustees voted upon by the majority vote of the Trustees. The committee shall submit written nominations for new Trustees to the Board of Trustees annually at the September meeting. The committee shall establish, update, and revise a calendar that shows the month or quarter within which basic functions of the Board are expected to occur. The committee shall provide an annual review of the Bylaws and Policies and Procedures of the Foundation and present any proposed amendments to the Board of Trustees at the June meeting each year. The Governance Committee shall establish a chair. Only Trustees shall serve on this committee.

### **Section 3: Friends and Alumni of Northern Committee**

The Friends and Alumni of Northern (FAN) Committee shall consist of a minimum of 4 members voted upon by majority vote of the Trustees. The committee shall help to plan and execute all events, with the assistance of the full board and Foundation staff. Sub-committees shall be created under this overarching group to oversee such events as major fundraisers (ex: ball/gala/auction), hall of fame, founders, golden grads, and/or any additional alumni events such as movie night or orientation BBQ's.

### **Section 4: Finance Committee**

The Finance committee shall consist of a minimum of 3 members voted upon by the majority vote of the Trustees. Only Trustees or ex officio Trustees shall serve on this committee. The committee shall review foundation investments, audit proposals, and other proposals for expenditures. The committee will make recommendations to the Board for its approval. The Finance Committee shall designate a chair. The chair shall be a signatory on all checks or drafts on the funds of the Foundation.

### **Section 5: Stewardship Committee**



# MSU-NORTHERN FOUNDATION

The Stewardship Committee shall consist of a minimum of 3 members voted upon by the Trustees. The Stewardship committee shall be in charge of planning an annual donor thank you event. Additionally, the committee shall be in charge of maintaining donor contact throughout the year. This includes notifying donors of important changes at the College or with the Foundation. The committee shall make at least one personal contact per year, in addition to the annual donor event, with any donor who has donated a lifetime aggregate of \$5,000 or more.

## **Section 6: Other**

The Board of Trustees may provide for such other committees as may be deemed necessary and may determine the selection of members and prescribe their duties.

## **Section 8: Non-Trustee membership**

Unless noted otherwise individuals who are not Trustees or ex officio Trustees may serve on Foundation committees at the pleasure of the Committee chair.

## ARTICLE VII Gifts and Donations

### **Section 1: Generally**

Gifts and donations to the Foundation shall be accepted subject to the approval or confirmation of the Board of Trustees by a majority vote.

### **Section 2: Irrevocable Gifts**

All gifts to the Foundation are irrevocable. Refunds of gifts shall not be made. This section shall not alter any obligation the Foundation has to maintain any trust in accordance with the trust guidelines.

## ARTICLE VIII Amendments

These by-laws may be amended, revised or repealed at any regular or special meeting of the members provided notice of such proposed amendment, revision or repeal shall have been given in the call for such a meeting.

*Amendment dates:*

*Last Amended 3.11.2021*

*Amended 9.18. 2020*

*Amended 7.12.2018*

*Amended 6.3.2016*

*Amended 8.13.2015*

*Amended 8.14.2014*

*Amended 7.20.1995*

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Kurt Johnson – Board Chair

Date