

THE UNIVERSITY OF MARYLAND FOUNDATION, INC.

d/b/a

UNIVERSITY SYSTEM OF MARYLAND FOUNDATION, INC.

BYLAWS

**as adopted August 4, 1978
and
amended through November 16, 2017**

UNIVERSITY SYSTEM OF MARYLAND FOUNDATION, INC.

BYLAWS

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Article I

Authority

The University of Maryland Foundation, Inc. (the "Foundation") was chartered by Articles of Incorporation approved by the State Department of Assessments and Taxation the 5th of July, 1978, as a charitable and educational nonstock corporation to serve The University of Maryland within the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended. The Internal Revenue Service approved such tax exempt status by their letter to the Foundation, dated September 29, 1978.

Additionally, the Board of Regents have authorized use of the University System of Maryland name and any other name, emblem or mark to which the University System of Maryland has any legal right for so long as the Foundation complies with established guidelines for the operation of affiliated foundations as set forth in the Board's Policy on Affiliated Foundations, as it may be amended from time to time.

The 1988 Higher Education Act passed by the Maryland General Assembly merged the five institutions and three research centers of the University of Maryland and six of the institutions of the Board of Trustees of State Universities and Colleges to form the University of Maryland System, later to be renamed the University System of Maryland (the "System").

On February 18, 2004, the State of Maryland Department of Assessments and Taxation confirmed acceptance of the Foundation's application to do business as the "University System of Maryland Foundation, Inc." In addition, on September 27, 2004, the State of Maryland Department of Assessments and Taxation confirmed acceptance of the Foundation's application to do business as the "University of Maryland Baltimore County Foundation, Inc." and as the "University of Maryland University College Foundation, Inc." and on October 6, 2004 the application to do business as the "University of Maryland Eastern Shore Foundation." All of these trade names are collectively referred to herein as "Foundation".

Article II

Purposes

Purposes. The purposes for which the Foundation is organized are to receive, hold, invest, manage, use, dispose of and administer property of all kinds, whether given absolutely or in trust, or by way of agency or otherwise for the benefit of the System and its constituent institutions, the University of Maryland Medical System and the University of Maryland Medical System Foundation, Inc., the public community colleges in Maryland and their affiliated or institutionally

related foundations, (herein collectively referred to as “Institutions”), and for all of the educational and support activities that may be conducted by the Institutions; more specifically, without limiting the generality of the foregoing, to finance research work, to hold and exploit patents, to subsidize publications, to establish fellowships, to endow scholarships and other forms of student aid, and to support any of the programs, activities or services of the Institutions. The Foundation is organized and is to be operated exclusively for charitable and educational purposes within the meaning of the provision of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its Directors, officers, members, other private individuals or organizations organized and operating for profit (except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes hereinabove stated). No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Foundation shall not carry on any activities not permitted to be carried on:

(a) By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as an organization described in Section 501(c)(3) of said Code (or the corresponding provision of any future United States Internal Revenue Law), or

(b) By an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article III

Offices

Section 1. Office. The principal office of the Foundation shall be: 3300 Metzert Road, Adelphi, Maryland 20783.

Section 2. Additional Offices. The Foundation may have offices at such other locations both within and without the State of Maryland as the Board may from time to time determine or as the business of the Foundation may require.

Article IV

Board of Directors

Section 1. General Powers. The business and affairs of the Foundation shall be managed by its Board of Directors, (the "Board") which may exercise all powers of the Foundation and establish all policy of the Foundation.

Section 2. Number of Directors. The number of Directors of the Foundation (elected) shall be no more than fifty, which number may be increased or decreased from time to time by the Board of Directors, provided that there shall not at any time be fewer than five elected Directors.

Section 3. Elected Directors. The members of the Board to be elected shall be elected by the Board as the first order of official business at its Annual meeting or at any other meeting. Each elected Board member shall be elected by majority vote. The newly elected Directors shall take office immediately.

Section 4. Ex Officio Directors. These Directors shall include: Two members representing the Board of Regents of the System, as nominated by the Governance Committee and elected by the Board, the Chancellor of the System, the President of the Foundation, all Presidents of the constituent institutions of the University System of Maryland, the Executive Directors of the Universities at Shady Grove and the University System of Maryland at Hagerstown, those persons serving in a senior development capacity (Vice Presidents or senior development staff if no Vice President) within the System and such other and further ex officio directors as the Board may designate from time to time. The Governance Committee is authorized to consult with any established affiliated foundation or any major System component that has substantial funds in the Foundation (e.g. the Wye Herd Project) to identify candidates from these groups for nomination and election by the Board as Directors on the Foundation Board.

Section 5. Term of Directors. Except as otherwise provided herein, all elected Directors shall serve a one-year trial term, followed by a two-year term and two three-year terms and shall be eligible to serve no more than nine consecutive years, subject to evaluation and re-nomination by the Governance Committee and reelection by the Board after each term, and thereafter, shall not be eligible for reelection for at least one year. Upon the recommendation of the Governance Committee, the Board may exempt an Officer, Chair or Vice Chair of the Board, or Committee Chair from this nine year term limit. The ex officio Directors shall serve during their tenure in the office described, provided however that the term of office of the ex officio Directors elected by the Board (two representatives from the Board of Regents) shall be one year.

Section 6. Vacancies. Vacancies occurring during the term of office of an elected member may be filled by a majority vote of the Board. An individual filling such a vacated position shall serve the remaining term of office of the Director whose position is vacated.

Section 7. Meetings. There shall be an Annual meeting of the Board in November or December of each year and two additional meetings during the year at the call of the Chair at such time and place as the Board may determine. Special meetings of the Board may be called by the Chair or upon the written request of three or more Directors.

The members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all members participating in the meeting can hear each other at the same time, and participation by which means shall be conclusively deemed to constitute presence in person at such meeting.

Section 8. Notice of Meetings. Written or printed notice, including notice sent by electronic mail, stating the time, day and place of each meeting shall be delivered to each member of the Board at least ten days prior to the day of the meeting. In the case of a Special Meeting such notice shall specify the business to be brought before such meeting.

Whenever any notice is required to be given under the provision of law, the Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be conclusively deemed to be equivalent to such notice. In addition, any Director who attends a meeting of the Board without protesting at the commencement of the meeting such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

Section 9. Quorum. One-third of the voting Directors shall constitute a quorum for the transaction of business at any meeting of the Board or Committee of the Board. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid action if subsequently confirmed by a majority vote, in conformance with the quorum requirements.

Section 10. Voting. Except as otherwise provided herein, each member of the Board shall be entitled to one vote. Proxy voting shall not be permitted. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. The Chancellor of the System, the President of the Foundation, Presidents of the constituent institutions of the University System of Maryland, Honorary Directors and those persons serving in a senior development capacity (Vice Presidents) within the System are non-voting Directors. In accordance with the Board of Regents Policy on Affiliated Foundations, no more than twenty percent (20%) of the voting members of the Board at any given time may be employees of the System.

Section 11. Action by Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is signed by all members of the Board and such written consent is filed with the minutes of its proceedings.

Section 12. Removal of Directors. Any one or more of the Directors may be removed, either with or without cause, at any meeting of the Board, by a vote of a majority of all Directors then in office.

Section 13. Election of Chair and Vice Chair. The Board shall elect from its voting members one Chair and one or more Vice Chairs. They shall serve terms of one year, or until their successors are elected and shall qualify.

Section 14. Duties of Chair. The Chair shall preside at all meetings of the Board and shall perform all duties commonly incident to, and vested in, the office of Chair of a Board. He or she shall be an ex officio member with vote on all committees, and a member of the Executive Committee if appointed there by the Board.

Section 15. Duties of Vice Chair. The number of Vice Chairs, if any, shall be determined by the Board. The Senior Vice Chair, determined by term of service on the Board, shall preside at all meetings of the Board in the absence of the Chair and shall perform such other duties as the Board may from time to time assign.

Article V

Honorary Directors

Honorary Directors. The Board, through its Governance Committee, from time to time, may designate selected persons as Honorary Directors who, because of their prior service on the Board, demonstrated commitment to the Foundation and the University System of Maryland, may reflect honor upon and bring wisdom to the Foundation and its purposes. Honorary Directors may and are encouraged to serve on committees and attend meetings of the Board.

Article VI

Officers

Section 1. Enumeration of Officers. The officers of the Foundation shall be a President, Vice Presidents in such numbers as the Board may designate, Secretary, and Treasurer. The Secretary and Treasurer shall be elected from the voting members of the Board.

Section 2. President. The Board shall employ or cause to be designated as chief executive officer of the Foundation a President who shall serve in such capacity until such time as the individual resigns or the Board requests termination of employment. The President be an ex officio member of the Board.

The President shall employ on behalf of the Foundation staff members, other employees, and counselors as required for the purpose of carrying out the administrative work of the Foundation subject to the policies and directions of the President and the Board.

The President shall prepare Board plans, suggestions and recommendations as to the policies and practices to be pursued by the Foundation. The President shall attend all meetings of the Board and shall staff or recommend staff members to serve as staff to Board Committees unless otherwise specified herein.

The President shall cause to be prepared an Annual Report and such other reports of the administrative and other activities of the Foundation for submission through the President to the Board at any regular or special meeting.

The President shall have the responsibility of preparing recommended Board agenda and submitting with notice of the meeting data and materials concerned with action at the stated meeting.

All persons employed by the Foundation under the authority of the President shall hold their employment at the pleasure of the President who shall retain the right at all times to terminate any such employment, with or without cause.

Section 3. Executive Vice President. On the recommendation of the President of the Foundation, the Board may employ or cause to be designated an Executive Vice President who shall serve in such capacity until such time as the individual resigns or the Board or the President requests termination of employment.

Section 4. Vice Presidents. Upon recommendation of the President of the Foundation, the Board may elect one or more Vice Presidents of the Foundation.

Section 5. Secretary. The Secretary shall have general oversight responsibilities: for all corporate books and records of the Foundation; shall cause notices of meetings to Directors to be issued; and shall execute and sign such instruments as may require his or her signature or attestation; shall make such reports and shall perform such other duties as are evident to his or her office or as may be required of his or her office by the Board.

Section 6. Treasurer. The Treasurer shall have general oversight responsibilities of the business operations, systems, procedures, inter- and intra-System university relationship provided for in the Articles of Incorporation and which shall include but not be limited to all moneys and securities of the Foundation and shall cause to have kept regular books and accounts of its funds and properties; deposits, checks and other credits to the accounts of the Foundation in such bank, banks or other depositories as the Board may designate; signs all receipts and vouchers for payments made to and all vouchers and checks made by the Foundation jointly with such other officers as may be designated by the Board. Further, the Treasurer shall execute and deliver to the Foundation a bond in sum and surety or sureties as may be required by the Board for the faithful discharge of duties. At all reasonable times the books and accounts will be open to voting Directors of the Foundation.

Section 7. Assistant Secretary and Assistant Treasurer. These persons may be elected from the staff of the System or of the Foundation by the Board to assist in the performance of detailed responsibilities of the Secretary and the Treasurer in their respective absences and shall be authorized to perform all duties attending to these offices.

Section 8. Election of Officers. Those officers of the Foundation, except the President and Executive Vice President, shall be elected at the Annual meeting.

Section 9. Term of Office. The elected Foundation officers shall be installed at the Annual meeting of the Board at which they were elected and shall hold office for a term of one year or until their successors are elected and qualify.

Section 10. Vacancies. Vacancies occurring during the term of office of an officer of the Foundation (other than the President) shall, at the option of the President, be filled by the President for the balance of the vacant term.

Section 11. Compensation. The salaries (if any) of all officers of the Foundation shall be fixed from time to time by the Board, and no officer shall be prevented from receiving such salary by reason of serving as a Director.

Article VII

Committees

Section 1. General. The Board shall have standing, ad hoc and other committees. All preceding articles described herein pertaining to vacancies, quorums, votes, etc. shall apply to all committees.

Chairs and members of committees shall be appointed annually by the Board. Chairs and voting members of each standing committee and Chairs of ad hoc committees shall be selected from among the members of the Board.

The Chairs shall assure that the discussion and actions of their committees are properly recorded and promptly distributed to members of their respective committees, to the Executive Committee and to the Board as appropriate.

Each committee shall meet at the call of its Chair or by a majority of the voting members of the committee. Members of a committee present at any meeting, whether or not they constitute a quorum, may appoint a director to act in the place of an absent member.

Section 2. Standing Committees. These committees shall include: the Executive Committee, the Governance Committee, the Finance/Budget Committee, the Investment Committee, the Spending Policy Committee, the Audit Committee, the Advocacy Committee and the Compensation Committee. The Chairs of the Investment Committee and the Spending Policy Committee shall be ex-officio members of the Finance/Budget Committee.

Section 3. Ad Hoc Committees. These temporary committees shall be appointed by the Chair to study and report upon special issues, problems, programs and/or procedures but shall not exist longer than one year, unless authorized by the Chair on a year to year basis.

Section 4. Executive Committee. The Board of Directors shall appoint the following Directors to the Executive Committee: Chair of the Board of Directors who shall also act as Chair of the Executive Committee, Immediate Past Chair of the Board, President of the Foundation, Secretary of the Foundation, Treasurer of the Foundation, Chancellor of the System, a Director who shall be a member of the Board of Regents, and Chairs of all standing Committees. The President of the Foundation and the Chancellor of the System are non-voting members of the Board and Committee. The Immediate Past Chair of the Board, if he or she is an Honorary Director, is also a non-voting member of the Board and Committee.

Each member of the Executive Committee shall continue as a member thereof until the expiration of his or her term as a Director, or his or her earlier resignation as a member or as a Director, unless sooner removed as a member or as a Director.

The Executive Committee shall have and may exercise those rights, powers and authority of the Board of Directors as may from time to time be granted to it by the Board of Directors and may authorize the seal of the Corporation to be affixed to all papers which may require the same. The Executive Committee shall keep regular minutes of its meetings and deliver such minutes to the Board of Directors. The Chair of the Executive Committee, or in his or her absence, a member of the Executive Committee, shall preside at meetings of the Executive Committee, and another

member thereof chosen by the Executive Committee shall act as Secretary of the Executive Committee.

Meetings may be held at any place or time designated by it. The committee shall record its actions in minutes submitted to the Board at the next succeeding Board meeting.

Section 5. Governance Committee. This committee shall have the responsibility to:

- a) assess continually and to appraise Board organization, operation, membership and attendance to insure maximum effectiveness;
- b) make such recommendations from time to time as, in its judgment, will help to accomplish the objectives of the Board, including composition of and succession plans for standing committees;
- c) maintain a Director candidate list through a constant search, and to identify individuals best able to serve the Foundation and the System at the Director level and meeting all approved criteria for such membership;
- d) make nominations for membership on the Board;
- e) develop and manage an orientation program for new Directors;
- f) assess Director performance;
- g) develop and manage training programs for Directors to assist them in carrying out their responsibilities, as appropriate;
- h) provide oversight of the Foundation's structure, policies and processes to insure compliance with the Foundation's mission and general good governance practices.

The specific roles and responsibilities of the Committee are more fully set forth in its Charter, as it may be amended from time to time.

Section 6. Investment Committee. This committee shall have the responsibility of recommending, overseeing and evaluating policies for the management of the investments of the Foundation. The Investment Committee is vested with full authority to take any and all appropriate actions with respect to the Foundation's investments without prior approval of the Board of Directors or the Executive Committee, provided, however, that the Investment Committee shall make a full report of its actions at each Executive Committee meeting. The Chair of the committee shall appoint sub-committees for special purposes as necessary. The Chair of the committee shall serve as a voting ex-officio member of the Finance/Budget Committee. The specific roles and responsibilities of the Committee are more fully set forth in its Charter, as it may be amended from time to time.

Section 7. Spending Policy Committee. This committee shall have the responsibility to develop an endowment spending policy that meets the needs of multiple constituencies, the Board of Directors, the institutions, the donors and the program recipients. The Spending Policy shall be framed with a view to preserve purchasing power of the fund assets over time; to protect against erosion of nominal principal; and to promote stability and predictability of annual budgeting. The

Chair of the committee shall serve as a voting ex-officio member of the Finance/Budget Committee. The specific roles and responsibilities of the Committee are more fully set forth in its Charter, as it may be amended from time to time.

Section 8. Finance & Budget Committee. This committee shall oversee fiscal policy, budgets, reserves, spending and revenue sources of the Foundation, with a view to ensuring its effective operation and long term fiscal health. The specific roles and responsibilities of the Committee are more fully set forth in its Charter, as it may be amended from time to time.

Section 9. Audit Committee. This committee shall initiate such procedures, audits and analyses that will assure the Board and all others concerned that the Foundation records, resources and procedures are consistent with regulations and responsibilities for sound fiscal management procedures on behalf of the System. The Audit Committee is vested with full authority to appoint, replace or dismiss the external auditor or internal auditor without prior approval of the Board of Directors or the Executive Committee, provided, however, that the Audit Committee shall make a full report of its actions at each Executive Committee meeting. This committee shall be authorized to retain such counselors as the Board may designate and approve. The specific roles and responsibilities of the Committee are more fully set forth in its Charter, as it may be amended from time to time.

Section 10. Advocacy Committee. This committee shall have the responsibility to coordinate and create opportunities for Directors to advocate for public and private investment in the University System of Maryland and its member institutions to strengthen public higher education, workforce development and research and development in diverse fields. The specific roles and responsibilities of the Committee are more fully set forth in its Charter, as it may be amended from time to time.

Section 11. Compensation Committee. The Compensation Committee shall discharge the Board's responsibilities in relation to the compensation of the executive officer and key employees to ensure that the Foundation is in compliance with the Intermediate Sanctions Rules of the Internal Revenue Code and Regulations (see IRC Section 4958; CFR 53.4958-1 to 53.4958-8) and more broadly that compensation and other remuneration is not unreasonable or excessive. The specific roles and responsibilities of the Committee are set forth in its Charter, as it may be amended from time to time.

Section 12. Additional Members of Committees. Any committee may add to its membership those individuals whose proven experience, position, and influence can assist the committee with its general mission or who can help to guide specific projects. These persons shall be non-voting members of the committee.

Article VIII

Indemnifications of Directors, Officers, Employees and Agents

Reference is made to Section 2-418 (and any other relevant provisions) of the Corporations and Associations Volume of the Annotated Code of Maryland. Particular reference is made to the class of persons (herewith call "Indemnities") who may be indemnified by a Maryland corporation

pursuant to the provisions of such Section 2-418, namely any person (or the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Foundation shall (and is hereby obligated to) indemnify the Indemnitees, and each of them, in each and every situation where the Foundation is obligated to make such indemnification pursuant to the aforesaid statutory provisions. The Foundation shall indemnify the Indemnitees, and each of them, in each and every situation where, under the aforesaid statutory provisions, the Foundation is not obligated, but is nevertheless permitted or empowered to make such indemnification, it being understood that, before making such indemnification, with respect to any situation covered under this sentence, (i) the Foundation shall promptly make or cause to be made, by any of the methods referred to in subsection (e) of such Section 2-418, a determination as to whether each Indemnitee acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interests of the Foundation, and, in the case of any criminal action or proceeding, whether such Indemnitee had no reasonable cause to believe that such Indemnitee's conduct was unlawful, and (ii) no such indemnification shall be made unless it is determined that such Indemnitee acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interest of the Foundation, and, in the case of any criminal action or proceeding, such Indemnitee had no reasonable cause to believe that such Indemnitee's conduct was unlawful.

Article IX

Execution of Instruments

Section 1. Instruments Generally. Contracts and other instruments (not including routine instruments) to be executed by the Foundation shall be signed, unless otherwise required by law, by the Chair and the President. The Chair or the President, signing alone, is authorized and empowered to execute in the name of the Foundation all routine instruments arising in the daily operation of the business of the Foundation. The Board may authorize any person to sign any contract or other instrument and may authorize such person or persons to, in turn, delegate in writing such authority to sign to any other person or persons.

Section 2. Notes, Checks, etc. All notes, drafts, acceptances, checks, endorsements and evidences of indebtedness of the Foundation shall be signed by such person or persons and in such manner as the Board shall from time to time determine.

Section 3. Foundation Grants and System Acceptance. All grants from the Foundation to the System shall be submitted to the appropriate individual at each System institution for acceptance according to established System policies and procedures.

Section 4. Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select.

Article X

Investments and Earnings

Section 1. Investments. The Foundation shall have the right to retain all or any part of any securities, moneys or properties acquired by it in whatever manner it shall determine appropriate and to invest and reinvest any funds held by it, according to the judgment of the Board, without restriction of any kind, provided that no action shall be taken by or on behalf of the Foundation if such action is a prohibited transaction or would result in the denial, suspension or revocation of tax-exempt status under the United States Internal Revenue Code, as amended, for the Foundation.

Section 2. Earnings. No Director, officer, employee or any other person shall receive at any time any of the net earnings or pecuniary profit from the operations of the Foundation except that nothing shall prevent the payment of reasonable compensation for services rendered to or for the Foundation in pursuance of any of its purposes.

Article XI

Component Foundations and Councils

The Foundation shall serve the interest of all aspects of the System. Component corporations, councils and advisory committees may be established to assure that specialized fund raising interests of the System are effectively represented. The specific relationships of such component organizations to the Foundation, will be subject to written understandings and agreements. To facilitate coordination and representation, major components of the System may nominate candidates for the Board of Directors.

Article XII

Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any meeting at which a quorum is present, provided that due notice of such meeting shall have been furnished to or waived by all Directors and that such notice or waiver thereof included a statement that one of the purposes of such meeting was to consider such alternation, amendment or repeal.

Article XIII

Miscellaneous Provisions

Section 1. Parliamentary Authority. The current edition from time to time of Roberts Rules of Order shall be the parliamentary authority for any meeting held pursuant to these Bylaws.

Section 2. Fiscal Year. The Foundation's fiscal year shall end on June 30.

Section 3. Seal. The Seal of the Foundation shall be circular in form and there shall be inscribed thereon the name of The University of Maryland Foundation, Inc., and the year of its organization. The Board may alter and change said Seal at its pleasure. Said Seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Certificate

The undersigned, as President of the University System of Maryland Foundation, Inc., a Maryland non-stock corporation, DOES HEREBY CERTIFY that the foregoing is a true and correct copy of the Foundation's Bylaws adopted by the Board of Directors of the Foundation on August 4, 1978 and as amended through June 13, 2014.

IN WITNESS WHEREOF, I have hereunto set my hands and affixed the corporate seal of the Foundation this ____ day of _____, 20_.

Leonard R. Raley, President