

WESTERN OREGON UNIVERSITY DEVELOPMENT FOUNDATION

RESTATED WESTERN OREGON UNIVERSITY DEVELOPMENT FOUNDATION BYLAWS

Initially Adopted January 16, 1965
Including Amendments through October 6, 2012
Restated effective October 4, 2014

ARTICLE I Purposes

The Western Oregon University Development Foundation (also doing business as *Western Oregon University Foundation*), a non-profit organization hereinafter referred to as "Foundation," is organized to serve the following purposes:

- a. To assist and participate with Western Oregon University (sometimes herein referred to as the "University"), or any successor or affiliated institution, in educational, cultural, scientific, and charitable activities in keeping with the goals of the institution;
- b. To stimulate the interest of the students, alumni, staff, faculty, and friends of Western Oregon University in its development;
- c. To assist in the public relations of Western Oregon University, especially in those aspects which will lead to improved financial support through gifts, grants, and bequests; and
- d. To engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes, Division 46 of the Oregon State Board of Higher Education's Administrative

WESTERN OREGON UNIVERSITY FOUNDATION

Rules on Institution Foundations, and Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding future statutes or versions of any of the foregoing statutes and administrative rules).

The Foundation shall register “WOU Foundation” as an assumed business name and shall maintain that registration on an on-going basis.

ARTICLE II
Members

Except for Trustees, this corporation shall have no members. However, the Board of Trustees may, from time to time, establish one or more classes of non-voting members on such terms and conditions as the Board of Trustees, in its discretion, deems advisable.

ARTICLE III
Board of Trustees

Section 1. **Definition.** The Board of Trustees shall be the governing body of the Foundation.

Section 2. **Functions and Powers.** The functions and powers of the Board of Trustees shall be:

- A. To determine the policies of the Foundation and coordinate its various programs;
- B. To establish a continuous development program;
- C. To determine in concert with the administration of Western Oregon University, the needs of the University that can best be met through gifts, grants, or bequests and attempt to obtain the necessary funds therefore;
- D. To encourage contributions to the Foundation from students, alumni, faculty, friends, and organizations;

WESTERN OREGON UNIVERSITY FOUNDATION

- E. To elect and appoint officers and committees for the accomplishment of the Foundation's program;
- F. To exercise all rights and powers granted to non-profit organizations under the laws of the State of Oregon as now existing or as may hereafter be enacted; and
- G. To manage and dispose of monies and property in accordance with the terms and conditions prescribed by the donors, grants, and trustors, thereof.

Section 3. **Delegation of Tasks.** The Board of Trustees, to the fullest extent permissible under applicable law, may delegate administrative tasks to the Western Oregon University's Office of University Advancement (or its successor). Without limiting the foregoing, such delegated tasks may include, but are not necessarily limited to, taking minutes at board and committee meetings, conveying notices to be sent pursuant to these Bylaws, preparing and distributing information in advance of board and committee meetings, and proposing dates and meeting locations for board and committee meetings.

Section 4. **Size of Board of Trustees.** The Board of Trustees shall consist of not more than forty members (referred to in these Bylaws at "Trustees"), including Ex Officio and At-Large Trustees. The number of members of the Board of Trustees may be fixed or changed periodically by resolution of the Board of Trustees.

- A. Ex Officio Trustees:
 - 1. The President of Western Oregon University shall be an ex officio Trustee.
 - 2. The Executive Director of the Foundation shall be an appointee of the President of Western Oregon University, and shall be an ex officio Trustee.

WESTERN OREGON UNIVERSITY FOUNDATION

3. The President of the Alumni Association of Western Oregon University shall be an ex officio Trustee.
4. The President of the Associated Students of Westerns Oregon University shall be an ex officio Trustee.
5. One Western Oregon University Faculty member, who shall be appointed by the Western Oregon University Faculty Senate, shall be an ex officio Trustee.
6. A representative of each of the following organizations or constituent groups shall be an ex officio Trustee. This representative shall be someone other than a Western Oregon University staff or faculty member and shall be designated in accordance with the constituent organization's rules. The Board of Trustees may, from time-to-time, remove any of the following organizations or groups, or designate additional organizations or other constituent groups that may designate a representative to be an ex officio Trustee:
 - a. Emeritus Society;
 - b. Parents Association;
 - c. Smith Fine Arts Series;
 - d. Wolves Athletic Club;
 - e. Friends of Gentle House; and
 - f. Western Oregon University Retirees Association.

Ex Officio Trustees, except those who are Western Oregon University employees, shall have full voting privileges. Any of the above constituent groups may allow an alternate representative to attend a meeting of the Board of Trustees in the absence of the designated representative, in which case such alternate representative shall be included

WESTERN OREGON UNIVERSITY FOUNDATION

in determination of the existence of a quorum of any meeting, but shall have no voting privileges unless specifically authorized by the Board of Trustees.

B. At-Large Trustee Appointment and Tenure:

1. At-Large Trustees shall be proposed by the President of Western Oregon University, or any other member of the Executive Committee.
2. Except ex officio Trustees and Trustees appointed to an At-Large appointment for the unexpired term of a previous appointee, all Trustees shall serve for a term of three years each or until their successors are nominated, elected, and appointed. No such Trustee may serve for more than three, three-year terms, unless because of special circumstances the Chair of the Board of Trustees waives such tenure limitation. The Board of Trustees shall then confirm any waivers. Absent a waiver of the tenure limitation by the Chair of the Board of Trustees, a Trustee having served three three-year terms will be eligible for re-appointment to the Board of Trustees after a one-year break in service.
3. The terms of Trustees shall be arranged, to the extent possible, so that approximately one-third of the terms of the Trustees expire each year.
4. Except as otherwise provided herein, the term of a Trustee shall begin on July 1 and end on June 30 three years later. If the Executive Committee or Board of Trustees fills a vacancy occurring on the Board of Trustees pursuant to Section III.5 of these Bylaws (an "Interim Appointment"), the Executive Committee or Board of Trustees, as the case may be (the "Appointing Body"), may appoint the new Trustee with an effective date to be determined in the exercise of the discretion of the Appointing Body. If the effective date of the Interim Appointment is other than July 1, the period of time between

WESTERN OREGON UNIVERSITY FOUNDATION

the effective date of the Interim Appointment and the next July 1 shall not be included in calculating the regular three-year term of the new Trustee as provided for in this Section III.4 of the Bylaws.

Section 5. Approval of Proposed Nominations. Any vacancy occurring on the Board of Trustees, as well as any Trusteeship to be filled by reason of an increase in the number of Trustees, shall be filled by a unanimous affirmative vote of the Executive Committee. In the event that an Executive Committee vote is not unanimous, the nomination shall be presented to the entire Board of Trustees for a majority vote. Vacancies on the Board of Trustees, occurring whether by expiration of a regular term, resignation of a Trustee, or an increase in the number of Trustee positions, may be filled at any time pursuant to the procedures set forth in these Bylaws.

Section 6. Attendance of Board Meetings. Any Trustee failing to attend at least two meetings of the Board of Trustees per calendar year shall forfeit his or her membership on the Board of Trustees unless excused by the Chair. For purposes of this requirement, attendance at meetings shall be permitted telephonically, or through such other means as the Board of Trustees deems appropriate given available resources, provided that all Trustees participating may simultaneously hear each other during the meeting.

Section 7. Meetings. The Board of Trustees shall meet four times a year to transact business. These regular meetings shall be scheduled quarterly. The Board of Trustees may hold such other meetings as it may deem necessary.

Section 8. Special Meeting. A special meeting of the Board of Trustees may be held upon call of the Chair, or of any five Trustees, with forty-eight (48) hours' advance written notice of such meeting to each Trustee. The notice of any special meeting shall describe the purpose of the meeting, and the date, time, and place of the meeting.

Section 9. **Notice of Meeting.** The Secretary of the Board of Trustees shall send to each Trustee a written notice, via U.S. Mail, electronic, facsimile, or otherwise, stating the time and place of each regular meeting and general business to be transacted at the meeting at least seven (7) days before the time of such meeting. The Executive Committee of the Board of Trustees shall fix the time and place of all meetings of the Board of Trustees.

Section 10. **Quorum and Voting.** Fifty percent (50%) of the voting Trustee positions filled at the time of any meeting shall constitute a quorum at that meeting. A majority of Trustees present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given, before the holding of the adjourned meeting, to the Trustees who were not present at the time of the adjournment. If a quorum is present when a vote is taken, the affirmative vote of the majority of the Trustees present when the action is taken is the act of the Board of Trustees except to the extent that these Bylaws require the vote of a greater number of Trustees. Trustees may not vote by proxy.

Section 11. **Action Without Meeting.** Action required or permitted to be taken at a Board of Trustees meeting may be taken without a meeting if the action is taken by no fewer than a majority of the Trustees with voting authority. The action must be preceded by not less than two (2) business days' notice to each Trustee of a description of a proposed action, which notice may be given by any means permitted by these Bylaws or the Oregon Nonprofit Corporation Act, including but not limited to notice via U.S. Mail, electronic mail, facsimile, or otherwise. The action taken must be evidenced by one (1) or more written consents describing the action taken, signed by those Trustees taking action, and delivered to the Board of Trustees for inclusion in the minutes or filing with the Foundation records. Such signature may be sent electronically, via facsimile, or other method. Any action taken pursuant to this

WESTERN OREGON UNIVERSITY FOUNDATION

section is effective when the consent or consents bearing sufficient signatures are delivered to the Foundation, unless the consent or consents specify an earlier or later effective date. Any such effective date shall not be earlier than the effective date of these Restated Bylaws. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. The Foundation shall promptly give written notice of any action taken under this section to the Trustees who did not consent in writing.

Section 12. **Compensation.** Trustees shall receive no compensation for their services.

Notwithstanding the foregoing, the Board of Trustees may authorize that a Trustee be reimbursed for reasonable and actual expenses incurred in the performance of the Trustee's duties.

Section 13. **Board-of-Trustee Member Donations.** To further the Foundation's goal of encouraging contributions to the Foundation from students, alumni, faculty, friends, and organizations, as stated above in Section III.2.D of these Bylaws, Trustees shall, from time-to-time, establish a level of charitable donation to which each member of the Board of Trustees shall participate.

Section 14. **Resignation.** A Trustee may resign at any time by delivering written notice to the Chair or the Secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Trustees.

Section 15. **Removal.** Any Trustee may be removed from the Board of Trustees, with or without cause, by a two-thirds vote of the Trustees with voting authority at any meeting, following specific notice, in writing, to each Trustee of such intent for removal at least 30 days in advance.

ARTICLE IV
Officers

Section 1. **Officers:** The officers of the Foundation shall include a Chair, Vice-Chair, Treasurer, Secretary, and such other subordinate officers as the Board of Trustees may select.

Section 2. **Powers:** Each officer shall have the powers and duties customarily incident to the office, subject to the direction and control of the Board of Trustees.

Section 3. **Fidelity Bond:** The Board of Trustees may require any officer to give such fidelity bond as the Board of Trustees may deem advisable.

Section 4. **Election, Tenure, and Vacancy:** The officers of the Foundation shall be elected by a vote of the Board of Trustees at its regular summer meeting in odd-numbered years, and each shall serve for a term of two (2) years or until a successor is elected and takes office. Except as otherwise provided herein, the term of an officer shall begin on July 1 and end on June 30 of the second year following election. The Chair and Vice-Chair shall not serve more than two (2) terms of office in succession. The Chair, Vice-Chair, Secretary, and Treasurer shall be elected from among the voting members of the Board of Trustees. The Executive Committee shall propose a slate of nominations for each office to the Board of Trustees. The slate shall be limited to only one name for each position. Additional nominations for officers may come from the floor at the time of election. Officers shall assume office on the first of July following the election. The Executive Committee may appoint officers to serve out unexpired terms which become vacant due to resignation or removal, which unexpired term shall not be included in calculating the regular two-term limit for the Chair and Vice-Chair.

WESTERN OREGON UNIVERSITY FOUNDATION

Section 5. **Removal.** Any officer may be removed from office, with or without cause, by an affirmative vote of two-thirds of the Trustees with voting authority at any meeting, following specific notice, in writing, to each Trustee of such intent for removal at least thirty (30) days in advance.

Section 6. **Resignation.** An officer may resign at any time by delivering notice to the Chair or the Secretary. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board of Trustees accepts the later effective date, the Executive Committee may fill the pending vacancy before the effective date if the Executive Committee provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Trustees. If an officer who is also an employee of the Foundation is no longer employed by the Foundation, the officer will be deemed to have resigned as an officer as of the date the employment is terminated.

ARTICLE V
Board Committees

Section 1. **Committees.** The provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Trustees shall apply to all committees of the Board of Trustees and their members. Except as specifically authorized in these Bylaws, no committee of the Board of Trustees may: (a) authorize distributions; (b) approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Foundation's assets; (c) elect, appoint or remove Trustees or fill vacancies on the Board of Trustees or on any of its committees; or (d) adopt, amend, or repeal the Articles of Incorporation or Bylaws. The Board of Trustees may create such other committees, standing or temporary, with such powers or duties as the Board of Trustees may deem

appropriate. Membership on such committees need not be limited to members of the Board of Trustees.

Section 2. **Standing Committees.** The Board of Trustees shall have the following standing committees, which shall have such powers and duties as may be specified from time to time by resolution of the Board of Trustees:

A. Executive Committee.

1. The Executive Committee shall exercise all the powers and duties of the Board of Trustees during the interim between Board meetings, subject to such control as the Board of Trustees may choose to exercise and with the requirement that all actions of the Executive Committee be reported to the Board of Trustees.
2. The Chair of the Board of Trustees shall be Chair of the Executive Committee; provided, however, the President of Western Oregon University may also act as Chair. Other members of the Executive Committee shall be the Vice-Chair of the Board of Trustees, the President of Western Oregon University, the past Chair of the Board of Trustees, the Treasurer of the Board of Trustees, the Secretary of the Board of Trustees, the President of the Alumni Association, the Executive Director of the Foundation, and two At-Large-Trustee members elected by the Board of Trustees from its own membership.
3. The Executive Committee shall meet at least twice a year, with the times and locations of such meetings to be determined by the Executive Committee. Additional meetings may be scheduled by the Executive Committee. The Chair of the Board of Trustees or the President of Western Oregon University may call special meetings.

B. Finance and Planned Giving Committee.

1. The Finance and Planned Giving Committee shall monitor and protect the Foundation's assets, physical stability and long-term economic health. The Committee serves as the Board of Trustees'

principal unit for the consideration of matters relating to the Foundation's investment policies, business operations, administration, budgeting, fiscal reporting and financial reserves. On a regular basis, the Committee provides the Board of Trustees with complete financial overviews and recommends policies and procedures governing the funding of yearly operations.

2. The Chair of the Finance and Planned Giving Committee shall be a Trustee appointed by the Board of Trustees. Other members of the Finance and Planned Giving Committee may be additional Trustees serving on the Board of Trustees, or individuals who are not then serving on the Board of Trustees as appointed by the Chair of the Finance and Planned Giving Committee. All members shall serve at the pleasure of the Chair of the Finance and Planned Giving Committee.
3. The Finance and Planned Giving Committee shall meet as needed, with meetings called by the Chair of the Board of Trustees or the Chair of the Finance and Planning Giving Committee. Additional meetings may be scheduled by the Finance and Planned Giving Committee.

C. Development Committee.

1. The Development Committee shall support and advance the priorities of the Foundation through active involvement with constituents and fundraising. The Committee will set benchmarks for participation by the Board of Trustees and shall be actively involved with the cultivation and solicitation of potential donors to the Foundation; provide ideas and feedback on fundraising initiatives and strategies; and host and/or represent the Board of Trustees at cultivation and stewardship events supporting the Foundation and the University.

WESTERN OREGON UNIVERSITY FOUNDATION

2. The Chair of the Development Committee shall be a Trustee appointed by the Board of Trustees. Other members of the Development Committee may be additional Trustees serving on the Board of Trustees, or individuals who are not then serving on the Board of Trustees as appointed by the Chair of the Development Committee. All members shall serve at the pleasure of the Chair of the Development Committee.
3. The Development Committee shall meet as needed, with meetings called by the Chair of the Board of Trustees or the Chair of the Development Committee. Additional meetings may be scheduled by the Development Committee.

ARTICLE VI
Budget Procedure

Section 1. **Budget Procedure:** The Executive Committee shall annually present a budget to the Board of Trustees. The Executive Committee shall require an external audit, according to established accounting procedures, of the books of the Foundation at least once each year and shall establish the procedure for payments of all bills and expenses. The fiscal year of the Foundation shall run from July first of each year until the following June thirtieth.

Section 2. **Quasi-Endowment Procedure:** It is the policy that all principal funds and gifts designated for quasi-endowments be invested and not be withdrawn except as recommended for approval by the Finance and Planned Giving Committee, and as determined by agreement of two-thirds of the members of the Board of Trustees present and voting.

ARTICLE VII

Use of Assets and Lobbying Activities

Section 1. **Use of Earnings.** No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its trustees, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered, subject to restrictions contained in these Bylaws or imposed by resolution of the Board of Trustees.

Section 2. **Lobbying Activities.** 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 participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal provision of any future United States Internal Revenue law; or (b) Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. **Distributions upon Dissolution.** Upon the dissolution of the Foundation, and after paying or making provision for the payment of all liabilities of the Foundation, assets shall be distributed for higher education purposes, within the meaning of Section 170(c)(2)(B) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue law) to one or more organizations as selected by the Board of Trustees.

ARTICLE VIII

Conflicts of Interest

Section 1. **Definition of “Conflict-of-Interest Transaction.”** A conflict-of-interest transaction is a transaction with the Foundation in which a Trustee or officer of the

WESTERN OREGON UNIVERSITY FOUNDATION

Foundation has a direct or indirect interest. For purposes of this Article, a Trustee or officer of the Foundation has an indirect interest in a transaction if:

- A. Another entity in which the Trustee or officer has a material interest, or in which the Trustee or officer is a general partner, is a party to the transaction; or
- B. Another entity in which the Trustee or officer is a director or officer is a party to the transaction, and the transaction is or should be considered by the Board of Trustees of the Foundation.

Section 2. **Exception to Conflict-of-Interest Transaction.** A conflict-of-interest transaction is not voidable and shall not be the basis for imposing liability on the Trustee or officer if:

- A. The transaction is fair to the Foundation at the time it was entered into;
- B. The material facts of the transaction and the Trustee's or officer's interests were disclosed or known to the Board of Trustees or the committee of the Board of Trustees;
- C. The Foundation enters into the transaction for its own benefit; and
- D. The transaction is approved either (i) by the vote of the Board of Trustees or a committee of the Board of Trustees, or (ii) by obtaining the approval of the Oregon Attorney General or a circuit court of the State of Oregon in an action in which the Oregon Attorney General is joined as a party.

Section 3. **Ratification of Conflict-of-Interest Transaction.** For purposes of this Article, a conflict-of-interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Board of Trustees or of the committee of the Board of Trustees who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified by a single Trustee. If a majority of the Trustees with voting authority who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Article. The presence of, or a vote cast by, a Trustee with a direct or indirect interest in the transaction does not affect

WESTERN OREGON UNIVERSITY FOUNDATION

the validity of any action taken under this Article if the transaction is otherwise approved as provided in this Article. The provisions of this Article do not apply to a transaction that is part of an educational or charitable program of the Foundation if it (i) is approved or authorized by the Foundation in good faith and without unjustified favoritism, and (ii) results in a benefit to one or more Trustees or officers or their families solely because they are in the class of persons intended to be benefitted by the educational or charitable program of the Foundation.

ARTICLE IX

Indemnification of Trustees and Officers

- Section 1. **Indemnification.** The Foundation shall defend, indemnify and hold harmless to the fullest extent permitted by the Oregon Nonprofit Foundation Act each Trustee and uncompensated officer of the Foundation now or hereafter serving as such, against any and all claims and liability to which such officer or Trustee has or shall become subject by reason of serving or having served as such Trustee or officer, or by reason of any action alleged to have been taken, omitted, or neglected by such officer or Trustee in such capacity.
- Section 2. **Expenses.** The Foundation shall further defend, indemnify and hold harmless each Trustee or uncompensated officer from any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, court costs, litigation expenses, witness fees, expert witness fees, and all other costs or expenses actually and necessarily incurred as a result of any claim, demand, action, proceeding or judgment that may be asserted against any such Trustee or officer whether or not litigation is commenced.
- Section 3. **Limitation on Indemnification and Expense Reimbursement.** No such Trustee or officer shall be indemnified against or be reimbursed for any expense incurred in relation to matters to which it is adjudged in any action, suit, or proceeding that any such Trustee or officer is liable for: (i) breach of duty of loyalty to the Foundation or its members; (ii) acts or omissions not in good faith or

WESTERN OREGON UNIVERSITY FOUNDATION

which involve intentional misconduct or a knowing violation of law; (iii) any unlawful distribution; (iv) any transaction from which the Trustee or officer derived an improper personal benefit; or (v) any act or omission in violation of ORS 65.361 to 65.367. The amount paid to any Trustee or officer by way of indemnification shall not exceed the person's actual, reasonable and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the Board of Trustees, and any determination so made shall be binding on the indemnified Trustee or officer. The rights of indemnification and reimbursement for expenses hereinabove provided for shall not be exclusive of any rights to which any Trustee or officer of the Foundation may otherwise be entitled by law.

ARTICLE X
Non-Discrimination

The Foundation shall not discriminate in providing services, hiring employees, or otherwise upon the basis of sex, race, creed, marital status, sexual orientation, religion, color, age or national origin; provided, however, that this clause shall not be deemed to prohibit the acceptance and administration of funds subject to selection criteria imposed by the donor so long as such administration does not violate state or federal law.

ARTICLE XI
Contracts, Checks, and Deposits

Section 1. **Contracts.** The Board of Trustees may authorize any officer or agent 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 2. **Checks, Drafts or Orders.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or agent of the Foundation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 3. **Deposits.** All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Trustees may select.

ARTICLE XII
Parliamentary Authority

The rules contained in the most recently adopted version of *Robert's Rules of Order* shall govern the conduct of meetings of the Foundation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XIII
Amendments

Amendments to these Bylaws may be enacted by the Board of Trustees at any regular meeting, provided the substance of the proposed amendment is stated on the notice of the meeting. A two-thirds vote of the Trustees in attendance who are eligible to vote shall be necessary to pass an amendment.

ARTICLE XIV
Miscellaneous

Section 1. **Conflicting Provisions.** In the case of any conflict between the Articles of Incorporation and these Restated Bylaws, the Articles of Incorporation shall control. In the case of any conflict between the requirements of Division 46 of the Oregon State Board of Higher Education's Administrative Rules on Institution Foundations and these Restated Bylaws, Division 46 shall control.

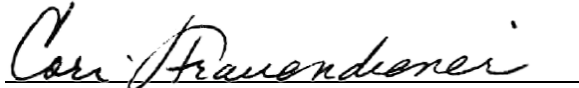
Section 2. **Partial Invalidity.** If any provision of these Restated Bylaws or the application thereof to any person or circumstance shall, to any extent, be invalid or unenforceable, the remainder of these Bylaws, or the application of such provision to

WESTERN OREGON UNIVERSITY FOUNDATION

persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby and each provision of these Bylaws shall be valid and be enforced to the fullest extent permitted by law.

CERTIFICATION BY SECRETARY

The undersigned, duly elected, qualified and acting Secretary of the Western Oregon University Development Foundation, an Oregon non-profit organization, certifies that the foregoing Bylaws, as restated on October 4, 2014, are now in full force and effect.



By: Cori Frauendiener
Western Oregon University Foundation
Secretary