

BYLAWS FOR TENNESSEE TECHNOLOGICAL UNIVERSITY
COLLEGE OF BUSINESS ADMINISTRATION FOUNDATION

Article I

Meeting of Trustees

1. The Trustees' regular meetings shall be held twice each year at the principal office of the Corporation in Cookeville, Tennessee.
2. A notice setting out the time and place of the regular meetings shall be mailed, postage prepaid, to each Trustee at least five days prior to such meeting.
3. Special meetings of the Trustees shall be held at the same place as the regular meetings as hereinbefore provided. Such meetings may be called at any time by the President, or in the event of his incapacity, the Vice President. Notice of the time, place, and the object of such meetings shall be given to the Trustees by mail at least five days before the date of such meeting. No business shall be transacted at special meetings except as stated in the notices sent to Trustees.
4. The Trustees present at any regular or special meeting shall constitute a quorum for the transaction of business.
5. Trustees may not be represented by proxy.
6. The following order of business shall be observed at all regular and special meetings of the Trustees so far as practicable, viz.:
 - (a) Calling the roll
 - (b) Reading, correction and approval of minutes of previous meeting
 - (c) Reports of officers
 - (d) Reports of committees
 - (e) Consideration and confirmation or rejection of nominations for Trustee
 - (f) Unfinished business
 - (g) New business

Article II

Executive Committee and Other Committees

1. The Executive Committee shall consist of the Dean, College of Business Administration, Tennessee Technological University, who shall be the Chairman; the officer in charge of development, Tennessee Technological University, who shall be the Executive Director; the President of the Board of Trustees; and two other members appointed by vote of the Board of Trustees to serve for one year terms.
2. All action by the Executive Committee shall be reported to the Board of Trustees at its meeting next succeeding such action and shall be subject to revision or alteration by the board, provided that no rights of third parties shall be affected by any such revision or alteration.
3. The Executive Committee shall fix its own rules of procedure and shall meet where and as provided by such rules.
4. During the intervals between the meetings of the Board of Trustees, the Executive Committee, and in all cases where specific directions shall not have been given by the Board of Trustees, shall possess and may exercise, all the powers of the Board of Trustees in the management and direction of the business and conduct of the affairs of the corporation in such manner as the Executive Committee shall deem for the best interests of the corporation, and shall have the power to authorize the seal or other authentication of the corporation to be affixed to all instruments and documents which may require it.
5. From time to time the Board of Trustees may appoint any other committee or committees for any purpose or purposes to the extent lawful, which shall have such powers as shall be specified by the Board of Trustees.

Article III

Officers

1. The officers of this Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer who shall be the chief fiscal officer, Tennessee Technological University and such other officers as shall from time to time be elected. All officers except the Treasurer shall be elected by the Board of Directors.

2. The President shall preside at all meetings of the Board of Trustees and shall have general charge of and control over the affairs of the Corporation subject to the Board of Trustees.
3. The Vice President shall perform such duties as may be assigned to him by the Board of Trustees. In case of the death, disability, or absence of the President, he shall perform and be vested with all of the duties and powers of the President.
4. The Secretary shall keep a record of the minutes of the proceedings of meetings of the Board of Trustees, and shall give notice as required by these bylaws of all such meetings. He shall have custody of all books, records and papers of the corporation, except such as shall be in the charge of the Treasurer, or some other person authorized to have custody and possession thereof by action of the Board of Trustees.
5. The Treasurer shall keep accounts of all moneys and assets of the Corporation received or disbursed. Such accounts and records shall be maintained in accordance with the laws of the State of Tennessee and policies of the Board of Regents.
6. The fiscal year for the Foundation shall end each year on June 30th. An accounting will be made to the Board as soon as possible thereafter.
7. No officer shall receive a salary.
8. Each officer shall serve for the term of one year and may be eligible for a subsequent term.

Article IV

Amendments

Any of these bylaws may be amended or additional bylaws may be adopted by the Board of Directors at any regular meeting, or at any special meeting called for that purpose.