

POL 01.10.01

Bylaws for the Board of Trustees of the Endowment Fund of UNC Pembroke

Authority: Board of Trustees

History: First Issued: April 12, 2024

Related Policies:

- POL 01.05.01 - [Bylaws of the Board of Trustees of UNC Pembroke](#)

Additional Resources:

- [NCGS § 116-36. Endowment fund](#)
- [NCGS § 36E Uniform Prudent Management of Institutional Funds Act \(UPMIFA\)](#)
- [UNC Policy 600.2.1 – Policy on Endowment Funds](#)
- UNC 600.2.1.1G
- UNC 600.2.1.2G

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1. INTRODUCTION

1.1 The body adopting these bylaws shall be known as "The Board of Trustees of the Endowment Fund of the University of North Carolina at Pembroke," hereinafter referred to as "Board." All contracts, instruments related to any transfer or conveyance of property, and any other documents related to business transacted by this Board shall identify this Board as "The Board of Trustees of the Endowment Fund of the University of North Carolina at Pembroke." [G.S. 116-36(c) and (k)].

1.2 The purpose of this Board is to manage the responsibility of the endowment fund (Fund) [G.S. 116-36(a)].

1.3 Established pursuant G.S 116-36(c), this Board is appointed by the Board of Trustees of University of North Carolina at Pembroke.

1.4 Pursuant UNC Policy 600.2.1 (II)(H), The Board has the responsibility for the prudent investment of the Fund in the exercise of sound discretion. The Board acknowledges its fiduciary responsibility and that it should act in the exclusive interest of the Fund and establishes investment and spending policies to the benefit of the Fund. The Board establishes investment objectives and policies, and monitors their implementation and the performance of the investments.

2. MEMBERSHIP & ORGANIZATION

2.1 Members and Terms: This Board shall consist of no fewer than six members and no more than nine members:

2.1.1 Ex-officio members with voting rights shall consist of the chancellor, the chair of the Board of Trustees of UNCP, and the chair of the Finance and Administration Committee of the Board of Trustees of UNCP.

2.1.2 An additional three to six voting members shall be elected by the Board of Trustees of UNCP to staggered three-year terms.

2.1.3 In the event of a vacancy due to the death, resignation, or inability to serve by a member of the Board of Trustees of the Endowment Fund, the Board of Trustees of UNCP will elect a person to fill the unexpired term.

2.1.4 In considering nominations to this Board, the Chair of the Board of Trustees will take into consideration individuals who (a) have experience / expertise in investments, (b) bring special skills or talents to the Endowment Board, or (c) have established an endowment at UNCP, either within the endowment fund or elsewhere.

2.1.5 Whereas it is desirable to have present or former members of the Board of Trustees of UNCP as members of the Endowment Fund, this is not a prerequisite for candidacy.

2.1.6 Members of this Board may not be elected to more than two full three-year terms. New trustees elected to succeed trustees whose full terms are completed will be elected at the last regular meeting of the academic year of the Board of Trustees of UNCP.

2.2 Officers of this Board include: Chair, Vice Chair, Treasurer, Assistant Treasurer, and a Recording Secretary.

2.2.1 Chair – The Chair of the Board of Trustees at UNCP shall be ex officio Chair of this Board. The Chair shall preside at all meetings of this Board and have all powers and duties incident to such office. The Chair shall conduct and have charge of the affairs of the Endowment Fund subject to approval of a majority of this Board. The Chair shall provide a summary report of actions taken at each meeting of this Board to the Board of Trustees of UNCP at their next regularly scheduled meeting.

2.2.2 Vice Chair – The other ex-officio officer/committee chair shall be ex-officio Vice Chair of this Board. In the absence of the Chair, the Vice Chair shall preside at any meeting of the Board and otherwise perform the duties of the Chair.

2.2.3 Treasurer – The Vice Chancellor for Finance and Administration shall serve ex officio (non-voting) as Treasurer of the Fund. The Treasurer shall be responsible for the disbursement of funds, including approval of annual endowment spending budgets in accordance with the board-approved spending policy, and shall have charge of all finances and shall be responsible for selling, leasing, developing or otherwise disposing of any real property of the Endowment Fund, under the direction of the Endowment Fund Board of Trustees, and shall keep accurate accounts of all receipts and disbursements in connection therewith. The Treasurer is authorized to present gifts to the Board of Trustees of the Endowment Fund of UNCP, for their acceptance, on behalf

of the Chancellor. The Treasurer is authorized by the Endowment Fund Board of Trustees to buy stocks, bonds, or other securities, and to sell, trade, assign, endorse and deliver for transfer stocks, bonds, or other securities; to sell and assign real property assets; enter into management agreement to sell or assign any other type of personal property; now or hereafter registered in the name of, or held by, the Endowment Fund of North Carolina State University and to sign documents of conveyance in connection therewith. The Treasurer is authorized on behalf of, and in the name of the Board of Trustees of the Endowment Fund of UNCP, to sign any and all other documents requiring the signature of the Board of Trustees of the Endowment Fund of North Carolina.

2.2.4 Assistant Treasurer – The Controller shall serve *ex officio* (non-voting) as the Assistant Treasurer of the Endowment Fund, and shall act on behalf of the Treasurer in the Treasurer’s absence or as delegated by the Treasurer, and is authorized at the same level as the Treasurer.

2.2.5 Recording Secretary – The Recording Secretary will be a staff member with the university’s Finance and Administration Division selected by the Vice Chancellor of Finance and Administration. The Board of Trustees of UNCP Assistant Secretary may also fulfill this role.

3. MEETINGS

3.1 Regular Meetings

3.1.1 This Board shall hold a minimum of two regular meetings in the course of each academic year. Such meetings shall be held in September and February; special meetings may be called by the Chair or upon request of three other members.

3.1.2 A report shall be made by this Board at each regular meeting of the Board of Trustees of UNCP.

3.2 Quorum

3.2.1 The presence of the majority of the members of the Board in office immediately before a meeting begins shall constitute a quorum for the transaction of business. Also, a quorum can be achieved by a majority if the meeting is held by teleconference.

3.3 Actions Between Regular Meetings

3.3.1 Between regular meetings of the Board, routine matters of business may be dealt with by written ballot and without a meeting if such is deemed appropriate by the Chair. Any action taken by this method must be reported to the Board at its next regular meeting.

4.

Statement on Conflict of Interest

4.1 Any corporate transaction in which a Trustee has a direct or indirect interest must be authorized, approved, or ratified in good faith by a majority of the Trustees who have no direct or indirect interest in the transaction even though less than a quorum; provided, however, no

such transaction shall be authorized, approved, or ratified by a single Trustee. For purposes of this Section, a Trustee has an indirect interest in a transaction if:

4.2 Another entity in which a Trustee has a material financial interest or in which a Trustee is a general partner is a party to the transaction; or

4.3 Another entity of which a Trustee is a director, officer, or trustee is a party to the transaction and the transaction is or should be considered by the Board.

5. Duties and Responsibilities

5.1 The Trustees of the Endowment Board of UNCP may

5.1.1 receive and administer gifts intended for the endowment of UNCP;

5.1.2 review proposed gifts;

5.1.3 prudently invest the endowment fund;

5.1.4 buy, sell, lend, exchange, lease, transfer or otherwise dispose of or acquire any property, real or personal, with respect to the fund, in either public or private transaction, provided that, any expense or financial obligation of the State of North Carolina created by any acquisition or disposition, by whatever means, of any real or personal property of the endowment fund shall be borne by the endowment fund unless authorization to satisfy the expense or financial obligation from some other source shall first have been obtained from the Director of the Budget by the board of trustees of the endowment fund through successive endorsements by the Board of Trustees of the institution and the Board of Governors; and provided further that, unless approved by the Board of Governors, any acquisition, disposition, or capital project shall not materially alter the value or functionality of any State property; and provided further that, any gratuitous transfer of property or funds from the endowment fund shall be only upon direction of the board of trustees of the institution upon recommendation of the chancellor. Notwithstanding any other provision of this Policy, any real property transaction or capital project that will require an increase of state funds, tuition revenue, or student fees must be approved in advance by the Board of Governors.;

5.1.5 may appoint fiscal agents;

5.1.6 may transfer interest or principal of the endowment fund to UNCP, provided that, the transfer would not violate any condition or restriction imposed by the original donor.