

2019 RESTATED BYLAWS
OF
THE UNIVERSITY OF WASHINGTON FOUNDATION

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ARTICLE I

Membership

The University of Washington Foundation ("the corporation") shall have no members.

ARTICLE II

Purposes and Management

Section 2.1 Purpose. The purpose of the corporation shall be to operate exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended, or any successor provision or code). The primary purposes of the corporation shall be to solicit and otherwise facilitate private contributions to, or for the benefit of, the University of Washington and its affiliated non-profit entities; to receive, hold, invest and administer contributions and other property; to make expenditures to, or for the benefit of, the University of Washington; and to otherwise promote and support, directly or indirectly, the purposes of the University of Washington.

Section 2.2 Management. The affairs of the corporation shall be managed by the Board of Directors.

Section 2.3 Composition of the Board. The Board is made up of At Large, Ex Officio and Representative Directors. These Bylaws permit the Board to change, by resolution, the number of maximum Directors in each category. These Bylaws are drawn on the basis that the Board's total membership shall be not less than 60. This provision may also be changed by a resolution of the Board provided that a change is also made in one or more of the categories of membership to achieve a number consistent with such resolution.

ARTICLE III

Meetings of Board of Directors and Executive Committee

Section 3.1 Annual Meetings. The Annual Meeting of the Board of Directors for election of Directors and for the transaction of such other business as may properly come before the meeting, shall be held each year during either September, October or November on the date, time and at such place as set in the notice of the Annual Meeting. Such notice shall be given by the Chair, President, Vice Chair or Secretary.

Section 3.2 Other Meetings. Other meetings of the Board of Directors and meetings of the Executive Committee may be held at any place and time, whenever called by the Chair of the Board of Directors, Vice Chair of the Board of Directors, President, or Secretary.

Section 3.3 Special Meetings. Special meetings may be called by or at the request of the Chair of the Board of Directors, Vice Chair of the Board of Directors, President, Secretary or any two (2) Directors (in the case of the Executive Committee, any two (2) members thereof).

Section 3.4 Notice of Meetings. Notice of the time and place of any other meeting of the Board of Directors or of the Executive Committee shall be given by the Secretary, or by the Director or Directors calling the meeting, by mail, email, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

Section 3.5 Quorum. A quorum for the transaction of business shall consist of a majority of the Board of Directors, or in the case of the Executive Committee, a majority of the members thereof. The action of the majority of Directors present at a meeting at which such a quorum is present shall be the action of the Board of Directors or of the Executive Committee. At any meeting at which such a quorum is present, any business may be transacted, and the Board or Executive Committee may exercise all of its powers.

ARTICLE IV

At Large Directors

Section 4.1 Number. The number of At Large Directors of the corporation shall be no fewer than 15 and no more than 30. The Board of Directors, by resolution, may increase or decrease the number of such Directors provided that no decrease in number shall have the effect of shortening the term of any incumbent Director.

Section 4.2 Election and Term of Office of At Large Directors. At the first Annual Meeting following the adoption of these restated Bylaws and at each Annual Meeting thereafter, the Board of Directors shall elect, from among those persons nominated by the Nominating Committee, that number of At Large Directors which the Board shall set by resolution at the meeting of the Board preceding the Annual Meeting.

At Large Directors shall be elected for a term of three (3) years, and may be eligible for re-election for a subsequent three (3) year term. Once a Director has served two consecutive terms in an At Large role, there must be a minimum one (1) year break in service before an additional At Large term may be served. During this year, the Director may serve in a different board position.

Section 4.3 Vacancies. The Board of Directors shall have the power to fill any vacancy in an At Large Director position occurring in the Board of Directors.

ARTICLE V

Representative Directors

Section 5.1 Representative Directors. Units with fundraising programs, principally Schools and Colleges, of the University of Washington may request a volunteer-leader representative on the Board of Directors with full voting rights. The Nominating Committee shall put forth a resolution at the meeting prior to the Annual Meeting of the Board identifying the units to elect or renew Representative Directors, and such Representative Directors will be included on the election slate.

Section 5.2 Selection and Terms. The volunteer leaders proposed for election as Representative Directors shall be proposed by the Dean or Chief Executive Officer (Appointing Official) of the unit to be represented and such proposal shall be forwarded to the Nominating Committee which shall include such persons as nominees for election to the Board of Directors. Such election shall be for a term of one (1) year, and may be eligible for re-election with no limit on the number of consecutive terms.

Section 5.3 Vacancies. In the event of a vacancy, the Appointing Official shall propose a replacement for consideration by the Nominating Committee, which shall in turn send such selection to the Board for election.

Section 5.4 Removal. The Appointing Official shall have the authority to remove the Representative Director, with the approval of the Nominating Committee.

ARTICLE VI

Ex Officio Directors

Section 6.1 Certain Members of the Board of Regents and Alumni Association. The Chair of the Board of Regents, a Regent appointed by the Chair of the Board of Regents, and the President of the University of Washington Alumni Association, shall be Ex Officio members of the Board of Directors of this corporation with full voting rights.

The term of office of the Regent appointed by the Chair of the Board of Regents to serve as a Director shall be until replaced by said Chair or until such person's term as a Regent expires, whichever occurs first.

Section 6.2 Certain University of Washington Representatives. The holders of the following offices at the University of Washington shall become, upon appointment to such office, Ex Officio members of the Board of Directors of this corporation with full voting rights:

President
Provost
Senior Vice President for University Advancement
Vice President for Development, serving as Foundation President
Vice President for Communications and Chief Marketing Officer
Vice President for Alumni and Stakeholder Engagement
Vice President for External Affairs
Chief Investment Officer
A Dean, appointed as provided below
A Faculty member, appointed as provided below
Such positions as the University President from time to time may designate

In the event that the title of an office is changed by the University of Washington then, upon the certification of the President of the University of Washington of such change, the above reference to such office shall be deemed to be a reference to the office so changed and so certified.

The Dean shall be designated by the University President. The Faculty Member shall be designated by the University President in communication with the Chair of the Faculty Senate. The term

of office of the Dean or a Faculty Member as an Ex Officio Director shall be three (3) years. The maximum number of terms a Dean or a Faculty Member may serve as a Director is two (2) full terms. A Dean or a Faculty Member, having served the maximum number of terms, may again be designated to the Board of Directors after not serving as a Director of the corporation for a period of twelve (12) calendar months.

Section 6.3 Certain Officers of the Corporation. The corporation's Assistant Secretary and Assistant Treasurer shall be Ex Officio members of the Board of Directors of this corporation with full voting rights.

Section 6.4 University of Washington Foundation Standing Committee Chairs. The chairs or co-chairs of Standing Committees, unless already duly elected to an unexpired term, shall become, upon appointment to such office, ex officio members of the Board of Directors with full voting rights.

Section 6.5 Immediate Past Chair of the Board of Directors. The Immediate Past Chair of the University of Washington Foundation Board of Directors shall serve ex officio as a Director until a new Chair is elected creating a new Immediate Past Chair.

Section 6.6 Washington Research Foundation Representative. A representative of the Washington Research Foundation, to be selected by and subject to replacement by the Board of Directors of the Washington Research Foundation, shall serve as a voting member of the UW Foundation Board of Directors.

Section 6.7 Student Representatives. One or more University of Washington students may be selected for a one (1) year term by the Board of Directors and shall serve as voting members of the Board of Directors.

Section 6.8 Term of Office. Except where otherwise specifically provided, the terms of ex officio Directors shall expire when the person ceases to hold the office which qualifies for ex officio status, provided that an ex officio Director whose term expires under this section who was an At Large Director shall continue as a Director until the remainder, if any, of his or her elected term expires.

Section 6.9 Directors for Life. The Board may elect a person to serve as Director for Life. Such Director's term shall be for life.

ARTICLE VII

Executive Committee

Section 7.1 Composition of the Executive Committee. The Board of Directors, by resolution adopted by a majority of the Directors at the Annual Meeting, shall appoint an Executive Committee. Such committee shall consist of no fewer than thirteen (13) Directors. The Executive Committee shall include the following Directors: the Chair, Vice Chair, Immediate Past Chair, President, Treasurer, and Secretary of the Board of Directors; the Chairs or Co-Chairs of the Foundation Standing Committees; the Regent appointed by the Chair of the Board of Regents; and the President of the University of Washington. Additional members may be appointed by resolution of the Board of Directors.

Section 7.2 Powers of the Executive Committee. Subject to any limitations in these Bylaws or

any prior limitation imposed by the Board of Directors, the Executive Committee shall have power to transact all regular business of the corporation between meetings of the Board of Directors. The Executive Committee shall consider matters relating to the financial operation of the corporation and shall have the authority of the Board of Directors to approve the corporation's annual budget. The Executive Committee shall arrange for an annual audit of the corporation's financial records by an external auditor and shall approve the annual appointment of the external auditor. Further, upon conclusion of the audit, the Executive Committee shall have the authority of the Board of Directors to review, accept and approve the audit report. However, the Executive Committee shall not have the authority of the Board of Directors to amend or repeal the Bylaws; elect, appoint or remove any member of any such committee or any elected Director or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended or repealed by such committee.

Section 7.3 Vacancies on the Executive Committee. The Board of Directors shall have the power to fill any vacancy in the Executive Committee.

Section 7.4 Quorum. A majority of the members of the Executive Committee shall constitute a quorum. Actions shall require approval of a majority of the members present.

ARTICLE VIII

Standing, Advisory and Other Committees

Section 8.1 Standing Committees. The Board of Directors, by resolution adopted by a majority of the Directors at the Annual Meeting, shall name the Standing Committees. The Chair(s) of each Standing Committee and committee members are appointed or reappointed at the Annual Meeting by the Chair of the Foundation.

Section 8.2. Other Committees of the Board of Directors. The Board of Directors may, by resolution duly adopted, create such other and further committees of the Board of Directors, such as campaign committees, for such periods of time and to carry out such functions as the board deems necessary, convenient, or appropriate.

Section 8.3 Advisory Committees. The Board of Directors may, from time to time, by resolution appoint advisory committees to the Board of Directors or to any committee of the Board of Directors for any purpose that the Board of Directors deems necessary, convenient, or appropriate. Any such committee may include, as voting members of such committee, elected Directors, ex officio Directors, or persons who are not Directors.

Section 8.4 General Limitation on Authority of Committees. Any committee of this corporation shall have only such authority delegated to it in these Bylaws or by the resolution of the Board of Directors or Executive Committee creating such committee. The authority of the Executive Committee of the Board of Directors is limited as provided in Article VII.

ARTICLE IX

During a Campaign

Section 9.1 General. When there is a University-wide fund-raising campaign in progress (whether publicly announced or not), the Foundation ~~is to~~ shall be fully involved. The Foundation shall solicit the President of the University to consult with the Foundation's officers in the selection of a General Chair or Co-Chairs for the campaign. It is to be expected that Directors of the Foundation would in many cases accept significant roles in the campaign.

Section 9.2 Participation by Campaign Volunteers. The General Chair and any Co-Chairs of the campaign shall be ex officio members of the Executive Committee for the duration of the campaign. As such their membership shall not be included in determining a quorum. Key volunteers in the campaign shall be invited to attend meetings of the Board of Directors and to report on campaign activities for which they are responsible.

ARTICLE X

Actions by Written Consent

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Board of Directors (or its committees) of the corporation, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed, including electronic communication, by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE XI

Waiver of Notice

Whenever any notice is required to be given to any Director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE XII

Officers

Section 12.1 Officers Enumerated. The officers of the corporation shall be a Chair of the Board of Directors, a Vice Chair of the Board of Directors, the Immediate Past Chair, a President, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors. Officers shall serve terms of one year except the Chair and the Immediate Past Chair who shall serve two-year terms. Except as otherwise provided in these Bylaws, the officers shall be elected by the Board of Directors at the Annual Meeting. Any two (2) or more offices may be held by the same person,

except the offices of President and Secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe.

Section 12.2 Chair of the Board of Directors. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors and the Executive Committee and shall have all the usual powers pertaining to the office of Chair of the Board of Directors.

Section 12.3 Vice Chair of the Board of Directors. In the absence or disability of the Chair of the Board, the Vice Chair shall serve as Chair.

Section 12.4 The President. The Vice President for Development at the University of Washington shall serve as the President of the corporation. He or she shall exercise the usual executive powers pertaining to the office of President.

Section 12.5 The Secretary. It shall be the duty of the Secretary to cause to be kept records of the proceedings of the Board of Directors and when requested by the President to do so, to sign and execute with the President all deeds, bonds, contracts, and other obligations, or instruments, in the name of the corporation, to keep the corporate seal, and to affix the same to proper documents.

Section 12.6 The Assistant Secretary. The President shall designate a member of the University of Washington Advancement staff to serve as Assistant Secretary, supporting the Secretary.

Section 12.7 The Treasurer. The Treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board of Directors, and in general, shall perform all of the duties incident to the office of Treasurer.

Section 12.8 The Assistant Treasurer. The President shall designate a member of the University of Washington Advancement staff to serve as Assistant Treasurer, supporting the Treasurer.

Section 12.9 Vacancies. Vacancies in any office arising from any cause, except the President, may be filled by the Board of Directors at any regular or special meeting.

Section 12.10 Removal. Any officer of the corporation, except the President, elected or appointed, may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. In addition, the corporation's President may remove and replace the Assistant Secretary and the Assistant Treasurer at any time, whenever in the President's judgment the best interests of the corporation will be served thereby.

ARTICLE XIII

Administrative and Financial Provisions

Section 13.1 Fiscal Year. The last day of the fiscal year of the corporation shall be on June 30.

Section 13.2 Loans or Gifts Prohibited. No loans or gifts shall be made by the corporation to any officer or to any Director.

Section 13.3 Expenses of the Corporation. Expenses of the corporation shall be paid from current unrestricted gift funds and earnings thereon.

Section 13.4 Distributions to the University of Washington. All unrestricted gift funds, in excess of the amount budgeted for the annual expenses of the corporation as well as up to a two (2) year reserve, and all restricted gift funds shall be distributed to or for the use of the University of Washington pursuant to the terms of the Agreement for Services by and between the University of Washington and the University of Washington Foundation.

Section 13.5 Books and Records. The corporation shall keep at its registered office, its principal office in this state, the following: current Articles and Bylaws; correct and adequate records of accounts and finances; a record of officers' and Directors' names and addresses; minutes of the meetings of the board and any minutes which may be maintained by committees of the Board of Directors.

Section 13.6 Amendment of Bylaws. The authority to make, amend or repeal the Bylaws of the corporation is vested in the Board of Directors, and may be exercised at any regular or special meeting of the Board of Directors; provided, that before any amendment or repeal of Article II (Purposes and Management); Section 3.5 (Quorum); Article IV (At Large Directors); Article V (Representative Directors); Article VI (Ex Officio Directors); Article VII (Executive Committee); Sections 12.4 (President), 12.9 (Vacancies) and 12.10 (Removal); and Sections 13.3 (Expenses of Corporation) or 13.6 (Amendment of Bylaws) takes effect, any such amendment or repeal must be approved by the Board of Regents of the University of Washington.

Typographical, grammatical, or clerical errors may be corrected without constituting an amendment to the Bylaws.

Section 13.7 Rules of Procedure. The rules of procedure at meetings of the Board of Directors or any committee of the corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board of Directors.

Section 13.8 Repeal. With the additions and revisions hereby made to the 2013 Restated Bylaws adopted April 19, 2013, these Bylaws are adopted and denominated 2019 Restated Bylaws and all prior Bylaws and amendments thereto are hereby repealed.

CERTIFICATION

Mark Torrance, Secretary of the University of Washington Foundation, hereby certifies that the foregoing is a true and correct copy of the 2019 Restated Bylaws of the University of Washington Foundation as adopted on February 21, 2019.



Mark Torrance
Secretary

Approved by the University of Washington Board of Regents on March 1, 2019

A handwritten signature in cursive script that reads "Constance W. Rice". The signature is written in dark ink and is positioned above a horizontal line.

Constance W. Rice
Chair, Board of Regents