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WESTERN MICHIGAN UNIVERSITY BOARD OF TRUSTEES
REGULAR MEETING
MARCH 3, 1989

The regular meeting of the Western Michigan University Board of Trustees was held on Friday, March 3, 1989. The meeting was called to order by Chair Waszkiewicz at 4:00 p.m. in the Algonquin Room, Radisson Plaza Hotel, Southfield. (At the January meeting, it was indicated that since the University has a very significant number of students and alumni from the eastern part of the state it would be appropriate to hold the March meeting in the Detroit area, as had been done in Grand Rapids several years ago.)

Board members present: Trustee Brady, Trustee Edwards, Trustee Howard, Trustee Reed, Trustee St. John, Trustee Waszkiewicz, Trustee Williams, and President Haenicke (ex officio).

Acceptance of the Agenda. The Board of Trustees accepted the agenda as distributed on a motion by Trustee Brady, supported by Trustee Reed, including a tribute to Trustee Howard (recently named to the bench in Oakland County Circuit Court by Governor Blanchard) and a proclamation re Women's History Month.

Approval of the Minutes. Following a motion by Trustee Edwards, supported by Trustee Brady, the minutes of the January 20, 1989 annual meeting and the January 30, 1989 special meeting were approved as distributed.

Correspondence. Secretary Brinn indicated that a communication had been received from Linda and Clark Valentine, dated February 14, 1989, re the formation of the Onyx Society of the University's Alumni Association. He reported that he had written to the Valentines, on behalf of the Board, acknowledging the letter. The Trustees asked to be kept informed re the concerns expressed by Mr. and Mrs. Valentine.

Tribute to Trustee Howard. Chair Waszkiewicz congratulated Trustee Howard on his appointment as judge in the Sixth Judicial Circuit Court, and President Haenicke presented him with an engraved gavel. In response Trustee Howard stated that "it has been a privilege to serve and to work together with a talented and dedicated Board and administration for a common goal over the last four years." He expressed thanks for the fellowship, cooperation, and friendship. Trustee Howard also stated that due to the scheduling and time constraints of his new position, he intends to tender his resignation as trustee. (It was then necessary for Trustee Howard to leave to attend another meeting.)

Remarks by the President. In his remarks, President Haenicke expressed pleasure at holding the meeting in the Detroit area. He stated that the University has more than 10,000 alumni in the eastern part of the state and that last fall's enrollment included more than 4,200 students from the area. He introduced Karen King-Cale, admissions counselor, permanently assigned to the Detroit area.

President Haenicke also reported that the groundbreaking for the Waldo Library/Computer Center project will be held on April 21 (the day of the April Board meeting), with the Honors College groundbreaking scheduled for April 27 (to coincide with the annual meeting of the Foundation's Board of

Directors). He indicated that the University has entered into an agreement with Grand Rapids Junior College and will not offer first and second year classes in the Grand Rapids area already taught by GRJC. President Haenicke stated that, in response to student requests, new residence hall options will be offered in the fall. Non-smoking and non-alcohol rooms will be available, with limited visitation hours in effect. (In all residence halls, alcohol restrictions will continue to apply for underage students.)

Women's History Month Proclamation. As presented by Chair Waszkiewicz, the following statement was approved on a motion by Trustee Williams, supported by Trustee Brady.

PROCLAMATION

Women have been making important contributions to the educational, cultural and political life of Western Michigan University. Our University's history is full of stories of distinguished women educators and administrators who have contributed to the advancement of Western as an institution of higher education. Such women include Blanche Draper, Laura V. Shaw, Lydia Siedschlag, Candace Roell, Sara Swickard, Flossie Sangren, Ethel Russel, Mildred Johnson, Dorothy Dalton, and Maury Reed, to name a few. All women in the University, regardless of position, bring women's values and concerns into the workplace and thereby enrich the fabric of the University community and serve as role models and mentors for both men and women students. Progress has been made recently in the recruitment, hiring and advancement of women, especially at administrative levels. Western Michigan University will continue to seek equality through affirmative action efforts. The University is committed to research by and about women, to a vital women's studies program, to a model women's center, and to an academic climate which meets the needs and expectations of our women students.

With these things in mind, I hereby proclaim March 1989 as Women's History Month at Western Michigan University.

Authorization to Confer Degrees. On a motion by Trustee Reed, supported by Trustee Brady, the Board of Trustees authorized the President to confer degrees at the April 22 commencement as recommended by the Faculty.

NOTE: At the January annual meeting, Chair Waszkiewicz had indicated she would be contacting the Board members re committee preferences. Committee assignments are as follows, with new appointees to serve as replacements for the trustees they are succeeding:

Academic and Student Affairs
Trustee Fraser, Chair
Trustee Edwards
Trustee Howard
Trustee Waszkiewicz

Budget and Finance
Trustee Brady, Chair
Trustee Reed
Trustee St. John
Trustee Williams

ACADEMIC AND STUDENT AFFAIRS COMMITTEE RECOMMENDATIONS

In the absence of the Committee Chair Fraser, the recommendations were made by Trustee Edwards.

Grant Report. As moved by Trustee Edwards, supported by Trustee Williams, the Board of Trustees accepted the grant reports for December 1988 and January 1989.

Personnel Report. The personnel report was recommended for Board approval on a motion by Trustee Edwards, supported by Trustee Williams.

ACADEMICAppointment - FacultyAppointment - Tenure

Floyd L. McKinney, Associate Dean for Graduate Programs, Research & Planning, College of Education and Professor, Department of Education and Professional Development, effective March 1, 1989.

Appointments - Tenure Track

Miriam Bat-Ami, Assistant Professor, Department of English, effective August 21, 1989.

Emanuel Kamber, Assistant Professor, Department of Physics, effective August 21, 1989.

Man Bun Kwan, Assistant Professor, Department of History, effective August 21, 1989.

Appointments - Adjunct Status

Anora Ackerson, Adjunct Assistant Professor, School of Social Work, effective November 1, 1988.

Arlie J. Bennett, Adjunct Assistant Professor, School of Social Work, effective December 1, 1988.

Richard L. Brown, Adjunct Assistant Professor, School of Social Work, effective December 1, 1988

Carole Chrisholm, Adjunct Assistant Professor, School of Social Work, effective December 1, 1988.

Mary L. Cooper, Adjunct Assistant Professor, School of Social Work, effective November 1, 1988.

Sue R. Crull, Adjunct Assistant Professor, Department of Sociology, effective January 1, 1989.

Arthur M. Daglow, Adjunct Assistant Professor, School of Social Work, effective December 1, 1988.

Preston H. Elrod, Adjunct Assistant Professor, School of Social Work, effective December 1, 1988.

Truman S. Forest, Adjunct Instructor, School of Public Affairs and Administration, effective January 3, 1989.

Colleen M. Gallagher, Adjunct Assistant Professor, School of Social Work, effective November 1, 1988.

Richard E. Gehl, Adjunct Assistant Professor, School of Social Work, effective December 1, 1988.

Nancy Jeanne Greear Court, Adjunct Assistant Professor, School of Social Work, effective December 1, 1988.

Art Hoekstra, Adjunct Assistant Professor, School of Social Work, effective November 1, 1988.

Alan G. Lewandowski, Clinical Assistant Professor, Specialty Program in Alcohol and Drug Abuse, effective September 1, 1988.

Paul M. Mailloux, Adjunct Assistant Professor, School of Social Work, effective November 1, 1988.

Margaret T. McGlinchey, Adjunct Assistant Professor, Department of Psychology, effective January 1, 1989.

Leslie Newman, Adjunct Assistant Professor, School of Social Work, effective December 1, 1988.

William H. Peck, Adjunct Assistant Professor, School of Social Work, effective November 1, 1988.

Constance J. Porter, Adjunct Assistant Professor, School of Social work, effective December 1, 1988.

Steven P. Ragotzy, Adjunct Assistant Professor, Department of Psychology, effective September 1, 1988.

Laurence S. Rosen, Adjunct Associate Professor, School of Public Affairs and Administration, effective January 4, 1989.

Joseph M. Salvatore, Adjunct Assistant Professor, School of Social Work, effective December 1, 1988.

Eugene Torode, Adjunct Assistant Professor, School of Social Work, effective December 1, 1988.

Michael J. Underwood, Adjunct Clinical Assistant Professor, Specialty Program in Alcohol and Drug Abuse, effective November 1, 1988.

Diane Walker Smith, Adjunct Assistant Professor, School of Social Work effective December 1, 1988.

Reappointments - Adjunct Status

Richard L. Fink, Adjunct Assistant Professor, School of Social Work, effective December 1, 1988.

James E. Greene, Adjunct Assistant Professor, Department of Marketing, effective January 1, 1989.

John P. Mellein, Adjunct Assistant Professor, School of Social Work, effective November 1, 1988.

Ann H. Raup, Adjunct Assistant Professor, Department of Geography, effective January 1, 1989.

Donald Vander Kooy, Adjunct Assistant Professor, School of Social Work effective November 1, 1988.

Return to Faculty

Charles Davis, Professor, Department of Electrical Engineering, effective August 21, 1989.

Reappointment as Chair

M. Jerry Kenig, Chair, Department of Mechanical Engineering, effective July 1, 1989.

Reappointment as Resident Director

Larry Tyler, Resident Director for the Sunway Program, International Education and Programs, effective July 1, 1989.

Resignations

Ernst Breisach, Chair, Department of History, effective July 1, 1989, to return to teaching.

Demissie Alemayehu, Assistant Professor, Department of Mathematics and Statistics, effective April 22, 1989.

Retirement

Evelyn A. Erickson, Coordinator, Merze Tate Center for Research and Information Processing, effective May 15, 1989.

Retirements with Emeriti Status

Tilman C. Cothran, Professor, Department of Sociology, effective June 30, 1989, with the title of Professor Emeritus of Sociology.

Frances H. Ebert, Associate Professor, Department of Health, Physical Education and Recreation, effective January 1, 1990, with the title of Associate Professor Emerita of Health, Physical Education and Recreation.

Joseph A. Jevert, Associate Professor, Department of Health, Physical Education and Recreation, effective January 1, 1990, with the title of Associate Professor Emeritus of Health, Physical Education and Recreation

Wayland P. Smith, Professor, Department of Management, effective June 30, 1989, with the title of Professor Emeritus of Management.

APPOINTMENT-NON-FACULTY

Reappointment as Ombudsman

Beverly A. Belson, Ombudsman, a three-year term beginning September 1, 1989 and ending June 30, 1992. (Retaining current rank and tenure in Department of Counselor Education and Counseling Psychology.)

STUDENT SERVICES

Appointment

G. Gwen Raaberg, Director, Women's Center, effective June 1, 1989.

Naming of the College of Business. On a motion by Trustee Edwards, supported by Trustee Reed, the Board of Trustees approved the naming of the College of Business as the Haworth College of Business, recognizing the \$5 million gift from the Haworth family. In making the recommendation, President Haenicke spoke of the Haworths' outstanding gift (the largest ever received by the University) and its impact on generations of Western Michigan University students and faculty.

BUDGET AND FINANCE COMMITTEE RECOMMENDATIONS

Gift Report. The Board of Trustees accepted the gifts for the University as contained in the December 1988 gift report as recommended by Committee Chair Brady, supported by Trustee Reed.

Personnel Report. The personnel report was approved by the Board on a motion by Trustee Brady, supported by Trustee St. John.

NON-ACADEMIC

Appointments

Arvon G. Farrell, Associate Chief Accountant, Accounting, effective March 29, 1989.

David A. Glenn, Director, Affirmative Action, effective March 1, 1989.

L. John Goes, Director, Operational Services, effective March 6, 1989.

Barbara S. Liggett, Associate Vice President for Human Resources, effective April 1, 1989.

Resignation

Charles A. Davis, Director, Campus Planning, Extension and Engineering, effective August 20, 1989, to return to faculty (listed on Academic Personnel Report).

Retirements

John Bennett, Shift Supervisor, Plant-Custodial Services, effective January 3, 1990.

C. Louise Marks, Secretary III, Plant and B/E Maintenance, effective February 17, 1989.

Marion Palmatier, Vehicle Dispatcher, Plant-General Services, effective May 31, 1989.

Student Room and Board and Apartment Rental Rates. As recommended by the Budget and Finance Committee, on a motion by Trustee Reed, supported by Trustee St. John, the proposed rates were presented for approval. As reported by Vice President Beam, the cost driven increases, effective fall semester 1989, reflect a 8.3% hike in residence room and board rates and a 9.9% increase in apartment rental rates. He asked that the usual procedure be followed and action be tabled until the April meeting to allow for additional student input. On a motion by Trustee Williams, supported by Trustee St. John, action on the following rate schedule was tabled until the April 21 Board meeting

SCHEDULE

RESIDENCE HALLS	1988-89	Change	1989-90	% Change

Room				

Summer	289.50	27.00	316.50	9.3%
Fall	599.00	45.00	644.00	7.5%
Winter	593.00	51.00	644.00	8.6%
Spring	279.50	26.00	305.50	9.3%
Single Room - Per Day	2.75	0.50	3.25	18.2%
Board (20 Meal Plan)				

Fall	849.00	72.00	921.00	8.5%
Winter	876.00	75.00	951.00	8.6%
Spring	407.00	61.00	468.00	15.0%
Board (15 Meal Plan)				

Fall	814.00	71.00	885.00	8.7%
Winter	841.00	71.00	912.00	8.4%

Rates include \$25 per semester/12.50 per session deferred maintenance fee and \$6 per semester/\$3 per session program development fee.

APARTMENTS (Per Month)

Elmwood & Goldsworth Valley					
1 BR - Furnished	268.00	26.00	294.00	9.7%	
2 BR - Furnished	295.00	29.00	324.00	9.8%	
1 BR - Unfurnished	248.00	24.00	272.00	9.7%	
2 BR - Unfurnished	270.00	26.00	296.00	9.6%	
Stadium Drive I					
1 BR - Furnished	283.00	28.00	311.00	9.9%	
2 BR - Furnished	324.00	32.00	356.00	9.9%	
1 BR - Unfurnished	263.00	26.00	289.00	9.9%	
Stadium Drive II					
2 BR - Unfurnished	299.00	26.00	328.00	9.7%	
Elmwood (Renovated)					
1 BR - Furnished	354.00	35.00	389.00	9.9%	
1 BR - Unfurnished	334.00	33.00	367.00	9.9%	
2 BR - Furnished	399.00	39.00	438.00	9.8%	
2 BR - Unfurnished	374.00	37.00	411.00	9.9%	

Rates include \$6 per month deferred maintenance fee.

Vehicle Registration Rates. On a motion by Trustee Williams, supported by Trustee St. John, the three-year schedule for increased vehicle registration rates was recommended for Board approval. The increases, effective fall semester 1989, would provide funds needed for additional campus parking, primarily on the West Campus to serve the Haworth College of Business building now under construction. As with the room and board and apartment rental rates, it was recommended the vehicle registration schedule, as follows, be tabled until the April Board meeting to allow for students comments. The motion to table was approved by the Board on a motion by Trustee Williams, supported by Trustee St. John.

SCHEDULE

Automobile

Class	Beginning Registration	Current	1989/90 Proposed	1990/91 Proposed	1991/92 Propose
Full-time (Academic Year)	Fall	\$40.00	\$50.00	\$60.00	\$70.00
Part-time (Academic Year)	Fall	24.00	30.00	36.00	42.00
Full-time (Winter Semester)	Winter	24.00	30.00	36.00	42.00
Part-time (Winter Semester)	Winter	15.00	18.75	22.50	26.25
Any (Spring and/or Summer)	Sp/Sum	15.00	18.75	22.50	26.25

2-Wheel Motored Vehicle

Full-time (Academic Year)	Fall	\$20.00	\$25.00	\$30.00	\$35.00
Part-time (Academic Year)	Fall	12.00	15.00	18.00	21.00
Full-time (Winter Semester)	Winter	12.00	15.00	18.00	21.00
Part-time (Winter Semester)	Winter	7.50	9.50	11.25	13.25
Any (Spring and/or Summer)	Sp/Sum	7.50	9.50	11.25	13.25

Foundation Bylaws. Following a motion by Trustee Brady, supported by Trustee Reed, the Board approved the Western Michigan University Foundation bylaws as revised and amended by the Foundation at its October 7, 1988 meeting. The Board bylaws require final approval of University Foundation bylaws. The attached bylaws, as revised, clarify the purpose of the Foundation, increase the number of directors to sixteen members, add the position of vice president of development to the membership of the board of directors, add as an officer the position of secretary, change the name of the membership committee to that of nominating committee, contain an article concerning liability of director, and make gender changes.

(Trustee Reed left the meeting following the action portion of the agenda).

Remarks by the Provost.

Public Comments. There were no requests to address the Board

Adjournment. The meeting was adjourned at 5:00 p.m.

Respectfully submitted,


Chauncey J. Brinn
Secretary, Board of Trustees

Note: Following the meeting, a reception was held for area alumni and friends of the University.

Attachment

BYLAWS

WESTERN MICHIGAN UNIVERSITY FOUNDATION

Article I Name

The name of the Foundation is Western Michigan University Foundation, hereinafter referred to as the "Foundation."

Article II Purpose

The Foundation shall be operated exclusively for the benefit of Western Michigan University. The general objective of this Foundation shall be to provide support for the objects and purposes of the constitutional corporation known as Western Michigan University Board of Trustees, being the board of control of Western Michigan University; to assist in the accomplishment of the educational purposes of such constitutional corporation in such manner as may be designated, directed or desired by said Board of Trustees. Included, by way of illustration but not limitation, is the promotion, sponsorship and carrying out of the educational, scientific, charitable and related activities for the objects and purposes of the University. The Foundation shall act as a conduit through which contributions are made to the University. In the means of accomplishing the foregoing purposes, the Foundation shall have the following powers:

1. To solicit, accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.
2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, for the objects and purposes as set forth above.
3. To invest and reinvest the principal and income of the Foundation in accordance with the laws of the State of Michigan covering authorized investments for trustees.
4. In general, to exercise such other powers which now are or hereafter maybe conferred by law upon a corporation for the purposes hereinafter set forth; namely, the promoting of the objects and purposes of Western Michigan University Board of Trustees or conducive to the attainment thereof.
5. To provide by means of the Board of Directors of this Foundation an advisory group of leading citizens available to Western Michigan University's President in order to reach a wider and better understanding in the community

of the University's proper role, its policies and affairs, and its development needs.

Article III
Foundation Headquarters

The principal office of the Foundation shall be located at Western Michigan University, Kalamazoo, Michigan. The Foundation shall have and continuously maintain a registered office within this State.

Article IV
Membership

The membership of the Foundation shall consist of the incorporators, the directors and such other persons as are from time to time selected and designated by the President of Western Michigan University. Eligibility for membership shall be limited to those persons who, in the opinion of the President, are deserving of membership because of having had or will have a continuing interest in the University. All memberships shall expire, unless renewed by the President at the annual meeting of the membership, five years after the initial year of the said person's appointment. There shall be no limit upon the number of five year terms to which an individual may be appointed as a member. No member shall have any property rights in the Foundation or in any of its funds. Each member shall be entitled to one vote and no more upon each matter submitted to a vote at a meeting of the Foundation members. The President, the Vice President for Development, and Vice President for Business and Finance of the University, the Chair of the Western Michigan University Board of Trustees and the President and Chief Executive Officer of the Foundation shall be ex officio members.

Article V
Board of Directors

SECTION 1. NUMBER AND TERMS

The Board of Directors shall consist of forty-seven members, five of whom shall be ex officio members, they being the President, Vice President for Development, Vice President for Business and Finance of Western Michigan University, the Chair of the Western Michigan University Board of Trustees, and the President and Chief Executive Officer of the Foundation. The other forty-two directors shall be elected by the members upon nomination by the President of the University, with fourteen being elected at each annual meeting of the membership. The term of elected members of the Board of Directors shall be three years. Notwithstanding the foregoing, the membership shall, at its 1988 Annual Meeting, elect fourteen directors to serve until the Annual Meeting of the membership to be held in the year 1991, five directors to serve until the Annual Meeting of the membership to be held in the year 1990, and five directors to serve until the Annual Meeting of the membership to be held in the year 1989.

SECTION 2. POWER AND AUTHORITY

The Board of Directors shall have full power and authority to manage the business of the Foundation, provided, however, it is understood that the Foundation is subject to the approval of and review by the Western Michigan University Board of Trustees, the governing board of control of Western Michigan University. The Foundation shall provide said Board of Trustees annually with copies of its annual financial statements and also with a copy of a report of its activities for the year covered by said financial statements. The Foundation's Board of Directors shall submit a report of its activities to the members at the annual meeting of the Foundation. In the management and control of property, business and affairs of the Foundation, the Board of Directors is vested with all of the powers possessed by the Foundation itself so far as this delegation of authority is consistent with the laws of the State of Michigan, or with the Article of Incorporation or with the Bylaws.

SECTION 3. VACANCIES, RESIGNATIONS AND REMOVALS

A vacancy on the Board of Directors because of death, resignation, removal, disqualification, or for any other reason may be filled by the Board of Directors at any special meeting called for that purpose. Any director may resign at any time by giving notice to the Board of Directors or to the President or to the Chief Executive Officer of the Foundation. Any resignation shall take effect at the time specified therein, or if the time be not specified, upon receipt thereof, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective. The members at any meeting called for the purpose by vote of a majority of their number may remove from office any director or officer elected or appointed to the Board of Directors and elect or appoint his/her successor. The Board may remove from office any officer, agent, or member or members of any committee elected or appointed by it.

SECTION 4. ANNUAL MEETING

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members of the Foundation.

SECTION 5. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Foundation President, the Chair of the Board, or by three directors.

SECTION 6. PROXIES

No director shall be permitted to vote by Proxy.

SECTION 7. QUORUM

At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum.

SECTION 8. MEETING NOTICES

A written notice shall be sent to each director at least one week prior to the date of any special meeting. No notice is required for the annual meetings of the directors.

ARTICLE VI Officers

SECTION 1. OFFICERS

The officers of the Foundation shall be the Chair of the Board, the Vice Chair, the Foundation President and Chief Executive Officer, a secretary, and a treasurer. Officers shall be elected at the annual meeting of the Board of Directors and shall hold office until their successors are duly elected and qualified.

SECTION 2. QUALIFICATIONS

The Chair and Vice Chair of the Board shall be directors of the Foundation. The other officers need not be directors of the Foundation. Any person may hold more than one office provided the duties thereof can be consistently performed by the same person.

SECTION 3. CHAIR OF THE BOARD

The Chair of the Board shall preside at all membership and directors' meetings of the Foundation. The Chair shall appoint the chairs of such standing committees as the Board of Directors may establish, except the executive committee, and shall fill vacancies. The Chair shall be chair of the executive committee and a member ex officio of all committees. The Chair shall perform all duties commonly incident to the office.

SECTION 4. VICE CHAIR

The Vice Chair shall in the absence or disability of the Chair preside at meetings of the Foundation, of the Board of Directors, or of the executive committee and perform the duties of the office of Chair. The Vice Chair shall have such powers and discharge such duties as may be assigned from time to time by the Board of Directors.

SECTION 5. PRESIDENT AND CHIEF EXECUTIVE OFFICER

The President and Chief Executive Officer shall be the chief executive officer of the Foundation and shall have general and active management of the business of the Foundation, and shall see that all orders and resolutions of the Board of Directors of the Foundation and the executive committee are carried into effect. He or she shall execute all authorized conveyances, contracts, or other obligations in the name of the Foundation, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors of the Foundation or the executive committee to some other officer or agent of the Foundation. He or she shall, for the purpose of the United

States Internal Revenue Code, be considered to be the manager of the Foundation, and he or she shall have as his or her responsibility the coordination and carrying out of the policies adopted by the Board of Directors and the executive committee.

SECTION 6. SECRETARY

The Secretary shall attend all meetings of the Board of Directors of the Foundation and all meetings of the membership and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for committees of the Board. He or she shall give, or cause to be given, notice of all meetings of the membership and any meetings of the Board of Directors for which notice may be required, and shall perform such other duties as may be prescribed by the Board of Directors, the executive committee, or the President, under whose supervision he or she shall act. He or she shall execute with the President all authorized conveyances, contracts or other obligations in the name of the Foundation, except as otherwise directed by the Board of Directors of the Foundation or the executive committee. He or she shall notify officers and members of the committees of their election or appointments and shall discharge such other duties as shall be required of him or her by the Board of Directors, the executive committee, or the President. He or she shall keep in a safe place the seal of the Foundation, if any, and, when authorized by the Board of Directors or the executive committee, affix the same to any instrument requiring signature of the Secretary or of an Assistant Secretary.

SECTION 7. TREASURER

The treasurer, subject to the order of the Board of Directors, shall have the care and custody of the monies, funds, financial papers, and documents of the Foundation. He or she shall place the same for safekeeping in such depositories as may be designated by the Board of Directors, and shall expend the funds of the Western Michigan University Foundation as directed by the Board of Directors or the executive committee taking proper vouchers for such expenditures. He or she shall keep, or cause to be kept a book or books setting forth a true record of the receipts, expenditures, assets, liabilities, losses and gains of the Foundation, and shall, when and as required by the Chair of the Board, render a statement of the financial condition of the Foundation. He or she shall have and exercise, under supervision of the Board of Directors, all the powers and duties commonly incident to this office. Those having actual custody of the funds shall be bonded.

SECTION 8. TERM OF OFFICE

The officers of the Foundation shall be elected annually. Each officer shall assume office upon election and continue until a successor shall have been duly elected and qualified.

SECTION 9. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or for any reason, may be filled by the directors at any special meeting called for that purpose.

ARTICLE VII
Meetings

SECTION 1. PLACE OF MEETINGS

All meetings of the members and of the directors of the Foundation shall be held at Western Michigan University in the City of Kalamazoo, Michigan, unless otherwise directed from time to time by the Board of Directors or the executive committee.

SECTION 2. ANNUAL MEETING

The annual meeting of the Foundation shall be held each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The date and time of the annual meeting will be fixed by the Board of Directors or the executive committee.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Foundation may be called by the Chief Executive Officer, Chair of the Board or by three directors of the Foundation or upon written application of five members to the CEO stating the time, place, and purpose of the meeting. The business transacted at all special meetings shall be confined to the objectives stated in the call.

SECTION 4. NOTICES OF MEETINGS

A written notice, stating the place, day and hour of all meetings, and in the case of special meetings the purpose for which such meetings are being called, shall be given by the CEO at least two weeks prior to the date of said meeting.

SECTION 5. PROXIES

A member may vote in person or by proxy executed in writing by the member, or by the member's duly authorized attorney, and delivered to the CEO before the time of the meeting. No proxy shall be voted at any meeting unless it shall designate the particular meeting at which it is to be voted and no proxy shall be voted at any meeting other than the one so designated or any adjournment of such meeting. The presence of a member at a meeting of the Foundation shall revoke a proxy thereof executed by that member and such member shall be entitled to vote at such meeting in the same manner and with the same effect as if the member had not executed the proxy.

SECTION 6. QUORUM

At any meeting of the members of the Foundation a majority of the members shall constitute a quorum.

ARTICLE VIII

Standing Committees

SECTION 1. ENUMERATION

Standing committees of the Foundation shall be an executive committee, a nominations committee and an investment committee. The Board of Directors may from time to time appoint temporary committees and may vest such committees with such powers as it may deem fit. All committees shall keep regular minutes of their meetings and shall report the same to the Board of Directors at its next meeting. A majority of members of each committee will constitute a quorum for the conduct of business.

SECTION 2. APPOINTMENT OF COMMITTEES AND COMMITTEE CHAIRS

The chairs of all committees with the exception of the executive committee shall be appointed by the Chair of the Board, and the appointment of all committee members other than those of the executive committee shall be made by the chairs of the respective committees.

SECTION 3. EXECUTIVE COMMITTEE

The Board of Directors shall appoint an executive committee consisting of seven members. These members shall be: Chair of the Board, the Vice Chair, the President and Chief Executive Officer and the treasurer of the Foundation, and three other members of the Board of Directors. The Chair of the Board will be the chair. The committee shall exercise the authority of the Board of Directors in the management of the Foundation between meetings of the Board, but the designation of such committee and delegation of authority thereto shall not operate to relieve the Board of Directors of any responsibility imposed upon it by the Bylaws. The executive committee shall meet upon the call of the Chief Executive Officer or upon the call of the Chair of the Board at the request of a quorum of the members thereof.

SECTION 4. NOMINATIONS COMMITTEE

The membership committee shall consist of at least three members of the Foundation, one of whom will be the chair of the committee. It shall plan and execute a program to obtain new members of the Foundation. In addition, it shall make recommendations to the President of Western Michigan University concerning persons suited to become members of the Foundation and concerning persons who should be considered for nomination to the Board of Directors of the Foundation.

SECTION 5. INVESTMENT COMMITTEE

The investment committee shall consist of at least three members of the Foundation, one of whom will be the chair of the committee. It shall be responsible for supervisory authority over the investment of the assets of the Foundation.

ARTICLE IX
Miscellaneous Items

SECTION 1. CONTRACTS

Contracts and other instruments may be entered into and delivered in the name of or on behalf of the Foundation by any two officers of the Foundation.

SECTION 2. CHECKS, DRAFTS, ETC.

All checks, notes or orders drawn against the bank accounts of the Foundation shall be signed by hand or by facsimile by one of the following: Treasurer or Chief Executive Officer. No checks, drafts, notes or orders drawn against said account shall be valid unless so signed.

SECTION 3. GIFTS

The Board of Directors may accept on behalf of the Foundation any contributions, gifts, bequests, or devises for the general purpose or for any special purposes of the Foundation.

SECTION 4. SEAL

The Board of Directors shall provide a suitable Corporate seal.

SECTION 5. ANNUAL AUDIT

The books and financial affairs of the Foundation shall be subject to audit by an independent accountant to be elected annually by the Board of Directors.

SECTION 6. PARLIAMENTARY PROCEDURE

Roberts Rules of Order, Revised, shall be the authority in all matters of parliamentary procedure, except as otherwise expressly provided herein.

SECTION 7. FISCAL YEAR

The fiscal year of the Foundation shall be from July 1 to June 30.

SECTION 8. LIABILITY OF DIRECTORS

No director shall be personally liable for any impairment of the trust funds of the Foundation by reason of any investments made or retained in accordance with the provisions of these Bylaws, nor for the act or default of a co-director or any agent, nor for anything whatsoever other than his or her own willful misconduct or default.

SECTION 9. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Foundation shall indemnify any director or officer of the Foundation 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 (other than an action by or in the right of the Foundation) by reason of the fact that he or she is or was a director or

officer of the Foundation against expenses (including attorneys' fees), judgments, fines and amount paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Foundation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

SECTION 10. LIABILITY INSURANCE FOR DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The Foundation shall purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Foundation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.

ARTICLE X

A volunteer director (as defined in Section 110 of Act 162, Public Acts of 1982, as amended) of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of the director's fiduciary duty arising under any applicable law. However, this Article shall not eliminate or limit the liability of a director for any of the following:

1. A breach of the director's duty of loyalty to the Corporation or its members.
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
3. A violation of Section 551 (1) of Act 162, Public Acts of 1982, as amended.
4. A transaction from which the director derived an improper personal benefit.
5. An act of omission occurring prior to the filing of this Article with the Michigan Department of Commerce.
6. An act or omission that is grossly negligent. To the extent permitted by law and this Article X, the Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer director (as defined in Section 110 of Act 162, Public Acts of 1982, as amended) occurring on or after January 1, 1988, incurred in the good faith performance of his or her duties as a director.

Any repeal or modification of this Article shall not adversely affect any right or protection of any director of the Corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE XI
Amendments

These Bylaws may be amended, added to, altered, or repealed in whole or in part by a majority of the members of the Foundation present at any regular or special meeting called for such purpose.

Amended by WMU Foundation October 7, 1988; approved by WMU Board of Trustees March 3, 1989.