

TEXAS SOUTHERN UNIVERSITY

FOUNDATION

BYLAWS



AMENDED AND RESTATED BYLAWS
OF THE
TEXAS SOUTHERN UNIVERSITY FOUNDATION

ARTICLE I

NAME

The name of the Corporation governed by these bylaws is the Texas Southern University Foundation, hereinafter referred to as the "Foundation".

ARTICLE II

Section 1. The office of record of the Foundation is Texas Southern University, 3100 Cleburne, Houston, Texas 77004. The Foundation shall have in residence an agent registered under the Non-Profit Corporation Act, Vernon's Texas Civil Statutes, Title 32, Chapter 9, whose address is the same as that of the Foundation.

Section 2. The purpose of the Foundation is to support the parent institution of higher learning known as Texas Southern University, hereinafter referred to as "University." Such support includes but is not limited to the following:

- A. Securing funds for all legitimate purposes of the University;
- B. Receiving, investing, distributing and accounting for all funds belonging to the Foundation;
- C. Giving support both materially and through encouragement to the enhancement of the University, its programs, its students, its staff and its faculty;
- D. Providing suitable recognition of the achievements of students and alumni;
- E. Creating and fostering a sense of pride and spirit among the students and the alumni of the University, and;
- F. Such other purposes as may be appropriate.

Section 3. The Foundation shall be operated exclusively for the purposes set forth above except that the Foundation shall be authorized and empowered to pay reasonable compensation for legitimate and approved services rendered and to make payments and distributions in furtherance of such purposes. No part of its earnings shall inure to the benefit of any Trustee, Officer or other private person.

ARTICLE III
BOARD OF TRUSTEES

Section 1. Management. The Foundation shall be managed by a Board of Trustees which shall have all such powers of the Foundation and which shall exercise all such lawful acts and duties in accordance with the Articles of Incorporation of the Foundation and these Bylaws.

Section 2. Regular Board Members. The Board of Trustees of the Foundation shall be limited to twenty (20) regular board members ("Regular Members"). Candidates for election as Regular Members to the Board of Trustees of the Foundation will be selected from alumni or friends of the University by a Nominating Committee and presented to the full Board for consideration and approval. In the spirit of the purpose of the Foundation, members of the Board of Trustees shall be expected to contribute or arrange for contribution to the Foundation annually an amount of not less than \$5,000.

Section 3. University Members. The President of Texas Southern University, the Chair of the Board of Regents and one other individual chosen by the Board of Regents shall represent the University as members of the Board with full voting rights ("University Members"). The University President is not required to make annual contributions to the Foundation.

Section 4. Terms of Office. The term of office of each Regular Member and the University Member chosen by the Board of Regents (together, the "Elected Members") shall be three (3) years. The Elected Members shall be classified into three categories, as equal in number as possible, such that the terms of approximately one-third of the Board shall expire each year. Elected Members may be reelected to succeed themselves, but shall serve no more than three (3) consecutive terms. Terms commenced prior to the adoption of these Amended and Restated Bylaws shall not be taken into account for purpose of the term limitation.

Section 5. Categories of Trustees. In addition to Regular and University Members, there shall be two additional categories of Trustees of the Foundation Board. These categories shall be used to recognize outstanding past service on the Board for one or more terms, by virtue of holding a special office, or by having rendered a unique service to the University. These two categories shall be known as Trustee Emeritus and Ex-Officio Trustee. These appointments shall be made by the President of the University, the Chair of the Board of Regents and the Chair of the Foundation Board.

Trustee Emeritus is a special appointment of esteem and honor accorded to a Regular Member in recognition of his or her exemplary service to the Board, the Foundation and the University. Trustees Emeriti may attend Board meetings, but shall have no vote, and may serve as a member of the Advisory Board. The election by the Board of an individual to the position of Trustee Emeritus is for the lifetime of the Trustee. A Trustee Emeritus is not required to make annual contributions to the Foundation.

Ex-Officio Trustees may include specifically designated Vice Presidents, Assistant Vice Presidents or Associate Vice Presidents of the University or the equivalent University liaison officer to the Board, who may also be designated to serve as the Executive Director and/or Secretary of the Foundation, and the President of the Alumni Association. Ex-Officio Trustees may attend Board meetings, but shall have no vote. An Ex-Officio Trustee is not required to make annual contributions to the Foundation.

Section 6. Removal of Trustees. Any Regular Member who shall be absent from three consecutive regular meetings of the Board of Trustees, without prior notification, shall be deemed to have resigned from the Board. Prior notification shall consist of a written, telephone or facsimile message to the Foundation office stating the reason for the absence. The Secretary will maintain a record of attendance of Board members. An Elected Member may be removed for cause as set forth in Article IX, Section 2. The University Members who are not Elected Members will cease to be Trustees at such time as they no longer hold the position that entitle them to the University Member status.

Section 7. Responsibilities of Trustees. The responsibilities of Trustees include the following:

- A. To contribute or arrange for contribution to the Foundation annually the amount of \$5,000 or more.
- B. To be a member of at least one standing Board committee and to attend committee meetings.
- C. To attend annual, interim and special Board meetings.
- D. To abide by the provisions of these Bylaws, and in particular, Article VIII and Article IX.

Section 8. Resignation. Any Trustee may resign at any time by giving written notice to the Board of Trustees. The resignation need not be accepted by the Corporation to be effective.

Section 9. Vacancies. Any vacancy occurring during a term of a Regular Member may be filled by nomination and election of a quorum of the Board of Trustees. Any vacancy occurring during a term of the University Member who is an Elected Member shall be filled by the Board of Regents.

ARTICLE IV

OFFICERS OF THE BOARD

Section 1. Number and Title. The Officers of the Board shall consist of a Chair, Vice Chair, Secretary and Treasurer. Each officer is elected by the Board to serve two-year terms of office. Officers may be reelected to succeed themselves until their term of appointment on the Board expires.

Section 2. Duties. Duties of the Officers of the Board shall include, but not be limited to the following:

- A. **Chair.** The Chair of the Board shall be the chief executive officer of the Foundation and shall preside over the meetings of the Board of Trustees and shall cause notice of meetings to be given. The Chair shall perform such other duties as are commonly performed by such a position or as may be imposed upon him/her or authorized by him/her to be performed by the Board.
- B. **Vice Chair.** The Vice Chair of the Board shall perform the duties of the Chair in the event of absence, disability, death, resignation or other inability or failure of the Chair to perform such duties. The Board may impose other duties as upon him/her from time to time.
- C. **Secretary.** The Secretary to the Board shall make and keep, or cause to be made and kept, correct records or minutes of the proceedings of the Board and shall perform such duties as may be imposed upon him/her or authorized by the Board. It shall further be the duty of the Secretary of the Board to ensure that minutes of meetings of committees of the Board are maintained as a part of the Board records. The Secretary shall have custody of the Seal of the Foundation. There shall also be a position of Assistant Secretary, which may for convenience be executed by the Executive director or another University liaison position to the Foundation.
- D. **The Treasurer of the Board shall perform such duties as are normally performed by a treasurer of a non-profit corporation, and under such terms and conditions as may be designated by the Board. It shall be the duty of the Treasurer to ensure that at all times sufficient and proper records are kept of all financial transactions, fund disbursements, properties owned and debts owed by the Foundation. There shall also be a position of Assistant Treasurer, which may for convenience be executed by the University administration official who holds an appointment within the University finance and accounting office.**
- E. **Executive Director.** The Executive director of the board is the liaison officer between the University and the Board. The position will normally be filled by the University's Director of Development. The Executive Director will serve as the coordinator for Board activities. The Executive Director may for purposes of convenience also serve as Assistant Secretary to the Board.

ARTICLE V

COMMITTEES

Section 1. Standing Committees. There will normally be five (5) standing committees of the Board of Trustees: Executive Committee, Audit Committee, Investment Committee, Development and Scholarship Committee, and Membership and Nominating Committee. The Chair may appoint other such ad hoc committees as deemed appropriate to carry out the business of the Foundation. Each Trustee shall be a member of at least one standing committee. Committee chairs and members shall be appointed by the Chair of the Foundation and approved by the Board. Committee Chairs will ensure that complete and accurate minutes and records of their respective committee activities are kept in good order and on file in the Foundation office.

Executive Committee – This committee shall be appointed to assist in formulating policy and addressing special issues for consideration by the full Board. The Executive Committee will normally consist of the Chair, Vice Chair, Secretary, Treasurer, Executive Director (Ex-Officio) and three to four Board members as deemed required to address the Chair's requirements. The Executive Committee shall be empowered by the Board to act on behalf of the entire Board of Trustees on such matters that require immediate attention or an extraordinary amount of time not normally available to the entire Board to deliberate. The Executive Committee, subject to the direction of the Board, shall have full power in the intervals between Board meetings to conduct all of the business affairs of the Foundation and to exercise any and all powers of the Board in the management and direction of the activities of the Foundation. The Executive Committee will establish the requirement of, execute and review and report the results of audits of the Foundation's activities. These audits shall be conducted by a Certified Public Accountant with non-profit fund accounting qualifications. The Chair will update the Board on actions taken by the Executive Committee at the next convening session after such actions are concluded. A quorum of the Executive Committee shall be constituted by a majority of the members of the Committee present or on a telephone conference-call meeting.

Audit Committee – This committee shall, along with the Executive Committee, review the year-end financial statements with the internal and external auditors and accept audited financial statements, prepared by Foundation management on behalf of the Board, prior to their issuance; monitor the Foundation's internal accounting control systems; appoint an independent accounting firm to perform audits of financial statements and required regulatory audits; review the audit plan of the independent accountants, prior to the fiscal year-end, to ensure adequate coverage of operations and proper coordination with Foundation staff and to ensure adequate coverage of key areas of risk; review independent accountant's commentary report for improving internal controls or communicating reportable conditions (management letter) and management's response to its findings and ensure that action plans to address findings are in place and assess any disagreements about findings or recommendations; review the compliance of the Foundation with laws and government regulations pertaining to financial policies and practices; review and recommend policies to avoid conflicts of interest; and review restricted gift usage.

Investment Committee – This committee shall be made up, to the extent possible, of Trustees who have some background and experience in investment, finance, real estate and mineral-related activities. The Investment Committee shall recommend policy regarding the investment policies and procedures of the Foundation, oversee the execution of Investment Policy, evaluate the investment performance and investment managers, and monitor the Foundation’s finance and business operations to insure compliance consistent with the mission, policies and purposes of the Foundation and the University.

Development and Scholarship Committee – This committee shall be made up, to the extent possible, of Trustees who have some background and experience in student scholarship programs and the accepted policies for administering student scholarships. The Committee will periodically visit with the various University Administration Offices and Departments, which have established requirements for requesting Foundation funds for student scholarships to review and validate applicable scholarship policies, procedures and practices. The Committee should strive to create a positive and favorable relationship between the Foundation and the University’s scholarship administrators.

Nominating and Membership Committee – This committee shall conduct a periodic review of membership guidelines and make recommendations as required to the Board; the committee will research potential candidates for nomination to serve on the Board of Trustees to replace departing Board members and make nominations to the Board; recommend Board members for consideration to become a Trustee Emeritus; and recommend candidates to the Board for the offices of Board Chair, Vice Chair, Secretary and Treasurer.

Section 2. Committee Meetings. Committee Chairs may call meetings of their committees as required in order to carry out the necessary business of the committee, establish an agenda for such meetings and determine the procedure for conducting such meetings.

ARTICLE VI

MEETINGS

Section 1. Board Meetings. The Board shall meet twice each calendar year, normally in the fall and spring of each year. Specific dates and places for meetings of the Board shall be determined by the Executive Committee.

Section 2. Special Board Meetings. Special meetings of the Board may be called upon request of the Chair or a majority of the Board Members when either has cause for such a meeting.

Section 3. Executive Committee Meeting. The Executive Committee shall meet at any time and place so designated by the Chair for the purpose of addressing issues and/or the special business of the Foundation.

Section 4. Meeting Notices. Notice of a regular or special meeting of the Board shall be given at least ten (10) days prior to the meeting by written notice.

Section 5. Quorum. A majority of the voting Trustees present, in person or by proxy shall constitute a quorum for transacting business of the Foundation. Business matters may be approved by a majority vote of the Trustees entitled to vote, in person or by proxy, there being a quorum present. Trustees present by means of telephone or video conferencing, pursuant to which all members of the Board can hear one another, shall be deemed present for all purposes of such meeting.

Section 6. Proxies. A Trustee may vote at a meeting of the Board by proxy, so long as the proxy is executed in writing by the absent Trustee and delivered to the Secretary of the Board at or prior to the scheduled meeting. A proxy shall designate the Trustee who is authorized to vote the proxy.

Section 7. Telephone or Video Conferencing. The Executive Committee and other standing committees may hold a meeting by telephone or video conference call for urgent matters or if it is otherwise difficult or impossible to call a meeting of committee members in person. All members participating in a conference call meeting must be able to clearly hear one another.

Section 8. Minutes. The Secretary will record and publish the minutes and activities of the Board meetings.

ARTICLE VII

EXECUTION OF INSTRUMENTS

Section 1. Instruments Affecting Real Estate. All instruments affecting title to real estate shall be approved by the Board and signed by the Chair of the Board and if attestation is required, shall be attested under corporate seal of the Foundation by the Secretary of the Board or by such other individual as it authorized by resolution of the Board. When so executed and delivered, such instrument(s) shall be binding upon the Foundation.

Section 2. Other Instruments. Other instruments as approved by the Board may be signed for the Foundation by the Chair or by such other individual who may be authorized by the Board to sign the same. When executed in such manner and delivered, such instrument(s) shall be binding upon the Foundation.

Section 3. Expenditures. All funds of any type received by the Foundation shall be deposited in a bank account or bank accounts, and expenditures from such funds shall be made according to the applicable account instrument and such other expenditures as authorized by the Board.

Section 4. Discretionary Funds. Expenditures of discretionary funds by the Foundation may be made to further the purposes of the University. Board members shall be given notice of proposed expenditures to be considered at a meeting in the agenda mailed with the notice of the meeting. Action on any proposal for expenditures not on the agenda shall be deferred to the following meeting unless Board members in attendance constituting a quorum shall first vote unanimously to waive this advance notice provision.

Section 5. Restricted Funds. Donor restricted funds may be accepted and expended for purposes stipulated by the donor, including scholarships for intercollegiate athletics, so long as the donor's stipulation is not counter to the fundamental purposes of the educational, moral or accepted social principals or standards of the Foundation or the University. In such cases where in the opinion of the Foundation Board or the University, the donor's stipulation for use of the restricted funds is not acceptable, the funds shall be returned to the donor.

ARTICLE VIII

COMPENSATION

Section 1. No Trustee of the Foundation shall receive any compensation whatsoever for or in connection with services rendered as a Trustee or officer of the Foundation.

Section 2. No part of the income or funds of the Foundation shall ever inure to the benefit of any individual member or group or members of the Foundation.

ARTICLE IX

CONFLICT OF INTEREST

Section 1. No Trustee, Officer, employee or representative of the Foundation shall take any action, expend any funds for or carry out any activity for or on behalf of the Foundation which is not permitted to be taken or carried out by such an organization exempt under Section 501(c) (3) of the Internal Revenue Code and all of the Regulations and Restrictions hereunder, or by an organization contributions to which are deductible under Section 170(c) (2) of such Code and its Regulations and Restrictions.

Section 2. The purpose of the conflicts of interest policy is to protect the Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or trustee of the Foundation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable Foundations.

Section 3. Definitions

- A. **Interested Person.** Any Trustee, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment or family –
 - 1. an ownership or investment interest in any entity with which the Foundation has a transaction or arrangement, or
 - 2. a compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, or
 - 3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Section 4 below, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Section 4. Procedures

A. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Trustees and members of committees with board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the determination of a conflict in interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict or interest exists.

C. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that result in the conflict of interest.
2. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the board or committee shall determine whether the Foundation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the Foundation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Foundation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

D. Violations of the Conflicts of Interest Policy

1. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 5. Records of Proceedings

The minutes of the board and all committees with board-delegated powers shall contain:

- A. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- B. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 6. Annual Statements

Each trustee, principal officer and member of a committee with board delegated power shall annually sign a statement which affirms that such person:

- A. has received a copy of the conflicts of interest policy,
- B. has read and understands the policy,
- C. has agreed to comply with the policy, and
- D. understands that the Foundation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Notwithstanding any other provision of the Bylaws, the Foundation and its Board of Trustees will meet all laws of the State of Texas for classification as a private, non-profit corporation which supports higher education.

ARTICLE X

INDEMNIFICATION

Section 1. Liability. The Board of Trustees of the Foundation shall not be individually liable or responsible for debts or obligations of the Foundation.

Section 2. Indemnification. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative or investigate (including any action by or in the right of the Foundation), or is or was serving at the request of the Foundation as a Trustee, officer, employee or agent of another business, foreign or non-profit corporation, partnership, joint venture or other enterprise in accordance with the laws of the State of Texas against expenses (including legal fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by he or she in connection with the defense or settlement of such action 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 proceedings, had no reasonable cause to believe his conduct was criminal. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful that the court shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, he or she is fairly and reasonably entitled to indemnification for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which 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 reasonable cause to believe that his or her conduct was lawful.

Section 3. Expenses. To the extent that a Trustee or officer of the Foundation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he or she shall be indemnified in accordance with the laws of the State of Texas against expenses (including legal fees) actually or reasonably incurred by him or her in connection therewith. The fact by itself that a Trustee or officer is unsuccessful in such defense shall not preclude him or her from indemnification in the absence of gross negligence or willful misconduct.

Section 4. Determination. The indemnification hereunder (unless otherwise ordered by the court) shall be made by the Foundation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made: (a) by the Board by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceedings, or (b) if such a quorum is not obtainable and the Board so directs, by independent legal counsel. A Trustee or officer of the Foundation may request that the Foundation advance such Trustee or officer expenses (including legal fees) that may be indemnification under this Article X pending a final determination regarding indemnification by the Board of Trustees.

Section 5. Non-Exclusivity. The indemnification provided hereunder shall not be deemed exclusive of any other rights to which an indemnification may be entitled, both as to action in his or her official capacity and as to a person who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefit of his or her heirs and legal representatives.

Section 6. Insurance. The Foundation may procure insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Trustee, officer, employee or agent of another business, non-profit or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify he or she against such liability under the Texas Non-Profit Corporation Law, subject to limitations of any insurance obtained.

Section 7. Trustees shall be entitled to immunity under the provisions of Chapter 84 of the Texas Civil Practice and Remedies Code relating to charitable immunity and liability.

ARTICLE XI

ADVISORY BOARD

Section 1. Powers. The Foundation, at the discretion of the Board of Trustees, may have an advisory board (the "Advisory Board"). The Advisory Board shall, upon the request of the Board of Trustees, advise and assist the Board of Trustees on such matters as the Board of Trustees may designate.

Section 2. Number. The Advisory board shall consist of Trustees Emeritus and such other persons appointed to the Advisory Board from time to time by the Board of Trustees. The number of Advisory Board members may be increased or decreased from time to time by the affirmative vote of a majority of the Board of Trustees; provided that any such decrease or increase shall be in accordance with the provisions of applicable law.

Section 3. Term. Advisory Board members shall serve at the pleasure of the Board of Trustees and, in any event, shall hold office until their successors have been elected or appointed and qualified, or until their earlier death, resignation, or removal.

Section 4. Removal. Any Advisory Board member may be removed by the Board of Trustees with or without cause.

Section 5. Vacancy. Any vacancy occurring in the Advisory Board shall be filled by the affirmative vote of a majority of the Board of Trustees.

Section 6. Meetings. The Advisory Board may hold meetings at such time and place as may be determined from time to time by the Board of Trustees; provided, however, in the absence of such determination, such place shall be the Foundation's principal office in the State of Texas.

Section 7. Notice of Meetings. The Secretary shall give notice of the time and place of each Advisory Board meeting in person, by facsimile transmission or by telephone to Advisory Board members as far in advance as practicable before such meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Advisory Board's purposes may be considered and acted upon at such meeting. At any meeting at which every Advisory Board member shall be present even though without notice any matter pertaining to the Advisory Board's purposes may be considered and acted upon.

Section 8. Quorum. A majority of the then acting Advisory Board members shall constitute a quorum for the consideration of any matters pertaining to the Advisory Board's purposes. If at any meeting of the Advisory Board there is less than a quorum present, a majority of those present may adjourn the meeting from time to time.

Section 9. Voting. An Advisory Board member may vote in person only. No Advisory Board member may vote by proxy.

Section 10. Conduct of Business. Unless the Board of Trustees designates a chair of the Advisory Board, the Chair of the Board of Trustees shall act as chair of all meetings of the Advisory board at which such individual is present; in the absence of a chair designated by the Board of Trustees and the Chair of the Board of Trustees, a chair shall be chosen from among the Advisory Board members present. The chair of any meeting of the Advisory Board shall determine the order of business and the procedure at the meeting, including, without limitation, conduct of the discussion and the order of business. The Advisory Board shall keep regular minutes of its meetings and cause such minutes to be recorded in books kept for that purpose in the principal office of the Foundation, and report the same to the Board of Trustees at its next succeeding meeting. Members of the Board of Trustees shall be invited to attend all meetings of the Advisory Board.

ARTICLE XII

NON-DISCRIMINATION

Section 1. The Foundation or any of its Trustees, Officers, employees or representatives shall not engage in any act or purpose which is illegal or contrary to public policy and shall not discriminate against any person because of race, color, religion, sex, age or national origin.

ARTICLE XIII

SEAL

Section 1. The Board of Trustees may provide for a Foundation corporate seal bearing the words "TEXAS SOUTHERN UNIVERSITY." The seal must be approved by the Board and may be changed or amended in form or inscription by the Board.

ARTICLE XIII

DISSOLUTION

Section 1. In the event that at any time the Foundation shall be dissolved, it shall be the duty of the Board to ensure that all funds and property of the Foundation are transferred in accordance with the provisions set out in the Articles of Incorporation of the Foundation.

ARTICLE XIV
AMENDMENTS

Section 1. These by laws may be amended, expanded or repealed by a majority vote of the members entitled to vote, in person or by proxy at any meeting of the Board of Trustees, provided written notice and a copy of the details of the proposed amendment(s) has been given to all members of the Board with the meeting notice.



Gerald Smith, Foundation Chairman

September 2, 2010

Date