

# UHCR 1

Office of the President  
April 25, 2006

Members, Board of Trustees:

UNIVERSITY OF KENTUCKY CENTER ON AGING FOUNDATION, INC.  
("CORPORATION") AMENDMENT TO ARTICLES OF INCORPORATION AND  
BYLAWS

Recommendation: that the Board of Trustees approve the Amendment to the Articles of Incorporation of the Corporation, attached hereto as Exhibit A, and the newly revised Bylaws of the Corporation, attached hereto as Exhibit B.

Background: The Corporation is a not-for-profit support organization of the university, established to support the university's Center on Aging and related programs. Under the Articles of Incorporation and Bylaws of the Corporation and the original action of this Board establishing the same, amendments to said Articles and Bylaws, as well as appointments to the Board of Directors of the Corporation, must be approved by the university's Board of Trustees. Due to organizational changes and the need to update the Articles and Bylaws, the Board of Directors of the Corporation determined that amendments were needed to identify the correct titles of officials, expand the number of members of the Board of the Corporation, and provide for senior status Board Members. Exhibits A and B are the amendments to the Articles and Bylaws, respectively, making those changes. Collective Exhibit C contains the original Articles and Bylaws for comparison purposes.

The Articles and Bylaws amendments were approved by the Board of the Corporation at its September 2005 and March 2006 meetings.

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Action taken:     Approved     Disapproved     Other \_\_\_\_\_

## EXHIBIT A

### ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF UNIVERSITY OF KENTUCKY CENTER ON AGING FOUNDATION, INC.

Pursuant to KRS 273.267, University of Kentucky Center on Aging Foundation, Inc., a Kentucky NonStock, Nonprofit Corporation, (the "Corporation") hereby files these Articles of Amendment by and through its duly authorized officer, and states as follows:

1. The name of the Corporation is University of Kentucky Center on Aging Foundation, Inc.
2. The Articles of the Corporation have been amended as follows:
  - a. Article VIII has been amended to read in its entirety as follows:

#### "ARTICLE VIII

The affairs of the Corporation shall be regulated, managed, controlled and conducted by a Board of Directors to be appointed by the Board of Trustees of the University of Kentucky, upon recommendation of the President of the University of Kentucky. The Board shall consist of at least 27 and no more than 41 members, consisting of eight ex officio members, each with one vote, one of whom shall be a Trustee of the University of Kentucky, recommended for one or more terms of three years, each, by the President of the University of Kentucky, subject to approval by the University of Kentucky Board of Trustees; one of whom shall be the Executive Vice President for Health Affairs, University of Kentucky; one of whom shall be the Provost, University of Kentucky; one of whom shall be the Treasurer, University of Kentucky; one of whom shall be the Dean of the College of Medicine, University of Kentucky; one of whom shall be the Dean of the College of Public Health, University of Kentucky; one of whom shall be the Director of the Center on Aging, University of Kentucky and one of whom shall be a University of Kentucky faculty member selected, subject to approval of the University of Kentucky Board of Trustees, for one or more three-year terms, by the Director of the Center on Aging. The remaining Board Members shall consist of at least 19 and as many as 33 appointed from the public at large, who shall be referred to as Public Board Members. Those Public Board Members serving as incumbents on September 1, 2005 may hold their office for an unlimited number of terms of three years, each, commencing upon initial appointment, subject to approval of their reappointments as specified, herein. Any Public Board Member appointed after September 1, 2005 may serve only for two consecutive terms of three years each before taking senior member status. A Public Board Member having senior member status may attend Board functions and meetings, without vote, and shall be eligible for reappointment to

the Board only after having served in senior status for three consecutive years. Public Board Members not required to take senior status, may so elect.”

b. Article X has been amended to read in its entirety as follows:

The officers of the Board of Directors shall consist of a Chair, a Vice Chair and a Board Secretary. The officers of the corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers or assistant officers as may be deemed necessary by the Board of Directors. The officers of the Board of Directors and the officers of the Corporation shall be elected or appointed at such time and in such manner and for such terms as may be prescribed in the Bylaws. The Chair of the Board of Directors shall not serve as officer of the Corporation. Any two offices of Vice President, Secretary and Treasurer may be combined in one person. The officers of the Corporation may be designated by such additional titles as may be provided in the Bylaws.”

3. The Corporation has no members.
4. The following Amendment was approved by vote of at least two thirds (2/3's) of the Board of Directors on September 19, 2005 and, as revised, March 28, 2006 and approved by the University of Kentucky Board of Trustees at its meeting of April 25, 2006.
5. This Amendment shall be effective upon its filing.

Dated this \_\_\_\_ day of April, 2006.

UNIVERSITY OF KENTUCKY CENTER ON  
AGING FOUNDATION, INC.

By: \_\_\_\_\_  
Chairman

This instrument prepared by:

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Harry L. Dadds  
University of Kentucky  
321 Charles T. Wethington Bldg.  
900 South Limestone  
Lexington, KY 40536-0200

EXHIBIT B  
BYLAWS  
OF  
UNIVERSITY OF KENTUCKY  
CENTER ON AGING FOUNDATION, INC.

ARTICLE I

PURPOSE

The purpose of the University of Kentucky Center on Aging Foundation, Inc. is to make the Center on Aging in the Chandler Medical Center at the University of Kentucky one of the finest in the world by establishing a continuing partnership between the University of Kentucky and the aging population of the Commonwealth of Kentucky. To that end, the purpose of the Foundation includes, but is not necessarily limited to:

- (1) To solicit and receive gifts, bequests, and devises of things of value and to accept the same, subject to such conditions and trust as may be imposed thereon for the exclusive benefit of the research on aging program of the College of Medicine.
- (2) To build an endowment fund and such other funds as may be necessary or desirable, and to advise as to the creative management of said funds and to disburse therefrom, from time to time, such monies as may be determined by the hereinafter named Board of Directors and in accordance with the limitations of any gift, bequest, or devise which may come to the Foundation.
- (3) To assist in determining, in cooperation with the administration of the Chandler Medical Center, appropriate projects and programs in aging research to be financed in whole or in part by funds raised, or by income from, said endowment or other funds.

ARTICLE II

BOARDS OF DIRECTORS

Section 1- Membership: The management of the affairs of the Foundation shall be vested in a Board of Directors whose membership shall consist of at least twenty-five

(25) and no more than forty one (41) members, as more particularly specified in the Article of Incorporation, as amended. The members shall be nominated for appointment by the President of the University, upon recommendation of the Executive Vice President for Health Affairs and President, University of Kentucky, with the appointment made by the Board of Trustees of the University of Kentucky, in accordance with Article VIII of the Articles of Incorporation of the Foundation, as follows:

- (1) One member shall be the Executive Vice President for Health Affairs.
- (2) One member shall be the Provost.
- (3) One member shall be the Dean of the College of Public Health.
- (4) One member shall be the Dean of the College of Medicine.
- (5) One member shall be the Director of the Center on Aging.
- (6) One member shall be a University of Kentucky faculty member selected by the Director of the Center on Aging.
- (7) One shall be a Trustee of the University of Kentucky.
- (8) One shall be the Treasurer of the University of Kentucky.
- (9) Remaining members of the Board of Directors shall be appointed from the public at large.

Section 2- Terms of Office: Each member of the Board shall be appointed for one (1) term of three (3) years and shall serve until their successors are appointed. Board members appointed after September 1, 2005 shall serve in accordance with the terms and conditions set forth in the Articles of Amendment to the Center on Aging Foundation's Articles of Incorporation, effective on the date of filing these Articles of Amendment.

Section 3- Compensation: Members of the Board shall receive no compensation for their services, but they may be reimbursed for reasonable expenses incurred on behalf of the Foundation.

Section 4- Vacancies: In the event of a vacancy on the Board, a successor shall be appointed to fill the unexpired term in the same manner in which a new director is appointed.

### ARTICLE III

#### OFFICERS OF THE BOARD OF DIRECTORS

Section 1- Officers: The Officers of the Board shall consist of a Chair, Vice Chair, and a Secretary.

Section 2- Election and Term: Officers of the Board shall be elected from the membership at the annual meeting and shall serve one-year terms.

Section 3- Duties of Officers:

- a. Chair: The Chair shall preside at all meetings, shall sign all documents required to be signed for the Board, shall serve as an ex-officio member of all committees, and shall have such other duties as may be prescribed by the Board.
- b. Vice Chair: In the Chair's absence, the Vice Chair shall perform all the duties of the Chair and shall have other duties as may be prescribed by the Board.
- c. Secretary: The Secretary shall maintain minutes of all meetings of the Board, shall attest to all documents required to be signed for the Board, shall issue proper notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board.

## ARTICLE IV

### OFFICERS OF THE FOUNDATION OR CORPORATION

Section 1- Officers: The corporate officers of the Foundation or Corporation shall consist of a President, Vice President, Secretary, and Treasurer.

Section 2- Term: The corporate officers of the Foundation shall serve one-year terms, to be automatically renewed each year.

Section 3- Appointments:

- a. President: The Executive Vice President for Health Affairs of the University of Kentucky shall serve as corporate President of the Foundation.
- b. Vice President: The Director of the Center on Aging of the University of Kentucky shall serve as corporate Vice President of the Foundation.
- c. Secretary: The Secretary of the Board of Directors shall serve as corporate Secretary of the Foundation.
- d. Treasurer: The Treasurer of the University of Kentucky shall serve as corporate Treasurer of the Foundation.

Section 4- Duties of Corporate Officers: The duties of the corporate officers shall be determined by the Board of Directors.

## ARTICLE V

### MEETINGS

Section 1- Regular Meetings: Regular meetings shall be held at least annually. Notice of the date, time, and place of such meetings shall be given by the Secretary no less than fifteen (15) days in advance of the meeting.

Section 2- Special Meetings: Special meetings of the Board may be called by the Chair or upon the written request of any five (5) members of the Board, providing that notification is given by the Secretary no less than fifteen

(15) days before such meetings of the date, time, place, and purpose of the meeting. Final action shall not be taken on any matter not included in the call for a special meeting.

Section 3- Annual Meetings: Annual meetings shall be held as determined by the Board of Directors. Notice of the time and place of each meeting shall be given by the Secretary no less than thirty (30) days in advance of the meeting.

Section 4- Quorum: A simple majority of the current membership of the Board of Directors shall constitute a quorum at all regular and special meetings.

Section 4-Consent to Actions: In the event that a quorum is not present to conduct business, absent directors may approve actions by written consent, to the extent allowed under the Kentucky law pertaining to not-for-profit corporations as the same may exist at the time of the action.

## ARTICLE VI

### STAFFING

Section 1- Executive Director: The Director of Development shall serve as Executive Director for the Foundation and shall perform those duties which are prescribed by the Board.

Section 2- Other Personnel: Personnel engaging in the performance of staff and clerical functions for the Foundation shall be employees of the Chandler Medical Center and the University of Kentucky, subject to the policies, procedures, and regulations governing University employees.



## ARTICLE VII

### COMMITTEES

Section 1- Appointments: The Chair of the Board of Directors, with the approval of the Board, shall appoint, charge, and fix the terms of committee chairs and members and, when appropriate, abolish all standing, ad hoc, and special committees necessary or desirable for the management of the affairs of the Foundation.

Section 2- Membership: Membership on committees shall include members of the Board of Directors and may extend beyond the membership of the Board. The Chair of the Board and the Executive Director shall serve as ex-officio members of all committees.

Section 3- Meetings: Regular meetings shall be held at a time fixed by a majority vote of committee members. The time and place of regular meetings shall be communicated to all members. Special meetings may be called by the committee chair, by written request of three (3) committee members, by the Executive Director, or by the Board of Directors.

Section 4- Quorum: A simple majority of the committee membership shall constitute a quorum for the transaction of business.

Section 5- Reporting: Minutes of the committee meetings shall be submitted to the Board of Directors, through the Chair of the Board. At the request of the Chair, an annual report of committee activities shall be submitted to the Board.

Section 6- Executive Committee: The officers of the Board of Directors and the ex-officio members of the Board shall constitute an Executive Committee which shall conduct the business of the Board when necessary between meetings, and as directed by the Board.

Section 7- Nominating Committee: A Nominating Committee consisting of three (3) members of the Board shall be appointed to serve for one year. It shall be the responsibility of the Nominating Committee to submit the names of prospective Board members to the Executive Director of the Foundation for review by the Executive Vice President for Health Affairs, and recommendation by, the President of the University to the University's Board of Trustees for approval of appointment.

## ARTICLE VIII

### CHECKS, DEPOSITS, AND FUNDS

Section 1- Depository of Funds: The University of Kentucky shall serve as fiscal agent for the Foundation and be the depository and manager of all funds for the Foundation.

Section 2- Records and Reports: The Treasurer of the University of Kentucky shall have custody of all records pertaining to financial transactions of the Foundation and shall manage such funds in accordance with the fiscal policies of the University; and shall prepare, maintain, and make such records and reports available to the Board at its regular meetings and/or whenever requested by the Board. Said Treasurer shall also make any and all information or reports available to the Executive Director of the Foundation at his or her request.

Section 3- Advice and Counsel: The Treasurer of the University shall seek the advice and counsel of the Board of Directors with regard to the management of the funds of the Foundation and shall report to the Board on the management of such funds.

Section 4- Gifts: The Board of Directors may accept, on behalf of the Foundation, any contribution, gift, bequest, or devise for the general or special purposes of the Foundation.

## ARTICLE IX

### BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of accounts (which shall be audited annually by the external auditor employed by the University) and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the Foundation may be inspected by any Board member for any proper purpose at any reasonable time.

## ARTICLE X

### WAIVER OF NOTICE

Whenever notice is required to be given under the provisions of the Articles of Incorporation of these Bylaws, 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 deemed equivalent to the giving of such notice.

## ARTICLE XI

### PARLIAMENTARY AUTHORITY

Robert's Rule of Order, Revised, latest edition, shall govern the Board of Directors and its committees in all cases in which they are applicable except where superseded by these Bylaws.

## ARTICLE XII

### INDEMNIFICATION OF DIRECTORS, OFFICERS AND AGENTS

To the extent permitted by Law, directors, officers, and agents of the Foundation, while acting for and on behalf of the Foundation, shall be afforded indemnity by the Foundation.

## ARTICLE XIII

### RATIFICATION

These Bylaws shall become effective when adopted by a majority of the Board members present at a meeting of the directors especially called for this purpose, and when approved by the Board of Trustees of the University.

## ARTICLE XIV

### AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Board of Directors by a majority vote of the membership of the Board, provided written notice of the proposed revision has been given at least thirty (30) days

prior to such meetings and provided further that the amendments shall not become effective until approved by the Board of Trustees of the University.

\_\_\_\_\_  
Chair, Board of Directors

ATTEST:

\_\_\_\_\_  
Secretary

**EXHIBIT C**

**UNIVERSITY OF KENTUCKY  
CENTER ON AGING FOUNDATION, INC.**

**CURRENT ARTICLES AND BYLAWS**

ORIGINAL COPY FILED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

MAR 20 1986 AU

*Duffell R. Davis*  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
UNIVERSITY OF KENTUCKY  
CENTER ON AGING FOUNDATION, INC.

KNOW ALL MEN BY THESE PRESENTS THAT:

We, William R. Markesbery, M.D., Peter P. Bosomworth, M.D., and  
Wimberly C. Royster, Ph.D., the undersigned, acting as incorporators of a  
non-profit corporation under the provisions of Chapter 273 of the Kentucky  
Revised Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be the University of Kentucky  
Center on Aging Foundation, Inc.

ARTICLE II

The period of duration of the corporation shall be perpetual  
unless terminated pursuant to law.

ARTICLE III

The corporation is organized exclusively to support the educa-  
tional, research and clinical activities of multi-disciplinary gerontology  
programs of the University of Kentucky and to foster the development of  
education, research and service in the field of aging across the many  
disciplines within the total University community. To that end, the purposes  
of the corporation shall include, but not be limited to, the following:

(1) To solicit and receive gifts, bequests and devises of things  
of value and accept the same (subject to such conditions and trusts as may  
be imposed thereon) for the exclusive benefit of the Aging Programs of the  
University of Kentucky.

(2) To build an endowment fund and such other funds as may be  
desirable; and further, to advise as to the creative management of said

MAIL TO:  
R. Bruce Sanford  
Room 2, Administration Bldg  
1100 University Ave.  
Frankfort, KY 40621

funds; and further, to disburse therefrom, from time to time, such monies as may be determined by the hereinafter named Board of Directors, all in accordance with the limitations of any gifts, bequests or devises which may come to the corporation.

(3) To assist in raising and holding the funds necessary to construct a long term care facility or other facilities deemed necessary and appropriate for the teaching and research programs of the Center on Aging.

(4) To foster and support educational and research activities in, but not limited to, the following areas: the nature and causes of Alzheimer's disease and other dementing disorders; other diseases as they specifically affect the older patient, basic and applied research pertaining to age-related issues in the biomedical sciences and the social and behavioral sciences.

(5) To foster and support educational and service activities for older persons and individuals who provide services and care for older persons which promote independence, continued learning and enhanced quality of life.

(6) To conduct any and all activities related or appurtenant to the above purposes through any and all necessary means within the lawful provisions of the Kentucky Revised Statutes.

(7) To support the educational, scientific and care programs of the Center on Aging.

#### ARTICLE IV

The University of Kentucky shall serve as fiscal agent for the corporation and, as such, receive and hold in an agency account all monies received by and on behalf of the corporation and expend therefrom such monies as may be authorized by the corporation.



ARTICLE V

The corporation shall have all powers granted by the laws of the Commonwealth of Kentucky so long as such powers are consistent with the qualifying provisions of Section 501(c)(3) of the Internal Revenue Code for such corporations.

ARTICLE VI

In the event of dissolution of the corporation, the assets of the corporation shall be distributed to the University of Kentucky, for the use and benefit of its Center on Aging, to be held and administered in accordance with any restrictions, conditions or limitations imposed thereon; provided, however, if the University of Kentucky at the time of dissolution is not qualified, not in existence, or unwilling or unable to accept said assets, then the assets shall go to the Commonwealth of Kentucky for exclusively public purposes.

ARTICLE VII

The address of the initial registered office of the corporation is: 101 Sanders-Brown Building, University of Kentucky, Lexington, Kentucky 40536-0230 and the name of its initial registered agent is: William R. Markesbery, M.D., whose address is 101 Sanders-Brown Building, University of Kentucky, Lexington, Kentucky 40536-0230.

ARTICLE VIII

The affairs of the corporation shall be regulated, managed, controlled and conducted by a Board of Directors to be appointed by the Board of Trustees of the University of Kentucky, upon the recommendation of the President of the University. The Board shall consist of 25 members, one of whom shall be the Chancellor of the Chandler Medical Center, University of Kentucky; one

of whom shall be the Chancellor for the Lexington Campus, University of Kentucky, one of whom shall be the Vice Chancellor for Research and Dean of the Graduate School, one of whom shall be the Dean of the College of Medicine, University of Kentucky, one of whom shall be the Director of the Center on Aging, University of Kentucky; and one of whom shall be the Associate Director for Behavioral and Social Sciences at the Sanders-Brown Center on Aging. The remaining 19 members of the Board of Directors shall be appointed from the public at large.

The terms of the members of the Board of Directors shall be as stated in the By-Laws of the corporation.

#### ARTICLE IX

The number of directors constituting the initial board shall be three and the names and addresses of the initial directors who are to serve until their successors are duly appointed and qualified are: Peter P. Bosomworth, M.D., A301 W. Wright Medical Plaza, University of Kentucky, Lexington, Kentucky 40536-0223; William R. Markesbery, M.D., 101 Sanders-Brown Building, University of Kentucky, Lexington, Kentucky 40536-0230; and Wimberly C. Royster, Ph.D., 359 Patterson Office Tower, University of Kentucky, Lexington, Kentucky 40506-0027.

#### ARTICLE X

The officers of the corporation shall consist of a president, one or more vice presidents, a secretary, a treasurer and such other officers (and assistant officers) as may be deemed necessary by the Board of Directors. The officers shall be elected or appointed at such time and in such manner and for such terms as may be prescribed in the By-Laws. Any two of the offices of vice-president, secretary, and treasurer may be combined in one person. The officers of the corporation may be designated by such additional titles as may be provided by the By-Laws.

ARTICLE XI

The names and addresses of the incorporators are: Peter P. Bosomworth, M.D., A301 W. Wright Medical Plaza, University of Kentucky, Lexington, Kentucky 40536-0223; William R. Markesbery, M.D., 101 Sanders-Brown Building, University of Kentucky, Lexington, Kentucky 40536-0230; and Wimberly C. Royster, Ph.D., 359 Patterson Office Tower, University of Kentucky, Lexington, Kentucky 40506-0027.

ARTICLE XII

No part of the funds or assets of the corporation shall inure to the benefit of, or be distributable to, officers or directors of the corporation, or other private persons. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII

These Articles of Incorporation shall be amended by the adoption of an amendment at a meeting of the Board of Directors upon receiving the vote of two-thirds (2/3) of the directors in office and approval of the Board of Trustees of the University of Kentucky.

IN TESTIMONY WHEREOF, the undersigned have hereunto subscribed their hands this the 11th day of December, 1985.

*William R. Markesbery*  
WILLIAM R. MARKESBERY, M.D.

*Peter P. Bosomworth*  
PETER P. BOSOMWORTH, M.D.

*Wimberly C. Royster*  
WIMBERLY C. ROYSTER, Ph.D.

STATE OF KENTUCKY)  
( SCT.  
COUNTY OF FAYETTE)

The foregoing Articles of Incorporation of the University of Kentucky Center on Aging Foundation, Inc. were acknowledged before me by William R. Markesbery, on this the 11th day of December, 1985.

My commission expires: 11-20-86

*Janet R. Robertson*  
Notary Public  
State of Ky at large

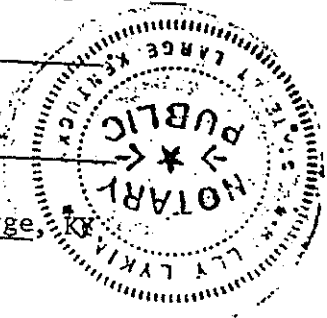


STATE OF KENTUCKY)  
( SCT.  
COUNTY OF FAYETTE)

The foregoing Articles of Incorporation of the University of Kentucky Center on Aging Foundation, Inc. were acknowledged before me by Peter P. Bosomworth, on this the 11th day of December, 1985.

My commission expires: February 15, 1989

*Patty Robertson*  
Notary Public  
State of Kentucky at Large, KY



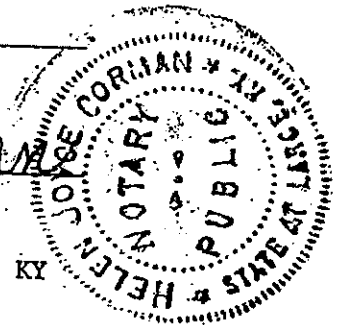
STATE OF KENTUCKY)  
( SCT.  
COUNTY OF FAYETTE)

The foregoing Articles of Incorporation of the University of Kentucky Center on Aging Foundation, Inc. were acknowledged before me by Wimberly C. Royster, on this the 11th day of December, 1985.

My commission expires: October 23, 1988

*Helen Joyce Corman*  
Notary Public

State of Ky. at Large, KY



THIS INSTRUMENT PREPARED BY:

*R. Bruce Lankford*

R. Bruce Lankford  
Office of Legal Counsel  
Room 2 - Admin. Bldg.  
University of Kentucky  
Lexington, Kentucky 40506-0032

STATE OF KENTUCKY SCT.  
COUNTY OF FAYETTE

I, DONALD W. BLEVINS, CLERK OF SAID COUNTY COURT HEREBY CERTIFY THAT THE FOREGOING INSTRUMENT HAS BEEN DULY RECORDED IN BOOK 133 PAGE 60 IN MY SAID OFFICE.

DONALD W. BLEVINS, CLERK  
BY *[Signature]* D.C.

ORDERED TO RECORD  
PAID \$ 3.20 REC. TAX  
MAR 26 3 59 PM 1985  
DONALD W. BLEVINS  
CLERK  
FAYETTE COUNTY CLERK

BY-LAWS  
OF  
UNIVERSITY OF KENTUCKY  
CENTER ON AGING FOUNDATION, INC.

ARTICLE I

PURPOSE

The purpose of the University of Kentucky Center on Aging Foundation, Inc. is to make the Center on Aging in the Chandler Medical Center at the University of Kentucky one of the finest in the world by establishing a continuing partnership between the University of Kentucky and the aging population of the Commonwealth of Kentucky. To that end, the purposes of the Foundation include, but not necessarily by way of limitation:

- (1) To solicit and receive gifts, bequests and devises of things of value and accept the same, subject to such conditions and trusts as may be imposed thereon for the exclusive benefit of the research on aging program of the College of Medicine.
- (2) To build an endowment fund and such other funds as may be necessary or desirable, and advise as to the creative management of said funds and disburse therefrom, from time to time, such monies as may be determined by the hereinafter named Board of Directors and in accordance with the limitations of any gift, bequest, or devise which may come to the Foundation.
- (3) To assist in determining, in cooperation with the administration of the Chandler Medical Center appropriate projects and programs in aging research to be financed in whole or in part by funds raised, or by income from said endowment or other funds.

ARTICLE II

BOARD OF DIRECTORS

Section 1 - Membership: The management of the affairs of the Foundation shall be vested in a Board of Directors whose membership shall consist of no more than twenty-five (25) members. The members shall be appointed by the President of the University of Kentucky, upon recommendation of the Chancellor

of the Chandler Medical Center, and with the approval of the Board of Trustees of the University of Kentucky, in accordance with Article VIII of the Articles of Incorporation of the Foundation, as follows:

- (1) One member shall be the Chancellor of the Chandler Medical Center.
- (2) One member shall be the Chancellor for the Lexington Campus.
- (3) One member shall be the Vice Chancellor for Research and Dean of the Graduate School.
- (4) One member shall be the Dean of the College of Medicine.
- (5) One member shall be the Director of the Center on Aging.
- (6) One member shall be the Associate Director for Behavioral and Social Sciences at the Sanders-Brown Center on Aging.
- (7) Remaining members of the Board of Directors shall be appointed from the public at large.

Section 2 - Terms of Office: Each member of the Board shall be appointed for one (1) term of three (3) years and shall serve until their successors are appointed.

Section 3 - Compensation: Members of the Board shall receive no compensation for their services, but they may be reimbursed for reasonable expenses incurred on behalf of the Foundation.

Section 4 - Vacancies: In the event of a vacancy on the Board, a successor shall be appointed to fill the unexpired term in the same manner in which a new director is appointed.

### ARTICLE III

#### OFFICERS OF THE BOARD OF DIRECTORS

Section 1 - Officers: The Officers of the Board shall consist of a Chairman, Vice Chairman, and a Secretary.

Section 2 - Election and Term: Officers of the Board shall be elected

from the membership at the annual meeting and shall serve one-year terms.

Section 3 - Duties of Officers:

a. Chairman: The Chairman shall preside at all meetings, shall sign all documents required to be signed for the Board, shall serve as an ex-officio member of all committees, and shall have such other duties as may be prescribed by the Board.

b. Vice Chairman: In the Chairman's absence, the Vice Chairman shall perform all the duties of the Chairman and shall have such other duties as may be prescribed by the Board.

c. Secretary: The Secretary shall maintain minutes of all meetings of the Board, shall attest to all documents required to be signed for the Board, shall issue proper notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board.

ARTICLE IV

OFFICERS OF THE FOUNDATION

Section 1 - Officers: The corporate officers of the Foundation shall consist of a President, Vice President, Secretary, and Treasurer.

Section 2 - Term: The corporate officers of the Foundation shall serve one-year terms, to be automatically renewed each year.

Section 3 - Appointments:

a. President: The Chancellor of the Chandler Medical Center of the University of Kentucky shall serve as corporate President of the Foundation.

b. Vice President: The Director of the Center on Aging of the University of Kentucky shall serve as corporate Vice President of the Foundation.

c. Secretary: The Secretary of the Board of Directors shall serve as corporate Secretary of the Foundation.

d. Treasurer: The Controller-Treasurer of the University of Kentucky shall serve as corporate Treasurer of the Foundation.

Section 4 - Duties of Corporate Officers: The duties of the corporate officers shall be determined by the Board of Directors.



## ARTICLE V

### MEETINGS

Section 1 - Regular Meetings: Regular meetings shall be held at least annually. Notice of the date, time, and place of such meetings shall be given by the Secretary no less than fifteen (15) days in advance of the meeting.

Section 2 - Special Meetings: Special meetings of the Board may be called by the Chairman or upon the written request of any five (5) members of the Board, providing that notification is given by the Secretary no less than fifteen (15) days before such meetings of the date, time, place, and purpose of the meeting. Final action shall not be taken on any matter not included in the call for a special meeting.

Section 3 - Annual Meetings: Annual meetings shall be held as determined by the Board of Directors. Notices of the time and place of each meeting shall be given by the Secretary no less than thirty (30) days in advance of the meeting.

Section 4 - Quorum: A simple majority of the current membership of the Board of Directors shall constitute a quorum at all regular and special meetings.

## ARTICLE VI

### STAFFING

Section 1 - Executive Director: The Director of the Center on Aging shall serve as Executive Director for the Foundation and shall perform those duties which are prescribed by the Board.

Section 2 - Other Personnel: Personnel engaging in the performance of staff and clerical functions for the Foundation shall be employees of the Chandler Medical Center and the University of Kentucky, subject to the policies, procedures, and regulations governing University employees.

## ARTICLE VII

### COMMITTEES

Section 1 - Appointments: The Chairman of the Board of Directors, with the approval of the Board, shall appoint, charge, and fix the terms of committee chairmen and members and, when appropriate, abolish all standing, ad hoc, and special committees necessary or desirable for the management of the affairs of the Foundation.

Section 2 - Membership: Membership on committees shall include members of the Board of Directors and may extend beyond the membership of the Board. The Chairman of the Board and the Executive Director shall serve as ex-officio members of all committees.

Section 3 - Meetings: Regular meetings shall be held at a time fixed by a majority vote of committee members. The time and place of regular meetings shall be communicated to all members. Special meetings may be called by the committee chairman, by written request of three (3) committee members, by the Executive Director, or by the Board of Directors.

Section 4 - Quorum: A simple majority of the committee membership shall constitute a quorum for the transaction of business.

Section 5 - Reporting: Minutes of the committee meetings shall be submitted to the Board of Directors, through the Chairman of the Board. At the request of the Chairman, an annual report of committee activities shall be submitted to the Board.

Section 6 - Executive Committee: The officers of the Board of Directors and the ex-officio members of the Board shall constitute an Executive Committee which shall conduct the business of the Board when necessary between meetings, and as directed by the Board.

Section 7 - Nominating Committee: A Nominating Committee consisting of

three (3) members of the Board shall be appointed to serve for one year. It shall be the responsibility of the Nominating Committee to submit the names of prospective Board members to the Executive Director of the Foundation for recommendation to, and appointment by, the President of the University with approval by the University's Board of Trustees.

## ARTICLE VIII

### CHECKS, DEPOSITS, AND FUNDS

Section 1 - Depository of Funds: The University of Kentucky shall serve as fiscal agent for the Foundation and be the depository and manager of all funds for the Foundation.

Section 2 - Records and Reports: The Controller-Treasurer of the University of Kentucky shall have custody of all records pertaining to financial transactions of the Foundation and shall manage such funds in accordance with the fiscal policies of the University; and shall prepare, maintain, and make such records and reports available to the Board at its regular meetings and/or whenever requested by the Board. Said Treasurer shall also make any and all information or reports available to the Executive Director of the Foundation at his or her request.

Section 3 - Advice and Counsel: The Controller-Treasurer of the University shall seek the advice and counsel of the Board of Directors with regard to the management of the funds of the Foundation and shall report to the Board on the management of such funds.

Section 4 - Gifts: The Board of Directors may accept, on behalf of the Foundation, any contribution, gift, bequest or devise for the general or special purposes of the Foundation.

ARTICLE IX

BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of accounts (which shall be audited annually by the external auditor employed by the University) and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the Foundation may be inspected by any Board member for any proper purpose at any reasonable time.

ARTICLE X

WAIVER OF NOTICE

Whenever notice is required to be given under the provisions of the Article of Incorporation of these By-Laws, 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 deemed equivalent to the giving of such notice.

ARTICLE XI

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, latest edition, shall govern the Board of Directors and its committees in all cases in which they are applicable except where superseded by these By-Laws.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND AGENTS

To the extent permitted by Law, directors, officers, and agents of the Foundation, while acting for and on behalf of the Foundation, shall be afforded indemnity by the Foundation.

ARTICLE XIII


RATIFICATION

These By-Laws shall become effective when adopted by a majority of the Board members present at a meeting of the directors especially called for this purpose, and when approved by the Board of Trustees of the University.

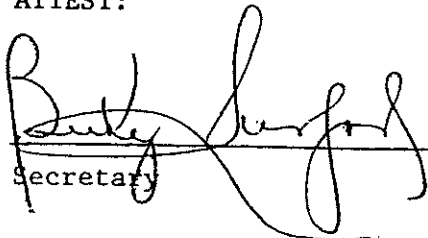
ARTICLE XIV

AMENDMENTS

These By-Laws may be amended at any regular or special meeting of the Board of Directors by a majority vote of the membership of the Board, provided written notice of the proposed revision has been given at least thirty (30) days prior to such meetings and provided further that the amendments shall not become effective until approved by the Board of Trustees of the University.

  
\_\_\_\_\_  
Chairman, Board of Directors

ATTEST:

  
\_\_\_\_\_  
Secretary