

GOVERNING PROVISIONS OF THE
UNIVERSITY OF LOUISIANA AT LAFAYETTE FOUNDATION
RAGIN' CAJUNS ATHLETICS GOVERNING BOARD

THESE GOVERNING PROVISIONS are established as of the 28 day of August, ~~2014~~²⁰¹³ by the Board of Trustees of the UNIVERSITY OF LOUISIANA AT LAFAYETTE FOUNDATION (the "Foundation").

PRELIMINARY STATEMENT:

- A. The Foundation is a charitable, non-profit organization formed under Section 501(c)(3) of the Internal Revenue Code, organized and operated to benefit the University of Louisiana at Lafayette (the "University").
- B. The purposes and objects of the Foundation are, *inter alia*, to promote, establish, maintain, manage and administer all funds in the Foundation and to receive scholarships, gifts, donations, devises and bequests of money and real and personal property to become a part thereof; and to invest, care for, manage and control all monies and properties so received; and to disburse the same, and the income therefrom, as the donors may direct, or in case specific directions are not given, then to such uses as the Board of Trustees of the University may determine, in aid of any of the activities, institutions, interests, purposes and objects of the University.
- C. The Foundation recognizes that the Athletics Department of the University serves a vital role in promoting the social, moral, educational and material welfare of the University of Louisiana at Lafayette and of its faculty, graduates, students and former students, friends and business interests.
- D. The Foundation, through its Board of Trustees and its Chairman, has established a special standing committee within the Foundation in order to benefit, promote and assist the University and its Athletics Department, to help coordinate fund-raising activities and opportunities, to administer, manage and account for funds within the Foundation dedicated to the University Athletics Department, and to serve as the official liaison between the University Athletics Department and the friends and fans of University Athletics.
- E. The Foundation manages the funds for all private monetary and other contributions for the University Athletics program, and the Foundation will continue to have a significant interest in the success of the Athletics program and its operations into the future.
- F. The Foundation recognizes the special position which University Athletics holds in the community, and the Foundation finds it appropriate to create and maintain a special

committee to focus on the needs and interests of the Athletics Department.

- G. Article I, Section 1 of the By-laws of the Foundation authorizes the Chairman of the Foundation to appoint such standing committees as he deems necessary.
- H. The formation of a special committee for University Athletics has been approved by the Board of Trustees of the Foundation.

NOW, THEREFORE, in furtherance of the above, and in accordance with its Articles of Incorporation and By-laws, the Chairman of the University of Louisiana at Lafayette Foundation hereby establishes a standing committee to be known as "THE RAGIN' CAJUNS ATHLETICS GOVERNING BOARD" (hereinafter referred to as the "Athletics Governing Board") which shall be organized and administered in accordance with the following governing provisions.

SECTION 1 PURPOSE

1.1. General Statement of Purpose.

- A. The mission of the Ragin' Cajuns Athletics Governing Board is to serve the Foundation, the University and its Athletics Department in order to help further the development of successful men's and women's intercollegiate athletics programs at the University through fund-raising, financial responsibility, community networking and building community awareness.
- B. The Athletics Governing Board shall assist the University Athletics Department by helping coordinate fund-raising opportunities and providing oversight of Athletics Funds held by the Foundation and shall be considered the official liaison between the University Athletics Department and the friends and fans of University Athletics. For purposes hereof, "Athletics Funds" means all funds held by the Foundation for the benefit of the University Athletics Department.
- C. The Athletics Governing Board shall coordinate the efforts of the Foundation, the University and its Athletics Department and render assistance to them in support of athletics programs by keeping well informed in all areas of University athletics through periodic reports from the Director of Athletics, serving an advocacy role for the promotion of University athletics within the larger community, and making recommendations to the Foundation and to the University pertaining to any of these areas as needed.
- D. The Athletics Governing Board shall assist the University and its Athletics Department in establishing accountability for all Athletics Funds distributed by the Foundation to or for the benefit of the Athletics Department.

- E. The Foundation recognizes that the President of the University is specifically charged with the responsibility for the establishment and supervision of the University's program of intercollegiate athletics. The Board shall make recommendations to the Athletic Department and to the University regarding operating budgets and long-range plans for intercollegiate competition.

SECTION 2
ORGANIZATION; MEMBERS; OFFICERS

2.1. Members of the Board.

A. Voting Members.

The number of Members of the Ragin' Cajuns Athletics Governing Board shall be twenty-four (24) who shall be elected and appointed in accordance with the following provisions and ratified by the Board of Trustees of the Foundation. At least one (1), but not more than two (2), of the Members shall be a member of the Board of Trustees of the Foundation.

At the discretion of the Executive Committee, a minimum threshold level of giving for Board members and Executive Committee members may be established at any time.

The voting rights of the Members shall extend to the nomination and election of Members to the Athletics Governing Board Executive Committee, in accordance with the provisions hereinafter set forth, and also to the nomination and election of new Members to the Athletics Governing Board and Officers to fill vacancies.

B. Non-Voting, Ex-Officio and Emeritus Members.

In addition to the Members described above, Ex-Officio, non-voting Members of the Athletics Governing Board shall include:

- (1) The Chairman of the Foundation Board of Trustees;
- (2) The President of the University;
- (3) The Executive Director of the Foundation;
- (4) The Vice-President for University Advancement;
- (5) The Athletic Director of the University; and
- (6) The Senior Associate Athletic Director for Fundraising of the University.

Further, the Athletics Governing Board shall have the authority to appoint Emeritus Members who shall serve in a non-voting capacity for such terms and with such additional rights and privileges as the Athletics Governing Board may grant to them.

C. Terms.

The terms of appointment of the initial Members of the Athletics Governing Board will be spread over a period of time to allow for consistency throughout the Membership positions and will be staggered as follows:

- (1) Initially, the Board of Trustees of the Foundation shall appoint voting Members until the number of voting Members reaches the maximum established above. Thereafter, vacancies on the Athletics Governing Board shall be filled by nominations by the voting Members and election by a majority vote of same for ratification by the Board of Trustees of the Foundation.
- (2) Members of the Athletics Governing Board shall serve for a three (3) year term. A Member may be re-elected to the Athletics Governing Board at the end of his or her term for not more than two (2) consecutive three (3) year terms. A former Member who has served two (2) consecutive three (3) year terms may be re-elected to the Athletics Governing Board after not serving for one (1) year.

In the event that a Member is also serving as an officer, his term of office as a Member shall be extended and he shall remain a Member until the expiration of his term as an officer.

- (3) The voting Members shall have the authority to stagger the terms of office of the Members such that one-third (1/3) of the terms end each year. The voting Members by majority vote shall have the authority to adjust the terms of the serving Members to accomplish the intent of this provision.
- (4) Ex-Officio Members of the Athletics Governing Board shall serve while they occupy the offices with the Foundation or the University, as set forth above.
- (5) Emeritus Members of the Athletics Governing Board shall serve for the terms approved by the Athletics Governing Board.

2.2 Executive Committee.

The voting Members shall organize an Executive Committee of the Ragin' Cajuns Athletics Governing Board, composed of seven (7) Members. The members of the Executive Committee shall include:

- A. the Chairman of the Athletics Governing Board;
- B. the Chairman-Elect of the Athletics Governing Board;
- C. the Immediate Past Chairman (that is, having held office within the past two (2) years) of the Athletics Governing Board;
- D. the Secretary-Treasurer of the Athletics Governing Board; and
- E. three (3) voting Members nominated and elected by a majority vote of the voting Members and ratified by the Board of Trustees, at least one (1) but not more than two (2) of whom shall be a member of the Board of Trustees of the Foundation.

If any vacancy occurs in the membership of the Executive Committee:

- (1) if a vacancy occurs in a position or office described in Section 2.2 A through D, above, the vacancy shall be filled by the person who replaces the member in that position or office; or
- (2) if a vacancy occurs in a position described in Section 2.2 E, the vacancy shall be filled by nomination and a vote of the Athletics Governing Board and ratification by the Board of Trustees of the Foundation, provided that at least one (1) (but not more than two (2)) of the members serving in those three (3) positions shall be a member of the Board of Trustees of the Foundation.

In the event that a member of the Foundation Board of Trustees becomes entitled to more than one seat on the Executive Committee because of other positions that he or she holds with the Athletics Governing Board (such as, for example, if he or she is elected under Section 2.2 E and also holds one of the positions set forth in Section 2.2 A through D, above), he or she shall hold only one seat on the Executive Committee, and that shall be the seat to which he or she is entitled under Section 2.2 A through D. In that event, the other seat on the Executive Committee shall be filled by the nomination, election and ratification of another voting Member of the Athletics Governing Board.

In addition, the Ex-Officio Members of the Athletics Governing Board (as listed in Section 2.1.B. of these Governing Provisions) shall serve as Ex-Officio Members of the Executive Committee in a non-voting capacity.

Four (4) voting members of the Executive Committee (at least one (1) of whom is a member of the Board of Trustees of the Foundation) shall constitute a quorum. On all matters to come before the Executive Committee for decision, the affirmative vote of a majority (*i.e.*, four (4)) members is required.

The Executive Committee shall have the authority generally to carry out the duties of the Athletics Governing Board not reserved to the voting Members.

2.3. Officers.

Officers shall be selected from the voting Members of the Athletics Governing Board by a majority vote of the voting Members and ratified by the Board of Trustees of the Foundation and shall consist of a Chairman, a Chairman-Elect, an Immediate Past Chairman and a Secretary-Treasurer.

A. The Chairman.

The Chairman shall be selected by and from the voting Membership of the Athletics Governing Board. The person serving as Chairman-Elect shall succeed to and replace the previous Chairman who is no longer serving in office and a new Chairman-Elect shall be nominated and appointed by the voting Members for ratification by the Board of Trustees.

The Chairman shall preside over all meetings of the Board and shall have general and active management of the activities of the Athletics Governing Board under the authority of the Executive Committee. The Chairman shall be a standing member of all committees.

The Chairman shall serve for a period of one (1) year.

B. The Chairman-Elect.

The Chairmen-Elect shall be nominated by and from the voting membership of the Athletics Governing Board, voted upon, and ratified by the Trustees. The Chairman-Elect shall perform the duties and exercise the powers of the Chairman during the absence or disability of the Chairman. The Chairman-Elect will succeed the current Chairman upon completion of the Chairman's term of office. The Chairman-Elect will be a member of all standing committees. In the event that the office of Chairman-Elect becomes vacant for any reason, a replacement shall be nominated and voted upon by the voting Members for ratification by the Board of Trustees.

The Chairman-Elect shall serve for a period of one (1) year.

C. The Immediate Past Chairman.

Upon the completion of the term of office by a Chairman, he or she shall take the office of Immediate Past Chairman. The Immediate Past Chairman shall serve as a member of the Executive Committee. In the event that the office of Immediate Past Chairman becomes vacant for any reason, a voting Member shall be

nominated and appointed by the voting Members for ratification by the Board of Trustees to fill the vacancy.

The Immediate Past Chairman shall serve for a period of one (1) year.

D. Secretary-Treasurer.

The Secretary-Treasurer shall make, or cause to be made, and preserve a record of all meetings of the Governing Board and Executive Committee, and perform such other duties as the Executive Committee in any regular or special meeting shall prescribe. In the event that the office of Secretary-Treasurer becomes vacant for any reason, a replacement shall be nominated and appointed by the voting Members for ratification by the Board of Trustees. The Secretary-Treasurer shall keep, or cause to be kept, an accurate set of books and make a complete financial report to be presented at any regular meeting of the Athletics Governing Board or Executive Committee and/or upon request of the Chairman.

The Secretary-Treasurer shall serve for a period of one (1) year.

2.4 Vacancies.

If any vacancies occur in the voting Members of the Athletics Governing Board, the vacancies shall be filled by nomination and a vote of the Athletics Governing Board and ratification by the Board of Trustees of the Foundation.

2.5 Removal; Resignation.

Any voting Member may be removed, without cause, at any time by a majority vote of the Athletics Governing Board at any regular or special meeting where a quorum is present and ratified by the Board of Trustees of the Foundation. Any Member may resign at any time by giving written notice to the Athletics Governing Board. A resignation shall take effect upon delivery thereof to the Athletics Governing Board. It shall not be necessary for a resignation to be accepted before it becomes effective.

SECTION 3
MEETINGS

3.1. Place of Meetings.

The Athletics Governing Board or the Executive Committee may hold meetings, both regular and special, either within or without the State of Louisiana.

3.2 Annual Meeting.

The annual meeting of the Members of the Athletics Governing Board shall be held

during the month of May each year, and no notice of such meeting shall be necessary to constitute the meeting, provided a quorum shall be present.

3.3. Regular Meetings.

Additional meetings of the Athletics Governing Board or Executive Committee will be held with notice of such time and place as is determined by the Athletics Governing Board Chairman. Such meetings will be held at least quarterly.

3.4. Special Meetings.

Special meetings of the Athletics Governing Board or Executive Committee may be called by the Chairman of the Athletics Governing Board or by two or more Members of the body meeting on three (3) days' notice to each Member, if such notice is delivered personally, or on seven (7) days' notice if sent by mail. Special meetings shall be called by the Chairman of the Athletics Governing Board or by two or more members of the body which is meeting in like manner and on like notice on the written request of a majority of the members of the body which is meeting.

3.5. Quorum: Adjournments.

At all meetings of the Athletics Governing Board, a quorum shall exist if a majority of the voting members are present, at least one (1) of whom must also be a member of the Board of Trustees of the Foundation. On all matters to come before the Athletics Governing Board for decision, the affirmative vote of a majority of all voting Members is required for approval of such matters.

If a quorum is not present at any meeting of the Athletics Governing Board or Executive Committee, the members present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

3.6. Compensation.

Members of the Athletics Governing Board and Executive Committee and Officers shall serve without compensation.

3.7. Action by Consent.

Any action required or permitted to be taken at any meeting of the Athletics Governing Board or Executive Committee may be taken without a meeting if a written consent to such action is signed by a majority of all voting members of the body which is consenting and such written consent is filed with the minutes of its proceedings.

3.8. Meetings by Telephone or Similar Communications.

The members of the Athletics Governing Board or Executive Committee may participate

in a meeting by means of conference telephone or similar communications equipment by means of which all members participating in the meeting can hear each other, and participation in such meeting shall constitute presence in person by such member at such meeting.

SECTION 4 SUB-COMMITTEES

4.1. Constitution.

The Executive Committee may appoint sub-committees as it shall deem advisable and with such functions and duties as the Executive Committee shall prescribe; provided, however, that sub-committees shall function as part of the general oversight and operations of the Athletics Governing Board and shall be defined as needed. The Chairman shall appoint the chair of each sub-committee from among the Members of the Athletics Governing Board. Each sub-committee chair will be empowered to appoint other members of that sub-committee, who may be persons other than Members, subject to the approval of the Executive Committee. Each such sub-committee shall act in an advisory capacity to the Executive Committee, which must grant approval of any proposed sub-committee actions prior to implementation.

4.2. Members.

Each sub-committee shall have no fewer than three (3) and no more than five (5) members, with exceptions given to certain committees that may require a larger committee to accomplish a broader goal of publicity, or community outreach, or as otherwise defined by the Executive Committee.

4.3 Vacancies; Absences; Removal.

With the approval of the Executive Committee, the chair of each sub-committee shall have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee or member thereof, subject at all times to the foregoing provisions of this Section 4.

Members of the Board and Executive Committee shall be expected to participate in all meetings unless unavoidably prevented from doing so. Excused absences may be granted at the discretion of the Chairman. Unexcused absences from any three (3) consecutive regular meetings of the Board shall result in automatic forfeiture or removal of that Director from the Board of Directors. Unexcused absences from Executive Committee meetings shall be handled by the Executive Committee in its discretion.

SECTION 5
SUPPORTING MEMBERS

The Executive Committee can create supporting memberships or classes of supporting members (each of whom is referred to as a non-voting "Supporting Member" in contrast to a voting Member of the Athletics Governing Board) from time to time as it deems appropriate.

SECTION 6
FINANCIAL MATTERS

6.1 Authority.

In exercising the authority herein granted to the Athletics Governing Board with respect to Athletics Funds (as herein defined) the Athletics Governing Board and Executive Committee shall at all times be subject to the authority of the Board of Trustees of the Foundation.

6.2 Responsibilities of the Athletics Governing Board as to Management of Funds.

- A. The Athletics Governing Board's responsibilities with respect to the management of funds received, held by or entrusted to the Foundation for the benefit of the University's Athletics Department or athletics program(s) (hereinafter "Athletics Funds") shall be to make recommendations as to the application of Athletics Funds and to apply such funds to the support of the Athletics Department or athletics program(s) in accordance with the decision of the Board of Trustees of the Foundation and these governing provisions.
- B. The Athletics Governing Board shall endeavor to preserve and enhance the value of the Athletics Funds at all times.
- C. The Athletics Funds shall be accounted for separately from other funds held by the Foundation.
- D. Athletics Funds will be invested in accordance with the Foundation's written Investment Policy Statement by the University of Louisiana at Lafayette Foundation.

6.3 Disbursements.

- A. The Athletics Governing Board and Executive Committee shall, as requested, assist the University and its Athletics Department in the preparation of an annual budget (or projected sources and use of funds) for the Athletics Funds each year.
- B. The Athletics Governing Board and Executive Committee shall consider and make recommendations to the Board of Trustees with regard to the expenditure of

Athletics Funds in accordance with the established budget of the Athletics Department.

- C. In the case of funds received from donors for the benefit of the University Athletics Department, all disbursements shall be made in accordance with donor intent to the extent known, in compliance with the provisions of any instrument governing disposition of the funds, as provided in policies and arrangements mutually determined by the University and the Foundation and in compliance with federal and state law.

6.4. Financial Reporting; Establishing Accountability.

- A. The Athletics Governing Board and Executive Committee shall assist the University and its Athletics Department in establishing and maintaining timely and complete accountability for all Foundation funds disbursed to or for the benefit of the Athletics Department, including budgets and projections of Athletics Funds to be utilized in the future.
- B. The Athletics Governing Board and Executive Committee shall provide to the Board of Trustees on a monthly basis, as soon as possible and in no event later than thirty (30) days after the end of the reporting month, a financial report detailing the sources and uses of Athletics Funds during the reporting month. All financial records of the Athletics Governing Board and the Athletics Funds shall be audited annually as part of the Foundation's annual audit. The costs of such audit, or portion thereof which pertains to the Athletics Department or Athletics Funds, shall be paid from the Athletics Funds.
- C. The Athletics Governing Board and Executive Committee shall maintain copies of the disbursements and expenditures made from the Athletics Funds to or for the benefit of the Athletics Department in connection with the performance of the Athletics Governing Board's duties and responsibilities hereunder. Such materials shall be open to review by personnel authorized by the governing body of the University at any time upon reasonable written notice to the Board of Trustees and the Executive Committee. Notwithstanding the foregoing, nothing contained herein shall be construed as providing the University or any governmental agency or department, or the general public, with any right of access to any other books, records or documents of the Foundation or the Athletics Governing Board. The Athletics Governing Board, the Executive Committee, the Board of Trustees and the Foundation acknowledge that none of them either is, and shall not be construed as, either a public or quasi-public entity, department or agency of the State of Louisiana or the University and, accordingly, shall not be required to observe or perform the rules, regulations, laws or policies or procedures which are imposed upon public agencies or departments, nor provide any right to the public which the public may have with respect to any state or public department or agency, except as otherwise specifically provided by statute recording university-related foundations.

SECTION 7
RELATIONSHIP AND COORDINATION OF DEVELOPMENT FUNCTION

7.1. Generally.

- A. Gift solicitations on behalf of the University and/or its Athletics Department will be coordinated through the University's Office of Development, in accordance with the provisions of the Amended and Restated Joint Operating Agreement between the University and the Foundation dated February 4, 2004, as amended.
- B. All funds received by the University or the Foundation for the benefit of the University Athletics Department ("Athletics Funds") will be held and administered by the Foundation as part of the Athletics Funds subject to these governing provisions.

7.2. Additional Duties and Responsibilities.

Other duties and responsibilities of the Athletics Governing Board with regard to fund-raising and development activities for University Athletics shall include the following:

- A. The Athletics Governing Board shall provide direction and leadership for major external development activities as the University's chief fund-raising organization for University Athletics.
- B. The Athletics Governing Board shall develop and maintain high quality, professional communication with donors.
- C. The Athletics Governing Board shall promote close coordination between Foundation activities and the University's Office of Development to ensure a sound working relationship in support of University fund-raising for University Athletics and relationships with current and potential donors and in support of the development of any and all fund-raising boards and activities. The Athletics Governing Board shall maintain close contact with the University and the Athletics Department to coordinate development and fund-raising activities.
- D. The Athletics Governing Board shall coordinate and cooperate with the University's President and its Director of Athletics and other University Officials to enhance efforts to represent the University and its Athletics Department and the Foundation accurately and positively.
- E. The Athletics Governing Board shall maintain a positive working relationship with the University and its Athletics Department and with external communities to maximize fund-raising efforts.
- F. The Athletics Governing Board shall provide oversight of all University Athletics Department giving programs.

