

- 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: