AMENDED AND RESTATED BYLAWS

OF

THE UNIVERSITY OF NORTH CAROLINA AT GREEENSBORO
HUMAN ENVIRONMENTAL SCIENCES FOUNDATION, INC.

ARTICLE I

Principal Office

The principal office of the corporation shall be located at such place as the Board of Directors may determine.

ARTICLE II

Purposes

The objects and purposes for which the corporation is formed are set forth in its Articles of Incorporation.

ARTICLE III

Board of Directors

1. General Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Board of Directors.

2. Number. The number of directors shall be no less than five (5) nor more than twenty-five (25). The appointment of directors who are not serving ex officio shall be staggered such that approximately one-third of the directors shall be appointed each year. Unless provided otherwise below in this Article, directors shall be appointed and hold office for terms of three years, until the earlier of his or her death, resignation or removal. Despite the expiration of a director's term, the director continues to serve until his or her successor is appointed. The ex officio directors shall serve while each is appointed to their respective University position.

3. Appointment. Directors of the corporation shall be nominated by the Board of Directors of the corporation and appointed by the Board of Trustees of The University of North Carolina at Greensboro, upon recommendation of the Chancellor of the University.
The Vice Chancellor of Business Affairs and the Vice Chancellor for University Advancement shall serve, ex officio, as directors of the Corporation with full voting rights. Additionally, the Board of Directors shall elect two heads of the departments or the center that were housed within the School of Human and Environmental Sciences (the “HES School”), immediately prior to its restructuring on July 1, 2011, to serve, ex officio, as directors of the Corporation with full voting rights (such directors shall be herein referred to as the “Departmental Directors”). The departments and the center that were housed within the HES School immediately prior to the restructuring were Consumer Apparel & Retail Studies, Human Development & Family Studies, Interior Architecture, Nutrition, Social Work, and the Center for New North Carolinians. Each Departmental Director shall serve a two-year term, except that one of the initial Departmental Directors shall serve a one-year term so that the service of these Departmental Directors will be staggered. Pursuant to the restructuring, three of the departments previously housed within the HES School will be housed in the new School of Health and Human Sciences (“HHS School”) and the center and two other departments will not. Therefore, the Departmental Directors will be elected so that at all times one Departmental Director will represent a department housed in the HHS School and one Departmental Director will represent a department or the center housed elsewhere.

Directors need not be residents of the State of North Carolina.

4. Removal. Any elected director, who is not serving ex officio, may be removed with or without cause upon the vote of a majority of all of the directors, and with the approval of the Board of Trustees of The University of North Carolina at Greensboro. Failure of any elected director, who is not serving ex officio, to attend three consecutive meetings of the Board of Directors may be cause for removal.

5. Vacancies. Vacancies occurring in the directors may be filled by the Board of Trustees of the University of North Carolina at Greensboro upon nomination by the Board of Directors and recommendation of the Chancellor of the University.

6. Compensation. Directors shall not be compensated for their services as such, but the Board of Directors may provide for the payment of expenses incurred by directors in connection with the performance of their duties.

7. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, immediate Past President, and four directors to be elected by the Board of Directors at any annual or special meeting by action of a majority of the number of directors then in office. The President of the corporation shall serve ex officio as Chairman of the Committee. Subject to such restrictions and limitations as may be imposed from time to time by the Board of Directors, the Executive Committee shall have and may exercise the full authority of the Board of Directors in the management of the corporation, except that it shall have no authority as to the following matters: (a) distributions, as defined in the North Carolina Nonprofit Corporation Act; (b) the dissolution, merger or consolidation of the corporation, the amendment of the Articles of Incorporation of the corporation, or the sale, lease or exchange of all or substantially all of the property of the corporation; (c) the designation of any committee of the Board of Directors or the filling of vacancies in the Board of Directors or in any such committee; (d) the amendment or repeal of
the bylaws or the adoption of new bylaws; or (e) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable. The Executive Committee shall report to the Board of Directors, at or prior to the meeting of the Board of Directors that next follows the Executive Committee action, with respect to significant actions taken by it and shall keep regular minutes of its meetings.

The terms of office of the elected members of the Executive Committee shall be one year or until their successors are elected. Five members shall constitute a quorum, and an affirmative vote of the majority of quorum shall be necessary and sufficient at any meeting to authorize any action of the Executive Committee.

Meetings of the Executive Committee may be called by the President or by any three members of the Executive Committee at such place as may be designated in the call. Notice of any meeting shall be given at least five days before the meeting by any usual means of communication, outlining the purpose(s) for which the meeting is called, except that in the case of an emergency declared by the President, the meeting may be held on such notice, given by telephone, facsimile or electronic means, as is practicable under the emergency circumstances then existing. Any member may waive any required notice before or after the date and time stated in the notice. Attendance at or participation in a meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting any business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Action taken at a meeting of the Executive Committee need not be confined to the matter(s) outlined in the notice.

8. **Audit Committee.** At any annual or special meeting, by action of a majority of the number of directors then in office, the Board of Directors shall elect an Audit Committee consisting of two or more directors, none of whom shall be an employee of the corporation or of The University of North Carolina at Greensboro. At least one member of the Audit Committee should be an individual with financial expertise. The Audit Committee shall have the following duties and responsibilities: (a) to review the annual audit and tax return of the corporation with its external auditors and with employees of the University, (b) to make recommendations to the Board of Directors with respect to the appointment of external auditors and the scope of their audit and other services, and (c) to review accounting policies and procedures and systems of internal control of the corporation, in situations in which the Audit Committee determines that it is appropriate for the Audit Committee, rather than or in addition to the Finance Committee, to complete such review. The Audit Committee shall have such other duties and responsibilities as may be delegated to it from time to time by the Board of Directors.

9. **Finance Committee.** At any annual or special meeting, by action of a majority of the number of directors then in office, the Board of Directors shall elect a Finance Committee consisting of the Treasurer and two or more directors. At least one member of the Finance Committee should be an individual with financial expertise. The Finance Committee shall have the following duties and responsibilities: (a) to review, from time to time, accounting policies and procedures and systems of internal control of the corporation, and (b) to make such other recommendations and reports to the Board of Directors relating to the financial statements, controls, records and systems of the corporation as it shall deem
appropriate. The Finance Committee shall have such other duties and responsibilities as may be delegated to it from time to time by the Board of Directors.

10. **HES Scholarship Committee.** The Chair of the Board of Directors may appoint a scholarship committee that will recommend recipients for scholarship grants from scholarship funds administered by the corporation, and for which the Board of Directors is required to select recipients. Such committee members may be directors or non-directors. The HES Scholarship Committee shall be an advisory committee that has no authority to act on behalf of the Board of Directors.

11. **Allocations Committee.** The Chair of the Board of Directors may appoint an allocation committee that will make recommendations to the Board of Directors with regard to non-scholarship funds over which the Board of Directors has discretionary spending responsibilities. The committee shall be referred to as the "Allocations Committee" and it shall consist at least five (5), but no more than seven (7), individuals. Such committee members may be directors or non-directors, but a majority of committee members shall be directors. The Allocations Committee shall be an advisory committee that has no authority to act on behalf of the Board of Directors.

12. **Other Committees.** The Chair of the Board of Directors may from time to time create such other advisory committees and appoint the members thereof as in the judgment of the Chair may be necessary to carry out the objects and purposes of the corporation and may determine the duties and tenure of each such committee. Such committee members may be directors or non-directors. All committees created other than by action of the Board of Directors and/or which have members other than directors shall be advisory committees that have no authority to act on behalf of the Board of Directors. In addition to advisory committees, the Board of Directors may create other committees from time to time of which only directors are members and which may be delegated authority to act on behalf of the Board of Directors.

13. **Chair.** The President of the corporation shall serve as Chair of the Board of Directors and, when present, shall preside at all meetings of the Board.

14. **Conflict of Interest Transactions.**

   A. **Definitions.** "Conflict of interest transaction" means any transaction (other than reimbursement for expenditures made on behalf of the corporation) in which a director or the director's spouse or dependent child: (1) is a party to the transaction; (2) has a material financial interest in another party to the transaction; (3) is an officer, director, trustee, member, general partner, manager or employee of another party to the transaction (other than The University of North Carolina at Greensboro or any entity or fund controlled by or affiliated with the University); (4) has a relationship with another party to the transaction such that it could affect his or her judgment; or (5) is connected to the transaction or another party to the transaction (other than through The University of North Carolina at Greensboro or an entity or fund controlled by or affiliated with the University) in such a way that it may create the appearance of a conflict.
"Material financial interest" means anything of monetary value, including, but not limited to, salary or other payments for services (e.g., consulting fees or honoraria); equity interests (e.g., stocks, stock options, or other ownership interests); and intellectual property rights (e.g., patents, copyrights, and royalties from such rights) that:

1. In the case of salary, royalties, or other payments, when aggregated from a single entity for the director and his or her immediate family, from January 1 to December 31 of any calendar year, are expected to exceed $10,000; or

2. In the case of an equity interest in a publicly-traded entity, when aggregated for the director and his or her immediate family, represents more than a five percent ownership interest in the single entity; or

3. In the case of an entity that is not publicly traded, consists of any equity interest held by the director or his or her immediate family.

The term “material financial interest” does not include an interest in mutual funds, investment partnerships or other collective investment vehicles where the director has no control over the selection of holdings.

B. **Disclosure.** A director of the corporation who knows or who has received notice that the corporation is considering a transaction in which the director has or may have a conflict of interest must (1) immediately notify the Chair of the Board of Directors and, if applicable, the Chair of the committee considering the transaction and (2) recuse himself or herself from participation in the corporation’s consideration of the transaction.

C. **Approval.** A conflict of interest transaction must be authorized, approved or ratified either (1) by the Board of Directors by the affirmative vote of a majority of the directors who have no direct or indirect interest in the transaction and to whom the material facts of the transaction and of the interest of the conflicted director were disclosed or known or (2) by a committee of the Board by the unanimous vote of the committee members (not less than three) who have no direct or indirect interest in the transaction and to whom the material facts of the transaction and of the interest of the conflicted director were disclosed or known. If a committee considering a conflict of interest transaction does not have at least three members with no direct or indirect interest in the transaction, the committee shall refer the transaction to the Board of Directors for review and action.

D. **Report to the Board.** At each meeting of the Board of Directors, the Chair will report to the directors on any conflict of interest transactions considered by any committee since the last meeting of the Board.

E. **Chair Conflict.** In any case where the Chair of the Board of Directors
is the conflicted party, the Vice President shall act and preside on his or her behalf.

15. **Other Conflict of Interest Transactions.** Any transaction between the corporation and any officer or employee of the corporation (including, but not limited to, payment by the Corporation of salary or non-salary compensation, but excluding reimbursement for expenditures made on behalf of the corporation) must be approved by the Board of Directors, and the interested officer or employee may not participate or otherwise be involved in the Board’s consideration of the transaction.

**ARTICLE IV**

**Meetings of Directors**

1. **Annual Meetings.** The Board of Directors shall hold an annual meeting at the office of the corporation, or at such other place as the Chair of the Board may designate, either within or without the State of North Carolina, on the second Tuesday in June of each year, or on such other date as may be approved by the Board of Directors.

2. **Regular Meetings.** The Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of regular meetings.

3. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board, the Secretary or any two directors. Such meetings may be held within or without the State of North Carolina.

4. **Notice of Meetings.** Notice of all meetings shall be given at least five days before the meeting by any usual means of communication, outlining the purpose(s) for which the meeting is called, except that in the case of an emergency declared by the Chair of the Board or the Secretary, a special meeting may be held on such notice, given by telephone, facsimile or electronic means, as is practicable under the emergency circumstances then existing. Action taken at a meeting of the Board of Directors need not be confined to the matter(s) outlined in the notice.

5. **Waiver of Notice.** Any director may waive any required notice before or after the date and time stated in the notice. Attendance at or participation by a director in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting any business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

6. **Quorum.** A majority of the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

7. **Manner of Acting.** Except as otherwise provided by law, the Articles of Incorporation or these bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Subject to Article VII, Section 4 of these bylaws, the vote of a majority of the directors then holding office shall be required to adopt, amend or repeal a bylaw. Written records setting forth all actions taken at
any meeting of the Board of Directors and the voting thereon shall be kept in a permanent
minute book of the Board of Directors.

8. **Presumption of Assent.** A director of the corporation who is present at a
meeting of the Board of Directors or a committee of the Board of Directors when corporate
action is taken shall be deemed to have assented to the action taken unless the director objects
at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business
at the meeting, the director's dissent or abstention from the action is entered in the minutes of
the meeting, or the director files written notice of dissent or abstention with the presiding
officer of the meeting before its adjournment or with the corporation immediately after the
adjournment of the meeting. The right of dissent or abstention is not available to a director
who voted in favor of the action taken.

9. **Attendance by Telephone or Other Means.** The Board of Directors may permit
any or all directors to participate in a regular or special meeting by, or conduct the meeting
through the use of, any means of communication by which all directors participating may
simultaneously hear each other during the meeting. A director participating in a meeting by
this means is deemed to be present in person at the meeting.

10. **Informal Action by Directors.** Action taken without a meeting is nevertheless
Board action if written consent to the action in question, describing the action taken, is signed
by all the directors entitled to vote on the action and filed with the minutes of the proceedings
of the Board or filed with the corporate records, whether done before or after the action so
taken. Such action shall be effective when the last director signs the consent, unless the
consent specifies a different effective date. Note that Article VII, Section 5 provides that
consent to action may be in electronic form and delivered by electronic means.

11. **Committee Proceedings.**

(a) Meetings of any committee of the Board of Directors may be called by
or at the request of the Chair of the Board or any two members of the committee and may be
held within or without the State of North Carolina. Notice of any committee meeting shall be
given at least two business days before the meeting by any usual means of communication,
outlining the purpose for which the meeting is called, except that in the case of an emergency
declared by the Chair of the Board of Directors, a committee meeting may be held on such
notice, given by telephone, facsimile or electronic means, as is practicable under the
emergency circumstances then existing. Action taken at a meeting of any committee of the
Board of Directors need not be confined to the matter(s) outlined in the notice.

(b) The procedures set forth in Section 5 (Waiver of Notice), Section 6
(Quorum), Section 7 (Manner of Acting), Section 8 (Presumption of Assent), Section 9
(Attendance by Telephone) and Section 10 (Informal Action by Directors) of this Article IV
shall apply to all committee proceedings.

12. **Agents.** The Board of Directors may appoint and employ such agents,
advisors, employees or representatives as in the judgment of the Board of Directors shall be
necessary to carry on the work of the corporation, prescribe the duties of such agents,
advisors, employees, or representatives and fix their compensation, and may dismiss any such agent, advisor, employee or representative without previous Notice.

ARTICLE V

Officers

1. Number. The officers of the corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors may from time to time elect.

2. Election and Term. The President and Vice President, who shall be directors, of the corporation shall be elected by the Board of Directors at the annual meeting. The term of the President and Vice President shall be one (1) year, or the earlier of death, resignation, retirement, removal, disqualification or until his or her successor is elected and qualified. The Secretary and Treasurer shall be the Vice Chancellor for University Advancement and the Vice Chancellor for Business Affairs, (or the successors to those University positions with similar responsibilities) respectively, while each is appointed to such University position.

3. Removal. Any officer who is not serving ex officio may be removed by the Board of Directors with or without cause or previous notice.

4. Compensation. Officers shall not be compensated for their services as such, but the Board of Directors may provide for the payment of expenses incurred by officers in connection with the performance of their duties.

5. President. The President shall preside at all meetings of the Board of Directors and shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise the management of the corporation according to these bylaws.

6. Vice President. The Vice President shall perform such duties and services as from time to time may be assigned to or required of the Vice President by the Board of Directors or by the President, respectively, and, unless the Vice President’s authority be expressly limited by the Board of Directors, shall act in the place of the President, exercising all of the President’s powers and performing all of the President’s duties, during the President’s absence or disability.

7. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of members and directors. The Secretary shall give all notices required by law and by these bylaws. The Secretary shall have general charge of the corporate records and books and of the corporate seal, and shall affix the corporate seal to any lawfully executed instruments requiring it. The Secretary (1) may sign documents to verify or document corporate action, (2) with the President or Vice President, may sign such instruments as may require signature of more than one officer, and (3) in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors.
8. **Treasurer.** The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. The Treasurer shall keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President or by the Board of Directors. The Treasurer may from time to time designate one or more fiscal agents to perform all or any part of the duties of the Treasurer.

9. **Assistant Secretaries and Assistant Treasurers.** The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those offices and shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors. Such Assistant Secretaries and Assistant Treasurers shall be elected by the Board of Directors and may be directors or non-directors.

**ARTICLE VI**

**Indemnification**

1. **Extent.** In addition to the indemnification otherwise provided by law, the corporation shall indemnify and hold harmless its directors and officers against liability and expenses, including reasonable attorneys' fees, incurred in connection with any action, suit, proceeding or claim arising out of their status as directors or officers or their activities in any of such capacities or in any capacity in which any of them is or was serving, at the corporation's request, in another corporation, partnership, limited liability company, joint venture, trust or other enterprise; provided, however, that the corporation shall not indemnify a director or officer against any liability or litigation expense that the director or officer may incur on account of activities that at the time taken were believed or known by the person seeking indemnification to be clearly in conflict with the best interests of the corporation or if the director or officer received an improper personal benefit. The corporation shall also indemnify a director or officer for reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted herein, if it is determined in accordance with Section 2 of this Article that the director or officer is entitled to indemnification.

2. **Determination.** Indemnification under Section 1 of this Article shall be paid by the corporation with respect to any action, suit, proceeding or claim only after a determination that the liability and/or litigation expenses for which indemnification is sought (a) were not incurred on account of activities which at the time taken were believed or known (or reasonably should have been known) by the person seeking indemnification to be clearly in conflict with the best interests of the corporation and (b) did not involve any transaction from which the person seeking indemnification derived an improper personal benefit. Such determination shall be made (i) by the affirmative vote of a majority (but not less than two) of the directors who were not parties to the action, suit or proceeding or against whom the claim was not asserted ("disinterested directors") even though less than a quorum, (ii) by independent legal counsel in a written opinion, or (iii) by a court of competent jurisdiction.
3. **Advanced Expenses.** Expenses incurred by a director or officer in defending any action, suit, proceeding or claim may, upon approval of a majority (but not less than two) of the disinterested directors, even though less than a quorum, or, if there are less than two disinterested directors, upon unanimous approval of the Board of Directors, be paid by the corporation in advance of the final disposition of such action, suit, proceeding or claim upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that the director or officer is entitled to be indemnified against such expenses by the corporation.

4. **Reliance and Consideration.** Any director or officer who at any time after the adoption of this Article VI serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Article VI. No amendment, modification or repeal of this Article VI shall adversely affect the right of any director or officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

5. **Insurance.** The corporation may purchase and maintain general liability and directors/officers insurance in an amount determined reasonable by the Board of Directors on behalf of its directors, officers, employees and agents and those persons who were serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of, or in some other capacity in, another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify against such liability under the provisions of this Article VI or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee or agent made to or on behalf of a person entitled to indemnification under this Article VI shall relieve the corporation of its liability for indemnification provided for in this Article VI or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the corporation with respect to such payment.

**ARTICLE VII**

**General Provisions**

1. **Management of Corporate Funds.** No funds received by donation, bequest or any other means shall be diverted from the use specified by the donor, testator or testatrix, unless said use is contrary to or in conflict with the purposes of the corporation or unlawful, impracticable, impossible to achieve or wasteful. No funds shall be used for any purpose other than to effect the purposes of the corporation.

2. **Exempt Activities.** Notwithstanding any other provision of these bylaws, no member, director, officer, employee or representative of this corporation shall take any action or carry any activity by or on behalf of the corporation not permitted to be taken or carried on
by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist, or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

3. **Fiscal Year and Audits.** Unless otherwise ordered by the Board of Directors, the fiscal year of the corporation shall be from July 1 to June 30. The financial records of the corporation shall be audited annually by an independent certified public accounting firm.

4. **Amendments.** The Articles of Incorporation may be altered or amended and these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the directors then in office at any meeting of the Board of Directors; provided, however, that any amendment to the Articles of Incorporation or bylaws must be approved by the Board of Trustees of The University of North Carolina at Greensboro.

5. **Electronic Transactions.** Subject to the requirements of Article IV, Section 9, governing the attendance of Directors at regular or special meetings, the corporation may conduct any transaction or transactions by electronic means, and this provision shall constitute the agreement by the corporation and its directors to the conduct of transactions by electronic means.

6. **No Personal Liability.** No member of the corporation and no director or officer of the corporation shall be liable or responsible for the debts or obligations of the corporation.

7. **Relationship of Bylaws to Operating Agreement.** Unless compelled by law, these Bylaws shall not be interpreted or applied in a manner that would cause the corporation to be in material violation of any provision contained in that certain Operating Agreement entered into on or about September 12, 2006 by and between the corporation and the University of North Carolina at Greensboro, any amendments thereto or any future such operating agreement that may replace the current Operating Agreement.