The University of North Carolina at Greensboro  
**Human Environmental Sciences Foundation, Inc.**

**BYLAWS**

Revised and Approved March 14, 1989  
Amended September, 1994  
Revised June 8, 2004

**ARTICLE I**  
**BOARD OF DIRECTORS**

The number of Directors shall be not less than five (5) not more than twenty-five (25). The appointment of Directors, as provided in **ARTICLE II**, shall be staggered such that approximately one-third of the number of Directors shall be appointed each year. Directors shall be appointed and hold office for terms of three years or until the appointment of their successors.

**ARTICLE II**  
**APPOINTMENT OF DIRECTORS**

Directors of the corporation shall be nominated by the Board of Directors of the School of Human Environmental Sciences Foundation, Inc., 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 for Business Affairs, the Vice Chancellor for Advancement, and the Dean of the School of Human Environmental Sciences shall serve, ex officio, as Directors of the Corporation with full voting rights.

The unexpired term of any Director who resigns or who fails for any reason to serve or qualify to serve as a Director may be filled by the Board of Trustees of the University of North Carolina at Greensboro upon recommendation of the Chancellor of the University.

**ARTICLE III**  
**MEETINGS OF DIRECTORS**

The annual meeting of the Board of Directors shall be held at the office of the corporation, or at such other place as the President may designate in October of each year. Special meetings of the Board of Directors may be called by the President or by any three Directors. At any meeting, a simple majority of the membership of the Board of Directors shall constitute a quorum.
A notice of annual meetings shall be required. Notice of any special meeting shall be mailed or emailed to each Director at his or her last known address at least two days before the day of the meeting. Directors may waive notice of any meeting in writing before, during, or after such meeting.

ARTICLE IV
POWERS AND DUTIES OF DIRECTORS

1. The business, property and affairs of this corporation shall be managed by the Board of Directors.

2. The Board of Directors shall have full authority to alter or amend the Articles of Incorporation and to make, alter, amend, or repeal any and all Bylaws of the corporation, except that any change must have prior approval of the Board of Trustees of The University of North Carolina at Greensboro.

3. The Board of Directors at the annual meeting shall elect a President and a Vice President who shall be Directors of the corporation. Each of these officers shall hold office for one year or until their successors are elected and qualified. All vacancies among the officials shall be filled as soon as practicable by the Board of Directors as any regular or special meetings of the Board of Directors.

4. The Vice Chancellor for Advancement and the Vice Chancellor for Business Affairs shall serve as Secretary and Treasurer of the Foundation, respectively, while appointed to those University positions.

5. The University of North Carolina at Greensboro will serve as fiscal agent for the corporation and the Board of Directors may appoint and employ such other 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 representatives without previous notice.

6. The Board of Directors may require any officer, agent or employee to file with the corporation a satisfactory bond conditioned upon the faithful performance of his or its duties.

7. The affirmative vote of the majority of a quorum of the Board of Directors shall be necessary and sufficient at any meeting or via email to authorize an action of the Board of Directors. Written records setting forth all action taken at any meeting of the Board of Directors the voting thereon shall be kept in a permanent minute book of the Board of Directors.
8. There shall be an Executive Committee composed of the President, Vice President, Secretary, Treasurer and three Directors to be elected by the Board of Directors. The Executive Committee shall have and exercise the authority of the Board of Directors if The University of North Carolina at Greensboro School of Human Environmental Sciences Foundation, Inc., in the management of the corporation except that it shall have no authority to the following matters:

a. 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.

b. The amendment or repeal of the Bylaws or the adoption of new Bylaws.

c. The amendment or repeal of any resolution of the Board of Directors which by its terms shall be so amendable or repealable.

The terms of office of the Executive Committee shall be one year or until their successors are elected and four members shall constitute a quorum. The affirmative vote of the majority of a quorum shall be necessary and sufficient at any meetings or via email 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 mailed or emailed to each member at his last known address at least two days before the day of the meeting. Members may waive notice any meeting in writing before, during, or after such meeting.

The Executive Committee shall keep regular minutes of its meetings and shall report any action taken by it at the annual meeting of the Board of Directors.

9. In addition to the Executive Committee, other standing or temporary committees may be created by the Board of Directors and invested with such powers as the Board of Directors sees fit. Appointment to the committees shall be by the President. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in the books kept for that purpose in the office of the corporation and shall report the same to the Executive Committee at its next meeting.

**ARTICLE V**

**MEMBERS**

1. Members of the corporation shall be such persons, organizations and corporations as shall be appointed by the Board of Directors in its discretion. Such members shall have no voting rights. The term of membership shall be specified by the Board of Directors.
2. An annual meeting of the members shall be held in conjunction with the annual meeting of the Board of Directors on the third Monday in October of each year, or on such other date the Board of Directors conducts its annual meeting.

ARTICLE VI
DUTIES OF OFFICERS

The President shall preside at all meetings of the Board of Directors and shall exercise general supervision of the affairs of the corporation and do and perform such other duties as may be assigned by the Board of Directors.

The Vice President, at the request of the President or in the event of the President’s absence or disability, shall perform the duties and exercise the powers of the President.

The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors; shall keep a record containing the names of all persons who are members of the corporation; may sign with the president or Vice President in the name and on behalf of the corporation any contract or agreements authorized by the Board of Directors and when so authorized or ordered by the Board of Directors may affix the seal of the corporation.

The Treasurer shall have custody of all funds, property and securities of the corporation, subject to such requirements as may be imposed by the Board of Directors. When necessary or proper, the Treasurer may endorse on behalf of the corporation for collection checks, notes and other obligations and shall deposit the same to the credit of the corporation at such bank or banks or depositories the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, shall sign all checks of the corporation and all bills of exchange or promissory notes issued by the corporation, except where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation. The Treasurer shall maintain accurate records of all monies received, agent of the corporation. The Treasurer shall maintain accurate records of all monies received, paid or incurred for, or on account of the corporation and shall exhibit such books at all reasonable times to any Director. If the Board of Directors employs a fiscal agent, the Board of Directors may designate all or any part of the duties of the Treasurer to such fiscal agent.

ARTICLE VII
SEAL

The seal of the corporation shall be circular in form and shall bear on its outer edge the words “The University of North Carolina at Greensboro School of Human Environmental
Sciences Foundation, Inc.,” and elsewhere thereon the words “Corporate Seal,” “1986” and “North Carolina.” The Board of Directors may change the form of the seal or the inscription thereon at pleasure.

ARTICLE VII
SALARIES

The Directors of this corporation shall serve without compensation. The President, Vice President, Secretary and Treasurer shall serve without compensation.

ARTICLE IX
GIFTS AND DONATIONS

1. Any person making gifts to The University of North Carolina at Greensboro School of Human Environmental Sciences Foundation, Inc., may designate the object or objects for which the gift shall be applied and specify the terms and conditions upon which the gift shall be administered, which shall be known as a designated gift, provided such object or such person may make gifts to The University of North Carolina at Greensboro School of Human Environmental Sciences Foundations, Inc., without any such designation or limitation. All gifts designated or undesignated shall not be effective until accepted by formal action of the Board of Directors of this corporation.

2. In the case of a designated gift, the corporation shall follow the directions of the instrument or gift; provided, however, that if any object or purpose for this any gift is made fails or becomes impossible of performance, or if it is the unanimous opinion of all the Directors of the corporation that the object or purpose of such designated gift or donation has ceased to be within the purpose of this corporation, then and in either event, such gift or donation shall no longer be held and administered for any such specific designated purpose and shall thereafter be held and administered by the corporation for a kindred purpose or as an undesignated gift or donation.

3. Undesignated gifts may be merged with other gifts and the funds and properties so merged may be held and administered by the corporation as a part of its general assets; or if the Board of Directors decides to do so, any undesignated gift may be held and administered by the corporation separately.

ARTICLE X
INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by it is whatever manner, and to invest and reinvest any funds held by it,
according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XI
FISCAL YEAR AND AUDITS

1. The fiscal year of the corporation shall begin on the first day of July of each year unless otherwise provided by the Board of Directors.

2. The books of the corporation and of its fiscal agent will be audited annually as directed by the Board of Directors.

ARTICLE XII
EXEMPT ACTIVITIES

Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code 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.

ARTICLE XIII
AMENDMENTS

Amendments to the Articles of Incorporation or to these Bylaws can be made by the Board of Directors, as limited by Article IV, Paragraph 2, of these Bylaws in regular meeting assembled, either annual or special, and if special, then the purpose of the meeting with the proposed amendment or amendments must be stated in the call; provided, however, the vote of the majority of the Directors then in office shall be required to amend the Article of Incorporation.
Human Environmental Sciences Foundation, Inc.
Board of Directors Meeting
Minutes
June 8, 2004

Present: Frank Biggerstaff, Linda Higgins, Rossie Lindsey, Mary Martin, Marnie Ruskin, Craig Shoemaker, Jim Vaughn, Nancy White

Absent: Margaret Arbuckle, Bertha Carter, Lu Anne Clark, Chuck Moyer, Richard Novak, David Bray, Myra Brown, Bernie Mann, Mark Nussbaum, Susan Williams, Richard Davis, Cyndi Folds, Kay Saville, Ken Tutterow

Guests: Raleigh Bailey, Dawn Cheney, Arelys Chevalier, Cindy Farris, Alicia Hartsfield, Weston Hatfield, Beth Hens, Janet Johnson, Susan Larson, Jane Lawrence, Cleation Lindsey, Tom Martin, Khouan Maouxomphu, Fred Newman, Omer Omer, John Rife, Jerono Rotich, Tara Sandercoc, Karen Shaw, Janie Shoemaker, Laura Sims, Patti Stewart, Peggy Woods

Call to Order
The meeting was convened on site at the Center for New North Carolinians (CNNC). Members of the CNNC Advisory Board, CNNC staff, IES Board of Directors, UNCG staff, and special guests were invited to attend. Linda Higgins called the meeting to order, welcomed everyone, and introduced Dean Laura Sims.

Introduction
Dean Sims explained that the CNNC is a UNC Board of Governors approved center, established in 2001. Its mission is to provide outreach and services to the immigrant and refugee populations in North Carolina. Members of the CNNC Advisory Board who were present include Tara Sandercoc (Chair), Omer Omer (Vice Chair), Fred Newman, Alicia Hartsfield, and Cindy Farris, Executive Assistant to Chancellor Sullivan. Dean Sims also introduced Dawn Chaney, the landlord for the CNNC building on Edgeworth Street. Members of the CNNC staff in attendance included Dr. Raleigh Bailey, Arelys Chevalier, Janet Johnson, Khouan Maouxomphu, and Jerono Rotich.

Business Meeting
Linda Higgins returned to the business agenda and asked for approval of the proposed budget and proposed by-laws changes which were emailed to all board members prior to this meeting. Frank Biggerstaff moved and Rossie Lindsey seconded a motion to approve the by-laws changes, and the motion was approved. Mary Martin moved and Jim Vaughn seconded a motion to approve the HES Foundation budget and spending plan for 2004-05, and the motion was approved.

Linda then presented the slate of newly proposed board members. Rosemary Gaddy ’79 is a Food and Nutrition graduate currently employed by Bristol-Myers Squibb as a territory sales manager. She is a member of the Georgia Dietetic Association and has served on their board of directors and several committees. She is also a member of the American Institute of Wine and Food and has served on their board of directors. Rosemary will be moving to Greensboro in late 2004.
Craig Carlock is Vice President of Marketing with The Fresh Market. Craig holds a degree from Davidson College and an MBA from the University of Virginia. He has a strong interest in the Greensboro community and UNCG.

Michelle Speas is CEO of the Mebane Charitable Foundation. She holds degrees from UNC and the University of Mississippi. Michelle is a member of the Association of Fundraising Professionals, Council of Foundations, David County Partnership for Children, and Grantmakers for Education.

Priscilla Knox ’77 is a UNCG drama and speech graduate who is currently president of Priba Furniture. She is active in the Opera, the Blandwood Guild, and Junior League.

As there was no discussion, Marnie Ruskin moved that the Board accept the proposed slate of new members. Mary Martin seconded the motion, and approval was unanimous. New officers for 2004-05 will be Ken Tutterow, President, and Frank Biggerstaff, Vice President. Marnie Ruskin moved to approve these new officers. Jim Vaughn seconded the motion, and the motion was approved.

**Program**

Raleigh Bailey, Director for the Center for New North Carolinians, opened his remarks with an exercise designed to show how most of the audience fit into the category of immigrant. He pointed out that the United States has always depended on immigrants and that they are no longer restricted to US borders and major cities but are moving to cities like Greensboro. In 2000, North Carolina had the fastest growing Latino population in the country. The Triad and the Triangle are two of the fastest growing metropolises in terms of immigrants in the US. Guilford County has over 10,000 African immigrants from 54 countries in Africa. Greensboro has the largest Montagnard community in the world outside of Vietnam—over 3000 people.

Five years ago, Chancellor Sullivan set up a task force to address the issue of immigrants to this area. The Center for New North Carolinians was the outcome of this study. CNNC is the state approved resource for immigrants in North Carolina. CNNC incorporated some existing staff and projects within HES, including AmeriCorps, and the Immigrant Health Access Project. Other projects, such as research, social work, and nutrition and health education were added. More than half of the CNNC staff are immigrants. The main contribution of CNNC is to serve as a leadership development and training program for the state.

One project, the Laotian community, was chosen as an example for this meeting. There are about 1000 people in this community, most who came to the US as refugees. Khouan Maxsomphu helped to create two programs: LYLTLaothian Youth Leadership of Tomorrow – and VERB. CNNC receives and manages indirect funding through a variety of sources, such as the Buddhist Center and the Southeast Asian Initiative to enable these projects to be developed. Most projects are targeted toward leadership development geared specifically for second generation immigrants.

Khouan explained that LYLTLaothian Youth Leadership of Tomorrow was formed by a group of Laotian youth among whose goals were to make their voices heard, to preserve their culture and identity, to promote personal
development and leadership, and to bridge the gap between differing cultures. The group now has 30 members, many from other countries in addition to Laos. Khouan introduced Jessica Doungprachanh and Nita Mixaykham who spoke about the positive impact CNNC has had on their lives, after which they and other members of their troupe, the Sao Lao Dancers of NC, performed traditional dances for the audience.

Dr. Laurie Sims then introduced Dr. John Rife, Chair of the Department of Social Work, and Omer Omer, head of the African Services Coalition – both members of the CNNC Advisory Board. Dr. Sims called attention to the UNCG ads appearing in national magazines that feature CNNC.

Dr. Bailey then invited the audience to tour the Center and partake of refreshments.

Linda Higgins reminded board members of the Annual Meeting slated for October 12 and adjoumed the meeting.

Respectfully submitted,

[Signature]

Patricia W. Stewart

The Human Environmental Sciences Foundation, March 16, 2004
BOARD OF TRUSTEES
THE UNIVERSITY OF NORTH CAROLINA AT GREENSBORO

May 5, 2011

ACTION ITEM: Resolution of the Human Environmental Sciences Foundation, Inc. to amend their By-Laws.

WHEREAS, effective July 1, 2011, the University of North Carolina at Greensboro (the “University”) will undertake a restructuring, whereby the School of Human Environmental Sciences and the School of Health and Human Performance will cease to exist, and the University will establish a new School to be known as the School of Health and Human Sciences; and

WHEREAS, in response to the restructuring, the Board of Directors of the University of North Carolina at Greensboro Human Environmental Sciences Foundation, Inc. (the “Foundation”) desires to amend the Foundation’s bylaws (the “Bylaws”); and

WHEREAS, the Bylaws provide that the Board of Directors shall have full authority to alter or amend the Bylaws of the Foundation, except that any change must have the prior approval of the Board of Trustees of The University of North Carolina at Greensboro; and

WHEREAS, to amend the Bylaws as provided below, the Foundation will submit this Resolution to the Board of Trustees of The University of North Carolina at Greensboro for its approval; and now, therefore, it is

RESOLVED, that, contingent upon the approval of the Trustees of The University of North Carolina at Greensboro, the Bylaws of the Foundation are hereby amended as follows:

(i) By deleting the second paragraph of Article II in its entirety and inserting the following therefor:

“"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 (“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 “Department 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 Department Director shall serve a two-year term, except that one of the initial Department Directors shall serve a one-year term so that the service of these Department 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 Department Directors will be elected so that at all times one Department Director will represent a department housed in the HHS School and one Department Director will represent a department or the center housed elsewhere.

Such amendment to the Bylaws shall be effective as of July 1, 2011.

APPROVED, this day of May 5, 2011

[Signature]
Bonita J. Brown
Assistant Secretary to the Board of Trustees