MISSION STATEMENT
To attract, acquire, and manage donors’ charitable gifts to support and sustain the goals of the University of Southern Indiana.

1968 – 2014

USI Foundation web site: www.usi.edu/foundation
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2013-14 CALENDAR

Foundation Board Meetings

Board Meeting
Thursday, September 19, 2013
11:45 a.m., Carter Hall

Board Meeting
Thursday, November 14, 2013
11:45 a.m., Carter Hall

Annual Board Meeting
Thursday, May 15, 2014
11:45 a.m., Carter Hall

Foundation Events (by invitation only)

USI Foundation Board Orientation for new members
Thursday, September 19, 2013
8 a.m. – 11:30 a.m., USI Foundation Office

The President's Associates Dinner
Friday, October 18, 2013
6:30 p.m., Evansville Country Club

Foundation Scholarship Donor Luncheon
Thursday, October 31, 2013
11:45 a.m., Carter Hall

University Board of Trustees Meetings

Thursday, July 11, 2013
New Harmony
Thursday, September 5, 2013
On Campus
Thursday, November 7, 2013
On Campus
Thursday, January 9, 2014
Indianapolis
Thursday, March 6, 2014
On Campus
Friday, May 2, 2014
On Campus

Presidential Scholarship Donor Luncheon
Wednesday, March 19, 2014
11:45 a.m., Carter Hall

Reflections Luncheon
Wednesday, June 11, 2014
11:30 a.m., Evansville Country Club
Chair ................................................................. Bruce H. Baker
President ........................................................... David A. Bower
Chair Elect ........................................................ Marie A. Bussing
Vice Chair for Alumni ........................................... Kyle S. Wininger ’01
Vice Chair for Development ................................... Kevin L. Hammett ’90
Vice Chair for Planning ......................................... Trudy Stock ’86
Secretary ............................................................. Jean Blanton ’01
Treasurer ............................................................. Chris Melton ’72
Assistant Treasurer .............................................. Mark Rozewski
Administrative Advisor ......................................... Linda L. M. Bennett
Past Chair ........................................................... Kevin M. Eastridge
Nominating Committee Chair ................................ Sherrieanne M. Standley

USI Annual Fund Campaign Chairs ..........................
Alumni – Kyle Wininger ’01
Corporate – Ron W. Steinhart
Friends – Bix Branson

The officers of the Board, the past chair, and
directors-at-large comprise the Executive Committee.
The USI Foundation...supporting the University for over 40 years

The University of Southern Indiana Foundation was organized in 1968 as the official gift-receiving agency for the University. As an Indiana not-for-profit corporation, its principal functions were established to promote, receive, invest, and disburse charitable gifts for the benefit of the University.

Its organizing committee included Mayor Frank F. McDonald Sr., Joseph E. O'Daniel, John E. McCutchan, E. Donald Elliott, Kenneth Jack Hahn, Richard E. Meier, and Evansville campus officers, David L. Rice, Byron C. Wright, and Donald D. Bennett. These organizers received strong community support from industrialists Robert L. Koch and D. Mead Johnson, Indiana State University President Alan Rankin, and West Side business leaders H. Byron Hubbard, William J. Moutoux, and L. Bernard Powers.

Over the next 17 years, major accomplishments of the Foundation's Board of Directors included establishing the Century Club as the first gift club, spearheading a fund drive to provide needed books for the Library, attracting the school's first scholarships, and raising capital dollars to purchase spectator seating in the basketball arena and to furnish the University Center, and in 1982, building and furnishing the finest home for a university president in the State of Indiana.

The USI Foundation's total assets have grown from $609,594 in 1985 to over $77 million in 2012, and scholarship assets from $235,382 to $40 million in 2012. Charitable gifts in support of the University, which in 1985 totaled $500,000, reached $7 million at June 30, 2012.

Since 1986, a variety of new programs have been established to support USI's mission. The USI Annual Fund raises unrestricted dollars to help meet the University's most pressing needs. Beginning in 2000-01, the Annual Fund has been conducted in three separate campaigns, with each of the Alumni, Corporate, and Friends Campaigns being responsible for meeting its own separate goal. In 2011-12, the USI Annual raised over $237,000.

Donor recognition events place emphasis on thanking our donors who give to various programs with The President's Associates being established to provide the highest recognition of the University's most generous donors. Those who make annual gifts of at least $1,000 or a one-time contribution of $25,000 or more are honored each fall at The President's Associates Dinner and their names are placed on the donor wall in the University Center. Separate luncheons are hosted by the USI Foundation for Presidential Scholarship and Foundation Scholarship to provide donors with the opportunity to meet their students. Members of the planned giving society Reflections meet annually to hear about the University's future directions.

The prestigious Presidential Scholarship program was established in 1988 to attract qualified Indiana valedictorians and salutatorians to USI. To date, 259 Presidential Scholars have graduated. A total of 39 Presidential Scholars are enrolled for the 2013-14 academic year. In 1994, Nick and Jo Carter gave the University its first $1 million gift, a benchmark which has helped us attract other leadership gifts. During 1993 and 1994, the Foundation spearheaded two fund drives, the first to construct the David and Betty Rice Plaza to honor USI's retiring president and first lady, and the second to refurbish and redecorate the University Home for Ray and Linda Hoops, the University's second "first family."
In 1995, the USI Foundation established *Reflections*, a planned giving society, to encourage and recognize donors who have established a deferred gift plan to benefit the University of Southern Indiana. The 195 charter members' names are starred on the *Reflections* Recognition Display in the University Center which was dedicated at the group's first annual luncheon in June 1999.

The Foundation, in cooperation with the University, conducted its first capital campaign from July 1, 1996 through December 31, 1998. *Campaign USI* exceeded its $10.5 million goal with gifts and pledges of more than $18 million, with an additional $6 million committed in deferred gifts, as of December 31, 1998.

Final figures for *Campaign USI* became available when the campaign books were closed on June 30, 2003. (For comparative purposes, the Council for Advancement and Support of Education (CASE) has determined that no gift to a capital campaign may be counted after a maximum of seven years.) Total gifts to *Campaign USI* of $17.7 million were received over the seven-year period from July 1, 1996 to June 30, 2003, with a remarkably low 1.6 percent, or $290,840, in campaign pledges being written off. Deferred gifts of $6.1 million were realized during the same period. *Campaign USI's* enormous impact -- $23.8 million - will benefit countless numbers of USI students and faculty. The real results? Education. Taken Higher.

In March 2002 the Lilly Endowment established two initiatives to help increase charitable giving among Indiana's colleges and universities. The USI Foundation provided leadership to *The Challenge for Academic Excellence* at USI to raise $1 million in board gifts and $3.5 million from alumni, parents and family members of students and alumni, and employees both past and present. Bringing in more than $5 million in gifts, the successful challenges qualified for $4 million in grants from the Lilly Endowment, which were placed in the newly-established permanent Endowment for Academic Excellence, the income from which will perpetually support USI academics where the need is greatest.

In 2003-04, the USI Foundation re-organized The President's Associates to also recognize donors who achieve significant lifetime charitable giving totals. The lifetime giving levels were named in honor of four businessmen - Jennings D. "Nick" Carter, Fred C. Newman, Joseph E. O'Daniel, and C. Wayne Worthington - who during their lifetimes made significant total gifts supporting USI as well as providing leadership benefiting both the University and the Foundation. The new lifetime giving donor recognition display, installed in the University Center in August 2004, was underwritten by Betty Worthington in honor her husband Wayne.
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Director
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Director Emeritus
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Advisory Council

Advisory Council members provide guidance to the Board of Directors. They are notified of Board meetings, and are welcome to attend. They also are invited to Board social functions. To qualify for membership on the Advisory Council, a nominee must have served on the Board of Directors for at least one full three-year term. Members are elected to the Advisory Council by a vote of the Directors. The members of the Advisory Council are:

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EXPECTATIONS OF DIRECTORS
SERVING ON THE USI FOUNDATION BOARD

1. A director should have a keen interest in education and should believe in the value of publicly-supported higher education.

2. A director should maintain an awareness of the issues affecting public higher education, and be willing to be an advocate for public higher education and for the University of Southern Indiana.

3. A director should make a commitment to attend the meetings of the board, and in advance of meetings to become familiar with materials related to discussions which will be on the agenda.

4. A director should be willing to spend time on specific working committees or to assist with special projects.

5. Because the Foundation is engaged in fund raising, a director should be willing to make an annual gift to the Foundation. Although many directors give at generous levels, the amount is not as important as the commitment to the concept of charitable giving by all directors.

6. A director should be willing to identify sources of support, both financial and otherwise, for projects of the University and the Foundation, and should be willing to ask others for their financial support and influence. Information about donors and donations is confidential and should be treated with discretion.

7. A director should be willing to assume positions of leadership on the board and in committee work from time to time.

8. A director should be willing to assist in identifying and recruiting other directors who have the ability to meet all Expectations of Directors Serving on the USI Foundation Board.

Adopted by the USI Foundation Board of Directors
May 25, 1999
ARTICLE I
Corporation

Section 1.01. Name. The name of the Corporation is the University of Southern Indiana Foundation. (Hereinafter referred to as "Corporation" or "Foundation" or "USI Foundation.")

Section 1.02. Place of Business. The principal office of this Foundation shall be in the County of Vanderburgh, State of Indiana. The Foundation may also have offices at such other places as the Board of Directors may, from time to time, appoint or the purposes of the Foundation may require.

Section 1.03. Purposes. The purposes for which the USI Foundation is organized are:

(a) To provide support for the University of Southern Indiana, its faculty and students.

(b) To promote educational, scientific, charitable, and related activities and programs exclusively for the benefit of the University of Southern Indiana.

(c) To collect and receive contributions and to disburse such funds for the purposes set forth hereinabove.

(d) To qualify as not-for-profit corporation (i) exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law, and as an organization deemed to be a public charity pursuant to Section 509(a)(1) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); and (ii) any foundation contributions to which are deductible under Sections 170(c)(2), 642(c), 2055(a)(2), 2522(a)(2), or 2522(b)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE II
Members

Section 2.01. Composition of Membership. The membership of this Foundation shall consist of those individuals who, from time to time, shall have been duly elected and qualified as voting members of the Board of Directors of this Foundation. Membership status shall be co-extensive with a member's term as Director and shall immediately expire at such time as such member shall cease to be a Director of the Foundation, for any reason.

Section 2.02. Rights of Member. The members of this Foundation shall have all rights and authorities granted to members of Indiana not-for-profit corporations, as provided by law, and as may hereinafter exist under Indiana law.
Section 2.03. Voting Rights. All voting rights given to members of Indiana not-for-profit corporations shall be vested in the members without limitation.

Section 2.04. Concurrent Meetings. All meetings of the Board of Directors of the Foundation shall be deemed to be meetings of the members of the Foundation, unless specifically designated otherwise. Whenever in these Bylaws the term “Director” or “Board of Directors” is referred to, it shall also mean and refer to “members” of the Foundation.

ARTICLE III
Meetings

Section 3.01. Regular Meetings. The Board of Directors shall hold regular meetings and shall meet not less than two (2) times each year in addition to the Annual Meeting. Notice of regular meetings shall be given at least ten (10) days in advance.

Section 3.02. Annual Meetings. The Annual Meeting of the Board shall be held in May of each year, immediately following the annual meeting of the membership, at the place where such meeting of members was held and for the purpose of organization, election of Directors and Officers of the Foundation, and consideration of any other business which may be brought before the meeting. Notice of the time and place of the Annual Meeting shall be provided to each member not less than ten (10) days before such Annual Meeting. Directors may waive notice of the Annual Meeting at any time in writing.

Section 3.03. Special Meetings. Special meetings may be called by the Chair of the Board of Directors or upon the written request of five (5) members of the Board of Directors. Notice of special meetings of the Board of Directors stating the time, place, and purposes thereof shall be provided to each member of the Board of Directors not less than ten (10) days before such meeting, but any such Director may waive notice of any special meeting at any time, in writing, and attendance by any directors at any meeting of the Board of Directors shall constitute a waiver of notice.

Section 3.04. Quorum. At any meeting of the Board of Directors of the Foundation, one-third (1/3) of the Directors shall be necessary to constitute a quorum except as otherwise may be provided by law and the act of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the full Board of Directors except as may be otherwise specifically provided by statute or by the Bylaws.

Section 3.05. Voting. At every meeting of the Board of Directors, each Director shall be entitled to one (1) vote. Upon any matter requiring a vote of the Board of Directors and upon demand of any Director, the vote upon any question shall be by ballot. All voting shall be had and all questions decided by a majority vote of the persons present provided there is a quorum. Conference telephone and/or electronic voting may be conducted for committee meetings. Voting by proxy shall not be allowed.

ARTICLE IV
Board of Directors

Section 4.01. Number of the Board of Directors. The number of Board of Directors shall be no more than sixty (60), in addition to Life Directors and Directors Emeriti. Directors shall serve without compensation.
Section 4.02. Composition of the Board of Directors.

(a) Four (4) of the voting members of the Board of Directors shall be deemed elected by virtue of their office, the President of the University, the Vice President for Finance and Administration the Provost, and one additional vice president of the University of Southern Indiana and shall serve a one (1) year term.

(b) Two (2) of the voting members of the Board of Directors shall be elected, one from the deans of the academic colleges and one from the faculty. Such Directors shall be deemed elected upon appointment by the President of the University of Southern Indiana and shall serve a one (1) year term.

(c) Three (3) of the voting members of the Board of Directors shall be elected from the membership of the University of Southern Indiana Alumni Council, which is the governing board of the USI Alumni Association. Such Directors shall be deemed elected by virtue of their offices, the President, the President Elect, and the Immediate Past President, and shall serve a one (1) year term.

(d) One (1) of the voting members of the Board of Directors shall be deemed elected by virtue of his/her office, the Chair of the Historic New Harmony Advisory Board, or designee, and shall serve a one (1) year term.

(e) Three (3) Directors shall be elected from the membership of the Board of Trustees of the University of Southern Indiana. Such Directors shall be deemed elected upon appointment by the Chair of the Board of Trustees of the University of Southern Indiana and shall serve a one (1) year term.

(f) The remaining Directors shall be elected for terms of three (3) years, or until their successors are elected. All three (3) year Directors shall be divided into three (3) annual classes of approximate equal class size, and the terms of the members of one such annual class shall expire on June 30th of each year. The Directors are eligible for re-election as recommended by the Nominating Committee.

(g) Terms of office of all Directors shall begin on July 1st, following election.

Section 4.03. Vacancy. Whenever any vacancy shall occur among the Directors by reason of death, resignation, or otherwise, the same shall be filled at any meeting by the Board of Directors. Any person so elected shall serve for the remainder of the unexpired term.

Section 4.04. Powers. The Board of Directors shall manage and govern the business and affairs of the USI Foundation, and in connection therewith, the Board may exercise all of the powers granted the USI Foundation under its Articles of Incorporation.

Section 4.05. Life Directors. The Board of Directors may designate and elect, at any meeting of the Board of Directors, any person as a Life Director of the Board of Directors of this Foundation whom the Directors deem worthy of such membership by reason of such person's past service to this Foundation or the University of Southern Indiana. Life Directors shall be entitled to attend all meetings of the Foundation and shall have the full and equal power and right to vote on all matters of business at such meetings may serve as a member of any committee of the Board, but may not hold office.
Section 4.06. Directors Emeriti. A Director Emeritus or Director Emerita is that person deemed worthy of such designation by reason of their distinguished service to the USI Foundation or the University of Southern Indiana, and shall be designated and elected Director Emeritus or Director Emerita by the Board of Directors. A Director Emeritus or Director Emerita shall be entitled to attend all meetings of the Board, may serve as a member of any committee of the Board, but may not vote or hold office.

Section 4.07. Advisory Council. Advisory Council members provide guidance to the Board of Directors. They are notified of Board meetings, and are welcome to attend. They also are invited to Board social functions. To qualify for membership on the Advisory Council, a nominee must have served on the Board of Directors for a least one full three-year term. Members are elected to the Advisory Council by a vote of the Directors. Advisory Council members may not vote or hold office, but may serve in advisory roles on the fund development committees.

ARTICLE V
Officers

Section 5.01. Number and Qualifications. The Officers of the USI Foundation shall be Chair, Chair Elect, Vice Chair for Planning, Vice Chair for Development, Vice Chair for Alumni, Secretary, Treasurer, Assistant Treasurer, Administrative Advisors and President.

The offices of Chair, Chair Elect, Vice Chair for Planning, Vice Chair for Development, Secretary, and Treasurer shall be chosen from among the Directors of the Foundation. The President of the Alumni Council shall serve as Vice Chair for Alumni. The President of the University of Southern Indiana and a vice president shall serve as Administrative Advisors. The Vice President for Finance and Administration shall serve as Assistant Treasurer. The Director of Development shall serve as President.

Additional assistant Officers may be appointed by the Board, which shall define their powers and duties.

Section 5.02. Election and Term. The Officers shall be elected at the Annual Meeting of the Board of Directors for a single term of two (2) years or until their successors shall have been elected and qualified. An Officer may serve no more than two (2) consecutive terms in any one office. Former Officers may be re-elected to the office after sitting out at least one term. The offices of Chair, Chair Elect and Secretary shall be elected in the even-numbered years, and the Vice Chair for Development, Vice Chair for Planning, and Treasurer shall be elected in the odd-numbered years. Officers shall assume office on July 1 following their election.

Section 5.03. Vacancy. Whenever any vacancy shall occur in any of the offices of the Foundation Board by reason of death, resignation, or otherwise, the same shall be filled by the Board of Directors, and any Officer so elected shall hold office until the next Annual Meeting of the Board of Directors, and until his/her successor shall be duly elected and qualified.

Section 5.04. Duties. The duties of the Officers of the Foundation shall include:

(a) Chair. The Chair shall be the Chief Executive Officer of the Foundation, shall preside at all meetings of the Board of Directors, and shall have such other authority and duties as the Board of Directors may provide.
Chair Elect. The Chair Elect shall have such duties and authority as the Board of Directors may provide. The Chair Elect shall assume the duties of the Chair in the absence of the Chair.

Vice Chair for Planning. The Vice Chair for Planning shall be responsible for directing the Foundation's long-range planning, and shall have such other duties and authority as the Board of Directors may provide.

Vice Chair for Development. The Vice Chair for Development shall be responsible for coordinating the Foundation's fund-raising activities, and shall have such other duties and authority as the Board of Directors may provide.

Vice Chair for Alumni. The Vice Chair for Alumni shall be responsible for serving as the chief liaison between the Board and the Alumni Association.

Secretary. The Secretary shall be responsible for recording and preserving the minutes of all meetings of the Board.

Treasurer. The Treasurer shall be responsible for supervising the fiscal affairs of the Foundation, shall make periodic reports to the Board, shall chair the Finance Committee, and shall have such other duties and authority as the Board of Directors may provide.

Assistant Treasurer. The Assistant Treasurer shall perform the duties of the Treasurer at the request or in the absence of the Treasurer.

Administrative Advisor. The Administrative Advisors shall serve in an advisory capacity by virtue of their offices of the University of Southern Indiana.

President. The President shall be the Chief Operating Officer of the Foundation.

ARTICLE VI
Committees

Section 6.01. Executive Committee. There shall be an Executive Committee composed of the Officers, Immediate Past Chair, Nominating Committee Chair, Audit Committee Chair, Annual Fund Alumni Campaign Chair, Annual Fund Corporate Campaign Chair, and Annual Fund Friends Campaign Chair appointed by the Chair of the Board of Directors, which shall have the powers of the Board of Directors between meetings. Any action of the Executive Committee shall be reported to the Board at its next meeting.

Section 6.02. Standing Committees.

(a) Nominating Committee. There shall be a Nominating Committee composed of five (5) Directors appointed by the Chair of the Board of Directors, whose function shall include preparing slates of candidates for the various elective positions of the Foundation.

(b) Finance Committee. There shall be a Finance Committee composed of the Treasurer, the Assistant Treasurer, and at least four (4) other Directors appointed by the Chair of the Board of Directors, whose function shall include advising the Treasurer and the Board in
regard to investments and general fiscal policy of the Foundation. Directors’ appointments to the Finance Committee shall be made in such a manner that their terms are staggered, with each serving a three (3) year term.

(c) Audit Committee. There shall be an Audit Committee composed of at least (3) Directors appointed by the Chair of the Board of Directors, whose function shall include assisting the Board in its oversight of the integrity of the Foundation’s financial statements and the Foundation’s compliance with legal and regulatory requirements, including Conflicts of Interest disclosures of the Board of Directors. It shall also have direct responsibility for the appointment and dismissal, compensation, and oversight of qualifications, independence, and performance of the Foundation’s independent auditor and internal auditor.

Section 6.03. Special Committees. There may be any number of special committees representing activities of the Foundation. They shall be created or dissolved as the need indicates by the Chair of the Board of Directors, which shall designate their functions and term. Chairs of Special Committees shall be appointed by the Chair of the Board of Directors, and shall be responsible for reporting the plans and progress of the committees to the Board.

ARTICLE VII
Fiscal Policies

Section 7.01. Fiscal Year. The fiscal year of the Foundation shall begin on the 1st day of July of each year and end upon the 30th day of June of the next year.

Section 7.02. Contracts and Instruments Generally. Contracts and other instruments (not including routine instruments) to be executed by the Foundation shall be signed, unless otherwise required by law, by either the Chair of the Board of Directors, Chair Elect or a Vice Chair, in conjunction with the Secretary. The Board Chair, or the President in the Chair's absence, or the Assistant Treasurer, or the Foundation Fiscal Officer in the Assistant Treasurer's absence, signing alone, is authorized and empowered to execute in the name of this Foundation all routine instruments arising in the day-to-day operations of the business of this Foundation. The Executive Committee may authorize any other officer of the Foundation to sign any contract or other instrument.

Section 7.03. Notes, Checks and the Like. All notes, drafts, acceptances, checks, endorsements, and all evidences of indebtedness of the Foundation shall be signed by such person or persons and in such manner as the Board of Directors may from time to time determine.

Section 7.04. Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the Finance Committee may select. These financial institutions shall be properly insured by government bonding agencies.

Section 7.05. Management of Funds. The Foundation adopts and incorporates by reference I.C. Section 30-2-12 et seq., The Uniform Management of Institutional Funds of Colleges and Universities, as it may be amended from time to time, including the Uniform Prudent Management of Institutional Funds Act.
ARTICLE VIII
Liability and Indemnification

Section 8.01. Liability of Directors and Officers. No person shall be liable to the Foundation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Director or Officer of the Foundation in good faith, if such person:

(a) Exercised and used the same degree of care and skill which an ordinarily prudent person in a like position would exercise under similar circumstances; or

(b) Took or failed to take any action in reliance upon advice of counsel for the Foundation or upon statements made or information furnished by Officers or Foundation staff which he had reasonable grounds to believe to be true.

The foregoing shall not be exclusive of other rights and defenses to which he may be entitled as a matter of law.

Section 8.02. Indemnity of Officers and Directors. The Foundation shall indemnify any individual made a party to any proceeding, including any threatened, pending or completed action, suit or proceeding; whether civil, criminal, administrative or investigative, and whether formal or informal; and any appeal therein, by reason of the fact that he, his testator or intestate, is or was a Director or Officer of the Foundation, or of any Foundation which he served as such at the request of the Foundation, against liability incurred in any such proceeding and against the reasonable expenses, including attorney's fees actually and reasonably incurred by him in connection with such proceeding, or in connection with any appeal therein, if the conduct of such Director or Officer was in good faith and such individual reasonably believed: (a) in the case of conduct in the individual's official capacity with the Foundation, that the individual's conduct was in the Foundation's best interest; and (b) in all other cases, that the individual's conduct was at least not opposed to the Foundation's best interests; and (c) in the case of any criminal proceeding, that the individual either had reasonable cause to believe the individual's conduct was lawful or had no reasonable cause to believe the individual's conduct was unlawful. The Foundation also shall indemnify any such Director or Officer for the reasonable costs of settlement of any such proceeding, if the same standards for indemnification as set forth above are satisfied.

Section 8.03. Indemnification before final disposition. The Foundation may pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a party to a proceeding in advance of final disposition of the proceeding if:

(a) The Director or Officer furnishes the Foundation a written affirmation of the Director's or Officer's good faith belief that such Director or Officer has met the standard of conduct described in Section 8.02 of these Bylaws;

(b) The Director or Officer furnishes the Foundation a written undertaking, executed personally or on the Director's or Officer's behalf, to repay the advance if it is ultimately determined that the Director or Officer did not meet such standard of conduct; and

(c) A determination is made that the facts then known to those making the determination would not preclude indemnification under Section 8.02 of these Bylaws.
Section 8.04. Determination of Right to Indemnification. The Foundation may not indemnify a Director or Officer under Section 8.02 or Section 8.03 of these Bylaws unless authorized in specific case after a determination has been made that indemnification of the Director or Officer is permissible in the circumstances because the Director or Officer has met the standard of conduct set forth in Section 8.02 or Section 8.03 of these Bylaws. Such determination shall be made by any one of the following procedures:

(a) By the Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the proceeding;

(b) If a quorum cannot be obtained under subparagraph (a) hereinabove, by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate), consisting solely of two (2) or more Directors not at the time parties to the proceeding;

(c) By special legal counsel either selected by the Board of Directors or its committee in the manner prescribed in subparagraphs (a) or (b), with, or, if a quorum of the Board of Directors cannot be obtained under subparagraph (a) and a committee cannot be designated under subparagraph (b), special legal counsel shall be selected by majority vote of the full Board of Directors (in which selection Directors who are parties may participate.)

Section 8.05. Authorization of Indemnification and Evaluation of Expenses. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under Section 8.04 to select counsel.

ARTICLE IX
Conflicts of Interest

Section 9.01. Conflicts of Interest. Any duality of interest or possible conflicts of interest on the part of any member of the Board of Directors or Officers of the Foundation shall be fully disclosed to the Audit Committee of the Board and made a matter of record, through an annual procedure.

Section 9.02. Definition. Conflicts of interest arise when an Officer or Director of the Foundation knowingly or intentionally has a pecuniary interest in or derives a profit from any Foundation or University of Southern Indiana contract or purchase. Such an interest includes not only the Officer or Director, but his/her spouse and/or dependent.

Section 9.03. Administration. The Board of Directors shall adopt conflicts of interest policy and disclosure statement, which shall be administered by the Audit Committee of the Foundation, and compliance shall be a condition of membership on the Board of Directors or as an Officer of the Foundation.

Section 9.04. Abstention from Voting. Any member of the Board of Directors having a conflict of interest or a possible conflict of interest on any matter shall not vote or use their personal influence on the matter. Where such occasion arises, the minutes of the meeting shall reflect that a disclosure was made and the Director abstained from voting.

Section 9.05. New Board Members Advisement of Policy. All new members of the Board shall be advised of this policy upon entering on the duties of his/her office.
ARTICLE X
Miscellaneous

Section 10.01. Corporate Seal. The seal of the Foundation shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper. About the upper periphery of the seal shall appear the words "University of Southern Indiana Foundation" and about the lower periphery thereof, the word "Indiana." In the center of the seal shall appear the words "Corporate Seal."

Section 10.02. Amendment to Bylaws. Subject to law and the Amended Articles of Incorporation, the power to make, alter, amend, or repeal all or any part of this Code of Bylaws is vested in the Board of Directors. The affirmative vote of a majority of all the members of the Board of Directors shall be necessary to effect any such material change in this Code of Bylaws. No amendment of material changes to the Bylaws shall be acted upon by the Board of Directors, unless the exact text of such amendment shall have been provided to each member of the Board of Directors at least five (5) days prior to the meeting at which such amendment is to be acted upon. Changes not considered material such as grammatical changes, document formatting changes, title changes, and other changes relating to the presentation of the Code of Bylaws do not require a vote of the Board, but will be reported to the Board at its next meeting.

Section 10.03. Parliamentary Procedure. Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or by specific rules of procedure adopted by the USI Foundation.
Statement of Values and Code of Ethics
University of Southern Indiana Foundation

Introduction

As a matter of fundamental principle, the University of Southern Indiana Foundation (USI Foundation or Foundation) as part of the nonprofit and philanthropic community adheres to the highest ethical standards because it is the right thing to do. As a matter of pragmatic self-interest, the USI Foundation does so because public trust in our performance is the bedrock of our legitimacy. Donors and volunteers support the USI Foundation because they trust us to carry out our mission, to be a good steward of their resources, and to uphold rigorous standards of conduct.

The USI Foundation must earn this trust every day and in every possible way. But the USI Foundation is, at base, people, and it is up to the Board Members, as well as Foundation and University of Southern Indiana (University) leaders, staff, and volunteers to demonstrate their ongoing commitment to the core values of integrity, honesty, fairness, openness, respect, kindness, and responsibility.

Adherence to the law is the minimum standard of expected behavior. The USI Foundation has chosen to voluntarily comply rather than simply obeying the law. We must embrace the spirit of the law, often going beyond legal requirements. Transparency, openness, and responsiveness to public concerns are integral to the USI Foundation.

Statement of Values

Any code of ethics is built on a foundation of widely shared values. The values of the USI Foundation include:

- Commitment to the public good;
- Accountability to the public;
- Commitment beyond the law;
- Respect for the worth and dignity of individuals;
- Inclusiveness and social justice;
- Respect for pluralism and diversity
- Transparency, integrity, kindness, and honesty;
- Responsible stewardship of resources; and,
- Commitment to excellence and to maintaining the public trust.

These values lead directly to the Code of Ethics for the USI Foundation that follows. The values inform and guide the actions that the USI Foundation takes in developing its policies and informing its practices.

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1 Much of the spirit and language of this document is taken from the INDEPENDENT SECTOR and from the Obedience to the Unenforceable, first published by INDEPENDENT SECTOR in 1991 and re-released in 2002. Other helpful sources include the CASE Statement of Ethics, the Code of Ethics for Museums by the American Association of Museums, the Code of Ethics of the Charles Stewart Mott Foundation, the Code of Ethics of the United Way of America, and the work of the Institute for Global Ethics. For a comprehensive listing of codes and standards for nonprofit and philanthropic organizations, see the INDEPENDENT SECTOR website at http://www.IndependentSector.org/issues/accountability/standards.html.
Code of Ethics

I. Personal and Professional Integrity

The USI Foundation has a special duty to exemplify the best qualities of the University of Southern Indiana and to observe the highest standards of personal and professional conduct. The USI Foundation promotes a working environment that values kindness, integrity, fairness, and respect without regard to race, color, sex, sexual orientation, marital status, creed, ethnic or national identity, handicap or age. All members of the University’s Development staff, and Foundation Accounting staff, Foundation Board members, and volunteers of the USI Foundation will:

- Act with kindness, honesty, integrity, and openness in all their dealings as representatives of the USI Foundation;
- Not maintain any vested interest in a professionally related activity that could result in personal gain without prior full disclosure and approval;
- Uphold the professional reputation of other colleagues and give credit for ideas, words, or images originated by others; and
- Observe these standards and others that apply to their professions and actively encourage colleagues to join them in supporting the highest standards of conduct.

II. Mission

To attract, acquire, and manage donors’ charitable gifts to support and sustain the goals of the University of Southern Indiana.

The above mission statement was approved on May 18, 2000 by the USI Foundation Board of Directors, in pursuit of the public good. All of the USI Foundation’s programs support this mission and all who work on behalf of the USI Foundation are encouraged to be loyal to this mission and purpose.

III. Governance

The USI Foundation Board of Directors is responsible for supporting the mission and strategic direction of the USI Foundation. This includes oversight of the finances, operations, and policies of the USI Foundation. The Board of Directors will:

- Ensure that its members have the requisite skills and experience to carry out their duties and that all members understand and fulfill their governance duties acting for the benefit of the USI Foundation and the University of Southern Indiana;
- Have a conflict of interest policy that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal, or other means;
- Ensure that the President of the USI Foundation and appropriate personnel provide the Board of Directors with timely and comprehensive information so that the Board of Directors can effectively carry out its duties;
- Ensure that the USI Foundation conducts all transactions and dealings with integrity and honesty;
- Ensure that the USI Foundation promotes working relationships with Board members, volunteers, and program beneficiaries based on mutual respect, fairness, and openness;
- Ensure that policies of the USI Foundation are in writing, clearly articulated, and officially adopted;
- Ensure that the resources of the USI Foundation are responsibly and prudently managed; and
- Ensure that the USI Foundation has the capacity to carry out its programs effectively.

IV. Legal Compliance

The USI Foundation, its staff, Board members, and volunteers are knowledgeable of and comply with all laws, regulations, and applicable international conventions.

V. Responsible Stewardship

The USI Foundation, its staff, Board members, and volunteers manage its funds responsibly and prudently. This includes the following considerations:

- It spends a reasonable percentage of its annual budget on programs in pursuance of its mission;
- It spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management;
- It has reasonable fundraising costs, recognizing the variety of factors that affect fundraising costs;
- It prudently draws from endowment funds consistent with donor intent and to support the public purpose of the USI Foundation;
- It ensures that all spending practices and policies are fair, reasonable, and appropriate to fulfill the mission of the USI Foundation; and
- It ensures that all financial reports are factually accurate and complete in all material respects.

VI. Openness and Disclosure

The USI Foundation, its staff, Board members, and volunteers provide comprehensive and timely information to the public, the media, and all stakeholders and is responsive in a timely manner to requests for information. All information about the USI Foundation will fully and honestly reflect the policies and practices of the USI Foundation. Basic informational data about the USI Foundation, such as the Form 990, reviews and compilations, and audited financial statements are readily available to the public. All solicitation materials accurately represent the USI Foundation’s policies and practices and will reflect the dignity of program beneficiaries. All financial, organizational, and program reports will be complete and accurate in all material respects.

VII. Program Evaluation

The USI Foundation, its staff, Board members, and volunteers regularly review program effectiveness and have mechanisms to incorporate lessons learned into future programs. The USI Foundation is committed to improving program and organizational effectiveness and develops mechanisms to promote learning from its activities and the field. The USI Foundation is responsive to changes in all areas of fund development and is responsive to the needs of its donors.
VIII. Inclusiveness and Diversity

The USI Foundation, its staff, Board members, and volunteers have a policy of promoting inclusiveness, and reflect diversity in order to enrich its programmatic effectiveness. The USI Foundation takes meaningful steps to promote inclusiveness in its board recruitment and constituencies served.

IX. Fundraising

The USI Foundation, its staff, Board members, and volunteers are truthful in solicitation materials. The USI Foundation respects the privacy concerns of individual donors and expends funds consistent with donor intent. The USI Foundation discloses important and relevant information to potential donors.

In raising funds from the public, the USI Foundation respects the following rights of donors:

- To be informed of the mission of the USI Foundation, the way the resources will be used and their capacity to use donations effectively for their intended purposes;
- To be informed of the identity of those serving on the USI Foundation Board of Directors and to expect the Board to exercise prudent judgment in its stewardship responsibilities;
- To have access to the USI Foundation’s most recent financial reports;
- To be assured their gifts will be used for the purposes for which they were given;
- To receive appropriate acknowledgement and recognition;
- To be assured that information about their donations is handled with respect and with confidentiality to the extent provided by the law;
- To expect that all relationships with individuals representing the organizations of interest to the donor will be professional in nature;
- To be informed whether those seeking donations are volunteers or employees of the University of Southern Indiana Development office;
- To have the opportunity for their names to be deleted from mailing lists; and
- To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

Approved 10/11/11
Fraud Policy Statement
University of Southern Indiana Foundation

Premise

The University of Southern Indiana Foundation (USI Foundation or Foundation) is committed to the highest standards of moral, legal, and ethical behavior. These standards are outlined in the Code of Ethics found on the USI Foundation website at www.usi.edu/foundation. All members of the USI Foundation, its staff, Board members, and volunteers have a responsibility for the stewardship of the University of Southern Indiana (University or USI) and USI Foundation resources. Internal controls and operating procedures are intended to protect assets and interests by detecting or preventing improper activities. However, there are no absolute safeguards against willful violations of laws, regulations, policies or procedures.

Policy Statement

The USI Foundation will investigate possible fraudulent or dishonest use or misuse of University or Foundation resources or property by the USI Foundation staff, Board members, and volunteers. Anyone found to have committed fraud relevant to University or Foundation assets is subject to disciplinary action, up to and including termination or expulsion, and investigation by external criminal justice authorities when warranted.

The USI Foundation Board of Directors is responsible for the administration, interpretation, and application of this policy.

Definitions

Fraud, Fraudulent Act, or Misconduct: A deliberate act (or failure to act) with the intention of obtaining an unauthorized benefit, either for oneself or for the institution, by using deception or false suggestions or suppression of truth or other unethical means, which are believed and relied upon by others. Depriving another person or the institution of a benefit to which he or she is entitled by using any of the means described above also constitutes fraud. Examples of fraudulent acts include, but are not limited to, the following:

- Embezzlement
- Forgery or alteration of documents
- Unauthorized alteration or manipulation of computer files
- Fraudulent financial reporting
- Misappropriation or misuse of University or Foundation resources (e.g., funds, supplies, equipment, facilities, services, inventory, or other assets)
- Authorization or receipt of payment for goods not received or services not performed
- Authorization or receipt of unearned wages or benefits
- Conflict of interest, ethics violations

NOTE: The USI Foundation will not rely on a determination by a criminal justice authority to criminally prosecute as the basis for determining if an act is fraudulent. The presence of the elements named in the definition will determine if the act is fraudulent for internal disciplinary purposes.
Whistleblower: A person or entity making a protected disclosure is commonly referred to as a whistleblower. Whistleblowers may be staff, Board members, volunteers, students, vendors, contractors, or the general public. The whistleblower reports suspected fraudulent behavior. The whistleblower does not investigate the facts or determine the corrective or remedial action that may be warranted. The USI Foundation is responsible for maintaining a system of internal controls which prevent, detect, or deter fraudulent or dishonest conduct. Each member of the USI Foundation staff is expected to recognize risks and exposures inherent within his or her area of responsibility and to be alert for any indication of irregularity. USI Foundation staff should contact the Audit Committee as soon as fraud is detected or suspected. Staff members who know or suspect that other staff members are engaged in a fraudulent act have a responsibility to report such activity to their supervisor or appropriate administrator. However, in the interest of confidentiality or if the staff member is uncomfortable reporting to his supervisor or administrator, the staff member may notify the Audit Committee directly by one of the methods described under Reporting a Fraud. Any staff member who is aware of a fraud and does not immediately report it will be subject to disciplinary actions. Staff members who report suspected fraudulent activity will be protected from reprisal or retaliatory action as stated in the Whistleblower Protection provisions. Whistleblowers should not confront the individual under suspicion or initiate investigations on their own. Such action may compromise any ensuing investigation and violate the individual’s constitutional rights.

IMPORTANT: All claims of fraudulent activities must be made in good faith. Baseless allegations, made with disregard for truth or accuracy, or frivolous complaints will not be tolerated. People making such allegations may be subject to institutional disciplinary action and/or legal actions by the individuals accused of fraudulent conduct. The Audit Committee will coordinate the investigation and resolution of reported fraudulent activities with appropriate USI departments (e.g., Security, Human Resources, Risk Management and Safety) and external law enforcement officials/agencies as appropriate and in accordance with the following guidelines:

- All investigations will be conducted in the strictest confidence.
- If an investigation reveals theft/fraud, charges will be filed with the appropriate criminal justice authority.
- Restitution, including costs associated with the investigation, may be required from the accused.
- Human Resources will determine the extent to which disciplinary action, in accordance with personnel policies and procedures, will be imposed.

**Reporting a Fraud**

Any person may report allegations of suspected improper activities by one of the following methods:

1. Report directly to one’s supervisor or appropriate administrator, either orally or in writing. The supervisor or administrator must contact the Audit Committee as soon as a suspected fraud is reported.

2. File a written report addressed to Chair of Audit Committee, Attn: Tim Bryan ’90 M’07, 1505 Westwood Hills Dr., Evansville, IN 47720-3323.

3. File a written report via e-mail to tgbryan@usi.edu.
The identity of the individual conveying information will remain confidential to the extent possible within the legitimate needs of the law and the investigation. A whistleblower may remain anonymous. Because investigators are unable to interview anonymous whistleblowers, it may be difficult to evaluate the credibility of the allegations. Therefore, it is critical that anonymous whistleblowers provide detailed information and sufficient corroborating evidence to justify their claims that a fraudulent act has occurred. Unspecified or broad allegations of wrongdoing cannot be investigated.

**Whistleblower Protection**

The USI Foundation cannot guarantee confidentiality, but generally, the whistleblower’s identity will not be disclosed unless (1) the person agrees to be identified; or (2) identification is required by legal proceedings. For having made a report of fraud or misconduct, the whistleblower may not be dismissed from employment or expelled from school; have salary increases or employment related benefits withheld; be transferred or reassigned; be denied a promotion or grade the employee or student otherwise would have received; or be demoted, penalized, or threatened in any way. Whistleblowers who believe they have been retaliated against may file a written complaint with the Chair of the Audit Committee. A proven complaint of retaliation shall result in disciplinary action, up to and including dismissal, against the retaliating person.

USI Foundation staff members have whistleblower protection under Indiana Code 5-11-5.5-8.

Nothing in this policy shall be construed in such a way as to conflict with the provisions and protection of the Indiana Code, which can be reviewed online at [http://www.in.gov/legislative/ic/code/title5/ar11/ch5.5.html](http://www.in.gov/legislative/ic/code/title5/ar11/ch5.5.html).

Approved 10/11/11
Which of the following classifications best represents the alleged fraud?

- Embezzlement, misuse of funds or assets
- Mismanagement, waste
- Environmental violations
- Kickbacks, bribes, extortion
- False statements, certifications, etc
- Conflicts of interest, ethics violation

Please state the name of the individual(s):  
____________________________________________________________________________________  
____________________________________________________________________________________

Check the relationship of the individual(s) to the USI Foundation:

- Board Member
- Volunteer
- Staff
- Other: ________________________________

Has the fraud been reported to any other person or department?  

- Yes
- No

If yes, then to whom and when?  

Provide details concerning the fraud. Attach additional pages if necessary.

How do you wish to be identified?  

- Anonymous
- Confidential
- No Restriction

Contact information:

*First Name: ________________________  *Last Name: ________________________
*Work Address:  _____________________________________________________________________
*Work Phone: ________________  *Mobile Phone: ________________  *Email __________________

*Not required of those who wish to remain anonymous.

Mail this form to:

Audit Committee Chair  
Attn: Mr. Tim Bryan ’90 M’07  
1505 Westwood Hills Dr.  
Evansville, IN 47720-33238  
812/499-5737
The USI Foundation receives staff assistance and guidance from the University's Office of Development. The Foundation's president and chief operating officer also serves as the University's director of Development.

The USI Foundation Office is located on Clarke Lane, just west of Schutte Road on the USI campus.
The University of Southern Indiana is governed by a nine-member Board of Trustees appointed by the Governor of the State of Indiana. The Trustees and the 2013/14 officers of the Board are:

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Evansville

Jeffrey L. Knight ................................................................. Vice Chair
Chair, Long-Range Planning Committee
Evansville

W. Harold Calloway. ............................................................ Vice Chair
Chair, Finance/Audit Committee
Evansville

Ira G. Boots. .................................................................. Member
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John M. Dunn .................................................................. Member
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