

# **BOARD OF TRUSTEES**

## **UNIVERSITY OF THE VIRGIN ISLANDS**

Resolution approving amendments to the Bylaws of the Foundation of the University of the Virgin Islands and changing one of the Permanent Directors on the Board of Directors of the Foundation for the University of the Virgin Islands

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**WHEREAS**, pursuant to Article III, Section 3, sub-section a, of the Bylaws of the Foundation of the University of the Virgin Islands (“FUVI”), the Vice President for Institutional Advancement (“IA”) of the University of the Virgin Islands (“the University”) is one of three persons who were selected by the Board of Trustees of the University, from among incumbent members of the Board of Trustees and officers of the University, to serve as Permanent Directors on the Board of Director of FUVI; and

**WHEREAS**, pursuant to Article V, Section 1, the Vice President for IA is the Executive Director and chief executive officer the Foundation and is the custodian of records of the Foundation, and the Vice President for IA and the staff of the Office of IA provide administrative and clerical support to FUVI; and

**WHEREAS**, the Vice President for IA and the staff of the Office of Institutional Advancement also provide administrative and clerical support to Virgin Islands Academic and Cultural Endowment (“VIACAE”); and

**WHEREAS**, the Vice President for IA has recommended that her office, and the staff thereof, be relieved of those responsibilities in order to devote additional time to fundraising for the University and its upcoming capital campaign; and

**WHEREAS**, the President of the University has accepted that recommendation and plans to assign the responsibilities of the Vice President for IA and the Office of IA for services to the Foundation instead to the Office of the President, specifically the Special Assistant to the President, and to assign the responsibilities of the Office of IA for services to the VIACAE instead to the Office of the Provost; and

**WHEREAS**, the reassignment of the above mentioned responsibilities of the Vice President for IA and the Office of IA for services to the Foundation requires an amendment to the bylaws of FUVI; and

**WHEREAS**, on May 17, 2011, the Board of Directors of FUVI (“the FUVI Board”) approved amendments to its bylaws to authorize this reassignment of responsibilities; and

**WHEREAS**, pursuant Article XI of those bylaws, “The final approval of any amendments to [the] Bylaws shall reside with the Board of Trustees of the University of the Virgin Islands, who shall accept or reject the proposed changes to the Bylaws of the Foundation in whole or in part.”

**Now therefore, be it resolved by the Board of Trustees of the University:**

- A. The above referenced amendments of the Bylaws of FUVI, which were approved by the Board of Directors of FUVI on May 17, 2011, a copy of which is incorporate into this resolution as "Exhibit A", are hereby approved by the Board of Trustees of the University.
- B. The Special Assistant to the President of the University, the position currently held by Dr. Haldane Davies, is hereby selected as a Permanent Director on the Board of Directors of FUVI, replacing the Vice President for IA. Such selection is subject to the amendment of Article III, Section 3(a) by the FUVI Board to allow for the appointment of a member of the President's cabinet as a Permanent Director.
- C. Contingent on the amendment by the FUVI Board of further amendments to Article III, Section 3(a), the Board of Trustees of the University hereby approves the following amendment:

There shall at all times be three permanent Directors of the Foundation who are selected by the Board of Trustees of the University from among the incumbent members of such Board of Trustees, the officers of the University, as defined in the Bylaws of the University (as may be amended from time to time), and the President's cabinet, membership in which is determined by the President, and they shall serve as the Permanent Directors of the Foundation only so long as they are Trustees of the University, officers of the University, or members of the President's cabinet, or until their replacements are selected by the Board of Trustees of the University.

- D. The President of the University is authorized to take such actions as are necessary and proper to implement this resolution.

**CERTIFICATION**

The Undersigned does hereby certify that the foregoing is a true and exact copy of a resolution of the Board of Trustees of the University of the Virgin Islands adopted at its meeting on Saturday, June 11, 2011 as recorded in the minutes of said meeting.



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Secretary of the Board

June 11, 2011

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Date