The Office of Institutional Advancement

Georgia Perimeter College Foundation

bylaws, policies & procedures

The Office of Institutional Advancement

University System of Georgia/AA/EOE

Two Years That Will Change Your Life
GOVERNANCE

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#### SCHOLARSHIPS AND GRANTS
MISSION OF GEORGIA PERIMETER COLLEGE FOUNDATION, INC.

The Georgia Perimeter College Foundation is a volunteer group entrusted with the oversight for private fund raising to benefit Georgia Perimeter College. The Foundation provides volunteer leadership to the college’s development and fund raising programs. In addition, the board monitors the administration of the assets of the Foundation, resulting in a broadening of opportunities for learning by students and a continued investment in faculty and staff.

BOARD GUIDELINES

The Foundation Board has the primary focus of policy formation, fundraising, and oversight of the restricted and unrestricted funds.

The Board will:

• attract funding resources to ensure the financial viability of the Foundation;
• participate in prospect cultivation and donor solicitation;
• maintain oversight of the distribution of the Foundation assets;
• evaluate the results and progress of all fund raising regularly;
• operate within the strategic plan, that includes adherence to the goals, objectives and outcomes;
• represent the Foundation to the community and the college constituency;
• receive updates about the college, pertinent to the Foundation;
• maintain active committees where the work of the Foundation channeled;
• operate in accordance with the stated Bylaws of the Board, the College and the State of Georgia.

BOARD MEMBER GUIDELINES

Membership on the Board of Trustees of the Georgia Perimeter College Foundation requires those board members:

• know the mission and purposes of Georgia Perimeter College;
• make a financial gift to the Foundation;
• help raise funds to ensure adequate financial resources;
• build a list of donor suspects and prospects for cultivation and possible solicitation;
• be willing to actively cultivate and solicit major donors;
• interpret the College’s mission to perspective donors;
• support the President’s vision for the College;
• assess Board performance on a regular basis;
• build a partnership, based on trust, with other Board members and the staff;
• accept an assignment to one committee of the Board;
• attend four Board meetings per year;
• have a good record of attendance;
• participate in an annual retreat.
BYLAWS OF GEORGIA PERIMETER COLLEGE FOUNDATION, INC.

ARTICLE I. NAME
The name of the corporation is Georgia Perimeter College Foundation, Inc.

ARTICLE II. MISSION
The Georgia Perimeter College Foundation is a volunteer group entrusted with the oversight for private fund raising to benefit Georgia Perimeter College. The Foundation provides volunteer leadership to the college’s development and fund raising programs. In addition, the Board of Trustees monitors the administration of the assets of the Foundation, resulting in a broadening of opportunities for learning by students and a continued investment in faculty and staff.

ARTICLE III. REGISTERED OFFICE
The registered office of the corporation shall be at such places within the State of Georgia as the Board of Trustees may from time to time determine and the business of the corporation may require.

ARTICLE IV. FISCAL YEAR
The fiscal year of the corporation shall be from January 1st to December 31st.

ARTICLE V. MEMBERSHIP
Board of Trustees. A Board of Trustees shall manage the business and affairs of the Foundation and may exercise all powers of the Foundation, subject to any restrictions imposed by law, by the Articles of Incorporation or by these by-laws as may be from time to time amended.

Term of Office. The Board of Trustees shall be composed of up to 32 Members. The Board of Trustees will also be composed of four ex-officio members who shall be the individuals who then hold the following offices at Georgia Perimeter College:
(a) Chief Advancement Officer;
(b) Director of Institutional Advancement;
(c) President of the Alumni Association; and
(d) A student currently enrolled in the College to be chosen by the Director of Institutional Advancement in consultation with the Deans of Student Services as a one-year appointment. (optional).

A trustee shall be elected for a term that will commence on January 1st of a given year and will end on December 31st four years hence. At the mutual agreement of the trustee, trusteeship committee, and Director of Institutional Advancement, each four year term can be renewed for an additional four year term. The Board of Trustees may fill a vacancy in any class by electing an individual to serve a term that will commence immediately upon election and end on December 31st of the year stated in the election resolution. Members of the Board of Trustees shall be at least 18 years of age and may reside within or without the State of Georgia at the time of their election.

ARTICLE VI. MEETINGS OF THE BOARD OF TRUSTEES
Meeting Schedule. The Board of Trustees shall meet at least four times in each fiscal year (January, April, July, October) at any place within or without the State of Georgia. In addition, an annual retreat will be held each August. The annual retreat shall be held for the purpose of goal setting, strategic planning, and education.

Notice. Notice of the time and place of the annual retreat shall be given to each member of the Board of Trustees at least ten days before the meeting. The Board of Trustees may, by resolution, provide for the time and place of other regular meetings.
Special Meeting. Special meetings of the Board of Trustees may be called by the Chair or by any three Trustees, and notice of the time and place of such meeting shall be given to each member of the Board of Trustees at least five days before the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Trustees need be stated in the notice or waiver of notice of such meeting.

Quorum. At all meetings of the Board of Trustees, one-third (1/3) of the current number of the Board of Trustees shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the voting members present at any meeting at which there is a quorum shall be the act of the Board of Trustees.

Voting. At each meeting of the Board of Trustees each member shall have one vote. Any vote may be given by the member in person or by proxy appointed by an instrument in writing, executed and dated by such member of the Board of Trustees and delivered to the secretary of meeting at or prior to the meeting provided, however, that no proxy shall be valid after 11 months after the date of its execution. Except as otherwise required by Statue of the State of Georgia, all matters coming before any meeting of the Board of Trustees shall be decided by the affirmative vote of at least a majority of the Board of Trustees represented at the meeting, a quorum being present.

Vacancies. The Board of Trustees may, at any properly called meeting at which a quorum is present, elect a member of the Board of Trustees or fill any vacancies on the Board of Trustees, subject to the membership section herein.

Removal. A majority in number of those present at a properly called meeting at which a quorum is present may remove a member of the Board of Trustees at any time.

Consent of Trustees. Unless otherwise restricted by the Articles of Incorporation or by these by-laws, any action required or permitted to be taken at any meeting of the Board of Trustees or at any committee thereof may be taken without a meeting, if all of the members of the Board of Trustees or committee, as the case may be, consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings of the Board of Trustees or Committee. Such consent shall have the same force and effect as a vote by those present at a meeting of the Board of Trustees or Committee.

ARTICLE VII: OFFICERS
Officers of the Board of Trustees. The officers of the Board of Trustees shall consist of a Past Chair, Chair and Chair-Elect, who shall be elected to serve a two-year term in each position. In addition, a Treasurer shall be elected to serve a three year term and be the fourth officer. All such officers shall be members of the Board of Trustees.

Past-Chair. The Past-Chair of the Foundation shall serve in an advisory role to the Chair. In the absence of both the Chair and Chair-Elect, the Past-Chair shall assume all duties of the Chair.

Chair. The Chair of the Foundation shall be the Chief Executive Officer of the Foundation. The Chair shall preside at all meetings of the Board of Trustees and shall exercise general and active control over the business of the Foundation except as the Board of Trustees may provide otherwise. The Chair shall normally execute all documents of any kind and character that require the corporate seal of the Foundation. The Chair shall be an ex-officio member of all of the Committees of the Foundation and shall have all of the powers and duties that are usually invested in the Chief Executive Officer of a Corporation.

Chair-Elect. In the absence of the Chair or in the event of the inability or refusal to act by the Chair; the Vice-Chair shall assume the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties and have such other powers, as the Board of Trustees shall from time to time decide.
Treasurer. The Treasurer, unless otherwise provided by the Board of Trustees, shall have the supervisory control of the assets of the Foundation and shall keep and cause to be kept full and accurate records of the receipts and disbursements in books belonging to the Foundation. Unless otherwise provided by the Board of Trustees, the Treasurer shall control the disbursements of the funds of the Foundation as may be ordered by the Board of Trustees and shall render to the Chair and the Board of Trustees whenever required an account of all financial transactions of the Foundation and of its financial condition.

Other Officers. The Board of Trustees may elect such other officers as it may deem necessary and desirable, which officers shall hold their offices for such terms and shall exercise such powers and shall perform such duties as shall be determined from time to time by the Board of Trustees.

ARTICLE VIII: COMMITTEES
The Chair shall establish the rights and duties of all committees unless the Board of Trustees gives specific directions in this regard. The Chair shall appoint all committees of the Foundation. The Chair, in consultation with the Director of Institutional Advancement, shall approve all committees of the Foundation. The standing committees shall be Trusteeship, development, real estate and finance/investment.

Trusteeship Committee. The Trusteeship Committee shall be composed of at least three members of the Board of Trustees. The Trusteeship Committee shall nominate new members for service on the Board and shall assist the Chair in making the annual committee assignments. The Trusteeship Committee shall be responsible for the professional development, orientation and training of the trustees. The Committee shall prepare a single slate of candidates for all officers and members of the entire Board of Trustees whose terms are expiring. Recommendations will be submitted to the staff no later than 45 days prior to the date of the first meeting of the Board for the new fiscal year. The staff will mail a copy of the slate of candidates no later than 10 days prior to the first Board Meeting.

The Development Committee shall help the Foundation in an advisory capacity to help identify new donors to match current college needs. The committee may also help develop donors and meet with prospective donors, where appropriate, for the purpose of fund raising.

The Executive Committee shall consist of five voting members who are Trustees of the Foundation, including the Past-Chair, Chair, Treasurer, and Chair-Elect. The Executive Committee shall be authorized to consider and act upon matters of emergency, to conduct the business of the Foundation, and to exercise the authority of the Board, in the interim between meetings of the Board. The Committee, however, may not (1) authorize disbursements; (2) approve dissolution, merger, the sale, pledge, or transfer of all or substantially all of the Foundation’s assets; (3) elect, appoint, or remove trustees, or fill vacancies on the Board of Trustees or any of its committees; (4) adopt, amend or repeal the Georgia Perimeter College Foundation’s Articles of Incorporation or these bylaws. The Executive Committee shall, from time to time, review the Foundation’s Bylaws and, if necessary, make recommendations to the Board to alter, amend, repeal current bylaws, and new by-laws may be adopted by a majority of the Board of Trustees. At each meeting of the Board of Trustees of the Foundation, the Executive Committee will report actions taken by the Executive Committee since the last meeting of the Board. The trustees will, by resolution, affirm the actions of the Executive Committee, or will amend the actions of the Executive Committee. The Chair or the Chair-Elect of the Foundation may call meetings of the Executive Committee.

Real Estate Committee shall be composed of at least three members of the Board of Trustees. The committee shall provide oversight and evaluation of the Foundation’s current real estate holdings. The committee shall work with the college to evaluate and review potential real estate opportunities.
Finance/Investment (Audit) Committee
The Finance/Investment (Audit) Committee shall be composed if at least three members of the Board of Trustee. The committee shall determine the GPC Foundation’s investment goal, evaluate and review the current investment policy, evaluate the results of the professional managers, and review current spending rates on endowments. The committee will review the strategic allocation in the different asset classes, as well as the allocation to the various styles of managers within these asset classes, at least annually.

Other Committees. The Foundation shall have such other committees as may be designated from time to time by the Chair. These committees may consist of persons who are not members of the Board of Trustees and shall act in an advisory capacity to the Board of Trustees.

ARTICLE IX: AMENDMENTS
A proposed change to the Articles of Incorporation or Bylaws must be submitted in writing to all of the Board of Trustees ten days prior to the meeting in which the change will be considered. No amendment may be made which would operate in any way to make this corporation no longer an exempt corporation for tax purposes within the purview of the relevant federal and state statutes, or which would prevent gifts and devises to the corporation from being allowed as deductions for income, gift, or estate tax purposes.

ARTICLE X: INDEMNIFICATION
The Foundation shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code, and if applicable, Section 4941 of the United States Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a trustee against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interests of the Foundation and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual’s conduct was unlawful. For purposes of this paragraph, the terms “party”, “proceeding”, and “liability” shall have the meanings given to them in the provisions of the Georgia Nonprofit Corporation Code which govern the indemnification of directors, and “trustee” shall have the meaning given to the term “director” in such provisions of the Georgia nonprofit Corporation Code.

The Foundation shall pay for or reimburse the reasonable expenses incurred by a trustee who is a party to a proceeding, in advance of final disposition of the proceeding, if:
(a) The trustee furnishes the Foundation a written affirmation of the trustee’s good faith belief that the trustee has met the standard of conduct set forth above; and
(b) The trustee furnishes the Foundation a written undertaking, executed personally or on the trustee’s behalf, to repay any advances if it is ultimately determined that the trustee is not entitled to indemnification.

The written undertaking required by subparagraph (b) above must be an unlimited general obligation of the trustee but need not be secured and may be accepted without reference to financial ability to make repayment.

ARTICLE XI: DISSOLUTION
Upon dissolution of the corporation, its remaining assets, if any, shall be distributed to one or more organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, as the corporation shall determine. Any such assets not so distributed shall be distributed by the Superior Court of the County in which the registered office of the corporation is then located to another organization to be used in such manner as in the judgment of such Court will best accomplish the general purposes for which the corporation was organized.
Approved: 10/8/97
Amended: 5/13/98
Amended: 6/6/01
CONFLICTS OF INTEREST
As soon as duality of interest or possible conflicts of interest on the part of any member of the Board of Trustees is known, or reasonably should have been known, any such conflict shall be disclosed to the Board of Trustees and made a matter of record. Action by the Board of Trustees in connection with such interest shall also be disclosed in writing and made a matter of record. Any member of the Board of Trustees having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter whenever such duality or possible conflict of interest shall arise. The minutes of that meeting shall reflect that the conflict was disclosed; the party, who is the subject of the conflict, abstained from voting on the matter; and a quorum was present. If requested by a majority of the Board of Trustees, the foregoing requirements shall not be construed as preventing the member who is the subject of the conflict from briefly stating his or her position in the matter, nor from answering pertinent questions from other members of the Board of Trustees since his or her knowledge may be of assistance. Board members will be asked annually to disclose any potential conflicts of interest in writing. All documents will be shared with each trustee.

ASSET MANAGEMENT INVESTMENT POLICY OVERVIEW
It is the intent of the Georgia Perimeter College Foundation to establish an investment policy that fosters sound and prudent judgment in the management of assets consistent with the fiduciary responsibility of the institution. It is understood that there can be no guarantees about the attainment of investment goals or objectives.

RESPONSIBILITIES OF GEORGIA PERIMETER COLLEGE FOUNDATION
Georgia Perimeter College Foundation acknowledges its responsibility as a fiduciary. In this regard, it must act prudently. More specifically, the Foundation's responsibilities include:
- Identifying the type of assets and appropriate time horizon.
- Developing investment goals, objectives, and performance measurement standards that are consistent with the needs of the Foundation.
- Communicating the investment goals, objectives, and standards to the investment manager, including any material changes that may subsequently occur:
- Determining, with the advice of the investment manager, how the assets should be allocated among various asset classes.
- Reviewing and evaluating the results of the investment manager in context with established standards of performance.

The Foundation will notify the investment manager of:
- Significant changes in the cash flow and/or cash flow needs.
- Significant changes in time horizon.
- Any matter that bears upon the proper investment management of the assets, including pertinent financial, legal, and other information involving the funds.

2. Fiduciary Responsibilities
The investment manager is expected to manage the Foundation’s assets in a manner consistent with the investment objectives, guidelines, and constraints outlined in this statement and in accordance with Federal and State law. This would include discharging responsibilities with respect to the assets consistent with the “Prudent Man” and all other fiduciary responsibility provisions and regulations. The investment manager shall at all times be registered in good standing as an investment adviser under the Investment Advisers Act of 1940. The assets will be managed by an experienced investment management firm with a proven track record.

INVESTMENT POLICY
ENDOWMENT INVESTMENT POLICY GUIDELINES
The goal for GPC’s endowed and non-endowed investment pool is to provide a real total return that preserves the purchasing power of the Foundation’s assets, while generating income to support the Foundation’s activities. The
Foundation’s real total return will be sought from an investment strategy that provides an opportunity for total returns within acceptable levels of risk and volatility.

INVESTMENT OBJECTIVE
The investment objective is to earn a total return (net of portfolio fees) within prudent levels of risk, which is sufficient to maintain in real terms the purchasing power of the Foundation’s assets.

ASSET ALLOCATION
To achieve its investment objective, the Foundation’s assets will be allocated among several different asset classes. The purpose of allocating assets to different asset classes is to ensure the proper level of diversification within the Foundation’s pool of assets.

<table>
<thead>
<tr>
<th>Asset Classes</th>
<th>Acceptable Range</th>
</tr>
</thead>
<tbody>
<tr>
<td>Domestic Equity</td>
<td></td>
</tr>
<tr>
<td>Large Cap Value &amp; Growth</td>
<td>0%-70%</td>
</tr>
<tr>
<td>Mid Cap Value &amp; Growth</td>
<td></td>
</tr>
<tr>
<td>Small Cap Value &amp; Growth</td>
<td></td>
</tr>
<tr>
<td>International Equity</td>
<td>0%-30%</td>
</tr>
<tr>
<td>International Core Equity</td>
<td></td>
</tr>
<tr>
<td>Emerging Markets</td>
<td></td>
</tr>
<tr>
<td>Alternative Investments</td>
<td>0%-15%</td>
</tr>
<tr>
<td>Hedge Funds</td>
<td></td>
</tr>
<tr>
<td>Multi-Strategy</td>
<td></td>
</tr>
<tr>
<td>Fixed Income</td>
<td>0%-40%</td>
</tr>
<tr>
<td>Corporate Bonds</td>
<td></td>
</tr>
<tr>
<td>Treasury and Agency Notes</td>
<td></td>
</tr>
<tr>
<td>Cash</td>
<td>0%-25%</td>
</tr>
<tr>
<td>Money Market</td>
<td></td>
</tr>
<tr>
<td>Certificates of Deposit</td>
<td></td>
</tr>
</tbody>
</table>

EQUITY
Equity investments shall be made only in securities listed on a recognized United States stock exchange or traded over the counter. Such securities include ADR’s (American Depository Receipts), preferred stock, and convertible preferred stock. No more than 5% of the market value of the individual investment manager’s portfolio should be invested in any single company without written notification from the Board. No more than two times the sector weighting of the respective benchmark.

FIXED INCOME
Fixed income investments must be direct issues of the United States Treasury, United States Government Agencies, Corporate Bonds, or Instrumentalities including Mortgage Backed Securities. Only corporate debt issues that hold a rating of investment grade may be purchased. The manager should avoid holding securities that hold a rating less than investment grade except in the case of unanticipated downgrades. The manager should immediately alert the Board when any downgrade below investment grade occurs and should outline the acceptable courses of action. Other than securities of the United States Government or its agencies the fixed income portfolio shall not exceed 10% of any issuer.

ASSET ALLOCATION REVIEW AND REBALANCING PROCEDURE
The Investment Committee will review the strategic allocation in the different asset classes, as well as the allocation to the various styles of managers within these assets classes, at least annually.
Cash Flows into and out of the portfolio shall be allocated to the investment managers in a manner that will rebalance the portfolio consistent with the asset allocation policies. Rebalancing the portfolio by means of liquidating assets managed by the investment managers will be the exception, and the only done, when recommended and approved by the committee.

Performance Measurement, Monitoring, and Evaluation
Performance (net of fees) will be calculated on a quarterly basis and reported to the Board on a quarterly basis. In addition to reporting time-weighted total returns for each manager and the pool, a comparison is made with relevant benchmarks. Managers should add value above the stated benchmarks. Reports will include historical data in order to evaluate short and long term results.

On a quarterly basis, all fund options including Merrill Lynch mutual funds are screened for the following:

- R-Squared to respective style index greater than 0.85 for the most recent 5 year period.
- Positive Alpha for most recent 3 and 5-year periods for respective style index.
- Minimum of 5 years performance numbers in current style.
- Standard deviation results (for the most recent 3-year period), which are lower than the style index.
- Sharpe Ratio (for the most recent 3-year period), which is higher than the style index.
- Down market capture ratio less than 100 for the most recent 3-year period.

It is important to note that a manager does not have to meet every screen described above to be included in the portfolio.

As the screening process is quantitatively driven, the investment committee must remember to perform its due diligence on a qualitative basis.

R-SQUARED
Reflects the percentage of a fund’s movements that can be explained by movements in its benchmark index. An R-squared of 100 indicates that all movements of a fund can be explained by its movements in the index. Thus, S&P 500 index funds that invest only in S&P 500 stocks will have an R-squared very close to 100. Conversely, a low R-squared indicates that very few of the fund’s movements can be explained by movements in its benchmark index. An R-squared measure of 35, for example, means that movements in the benchmark index can explain only 35% of the fund’s movements.

ALPHA
A measure of the difference between a fund’s actual returns and its expected performance, given its level of risk as measured by beta. A positive alpha figure indicates the fund has performed better than its beta would predict. In contrast, a negative alpha indicates the fund’s underperformance, given the expectations established by the fund’s beta. All Modern Portfolio Theory (MPT) statistics (alpha, beta, and R-Squared) are based on a least-squared regression of the fund’s return over Treasury bills (called excess return) and the excess returns of the fund’s benchmark index.

STANDARD DEVIATION
A statistical measurement of dispersion about an average, which, for a mutual fund, depicts how widely the returns varied over a certain period of time. Investors use the standard deviation of historical performance to try to predict the range of returns that are most likely for a given fund. When a fund has a high standard deviation, the predicted range of performance is wide, implying greater volatility.

SHARPE RATIO
A risk-adjusted measure developed by Nobel Laureate William Sharpe. It is calculated by using standard deviation and excess return to determine reward per unit of risk. The higher Sharpe Ratio, the better the fund’s historical risk-adjusted
performance. The Sharpe ratio is calculated for the past 36-month period by dividing a fund's annualized excess returns by the standard deviation of a fund's annualized excess returns.

DOWN MARKET CAPTURE RATIO
A measure of manager's performance in down markets relative to the market itself. The lower the managers down market capture ratio, the better the manager protected capital during a market decline. Value of 90 suggests that manager's losses were only 90% of the market loss when the market was down.

FUND MONITORING PROCESS FOR THE GPC FOUNDATION
The following describes the process used to monitor the investments for the Foundation.

On a quarterly basis, all options are screened for the following:
- Reliability
- Style Consistency, Market Capitalization and Capitalization Drift, Management Changes
- Risk
- Comparison of Standard Deviation vs. Peer Group and Benchmark
- Return
- Comparison of Alpha vs. Peer Group and Benchmark
- Style Analysis
- Style Duplication and Overlap, Style Drift, Asset Classes not Represented

GUIDELINES FOR CORRECTIVE ACTION
Major organizational changes in a firm, including any changes in portfolio managers, may require a new contract and interview process. Failure on the part of the Investment Manager to notify the committee is ground for termination.

At all times, communication with the managers and consultants should be open and informative.

Violation of terms of the contract constitutes grounds for termination.

As part of the asset allocation strategy, the Finance Committee will choose managers with certain style and approaches to provide portfolio diversification. Any significant changes in investment approach may be grounds for termination.

The Committee will not terminate a manager on the basis of short-term performance. The Committee will allow a sufficient interval of time over which to evaluate performance. The Consultant will provide insight regarding the appropriate length of time.

Investment Managers may be replaced at any time as part of the overall restructuring of the Foundation's asset allocation strategy.

Other events or circumstances that are deemed to be in the best interest of the Foundation are considered grounds for termination.

DISPOSITION OF SECURITIES AND REAL PROPERTY
The general policy of the Foundation is to convert securities to cash immediately upon receipt of a gift. However, in special circumstances upon the recommendation of the Foundation Trustees, securities and real property can be held for a specified period of time. Disposition will be conducted in accordance with procedures outlined in the bylaws by authorized Foundation Officers.
NON-GIFT FINANCIAL ACTIVITIES
The Foundation serves as a conduit for funds that are not considered gifts but rather sponsorships, ticket purchases, etc. which are relative to college-related projects and programs.
The Foundation will assess a modest management fee for services rendered to non-gift financial activities. The fee will be negotiated on a case-by-case basis by professional Foundation staff.

ENDOWMENT
The principal of the Foundation Board designated endowment funds are to be invested and used for purposes and in amounts determined by the Board of Trustees. Endowment funds may be established by donors for specific stated purposes. These endowments will be named by the donor(s) and held in perpetuity by the Foundation. The endowment funds will be maintained on the Foundation’s books and records so that the market value of the funds may be ascertained; however, for investment purposes the Foundation in its discretion may commingle the endowment funds with its other restricted and unrestricted funds.

Each endowment may be charged an annual fee for management and administration of the fund in accordance with the Foundation’s policies applicable to restricted endowments as may be in effect from time to time.

1. **Endowment Spending Rule** Spending Rules assist the Foundation in determining the money that could be made available for distribution. Endowment spending objectives should (i) satisfy need for sufficient funds for scholarships and other grant efforts; (ii) preserve the principal against inflation; (iii) provide a predictable and growing stream of income. To maintain the economic value of an endowment, the total return must be equal or greater than the combination of inflation and endowment spending.

   For all activated endowments in existence over the fiscal year, the Foundation adopts an allocation of 5% of a five-year moving market value of each endowment fund. The allocation rate is to be determined at the close of the fiscal year by the Finance Committee of the Foundation.

2. **Scholarship Endowment Establishment** Endowment funds may be established by the donation or transfer by any person or legal entity (Donor) to, and acceptance by, the Foundation of money, property, whether by contribution, gift, bequest, or devised by transfer from a charitable or other organization, to carry out the purposes of the Foundation. An independent appraisal of the value of any property contributed will be obtained by the donor. The Foundation will not appraise for or certify the value of a contribution of property. The minimum amount to establish an endowment fund is $5,000. In cases where the donor wishes to establish an endowment but requires a longer period of time to reach the specified amount or more, the Foundation will negotiate a term of years. If for any reason the endowment fund does not reach at least the agreed goal within the negotiated period, the Foundation may choose either to extend the preactivation period, or to activate individual scholarship awards based on the amount in the fund.

INSTITUTIONAL ADVANCEMENT OFFICE SUPPORT
3. **Office of Institutional Advancement:** The Georgia Perimeter College Office of Institutional Advancement is the professional staff support unit to the Georgia Perimeter College Foundation and serves as the official representative of the College on all matters related to private giving.

4. **Gift Solicitation.** Any proposed solicitation of private resources by individual faculty, staff, and/or College units on behalf of the Foundation or any of its programs must be coordinated with and approved by the Chairman of the Foundation and/or the Director of Institutional Advancement. This policy is not intended to be restrictive, but rather to insure efficient and effective fundraising by all involved. Individuals or groups who have demonstrated need and desire to engage in fundraising activities are encouraged to do so under the guidelines of this policy.
5. **Gift Acceptance.** Gifts in any form, with the exception of in-kind gifts of equipment, etc., obtained and accepted by any member of the faculty, administration, or staff on behalf of the Foundation, are to be transmitted to the Office of Institutional Advancement within two days of receipt. The Office of Institutional Advancement will be responsible for depositing gifts to the appropriate Foundation account, setting up new accounts, and for treating gift information in a manner which serves subsequent development processes. While the Foundation does not establish policy for Georgia Perimeter College, recognition of the College’s policy that all private fundraising and processing of private funds is conducted through the Foundation, results in concurrence between the College and the Foundation on the matter of coordinated development. The Office of Institutional Advancement is responsible for developing, coordinating, and approving all gift agreements. All proposals for gifts submitted to any private individual, corporation, or foundation will be approved by the Office of Institutional Advancement prior to submission to the funding source. All gifts from the private sector to Georgia Perimeter College or any unity thereof, or to the Georgia Perimeter College Foundation, will be made to the Foundation for comprehensive management. Gifts will be subject to the policies of both the College and the Foundation.

6. **Gift Disposal.** The Georgia Perimeter College Foundation is vested with the authority to accept and dispose of gifts in accordance with the Foundation policy - and to accept or reject the terms of any gift in the best interest of the College and/or the Foundation. All proposed gifts and agreements must be reviewed and approved by the Georgia Perimeter College Office of Institutional Advancement. That office will refer to proposed gifts which might incur expense, liability, and/or controversy to the Foundation Board of Trustees who will review the gift and its implication and make a recommendation for determination.

**GIFT PROCESSING AND ACKNOWLEDGEMENT**

1. **Types.** In order to provide a margin of excellence for Georgia Perimeter College, funds must be obtained from unrestricted gifts, endowments, and gifts for specific purposes. These gifts, which assist in providing resources beyond the absolute necessities of higher education, come from different sources such as trustees, alumni, other friends, corporations, faculty and staff, and foundations. In an effort to expand the College’s private giving programs and to assure good donor relations, the Office of Institutional Advancement receives, processes, and acknowledges all gifts to the Foundation from private sources. Gifts are usually one of two types: restricted and unrestricted. Restricted gifts are funds limited by donors to specific expenditure purposes, programs, or college units. These funds will be used in compliance with all regulations and restrictions made by the donor. Unrestricted gifts are funds available for financing the Foundation’s current programs and College needs and are not limited by donors for any specific purpose.

2. **Procedures.** The Office of Institutional Advancement is responsible for the receipt, processing, and acknowledgement of all gifts to the Georgia Perimeter College Foundation. All gifts for deposit to the Georgia Perimeter College Foundation should be made payable to the Georgia Perimeter College Foundation. Any gift made payable to Georgia Perimeter College which is intended as a gift to the Foundation shall be deposited in a like manner. Any office on campus that receives a gift to the Foundation must forward the gift to the Office of Institutional Advancement within two working days.

Upon receipt of a cash gift, whether restricted or unrestricted, the Office of Institutional Advancement shall:
(a) Prepare transmittal forms to record receipt of the gift;
(b) Deposit all gifts to the appropriate Foundation account;
(c) Enter the gift and all relevant information on a permanent, confidential donor’s record;
(d) Prepare a letter or letters of acknowledgement and appreciation to the donor;
(e) Prepare daily and monthly reports of all gifts received.

All donors shall receive an acknowledgement letter from the appropriate Institutional Advancement staff member or college executive. The Director of Institutional Advancement may, at his/her discretion, make exceptions to the acknowledgement procedures listed in this paragraph on a case by case basis.
The Office of Institutional Advancement serves as the Foundation’s matching gift coordinator. The Office of Institutional Advancement shall verify receipt of the gift and certify that the gift is eligible for matched based on the company’s matching gift policy. All matching gift forms must be sent to the Office of Institutional Advancement for completion and handling.

The original donors who establish scholarships will be notified, when appropriate, of additional gifts to their scholarships by other donors.

Gifts of securities, artwork, books, property, etc., must be approved by the Foundation before they can be accepted by the Office of Institutional Advancement acting as the Foundation’s representative. All rules and regulations of the IRS must be adhered to concerning appraisals, tax deductibility, sales of gifts in kind, etc. Generally a third party independent appraisal of the gift must be secured by the donor. No College employee or member of the Board of Trustees can appraise the gift, nor can Foundation funds be used to pay for appraisals (see also Committees - Gift Acceptance and Disposal). These gifts shall be recorded and acknowledged as stated above. The Office of Institutional Advancement shall decide the disposition of such gifts.

The Office of Institutional Advancement shall prepare an annual report listing the names of donors of all gifts to the Foundation. The amount of the individual gifts will not be shown in this report. The Office of Institutional Advancement, at its discretion, can arrange for additional publicity in accordance with the desires of the donor.

DEFERRED GIFTS

1. Types. In addition to gifts of cash and property, which offer immediate benefits to Georgia Perimeter College, deferred gifts are accepted by the Foundation. Deferred gifts are an excellent way to experience today the personal satisfaction of making a significant gift to Georgia Perimeter College that will benefit the College in the future. Deferred gifts are also an excellent tool for estate planning, obtaining investment diversification, increasing income, and reducing state and federal income and estate taxes.

Various deferred gifts that are accepted by the Foundation include:
(a) Bequest in the donor’s will to Georgia Perimeter College, specifying a specific dollar amount or a percent portion or residual of the donor’s estate.
(b) Naming the Foundation as owner and beneficiary of a life insurance policy, offering the donor a tax deduction.
(c) Various types of trusts which provide income, tax deductions, and other advantages to a donor while making substantial gifts to the Foundation.

Individuals interested in making a deferred gift are encouraged to discuss the gift and terms with Office of Institutional Advancement staff, and to seek legal and financial advice from their own attorney or financial planner. In addition, such gifts and their terms must be accepted by the Office of Institutional Advancement. The Foundation’s legal counsel may be consulted if appropriate.

2. Donors. Donors are encouraged to recognize that over the many years of following the establishment of a deferred gift that the needs, policies, and circumstances of the College may change in ways that cannot be anticipated. The administration of the College must have flexibility to use funds in the College’s best interests while following the donor’s wishes and specifications.

Therefore, donors are requested to formulate and describe the specific purposes of their gifts in the broadest terms possible and are urged to consult with the Georgia Perimeter College Office of Institutional Advancement staff as representatives of the College and the Foundation in the formulation process.
GRANTS
Proposals to any private sector entity, corporation or foundation will be coordinated through the Grants Office and approved by that office prior to submission. Proposals to federal, state, and/or local governmental funding agencies that require “matching” similar support, beyond College resources, must be coordinated with the Office of Institutional Advancement as the representative of the Foundation. All funds from corporations and foundations whether referred to as grant or a sponsorship shall be deposited in the appropriate Foundation account.
Grant writers are encouraged to discuss possible funding sources for grant proposals with the Foundation staff during the early stages of development of the grant proposal.

NAMING OF PROGRAMS AND FACILITIES
The Georgia Perimeter College Foundation shall adhere to the guidelines of the Board of Regents of the University System of Georgia concerning the establishment, announcement, and funding of all chairs, professorships, fellowships, lecture, or seminar series and facilities at the College that involve the Foundation. No endowed chair, professorship, fellowship, or lecture series will be established or announced without prior approval of the Board of Regents and the Foundation’s Board of Trustees, and appointments will be made to chairs and professorships by the College with prior approval by the Board of Regents.

1. Categories of endowed academic position:
   - Distinguished Chairs
   - Chairs
   - Distinguished Professorships
   - Professorships
   - Distinguished Scholar
   - Fellowships
   - Lecture or Seminar Series

The Board of Trustees will negotiate a management fee or gift split percentage between the operating accounts and the restricted account such gifts enhance or establish.

2. Fundraising initiatives by College units involving named entities will be governed first by the rules of the Board of Regents, and will be coordinated with the Office of Institutional Advancement as to the required gift amount, donor cultivation, and solicitation procedures and the Foundation’s management fee. Such coordination will present a unified effort to a prospective donor:
ACCOUNTS MANAGEMENT

The Foundation accounting system shall utilize four types of accounts. These are:

1. Unrestricted College Fund. This account is funded by unrestricted gifts and is for the purpose of funding the annually established budget for the programs and activities of the Foundation. The account is maintained and managed within the Office of Institutional Advancement.

2. Restricted Program Funds. This account is funded by gifts restricted to specific departments or purposes. Expenditure decisions are made by department/program heads and are implemented and overseen by the professional Institutional Advancement staff. The account is maintained and managed with the Office of Institutional Advancement.

3. Endowed Funds. This account is made up of endowed funds. Distribution is made upon request and funds are expended in a manner consistent with gift agreements in the case of restricted funds and for operating functions in the case of unrestricted funds. This account is managed by professional money managers and is overseen by the Foundation Trustees.

4. Non Endowed Scholarship Funds. This account is comprised of non endowed scholarship funds, restricted to specific scholarship funds. Funds are to be given out, per specific scholarship agreements, until they are exhausted. This account is managed within the Office of Institutional Advancement. Funds that are not considered to be endowments may be placed within the portfolio in order to obtain a stronger investment rate of return. All accounts are managed through commonly accepted practices of fund accounting.

BORROWING

The Foundation may incur liabilities which enable it to accomplish any of its purposes. All loans and other evidence of indebtedness must be authorized by a resolution by the Board of Trustees.

EARNINGS

Earnings of the Corporation are to be used in support of the stated purposes of the Foundation. Unused earnings of the Foundation may be invested in real or personal property or lent for corporate purposes. No part of the earnings of the Foundation shall be distributed to its members, Trustees, Officers or other private persons, except as compensation for services rendered at the request of the Foundation.

DISPOSAL OF ASSETS

Assets of the Foundation may be invested in any real or personal property, shares or other interests in domestic or foreign corporations, or lent for corporate purposes. The Foundation is authorized to sell, mortgage, lease as lessor, or otherwise dispose of all or any part of its property, assets, or investments. Assets not otherwise employed shall be deposited in banks, trust companies or other depositories selected by the Board of Trustees. In the event of the dissolution of the Foundation, the Board of Trustees shall pay all outstanding liabilities, and convey all remaining assets to Georgia Perimeter College, County of DeKalb and State of Georgia, or if Georgia Perimeter College does not exist at such time, to its successor.

FUNDING AND REIMBURSEMENT

All requests for funding must be pre-approved. The form “Request for Foundation Funding” must be used to request authorization to expend funds as well as to request reimbursement for expenditures. The form must be signed by the person requesting funding, the dean/division head, and/or the Director of Institutional Advancement. The form must be sent to the Office of Institutional Advancement for disposition. All receipts, invoices, and any other supporting documentation must accompany the request for reimbursement. The Office of Institutional Advancement will retain the documentation for audit purposes. The Foundation will not be responsible for any expenditure of unrestricted funds that have not been pre-approved. No Foundation funds shall be expended for personal or non-job related expenses.
EXPENDITURES
The Board of Trustees shall approve an annual budget developed by the professional staff, which shall direct the expenditures for the year. Funds shall be expended in a manner consistent with the approved budget and exceptions shall be made only by approval of the Board of Trustees of the Foundation. It shall be the responsibility of the Chair of the Foundation and the Office of Institutional Advancement to determine the appropriateness of expenditures deemed to be in the best interest of the College and Foundation, and to promote the visibility, presence, and credibility of Georgia Perimeter College and the Georgia Perimeter College Foundation in the broader community. No Foundation funds shall be provided for activities, programs, events, or functions when other sources of funds exist and/or are available (i.e., state funds, student activity funds, etc.). No funds shall be expended for personal and non-job related expenses. All requests for funding from unrestricted sources must be submitted to the Office of Institutional Advancement not less than five working days in advance, unless an exception is made by the Director of Institutional Advancement. The Foundation Trustees will receive quarterly financial statements, and account statements for the purpose of managing the Foundation’s financial assets. Bi-annual statements will be sent to scholarship managers, restricted program fund managers, and those scholarship donors who request them. The purpose of these statements are to show the beginning balance, investment gains/losses for two quarters, gifts or funds disbursed for two quarters, and an end balance. Requests for support of fundraising events for other organizations at the College are judged on a case-by-case basis.

FUND DISTRIBUTION
Checks to disburse Foundation funds shall be prepared by the Foundation bookkeeper, and in his/her absence, by an authorized member of the Office of Institutional Advancement. All check requests must have proper documentation, including the “Request for Foundation Funding” with required signatures, and all receipts to support the expenditure. Foundation disbursement checks over $5,000 require two authorized signatures from a member of the Foundation Executive Committee and the Director of Institutional Advancement. Checks will be prepared and issued expeditiously upon compliance with the policies and procedures.

MANAGEMENT FEE
The Board of Trustees of the Foundation, at its discretion, will review and recommend, at least annually, a management fee assessed on various types of accounts the Foundation administers. The management fee covers, in part, the cost of development, investment, fund management and administration, and should supplement the operating/programmatic budget of the Foundation. The management fee can be assessed on investments, restricted funds, and other categories as the situation warrants.

GIFT SPLIT DETERMINATION
The Office of Institutional Advancement serves as the central location for fundraising at Georgia Perimeter College, and the Georgia Perimeter College Foundation is responsible for the management of funds raised. The Foundation will receive, in some cases, a percentage of gift income that is raised for special projects, initiatives, programs, and purposes. The Office of Institutional Advancement and the project leadership will determine the distribution of funds between the project entity and the Foundation on a case-by-case basis. The determining factor shall be the degree of overall College and Foundation input, and participation and application of personnel and financial resources to each project.

EMPLOYMENT AND REMUNERATION
The Foundation shall have no paid employees. The Foundation may engage short-term services which will be paid on a voucher basis and will subsequently issue a Form 1099 in February of each calendar year. No member of the Board shall be paid any salary or any remuneration for their services associated with the Foundation, but they may be reimbursed for any authorized expense incurred while handling the business of the Foundation, provided, however, that such expense has received prior approval from the Office of Institutional Advancement.
Georgia Perimeter College staff members may be reimbursed under the Foundation’s reimbursement policy for expenses incurred while handling the business of the Foundation. No expenses shall be reimbursed by the Foundation if the expense is personal or if the expense is eligible for payment by College (state) funds.

Remunerated participation related to a project funded by a restricted gift is permissible with the remuneration paid from the project’s restricted funds. The project manager is responsible for all aspects of this process, including engaging the participant, outlining his/her duties, monitoring his/her progress, termination, etc. When the project is complete the Foundation will no longer be responsible for any project participant’s remuneration. Salary supplements may be paid to holders of endowed chairs and professorships established with restricted gifts which stipulate such purpose. The Foundation will not directly pay the faculty or staff member but rather on an annual basis transmit the chair or professorship endowment earnings to the College’s Student Accounts Office for payment to the recipient in accordance with College personnel policies and procedures.

SCHOLARSHIPS
The Georgia Perimeter College Foundation emphasizes merit and need-based awards and funds for categories of scholarships based on the corpus level and funding source. These are:
- Scholarships funded by the temporary/restricted budget, which include Honors Scholarships, and discipline-specific scholarships.
- Named Scholarships funded by line accounts within the Foundation’s investment portfolio.
- Endowed Named Scholarships funded by line accounts within the Foundation’s investment portfolio with a guarantee of corpus integrity and perpetuity. Endowed Named Scholarships require a corpus of at least $5,000.00.
- Non Endowed Named Scholarships funded on an annual basis for which the Foundation has no financial management responsibility beyond serving as a conduit for incoming funds which are distributed in total each year.

SCHOLARSHIP ESTABLISHMENT
1. Scholarships funded by the operating budget are established through recommendations of the Board of Trustees as a part of the budget development process.
2. Named scholarships are established by action of the Board of Trustees at any time. Line items carrying the donor’s or a designated name are not established within the Foundation’s investment portfolio without total compliance with Foundation policies and approval of the Board of Trustees.
3. Named scholarships are of two types:
   - Named scholarships - these line items are created at any corpus amount. They are considered quasi-endowments until such time their corpus reaches the required level of full endowment.
   - Endowed named scholarships - these line items carrying the donor’s or a designated name carry the commitment by formal declaration of the Board of Trustees to guarantee the scholarship’s existence in perpetuity. These line items carry the word “endowed” in the official name of the scholarship.
4. Endowed and named scholarships are established by written agreements between the Foundation and the donor(s). These agreements specify:
   - The name of the scholarship
   - The purpose of the scholarship
   - Investment treatment
   - Criteria for selection of recipient(s)
   - Selection committee composition
   - Other specific requirements of donor(s)
   - Provisions for alternative treatment of corpus
   - Statement of reinvestment in corpus
The agreements are executed by both the Foundation and Georgia Perimeter College.

Agreements do not specify the percentage or amount of corpus reinvestment. The determination of reinvestment level is recommended by the Foundation’s Trustees and approved by the Board of Trustees on an annual basis. The Foundation Board of Trustees declares a scholarship endowed when the corpus reaches $5,000.00.

**AMOUNT OF SCHOLARSHIP AWARDS**

1. The number of scholarships funded by the operating budget and the amount of scholarship appropriations to specific disciplines and/or programs are determined by the Board of Trustees upon consideration of projected or available resources. These determinations are submitted to the entire Board of Trustees as part of the annual budget development and adoption processes.
2. The amount available or distribution from each named scholarship as determined annually by the Office of Institutional Advancement and approved by the Board of Trustees.

**RECIPIENT SELECTION AND COMMUNICATION**

1. The Foundation delegates the responsibility of annually determining recipients of both operating budget scholarships and named and endowed scholarships to Georgia Perimeter College.
2. The Foundation informs all scholarship administrators at the College of the number of scholarships and the amount of each scholarship on an annual basis. The College determines which student will be awarded each scholarship and informs the Foundation of these selections in writing prior to the students being informed.
3. The Foundation informs the student in writing of the award he/she will receive in the forthcoming semester/year. This letter stipulates the amount and the funding source, i.e., name of the scholarship.
4. The Foundation requires the student to accept the award by notifying the Foundation in writing before an established deadline each year.
5. The Foundation also requires the student to agree to acknowledge appreciation to the scholarship donor (or Finance Committee for operating budget funded scholarships) in writing.
6. The Foundation strongly encourages the student to attend, at no cost, any functions designed for both scholarship donors and recipients unless important circumstances so preclude.

**DISTRIBUTION OF FUNDS**

1. Awards are not distributed directly from the Foundation but rather through the College’s Student Accounts Office.
2. The Financial Aid Office provides the Student Accounts Office with a list of scholarships, recipients of each, and the appropriated amount for the forthcoming semester/academic year of semester.
3. Distributions are made in accordance with the original list of recipients and the amount each is to receive.
4. Any scholarship funds not distributed due to a student’s withdrawal from school, failure to register, or any other reason will be returned by the Student Accounts Office to the Foundation no later than the middle of the term in which no distribution was made.
5. The Board of Trustees will determine the disposition of these unused funds on the recommendation of the staff. The Board of Trustees defers this decision to the Development Office if an alternative recipient is identified by that office.
6. Under no circumstances will the Foundation make scholarship awards for which a written agreement does not exist.
7. The Foundation will not honor the commitment for funds made by anyone other than the Board of Trustees.

**INSTITUTIONAL COORDINATION**

The Foundation’s Chairman and Director of Institutional Advancement shall have full power and authority to manage and conduct all of the daily operations and affairs of the Foundation.

The coordination between the Foundation and Georgia Perimeter College administrative units such as the Financial Aid, the Student Accounts Office, and the Scholarship Committee, shall be the responsibility of the office of institutional advancement.
Scholarship budget recommendations are the responsibility of the Office of Institutional Advancement. Staff support relative to the scholarship program is the responsibility of the Office of Institutional Advancement.

SCHOLARSHIP AND GRANTS
Scholarships and grants may be made available to students of the College who have demonstrated need and/or to individuals with proven capabilities. All such scholarships and grants shall be administered without respect to race, sex, or religion.

APPENDIX I
University System of Georgia Guiding Principles for Cooperative Organizations have been extraordinarily beneficial in supporting the institutions of the University System of Georgia in a variety of ways such as providing scholarships for students, endowments for faculty, acquiring real estate for the institution, and enhancing funds for research programs and athletics. The following guiding principles are proposed to clarify the roles and responsibilities of the institution and the Cooperative Organizations as they seek to enhance the reputation and quality of the University System of Georgia.

1. The mission of the Cooperative Organization shall be closely aligned with the mission, functions and activities of the institution it supports.
2. It is the responsibility of the Board of Regents of the University System of Georgia to provide guidance for and approval of the strategic direction of each institution. It is the responsibility of each institution to carry out its mission as articulated by the Board of Regents. It is the responsibility of the Cooperative Organization to support the institution at all times in a cooperative, ethical and collaborative manner, engage in activities in support of the institution and its president, and, where appropriate, assist in securing resources, administer assets and property in accordance with donor intent, manage its assets and resources so that the property, resources and funds hold their purchasing power into the future.
3. The priorities of the institution, as set by the President, shall be integrated into the operation, activities, efforts, and priorities of the Cooperative Organization. Institutional priorities shall be set by the President and it is assumed the president will develop these in consultation with all appropriate constituencies.
4. The Cooperative Organization’s Board and Executive Committee shall include the institution’s president or the president’s designee, as a voting member. Institutional officers designated by the president also should be included on the Cooperative Organization’s Board and its committees as either members or ex-officio members (voting and/or nonvoting) to foster and maintain productive relationships, to ensure an open and ongoing dialogue between the institution and the Cooperative Organization and to ensure the alignment of priorities. Of equal importance, the volunteer chair/president of the Cooperative Organization shall have direct access to the institutional president.
5. Cooperative Organizations shall have a comprehensive strategic plan to guide them in their mission to support the institution. It is expected that the President of the institution shall have input and shall be consulted in this process.
6. Cooperative Organizations have a responsibility to remain current with accounting and investment practices and ensure that they follow sound financial policies, practices and procedures. Revised August 4, 2004
7. The Cooperative Organization shall develop policies to ensure that its business, governance and programming activities are conducted in an open and responsible manner, consistent with the laws of the State of Georgia.
8. The Cooperative Organization shall be accountable, its financial transactions transparent, and it shall disclose the following to the institution: the financial audit by outside firms, the annual report of activities and results (not donor information), list or report of the Cooperative Organization’s priorities, operating budget, policies on disbursements (including expenditure policies), investment policies, operational costs, and policies regarding the establishment of all priorities, in accordance with all applicable laws.
9. The Cooperative Organization shall develop policies and procedures to establish ethical standards to ensure that no conflict of interest occurs between its members and employees and the activities of the cooperative organization and the institution.
10. Since the Board of Regents owns the intellectual property of the institutions, all usage by the Cooperative
Organization of the institution’s name, symbols, or trademarks is subject to approval by the institution or Board of Regents.

I1. The Cooperative Organization should always operate in a manner that is consistent with the best interest of the institution. The Board of Regents of the University System of Georgia and the president of the institution in consultation with the Chancellor may determine that the Cooperative Organization’s operations and activities are not in the best interest of the institution and/or Board.

I2. Notice to and concurrence of the Board of Regents or institution is required for change of name, change of mission, or change of governance documents or structure of the Cooperative Organization.

I3. Should a cooperative organization cease to exist, all obligations regarding existing resources must be fulfilled in accordance with donor’s intent, and any remaining assets and property of the cooperative organization must be transferred to another entity in support of the mission of the institution.

APPENDIX 2
Memorandum of Agreement with Georgia Perimeter College

MEMORANDUM OF AGREEMENT
This agreement is entered into this 25th day of January, 2006 by and between Georgia Perimeter College, hereinafter referred to as “the college”, and Georgia Perimeter College Foundation, Inc. hereinafter referred to as “the Foundation”, as a non-profit tax-exempt corporation organized under the laws of the state of Georgia and Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

WITNESSETH:
WHEREAS, Georgia Perimeter College is a unit of higher learning of the University System of Georgia; and

WHEREAS, the Foundation has been formally designated as a cooperative organization by the President of the College who has determined it to be in the best interest of the College to do so; and

WHEREAS, the Foundation was created for the express purpose of serving the interest of the College in carrying out its programs and activities including the solicitation, receipt, and investment of gifts, donations, and grants; and

WHEREAS, the Foundation is a legal entity separate from the College.

NOW, THEREFORE, the Foundation and the College do hereby agree as follows:

1. The Foundation is authorized by the College to solicit gifts, donations, and grants for the purpose of supporting and enhancing the College mission and programs.

2. Neither the Foundation nor the College shall have any liability for the obligations, acts, or omissions of the other party. The Foundation shall not accept any gift, donation, or grant which creates future liability for the College, without advance written approval by the President.

3. The Foundation shall demonstrate annually to the President that it is adequately capitalized for the activities it plans to undertake for the benefit of the College.

4. The Foundation shall present evidence satisfactory to the President of insurance or self-insurance adequate in form and amount to cover foreseeable liability arising from activities undertaken for the benefit of the College.

5. The College shall make available to the Foundation its facilities, programs, and services, subject to any established policies or procedures applicable to such facilities, programs, and services.

6. The Foundation may receive various administrative services from the College which may enable it to provide a greater level of support to the College through its fund-raising and other activities. If the College incurs extraordinary expenses as a result of Foundation operations, then the Foundation shall reimburse the College for
those expenses. This reimbursement shall not be required if the College would be conducting these operations and bearing the expense in the absence of the Foundation.

7. There shall be a separate agreement between the College and the Foundation concerning the use of Foundation facilities by the College.

8. The Foundation shall present annually to the President the annual independent audit report of the Foundation. The audit report shall include financial statements, a management letter, and an audit opinion which addresses the conformance of the operating procedures of the Foundation to the provisions of this agreement and Board of Regents policy concerning cooperative organizations (section 1905).

9. The President of the College, or his/her designee, shall serve as a member of the Foundation.

10. The Foundation shall be entitled to use the name, symbols, and trademarks of the College.

11. If the Foundation ceases to exist, or ceases to be a Foundation as defined by federal and state law and section 1905 of the Board of Regents policy manual, its Board of Directors will dispose of the Foundation’s assets, consistent with the Foundation’s bylaws.

12. The Foundation shall conduct its affairs in a manner which ensures compliance with the applicable sections of the Internal Revenue Code, and state law.

13. The Foundation shall use generally-accepted accounting principles in its financial record-keeping and reporting.

14. The Foundation shall clearly and conspicuously disclose that funds or other items of value donated are to be provided to the Foundation as distinct from the College and shall establish a procedure to ensure that funds intended for deposit in College accounts are properly deposited.

15. The Foundation and the College shall make every reasonable effort to eliminate any potential conflict of interest by College employees in Foundation operations and transactions and in the relationship between the College and Foundation.

This agreement may be terminated by either party upon thirty days written notice. This agreement may be amended from time to time at the request of either party.

In witness whereof, the President of the College and the Chairman/President of the Board of Trustees/Directors of the Foundation by the signatures do hereby put this agreement in force.

President  
For: Georgia Perimeter College  

Date

Chair  
For: Georgia Perimeter College Foundation, Inc.  

Date
Georgia Perimeter College Foundation

*bylaws, policies & procedures*

The Office of Institutional Advancement

University System of Georgia/AA/EOE