

**2006 COT Approved Resolutions  
Chronological Index**

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2006-03	Compliance - WCU Alumni Association	January 26, 2006
2006-04	Compliance - WCU Fund	January 26, 2006
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2006-06	Purchase Orders and Contracts	January 26, 2006
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2006-15	Emeritus Designation: Mary Anne Burns-Duffy, Judith S. Finkel, James E. McVoy, Praxiteles Pandel, Arlene C. Rengert, Susan C. Slaninka, and Richard Webster	May 11, 2006
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2006-23	Purchase Orders and Contracts	November 29, 2006



**Council of Trustees  
Resolution 2006-01**

Council of Trustees  
West Chester University  
West Chester, Pennsylvania 19383-1000

www.wcupa.edu

PROPOSED

RESOLUTION  
COUNCIL OF TRUSTEES  
WEST CHESTER UNIVERSITY

January, 2006

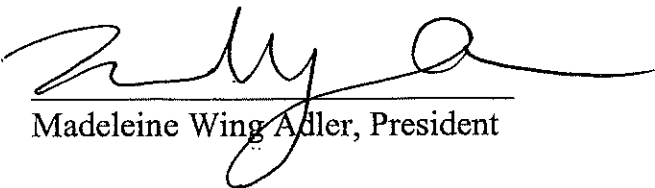
HONORARY DEGREE

BE IT RESOLVED THAT THE COUNCIL OF TRUSTEES OF WEST CHESTER UNIVERSITY CONFERS THE HONORARY DEGREE, DOCTOR OF HUMANE LETTERS, UPON THE FOLLOWING RECIPIENT:

MOLLY D. SHEPARD

APPROVED PENDING ACTION BY THE COUNCIL OF TRUSTEES

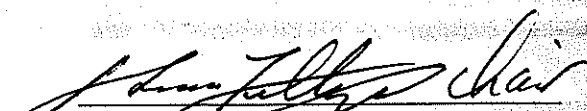
TO BE BESTOWED AT THE COMMENCEMENT CEREMONIES OF MAY, 2006

  
\_\_\_\_\_  
Madeleine Wing Adler, President

January 26, 2006

Date

APPROVED BY VOTE OF THE COUNCIL OF TRUSTEES

  
\_\_\_\_\_  
Thomas Fillippo, Chairperson  
Council of Trustees

January 26, 2006

Date

Nominee Name: **Molly D. Shepard**

Address: **Philadelphia Office:**

**Two Bala Plaza  
Suite 300  
Bala Cynwyd, PA 19004  
610-660-6685 (t)  
610-617-1051 (f)  
www.the.leaders-edge.com**

Profession: **President and Chief Executive Officer of The Leader's Edge™**

Specify the honorary degree for which the nominee is to be considered:

**Doctor of Humane Letters**

Brief rationale for the nomination:

Molly D. Shepard, President and Chief Executive Officer of *The Leader's Edge™*, LLC has more than twenty years' experience in career counseling, leadership development, executive coaching and executive search. Through her leadership as Chairman, President and Co-founder of Manchester Inc., one of the world's largest career development consulting firms, she helped develop the highest standards of excellence in program design and delivery. Manchester became one of the nation's top human resources consulting firms helping thousands of people a year transition into new jobs and reach their potential as leaders under her guidance.

Prior to co-founding Manchester Inc. in 1983, Ms. Shepard was Regional Vice President for Hay Career Consultants, a division of The Hay Group, responsible for the firm's Philadelphia and Washington, DC offices. Prior to joining Hay, Ms. Shepard was Vice President of Diversified Search, Inc., a Philadelphia-based executive search firm. Early in her career, Ms. Shepard was Director of Admissions and a member of the executive committee of the Institute for Paralegal Training in Philadelphia.

In addition to managing her company and raising three children, Molly has served as a member of the Boards of Directors of The American Heart Association of Southeastern Pennsylvania, Keystone Financial Inc., Keystone Bank N.A., Rosemont College, Liberty Savings Bank, a subsidiary of Equimark Corporation, and The World Affairs Council of Philadelphia. She is currently active as Chairman of the Board of WHY?, Inc., Chairman Emeritus of The United Way of Southeastern Pennsylvania, President Emeritus of the Pennsylvania Women's Forum and is Vice Chairman and a member of the Executive Committee and Board of Directors of The Greater Philadelphia Chamber of Commerce. Molly is also a member of the Boards of Directors of the National Multiple Sclerosis Society—Greater Delaware Valley Chapter and the Kimmel Center.

In 1998, Molly was awarded the American Heart Association's Heart of Philadelphia Award for her leadership and dedication to the community. In 2001, she received the Greater Philadelphia Chamber of Commerce Paradigm Award as the outstanding woman business leader of the year and won the Pennsylvania Best 50 Women in Business Award. In 2003,

Molly was honored by the March of Dimes as a Montgomery County Woman of Achievement. Most recently, Molly was the recipient of the 2004 Beta Gamma Sigma Award from the LeBow College of Business at Drexel University.

Molly has also recently published her first book, Stop Whining and Start Winning, which deftly exposes the roadblocks that keep women from reaching the top of the corporate ladder—and offers eight powerful strategies to overcome these hurdles and be more successful. Stop Whining and Start Winning is a valuable resource for women—helping them understand their business culture, work through the challenges, balance work and home life, and get ahead without sacrificing their unique style and identity.

Molly D. Shepard holds a B.A. from Wheaton College and a Masters degree in Psychological Services and Counseling from the University of Pennsylvania.

If possible, please provide a résumé of the nominee. You may use the back of this sheet to enter data about the nominee or attach additional sheets.

Your Name: Lawrence A. Dowdy

Position/Title: Executive Deputy to the President

Campus or local address: Philips Memorial Building

Telephone: (business) 610-436-6974 (home) \_\_\_\_\_

Fax Number: 610-436-3115

E-mail address: [ldowdy@wcupa.edu](mailto:ldowdy@wcupa.edu)



Council of Trustees  
West Chester University  
West Chester, Pennsylvania 19383-1000

**Council of Trustees  
Resolution 2006-02**

www.wcupa.edu

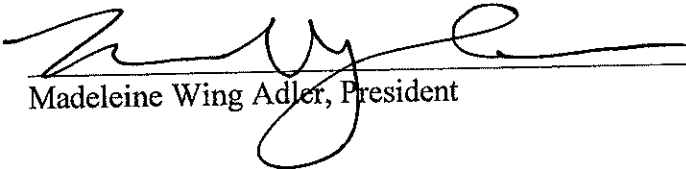
**PROPOSED**

RESOLUTION  
COUNCIL OF TRUSTEES  
WEST CHESTER UNIVERSITY OF PENNSYLVANIA  
JANUARY 26, 2006

**Certification of Compliance of the West Chester University Foundation with Board  
of Governor's Policy on External Financial Support  
(Policy 1985-04)**

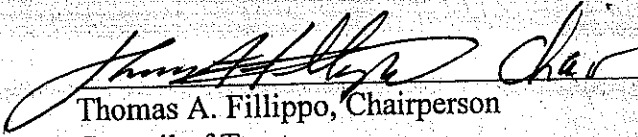
NOW, IN KEEPING WITH THE BOARD OF GOVERNORS' POLICY 1985-04 AND AFTER A REVIEW OF THE PERTINENT MATERIALS, THE COUNCIL OF TRUSTEES OF WEST CHESTER UNIVERSITY OF PENNSYLVANIA FIND THAT FOR THE FISCAL YEAR OF 2004-2005, THE WEST CHESTER UNIVERSITY FOUNDATION IS MEETING ITS DESIRED PURPOSES AND REQUIREMENTS AND IS IN COMPLIANCE WITH THE CONDITIONS ESTABLISHED BY THE BOARD OF GOVERNORS FOR AFFILIATED ORGANIZATIONS.

APPROVED PENDING ACTION BY THE COUNCIL OF TRUSTEES

  
\_\_\_\_\_  
Madeleine Wing Adler, President

1/17/06  
Date

APPROVED BY VOTE OF THE COUNCIL OF TRUSTEES

  
\_\_\_\_\_  
Thomas A. Fillippo, Chairperson  
Council of Trustees

9/26/06  
Date



Office of the Vice President for Advancement  
Filano Hall 101  
West Chester University  
West Chester, Pennsylvania 19383-7000

610-436-3303  
fax: 610-436-2606  
www.wcupa.edu

## MEMORANDUM OF CERTIFICATION

**TO:** The Council of Trustees

**FROM:** Mark G. Pavlovich, Vice President for Advancement

**RE:** Certification of the West Chester University Foundation

**DATE:** January 26, 2006

I am pleased to certify that the West Chester University Foundation is in compliance with the Board of Governor's Policy on External Financial Support (Policy 1985-04). The Foundation meets all of the following criteria:

- 1) An annual statement summarizing University support for and contributions from the Foundation has been prepared for the year ending June 30, 2005 (copy attached).
- 2) A Memorandum of Understanding signed by the Foundation, University, and legal counsel is in place (copy attached).
- 3) Articles of Incorporation and Bylaws are presented to the Council of Trustees (copy attached).
- 4) A current list of Foundation Board members and Officers is available to the Council of Trustees (copy attached).
- 5) Proof of Insurance is presented to the Council of Trustees (copy attached).
- 6) An annual audit has been performed and the results are being shared with the Council of Trustees (copy attached).



Office of the Vice President  
for Administrative and Fiscal Affairs  
Philips Building - Room 202  
West Chester University  
West Chester, Pennsylvania 19383-3000

610-436-2731  
fax: 610-738-0314  
www.wcupa.edu

**Annual Summary Report of Direct University Support To  
and Contributions Made By the West Chester University Foundation  
For the Year Ending June 30, 2005**

**Direct University support to the West Chester University  
Foundation** **\$ 254.25**

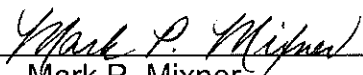
Dinner meeting - May 2005

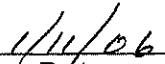
**Contributions made to or benefiting  
West Chester University of Pennsylvania** **\$19,000.00**

Scholarships to individuals \$14,000

To West Chester University for Sturzebecker  
Foundation Scholarship, School of  
Health Sciences 5,000

Prepared by the Vice President for Administrative and Fiscal Affairs  
West Chester University of Pennsylvania

  
\_\_\_\_\_  
Mark P. Mixner

  
\_\_\_\_\_  
Date

WEST CHESTER UNIVERSITY FOUNDATION  
WEST CHESTER UNIVERSITY OF PENNSYLVANIA  
OF THE STATE SYSTEM OF HIGHER EDUCATION  
MEMORANDUM OF UNDERSTANDING

By this Memorandum of Understanding, West Chester University of Pennsylvania of the State System of Higher Education (hereinafter "University") will provide support to the West Chester University Foundation, Inc. (hereinafter "Foundation"), a 501(c)(3) non-profit organization, which exists for the benefit of the University.


Provision for this Memorandum of Understanding is provided within policy 1985-04, D. 1 and 2, of the Board of Governors Policy of the State System of Higher Education, Commonwealth of Pennsylvania, granted through section 2003-A (b) of Act 188 of 1987.


The mission of the Foundation is to provide financial support to the University. The Foundation is an independent, affiliated organization.

1. The Foundation will carry director's liability insurance in the amount of \$1,000,000. A Certificate of Insurance will be provided when issued and renewed.
2. The Foundation will, on an annual basis, have an external audit performed and the audit report submitted to the University.
3. The Foundation will provide a current listing of the Board of Directors and Officers.
4. The Foundation will provide to the University financial support from the endowments and funds held by the Foundation following guidelines established by the donor.
5. The University will provide a space and meals for the Foundation meetings.
6. The University will provide to the Foundation guidance when requested from the Advancement and Administrative and Fiscal Affairs divisions.
7. The University's Council of Trustees and President will annually review the operations of The Foundation and, if appropriate, certify, in a written letter, that the Foundation is meeting its desired purposes and requirements. Included in this statement will be a summary of support given by the University to the Foundation.
8. Upon request of the Vice President for Administrative and Fiscal Affairs, the Foundation will provide an annual listing of gifts made to the University by the Foundation.
9. The University will be held harmless from any potential legal or financial obligations of the Foundation. The Foundation's obligation to hold the University harmless includes an obligation to indemnify the University from complaints and claims arising from or related to the actions, or lack thereof, of the Foundation and its officers, employees, and agents.
10. Current Articles of Incorporation and Bylaws of the Foundation will be submitted to the University.

Signed this 6<sup>th</sup> day of January, 1999

  
President  
West Chester University of Pennsylvania

  
Executive Director  
West Chester University Foundation, Inc.

  
Chief Legal Counsel  
State System of Higher Education





IN RE: DEPARTMENT OF STATE  
ARTICLES OF INCORPORATION OF THE WEST CHESTER COLLEGE FOUNDATION, A NON-PROFIT CORPORATION CORPORATION BUREAU

ARTICLES OF INCORPORATION

BE IT KNOWN, that the undersigned, at least three of whom are residents of the Commonwealth of Pennsylvania and citizens of the United States, and all of whom are of full age, having associated themselves together for the purpose of organizing the West Chester College Foundation, and being desirous of becoming incorporated in accordance with the provisions and requirements of the Act of the General Assembly of the Commonwealth of Pennsylvania known as the "Non-profit Corporation Law", approved May 5, 1933, as amended, do hereby declare, set forth and certify as follows:

1. That the name of the corporation is ~~THE~~ WEST CHESTER COLLEGE FOUNDATION.

2. That the location and post office address of its initial registered office in this Commonwealth is: Alumni Office Phillips Memorial Building, Eighth and College Avenues, West Chester, Chester County, Pennsylvania.

3. The purpose or purposes of the corporation are:

a. To receive and administer funds and things of value from alumni and friends of West Chester State College, or from any other sources; to hold, manage and invest such funds and things of value and to use the income derived therefrom and so much of the principal thereof as the Trustees in their sole and unfettered discretion shall designate, subject, however, to the limitations of any expressed specific intent of a donor, for

enhancing, fostering and developing the program and purposes of West Chester State College.

b. To do any and all things necessary, incidental and desirable for the accomplishment of the purposes hereinabove specified, which are lawful and not injurious to the community.

4. That the corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.

5. The term of its existence is perpetual.

6. The names and addresses of the incorporators are:

Donald Ditzanbaugh	Ketabel Mill Road, Collegeville, Pa. 19425
Tom W. Snyder	Black Hawk Apts., Downingtown, Pa. 19335
William R. Benner	732 Price Street, West Chester, Pa. 19380
Donald S. Pitt	710 Southern Drive, West Chester, Pa. 19380
Paul W. Rossey	Tanglewood, E. Rosedale Ave., West Chester, Pa. 19380
Joseph Sillman	36 Cedar Street, Marcus Hook, Pa. 19061
Everett E. Shafer	223 First Avenue, Malvern, Pa. 19355
Charles E. Swope	Rosedale Ave. and Church St., West Chester Pa. 19380
Blindor Z. Taylor	404 Price Street, West Chester, Pa. 19380

7. That the following are the names, addresses and titles of the persons who are to act as directors until the election of their successors:

Donald Ditzanbaugh	Ketabel Mill Road Collegeville, Pa.	Trustee
Tom W. Snyder	Black Hawk Apts. Downingtown, Pa.	Trustee
William R. Benner	732 Price Street West Chester, Pa.	Trustee
Donald S. Pitt	710 Southern Drive West Chester, Pa.	Trustee
Paul W. Rossey	"Tanglewood" E. Rosedale Ave. West Chester, Pa.	Trustee

2.

Joseph Saltzman	16 Cedar Street Marcus Hook, Pa.	Trustee
Everett E. Shaefer	233 First Avenue Malvern, Pa.	Trustee
Charles E. Swope	Rosedale Ave. & Church St. West Chester, Pa.	Trustee
Elinor Z. Taylor	404 Price Street West Chester, Pa.	Trustee

8. That this corporation is organized upon a non-stock basis.

*Donald D. Dissenbaugh* (SEAL) *Paul W. Rossey* (SEAL)  
 Donald D. Dissenbaugh, Incorporator Paul W. Rossey, Incorporator

*Tom W. Snyder* (SEAL) *Joseph Saltzman* (SEAL)  
 Tom W. Snyder, Incorporator Joseph Saltzman, Incorporator

*William R. Benner* (SEAL) *Everett E. Shaefer* (SEAL)  
 William R. Benner, Incorporator Everett E. Shaefer, Incorporator

*Donald S. Pitt* (SEAL) *Charles E. Swope* (SEAL)  
 Donald S. Pitt, Incorporator Charles E. Swope, Incorporator

*Elinor Z. Taylor* (SEAL)  
 Elinor Z. Taylor, Incorporator

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF CHESTER ss.

BEFORE ME, a Notary Public in and for the County aforesaid, personally came Donald Dissenbaugh, Tom W. Snyder, William R. Benner, Donald S. Pitt, Paul W. Rossey, Joseph Saltzman, Everett E. Shaefer, Charles E. Swope and Elinor Z. Taylor, the above-named incorporators who, in due form of law, acknowledged the foregoing instrument to be their act and deed for the purposes therein specified.

WITNESS, my hand and seal of office the \_\_\_\_\_ day of \_\_\_\_\_, 1970.

3-1-70.37 ~~137~~

Approved and filed in the Department of State on  
this 14th day of September, A. D. 1970.

*Louis J. Kelly*

Secretary of the Commonwealth

sb

WEST CHESTER UNIVERSITY FOUNDATION

BY-LAWS

ARTICLE I - OFFICES

- 1) The registered office of the Corporation shall be at Alumni Office, Philips Memorial Building, High and College Avenues, West Chester, Chester County, Pa.
- 2) The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

ARTICLE II - SEAL

- 1) The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

ARTICLE III - MEMBERS

- 1) Meetings of the members shall be held at Philips Memorial Building, High and College Avenues, West Chester, Chester County, Penna., or at such other place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be selected.
- 2) The Annual Meeting of the members shall be held in January of each year when they shall elect directors and transact such other business as may

properly be brought before the meeting. Unless the Chairman selects another date for the annual meeting and causes at least ten days' notice therefore to be given to each member, the meeting shall be held at 10:00 A.M. on the third Wednesday of January in each year if not a legal holiday, and if a legal holiday, then on the next full business day following at 10:00 A.M.

- 3) Special meetings of the members may be called at any time by the Chairman, or the Board of Directors, or by any three members of the Corporation. At any time, upon written request of any person entitled to call a special meeting, it shall be the duty of the Secretary to call a special meeting of the members to be held at such time as the Secretary may fix, not less than ten nor more than sixty days after the receipt of the request. If the Secretary shall neglect or refuse to issue such call, the person or persons making the request may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.
- 4) Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by or at the direction of the person authorized to call the meeting, to each member of record entitled to vote at the meeting, at least ten (10) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

- 5) A members' meeting duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of five of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business except as may be otherwise provided by law or by the Articles of Incorporation. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors.
- 6) Except as otherwise provided in the Articles of the Corporation, any action which may be taken at a meeting of members may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting for such purpose, and shall be filed with the Secretary of the Corporation.
- 7) Every member of the Corporation shall be entitled to one vote. In all elections for Directors, each member having a right to vote shall have the right to multiply the number of votes to which he may be entitled by the total number of directors to be elected, and he may cast the whole number of his

votes for one candidate or distribute them upon two or more candidates, as he may prefer. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. No member shall sell his vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any general or special meeting of the corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members may vote. The right of a member to vote and his right, title and interest in or to the corporation or its property, shall cease on the termination of his membership.

- 8) No member may transfer his membership or any right arising therefrom.

#### ARTICLE IV - DIRECTORS

- 1) The business of this Corporation shall be managed by its Board of Directors, not more than fourteen in number, who shall be natural persons of full age and who need not be residents of this Commonwealth but who shall be members of this Corporation. Each year five directors and on the third year, four directors, each of whom shall be elected for a three-year term, shall be elected by the members at the annual meeting of the members of the corporation. Each director shall serve until his or her successor has been



elected and duly qualified in accordance with these By-laws. Vacancies shall be filled as set forth in ARTICLE VI

- 2) In addition to the powers and authorities by these By-laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles or these By-laws directed or required to be exercised or done by the members.
- 3) The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth, or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.
- 4) Written notice of every meeting of the Board of Directors shall be given to each director at least ten days prior to the day named for the meeting.
- 5) A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present, shall be the acts of the Board of Directors . If all the directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid corporate action as though it has been authorized at a meeting of the Board of Directors.

#### ARTICLE V - OFFICERS

- 1) The executive officers of the corporation shall be chosen by the Board of Directors and shall be a Chairman, Vice-Chairman, Secretary and Treasurer and such other officers and assistant officers as the needs of the corporation may require. The Chairman and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold their offices for such duties as shall from time to time be prescribed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary. It shall not be necessary for the officers to be directors. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.
- 2) The Chairman shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and directors; he shall have general active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the Chairman, to any other officer or officers of the corporation. He shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. He shall be Ex-Officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of Chairman.

- 3) The Vice-Chairman shall act in all cases for and as the Chairman in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time.
- 4) The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Chairman, under whose supervision he shall be. He shall keep in safe custody the corporate seal of the corporation and, when authorized by the Board, affix the same to any instrument requiring it.
- 5) The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit of the corporation. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairman and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions or Treasurer and of the financial condition of the corporation.

## ARTICLES VI - VACANCIES

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- 1) If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
  
- 2) Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his successor is elected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior thereto.

## ARTICLE VII - BOOKS AND RECORDS

- 1) The corporation shall keep at its registered office, records of the proceedings of the members and of the directors, a membership register giving the names of the members in alphabetical order and appropriate and complete records of its finances.
  
- 2) Every member shall have the right to examine in person, or by agent or attorney, at any reasonable time or times, for any reasonable purpose, the books of account, the membership register and the records of the proceedings of the members and directors.

### MEMBERSHIP CERTIFICATES

- 1) Membership in the Corporation may be evidenced by Certificates of Membership, in which case they shall be in such form and style as the Board of Directors may determine. Upon the face of each such certificate there shall be printed in clear type a statement that the corporation is a nonprofit corporation. They shall be signed by the Chairman and Secretary and shall bear the corporate seal.

### ARTICLE IX - TRANSACTION OF BUSINESS

- 1) The corporation shall not borrow money, or purchase, sell, lease, or otherwise dispose of any real estate, unless and until a resolution authorizing same shall have been approved by a majority of the members of the corporation at a regular or special meeting, duly convened upon proper notice of this purpose. A resolution of the members authorizing the borrowing of money need not specify the particular sums, rates of interest or times of maturity of the loans, but such items may be agreed upon as authorized by the directors of the corporation. All proceeds derived from any loan, sale, lease, ground rent or mortgage, shall be faithfully and specifically used for or applied to the lawful activities of the corporation, and in case such proceeds are derived from any real estate subject to a trust, the trust shall be impinged upon such proceeds.

- 2) The corporation shall have the right and power to receive and collect moneys to the extent necessary for the accomplishment of the purpose of purposes for which it is organized, and in so doing, may make an incidental profit. All moneys so received or collected shall be applied to the maintenance and operation or the furtherance of the lawful activities of the corporation, and in no case shall such moneys be divided or distributed in any manner whatsoever among the members of the corporation.
- 3) All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

#### ARTICLE X- ANNUAL STATEMENT

- 1) The Chairman and Board of Directors shall present at each annual meeting a full and complete statement of the activities and affairs of the corporation for the preceding year. The Board of Directors shall keep accurate accounts of all trust funds, separate and apart from the other funds of the corporation, and shall, unless the terms of the particular trust instrument provide otherwise, make an annual report, signed by the Treasurer, to the members of the Corporation concerning the trust funds held and the use made of such funds and of the income thereof.

#### ARTICLE XI - NOTICES

- 1) Whenever written notice is required to be given to any person, it may be given to such person either by sending a copy thereof through the mail or by telegram, charges prepaid to his address appearing on the books of the corporation or supplied to him to the corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the general nature of the business to be transacted.
- 2) Whenever any written notice is required by statute or by the Articles or By-laws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting, neither the business to be transacted at, nor the purpose of the meeting, need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where he attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

#### ARTICLE XII - AMENDMENTS

- 1) These By-laws may be altered, amended or repealed by a majority vote of the members of the corporation who are present and entitled to vote at any regular or special meeting.

**WEST CHESTER UNIVERSITY OF PENNSYLVANIA FOUNDATION  
BOARD OF DIRECTORS – 2005-2006**

**Mr. John J. Ciccarone**  
**Chairman**  
Parkway Inc.  
908 Sheridan Drive  
West Chester, PA 19382-5411  
Office: 610-692-4007

**Mr. David L. Peirce**  
**Executive Director/Treasurer**  
571 Franklin Way  
West Chester, PA 19380  
Home: 610-692-6905

**Dr. Albert E. Filano**  
**Secretary**  
819 Roslyn Avenue  
West Chester, PA 19382  
Home: 610-696-0798

**Mr. James Barnes**  
The Dilworthtown Inn  
Old Wilmington Road  
West Chester, PA 19382  
Work: 610-399-1390  
Cell: 610-636-7229

**Dr. William H. Boucher**  
Jenner's Pond  
200 Sycamore Drive, Unit 127  
West Grove, PA 19390  
Home: 610-869-9296

**Mrs. John B. Hannum**  
1825 Newark Road  
P. O. Box 398  
Unionville, PA 19375  
Home: 610-347-2186

**Mrs. Emily Jane Lemole**  
404 Tomlinson Road  
Huntingdon Valley, PA 19006  
Home: 215-947-8185

**Mr. Michael O'Rourke**  
103 Blue Rock Road  
West Chester, PA 19382  
Work: 610-436-0932

**The Honorable Elinor Z. Taylor**  
13 West Miner Street  
West Chester, PA 19382  
Office: 610-426-4433



# ACORD CERTIFICATE OF LIABILITY INSURANCE

OP ID JM  
WEST-10      DATE (MM/DD/YYYY)  
12/19/05

**PRODUCER**  
Francis A. Hall, Inc.  
320 B Turner Lane  
O. Box 491  
Chester PA 19381-0491  
Phone: 610-696-5100 Fax: 610-696-9358

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

**INSURED**  
  
West Chester University  
Foundation - Attn: Dave Peirce  
P. O. Box 2239  
West Chester PA 19383

INSURERS AFFORDING COVERAGE	NAIC #
INSURER A: United States Liability Ins. Co	25895
INSURER B:	
INSURER C:	
INSURER D:	
INSURER E:	

**COVERAGES**

THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. AGGREGATE LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR ADVE LTR INSR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YYYY)	POLICY EXPIRATION DATE (MM/DD/YYYY)	LIMITS
A	<b>GENERAL LIABILITY</b> <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input type="checkbox"/> OCCUR  <input checked="" type="checkbox"/> DIRECTORS & OFFIC GENL AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC	REN OF NDO1007198D	01/01/06	01/01/07	EACH OCCURRENCE \$ 1,000,000
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS				BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$
	GARAGE LIABILITY <input type="checkbox"/> ANY AUTO				COMBINED SINGLE LIMIT (Per accident) \$ AUTO ONLY - EA ACCIDENT \$ OTHER THAN AUTO ONLY: EA ACC \$ AGG \$
	EXCESS/UMBRELLA LIABILITY <input type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS MADE  DEDUCTIBLE RETENTION \$				EACH OCCURRENCE \$ AGGREGATE \$ \$ \$
	WORKERS COMPENSATION AND EMPLOYERS LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? If yes, describe under SPECIAL PROVISIONS below				E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$
	OTHER				

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES / EXCLUSIONS ADDED BY ENDORSEMENT / SPECIAL PROVISIONS

**CERTIFICATE HOLDER**  
  
W. C. UNI  
  
WEST CHESTER UNIVERSITY  
ATTN: MARYANN  
101 FILANO HALL  
WEST CHESTER PA 19383

**CANCELLATION**  
SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL 10 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO DO SO SHALL IMPOSE NO CANCELLATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.  
AUTHORIZED REPRESENTATIVE  
Dolma M. Pearson

Francis Hall Ins. & Risk Mgmt  
P. O. Box 5010  
West Chester, PA 19380-5010  
Phone: 610-696-5100 Fax: 610-696-9358

<b>MEMO</b>		Page 1
ACCOUNT NO.	OF	DATE
WEST-10	JM	12/19/2005
POLICY INFORMATION		
POLICY #		
REN OF NDOI607198D		
TYPE	EFFECTIVE	EXPIRATION
FD&O	01/01/2006	01/01/2007

West Chester University  
Attn: Maryann  
101 Filano Hall  
West Chester, PA 19383

Maryann

Re: CERTIFICATE REQUEST

Dear Maryann:

FAX: 610-436-2606

As request by our insured West Chester University Foundation, attached is a certificate of insurance.

Please give us a call if you have any questions.

Thank you.

Sincerely,

Jessica Malone  
C/L Account Associate  
Francis Hall Ins. & Risk Management Services