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**University of Virginia Investment Management Company**  
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**Bylaws**

**Article I.**

**Board of Directors**

**1. Company Board of Directors.** The Company shall be governed and managed by a Board of Directors. The initial number of directors is eleven (11). The number of directors may be increased or decreased upon the approval of not less than two-thirds of the Board of Directors, provided that the number of directors shall not be less than nine (9) or more than thirteen (13). In the event of a reduction in the number of directors, the directors at the time of such reduction shall continue to serve as directors until their terms as originally established expire. All corporate power shall be exercised by or under the authority of the Board of Directors, subject to any limitation contained in the Articles of Incorporation or these Bylaws. The appointing authority shall have the right to remove its appointee to the Board of Directors at any time with or without cause unless the appointment explicitly provides to the contrary. The directors shall serve in such capacity without salary or other compensation, other than reimbursement of authorized expenses incurred on behalf of the Company or compensation as may be approved by the Board of Directors in connection with service to the Company as its chief executive officer or other corporate officer. A director may resign at any time by delivering written notice to the Board of Directors, its chairman or the secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

**2. Vacancies in Office.** A vacancy as a result of the removal, disability, death or resignation of a director shall be filled for the unexpired term. Such vacancy shall be filled by the University Rector with respect to his/her appointments, the University President with respect to his/her appointment, and the Board of Directors with respect to its appointees.

**3. Meetings.** The Board of Directors shall meet at least quarterly. The regular quarterly meetings shall be scheduled, within or without the Commonwealth, as the Chair shall designate or approve. The Chair is further empowered and responsible for approving the meeting agenda for all regular or special meetings of the Board of Directors. Special meetings may be called as needed by the Chair, or upon written call of a majority of the directors.

Notice thereof may be provided by personal delivery, or by mailing or faxing to the business or home address on record with the Company, or any other method permitted by law. Notice may also be sent electronically to such address designated by a director, which shall be deemed made on the date of transmission from the Company. Notice of the meeting location and time, and the agenda, shall be provided at least twenty four (24) hours in advance of the meeting; except where greater notice is required in the articles or bylaws or by applicable law as, for example, with respect to proposed revisions to the articles or bylaws. Notice may be waived in writing by a director which waiver shall be included in the minutes, however, attendance at or participation in a meeting

waives any omission or defect in notification unless the director promptly upon arrival objects to the meeting and does not thereafter vote. The meeting agenda may be added or changed with approval of two-thirds of the directors participating at the meeting, provided a quorum exists.

The Chair shall preside at meetings of the Board of Directors. A director designated by the Chair shall preside in the Chair's absence.

**4. Quorum.** A quorum for the conduct of business by the Board of Directors shall consist of a majority of the directors. An affirmative vote of a majority participating in the meeting is necessary to authorize any resolution, action or decision of the Board of Directors.

**5. Participation in Meeting.** Any or all directors may participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present at the meeting.

**6. Action by Unanimous Consent.** Any action permitted to be taken at a meeting of the directors may be taken without a meeting if the action is taken by all of the directors. The action shall be evidenced by one or more written consents stating the action taken and signed by each director either before or after the action taken.

## **Article II. Board Committees**

**1. Committees.** The Board of Directors may establish committees from time to time as it may require. There shall however be the following four standing committees: an Executive Committee, a Nominating Committee, an Audit Committee, and a Compensation Committee. The Chair of the Board of Directors shall be an ex-officio member of each standing committee. Each standing committee shall consist of at least three members of the Board of Directors who shall be appointed by the Chair (or, in the case of the Executive Committee, elected by a majority of the members of the Board of Directors), and who shall serve for terms of up to three years as designated by the Chair (or, in the case of the Executive Committee, as designated by a majority of the members of the Board of Directors). The Chair may designate the presiding officer for each committee, and shall have the power to fill any vacancy. All standing committees shall include one or more of the directors appointed by the University Rector or President. Furthermore, the Executive and Audit Committees must include one or both of the two directors designated as University representatives in accordance with the University's Policy on University-Related Foundations. A quorum for the conduct of committee business shall require a majority of the appointed membership. Advance notice of scheduled meetings shall be provided to committee members as in the case of meetings of the Board of Directors.

**2. Executive Committee.** In addition to any duty or matter that may be assigned to it by the Board of Directors, the Executive Committee shall be and is fully empowered to act on behalf of the Board of Directors between meetings, authorized to take such action or actions as it may approve or direct on behalf of the Board of Directors except only with respect to the following matters. Without approval of the Board of Directors, the Executive Committee shall have no authority to approve any amendment or other change to the Articles of Incorporation or the Bylaws, or authorize the merger, consolidation, dissolution, reorganization or liquidation of the Company, or authorize the sale, exchange, encumbrance, mortgage, or pledge of the Company or its assets, other than in connection with investments in the ordinary course of business or to appoint or remove any individual to/from the Board of Directors, or to hire or terminate the employment of any chief executive officer or chief operating or investment officer of the Company, or to amend the terms of any client agreement for investment management services as may be reached with the University or affiliated entities, or to change the investment standards and policies approved by the Board of Directors. Any action taken by the Executive Committee shall be reported to the Board of Directors at its next regular or special meeting.

The Executive Committee shall be responsible for preparing, reviewing and recommending to the Board of Directors an annual budget for the Company.

**3. Audit Committee.** In addition to any duty or other matter that may be assigned to it by the Board of Directors, the Audit Committee shall be responsible for managing, overseeing and directing the Company's proper and complete financial accounting, reporting and audit of transactions and operations, and is empowered to engage accountants and auditors for such purpose. The Audit Committee is further responsible on behalf of the Board of Directors for adopting, revising, monitoring, training and enforcing compliance with the Company's conflicts of interests policy, which shall be applicable to and govern the directors, officers and employees of the Company. The conflicts policy is, and shall at all times remain, a material condition to appointment to office or any agreement of employment, incorporated by reference. The Audit Committee shall be responsible for ensuring appropriate circulation of the policy among Company directors, officers and employees, and shall annually certify in writing the Company's compliance with the policy to the Board of Directors and to the University (as may be provided in the deposit agreement with the University). The Audit Committee membership shall be comprised of directors who, in the judgment of the Board of Directors, are free of business or personal relationship or interest that may reasonably be anticipated to interfere with the exercise of independent judgment on behalf of the Company in discharging its powers, purposes and responsibility as stated in the Articles of Incorporation and in any client agreement providing for investment management services. Notwithstanding anything as may be to the contrary, any director designated as a University representative in accordance with the University's Policy on University-Related Foundations shall be eligible to serve on the Audit Committee. The Audit Committee shall report its actions to the Board of Directors at its next regular or special meeting.

**4. Nominating Committee.** The Nominating Committee shall be responsible for evaluating and recommending candidates for appointment to the Board of Directors and such other duties as the Board of Directors may authorize. Notwithstanding anything as may be to the contrary in these Bylaws, the Nominating Committee shall consist of three members appointed from the Board of Directors to terms not exceeding three years; one being the appointee of the University President, one being an appointee of the University Rector and the other designated by the Chair from among the existing membership on the Board of Directors.

**5. Compensation Committee.** In addition to any duty or other matter that may be assigned to it by the Board of Directors, the Compensation Committee shall be responsible for determining all compensation decisions for senior staff and shall administer any incentive or other compensation plan(s) for the Company. Notwithstanding anything as may be to the contrary, the Compensation Committee membership shall be comprised of directors who, in the judgment of the Board of Directors, are wholly disinterested in regards to staff compensation. The Compensation Committee shall periodically receive and review appropriate industry compensation data. The decisions of the Compensation Committee shall be properly documented to demonstrate that compensation is reasonable in light of the relevant circumstances. Any action taken by the Compensation Committee shall be reported to the Board of Directors at its next regular or special meeting.

### **Article III. Officers**

**1. Officers.** The officers of the Company shall include a Chair of the Board of Directors, a Chief Executive Officer, a Secretary, and such other officers as the Board of Directors may authorize.

**2. Chair.** The Chair shall be elected by the Board of Directors from among its membership for a term of two years, provided the first or initial Chair shall be selected by the University Rector from the University of Virginia's Board of Visitors for a term not to exceed two years. Vacancies in office of the Chair shall be filled by the Board of Directors from among its membership for the remaining term, except a vacancy during the term of the initial Chair shall be filled by the University Rector. No Chair may serve more than three successive two year terms or serve beyond his or her membership on the Board of Directors. The Chair shall preside at all meetings of the Board of Directors, and appoint the committee membership as stated in these bylaws. In the event the Chair is unable to attend or otherwise unavailable, the Chair may designate a substitute presiding officer from among the Board of Directors to act on his or her behalf. Should the Chair be unable or unavailable to designate a substitute, or should the Chair's designee not appear at any scheduled meeting, the Board of Directors may elect an interim chair *pro tempore* to preside at its meeting.

**3. Chief Executive Officer.** The Chief Executive Officer shall be the chief executive officer of the Company and shall have general supervision of the business of the Company, the responsibility to implement the policies of the Board and to administer the Company in all its activities and departments, subject, however, to the control of the Board, the Executive Committee and the Chair of the Board of Directors. In general, the Chief Executive Officer shall perform all duties incident to such office and such other duties as may from time to time be assigned to him by the Board, the Executive Committee, or the Chair of the Board of Directors.

**4. Secretary.** The Secretary shall serve for such term as the Board of Directors shall approve, and shall be responsible for attending all meetings of the Board of Directors and its committees, for preparing and maintaining minutes of meetings, and keeping in good order a complete and accurate inventory of books, records and policies of the Company, including resolutions and other actions of the Board of Directors and its committees, giving notice as required in these bylaws or as may be required by law, and serving as the custodian of the corporate seal with authority to affix the seal to any document or other paper on behalf of the Company, to certify authenticity of Company books and records and other papers and documents, and such additional authority and duties as may be assigned by the Board of Directors or reasonably incident to said office. The Secretary may sub-delegate the above responsibility as may be necessary in order to properly discharge the duties of office, with prior written approval of the Chair who shall notify the Board of Directors thereof, provided the Secretary shall remain ultimately responsible for the proper performance of his or her designee. In the event the Secretary is unavailable to attend any meeting of the Board or of its committees and fails to delegate responsibility, the Board or committee may designate a secretary *pro tempore* with responsibility to prepare minutes and such other duties as may be required or assigned in keeping with said office. Notwithstanding anything as may be to the contrary above, the Board of Directors, and its committees within the scope of their authority, at all times have and reserve the power to designate in writing any director, officer or employee of the Company with authority to execute any agreement, document or other paper on behalf of the Company, including affixing the Company seal thereto.

#### **Article IV. Conflict of Interest Transaction**

In any transaction with the Company in which a director has a direct or indirect personal interest, as those terms are defined in the Virginia Nonstock Corporation Act at the time of such transaction, such director shall advise the other directors of the direct or indirect personal interest and abstain from voting on such transaction.

#### **Article V. Miscellaneous**

**1. Amendments.** The bylaws may be amended or repealed, or new bylaws adopted, at any regular or special meeting of the Board of Directors upon the approval of not less than two-thirds of the Board of Directors; provided each member of the Board is given

advance notice of the proposal at least 30 calendar days prior to the meeting when such matter shall be voted upon and such 30 days advance notice is also provided in writing to the University's Executive Vice-President and Chief Operating Officer.

**2. Fiscal Year.** The fiscal year of the Company shall be July 1 to June 30.