

**AMENDED AND  
RESTATED BYLAWS OF  
NC STATE INVESTMENT FUND, INC.  
November 30, 2016**

**ARTICLE I**

Offices

1. Principal Office. The principal office of the corporation shall be located at Suite B, Holladay Hall, Pullen Road, Raleigh, North Carolina or at such other place as the members may determine.
  
2. Registered Office. The registered office of the corporation required by the North Carolina Nonprofit Corporation Act to be maintained in the State of North Carolina may be, but need not be, identical with the principal office of the corporation, and the address of the registered office may be changed from time to time as provided in the North Carolina Nonprofit Corporation Act.

**ARTICLE II**

Purposes

The objects and purposes for which the corporation is formed are set forth in its Articles of Incorporation.

# ARTICLE III

## Members

1. Authority. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the members, except that the Board of Directors shall have full and exclusive power and authority to make investment decisions in accordance with policies and procedures adopted by the members from time to time and to delegate such power and authority, in whole or in part, to investment managers and fiscal agents selected by the Board of Directors.

2. Number and Qualification. The corporation shall have 11 members as follows:

- A. Six ex officio members, three of whom shall be members by reason of holding the following offices at North Carolina State University (the "University"): Chancellor, Vice Chancellor for Finance and Administration, and Vice Chancellor for University Advancement, two of whom shall be members by reason of being elected by the Board of Trustees of the University from the membership of the Board of Trustees of the Endowment Fund of the University, and one of whom shall be a member by reason of being elected by the Board of Trustees of the University from the membership of the Board of Trustees; and
- B. Three appointed members, who shall be appointed as of July 1 of each year by each of the three participants in the corporation's investment fund (other than the Endowment Fund of the University) who had the largest investments in the investment fund on June 30 of that year.
- C. Two appointed members, who shall be appointed as of July 1 of each year by the corporation's officers. Appointments shall be made on a rotating basis in accordance with such procedures as may be adopted by the officers from time to time.

3. Term. The terms of office of the ex officio members shall run concurrently with their tenure in the respective offices designated in Section 2A of this Article III. Each appointed member shall hold office for a term of one year (July 1 through June 30) or until the earlier of his or her death, resignation or removal. Despite the expiration of an elected member's one-year term, the member continues to serve until his or her successor is elected and qualified.

4. Removal. Any ex officio member may be removed by vote of the Board of Trustees of the University. Any appointed member may be removed with or without cause by the investment fund participant that appointed the member.

5. Vacancies. Vacancies occurring in the ex officio members may be filled by the Board of Trustees of the University. Vacancies occurring in the appointed members may be filled by the appropriate investment fund participants.

6. Resignation. Any appointed member may resign by filing a written resignation with the Secretary of the corporation.

7. No Assignment. Memberships shall not be assignable or otherwise transferable.

## ARTICLE IV

### Meetings of Members

1. Place of Meetings. All meetings of the members shall be held at the principal office of the corporation, or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting.

2. Annual Meeting. The annual meeting of members shall be held during the last quarter of the calendar year, on a date and at a time to be set by the President of the corporation, for the purpose of electing directors of the corporation and for the transaction of such other business as may be properly brought before the meeting.

3. Substitute Annual Meeting. If the annual meeting is not held at the time specified in these bylaws, a substitute annual meeting may be called in accordance with the provisions of Sections 4 and 5 of this Article IV. A meeting so called shall be designated and treated for all purposes as the annual meeting.

4. Special Meetings. Special meetings of the members may be called by the President, by the Board of Directors of the corporation or by any member.

5. Notice of Meetings. Written or printed notice stating the time and place of the meeting shall be delivered not fewer than 10 or more than 60 days before the date thereof, by or at the direction of the President, the Secretary, or other person calling the meeting, to each member entitled to vote at such meeting. All notices shall be delivered personally, mailed by first class, registered or certified mail, or by other form of wire or wireless communication. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the record of members of the corporation, with postage thereon prepaid.

In the case of an annual or substitute annual meeting, the notice of the meeting need not specifically state the business to be transacted thereat unless one or more of the following matters will be brought before the members for a vote: (1) a director conflict of

interest transaction, (2) determination and authorization of indemnification, (3) amendment of the articles of incorporation, (4) amendment of these bylaws, (5) approval of articles of merger, (6) sale of assets other than in the regular course of activities, or (7) dissolution of the corporation. In the case of a special meeting, the notice of meeting shall specifically describe the matter or matters for which the meeting is called. When giving notice of an annual, substitute annual or special meeting of members, the corporation shall give notice of a matter a member intends to raise at the meeting if the corporation is requested in writing to do so by a person entitled to call a special meeting and if the request is received by the Secretary or the President of the corporation at least 10 days before the corporation gives notice of the meeting.

6. Waiver of Notice. Actions taken at any meeting of the members of the corporation, however called and with whatever notice, if any, are as valid as though taken at a meeting duly held after regular call and notice, if a quorum of the members is present at the meeting in person or by proxy and no objection to holding the meeting is made by any member present in person or by proxy and if either before or after the meeting each of the members entitled to vote and not present at the meeting in person or by proxy signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the action taken as shown by the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or conducting business at the meeting and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter before it is voted upon.

7. Quorum. The holders of a majority of the votes entitled to be cast at the meeting, represented in person or by proxy, shall constitute a quorum at meetings of members. If there is no quorum at the opening of a meeting of members, the meeting may be adjourned from time to time by a vote of a majority of the votes voting on the motion to adjourn; at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

Once a member is represented for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

8. Voting. Each member shall have one vote on any matter as to which he or she has voting rights. The vote of a majority of the members entitled to vote on a matter who are present in person or represented by proxy at a meeting at which a quorum is present shall be the act of the members on that matter, unless the vote of a greater number is required by the North Carolina Nonprofit Corporation Act, the Articles of Incorporation, or these bylaws.

9. Proxies. A member may vote by proxy. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form. A facsimile or other form of wire or wireless communication appearing to have been transmitted by a member, or a photocopy or equivalent reproduction of a writing appointing one or more proxies, shall be deemed a valid appointment form within the meaning of these bylaws.

An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven months unless a different period is expressly provided in the appointment form. An appointment of a proxy is revocable by the member unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest.

10. Action By Written Consent. Action required or permitted to be taken at a meeting of members may be taken without a meeting if the action is taken by all members entitled to vote on the action. The action shall be evidenced by one or more written consents describing the action taken, signed before or after such action by all members entitled to vote thereon, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

11. Committees.

- a. The President shall appoint an Audit Committee, which shall be comprised of three (3) members, none of whom shall be employees of the corporation, and each of whom shall remain in office at the will of the members unless sooner disqualified by becoming an employee of the corporation. The three (3) members shall be appointed based on the participants in the corporation's investment fund who hold the largest investments in the investment fund on June 30 of that year. The Audit Committee so appointed shall receive the report of the independent CPA firm that conducts the corporation's annual audit and relevant tax forms to be submitted by the corporation.
- b. By action of a majority of the number of members then in office, the members may from time to time designate such committees as in the judgment of the members may be necessary to carry out the objectives and purposes of the corporation and may determine the duties and tenure of each such committee.

12. Attendance by Telephone. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar device which allows all persons participating in the meeting to hear each other, and a director who participates by such means shall be deemed present in person at the meeting.

# ARTICLE V

## Directors

1. Authority. The Board of Directors shall have full and exclusive power and authority to invest, reinvest, sell, or otherwise dispose of any and all property and assets of the corporation in furtherance of the purposes of the corporation and in accordance with the policies and procedures adopted by the members from time to time and to delegate such power and authority, in whole or in part, to investment managers and fiscal agents selected by the Board of Directors.

2. Number, Term and Qualification. The number of directors of the corporation shall not be less than five nor more than nine as fixed by the members. The initial directors shall be divided into two initial classes by the members with the first class elected to a two-year term and the second class elected to a three-year term. Thereafter all directors shall be elected to three-year terms. One director from each of the two initial classes may be elected for four consecutive terms. All other directors from each of the two initial classes may be elected for three consecutive terms. Further, all directors subsequently elected may only be elected for three consecutive terms. No individual who has served three consecutive terms, other than either of the two individuals in the initial classes who may serve four consecutive terms, may be reelected after a break in service of at least one year. Despite the expiration of a director's term, the director continues to serve until his or her successor is elected and qualified. Directors need not be residents of the State of North Carolina or members of the corporation. Directors shall be elected primarily for professional or personal knowledge and experience in the area of investments and consideration shall be given to a demonstrated interest in the University and its mission.

3. Election of Directors. Except as provided in Section 5 of this Article V, the directors shall be elected at the annual meeting of members. The three-year term shall commence at the beginning of the calendar year after the annual meeting in which elected.

4. Removal; Resignation. Any director may be removed with or without cause upon the vote of a majority of all of the members then in office. Any director may resign by filing a written resignation with the Secretary of the corporation.

5. Vacancies. Vacancies occurring in the Board of Directors may be filled by the members. The newly elected director shall serve the remaining portion of the term of the director being replaced. This partial term shall not be considered as a term for the purpose of determining the consecutive term limits outlined in Section 2 of this Article V.

6. Compensation. Directors shall not be compensated for their services as such, but the Board of Directors may provide for the payment of expenses incurred by directors in connection with the performance of their duties.

7. Committees. Generally the Board of Directors may from time to time designate such committee(s) as in the judgment of the Board of Directors may be necessary to carry out the objects and purposes of the Board, and may determine the duties and tenure of each such committee(s).

- a. ITF Investment Committee. The Board shall establish an ITF Investment Committee (ITF Committee) to provide oversight for the Fund's Intermediate Term Fund. The ITF committee shall be comprised of six (6) members, each of whom shall remain in office at the will of the Board unless sooner disqualified by becoming an employee of the corporation. The Board shall appoint three (3) members, as voting members. The remaining three (3) members shall be non-voting, ex-officio members by reason of their positions as Assistant Treasurer, Secretary, and Assistant Secretary of the corporation.
- b. Private Assets Committee. The Board shall establish a Private Assets Committee (PA Committee) to provide oversight for the Fund's Private Assets. The PA Committee shall be comprised of six (6) members, each of whom shall remain in office at the will of the Board unless sooner disqualified by becoming an employee of the corporation. The Board shall appoint three (3) members, as voting members. The remaining three (3) members shall be non-voting, ex-officio members by reason of their positions as Assistant Treasurer, Secretary, and Assistant Secretary of the corporation.

The Investment Committee(s), so elected, in the interim between the meetings of the Board of Directors, shall exercise all the power that has been conferred upon it by the Board, except that this committee shall have no power or authority as it relates to corporate powers of the Members Board.

8. Groups. The Board of Directors may from time to time establish non-governing standing (ongoing) or ad hoc (one-time) group(s) to provide overall guidance to the Board.

- a. Advisory Group. The Board shall establish an Advisory Group for the purpose of providing a resource of ongoing continuity for the current Board with a historical knowledge base. This is a non-voting standing group comprised of exiting board chairs and/or term-limited board members. Each member shall have the option to serve up to a maximum of three one-year terms. For the purpose of potential re-election to the Board, serving on the advisory group fulfills the one year break in service rule as outlined in Section 2 above.

9. Conflict of Interest Transactions. The corporation shall maintain and enforce conflict of interest and ethics policies pertaining to relationships between North Carolina State University, the corporation, members, directors, officers, staff and persons doing business with the corporation.

10. Chair. There may be a Chair of the Board of Directors elected by the directors from their number at any meeting of the Board. The Chair shall preside at all meetings of the Board of Directors and perform such other duties as may be directed

by the Board. The Members may designate the Chairman of the Board as an officer of the corporation.

11. Vice Chair. There may be a Vice Chair of the Board of Directors elected by the directors from their number at any meeting of the Board. The Vice Chair shall perform all duties and be vested with all of the authority of the Chair in case of a vacancy, absence, or disqualification of the Chair and shall have such other powers and shall perform such other duties as may be directed by the Board.

## ARTICLE VI

### Meetings of the Board of Directors

1. Regular Meetings. The Board of Directors shall hold one or more regular meetings during each fiscal year at a time and place specified by the President or the Chair of the Board.

2. Special Meetings. Special meetings of the Board may be held from time to time on call of the President or the Chair of the Board and shall be called by the Chair on the request of two or more directors. A special meeting may be held at any place designated in the notice of the meeting.

3. Notice of Meetings. Notice of any regular or special meeting of the Board of Directors shall be given at least five days before the meeting by any usual means of communication. The notice need not specify the purpose for which the meeting is called unless otherwise required by the North Carolina Nonprofit Corporation Act, the Articles of Incorporation, or these bylaws.

4. Waiver of Notice. Any director may waive notice of any meeting of the Board of Directors held without proper call or notice, either before or after the meeting is held. The waiver shall be in writing, signed by the director entitled to notice, and filed with the minutes or corporate records. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting unless the director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

5. Quorum. A majority of the directors in office immediately before the meeting begins shall constitute a quorum.

6. Manner of Acting. Except as otherwise provided by the North Carolina Nonprofit Corporation Act, the Articles of Incorporation or these bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

7. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken shall be deemed to have assented to the action taken unless the director objects at the beginning of the meeting (or promptly upon the director's arrival) to holding



the meeting or transacting business at the meeting or unless the director's dissent or abstention from the action taken shall be entered in the minutes of the meeting or unless the director shall file written notice of dissent or abstention to the action taken with the presiding officer of the meeting before the adjournment thereof or with the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

8. Attendance by Telephone. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar device which allows all persons participating in the meeting to hear each other, and a director who participates by such means shall be deemed present in person at the meeting.

9. Action Without Meeting. Action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action shall be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

## ARTICLE VII

### Officers

1. Number. The officers of the corporation shall consist of a President, a Secretary, and a Treasurer, and of such Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the members may from time to time elect. Any two or more offices may be held by the same person, except the offices of President and Secretary, but no officer may act in more than one capacity where action of two or more officers is required.

2. Ex-Officio Officers. The member of the corporation who is elected by the Board of Trustees of the University from the membership of the Board of Trustees shall serve ex officio as the President of the corporation; the Senior Director of Foundations Accounting and Investments (FAI) shall serve ex officio as Secretary of the corporation; the Director of Investments (FAI) shall serve ex officio as Assistant Secretary of the corporation; the Vice Chancellor for Finance and Administration shall serve ex officio as the Treasurer of the corporation; and the University Treasurer shall serve ex officio as the Assistant Treasurer of the corporation.

3. Elected Officers. Officers of the corporation (other than the ex officio officers) shall be elected by the members at any regular or special meeting of the members. Each officer shall hold office until the earlier of his or her death, resignation or removal or until his or her successor is elected and qualified.

4. Removal. Any elected officer of the corporation may be removed by the members with or without cause, but an officer's removal shall be without prejudice to the officer's contract rights, if any.

5. Compensation. Officers shall not be compensated for their services as such, but the members may provide for the payment of expenses incurred by officers in connection with the performance of their duties.

6. President. The President shall be the principal executive officer of the corporation and, subject to the control of the members and the Board of Directors, shall supervise and control the management of the corporation according to these bylaws.

7. Vice Presidents. The Vice Presidents shall perform such duties as may be assigned to them from time to time by the President, the Board of Directors or the members.

8. Secretary. The Secretary shall keep as permanent records (a) minutes of all meetings of the corporation's Board of Directors, (b) a record of all actions taken by the Board of Directors without a meeting, and (c) a record of all actions taken by committees of the members or Board of Directors. The Secretary shall give all notices required by law and by these bylaws. The Secretary shall have general charge of the corporate records and books and of the corporate seal, and shall affix the corporate seal to any lawfully executed instruments requiring it. The Secretary shall sign such instruments as may require signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President, the Board of Directors or the members.

9. Treasurer. All funds and securities belonging to the corporation shall be received, deposited or disbursed under the direction of the Treasurer by one or more custodians designated by the Board of Directors. The Treasurer shall keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President, the Board of Directors or the members.

10. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those offices and shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President, the Board of Directors or the members.

## ARTICLE VIII

### Indemnification

1. Extent. In addition to the indemnification otherwise provided by law, the corporation shall indemnify and hold harmless its current and former directors and officers against liability and expenses, including reasonable attorneys' fees, incurred in connection with any action, suit, proceeding or claim arising out of their status as directors or officers or their activities in any of such capacities or in any capacity in which any of them is or was serving, at the corporation's request, in another corporation, partnership, joint venture, trust or other enterprise; provided, however, that the corporation shall not indemnify a director or officer against any liability or litigation expense that the director or officer may incur on account of activities that at the time taken were believed or known (or reasonably should have been known) by the director or officer to be clearly in conflict with the best interests of the corporation or if the director or officer received an improper personal benefit. The corporation shall also indemnify a director or officer for reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted herein, if it is determined in accordance with Section 2 of this Article VIII that the director or officer is entitled to indemnification. A member or former member of the corporation who acted as a director pursuant to the authority granted in Article VI of the Articles of Incorporation and Article III, Section 1 of these bylaws shall be entitled to indemnification under this Article VIII to the same extent that a director is entitled to indemnification and, accordingly, the term "director" as used in this Article VIII shall include a member or former member who acted as a director pursuant to such authority.

2. Determination. Indemnification under Section 1 of this Article VIII shall be paid by the corporation with respect to any action, suit, proceeding or claim only after a determination that the liability and/or litigation expenses for which indemnification is sought (a) were not incurred on account of activities which at the time taken were believed or known (or reasonably should have been known) by the person seeking indemnification to be clearly in conflict with the best interests of the corporation and (b) did not involve any transaction from which the person seeking indemnification derived an improper personal benefit. Such determination shall be made (i) by the affirmative vote of a majority of the members who were not parties to the action, suit or proceeding or against whom the claim was not asserted ("disinterested members") even though less than a quorum, (ii) by independent legal counsel in a written opinion or (iii) by a court of competent jurisdiction.

3. Advanced Expenses. Expenses incurred by a director or officer in defending any action, suit, proceeding or claim may, upon approval of a majority of the disinterested members, even though less than a quorum, be paid by the corporation in advance of the final disposition of such action, suit, proceeding or claim upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that the director or officer is entitled to be indemnified against such expenses by the corporation.

4. Reliance and Consideration. Any director or officer who at any time after the adoption of this Article VIII serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing so or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the estate and legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article

VIII. No amendment, modification or repeal of this Article VIII shall adversely affect the right of any director or officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

5. Insurance. The corporation may purchase and maintain insurance on behalf of its directors, officers, employees and agents and those persons who were serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of, or in some other capacity in, another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify against such liability under the provisions of this Article VIII or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee or agent made to or on behalf of a person entitled to indemnification under this Article VIII shall relieve the corporation of its liability for indemnification provided for in this Article VIII or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the corporation with respect to such payment.

## **ARTICLE IX**

### Dissolution

1. Dissolution Upon Removal of Approved Status. The corporation must, if directed by the University, be dissolved as soon as practicable following the removal of its Approved status.

2. Distribution of Assets Following Dissolution. In recognition of the nature of the corporation's investment fund, assets upon dissolution of the corporation may be distributed back to the participants in the corporation's investment fund based on their ownership of the fund or to a successor of the corporation.

## **ARTICLE X**

### General Provisions

1. Exempt Activities. Notwithstanding any other provision of these bylaws, no director, officer, employee or representatives of this corporation shall take any action or carry any activity by or on behalf of the corporation not permitted to be taken or carried on

by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist, or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

2. Fiscal Year. Unless otherwise ordered by the members, the fiscal year of the corporation shall be from July 1 to June 30.

3. Amendments. These bylaws may be amended or repealed and new bylaws may be adopted only by (a) written consent of two or more members approving the amendment or other change and requesting that it be considered by the members at any regular or special meeting of the members and (b) the affirmative vote of at least a majority of the members then in office at any regular or special meeting of the members. The corporation shall provide at least ten days' written notice of any meeting at which an amendment is to be voted upon, and the notice shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment.

4. No Personal Liability. No member, director or officer of the corporation shall be liable or responsible for the debts or obligations of the corporation.