

**AGREEMENT**  
**between**  
**MEMPHIS STATE UNIVERSITY**  
**and**  
**MEMPHIS STATE UNIVERSITY FOUNDATION**

Pursuant to State Board of Regents Policy #4:01:07:02 which directs that each SBR institution shall formulate a written agreement with its foundation which describes their respective responsibilities and the services the institution provides the foundation, this agreement between Memphis State University and the Memphis State University Foundation is mutually set forth and ratified as attested by the affixed signatures of the presidents of the Institution and Foundation following adoption by the Foundation's Board of Trustees.

As defined in its charter of incorporation filed on the 13th day of October, 1973, the Foundation is a not-for-profit organization which exists solely to support and advance the objectives of the Institution. The Foundation is not an operational function of the Institution but is, rather, a separate legal entity operated as a tax-exempt corporation chartered within the State of Tennessee.

Foundation/Institution Relationship

The basis for the Foundation/Institution relationship is derived from a shared interest in the Institution's development. The Institution has, therefore, designated the Foundation as an approved fund-raising arm of the Institution and has allocated institutional human and material resources in support of the Foundation's operations.

Institutional Participation in Foundation Governance

To ensure an appropriate level of Institutional participation in Foundation governance, the President of Memphis State University shall be a member of the Foundation's Executive Committee and all Foundation disbursements shall be made only on approval of the Foundation, acting through its duly authorized officer or representative, on written request from the President of Memphis State University, or his designated representative.

Foundation Records and Reports


As stipulated by the Foundation bylaws, the Secretary shall issue notices of all meetings; keep the corporate minutes; have custody of the seal and corporate records; sign with the President such instruments as required and make such reports and perform such other duties as required of him by the Board. The Treasurer shall have custody of all monies, papers and securities of the Foundation and shall sign or countersign such instruments as may require his signature, shall perform all duties incident to his

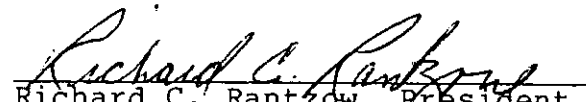
office, or that are properly required of him by the Board of Trustees, and shall give bond, in the event he is so directed by the Board of Trustees, for such sum for the faithful performance of his duty and in such surety company as may be selected by the Board of Trustees, but any premium on said bond shall be paid for by said Foundation. The Foundation Support Representative assists the foundation Treasurer by maintaining the Foundation's operating accounts. Monthly reports are furnished by the Foundation Support Representative to the Foundation Treasurer detailing the balance and current month's activity in all Foundation accounts including those investments and properties which are managed by the Foundation. Records and accounts maintained by the Foundation are available to the Institution, the Comptroller of the Treasury of the State of Tennessee, and the Board.

The Foundation Executive Committee shall issue a comprehensive annual financial report to the President of the Institution and the Chancellor, prepared in accordance with generally accepted accounting principles. And initial and amended Foundation charters and bylaws filed with the Secretary of the State shall be submitted by the President of the Institution to the Chancellor for review.

#### Foundation Trustees

The Institution acknowledges without reservation its profound gratitude and respect for the outstanding men and women who volunteer their valuable time, leadership, and wisdom in service as trustees of the Foundation. Receiving no compensation other than the intangible rewards of selfless service to the Institution and community, these business, industrial, and civic leaders make a contribution to the Institution which far exceeds the very substantial financial support they generate for its growth and development.

  
Thomas G. Carpenter, President  
Memphis State University

  
Richard C. Rantzow, President  
Memphis State University  
Foundation