

THE PHILOLEXIAN FOUNDATION

AMENDED AND RESTATED CHARTER

OF THE

HALLS FUND COMMITTEE

## AMENDED AND RESTATED CHARTER OF THE HALLS FUND COMMITTEE

Amended and Restated Charter (this “Charter”) of the Halls Fund Committee (the “Committee”), established as an advisory committee on the 25<sup>th</sup> day of September, 2002, by the Board of Directors of the Philolexian Foundation pursuant to Section 3.10 of the By-Laws of the Philolexian Foundation (the “By-Laws”), and amended and restated this 25<sup>th</sup> day of March, 2003, by the Board of Directors of the Philolexian Foundation pursuant to Section 4.4 of the original Charter. Capitalized Terms used herein and not otherwise defined shall have the meanings ascribed thereto in the By-Laws.

### Article I Purposes

The purposes of the Committee shall be:

- (a) To explore opportunities to provide the Society with dedicated space for use in carrying out its educational purposes (“Halls”);
- (b) To formulate a strategy for reaching out to Columbia University alumni and others to raise funds for the eventual purchase, rental and/or construction of Halls;
- (c) To investigate and report to the Board regarding naming programs and other donor incentive programs with a view toward implementing such programs in order to raise funds for the eventual purchase, rental and/or construction of Halls;
- (d) To act as an agency of the Corporation, when and as specifically authorized by the Board, for the purpose of facilitating the eventual purchase, rental and/or construction of Halls.

The purposes set forth in this Article I, and any actions taken or investigations made in pursuit of such purposes, shall be collectively referred to herein as the “Committee Work”.

### Article II Composition

Section 2.1. Members. The Committee shall initially consist of Adam Fields, Kenneth Ehrenberg, and an undergraduate to be named by the Society. Subject to Section 2.4 hereof, any interested full member of the Society, and any other individual meeting the prerequisites to apply for Member at Large status as set forth in Section 2.2(a) of the By-Laws, may join the Committee by submitting written notice to the Committee Secretary identified in Section 2.2.

Section 2.2. Committee Secretary. One member of the Committee shall keep the books and records of the Committee, including a membership roll (the “Roll”), and any and all documents created or collected in connection with the Committee Work (such member, the “Committee Secretary”). The initial Committee Secretary shall be Kenneth Ehrenberg. The Committee Secretary may be changed at any time by the Board or by majority vote of the Committee; provided that the Committee may not by majority vote

reinstate as Committee Secretary an individual removed by the Board within the immediately preceding six months.

Section 2.3. Board Liaison. The Committee shall at all times include one Director (the “Board Liaison”), who shall keep the Board informed regarding the Committee’s activities. The initial Board Liaison shall be Adam Fields. The Board may change the Board Liaison at any time, which change will take effect when the Board notifies the Committee Secretary. If at any time there is no Board Liaison, the President may designate any Director to serve as Board Liaison until the next meeting of the Board.

Section 2.4. Removal. The Board may at any time ban any individual from membership on the Committee. The Committee Secretary may remove from the Roll any member who has continuously been inactive with respect to Committee Work and unresponsive to Committee correspondence for sixty (60) days.

### Article III Committee Work

Section 3.1. Work Product. All members of the Committee shall provide copies of all notes, correspondence, reference materials, memoranda, and other written documentation relating to Committee Work (collectively, the “Work Product”) to the Committee Secretary. The Committee Secretary shall make all Work Product available for review by the Officers and Directors at all reasonable times, and shall make the Work Product reasonably available to other persons as instructed by the Board.

Section 3.2. Voting. Whenever a vote of the Committee is required under this Charter or otherwise deemed by the Committee Secretary or the Board Liaison to be necessary or appropriate in carrying out the Committee Work, the affirmative vote of a majority of the members then listed in the Roll shall be required to take action. Such vote may be conducted by any reliable means, including in person, by teleconference, by mail, by facsimile, or by electronic communication.

Section 3.3. Meetings. The Committee shall not be required to hold meetings unless the Committee Secretary deems it advisable to hold meetings to review Work Product or to discuss the Committee Work. If meetings are held, they may be held in any reliable manner, including in person, by teleconference, or by internet chat or similar medium.

Section 3.4. Authority. The Committee is an advisory committee, with only such powers as are enumerated herein or otherwise delegated by the Board. Notwithstanding anything contained in this Charter, neither the Committee nor any member thereof shall have any power to bind the Corporation or encumber any of its assets; provided that this Charter shall not be construed to revoke any authority granted to any person under the By-Laws or a resolution of the Board separate from and independent of this Charter.

### Article IV Miscellaneous

Section 4.1. Duration. This Charter shall remain in effect until the earlier of (a) its revocation by the Board and (b) the dissolution of the Corporation.

Section 4.2. Dormancy. If at any time during the effectiveness of this Charter the Committee has no members, the Committee shall be considered dormant, and any action taken in the name of the Committee shall have no effect. During such period of dormancy, the Secretary shall have the authority to make such changes to the Roll and the other books and records of the Committee as are necessary or appropriate to reflect such dormant status. During the dormancy of the Committee, any eligible individual may revive the Committee by volunteering to join the Committee by written notice to the Secretary. Such revival shall take effect upon the earlier of (a) the designation by the Board of a new Board Liaison and (b) the thirtieth day after such notice.

Section 4.3. Notices. Whenever a written notice is required by this Charter, notice in person or by mail, facsimile, or electronic communication to the address or number listed in the most recent contact list maintained by either the Society or the Corporation shall suffice, and notice shall be effective upon receipt.

Section 4.4. Amendments. This Charter may be amended or revoked at any time by the Board. The Committee may at any time, by majority vote, propose one or more amendments to this Charter for the Board's approval. After such vote, the Committee Secretary shall submit to the Secretary written notice of such change, together with the number of current members as listed on the Roll and the number of votes cast in favor of the proposed amendments. If the Board fails to act on a proposal within sixty (60) days after such notice is delivered to the Secretary, the amendments contained in such proposal shall be deemed approved by the Board.