

BYLAWS OF PURDUE ALUMNI ASSOCIATION, INC.

Amended March 8, 2021

ARTICLE I

Name, Governance, and Location

- Section 1. Name: The name of the organization shall be the Purdue Alumni Association, Inc. (Referred to hereinafter as "the Corporation.")
- Section 2. Governance: The organization is governed by the Articles of Incorporation as filed with the Indiana Secretary of State (Amended and Restated March 2021).
- Section 3. Location: The principal office of the Corporation shall be 403 West Wood Street, West Lafayette, Indiana 47907-2007.

(Reference Rules & Procedures Article I)

ARTICLE II

Membership Eligibility

- Section 1. Any graduate, current or former student of Purdue University, or any other individual who wishes to support Purdue University through membership in the Corporation, shall become a member upon payment of membership dues, the amount of which shall be fixed by the Board of Directors.
- Section 2. Persons of distinction in Purdue affairs and any others whom the Corporation may wish to honor may be designated by the Board of Directors as Honorary Members of the Corporation. Honorary Members shall not be subject to the payment of dues, shall not hold office, and shall not be entitled to vote on matters pertaining to the Corporation.

(Reference Rules & Procedures Article II)

ARTICLE III

Corporation Meetings

- Section 1. The Corporation shall hold its Annual Meeting each year at Purdue University during the spring semester, except when the Chairman of the Board at his/her sole discretion elects to employ virtual technologies for the Corporation Annual Meeting. If virtual technologies are offered to Directors for the Annual Meeting, the same technologies must also be extended to the public.
- Section 2. A special meeting of the Corporation may be called by the Chairman of the Board or by not less than two-thirds of the members of the Board of Directors, or by any five hundred (500 members) of the Corporation submitting a petition bearing their signatures to the Chairman of the Board.

(Reference Rules & Procedures Article III)

ARTICLE IV

Board of Directors

- Section 1. The Board of Directors of the Corporation shall represent the interests of the alumni and cooperate with the University administration, the Board of Trustees of Purdue University and the Purdue for Life Foundation, LLC in advancing the interests of Purdue University and its Alumni.

ARTICLE V

Board of Directors Meetings

- Section 1. Regular meetings may be held at such time and place as the Board of Directors or Executive Committee may determine. Special meetings of the Board of Directors may be held at any time and place upon call of the Chairman of the Board or upon request of the majority of the Board of Directors.

ARTICLE VI

Eligibility of Directors, Classifications, & Terms

- Section 1. All Directors must be members in “Good Standing” with the Corporation. “Good Standing” shall be defined as a current member of the Purdue Alumni Association that is in compliance with the Association’s best practice standards, including but not limited to its Confidentiality and Conflict of Interest policies and its Statement of Integrity and Code of Conduct.
- Section 2. Staff members of Purdue University, the Purdue for Life Foundation or the Purdue Alumni Association shall not be eligible to be a member of the Board of Directors.
- Section 3. The terms of all Directors shall commence July 1st of the year of their election or appointment.
- Section 4. No Director, other than that of an Officer (Class I Director), may serve more than three (3) terms in their lifetime. Time served as an Officer (Class I Director) does not apply to the three (3)-term limit. An Officer (Class I Director) may also serve up to three (3) terms as a non-Officer, prior to their election as an officer, subject to the term limits established for non-Officer positions. Any Class 1 Director, upon completing their full term as a voting Officer of the Corporation, is no longer eligible to hold any voting position on the Board of Directors in any Class.
- Section 5. The Board shall consist of a maximum of twenty (20) Directors until June 30, 2022, and a maximum of nineteen (19) Directors, thereafter, including both Elected Directors and Designated Directors.
- The Board of Directors of the Corporation shall be divided into five (5) classes as follows:

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CLASS I shall consist of five (5) designated directors consisting of the Chairman of the Board, Vice Chairman of the Board, Chairman of Finance, Chairman of the Leadership Development and Nominating Committee and the Immediate Past Chairman of the Board. CLASS I directors shall be elected in accordance with the Rules & Procedures, Article V.

Term: CLASS I directors shall hold office for a term of two (2) years until their successor is elected. The Vice Chairman of the Board shall become the Chairman of the Board at the end of the Chairman of the Board's term of office. The Chairman of Finance and the Chairman of the Leadership Development and Nominating Committee may not serve more than two (2) terms in their lifetime.

CLASS II shall consist of one (1) elected director who is an Alumni Member in good standing between the age of 25 and 30. The CLASS II director shall be elected in accordance with the Rules & Procedures, Article VII.

Term: CLASS II directors shall each serve one (1) three (3) year term.

CLASS III shall consist of one (1) designated director from the Purdue Agricultural Alumni Association of Indiana, or its successor, and one (1) designated Director from the Purdue for Life Foundation, LLC Board of Managers, or its successor. The CLASS III directors shall be appointed in accordance with the Rules & Procedures, Article VI.

Term: The CLASS III director shall serve a one (1) year term and may serve unlimited successive terms.

CLASS IV shall consist of a maximum of three (3) designated directors consisting of at-large members. CLASS IV directors shall be appointed in accordance with the Rules & Procedures, Article VI.

Term: CLASS IV directors shall serve three (3) year terms. CLASS IV directors may not serve more than two (2) terms in succession and may not serve more than three (3) terms in their lifetime.

CLASS V shall consist of eight (8) elected directors consisting of two (2) directors from each of four (4) geographic districts. Each CLASS V director, at the time of his or her election, must be a resident of the geographic district from which he or she is elected. CLASS V directors shall be elected in accordance with the Rules & Procedures, Article VII.

Term: CLASS V directors shall serve three (3) year terms. CLASS V directors may not serve more than two (2) terms in succession and may not serve more than three (3) terms in their lifetime.

Section 6. A director's cumulative service to the Board of Directors, whether as a CLASS II, CLASS III, or CLASS IV director, or any combination thereof, shall not exceed a total of nine (9) years. After having served as either a CLASS II, CLASS III, or CLASS IV,

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director, a person may seek a directorship in any other such class of directors if such person has not served on the Board of Directors as a director for at least one (1) year prior to such person's nomination as a candidate in such other class.

ARTICLE VII

Officers

Section 1. The officers of the Corporation shall consist of the Chairman of the Board, Vice Chairman of the Board, Immediate Past Chairman of the Board, Chairman of Finance, Chairman of the Leadership Development and Nominating Committee, and Recording Secretary. The Vice Chairman of the Board shall become the Chairman of the Board at the end of the Chairman of the Board's term of office.

- a) All officers must be members in "Good Standing" with the Corporation.
- b) An officer shall not hold any other director position on the Board of Directors.
- c) Staff members of the Purdue Alumni Association, Purdue University or the Purdue for Life Foundation shall not be eligible to be an officer other than that of the Recording Secretary position.
- d) The Recording Secretary shall be elected in accordance with the Rules and Procedures, Article V.

Term: The Recording Secretary shall serve two (2) year terms and may serve unlimited successive terms.

ARTICLE VIII

Executive Committee & Standing Committees

Section 1. **Executive Committee**

The Executive Committee shall consist of the Chairman of the Board, Vice Chairman of the Board, Immediate Past Chairman of the Board, Chairman of Finance, Chairman of the Leadership Development and Nominating Committee, the Purdue for Life Foundation, LLC Designated Director and three (3) additional Directors. The three (3) additional Directors shall be appointed in accordance with the Rules & Procedures, Article VIII Section 1. The Purdue for Life, Foundation Vice President of Engagement and Recording Secretary shall be non-voting ex officio members of the Executive Committee.

Section 2. **Standing Committees**

Standing Committees shall include the Finance Committee, the Leadership Development & Nominating Committee, and the Purdue Alumni Advisory Council. Committee members shall be appointed to the Standing Committees in accordance with the Rules & Procedures, Article VIII Section 2, Section 3, and Section 4.

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Section 3. **Other Committees and Task Forces**

The Chairman of the Board may establish other Committees and Task Forces, and appoint members to such Committees and Task Forces, in accordance with the Rules & Procedures, Article VIII Section 6.

ARTICLE IX

Election of Alumni Trustees

Section 1. The Board of Directors shall constitute the nominating committee for Alumni representatives of the Corporation on the Board of Trustees of Purdue University as provided by law.

The nominating committee limits their nomination for any single (1) candidate to three (3) nomination terms. Trustees who wish to serve beyond nine (9) years, or three (3) terms may seek nomination according to the guidelines established in Section 2. Any Alumni Trustee elected prior to 2018 will not be subject to nomination limits.

Section 2. Any five hundred (500) members of the Corporation may also nominate an additional qualified candidate (as set by Indiana law) for each vacancy on the Board of Trustees to be filled by this Corporation by submitting such nomination in writing to the Recording Secretary at least ninety (90) days prior to the Annual Meeting, together with such candidate's written acceptance of the nomination.

Section 3. Nominees must be current members of the Purdue Alumni Association and graduates of Purdue University. One (1) of such Alumni Trustees shall be a graduate of the College of Agriculture.

Section 4. Voting for the election of Alumni representatives on the Board of Trustees of Purdue University shall be by mail or electronic ballot as hereinafter provided. The person so selected shall be appointed by the Governor of Indiana to serve such term.

Section 5. At the Annual Meeting of the Corporation for the year in which the term of office of any one of the said Alumni Trustees expires, a successor shall be announced, and certified by the Chairman of the Board of the Corporation.

Section 6. If, at any time, a vacancy shall occur on the Board of Trustees, occasioned by the death, resignation, or any early expiration of term otherwise, of the Alumni Trustees selected by the members of the Corporation, such vacancy shall be filled by a candidate recommended by the Chairman of the Board of the Corporation with input from the Leadership Development & Nominating Committee, and

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voted on by the Corporation's Board of Directors. A majority vote of the Board of the Corporation will elect the candidate. Voting may be conducted electronically. Candidate will serve until the next Annual Meeting of the Corporation, when a permanent successor to fill out the unexpired term shall be selected as herein provided, and such person so selected shall be appointed by the Governor of Indiana to fill out such unexpired term.

ARTICLE X

Records

Section 1. The books, records, accounts, and documents of the Corporation shall be kept at a convenient and permanent location and in the manner approved by the Board of Directors.

ARTICLE XI

Auditors

Section 1. The Chairman of the Board shall authorize the employment of a qualified firm of public accountants to make an audit of the Corporation at least once a year.

ARTICLE XII

Local Clubs

Section 1. Any ten (10) or more members of the Corporation residing in a metropolitan center or within a radius affording opportunity for assembling, may organize themselves into an Alumni Club by adopting a Constitution and By-Laws, and by satisfying other requirements established by the Board of Directors.

ARTICLE XIII

Regional Campus Alumni Association

Section 1. Any Purdue Regional Campus may establish an Alumni Association for the benefit of its membership, as defined in these By-Laws. The Regional Campus Alumni Associations shall be recognized by the Corporation upon the adoption of Operating Rules and Procedures that are consistent with the Articles of Incorporation, By-Laws, and Rules & Procedures of the Corporation, and providing the same to the Chairman of the Board of the Corporation.

ARTICLE XIV

Official Publication

Section 1. The PURDUE ALUMNUS is hereby designated the official publication of the Corporation.

ARTICLE XV

Amendments

Section 1. These By-Laws may be amended by not less than two-thirds of the members of the Board of Directors at any regular or special meeting.

March 2021