

BYLAWS OF PURDUE ALUMNI ASSOCIATION, INC.

Amended April 13, 2018

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 September 2009).
- 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.
- 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 President.

(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 and Board of Trustees of Purdue University 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 a majority of the Board of Directors.

(Reference Rules & Procedures Article IV)

ARTICLE VI

Eligibility of Directors, Classifications, & Terms

- Section 1. All Directors must be members in good standing with Corporation.
- Section 2. A staff member of either Purdue University 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 on 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-nine (29) Directors including both Elected Directors and Designated Directors. The number of Designated Directors shall always be less than one-half of the total number of Directors as required by the Articles of Incorporation.

(Article VI cont'd)

The Board of Directors of the Corporation shall be divided into five (5) classes as follows:

CLASS I shall consist of four (4) designated directors consisting of the Chairman of the Board, Vice Chairman of the Board, Chairman of Finance, and 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 may not serve more than two (2) terms in their lifetime.

CLASS II shall consist of three (3) designated directors consisting of one (1) director from each of the three (3) most recent graduating classes of Purdue University. CLASS II directors shall be appointed in accordance with the Rules & Procedures, Article VI.

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. The CLASS III director shall be appointed in accordance with the Rules & Procedures, Article VI.

Term: The CLASS III director shall serve a one (1) year term. The CLASS III director may not serve more than three (3) terms in succession.

CLASS IV shall consist of a maximum of six (6) 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 fifteen (15) elected directors consisting of three (3) directors from each of five (5) 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, director, a person may seek a directorship in any other such class of directors as long as 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.

(Reference Rules & Procedures Article V, Article VI, and Article VII)

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, Recording Secretary, and President. 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) A staff member of the Purdue Alumni Association shall not be eligible to be an officer other than that of the President & CEO position and 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.

(Reference Rules & Procedures Article V)

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, and four (4) additional Directors. The four (4) additional Directors shall be appointed in accordance with the Rules & Procedures, Article VIII Section 1. The President and Recording Secretary shall be non-voting members of the Executive Committee.

Section 2. **Standing Committees**

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

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 4.

(Reference Rules & Procedures Article VIII)

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 one (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

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in writing to the President 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 President 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 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 President of the Corporation.

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 President 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.

October 2014