

**As Amended December 6, 2007**

***Articles of Incorporation***

***Indiana University***

***Alumni Association, Inc.***

The undersigned, being three or more natural persons of lawful age, all of whom are citizens of the United States, do hereby adopt the following Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern, that a membership list or lists of the above named corporation for which certificate of incorporation is hereby applied for have heretofore been opened in accordance with law and that at least three (3) persons have signed such membership list.

Be it further remembered that the following Articles of Incorporation and all matters heretofore done or hereafter to be done are in accordance with "An Act concerning domestic and foreign corporations not for profit, providing for fees, providing penalties for the violation thereof, and repealing certain laws," approved March 7, 1935, and all acts amendatory thereof and supplemental thereto.

## Article I

### **NAME**

The name of this corporation shall be Indiana University Alumni Association,  
Inc.

## Article II

### **PURPOSES**

The purpose or purposes for which it is formed are as follows:

- (a) To be organized and operated exclusively for educational and charitable purposes as a nonprofit organization dedicated to advancing the interest of Indiana University, lessening the burdens of Indiana University and the State of Indiana, and promoting generally this great educational institution, our alma mater.
- (b) To be operated in such a manner that the corporation be of continuing service to Indiana University and shall function consistent with its stated purposes as a part of the administration of Indiana University. To insure continual fulfillment of this objective, the University Director of Alumni Affairs of Indiana University, appointed by the Board of Trustees of Indiana University, shall at all times be the president and chief executive officer of the Indiana University Alumni Association, Inc., and a member of its Board of Managers.
- (c) To provide a medium through which the alumni, both graduates and

former students, can contribute to the welfare of Indiana University.

- (d) To foster a spirit of loyalty and fraternity and bonds of fellowship and mutual assistance among these alumni.
- (e) To acquaint the alumni fully with the progress and needs of Indiana University.
- (f) To exhort the alumni to interpret the work and services of Indiana University to others.
- (g) To encourage united action in promoting and advancing the interest in the general welfare of Indiana University as an educational institution.
- (h) To participate in the raising of funds for Indiana University from the alumni by gift, endowment, scholarship, or student aid.
- (i) To maintain records and collect statistics concerning alumni and to provide an Alumni Office.
- (j) To assist in class reunions, homecoming and similar activities, on and off the campus of Indiana University.
- (k) Supervise the sale of tickets to University functions which may be allocated to alumni and to facilitate and encourage alumni attendance.
- (l) To sponsor recreational and other appropriate nonprofit activities involving alumni.
- (m) To publish periodicals to be distributed to alumni for the purpose of disseminating information about Indiana University and the alumni.
- (n) To make awards to alumni for outstanding work in promoting the welfare

of Indiana University.

- (o) To furnish, at cost, duplicating and mail services to local alumni groups, faculty members, alumni and related organizations.
- (p) To have, hold, exercise and enjoy in furtherance of the purposes set forth hereinabove, all of the rights, powers, privileges, and immunities granted, and not expressly denied, by the Indiana General Not-For-Profit Corporation Act, as now or hereafter amended, and under the common law as may be necessary, convenient or expedient in order to accomplish the purposes set forth hereinabove, but subject to any limitation or restriction imposed by the Indiana General Not-For-Profit Corporation Act, by any other law or these Articles of Incorporation.

### Article III

#### **TERM OF EXISTENCE**

The period during which it is to continue as a corporation is perpetuity.

### Article IV

#### **PRINCIPAL OFFICE AND RESIDENT AGENT**

The mailing address of its principal office is 1000 East 17<sup>th</sup> Street Bloomington, Monroe County, Indiana 47408. The name of its resident agent is Thomas A. Martz and his post office address is 1000 East 17<sup>th</sup> Street Bloomington, Indiana 47408.

## Article V

### **MEMBERSHIP**

The classes of membership and the relative rights, preferences, limitations and restrictions of each class, together with a statement as to the voting rights of each class, are as stated below:

There shall be two (2) classes of members, consisting of Regular Members and Affiliate Members. All natural persons who are either graduates or former students of Indiana University shall be considered alumni of Indiana University, and any such person may become a Regular Member upon written application for such membership and the payment of membership dues in compliance with the bylaws and all other rules adopted by the Board of Managers from time to time. Any natural person who is not a graduate nor a former student of Indiana University may become an Affiliate Member under such terms and conditions as may be prescribed from time to time in the bylaws or other rules adopted by the Board of Managers. No person shall be entitled to more than one (1) membership. Every Regular Member shall have the right at every meeting of members to cast one (1) vote for membership on any matter submitted to a vote of members. Affiliate Members shall not have voting rights.

## Article VI

### NUMBER OF MANAGERS

The number of managers of this corporation shall be not less than three (3) nor more than fifteen (15) as prescribed from time to time in the bylaws of the corporation; but in no event shall the minimum number of managers be less than three (3).

## Article VII

### FIRST BOARD OF MANAGERS

The names and addresses of the first Board of Managers are as follows:

<u>Name</u>	<u>Address</u>
C.B. Dutton	710 Guaranty Bldg. Indianapolis, Indiana
Mrs. Jane Hicks McKinzie	37 East 52nd Street Indianapolis, Indiana
Richard H. Schmalz	North Walnut Street Bloomington, Indiana
Frank B. Jones	Indiana University Memorial Union Bloomington, Indiana
Everett S. Dean	RFD-1 Orleans, Indiana

Such members of the First Board of Managers shall serve until the first

annual meeting of members, and until their successors are elected and qualified.

## Article VIII

### INCORPORATORS

The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
C.B. Dutton	710 Guaranty Bldg. Indianapolis, Indiana
Frank B. Jones	Indiana University Memorial Union Bloomington, Indiana
Richard H. Schmalz	North Walnut Bloomington, Indiana

## Article IX

### PROPERTY

The property and an estimate of the value thereof, to be taken over by this corporation at or upon its incorporation, is as follows:

One Hundred Dollars in cash. It is expected that Indiana University will utilize the corporation to maintain alumni lists and other records, supervise and promote alumni activities and related functions heretofore performed by or in the name of the University, and in connection therewith will turn over to it such assets as have heretofore been developed in connection with such alumni work.

## Article X

### **PROVISION FOR THE REGULATION OF THE AFFAIRS OF THE CORPORATION**

The corporation shall indemnify any member of the Board of Managers, officer or employee or former member of the Board of Managers, officer or employee of the corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a member of the Board of Managers, officer or employee, except in relation to matters as to which one shall be adjudged to be liable for negligence or misconduct in the performance of his or her duty. The corporation may also reimburse to any such person the reasonable costs of settlement of any such action, suit or proceeding if it shall be found by a majority of the disinterested members of the Board of Managers that it was in the best interests of the corporation that such settlement be made and that such person was not guilty of negligence or misconduct. Additionally, pursuant to Indiana Code Section 34-30-4-2, an individual who serves as a volunteer or volunteer director of a nonprofit corporation under Indiana law or a nonprofit organization that is exempt from federal taxation under Section 501 ©(3) of the Internal Revenue Code, who exercises reasonable care in the performance of his or her duties as a volunteer of such entity, is immune from civil liability arising out of the performance of those duties.

**Note: The IU Alumni Association was incorporated as a not-for-profit corporation in 1970.**