

As Amended December 6, 2007

Code of Bylaws
Indiana University
Alumni Association, Inc.

Article I

IDENTIFICATION

Section 1. Name. The name of the corporation is Indiana University Alumni Association, Inc. (hereinafter referred to as the "Association").

Section 2. Principal Office. The principal office of the Association shall be located in the City of Bloomington, Monroe County, Indiana.

Section 3. Seal. The seal of the Association shall be circular in shape and shall consist of a metal die suitably mounted for impressing the same upon paper. The metal die shall be composed of the name of the Association arranged in circular fashion about the "Seal" together with the word "Indiana."

Section 4. Fiscal Year. The fiscal year of the Association shall begin on the first day of July of each year and shall end on the last day of June next succeeding.

Article II

MEMBERSHIP

Section 1. Alumni Qualifications. All persons who are either graduates or former students of Indiana University are considered alumni of Indiana University. All alumni and other friends of Indiana University are welcome to participate in the activities of the Association.

Section 2. Membership in Association. There shall be two classes of membership in the Association, consisting of Regular Member and Affiliate Member. Alumni of Indiana University may become Regular Members upon written application for such membership and the payment of membership dues in accordance with the provisions of these bylaws and other applicable rules adopted from time to time by the Board of Managers or by the Executive Council with the approval of the Board of Managers. Any person who is not a graduate or 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 these bylaws or such other rules. No person shall be entitled to more than one membership, and no membership shall be transferable or assignable in any manner.

Section 3. Membership Dues. Membership dues shall be established and may be changed from time to time. Proposals for changes must be presented by or on behalf of the President & Chief Executive Officer (CEO) to the Executive Council which

shall recommend to the Board of Managers for approval or disapproval. The Board of Managers shall approve or disapprove of the changes.

Article III

MEETINGS OF MEMBERS

Section 1. Place of Meetings. All meetings of the members of the Association shall be held at such place, within the State of Indiana, as may be specified in the notices of such meetings.

Section 2. Notice and Call of Meetings. The annual meeting of the members of the Association shall be held on Alumni Weekend each year, the exact place and time to be set by the Chairperson of the Association. Notice of the place and time of the annual meeting shall be printed in the *Indiana Alumni Magazine* at least thirty (30) days prior to the meeting. Such other meetings of the members as may be necessary may be called by the Executive Council, upon thirty (30) days notice in the Indiana Alumni magazine or by direct mail to the members at their most recent addresses on file in the offices of the Association.

Section 3. Voting at Meetings. Every member shall have the right at every meeting to one vote upon all matters submitted to a vote of members. Such vote may be cast in person at the meeting, and, in the case of elections or specific questions submitted by ballot to the members, voting may also be by mail.

Section 4. Quorum. A quorum for any meeting of members shall consist of twenty-five (25) members.

Article IV

THE BOARD OF MANAGERS

Section 1. Election and Qualification. The business of the Association shall be managed by a Board of seven Managers. The Managers shall consist each year of the President & CEO of the Association, the immediate Past Chairperson of the Association and the officers of the Association, and each manager except the President and CEO shall hold office for one year and until his respective successor is chosen and qualified. Only members of the Association on December 1 may be considered for nomination.

Section 2. Vacancies. Any vacancy occurring in the Board of Managers caused by increase in the number of managers, at any time provided for by the Code of Bylaws, shall be filled by a vote of the members at their next meeting or at any special meeting called for such purpose. Any vacancy occurring in the Board of Managers caused by resignation, death or other incapacity shall be filled by a majority vote of the remaining members of the Board of Managers, any manager so elected to serve the unexpired term and until a successor is chosen and qualified.

Section 3. Meetings. Meetings of the Board of Managers shall be held on the request of the Chairperson or of any member of the Board of Managers at any reasonable and convenient place within or without the State of Indiana, upon not less than 48 hours written notice specifying the time, place and general purpose of such meeting. Notice of any such meeting may be waived in writing, and attendance at any meeting shall constitute a waiver of notice of such meeting.

Section 4. Quorum. At any meeting of the Board of Managers, a majority of the Board shall constitute a quorum for the transaction of business and the act of a majority of the managers present at a meeting at which a quorum is present shall constitute the action of the Board of Managers unless the act of a greater number is required by law, the Articles of Incorporation or these bylaws.

Section 5. Record of Meetings and Reports. The Board of Managers shall keep a written record of its proceedings. It shall also report to the members of the Association from time to time as the same may be necessary.

Section 6. Responsibilities of the Board of Managers. The Board of Managers shall have general management and supervision over the affairs of the Association. The Board shall focus its primary attention on substantial policy issues of the Association. The Board has the authority, duty and responsibility to establish, and amend from time to time, the policies of the Association and the President & CEO has the duty, responsibility and authority to manage and administer the Association in accordance with such policies, the authority delegated to the President & CEO by the Board and all applicable law. The President & CEO has the further responsibility of presenting to the Board recommended policies of the Association for consideration and action by the Board and at all times shall attempt to keep the Board appropriately advised. For the Board to give full consideration to policies that are of a substantial and continuing value to the Association, it is desirable that the President & CEO should be delegated authority by the Board to manage and administer the Association and establish routine administrative procedures of the Association. The Board shall adopt

the Association budget annually. The President & CEO is granted authority by the Board to develop documents, execute contracts and agreements on behalf of the Association or authorize others to do so in his/her stead, and promulgate and distribute notification of policies and perform such other acts reasonably necessary and convenient to manage and administer the Association. Contracts and agreements of a substantial nature must be submitted to the Board for approval. The President & CEO shall also be considered the chief alumni relations officer of Indiana University.

Section 7. Compensation of the Board

No member of the Board of Managers except the President & CEO may receive compensation.

Section 8. Past Chairpersons Council. An advisory group consisting of all former living chairpersons of the Association and known as the Past Chairpersons Council shall be established to give advice and counsel to the Board of Managers as needed. The President of the Association, and the current Chairperson of the Association shall serve as ex-officio members of the Past Chairpersons Council. The Past Chairpersons Council may meet twice a fiscal year, one such meeting to be held in conjunction with a Board of Managers meeting and the other such meeting may be held at a time and place designated by the Chairperson of the Past Chairpersons Council. The Chairperson of the Past Chairpersons Council shall be the immediate past Chairperson of the Association whose term most recently expired.

Article V

THE OFFICERS

Section 1. Designation. The officers of the Association shall consist of the Chairperson, Chairperson-Elect, Vice Chairperson, Secretary and Treasurer. The Board of Managers may create such other offices as in its judgment the business of the Association may, from time to time, require.

Section 2. Term of Office. The term of office for an officer is one year. An officer's term begins on July 1 and ends on June 30 of the following year. The announcement of the election of officers shall be made by May 1 each year. A person may serve as Secretary for a maximum of five consecutive terms or as Treasurer for a maximum of five consecutive terms. The person serving as Chairperson-Elect automatically becomes Chairperson upon the expiration of his or her term as Chairperson-Elect.

Section 3. Procedures for Election. The Chairperson of IUAA must appoint a five-member nominating committee and a canvassing committee of three members of the Association not then holding office and submit those names to the alumni magazine no later than September 1. In its November/December issue, the alumni magazine must print the names of the nominating committee and the canvassing committee and issue a call for names of persons to be considered for slating for officers and the at-large Executive Council positions. Aside from the nominating committee, persons who wish to nominate an individual or themselves for any office or an Executive Council at-large position may do so by petition signed by 100 members and received by IUAA no later than December 31. All nominations, along with biographical information and photographs, must be presented to the alumni magazine no later than January 1. The

ballot and biographical information and photographs of each nominated person must be printed in the March/April issue of the alumni magazine. The canvassing committee shall establish criteria for biographical information and shall supervise the election procedures and ascertain that all requirements are complied with to the fullest extent possible. The canvassing committee shall tally the votes and shall certify the names of those elected to the current Chairperson of the Association. The alumni magazine and the IUAA website will publish the names of all elected officers and Executive Council members in the July/August issue.

Section 4. Method of Election. The election of officers shall be by ballot which shall be mailed to all members at their most recent address on file in the Alumni Office by the third Friday in March. The tally of ballots of qualified voters shall be determined at 5 p.m. on the third Friday in April, and such tally shall include all votes received either by mail or by personal delivery. The persons receiving the greatest number of votes shall be declared elected.

Section 5. Responsibilities of the Officers and Managers. The responsibilities of the various officers shall be those usually associated with their respective offices.

Chairperson: Shall be responsible for ensuring that the Board of Managers has general management and supervision over the affairs of the Association. Shall be responsible for conducting all meetings of the Board of Managers. Shall represent the Board in University activities as requested by the office of President & CEO of the Association.

Chairperson-Elect: Shall participate in all meetings of the Board of Managers and shall preside over such meetings at which the Chairperson is absent.

Vice Chairperson: Shall participate in all meetings of the Board of Managers.

Immediate Past Chairperson: Shall participate in all meetings of the Board of Managers.

Treasurer: Shall participate in all meetings of the Board of Managers and ensure to the best of his/her ability that all financial information presented to the Board is accurate.

The treasurer shall serve on the IUAA Investment Committee.

Secretary: Shall participate in all meetings of the Board of Managers and accurately record the minutes of the meetings.

President & CEO: Shall participate in all meetings of the Board of Managers and be responsible for the presentation of all Association matters that are to be considered by the Board. (Also see Article IV THE BOARD OF MANAGERS, Section 6.) The President and CEO shall serve on the Investment Committee.

Article VI

EXECUTIVE COUNCIL

Section 1. Membership and Officers. The Executive Council shall be

composed of the officers of the Association, the immediate Past Chairperson of the Association, the President of the Association, the President of the Indiana University Foundation, the Executive Director of the Indiana University Varsity Club, thirty Council members elected at large from the membership as hereinafter provided, three council members representing the following Affiliate Groups- the I- Association, Neal-Marshall Alumni Club, and Woodburn Guild, one Council member selected to represent each constituted Constituent Society, six Council members to represent the Alumni Chapters, and eight student Council members with one from each of the campuses. The officers of the Executive Council shall be the officers of the Association.

Section 2. Term of Office. The President of Association, the President of the Indiana University Foundation, and the Executive Director of the Indiana University Varsity Club shall be members of the Council automatically during their tenure as employees of the University, the Foundation, and the Varsity Club, respectively. The officers of the Association shall be members of the Council automatically during their tenure as such officers. The student members will serve one year terms. The remaining Council members shall serve terms of three years each and those presently serving shall serve out their term. One third of the at large Council members shall be elected each year.

Section 3. Method of Selection. Candidates elected at large for the Executive Council shall be chosen by the members of the Association, by ballot, in the same manner and at the same time as the officers of the Association are elected. Only members of the Association on December 1 may be considered for nomination. Council

members representing the respective Constituent Societies and Affiliate Groups shall be selected in such manner as the respective Constituent Societies and Affiliate Groups may determine, subject to the approval of the Council. Alumni chapter representatives and student representatives will be appointed by the Board of Managers from recommendations by alumni chapter staff and campus alumni directors respectively.

Section 4. Vacancy. In the event of a vacancy among the Council the same shall be filled by appointment by the Council for the remainder of the unexpired term.

Section 5. Responsibilities of the Executive Council. The Executive Council shall be the advisory body of the Association, and in such capacity it may initiate and review the various activities and policies of the Association. The Council shall make recommendations to the Board of Managers with respect to, among other matters, establishment of new programs, proposed policies, review of existing programs and activities of the Association, approval of investment policies, and the amendment of the Articles of Incorporation or Bylaws. The Council shall advise the Board of Managers in its general management of the affairs of the Association. Council members shall be expected to support and promote diversity and participate in all scheduled and specially-called meetings of the Council and provide assistance as requested by the Association throughout the fiscal year.

Section 6. Meetings and Notice. The Executive Council shall hold not less than two meetings each year at such times as may be agreed upon. Meetings shall be called by the Chairperson or any five members of the Council. At least two weeks written notice shall be given of each meeting.

Section 7. Quorum. A majority of the Executive Council will constitute a quorum for purposes of conducting the business of the Council.

Section 8. Record of Meetings and Reports. The Executive Council shall keep a written record of its proceedings and shall make a yearly report at the regular annual meeting of the Association.

Section 9. Committees. The President of the Association may appoint committees as needed, in conjunction with the Board of Managers, to generally review, analyze, oversee, or make recommendations to the President and/or Board of Managers on various activities of the corporation.

Article VII

CONSTITUENT SOCIETIES, ALUMNI CHAPTERS, AND AFFILIATE GROUPS

Section 1. Purpose and Definition. Constituent Societies, Alumni Chapters, and Affiliate Groups may be organized to generally stimulate and encourage loyalty in the graduates and former students of a designated constituency. They shall establish programs to further the educational, social, and charitable interests of their respective constituency and Indiana University. Constituent Societies are organized to serve the needs of alumni of the various schools and regional campuses. Alumni Chapters are organized to serve the needs of alumni in a specific geographical area. Affiliate Groups are organized to serve the needs of a wide variety of alumni with

common or special interests.

Section 2. Powers. These organizations may establish programs and activities and adopt rules, bylaws, Articles of Association, etc., which are consistent with their objectives; provided, however, that they shall not conflict with the Association's Articles of Incorporation and Bylaws or Association's policies. Any provision for the levying of any special assessment of members or the incurring of indebtedness beyond the budget of the organization shall be subject to the approval of the Executive Council. These organizations shall not enter into activities for which the Association may become liable without prior consent of the Executive Council, such consent to be reflected in the minutes of the Executive Council.

Section 3. Eligibility. A Constituent Society, Alumni Chapter, or Affiliate Group may be formed within this Association by the filing of a proposed constitution endorsed by an organizing committee of alumni. The Executive Council shall recommend approval or disapproval of the petition to the Board of Managers. The Board of Managers shall determine whether to give final approval and the issuance of a charter to the organization. Only members of the Association shall be eligible to hold office.

Section 4. Term of Office. The term of office for the organizations' governing boards shall be determined by each organization.

Article VIII

REMOVAL FROM OFFICE

Any manager, officer or member of the Executive Council may be impeached

from office for malfeasance or misfeasance as an officer or Council_member; provided, charges shall be made in writing by at least three Council members and filed with the Chairperson, or if charges pertain to the Chairperson, they should be filed with the President. The Executive Council shall conduct public hearings not less than forty days nor more than sixty days following the filing of formal charges, notice of which hearings shall be given by mail in a publication of the Association not less than thirty days prior to the hearing. An officer or Council member so impeached shall be removed from office by three-fourths majority of the entire membership of the Executive Council; provided, that a special meeting shall be held for that purpose and vote be taken within ninety days after the filing of original charges, and the provisions herein as to notice and hearing have been strictly met. Each constituent society, affiliate group, and chapter shall have exclusive power to deal with this matter in their respective organization.

Article IX

MISCELLANEOUS

Section 1. Rules of Order. Meetings of the members of the Association, the Board of Managers and the Executive Council shall be governed by the rules contained in Roberts' Rules of Order Revised in all cases in which such rules are applicable and in which they are not inconsistent with the Articles of Incorporation or this Code of Bylaws.

Section 2. Procedure for Amendment of Bylaws. The Bylaws may be amended by the Board of Managers after any proposed amendment has been approved by the Executive Council. Such proposed amendment must be approved by a two-thirds vote of the members of the Executive Council present and voting on any such proposed

amendment.

Section 3. Alternative Procedure for Amendment of Bylaws. The Bylaws shall be amended by the Board of Managers following a two-thirds vote of the members of the Association present and voting on any proposed amendment. A proposed amendment of the Bylaws, endorsed by the signature of fifteen members and filed in the Association's Office, shall be presented to the members for their consideration. The full text of the proposed amendment shall be disseminated to the members either by direct mail to the members or in the next Association publication. The immediate past canvassing committee shall determine whether a special meeting of the members shall be called, ballot of the members by mail used, or whether the proposed amendment should be held and considered at the next annual meeting.