



**BY-LAWS  
OF  
INDIANA UNIVERSITY FOUNDATION, INC.**

**ARTICLE I**

**Purposes**

The exclusive purposes for which Indiana University Foundation, Inc. (“the Foundation”), is organized and operated are to receive, hold, invest, and administer property; and to make expenditures to or for the benefit of Indiana University. Specific functions of the Foundation include providing support for Indiana University, its faculty, and students; and promoting, sponsoring, and carrying out educational, scientific, and charitable and related activities and objectives for the benefit of Indiana University.

**ARTICLE II**

**Directors**

**Section 1. General.** The Directors of the Foundation shall support Indiana University and the Foundation in pursuit of their respective missions and, more particularly, shall: (i) plan, participate in and monitor development and fundraising activities including capital campaigns for the Foundation and the University; (ii) carry out self-assessment and strategic planning ; (iii) develop and implement strategies to help secure a strong future for Indiana University; (iv) provide coordination between the University, the Foundation, the IU Alumni Association and the advisory boards and councils of the various Indiana University units and campuses; and (v) generally advise

and assist the Foundation. Directors who are members of the Fiduciary Board under Article IV of these Bylaws shall also serve in a legal governance capacity and shall be known as Fiduciary Directors. Directors who are not Fiduciary Directors shall have no legal or fiduciary responsibility for the general business and affairs of the Foundation; however, as volunteers they will be fully indemnified as set forth in Article VIII of these Bylaws.

**Section 2. Number.** The Board of Directors shall consist of up to 100 members. The Executive Director of the IU Alumni Association shall serve as an ex officio member of the Board of Directors. Chairs or designees of school-based development volunteer groups, and significant volunteers and donors from campuses and schools may be nominated to serve on the Board of Directors.

**Section 3. Terms and Election.**

3.1. Directors shall serve three year terms with members divided into three classes as nearly equal as possible. The initial three classes shall be assigned term lengths of one (1) year, two (2) years and three (3) years so as to create staggered terms. After these initial terms have been served, Directors may be elected for terms of three (3) years.

3.2. There will be term limits only for Fiduciary Directors for their service on the Fiduciary Board.

3.3. Vacancies will be filled by election at any meeting of the Directors following the occurrence of such vacancy.

**Section 4. Officers.** There shall be such Officers of the Board of Directors as are deemed necessary. Such Board Officers shall be elected by the Directors and

each such Officer shall hold office for a single three-year term or until his or her successor is elected, or until his or her earlier death, resignation or removal. An Officer so elected by the Board of Directors may serve for an additional two-year term under special circumstances and upon vote of the Board.

**Section 5. Meetings.** Regular meetings of the Board of Directors shall be held in the spring and fall each year and these may be preceded by meetings of the Fiduciary Board. Written notice of time and place shall be given to each Director at least thirty (30) days before the selected date. Committees of the Board of Directors and the Fiduciary Board shall meet as needed between meetings of their respective Boards.

**5.1 Quorum.** One-third (1/3) of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the act of a majority of the Directors present at a meeting at which a quorum is present when the meeting was convened shall be the act of the Board of Directors. For purposes of calculating the quorum, all Directors shall be counted in the denominator, and all Directors present at the Board meeting shall be counted in the numerator, and only a fraction greater than or equal to one-third (1/3) of the voting Board members shall constitute a quorum.

**Section 6. Manner of Acting.** The Board of Directors shall have the right to take or approve the following action:

- i) Elect and remove members of the Board of Directors
- ii) Any other item or matter specifically referred to the Board of Directors by the Fiduciary Board.

**Section 7. Committees.** The Board of Directors may have such committees as

the Directors deem appropriate and necessary to support the Board's mission and duties. Such committees may include, for example, a nominating committee. Each committee shall have a Chair or Co-Chairs and a Vice Chair. Each such committee Officer shall hold office for a single three-year term or until his or her successor is elected, or until his or her earlier death, resignation or removal. A committee Officer may serve for an additional two-year term under special circumstances and upon vote of the Board.

**Section 8. Invited Guests.** The Chair or the President of the Foundation may invite others to meet with the Board of Directors or with any committee of the Board of Directors at any meeting of such Board or Board committee, provided that such invitees shall be ineligible to vote at such Board or Board committee meetings.

**Section 9. Resignation and Removal.** Any Director may resign at any time by giving written notice to the Chair, the President of the Foundation, or the Secretary. Such resignation shall take effect at the time specified therein.

Any Director may be removed from office upon vote of three-fourths (3/4) majority of all Directors present at any meeting of the Directors.

### **ARTICLE III**

#### **Joint Committee**

**Section 1. Strategic Planning Committee.** The Board of Directors and the Fiduciary Board shall establish a joint Strategic Planning Committee which shall review the Strategic Plan of the Foundation, develop fundraising plans based on the University's long range strategic plans, and develop long range investment and budget goals. The Committee shall be convened once each year. Members of the Strategic

Planning Committee will consist of the Chair of the Board of Directors and the President of the Foundation, the Chair of the Fiduciary Board, the Vice Chair of the Fiduciary Board, the Chair of the Fiduciary Board's Investment Committee, the Chair of the Fiduciary Board's Finance Committee, and three Directors appointed by the Board of Directors. The Indiana University Officer in charge of Planning, the Indiana University Chief Financial Officer, and other such University Officers shall serve as Ex Officio members.

## **ARTICLE IV**

### **Fiduciary Board**

**Section 1. Function.** The Fiduciary Board shall be the legal and fiduciary governing body for the Foundation. All references to the "Board of Directors" in the Foundation's Articles of Incorporation shall mean, and be construed as, the Fiduciary Board. Directors who are also members of the Fiduciary Board may, at their discretion and so long as they are serving as Fiduciary Directors, choose to fulfill only the duties required of them as Fiduciary Directors.

1.1 **Number.** The number of Fiduciary Directors shall be up to twenty-four (24), more than half of which shall be independent directors, which number may be increased or decreased from time to time by resolution of the Fiduciary Board; provided, however, that there shall not at any time be more than thirty (30) nor less than five (5) Fiduciary Directors.

### **Section 2. Qualifications and Term of Fiduciary Directors.**

2.1. A majority of the Fiduciary Directors at any time shall be graduates of Indiana University.

2.2. Unless otherwise specifically permitted in these By-Laws, a Fiduciary Director may serve for a total of four-three year terms. A Fiduciary Director who is elected to succeed a person who has not completed his or her three-year term may complete the unfulfilled term limit of that predecessor and be elected to four additional three-year terms. Fiduciary Directors who have completed their eligibility as Fiduciary Directors may be elected to continue service as Directors.

2.3. The Fiduciary Directors shall be divided into three classes as nearly equal as possible, and one class shall be elected each year at the annual meeting of the Foundation.

2.4. The Fiduciary Board shall have the following Officers: a Chair, a Treasurer and one or more Vice Chairs, and may have such other Officers as are deemed necessary. The Officers of the Fiduciary Board shall be elected by the Fiduciary Directors and each such Officer, except the Chair, shall hold office for a single three-year term or until his or her successor is elected, or until his or her earlier death, resignation or removal. An Officer of the Fiduciary Board may serve for an additional two-year term under special circumstances and upon vote of the Fiduciary Board. One Fiduciary Director shall at all times be the person who is the President or, if that title is not in use, the chief executive officer of Indiana University.

2.5 One Fiduciary Director shall at all times be the person who is the President or, if that title is not in use, the chief executive officer of the Foundation.

2.6. Two Fiduciary Directors, in separate classes, shall be members of The Trustees of Indiana University. One of these Fiduciary Directors shall at all times be the person who is the Chair of said Trustees, and the other shall be elected from a list of

Trustees submitted for such purpose by The Trustees of Indiana University.

2.7. The remaining members of the Fiduciary Board for each class shall be elected from nominees proposed by the Committee on Directors and Governance, and elected by the full Fiduciary Board.

2.8. Vacancies on the Fiduciary Board may be filled by election at any meeting of the Fiduciary Directors following the occurrence of such vacancy.

2.9. A Fiduciary Director shall be elected by the members of the Fiduciary Board then in office.

2.10. Fiduciary Directors may serve as stated above until the end of their fourth full term.

2.11. The Chair or the President of the Foundation may invite others to meet with the Fiduciary Board or with any committee of the Fiduciary Board at any meeting of such Board or Board committee, provided that such invitees shall be ineligible to vote at such Board or Board committee meetings.

**Section 3. Resignation and Removal.** Any Fiduciary Director may resign at any time by giving written notice to the Chair, the President of the Foundation, or the Secretary. Such resignation shall take effect at the time specified therein.

Any Fiduciary Director may be removed from office upon recommendation of the Committee on Directors and by vote of three-fourths (3/4) majority of all Fiduciary Directors present at any meeting of the Fiduciary Directors.

**Section 4. Meetings.**

4.1. The regular meetings of the Fiduciary Board shall be held at least three times a year. One meeting shall be the annual meeting. The time and place of each regular

meeting shall be fixed by the Board, and written notice of such time and place shall be provided to each Fiduciary Director at least thirty days before the selected date.

4.2. Special meetings of the Fiduciary Directors may be called by the President of the Foundation and/or the Chair, and/or shall be called on the written request of a minimum of five Fiduciary Directors. Written notice of the time, place, and purpose of each special meeting shall be given to each Fiduciary Director at least ten days before the meeting date, unless such notice is waived in writing or by attendance at the meeting.

4.3. An executive session of the Fiduciary Directors shall be called at every meeting of the Fiduciary Board.

**Section 5. Quorum.** Except as otherwise provided by law or by the Foundation's Articles of Incorporation, one-half (1/2) of the Fiduciary Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Fiduciary Board; and, except as may otherwise be required by law, such Articles of Incorporation or Article IX of these Bylaws, the act of a majority of the Fiduciary Directors present at a meeting at which a quorum is present shall be the act of the Fiduciary Board. For purposes of calculating the fraction of the Fiduciary Directors constituting a quorum, all members of the Fiduciary Board shall be counted in the denominator, and all members of the Fiduciary Board present at the meeting shall be counted in the numerator, and only a fraction greater than or equal to one-half (1/2) of the members of the Fiduciary Board shall constitute a quorum.

**Section 6. Powers.** The Fiduciary Board shall manage and govern the business of the Foundation and in connection therewith, the Fiduciary Board may exercise all of



the powers granted the Foundation by law and under its Articles of Incorporation.

**Section 7. Standing Committees for Fiduciary Board.**

7.1. An Executive Committee is established with the following officers and members: The Chair of the Committee shall be the Vice Chair of the Foundation Fiduciary Board. The other members shall consist of the Chair of the Fiduciary Board; the President of the Foundation; and the Chair of each other Fiduciary Board Standing Committee. The Committee shall be convened at the request of the Chair of the Fiduciary Board, the Chair of the Executive Committee or the President of the Foundation. During the intervals between meetings of the Fiduciary Board, the Executive Committee shall have and may exercise all of the authority of the Fiduciary Board. Any official action taken by the Executive Committee between meetings shall be subject to ratification by the Fiduciary Directors at the next Fiduciary Board meeting.

7.2. An Audit Committee, consisting of not fewer than three members of the Fiduciary Board, appointed by the Committee on Directors and Governance with approval of the Fiduciary Board, shall advise the Fiduciary Board in fulfilling its fiduciary responsibilities relating to accounting and reporting practices. All members of the Audit Committee shall at all times be independent, outside directors, i.e. neither officers of the Foundation nor officers or Trustees of the University may be members of the Committee.

7.3. An Investment Committee consisting of not fewer than three members of the Fiduciary Board, appointed by the Committee on Directors and Governance with the approval of the Fiduciary Board, shall advise the Fiduciary Board in regard to the general investment policy and investment management of the Foundation.

7.4. A Committee on Directors and Governance, consisting of not fewer than three members of the Fiduciary Board, appointed by the Chair of the Fiduciary Board with the approval of the Fiduciary Board, shall advise the Fiduciary Board in regard to all matters dealing with Fiduciary Directors' involvement and participation. It shall also serve as the nominating committee for Fiduciary Directors and Foundation Officers, make appointments of Fiduciary Directors to other Standing Committees with the approval of the Fiduciary Board, including the appointment of committee chairs and vice-chairs, and serve as the compensation committee for Foundation Officers, according to the committee charter.

7.5. A Legal Affairs Committee, consisting of not fewer than three members of the Fiduciary Board, appointed by the Committee on Directors and Governance with the approval of the Fiduciary Board, shall advise the Fiduciary Board in regard to all matters dealing with the legal affairs of the Foundation.

7.6. A Finance Committee, consisting of not fewer than three members of the Fiduciary Board, appointed by the Committee on Directors and Governance with approval of the Fiduciary Board, shall advise the Fiduciary Board in regard to the general fiscal policy and fiscal management of the Foundation.

7.7 A Real Estate Committee, consisting of not fewer than three members of the Fiduciary Board, appointed by the Committee on Directors and Governance with approval of the Fiduciary Board, shall advise the Fiduciary Board on the management of real estate assets of the Foundation and other such assets as may be determined from time to time.

**Section 8. Special Committees.** The Fiduciary Board may from time to time

create Special Committees to deal with particular situations, problems, or circumstances, with such powers and duties as the Fiduciary Board may prescribe.

**Section 9. Committee Membership and Committee Officers.**

9.1 Except as provided in Section 7.2 with regard to the Audit Committee, one member of each Standing and Special Committee shall at all times be the individual who is the President or, if that title is not in use, the chief executive officer of Indiana University.

9.2 Except as provided in Section 7.2 with regard to the Audit Committee, one member of each Standing and Special Committee shall at all times be the individual who is the President or, if that title is not in use, the chief executive officer of the Foundation.

9.3 Each Standing and Special Committee shall have a Chair and a Vice Chair. Each Committee Officer shall hold office for a single three-year term or until his or her successor is elected, or until his or her earlier death, resignation or removal. A committee Officer may serve for an additional two-year term under special circumstances and upon vote of the Fiduciary Board.

**Section 10. Voting in Committees.** Only Fiduciary Directors who are members of a committee may vote at a meeting of that committee.

**Section 10.1. Quorum.** Except as otherwise provided by law or by the Foundation's Articles of Incorporation, one-half (1/2) of the voting members of a committee shall constitute a quorum for the transaction of business for that committee; and, except as may otherwise be required by law or such Articles or these By-Laws, the

act of a majority of the voting members present at a committee meeting at which a quorum is present shall be the act of the committee. For purposes of calculating the fraction of the committee members necessary to constitute a quorum, all voting members of the committee including the President of Indiana University and the President of the Foundation (if members of the committee) shall be counted in the denominator, and all voting committee members present at the meeting shall be counted in the numerator, and only a fraction greater than or equal to one-half (1/2) of the voting committee members shall constitute a quorum.

**Section 11. Executive Sessions.** Executive sessions of a committee may be requested at any time by any voting member of the committee for any reason. Only voting members of the committee and others deemed necessary by the voting member calling for the executive session may participate.

**Section 12. Open Committees.** Meetings of all committees shall be open to all Fiduciary Directors, except in the case of executive sessions as specified in Article IV, Section 11. Fiduciary Directors who are not members of the committee whose meeting they are attending, consultants, and any other invited guests shall be ineligible to vote as provided in Article IV, Section 10 of these By-Laws.

## **ARTICLE V**

### **Corporation Officers**

**Section 1. Number and Qualifications.** The corporate officers of the Foundation shall consist of the Officers of the Board, including the Chair of the

Fiduciary Board, the President of the Foundation, the Vice Chair of the Fiduciary Board, the Treasurer of the Fiduciary Board, and one or more Vice Presidents of the Foundation, a Secretary and one or more Assistant Secretaries of the Foundation, and a Controller. The Fiduciary Board may appoint such other officers as it may from time to time determine and may define their powers and duties.

The Vice Chair and the Treasurer shall be chosen from among the Fiduciary Directors of the Foundation, subject to any other limitations in these By-Laws. Other officers need not be members of either the Board of Directors or the Fiduciary Board. Any officer may be required to give such fidelity bond as the Fiduciary Board may determine.

**Section 2. Election.** The officers of the Foundation shall be elected at the annual meeting of the Fiduciary Board, and each shall hold office until the next annual meeting and until her or his successor shall have been elected and qualified. A vacancy in any office may be filled by the Fiduciary Board at any meeting for the balance of the vacant term.

**Section 3. Removal.** Subject to more specific terms in these Bylaws and to any employment or contract rights, the Fiduciary Board may remove any officer from his or her position as an officer at any time with or without cause.

**Section 4. Duties.** The duties of the officers of the Foundation shall be as follows:

4.1. The Chair shall preside over all meetings of the Fiduciary Board and the Board of Directors and shall have primary responsibility for the Foundation's relations

with Indiana University. The Chair shall also cooperate with, consult, and advise the other officers of the Foundation in the discharge of their functions.

4.2. The President of the Foundation shall be the chief executive officer of the Foundation and shall have the duties usually discharged by the president of a corporation.

4.3. The Vice Chair shall have full authority to act for the Chair in her or his absence or incapacity.

4.4. Each Vice President shall have full authority to act for the President of the Foundation in her or his absence or incapacity. If more than one is available, the one with the longest continuous service as Vice President shall act, unless another Vice President is specifically designated by the President of the Foundation.

4.5. The Secretary shall have supervision over the records of the Foundation, shall authenticate records of the Foundation as necessary, and shall record the minutes of all meetings of the Board.

4.6. An Assistant Secretary shall act for the Secretary in the latter's absence or incapacity and shall perform such other duties as may be assigned to her or him by the Secretary. If more than one is available, the one with the longest continuous service as Assistant Secretary shall act, unless another Assistant Secretary is specifically designated by the President of the Foundation

4.7. The Treasurer shall supervise the fiscal affairs of the Foundation.

4.8. The Controller shall supervise the accounting procedures and the recording of receipts and disbursements.

4.9. The Fiduciary Board may prescribe additional duties for any officer.

## **ARTICLE VI**

### **Execution of Instruments**

**Section 1. Contracts and Instruments Generally.** Contracts and other instruments to be executed by the Foundation shall be signed, unless otherwise required by law, by the Chair, the President of the Foundation, the Vice Chair, or a Vice President in conjunction with the Secretary or Assistant Secretary. The Chair, the President of the Foundation, the Vice Chair, or a Vice President of the Foundation, signing alone, is authorized and empowered to execute in the name of this Foundation instruments not requiring attestation arising in the day-to-day operation of the business of the Foundation. The Fiduciary Board may authorize any other person or persons, whether or not an officer of the Foundation, to sign any contract or other instrument, and may authorize any such officer or other person to delegate, in writing, all or any part of such authority to any other person or persons.

**Section 2. Notes, Checks, and the Like.** All notes, drafts, acceptance checks, endorsements, and all evidence of indebtedness of the Foundation shall be signed by such person or persons and in such manner as the Fiduciary Board may from time to time determine.

**Section 3. Deposits.** All funds to the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the Fiduciary Board may select.

## **ARTICLE VII**

### **Honorary Directors**

Directors and Fiduciary Directors who no longer desire to actively participate in their Board activities may be elected Honorary Directors of the Board on which they served. Such Honorary Directors may receive at their request all information and mailings related to meetings of such Board.

Honorary Directors shall not be counted against the number limitations for Directors or Fiduciary Directors imposed by the Foundation's Articles of Incorporation or these By-Laws. There shall be no specified term of office for Honorary Directors.

### **ARTICLE VIII**

#### **Indemnification**

The Directors, Fiduciary Directors, officers, and employees of the Foundation shall be indemnified by the Foundation as provided in the Foundation's Articles of Incorporation or otherwise.

### **ARTICLE IX**

#### **Amendment**

These By-Laws may be amended at any meeting of the Fiduciary Board by a majority of the Fiduciary Board.