

As amended on November 21, 2020

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 in Monroe County, Indiana.

Section 3. 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 in the succeeding year.

Section 4. Chief Executive Officer. The Chief Executive Officer (CEO) of the Association is the individual appointed by Indiana University as principal staff member responsible for the University's alumni programs and Chief Executive Officer of the Association.

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 (2) classes of

membership in the Association, consisting of “Regular Members” and “Affiliate Members” (each as defined below and collectively known as the “Members”). Alumni and friends of Indiana University may become “Regular Members” upon submission of the applicable application, the acceptance of the application by the Association, the payment of the financial contribution amount selected by the applicant for the desired recognition level offered by the Association (as may be revised from time to time by the Board of Managers), together with all other provisions of these Bylaws and other applicable rules adopted from time to time by the Board of Managers. Any person may become an “Affiliate Member” at no cost, upon the submission of an applicable application, the acceptance of the application by the Association, together with all other terms and conditions as may be prescribed from time to time in these Bylaws and other applicable rules adopted from time to time by the Board of Managers.

Section 3. Member Recognition Levels. Various Member recognition levels shall be established for Regular Members and may be changed from time to time. Proposals for changes must be presented by or on behalf of the CEO to the Executive Council who shall recommend the proposal to the Board of Managers for approval or disapproval. The Board of Managers shall approve or disapprove of the proposal.

Article III **MEETINGS OF MEMBERS**

Section 1. Place of Meetings. All meetings of the Members of the Association shall be held at such places that 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 the annual alumni weekend held each year, the exact

place and time to be set by the Chair of the Association. Notice of the place and time of the annual meeting shall be printed in the *Indiana University 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 University Alumni Magazine* or by direct mail or electronic communication to the Members at their most recent contact information on file in the offices of the Association.

Section 3. Voting at Meetings. Every Regular Member shall have the right at every meeting to one (1) vote upon each matter 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, phone, or by electronic means as allowed under Indiana law.

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

Article IV **THE BOARD OF MANAGERS**

Section 1. Designation. The business of the Association shall be managed by a board of fourteen (14) managers (collectively known as the "Board of Managers"). The Board of Managers shall consist each year of the CEO of the Association, the Immediate Past Chair of the Association, the five (5) Officers of the Association, the six (6) Managers at large, and one (1) Student Representative. The Officers and the Student Representative will each serve a one (1) year term. The Managers at large shall each serve a three (3) year term.

Section 2. Selection of Managers at Large. The Managers at large are elected by the same procedure as the Officers (See *THE OFFICERS, Article V, Section 3*). Two (2)

Managers at large are elected each year.

Section 3. Selection of the Student Representative. The Student Representative is selected by the primary student leader of the Association-sponsored student organizations on IU's campuses and approved by the Board of Managers.

Section 4. Vacancies. If the number of the Board of Managers increases, then the newly created vacant positions, at any time provided for by these Bylaws, may 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. In filling any vacancy on the Board of Managers, the Association's CEO shall recommend to the remaining members of the Board of Managers one or more individuals to serve as a Manager. Any Manager so elected to fill this vacant Manager position, shall serve out the unexpired term until a successor Manager is elected by the Members.

Section 5. Meetings. Meetings of the Board of Managers shall be held on the request of the Chair or by any member of the Board of Managers at any reasonable and convenient place within or without the state of Indiana, upon not less than forty-eight (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. When in-person meetings are not possible, telephone or video conferencing will be made available.

Section 6. Quorum. At any meeting of the Board of Managers, a majority of the Board of Managers 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 7. Record of Meetings and Reports. The Board of Managers shall keep a written record of its proceedings. It shall also report information to the Members of the Association from time to time as the same may be necessary.

Section 8. Responsibilities of the Board of Managers. The Board of Managers shall have general management and supervision over the affairs of the Association and shall focus its primary attention on substantial policy issues of the Association. The Board of Managers has the authority, duty, and responsibility to establish, review, and amend from time to time, the policies of the Association. Additionally, the Board of Managers shall exercise the duties of care, loyalty, and obedience, as prescribed by law, when undertaking its fiduciary responsibilities. The CEO has the duty, responsibility, and authority to manage and administer the Association in accordance with such policies, the authority delegated to the CEO by the Board of Managers, and all applicable law. The CEO has the further responsibility of presenting to the Board of Managers recommended policies of the Association for consideration and action by the Board of Managers and at all times shall strive to keep the Board of Managers appropriately advised. For the Board of Managers to give full consideration to policies that are of a substantial and continuing value to the Association, it is desirable that the CEO should be delegated authority by the Board of Managers to manage and administer the Association and establish routine administrative procedures of the Association. The Board of Managers shall adopt the Association's budget annually. The CEO is granted authority by the Board of Managers

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, as defined by the Board of Managers, must be submitted to the Board of Managers for approval.

Section 9. Compensation of the Board of Managers. No member of the Board of Managers, except the CEO, may receive monetary compensation from the Association for his/her role on the Board of Managers.

Section 10. Past Chairs Council. An advisory group consisting of all former living Chairs of the Association (hereinafter known as the “Past Chairs Council”) shall be established to give advice and counsel to the Board of Managers as needed. The CEO of the Association and the current Chair of the Association shall serve as ex officio members of the Past Chairs Council. The Past Chairs Council may meet twice a fiscal year, one such meeting to involve current members of the Board of Managers and the other such meetings that may be held at a time and place designated by the chair of the Past Chairs Council.

Article V **THE OFFICERS**

Section 1. Designation. The Officers of the Association shall consist of the Chair, Chair-Elect, Vice Chair, Secretary, and Treasurer (hereinafter collectively known as the “Officers” or, as the case may be, “Officer”). The Board of Managers may create such other Officers 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 (1) year. An Officer's term begins on first day of July each year and shall end on the last day of June in the succeeding year. A person may serve as Secretary for a maximum of three (3) consecutive terms or as Treasurer for a maximum of three (3) consecutive terms. The person serving as Chair-Elect automatically becomes Chair upon the expiration of his/her term as Chair-Elect.

Section 3. Procedures for Election. The Association's CEO shall file a report with the Governance Committee that lists all names placed in nomination for the Board of Managers and Executive Council, together with a recommended slate for the Board of Managers. The Governance Committee shall meet no later than October 31 each year to consider the CEO's report for nominations and the proposed slate for the Board of Managers. The CEO and Governance Committee shall strive to maintain a Board and Executive Council composition that is reflective of the rich diversity of Indiana University. Aside from the Association's slate of Officers, at-large Managers, and at-large Executive Council positions, persons who wish to place themselves or another Regular Member on the ballot for any office or at-large position of the Board of Managers or Executive Council may do so by a petition signed by one hundred (100) Members and received by the Association no later than December 31. In order for the slate to be published in the spring, nominations must be presented by the Governance Committee no later than January 1. The Canvassing Committee 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 Chair of the Association. At the conclusion of the election, the Association will publish the names of all the newly elected Officers, at-large Managers, and at-large Executive Council members. Only Regular Members of the Association as of December 1 of the previous year may be considered for nomination or selection as an Officer, Executive Council member, or Manager.

Section 4. Method of Election. The election of Officers, at-large Executive Council members, and at-large Managers shall be by ballot, which shall include paper and electronic (internet) ballots. A slate and biographical information shall be provided to the 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 5:00 p.m. on the last Friday in April, and such tally shall include all votes received either by mail or personal delivery, collected online, or by other electronic means. 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.

Subsection 5(a). Chair. 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 of Managers in Indiana University-related activities as requested by the office of the CEO of the Association. Shall conduct such other duties as provided for in these Bylaws.

Subsection 5(b). Chair-Elect. Shall participate in all meetings of the Board of Managers and shall preside over such meetings at which the Chair is absent. Shall lead

the Association's Governance Committee.

Subsection 5(c). Vice Chair. Shall participate in all meetings of the Board of Managers and lead the Association's Assessment Committee.

Subsection 5(d). Immediate Past Chair. Shall participate in all meetings of the Board of Managers and lead the Association's Past Chairs Council.

Subsection 5(e). 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 of Managers is accurate. Shall lead the Association's Finance Committee.

Subsection 5(f). Secretary. Shall participate in all meetings of the Board of Managers and be responsible for the accurate recording of the minutes of the meetings. Shall lead the Association's Canvassing Committee.

Subsection 5(g). 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 of Managers. (*Also see THE BOARD OF MANAGERS, Article IV, Section 8.*) The CEO, who reports to the President of Indiana University, shall also be considered the chief alumni relations officer of the Association with Indiana University.

Subsection 5(h). Managers at Large and Student Representative. Shall participate in all meetings of the Board of Managers and any assigned standing committee, working group, or task force.

Article VI **THE EXECUTIVE COUNCIL**

Section 1. Membership. The Executive Council shall be composed of the Board

of Managers and thirty-six (36) Regular Members elected at large from the membership. The Officers of the Association shall be the Officers of the Executive Council.

Section 2. Term of Office. The CEO of the Association shall serve on the Executive Council during his/her tenure. The Board of Managers of the Association shall be members of the Executive Council automatically during their tenures. The remaining Executive Council members may serve a maximum of two (2) consecutive terms of three (3) years each and those presently serving shall serve out their term. Once a Member has completed two (2) consecutive terms, that person must step down for a minimum of one (1) three (3) year term cycle before becoming eligible to serve on the Executive Council again. One-third (1/3), or twelve (12), of the at-large Executive 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 Regular Members of the Association in the same manner and at the same time as the Officers and Managers at-large of the Association are elected (See THE OFFICERS, Article V, Section 3). Only Regular Members of the Association on December 1 of the previous year may be considered for nomination or selection. Priority consideration should be given to individuals with leadership experience with a Chartered Alumni Community (see CHARTERED ALUMNI COMMUNITIES, Article VIII)

Section 4. Vacancy. In the event of a vacancy among the Executive Council, the position shall be filled by appointment by the Executive Council for the remainder of the unexpired term. The Governance Committee shall recommend one or more individuals to the Executive Council to fill any vacancy.

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. In addition to the responsibilities outlined elsewhere in these Bylaws, the Executive 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 Executive Council shall advise the Board of Managers in its general management of the affairs of the Association. Executive Council members shall be expected to support and promote diversity and participate in all scheduled and specially-called meetings of the Executive Council and provide assistance as requested by the Association.

Section 6. Meetings and Notice. The Executive Council shall hold no fewer than two (2) meetings each year at such times as may be determined by the Chair. Meetings shall be called by the Chair or any five (5) members of the Executive Council. At least two (2) weeks prior written notice shall be given of each meeting. When in-person meetings are not possible, telephone or video conferencing may be made available.

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

Article VII **STANDING COMMITTEES, WORKING GROUPS, AND TASK FORCES**

Section 1. Standing Committees. The Association shall have four standing

committees: Assessment, Canvassing, Finance, and Governance. In conjunction with the Board of Managers, standing committees shall generally review, analyze, oversee, or make recommendations to the CEO, Board of Managers, or both on various activities of the Association. By September 1 annually, the Chair, under advisement by the CEO, shall appoint each member of the Board of Managers and Executive Council to a committee. Along with the Immediate Past Chair and the Student Representative, the CEO and Chair shall serve as ex officio members of all standing committees.

Section 2. Jurisdiction of Standing Committees. In addition to any other responsibilities outlined elsewhere in these Bylaws or as required by law, the standing committees shall have the following jurisdictions:

Subsection 2(a). Assessment Committee. Shall advise the Board of Managers on the oversight of programs and services, communities, and outcome measures.

Subsection 2(b). Canvassing Committee. Shall oversee the Association's annual election and certify the results, according to the procedures outlined in these Bylaws (See *THE OFFICERS, Article V, Section 3*).

Subsection 2(c). Finance Committee. Shall advise the Board of Managers on the oversight of the external audit, annual budget, tax return, affinity programs, financial management, and compliance.

Subsection 2(d). Governance Committee. Shall advise the Board of Managers on the appropriate oversight of the corporate Bylaws, code of ethics, Board of Managers and Executive Council composition, and Board of Managers effectiveness. Notwithstanding these jurisdictions, in consultation with the Chair, the CEO may assign

additional tasks to any standing committee as may be needed to complete the work of the Association.

Section 3. Charters of Standing Committees. In consultation with and approval by the Board of Managers, each standing committee shall adopt a charter to outline its authority, membership, meetings, responsibilities, and reports.

Section 4. Working Groups and Task Forces. Other short-term, working groups or task forces may be established by a formal request from the CEO, with advisement from the Chair.

Section 5. Meetings. When in-person meetings are not possible, telephone or video conferencing may be made available for standing committees, working groups, and task forces to complete their work.

Article VIII **CHARTERED ALUMNI COMMUNITIES**

Section 1. Purpose and Definition. Chartered Alumni Communities consist of constituent societies, alumni chapters, regional campuses, and affiliate groups (hereinafter referred to as the “Charter Alumni Communities” or “Chartered Alumni Community”). Chartered Alumni Communities may be organized to generally stimulate and encourage loyalty in the graduates and former students of a designated constituency of Indiana University. 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 degree-granting units and each Indiana University campus. Alumni chapters are organized to serve the needs of alumni in a specific geographical area. Regional campus associations are organized to serve the needs of the alumni of their respective campuses. Affiliate

groups are organized to serve the needs of a wide variety of alumni with special interests or common identities.

Section 2. Powers. Chartered Alumni Communities may establish programs and activities and adopt rules and working documents, which are consistent with their objectives; provided, however, that such programs, activities, and documents shall not conflict with the Association's Articles of Incorporation and/or Bylaws, the Association's policies, or applicable federal or state laws. Any provision for the levying of any special assessment of Members or the incurring of indebtedness beyond the budget of the Chartered Alumni Community shall be subject to the prior written approval of the Board of Managers upon the recommendation of the Executive Council. A Chartered Alumni Community shall not enter into activities for which the Association may become liable without prior consent of the Board of Managers, such consent to be reflected in the minutes of the Board of Managers.

Section 3. Eligibility. A constituent society, alumni chapter, regional campus association, or affiliate group may be formed within this Association by the filing of a chartering document 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. Except for any appointed student representative, only Regular and Affiliate Members of the Association shall be eligible to hold office in a Chartered Alumni Community.

Section 4. Term of Office. The term of office for a Chartered Alumni Community's governing board shall be determined by each Chartered Alumni

Community.

Section 5. Reporting. Chartered Alumni Communities shall provide such information as may be requested by Association to allow for the assessment of programs, activities, and operations.

Article IX **REMOVAL FROM OFFICE**

Section 1. General. Any Manager, Officer, member of the Executive Council, or member of a Chartered Alumni Community may be impeached from office for malfeasance or misfeasance (hereinafter known as the “Charged Person”); provided that charges for impeachment shall be made in writing by at least three Executive Council members and filed with the Chair, or if charges pertain to the Chair, the charges will be filed with the CEO. Upon receipt of the impeachment charges by the Chair or the CEO, the impeachment charges shall be submitted to the Board of Managers.

Section 2. Notice, Hearing Procedures and Vote. Upon the filing of the impeachment charges with the Board of Managers, the Board of Managers shall schedule a public hearing on the impeachment charges against the Charged Person, as well as a special meeting of the Board of Managers, all of which shall occur not less than forty (40) days nor more than sixty (60) days following the filing of impeachment charges with the Board of Managers. At least thirty (30) days prior to impeachment hearing, the Board of Managers shall provide a written copy of the impeachment charges to the Charged Person, either in person, mailed to the last prior address, or both, accompanied by a notice of the date and time of the impeachment hearing and the right of the Charged Person to be heard at the impeachment hearing.

Notice of the impeachment hearing for the Charged Person shall be posted in a

conspicuous location within a publication of the Association not less than thirty (30) days prior to the impeachment hearing date. Immediately following the impeachment hearing against the Charged Person, the Board of Managers shall conduct its special meeting and shall vote on the impeachment of the Charged Person. Provided that provisions in this section concerning notice to the Charged Person and the right to be heard have been strictly met, the Charged Person shall be impeached and removed from office upon an affirmative vote of a three-fourths (3/4) majority of all Board Managers then in office.

Article X **MISCELLANEOUS**

Section 1. Rules of Order. Meetings of the Members of the Association, the Board of Managers, and the Executive Council shall in all cases be conducted in an orderly and civil manner and not inconsistent with the Articles of Incorporation, these Bylaws, or under Indiana law.

Section 2. Procedure for Amendment of Bylaws. The Bylaws may be amended by the Board of Managers after any proposed amendment has been recommended for approval by a two-thirds (2/3) affirmative vote of the Executive Council. Following such recommendation by the Executive Council, said proposed amendment to these Bylaws must then be approved by a two-thirds (2/3) affirmative vote of the Board of Managers present and voting on any such proposed amendment.

Section 3. Alternative Procedure for Amendment of Bylaws. Notwithstanding the procedures outlined in Section 2, a proposed amendment of the Bylaws, endorsed by the signature of one hundred (100) Regular Members, and filed in the Association's office, shall be presented to the Regular Members for their consideration. The full text of

the proposed amendment shall be made available online and mailed to the Regular Members, either by separate mailing or as contained in the *Indiana University Alumni Magazine* or in online publications. The Governance Committee shall determine whether a special meeting of the Regular Members shall be called, ballot of the Regular Members by mail used, or whether the proposed amendment should be held and considered at the next annual meeting.