

**AMENDED CODE OF REGULATIONS  
OF  
BOWLING GREEN STATE UNIVERSITY ALUMNI ASSOCIATION**

**(1/22/09)**

**ARTICLE ONE  
MEMBERSHIP**

Section 1.01. Alumni. Recipients of degrees from Bowling Green State University (“BGSU”) and former students, without degrees, with the equivalent of one academic year of credit hours shall be members of the Association.

Section 1.02. Honorary Members. Honorary members of the Association may be elected by the Board of Directors.

Section 1.03. Associate Members. Retired and current faculty and staff of BGSU shall be known as Associate Members of the Association for special programs and events.

Section 1.04. No Members. Notwithstanding the designation of individuals as “members” under this Article One, such individuals shall not be considered “Members” of the Association, as such term is defined under Section 1702.01 of the Ohio Revised Code. For purposes of Section 1702.14 of the Ohio Revised Code, the Association shall be deemed to have no members other than the directors.

**ARTICLE TWO  
BOARD OF DIRECTORS**

Section 2.01. Authority and Qualifications. Except where the law, the Articles or the Regulations otherwise provide, all authority of the Association shall be vested in and exercised by its directors. All business and activities of the Association shall be the responsibility of the Board of Directors. All directors shall be members of the Alumni Association of Bowling Green State University.

Section 2.02. Number of Directors and Term of Office.

(a) The Board of Directors of the Association shall consist of up to twenty-two directors.

(b) The Board of Directors shall be divided into four classes of four directors each, with the term of one class expiring each year. Four directors shall be elected annually to serve a term of four years. A director shall hold office until his or her term expires and until his or her successor is duly elected and qualified, or until his or her earlier resignation, removal from office, or death.

(c) The immediate past Chair of the Board of Directors, if the term for which he or she was elected has expired, also shall serve as a director for the next succeeding year.

Section 2.03. Nomination of Directors. Prior to the spring meeting each year, the Board Development Committee shall nominate four alumni for election as directors. The active alumni of the Association shall have the opportunity to recommend alumni to be considered by the Board Development Committee for nominations to the Board of Directors.

Section 2.04. Election. At each spring meeting of the Board of Directors, the four successors to the directors whose term shall expire in that year shall be elected by a two-thirds (2/3) vote of the Board of Directors. The term of office for newly elected directors shall begin at the conclusion of the spring meeting, and alumni shall be advised of the new directors in the university's publication and on its website.

Section 2.05. Removal. Each director is permitted to miss a maximum of three meetings of the Board of Directors during his or her four-year term. Upon missing a fourth meeting, a director shall have his or her director status reviewed by the Executive Committee and may be removed from office by the vote of a majority of the Executive Committee. Any director who misses five meetings of the Board of Directors shall automatically be removed from office.

Section 2.06. Vacancies. Any vacancy on the Board of Directors resulting from the resignation, removal or death of a director shall be filled for the unexpired term through an appointment by the Chair of the Association, subject first to confirmation by a two-thirds (2/3) vote of the Board of Directors.

Section 2.07. Meetings. The Board of Directors shall hold three regular meetings per year on such dates and at such times as the directors may from time to time determine, provided that one meeting shall be held in the spring, one during the week preceding homecoming, and one in the winter. The Board of Directors also may hold such special meetings as may be deemed necessary from time to time, and such special meetings may be called by the Chair, by a majority of the Executive Committee or by any six directors. Meetings may be held in Bowling Green or at such other place within or without the State of Ohio as the directors may from time to time determine.

Section 2.08. Notice of Meetings. The Chair shall give each director notice of the time and place of each special meeting not less than seven days prior to such special meeting. Such notice may be given by any method permitted by law, and the method of giving notice to all directors need not be uniform. Any such notice need not specify the purpose or purposes of the meeting. No notice shall be required to be given for regular meetings.

Section 2.09. Quorum. Thirteen directors shall constitute a quorum for a meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present is the act of the Board, except as otherwise provided by law, the Articles or the Regulations.

## ARTICLE THREE OFFICERS

Section 3.01. Officers. The officers of the Association shall consist of a Chair of the Board of Directors, a Vice Chair/Chair-Elect, and a President.

Section 3.02. Election and Tenure of Office. The officers of the Association, other than the President, shall be elected at the spring meeting of the Board of Directors to serve a one-year term. Such officers shall be appointed by the Executive Committee and ratified by a majority vote of the Board of Directors.

Section 3.03. Election of the President. The Director of Alumni Affairs shall serve as the President of the Association. The Director of Alumni Affairs shall be appointed and annually evaluated by the Vice President for University Advancement with the concurrence of the Board.

Section 3.04. Duties of the President. The President shall have such powers and duties as the Board, the Executive Committee and the Chair shall from time to time assign to him or her. These duties shall include (A) administering Board approved alumni programs and implementing the strategic plan, (B) maintaining accurate financial records of the Association and (C) serving as a liaison between the Association and BGSU faculty, administration and students. The President, or his or her designee, shall attend all meetings of the Board.

Section 3.05. Duties of the Chair. The Chair shall preside at all meetings of the Board and shall make such appointments as provided in the Articles and the Regulations. The Chair shall have such additional powers and duties as the directors may from time to time assign to him or her.

Section 3.06. Duties of the Vice Chair/Chair-Elect. In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice Chair/Chair-Elect shall preside at all meetings of the Board. In the absence of both the Chair and the Vice Chair/Chair-Elect, or in the event of their inability or refusal to act, the Board shall designate another director to preside at meetings of the Board.

## ARTICLE FOUR COMMITTEES

Section 4.01. Committees. The activities of the Association shall be planned and administered through a structure of committees as provided in these Regulations. Each of the Committees must be chaired by a current director. "All committees may act by a majority of their members. Any act or authorization by a committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the directors. A committee meeting may be called by the chair of such committee, and no Notice of a committee meeting shall be required. Committee meetings may be held through any communications equipment if all persons participating can hear each other, and participation in such a meeting shall constitute presence threat."

Section 4.02. Executive Committee.

(A) The Executive Committee shall be comprised of the following nine members: the Chair; the Vice Chair/Chair-Elect; the chairs of the Alumni Association Awards, Finance & Audit, Marketing, Resource Development and Student Recruitment & Scholarships Committees; the immediate past Chair/Board Development Committee Chair; and Foundation Board Representative. The President/Director of the Alumni Association shall serve as an ex-officio member of the Executive Committee.

(B) The Executive Committee shall have the power to act for the Board during the intervals between meetings of the Board. The Executive Committee also shall:

- (i) approve or make all appointments as provided in the Articles and Regulations;
- (ii) assist the activities of the Director of Alumni Affairs;
- (iii) plan all Board meetings with the assistance of the alumni office staff; and
- (iv) establish such other committees as are deemed necessary for the administration of the activities of the Association.
- (v) appoint both officers and committee chairs of the Association

(C) The Executive Committee, in association with the Director, shall also:

- (i) institute procedure for periodic review of the strategic plan and program review document;
- (ii) provide staffing recommendations based on the strategic plan and committee programs to determine: (a) the association's ability to meet goals, (b) gaps in staff support level, (c) priorities in meeting strategic goals based on available staff support.
- (iii) support staff in the establishment of a documented best practices program.
- (iv) ensure documentation exists for all standard Association programs and activities.

Section 4.03. Finance and Audit Committee.

The committee shall oversee the management of investments, finances and audit functions of the Alumni Association. They shall work with staff to align the annual budgeting process with strategic planning goals and objectives.

Section 4.04. Marketing Committee.

The committee shall assist in the development and implementation of alumni marketing plans to effectively communicate the alumni story. The committee shall utilize the alumni database and web site to expand alumni communication efforts and to conduct ongoing alumni research for the purpose of evaluating existing programs and developing new initiatives to align with the strategic goals of the Alumni Association.

Section 4.05. Student Recruitment and Scholarship Committee.

The committee shall assess ongoing scholarship programs, create new programs and support activities of the alumni sponsored scholarship programs.

Section 4.06. Awards Committee.

The committee shall promote and select annual recipients of the alumni awards program as defined under the criteria for each award.

Section 4.07. Resource Development Committee.

The committee shall direct the special projects of the Alumni Association, including services to alumni and fund-raising projects. The committee shall be responsible for generating revenue through special projects and programs and shall evaluate new programs as funding sources. The committee shall assist in the identification and cultivation of alumni donors and friends of the University.

Section 4.08. Board Development Committee.

The committee shall be comprised of the Chair, Vice Chair and Immediate Past Chair of the Board. The committee shall nominate directors for election to the Board, subject to ratification by the Board.

Section 4.09. Representative to the Foundation Board of Directors

The Representative shall serve as liaison to the BGSU Foundation Board of Directors and provide updates on Alumni Association programs, activities and financial reports.

ARTICLE FIVE  
FINANCES

Section 5.01. Revenues. Revenues generated by the Association shall be deposited in accordance with Board directives.

Section 5.02. Expenditures. Expenditures shall be made in accordance with Board policies and directives. All checks of the Association shall be signed by the President/Director of Alumni Affairs or any other individual designated by the Board as authorized to sign checks.

Section 5.03. Bonding. All employees of the Alumni Association shall be bonded in accordance with standard bonding procedures.

Section 5.04. Audit. The Board shall provide for an annual audit of the Association by a Certified Public Accountant or audit firm.

Section 5.05. Financial Statements. The Manager of Accounting Services shall provide monthly financial statements to each director.

## ARTICLE SIX ALUMNI CHAPTERS AND SOCIETIES

Section 6.01. Organization on Geographical Basis. A BGSU alumni chapter may be organized on a city, county, state or regional basis, subject to approval by the President/Director of Alumni Affairs or by a designee of the Board.

Section 6.02. Organization on Constituency Basis. A BGSU alumni society may be organized on a constituency basis, subject to approval by the President/Director of Alumni Affairs or by a designee of the Board.

## ARTICLE SEVEN INDEMNIFICATION AND INSURANCE

**[This Article Seven contains our standard indemnification provisions, which are intended to provide the maximum indemnification permitted by Ohio law.]**

Section 7.01. Mandatory Indemnification. The Association shall indemnify any officer or director of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action threatened or instituted by or in the right of the Association), by reason of the fact that he is or was a director, officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association as a director, trustee, officer, employee, member, manager, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), limited liability company, partnership, joint venture, trust or other enterprise, against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if his act or omission giving rise to any claim for indemnification under this Section 7.01 was not occasioned by his intent to cause injury to the Association or by his reckless disregard for the best interests of the Association, and in respect of any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful. It shall be presumed that no act or omission of a person claiming indemnification under this Section 7.01 that gives rise to such claim was occasioned by an intent to cause injury to the Association or by a reckless disregard for the best interests of the Association and, in respect of any criminal matter, that such person had no reasonable cause to believe his conduct was unlawful; the presumption recited in this Section 7.01 can be rebutted only by clear and convincing evidence, and the termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, rebut such presumption.

Section 7.02. Court-Approved Indemnification. Anything contained in the Regulations or elsewhere to the contrary notwithstanding:

(A) the Association shall not indemnify any officer or director of the Association who was a party to any completed action or suit instituted by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association as a director, trustee, officer, employee, member, manager, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), limited liability company, partnership, joint venture, trust or other enterprise, in respect of any claim, issue or matter asserted in such action or suit as to which he shall have been adjudged to be liable for an act or omission occasioned by his deliberate intent to cause injury to the Association or by his reckless disregard for the best interests of the Association, unless and only to the extent that the Court of Common Pleas of Wood County, Ohio or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances of the case, he is fairly and reasonably entitled to such indemnity as such Court of Common Pleas or such other court shall deem proper; and

(B) the Association shall promptly make any such unpaid indemnification as is determined by a court to be proper as contemplated by this Section 7.02.

Section 7.03. Indemnification for Expenses. Anything contained in the Regulations or elsewhere to the contrary notwithstanding, to the extent that an officer or director of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 7.01, or in defense of any claim, issue or matter therein, he shall be promptly indemnified by the Association against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) actually and reasonably incurred by him in connection therewith.

Section 7.04. Determination Required. Any indemnification required under Section 7.01 and not precluded under Section 7.02 shall be made by the Association only upon a determination that such indemnification is proper in the circumstances because the officer or director has met the applicable standard of conduct set forth in Section 7.01. Such determination may be made only (A) by a majority vote of a quorum consisting of directors of the Association who were not and are not parties to, or threatened with, any such action, suit or proceeding, or (B) if such a quorum is not obtainable or if a majority of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Association, or any person to be indemnified, within the past five years, or (C) by the Court of Common Pleas of Wood County, Ohio or (if the Association is a party thereto) the court in which such action, suit or proceeding was brought, if any; any such determination may be made by a court under division (D) of this Section 7.04 at any time [including, without limitation, any time before, during or after the time when any such determination may be requested of, be under consideration by or have been denied or disregarded by the disinterested directors under division (A) or by independent legal counsel under division (B) of this Section 7.04]; and no failure for any reason to make any such determination, and no decision for any reason to deny any such determination,

by the disinterested directors under division (A) or by independent legal counsel under division (B) of this Section 7.04 shall be evidence in rebuttal of the presumption recited in Section 7.01. Any determination made by the disinterested directors under division (A) or by independent legal counsel under division (B) of this Section 5.04 to make indemnification in respect of any claim, issue or matter asserted in an action or suit threatened or brought by or in the right of the Association shall be promptly communicated to the person who threatened or brought such action or suit, and within ten (10) days after receipt of such notification such person shall have the right to petition the Court of Common Pleas of Wood County, Ohio or the court in which such action or suit was brought, if any, to review the reasonableness of such determination.

Section 7.05. Advances for Expenses. The provisions of Section 1702.12(E)(5)(a) of the Ohio Revised Code do not apply to the Association. Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) incurred in defending any action, suit or proceeding referred to in Section 7.01 shall be paid by the Association in advance of the final disposition of such action, suit or proceeding to or on behalf of the officer or director promptly as such expenses are incurred by him, but only if such officer or director shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue or other matter asserted in such action, suit or proceeding in defense of which he shall not have been successful on the merits or otherwise if it is proved by clear and convincing evidence in a court of competent jurisdiction that, in respect of any such claim, issue or other matter, his relevant action or failure to act was occasioned by his deliberate intent to cause injury to the Association or his reckless disregard for the best interests of the Association, unless, and only to the extent that, the Court of Common Pleas of Wood County, Ohio or the court in which such action or suit was brought shall determine upon application that, despite such determination, and in view of all of the circumstances, he is fairly and reasonably entitled to all or part of such indemnification.

Section 7.06. Article Seven Not Exclusive. The indemnification provided by this Article Seven shall not be exclusive of, and shall be in addition to, any other rights to which any person seeking indemnification may be entitled under the Articles, the Regulations, any agreement, a vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or director of the Association and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7.07. Insurance. The Association shall purchase and maintain insurance, or furnish similar protection, including but not limited to trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was a director, officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association as a director, trustee, officer, employee, member, manager, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), limited liability company, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the obligation or the power to indemnify him against such liability under the provisions of this Article Seven. Insurance may be purchased from or maintained with a person in which the Association has a financial interest.

Section 7.08. Venue. Any action, suit or proceeding to determine a claim for, or for repayment to the Association of, indemnification under this Article Seven may be maintained by the person claiming such indemnification, or by the Association, in the Court of Common Pleas of Wood County, Ohio. The Association and (by claiming or accepting such indemnification) each such person consent to the exercise of jurisdiction over its or his person by the Court of Common Pleas of Wood County, Ohio in any such action, suit or proceeding.

## ARTICLE EIGHT MISCELLANEOUS

Section 8.01. Amendments. The Regulations may be amended, or new regulations may be adopted, at a meeting of the Board of Directors only by the affirmative vote of two-thirds (2/3) of the whole number of directors.

Section 8.02. Action by Directors Without a Meeting. Anything contained in the Regulations to the contrary notwithstanding, any action which may be authorized or taken at a meeting of the directors or of a committee of the directors, as the case may be, may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all the directors, or all the members of such committee of the directors, respectively, which writings shall be filed with or entered upon the records of the Association.