

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

(Adopted 01/29/2016)

**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 Alumni Association of Bowling Green State University (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 as advocates 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 Association. The directors shall be, for purposes of any statute or rule of law relating to corporations, the “Members” of the Association, and the directors shall have all rights and privileges of “Members” under Section 1702.01 of the Ohio Revised Code.

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, as established by the Board of Directors from time to time.

(B) The Board of Directors shall be divided into four classes, as nearly equal in number as the then fixed number of directors permits, with the term of one class expiring each year. The directors of one class 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. Directors shall not be permitted to be re-elected to the Board of

Directors following the expiration of their initial term except as provided in Section 2.02(D) below.

(C) Notwithstanding anything to the contrary contained herein, 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.

(D) A director may be re-elected to serve for an additional term of three years following the expiration of his or her initial term only in accordance with the provisions of this Section 2.02(D). Any director who desires to be considered for re-election for an additional term shall provide written notice to the Chair of the Association and the President/Assistant Vice President of Alumni Relations and Annual Giving no later than January 1st of the fourth year of the director's initial term. Any and all directors who provide such notice shall then be considered along with all other candidates for election to the Board of Directors and may, but shall not be required, be elected to serve an additional term; provided, however, that no more than one existing director annually may be re-elected for an additional term. In the event that the Chair of the Alumni Association is re-elected to serve an additional term, he or she shall serve the first year of his additional term as the immediate past Chair of the Board of Directors and as a director for two years thereafter.

Section 2.03. Nomination of Directors. On or before the spring meeting each year, the Nominating Committee shall nominate candidates for election as directors to the class with terms expiring that year. The active alumni of the Association shall have the opportunity to recommend alumni to be considered by the Nominating Committee for nominations to the Board of Directors.

Section 2.04. Election. At each spring meeting of the Board of Directors, the 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 homecoming 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 may be filled for the unexpired term through an appointment by the Chair of the Association, subject first to confirmation by a majority 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. A majority of the members of the Board of Directors shall constitute a quorum. 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.

Section 2.10. Attendance and Participation at Meetings. Directors may attend and participate in any meeting of the Board of Directors through any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the director involved and allows all persons participating in the meeting to contemporaneously communicate with each other.

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, a President, a Secretary/Treasurer and such other officers as the Board of Directors may from time to time designate. Each officer, other than the President, shall be a director of the Association.

Section 3.02. Election and Tenure of Office; Removal and Vacancies. The officers of the Association, other than the President, (A) shall be elected on or before the homecoming meeting of the Board of Directors to serve a one-year term beginning at the conclusion of the homecoming meeting, (B) shall be appointed by the Executive Committee and ratified by a majority vote of the Board of Directors, and (C) may be removed from office, with or without cause, by a two-thirds (2/3) vote of the Board of Directors. Any vacancy in any office resulting from the resignation, removal or death of an officer shall be filled for the unexpired term through an appointment by the Chair of the Association, subject first to confirmation by a majority vote of the Board of Directors.

Section 3.03. Election of the President. The Assistant Vice President of Alumni Relations and Annual Giving shall serve as the President of the Association. The Assistant Vice President of Alumni Relations and Annual Giving shall be appointed and annually evaluated by the Vice President for University Advancement.

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.

Section 3.07. Duties of the Secretary/Treasurer. The Chair of the Finance and Audit Committee shall serve as the Secretary/Treasurer of the Association. The Secretary/Treasurer shall be the custodian of all books, records, papers and property of the Association and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Association. The Secretary/Treasurer shall have such other duties as from time to time may be prescribed by the Board of Directors.

ARTICLE FOUR COMMITTEES

Section 4.01. Committees.

(A) The activities of the Association shall be planned and administered through a structure of committees as provided in these Regulations. The Association shall have an Executive Committee, a Finance, Audit and Investment Committee, a Development and Volunteer Recognition Committee, a Student Recruitment and Scholarship Committee, and a Nominating Committee. In addition, the Board of Directors may establish and appoint such other committees as the Board deems desirable, and/or discontinue and disband any committees that are no longer necessary. The Board of Directors may prescribe or limit the powers and duties of any committee of the Board.

(B) Each of the committees shall be chaired by a current director. Except as otherwise provided herein, the members and chair of each committee (i) shall be appointed by the Chair of the Association and ratified by a majority vote of the Board of Directors, and (ii) may be removed, with or without cause, by a two-thirds (2/3) vote of the Board of Directors. Any vacancy in the chair or any member of a committee resulting from the resignation, removal or death of the chair or any member shall be filled for the unexpired term through an appointment by the Chair of the Association, subject first to confirmation by a majority vote of the Board of Directors.

(C) Each committee shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Board or in making

reports to the Board and shall be subject to the control and direction of the Board. Except as otherwise provided by law, the Articles of Incorporation or these Regulations, each committee shall act by a majority vote of the whole number of its 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.

(D) 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 thereat.

Section 4.02. Executive Committee.

(A) The Executive Committee shall be comprised of the following: the Chair; the Vice Chair/Chair-Elect; the chairs of each of the standing committees of the Board of Directors; and such other directors as the Board of Directors shall appoint to serve on the Executive Committee from time to time. The President/Assistant Vice President of Alumni Relations and Annual Giving 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 Assistant Vice President of Alumni Relations and Annual Giving;

(iii) plan all Board meetings with the assistance of the alumni office staff;

(iv) establish such other committees as are deemed necessary for the administration of the activities of the Association; and

(v) appoint both officers and committee chairs of the Association.

(C) The Executive Committee, in association with the President/Assistant Vice President of Alumni Relations and Annual Giving, shall also:

(i) institute procedures 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, and (c) priorities in meeting strategic goals based on available staff support;

- (iii) support staff in the establishment of a documented best practices program; and
- (iv) ensure documentation exists for all standard Association programs and activities.

Section 4.03. Finance, Audit and Investment Committee. The Finance, Audit and Investment Committee shall (A) oversee the management of investments, finances and audit functions of the Association and (B) work with staff to align the annual budgeting process with strategic planning goals and objectives (C) be responsible for generating revenue through special projects and programs and shall evaluate new programs as funding sources.

Section 4.04. Development and Volunteer Recognition Committee. The Development and Volunteer Recognition Committee shall (A) effectively communicate the alumni story, (B) assist with special projects of the Association as requested, including services to alumni and fund-raising projects, ((C) assist in the identification and cultivation of alumni donors and friends of the University, (D) encourage 100% participation of annual giving from the Alumni Board and all members, and (E) incorporate, promote and select recipients of volunteer awards.

Section 4.05. Student Recruitment, Retention and Scholarship Committee. (A)The Student Recruitment, Retention and Scholarship Committee shall assess ongoing scholarship programs, create new programs and support activities of the alumni sponsored scholarship programs. (B) The committee will also work to identify opportunities for alumni and students to network and provide mentorships with a focus on student retention.

Section 4.07. Nominating Committee. The Nominating 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 4.08. Representative to the Foundation Board of Directors. The Immediate Past Chair shall serve as the Board's representative to the Foundation Board (the "Representative"). The Representative shall serve as liaison to the BGSU Foundation Board of Directors and provide updates on 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, and all checks of the Association shall be issued and signed, in accordance with Board policies and directives.

Section 5.03. Bonding. All employees of the 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 Alumni Budgets of BGSU shall provide monthly financial statements to each director.

ARTICLE SIX ALUMNI NETWORKS AND AFFINITY GROUPS

Section 6.01. Organization on Geographical Basis. A BGSU alumni network may be organized on a city, county, state or regional basis, subject to approval by the President/Assistant Vice President of Alumni Relations and Annual Giving.

Section 6.02. Organization on Constituency Basis. A BGSU alumni affinity group may be organized on a constituency basis, subject to approval by the President/Assistant Vice President of Alumni Relations and Annual Giving.

ARTICLE SEVEN INDEMNIFICATION AND INSURANCE

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.

Section 8.03. Code of Conduct/Conflicts of Interest. The Association shall adopt and maintain in effect, and the directors and officers of the Association shall at all times comply with, a code of conduct policy applicable to all of the Association's directors and officers. The current copy of the policy shall at all times be maintained at the principal office of the Association. Copies shall also be delivered to all directors and officers of the Association. The Association shall review the policy from time to time and make those amendments deemed necessary.