

BYLAWS OF THE OHIO STATE UNIVERSITY ALUMNI ASSOCIATION BOARD OF DIRECTORS

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**ARTICLE I
ORGANIZATION**

Section 1. Name and Organizational Structure

The Ohio State University Alumni Association (the “Association”) is an Ohio nonprofit corporation holding a 501(c)(3) designation, affiliated with The Ohio State University (the “University”) through the foundational 2010 Memorandum of Agreement (“Operational Agreement”). The Association is governed by a Board of Directors (the “Board”) and its President/CEO.

Section 2. Governing Documents

The Association is organized and shall be operated exclusively for the purposes set forth in the Association’s Constitution (the “Constitution”) and in the Articles of Incorporation (the “Articles”).

These Bylaws shall be read in conjunction with the Constitution; if conflict occurs between the two documents, the Constitution prevails. All definitions of capitalized terms used herein shall be the same as set forth in the Constitution.

Section 3. Vision

To be the heart of the Buckeye alumni community, inspiring and cultivating engaged citizens.

Section 4. Mission

Through time and change, we enrich firm friendships among Buckeye alumni and The Ohio State University.

Section 5. Values

Tradition: We believe in Ohio State. We cherish the University's rich and vibrant history and work to enhance its reputation.

Integrity: We keep our promises. Our reputation rests on honesty, fairness, and treating everyone with respect.

Service: We go the extra mile. We provide the highest levels of service to our members, growing alumni community, and the University.

Quality: We expect to be held to standards of excellence in everything we do.

Diversity: We value diversity. We embrace inclusion in all interactions.

Innovation: Our success depends on continuous improvement, adaptation, and embracing change.

**ARTICLE II
ACTIVE MEMBERS**

Section 1. Active Members

Per the Constitution, the Board has the ability to designate specific categories of alumni who qualify as “Active Members” of the Association. Active Members have the ability to vote on changes to the Constitution and receive specific benefits. These benefits may be

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amended by action of the Board. Active Members are those alumni with “Life Member” recognition status or any other alumni who participate in a recognition level approved by the Board.

Section 2. Life Member

On July 1, 2012, the Association discontinued the sale of Life Memberships. Members who purchased a Life Membership prior to that date receive the benefits of Active Membership, as defined in Article I, Section 3 of the Constitution.

Section 3 Recognition Levels

The Board by majority vote may create recognition levels with associated privileges and benefits, whose participants will be classified as Active Members. With the exception of Life Members, any recognition level created by the Board and the associated privileges and benefits may be rescinded or modified at any time in the Board’s sole discretion.

**ARTICLE III
BOARD MEMBERSHIP**

The Board will be populated as outlined in Article III of the Constitution, with seventeen (17) Directors, of whom two (2) shall be University Representatives.

Section 1. Membership

Only alumni who are Active Members of the Association shall be eligible to serve as Directors, with the exception of the University Representatives and *ex officio* members. No Director shall, at the same time, be a member of The Ohio State University Board of Trustees or be employed by the University, other than the President/CEO of the Association and University Representatives. Alumni Association Club and Society officers, employees of an Ohio State Affiliated Entity, or those who serve in consulting or adjunct roles with the University, may serve as Directors so long as that service does not create a conflict of interest as defined by the Association in the Board of Directors Handbook. All Directors shall conduct themselves in a manner consistent with the Association’s Values, found in Article I, Section 5 of these Bylaws.

Section 2. Election of Directors

- (a) A Nominating Committee will be established on an annual basis, per Article VI of the Constitution, with the responsibility for recommending a slate of candidates to fill vacant Director positions. The committee of five Active Members, no more than two of whom shall be current voting Directors, are all appointed by the Chair of the Board.
- (b) The names of the Nominating Committee and a general call for nominations will be communicated broadly to the Membership through a variety of channels – that may include the alumni magazine and the Association’s website – to generate a

qualified group of candidates for the Board. The general call for nominations shall occur during the fall.

- (c) The Nominating Committee shall confer to consider the slate of applicants. The process for review and selection shall be prescribed by the Nominating Committee chair with guidance from the full Board or chair-appointed committee.
- (d) Nominees will be voted upon, per Article VI, Section 2 of the Constitution, at the Board's spring meeting. Directors' terms shall begin at the conclusion of the fall Board meeting following their election.

Section 3. Duties of Directors

Directors are required to attend four out of any six consecutive Board meetings, except for extenuating circumstances approved by the Chair of the Board. Board members are expected to adhere to the specified expectations, ethics, conduct and fiduciary responsibilities, as documented in the Board of Directors Handbook.

Section 4. Resignation and Removal

Any Elected Director may resign at any time by providing written notice to the Chair and the President/CEO. An Elected Director may be removed from office, with or without cause, by the affirmative two-thirds vote of the Directors then in office.

ARTICLE IV MEETINGS

Section 1. Meetings

The Board will meet three times a year. The dates of these meetings will be fixed by the Board. Special meetings may be called on the authority of the Board Chair or by mail or electronic petition to the Chair by five members of the Board.

Section 2. Participation

The presence of Directors is expected for the three Board meetings. Directors may attend and participate in any meeting through any communications equipment that provides a transmission, including, but not limited to, telephone or other electronic means from which it can be determined that the transmission allows all persons to actively participate in the meeting and to contemporaneously communicate with each other.

ARTICLE V BOARD OFFICERS

Section 1. Board Officers

The Board Officers shall be a Chair, two Vice Chairs, and a Treasurer. The Board Officers shall be elected by the Directors at the fall meeting. No Board Officer may hold more than one Officer position at a time.

Section 2. Term of Office

The terms of Board Officers shall begin at the close of the fall meeting of the Board. The Chair of the Board shall serve one two-year non-renewable term or until a successor is elected and takes office. The other Officers – two (2) Vice Chairs and the Treasurer – shall serve one-year terms, eligible for a single one-year renewable term, or until their successors are elected and take office.

Section 3. Removal

Any Board Officer may be removed, either with or without cause, at any time, by the affirmative vote of two-thirds of the Directors then in office.

Section 4. Duties of the Chair

The Chair is the leader of the Board who presides at all Board meetings. The Chair oversees implementation of Board and organizational policies and ensures that appropriate administrative practices are established and maintained. The Chair serves as a partner to the President/CEO and provides governance leadership. The Chair is an *ex officio* member of all committees of the Board, and serves as Chair of the Executive Committee. In consultation with the President/CEO, the chair appoints all committee chairs and recommends who serves on committees and in other non-Officer Board leadership positions.

Section 5. Duties of the Vice Chairs

The Vice Chairs are the secondary leaders of the Board and as such, discharge the duties of the Chair as required in the Chair's absence. The Vice Chairs support the activities of the Chair including sharing responsibilities as appropriate. Each Vice Chair shall serve as the committee chair for one of the Board committees and shall serve on the Executive Committee.

Section 6. Duties of the Treasurer

The Treasurer (i) monitors and evaluates the financial state of the Association; (ii) serves as the committee chair for the Finance Committee of the Board and provides general guidance to any of its secondary committees or taskforces; (iii) ensures the development of an annual budget and its submission to the Board for its approval; and (iv) develops and monitors any investment policies adopted by the Board. The Treasurer serves on the Executive Committee.

ARTICLE VI COMMITTEES

Section 1. Executive Committee

The Executive Committee shall, subject to the limitations otherwise provided herein, have such authority, power, and duties as provided herein or as the Directors may delegate. The Executive Committee shall be responsible for overseeing Board committees, reviewing these Bylaws, and leading long-term planning for the Directors.

- (a) The Executive Committee shall be composed of the following: the Chair, the two (2) Vice Chairs, and the Treasurer, with the President/CEO serving *ex officio*.

- (b) The Chair of the Board shall be the Chair of the Executive Committee.

Section 2. Finance Committee

The Finance Committee shall provide timely and accurate financial information for planning, decision-making, and evaluation of programs and services at the Alumni Association and provide financial guidance to the management team and exercise fiduciary responsibility on behalf of the Members for resources placed in the Association's trust.

- (a) The Finance Committee shall be chaired by the Treasurer of the Board of Directors.

Section 3. Other committees of the Board

The Board may create such committees or task forces with such authority or responsibilities as the Board may from time to time determine appropriate. Each committee shall consist of not fewer than three (3) Directors, with the exception of the Nominating Committee.

- (a) Standing committees shall be established based on the strategies outlined by the OSUAA strategic plan, and shall focus on both outreach to alumni and management of the Association/Board.
- (b) Special committees, chaired by Directors, may be established to focus on areas that require ongoing oversight or discussion, such as audit, alumni awards and diversity.
- (c) Each committee shall serve at the pleasure of the Board and shall be subject to the oversight and direction of the Board.
- (d) A majority of committee members shall be necessary to constitute a quorum for a committee meeting. A committee may act by (i) vote of a majority of its members present at a meeting at which there is a quorum of Directors or (ii) by majority vote of all its members if action is taken without a meeting.
- (e) Members of any committee may attend and participate in any committee meeting through any communications equipment that provides a transmission, including, but not limited to, telephone or other electronic means from which it can be determined that the transmission allows all persons to actively participate in the meeting and to contemporaneously communicate with each other.
- (f) If directed by the Board, a committee can be given the authority to take delegated actions.
- (g) Committees may include individuals who are non-Directors, provided that any committee that has authority to act in the intervals between Board meetings shall consist of no fewer than three Directors with the exception of the Nominating Committee. Committee members who are non-Directors share the same voting rights as members who are Directors on all votes taken within that committee.

- (h) Committee membership shall be reviewed annually by the Chair and the President/CEO. Committee membership shall not be limited in length of service, and committee members may serve on more than one committee concurrently. The Board may change the size or dissolve any committee at any time.
- (i) Committee chairs shall be assigned by the Chair of the Board in consultation with the President/CEO.

ARTICLE VII MISCELLANEOUS

Section 1. Amendments

Alterations or amendments to these Bylaws may be considered at any meeting of the Board and become effective if two-thirds of the voting Directors then in office votes in favor of such change, provided that notice of the proposed amendment or alteration has been mailed or electronically communicated by the President/CEO to the members of the Board at least fifteen (15) days before the meeting at which it is to be acted upon.

Section 2. Committee or Director Actions without a Meeting

Notwithstanding anything contained in these Bylaws to the contrary, any action that may be authorized or taken at a meeting of the Board or of a committee, as the case may be, may be authorized or taken without a meeting via written ballot per Article IV, Section 5 of the Constitution. The result of the vote shall be entered into the records of the Association.

Section 3. Rounding of Numbers

For purposes of these Bylaws and the Constitution, any fractional number derived when calculating a number for a quorum or vote count should be rounded up to the next whole number.

Section 4. Publication of Constitution and Bylaws

The Constitution of the Association and Bylaws of the Board shall be published online and readily available to all Members at all times. Amendments to the Bylaws shall be announced to Members via the Association website or alternative means of broad communication.

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