



# THE OHIO STATE UNIVERSITY

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## ALUMNI ASSOCIATION

### CONSTITUTION

#### THE OHIO STATE UNIVERSITY ALUMNI ASSOCIATION, INC.

##### PREAMBLE

Whereas, The Ohio State University Alumni Association was established in 1879 by six graduates who sought to engage and enrich the lives of alumni by building lifelong connections between them and The Ohio State University;

Whereas, the alumni community has grown to become one of the largest and most loyal alumni organizations in the world;

Whereas, a Board of Directors of the Association seeks to safeguard the continued vitality and existence of the Association and to maximize its support of the University, its alumni, and its friends;

Whereas, The Association became affiliated with the University through the foundational 2010 Memorandum of Agreement (“Operational Agreement”) to align the interests of both organizations;

Therefore, be it resolved; that the Association exists to support its alumni and the University by fostering a spirit of loyalty toward the University and to achieve unity of purpose and action in promoting the best interests of the University.

##### ARTICLE I

###### *The Association and its Membership*

Section 1. The Ohio State University Alumni Association, Inc. (the “Association”) is an association to promote and serve the interests of all persons who hold degrees awarded by The Ohio State University (“the University”). The Association is subject to Ohio nonprofit corporation law and governed as provided herein by its Board of Directors (the “Board”) and its President/CEO and other Officers.

Section 2. For purposes of this Constitution, the membership of the Association (the “Membership” or “Members”) shall consist of:

- (a) All alumni; defined as persons who hold degrees awarded by the University – including associate, bachelor, graduate, professional and honorary degrees, or who are medical resident graduates of the University (the “Alumni”).
- (b) All persons who were in good standing as Life Members of the Association as of July 1, 2012, but do not hold a degree from the University.
- (c) All persons who were in good standing as annual dues-paying members of the Association as of July 1, 2012, and who continue to support the University annually at a Board-approved recognition level-, but do not hold a degree from the University.

Section 3. The following shall be considered “Active Members” who may participate in the governance of the Association as set forth below:

- (a) Alumni grandfathered in as “Life Members” of the Association.
- (b) Alumni who participate in a Board-approved recognition level.

Section 4.

The benefits accorded to each category of Membership shall be determined by the Board from time to time.

## **ARTICLE II**

### ***Meetings***

Section 1. A general meeting of the Membership of the Association may be called by the Board or shall be called upon the written or electronic demand of five members of the Board. The time and place of such meeting shall be determined by the Board. One thousand (1,000) Members of the entire Membership, with no more than two hundred (200) of whom reside in any one state, shall constitute a quorum.

Section 2. Any action taken in such a general meeting shall be submitted to the Board. If approved by the Board, such action shall take effect. If not approved by the Board, such action shall be submitted to the Active Members of the Association for vote by mail or electronic ballot; if a two-thirds majority of the votes cast are in favor of the action, it shall take effect.

**ARTICLE III**

***Directors, Officers, and Representatives***

Section 1. The Board shall consist of seventeen (17) Directors, of whom three shall be elected each year for five-year terms and two shall be University representatives appointed by the University President to serve five-year terms. In addition:

(a) The President/CEO of the Association shall serve as a member of the Board *ex officio*, without a vote and

(b) The Chair of the Alumni Advisory Council shall serve as a member of the Board *ex officio*, without a vote, for liaison purposes and

(c) The President of the Student-Alumni Council shall serve as a member of the Board *ex officio*, without a vote. This *ex officio* term shall begin once the president has been elected and continue for two years to conclude after the spring meeting of the second year of the term.

(d) Board members shall serve no more than one five-year term. If the term of the Chair of the Board's (the "Chair") membership on the Board expires prior to his/her term as Chair, he/she shall continue as a Director *ex officio*, without a vote, to the end of his/her term.

Section 2. Any vacancies occurring on the Board shall be filled for the unexpired term by an affirmative vote of two-thirds of the Directors then in office, except that any vacancies occurring with the two University representatives shall be filled for the unexpired term by appointment by the University President. A Director appointed to fill the remainder of an unexpired term is eligible to serve his/her own term if elected or appointed as applicable.

Section 3. Only alumni who are Active Members of the Association shall be eligible to serve as members of the Board. This provision shall not apply to the two University representatives appointed as Directors by the University President or *ex officio* members.

Section 4. Following the annual election of Directors, the Board shall elect Board Officers ("Officers") for vacancies occurring in that year. Officers shall consist of the Chair, two (2) Vice Chairs, and the Treasurer. The Chair shall serve one, two-year, non-renewable term or until his/her 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 5. The Board shall select a President/CEO of the Association. The President/CEO shall serve at the pleasure of the Board for an indefinite term and may have such other duties as prescribed by the board. The Board shall collaborate with the President of the University in the selection of the President/CEO of the Association, who may also hold the position of Senior Vice President for Alumni Relations of the University.

The President/CEO of the Association may appoint one or more Vice Presidents of the Association and such other Officers of the Association as may be deemed necessary. All such Association Officers shall have duties as may be prescribed by the President/CEO, and shall serve at the pleasure of the President/CEO.

Section 6. There shall be appointed by the Board such representatives from the Active Membership of the Association as are called for in the regulations of The Ohio State University Foundation, the Athletic Council, and such other University boards and councils as shall require Association representation. Terms of the alumni representatives shall be set by the Board, but shall not exceed the terms of other members specified in the regulations of such boards and councils.

Section 7. All elected Directors shall serve without compensation. The compensation of the President/CEO of the Association shall be set by the Board. In the event that the President/CEO also serves as the Senior Vice President for Alumni Relations of the University, the compensation of the Senior Vice President for Alumni Relations of the University shall be set by the President of the University in collaboration with the Board.

Section 8. Any Officer may be removed from office and any elected Director may be removed as a Director by the Board, with or without cause, at any time by the affirmative vote of two-thirds of the Directors then in office. Any vacancy occurring on the Board by reason of this Section shall be filled as provided in Section 2 of this Article III.

#### **ARTICLE IV**

##### ***Duties of the Board of Directors***

Section 1. The Board shall have oversight of the executive, financial, and administrative affairs of the Association. Except as otherwise provided in the Association's Articles of Incorporation and this Constitution and its Bylaws, the Board shall have all rights and privileges of a sole member under Ohio nonprofit corporation law.

Section 2. The Board shall meet regularly on dates to be fixed by the Directors. Special meetings may be called on authority of the Chair or by mail or electronic petition to the Chair by five members of the Board.

Section 3. The Board may establish, amend, or annul bylaws in harmony with this Constitution, provided that the President/CEO shall have mailed or electronically communicated to each member of the Board, 15 days before such action is to be taken, a notice of such proposed action and a copy of the matter and changes involved.

Section 4. When it is inexpedient or inconvenient to call a meeting for the transaction of business, matters to be acted upon may be submitted to members of the Board by mail or electronically communicated, either directly or through the President/CEO, and may be voted upon in the manner defined by that communication.

Section 5. Voting/Quorum

For actions requiring a vote of the Board, the following requirements must be met:

(a) If the vote be at a meeting of the Board, a quorum of Directors must be established through physical or virtual means. Nine (9) or more members of the Board shall constitute a quorum. Once a quorum is established, the affirmative vote of a simple majority of the Directors shall suffice, unless otherwise specified within this Constitution.

(b) If the vote be by letter or electronic communication, the affirmative vote of a simple majority of all Directors then in office shall be necessary, unless otherwise specified within this Constitution.

(c) Actions within this Constitution requiring an affirmative vote of two-thirds of the Directors then in office are:

1. Selecting or removing the President/CEO of the Association, fixing his/her duties, and determining his/her compensation
2. Establishing, amending, or annulling bylaws
3. Electing or removing elected Directors
4. Removing Board Officers
5. Revision of the Operational Agreement

**ARTICLE V**  
***Committees***

Section 1. The Board may create such committees or task forces with such authority or responsibilities as the Board may from time to time determine appropriate, provided that one of such committees shall be designated to serve as a nominating committee for new Directors.

Section 2. Unless otherwise determined by the Board, the members of any such committee or task force shall be those persons appointed by the Chair and shall serve at the pleasure of the person then serving as Chair.

Section 3. Committee members and the work of such committees are governed by the regulations outlined in the Board Bylaws.

**ARTICLE VI**

***Election of Directors***

Section 1. A Nominating Committee shall be appointed annually by the Chair of the Board to recommend three Directors for election.

Section 2. The slate of nominees shall be presented to the Board for a vote of the full Board on an annual basis. The affirmative vote of two-thirds of the Directors then in office shall be necessary for ratification. If one or more nominees are not elected, the Nominating Committee may present additional candidates for the Board's consideration.

**ARTICLE VII**

***Alumni Advisory Council***

Section 1. An Alumni Advisory Council (the "Council") shall exist to promote the general welfare and interests of the University and to serve as advisor to the President of the University and to the Board.

Section 2. Members of the Council shall be recommended by the University President for appointment by the Board, and shall represent all colleges and regional campuses, as well as a representative number of administrative and academic offices as defined by the Council Bylaws. All Council Members must be Active Members of the Association.

**ARTICLE VIII**

***Alumni Societies***

Section 1. College, departmental, or special interest societies may be chartered by this Association to promote post-collegiate assemblies along vocational and professional lines or to promote fellowship among themselves and interest in the University. The mission of the society must align with the values of the Association, as outlined in the Board Bylaws.

Section 2. Each society shall be provided with a Board approved sample constitution for societies. The sample constitution shall then be submitted by the society officers or leaders to the members of the society, who may adopt it in total or may petition the Board to approve substantive changes to meet the society's particular needs. Such constitution, as adopted by the society in a regular or called meeting, must be approved by the Board. Upon receipt of such approval, such constitution shall constitute the principles under which the society shall operate.

Section 3. Upon the formal, written, or electronic notification of the adoption of a constitution in a form approved by the Board, the Board shall charter the special interest group as an official Alumni Society.

Section 4. All society officers and board members must be Active Members of the Association.

Section 5. The President/CEO of the Association, or his/her designee, shall have power to remove an officer of an Alumni Society who fails to properly perform the functions of his/her office, subject to review by the Board in the event of appeal.

**ARTICLE IX**  
***Alumni Clubs***

Section 1. Alumni clubs shall be chartered by this Association on a geographical basis to promote the mission of the Association and the University and to develop closer fellowship among the graduates, former students, and other supporters of the University. The mission of the club must align with the values of the Association, as outlined in the Board Bylaws.

Section 2. Each club shall be provided with a Board-approved sample constitution for clubs. The sample constitution shall then be submitted by their club officers or leaders to the members of the club, who may adopt it in total or may petition the Board to approve substantive changes to meet the club's particular needs. Such constitution, as adopted locally by the club in a regular or called meeting, must be approved by the Board. Upon receipt of such approval, such constitution shall constitute the principles under which the club shall operate.

Section 3. Upon the formal, written, or electronic notification of the adoption of a constitution in a form approved by the Board, the Board shall charter the local group as an official Alumni Club of the University.

Section 4. All club officers and board members of any Alumni Club must be Active Members of the Association.

Section 5. The President/CEO of the Association, or his/her designee, shall have power to remove an officer of an Alumni Club who fails to properly perform the functions of his/her office, subject to review by the Board in the event of appeal.

**ARTICLE X**  
***Indemnification and Insurance***

Section 1. The Association shall indemnify each person who is or was a Director or an Officer of the Association, and each person who may have served at the Association's request as a Director, trustee, or Officer of any other corporation, partnership, trust, venture, or other entity or enterprise, including any employee benefit plan, to the fullest extent now or hereafter permitted by Ohio law, with respect to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to which such person is or was a party by reason of the fact that such person is or was a Director or Officer of the Association, or by reason of the fact that such person is or was serving at the Association's request as aforesaid. Indemnification hereunder shall include all expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement if actually and reasonably incurred by such person in

connection with such action, suit, or proceeding. Such expenses shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding promptly as they are incurred, but only upon receipt of a written agreement signed by or upon behalf of such person to repay such amounts if it ultimately is determined that such person is not entitled to be indemnified by the Association.

In addition, the Association may indemnify or agree to indemnify any person who is or was a party to, or who is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was an employee, agent, or volunteer of the Association, or by reason of the fact that such person is or was serving at the request of the Association as an employee, agent, or volunteer of any other corporation, partnership, joint venture, trust, or other enterprise; subject, however, to the limitations imposed by Ohio law.

Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a Director or an Officer of the Association or having served at the Association's request as a Director, trustee, or Officer of any other corporation, partnership, trust, joint venture, or other entity or enterprise, shall be reviewed by the Board, and indemnification of such person shall be authorized by the Board only if it is determined by the Board that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in this Constitution, no such person shall be indemnified to the extent, if any, it is determined by the Board or by written or electronic opinion of legal counsel designated by the Board for such purpose that indemnification is contrary to applicable law.

The indemnification provided by this Section is not exclusive of, and shall be in addition to, any other rights to which such persons may be entitled. Such indemnification shall continue as to persons who have ceased to be Directors, Officers, employees, agents, trustees, or volunteers, and shall inure to the benefit of the heirs, executors, and administrators of such persons.

Section 2. The Association may, as the Board may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, trustee, Officer, employee, or other agent of or in a similar capacity with the Association, or who is or at any time has been, at the direction or request of the Association, a Director, trustee, Officer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture, or other entity or enterprise, including any employee benefit plan, against any liability asserted against and incurred by such person, by reason of the fact that such person was serving in any such capacity at the Association's request.

## **ARTICLE XI**

### ***Amendments***

Section 1. Amendments to this Constitution may be proposed by means of a petition presented to the President/CEO and signed by not less than five percent of the number



of Active Members, or by means of a resolution adopted by the Board. The proposed amendment shall then be submitted for consideration by the Active Members. Ballots shall be provided, returned, counted, and the results announced in a manner decided upon by the Board.

Section 2. An affirmative vote of two-thirds of the total votes cast on an amendment shall render an amendment effective at the date prescribed by the Board.

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Approved by Board of Directors, May 19, 2017  
Approved by Active Members, October 15, 2017