

The bylaws of the Alumni Association are the rules that ensure stability, continuity and structure of the ISU Alumni Association are available for alumni, students, and friends to view.

The Alumni Association was established in 1878 to become the lifetime partner in engaging all alumni, students, and friends with Iowa State University.

ARTICLE I

MEMBERS AND DUES

Section 1 – Members. All graduates, former students, current students, and friends of Iowa State University (hereafter “ISU”) may become members of the Iowa State University Alumni Association (hereafter “ISUAA” or “the ISUAA”) by paying the annual or life membership dues set by the Board of Directors.

Section 2 – Business Members. A business/organization may become a member of the ISUAA by paying the annual membership dues set by the Board of Directors. Businesses/organizations whose missions are inconsistent with that of the ISUAA may be denied business membership.

Section 3 – Honorary/Complimentary Members.

A. Honorary Life Members. A person, other than an alumnus or alumna, who has rendered distinguished service to ISU may be elected by the Board of Directors as an “honorary” life member, and shall not be required to pay said dues.

B. Complimentary Life Members. Two classes of complimentary life members shall exist: (i) any alumnus or alumna who received the Wallace E. Barron Award from 1968 through 2004; and (ii) any other alumnus or alumna who has rendered distinguished service to ISU as selected by the Board of Directors. No complimentary life member shall be required to pay said dues.

Section 4 – Membership. A membership consists of up to two people. An “individual membership” consists of one person. A “joint membership” consists of a maximum of two people whose records are joined in the ISU Foundation/Alumni Association constituents’ system.

Section 5 – Business Membership. A business membership consists of one business unit/identity or same-named business (one business with multiple local branches or local franchises of the same franchisee) operating within the borders of a single city. A business with multiple identities/names, or a business with locations in multiple cities must pay separate annual dues per business identity/name or per city (business membership dues for a second identity/name or for a location in a second city may be offered at a reduced rate).

Section 6 – Annual Membership Dues. Annual membership dues shall be set by the Board of Directors. All individuals (or two individuals in one household whose records

are joined in the ISU Foundation/ISUAA constituents' system) who pay annual dues or whose dues have been paid for them as a gift are considered annual members.

Section 7 – Annual Business Membership Dues. Annual business membership dues shall be set by the Board of Directors. All businesses who pay annual dues or whose dues have been paid for them as a gift are considered annual members. If a complimentary membership is given to a business, that business shall not be required to pay said annual dues for that year.

Section 8 – Life Membership Dues. Life membership dues shall be set by the Board of Directors. All individuals (or two individuals in one household whose records are joined in the ISU Foundation/ISUAA constituents' system) who have paid life dues in full or whose dues have been paid for them as a gift are considered life members.

Section 9 – Life Installment Membership Dues. Life installment membership dues payments shall be set by the Board of Directors. All individuals (or two individuals in one household whose records are joined in the ISU Foundation/ISUAA constituents' system) who are paying life installment membership dues payments or whose dues are being paid for them as a gift are considered installment life members until their last full installment payment has been recorded by the ISUAA. Upon completion of such payments, these individuals will become full life members of the ISUAA.

Section 10 – Evidence of Life/Annual Membership. Receipts for dues or active member status in the member's record in the ISU Foundation/ISUAA constituents' system shall be evidence of life or annual membership in the ISUAA and entitle such person to all rights and privileges of a member during such time period. The termination of such membership in the ISUAA shall terminate all rights and privileges of the member.

Section 11 – Non-transferability of Membership and the Non-refundability of Dues Payments. Membership is not transferable to any other individual or business/organization. All dues paid to the ISUAA are not refundable.

ARTICLE II

MEETINGS OF THE ISUAA

Section 1 – Annual Meeting. This ISUAA shall hold the annual meeting of its members in Ames, Iowa, each year at a date, time, and place to be selected by the chair of the Board of Directors.

Section 2 – Special Meetings. Special meetings of the ISUAA may be called on the initiative of the chair, following a resolution of the Board of Directors or the written request of at least five percent (5%) of the voting power of the members of the ISUAA.

Section 3 – Notices. Notice of an annual or special meetings of the ISUAA shall state the time and place thereof and be published in one issue of the official publication of the

ISUAA or mailed to the members of the ISUAA by United States mail or electronic mail. Mailed notices shall be directed to each member at the address which appears on the records of the ISUAA in the ISU Foundation/ISUAA constituents' system. Notice required to be given by law or pursuant to these bylaws may be waived by any member, before or after any meeting. The purpose of special meetings must be stated in the notice. Notice must be published or mailed not less than thirty (30) days before an annual meeting nor less than ten (10) days before a special meeting, and not more than sixty (60) days before any meeting.

Section 4 – Quorum. The number of members of the ISUAA, present or represented by written proxy, shall constitute a quorum at any annual or special meeting of the ISUAA. Unless two-thirds of the members are present, the only matters to be voted on by a majority of such quorum are those matters described in the meeting notice.

Section 5 – Voting. All members identified in sections (1), (2), (3) (B) (i), and (9) of Article I with active status in the member's record in the ISU Foundation/ISUAA constituents' system may vote. Receipts for dues or active member status in the member's record in the ISU Foundation/ISUAA constituents' system shall be considered conclusive evidence of voting eligibility in any election until 5:00 p.m. on the announced cutoff date for receipt of ballots for a Board election or entitle such member to vote at any member meeting. Members may vote by written proxy.

ARTICLE III

BOARD OF DIRECTORS

Section 1 – Board of Directors. All of the authority of the ISUAA shall be exercised by the Board of Directors except as otherwise provided by the law, the Articles of Incorporation, or these bylaws. The Board shall consist of no fewer than twenty (20) elected directors, three (3) designated directors, one (1) appointed director, and two (2) ex-officio directors. Directors are selected as described in Article III, Section 2. All directors must be members in active status with the ISUAA.

Section 2 – Selection of Directors.

A. Elected Directors

1. Nominations. The Governance Committee shall recommend a slate of nominees for election to the Board of Directors. The number of nominees on the ballot shall be equal to the number of vacancies.

2. Ballot. A ballot containing a slate of nominees recommended by the Governance Committee and approved by the Board of Directors, with the appropriate space for write-in candidates, shall be provided in the official publication of the ISUAA or by mail to each member or via a board-approved electronic voting method. Such ballot shall constitute a proxy to the chair to cast the vote or votes of the member submitting the ballot in the manner designated by the member on the ballot. Said ballot shall not be recognized as a vote or a proxy to vote unless received by the ISUAA at its principal

office, properly marked and signed or via the approved electronic voting method, by 5:00 p.m. of the day designated as the deadline.

3. Tellers. The chair (or his/her designee) shall appoint a Teller's Committee consisting of not less than two (2) members of the ISUAA, who are not current ISUAA board or staff members. That committee shall verify the count of all votes for membership on the Board of Directors, whether such votes are submitted in person or by proxy. The Teller's Committee shall report the results of the election as soon as possible after the close of voting for the Board of Directors.

B. Designated, Appointed and Ex-Officio Directors

Designated directors of the ISUAA are

1. President of Iowa State University (or his/her designee)
2. President of the Student Alumni Leadership Council (or his/her designee)
3. Chair of the Alumni Relations Council (ARC) (or his/her designee).

The appointed director of the ISUAA is a non-alumnus recommended by the Governance Committee and approved by the Board of Directors, who shall represent non-alumni members of ISUAA.

Ex-officio directors are

1. Talbot Endowed ISUAA President and CEO, who shall be a non-voting director
2. ISU Treasurer, who shall be a voting director and who shall hold the office of ISUAA Treasurer

Section 3 - Director terms. The elected and appointed directors of the ISUAA shall serve a regular term of four (4) years. No elected or appointed directors shall serve successive regular terms on the Board of Directors. The ARC designated director, who represents an ISU College, serves one (1) 4-year term. Terms of other designated directors continue until their successors are elected or appointed and qualified. Terms of ex-officio directors continue until their successors are appointed and qualified, unless sooner removed.

Section 4 – Annual Meeting. The Board of Directors shall hold the ISUAA annual meeting in conjunction with one (1) of its meetings at such time and place as may be designated by the chair.

Section 5 – Meetings of the Board of Directors. The Board of Directors shall hold at least two (2) regular meetings annually at a time and place to be designated by the chair. Special meetings may be called on the initiative of the chair, and shall be called by the chair upon receipt of a written request signed by at least five (5) directors. There shall be no less than three (3) days' notice for meetings, and the notice may be given by United States mail, email, telephone, or personal delivery.

Section 6 – Voting Eligibility. Elected, designated, appointed, and ex-officio (except

Talbot Endowed ISUAA President and CEO) directors are eligible to vote. The chair of the Board of Directors votes only in the event of a tie vote.

Section 7 – Quorum. A majority plus one of eligible voting directors shall constitute a quorum for the transaction of business at any annual, regular, or special meeting of the Board of Directors, and a vote by majority of such quorum of eligible voters shall, unless otherwise provided by law, the Articles of Incorporation or the bylaws of the ISUAA, authorize action by the Board of Directors.

Section 8 – Vacancies. Vacancies in the Board of Directors shall be filled by alternates recommended by the Governance Committee and approved by the remaining members of the Board of Directors. Such person shall serve the uncompleted term of the vacating director. If the remainder of the uncompleted term shall not be counted as a term in determining eligibility for nomination as an elected director.

Section 9 – Removal or Resignation of Directors. A director may resign by giving notice in writing to the Board of Directors.

Directors may be removed as follows:

a. An elected director may be removed without cause by the members of the ISUAA only if the number of votes cast to remove such director would be sufficient to elect the director at a meeting to elect directors.

b. A designated or appointed director may be removed without cause by the Board by giving written notice of the removal to the director and the Talbot Endowed ISUAA President and CEO.

c. A director may be removed for missing four (4) or more regular board meetings in any two-year period or two (2) consecutive meetings in one year upon majority vote of the directors then in office.

d. Upon request by the director subject to the removal action, a hearing shall be held at said meeting prior to the voting of the directors.

Section 10 – Committees & Board Associates. The Board may establish such other committees as it deems necessary. Any committee may consist, in part, of Board associates, who are not directors, to assist the Board of Directors. The Board associates shall be ISUAA members appointed by the Board chair in consultation with the Talbot Endowed ISUAA President and CEO, and shall serve a regular term of four (4) years. No Board associate shall serve successive regular terms on the Board of Directors. Terms will be served based upon the academic calendar year, July 1 through June 30 annually. No committee shall have more Board associates than directors. Board associates shall have the same voting privileges as directors within their respective committees. Board associates shall be subject to removal or resignation according to Article III, Section 9.

Section 11 – Majority Vote. Any action requiring approval of the Board of Directors shall be by simple majority vote except otherwise provided by law, the Articles of Incorporation, or these bylaws.

ARTICLE IV OFFICERS

Section 1 – Number. The officers of the ISUAA shall consist of the chair, chair-elect, vice chair of records, and the vice chair of finance. Other officers include the Talbot Endowed ISUAA president and CEO, the ISU Treasurer who shall hold the office of ISUAA treasurer, and such other officers as the Board of Directors may from time to time designate. One person may be chosen to hold two offices. The elected officers must be nominated from the pool of elected directors whether said directors' terms are current or expiring.

Section 2 – Election. The officers of the ISUAA shall be elected by a quorum of the Board of Directors. Election may be conducted at a regular or special meeting or by electronic means. Officers are elected without regard for their term on the Board and their board term is automatically extended until the end of their tenure as an elected officer.

Section 3 – Terms of Office. Officers shall hold office for a term commencing upon election and continuing for a period of one (1) year, or until their successors are elected and qualified. The Board may choose to re-elect an officer or officers to the current position(s) for an additional one-year (1) term, not to exceed two (2) consecutive years. The chair shall be succeeded by the chair-elect.

Section 4 – Vacancies. Vacancies among the officers shall be filled by a vote of the Board of Directors present at a meeting at which a quorum of directors exists. Persons so elected shall serve the uncompleted term of the vacating officer.

Section 5 – Removal or Resignation of Officers. Any officer, by notice in writing to the Board of Directors, may resign. Any officer may be removed from office for cause upon the affirmative vote of a majority of the directors present at a meeting where a quorum of eligible voters exists. Upon request by the officer subject to the removal action, a hearing shall be held at said meeting prior to the voting of the directors.

Section 6 – Duties of the Chair. The chair shall preside at all meetings of the members of the ISUAA and of the Board of Directors, shall have general charge of and control over the affairs of the ISUAA, subject to the direction and control of the Board of Directors, and shall perform such other duties as prescribed by the Board of Directors, or these bylaws.

Section 7 – Duties of the Chair-elect. The chair-elect shall perform and discharge the duties of the chair in the case of the absence, death, or disability of the chair; shall act

as chair-elect of the ISUAA; and shall perform such other duties as prescribed by the chair, the Board of Directors, or these bylaws. In case both the chair and chair-elect are absent, or unable to perform their duties, the Board of Directors may appoint a chair pro-tempore.

Section 8 – Duties of the Vice Chair of Records. The vice chair of records shall have made and preserve a record of all proceedings of the meetings of the members of the ISUAA and of the Board of Directors and shall perform such other duties as prescribed by the chair, the Board of Directors, or these bylaws.

Section 9 – Duties of the Vice Chair of Finance. The vice chair of finance shall, in consultation with the ISUAA treasurer and under the direction of the Board of Directors, and subject to such regulations as the Board shall prescribe, have charge of the ordinary and endowment funds and finances of the ISUAA; shall ensure appropriate level of directors and officers insurance; shall report to the Board of Directors on a regular basis on the ISUAA financials and the nature and extent of all investments of the ISUAA; and shall perform such other duties as prescribed by the chair, the Board of Directors, or these bylaws.

Section 10 – Duties of the Talbot Endowed ISUAA President and CEO. The Talbot Endowed ISUAA President and CEO shall, subject to the supervision of the Board of Directors and chair in consultation with the president of Iowa State University, have overall charge of the day-to-day affairs of the ISUAA; shall be responsible for such other duties as prescribed by the chair, the Board of Directors, or these bylaws; and shall perform such duties consistent with his/her contract with the ISUAA.

Section 11 – Duties of the Treasurer. The ISUAA treasurer shall consult with the vice president for finance and facility operations regarding the funds and finances of the ISUAA; shall work with the Board of Directors to ensure that all financial decisions made by the Board of Directors are not in conflict with any policies or contracts held by Iowa State University; and shall be responsible for such other duties as prescribed by the chair, the Board of Directors, or these bylaws.

Section 12 – Duties of the Immediate Past Chair. The immediate past chair shall consult with the other officers; shall serve as chair of the CEO Evaluation Committee; shall serve on the committee that prepares the slate of officers; and shall be responsible for such other duties as prescribed by the chair, the Board of Directors, or these bylaws.

ARTICLE V

INVESTMENT FUNDS

Section 1 - Investment Funds. The ISUAA has investment funds set forth in a document entitled: “Investment Funds of the Iowa State University Alumni Association.” These funds are reviewed quarterly by the ISUAA Finance Committee. All actions for changes are voted on by the ISUAA Executive Committee and/or full Board.

Section 2 - Other Contributions. Any contributions to the ISUAA shall be used in the manner designated by the donor. Unless prohibited by the donor, the Board of Directors may authorize expenditures from such funds to pay current expenses of the ISUAA or be used in furtherance of its objectives and purposes.

Section 3 - Investment Policy. Investment of any contribution, dues, or monies that the ISUAA receives shall be pursuant to the investment policy of the ISUAA.

ARTICLE VI INDEMNIFICATION AND REIMBURSEMENT

Section 1 - Indemnification. Indemnification procedures are in Article V of the Articles of Incorporation.

Section 2 - Reimbursement. Directors shall receive no compensation for their services, nor shall any director be reimbursed for any expenses incurred in attending regular or special meetings of the board. Reimbursement for other meetings and duties will be as covered in the Board of Directors' Expense Reimbursement Policy.

ARTICLE VII AMENDMENTS

These bylaws can only be amended by approval of the Board of Directors or two-thirds of the members of the votes cast and/or a majority of the members' voting power, whichever is less.

ARTICLE VIII MISCELLANEOUS PROVISIONS

Section 1 – Fiscal Year. The fiscal year of the ISUAA shall be from the first day of July each year to the thirtieth day of June of the next calendar year.

Section 2 – Official Publication. The official publication for the ISUAA shall be VISIONS magazine.

Section 3 – Parliamentary Procedure. Matters of procedure in parliamentary practice, not covered in the Articles of Incorporation or these bylaws, shall be governed by the latest edition of Robert's Rules of Order.

Section 4 – Policies and Procedures. The ISUAA has policies and procedures that are set forth in minutes and other corporate records. These policies and procedures shall be maintained by the vice chair of records in a document entitled "Policies and Procedures of the Iowa State University Alumni Association."

Section 5 – Executive Session. Any meeting, or portion of a meeting, of the Board of Directors held in executive session shall be open to all directors at the discretion of the chair.

Adopted by the ISU Alumni Association Board of Directors on June 7, 1969. Amended by the ISU Alumni Association Board of Directors on May 12, 2006, February 16, 2007, May 9, 2008, May 29, 2009, and May 21, 2010. Approved May 18, 2012. Amended by the ISUAA Board of Directors on November 8, 2013. Approved February 14, 2014. Updated/Amended February 28, 2015. Cosmetic changes made by ISUAA staff on June 24, 2016. Amended by the ISUAA Board of Directors on May 19, 2017.