

AMENDED AND RESTATED

BYLAWS (the "BYLAWS")

OF

INDIANA STATE UNIVERSITY FOUNDATION, INC.

As originally adopted September 17, 1997 and amended and restated effective June 26, 2006. Amended October 8, 2010. Amended April 15, 2011. Amended April 13, 2012. Amended October 5, 2012. Amended January 18, 2013. Amended July 26, 2013. Amended April 26, 2014. Amended September 30, 2016.

ARTICLE I

Authority

The Indiana State University Foundation (the "Corporation" or the "Foundation") was incorporated as a Public Benefit Corporation existing under the Indiana Nonprofit Corporation Act of 1991 (the "Act"). It exists as a charitable and educational non-stock corporation to serve Indiana State University (the "University") within the provisions of Section 501(c)(3) of the Internal Revenue Act of 1954, as amended. The Internal Revenue Service approved such tax exempt status by their letter to the Foundation dated August 14, 1984.

Additionally, the Board of Trustees of the University have authorized use of the University's name and any other name, emblem or mark to which the University has any legal right for so long as the Foundation complies with established guidelines as set forth in the policy of the Board of Trustees.

ARTICLE II

Purposes

The purposes for which the Foundation is organized are to solicit solicit, receive, hold, invest, manage, use, dispose of and administer property of all kinds, whether given absolutely or in trust, or by way of agency or otherwise for the benefit of the University and for all the educational and support activities that may be conducted by the University; more specifically, without limiting the generality of the foregoing, to finance research work, to hold and exploit patents, to subsidize publications, to establish fellowships, to

endow scholarships and other forms of student aid, and to support any of the programs, activities or services of the University. The Foundation has been designated by the Board of Trustees to be the official fundraising organization of the University. The Foundation is organized and is to be operated exclusively for charitable and educational purposes within the meaning of the provision of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its directors, officers, members, other private individuals or organizations organized and operating for profit (except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes hereinabove stated). No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Foundation shall not carry on any activities not permitted to be carried on:

- (a) By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as an organization described in Section 501(c)(3) of said Code (or the corresponding provision of any future United States Internal Revenue Law); or
- (b) By an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

Offices

Section 3.01. Registered Agent and Office. The registered agent and office of the Corporation shall be as reflected in the records of the Office of the Indiana Secretary of State from time to time.

Section 3.02. Principal Office. The principal office of the Corporation shall be as reflected in the records of the Office of the Indiana Secretary of State from time to time.

Section 3.03. Additional Offices. The Corporation may have offices at such other locations both within and out of the State of Indiana as the Board (as that term is defined in Section 5.01 of these Bylaws) may from time to time determine or as the business of the Corporation may require.

ARTICLE IV

Members/Directors

The Corporation shall have no members and shall have three (3) types of Directors (as that term is defined in Section 5.01 of these Bylaws): Elected Directors; Ex-Officio Directors; and Emeriti Directors. The terms of these Bylaws relate to Elected and Ex-Officio Directors unless expressly stated otherwise. Each Director and/or any committee member (including non-director committee members) shall comply with any conflict of interest policy that may be adopted by the Board.

ARTICLE V

The Board of Directors

Section 5.01. Powers of Board. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, a Board of Directors (the "Board"). The Directors and each of them shall have no authority to bind the Corporation except when acting as a Board, or as a duly authorized Committee thereof.

- (a) **Membership: General; Term.** The Board shall consist of not less than seven (7) nor more than sixty (60) Elected and Ex-Officio Members (each, a "Director" and collectively, the "Directors"). A Director need not be a resident of Indiana. The exact number of Directors may be specified and increased or decreased from time to time by the Board, but no decrease shall reduce the number of Directors to less than seven (7) or have the effect or shortening the term of any incumbent Director. Directors shall be elected at the annual meeting of the Board.

(b) **Membership: Ex-Officio.** The following six (6) individuals shall serve as Ex-Officio Directors:

1. Chair of the University's Board of Trustees;
2. President of the University;
3. President of the Foundation;
4. President of the Alumni Association;
5. Chair of the African-American Alumni Council, and
6. A second trustee nominated by the University's Board of Trustees and elected by the Foundation Board.

These Ex-Officio Directors shall have all rights, powers, and privileges as Elected Directors.

(c) **Membership: Emeriti Directors.** Elected Directors who have completed at least two (2) terms of three (3) years each, regularly attended and actively participated in Board and Committee meetings, and provided distinguished leadership to the Corporation through their volunteer and philanthropic activities, upon acceptance subsequent to recommendation by the Committee on Directors or the Board and approval by vote of the Board, may serve as Emeriti Directors. Emeriti Directors shall be encouraged to continue their involvement and engage in activities to help advance the mission of the Corporation. Emeriti Directors shall not be counted in determining a quorum and shall not be entitled to vote.

Section 5.03. Term of Office of Directors. The elected Directors shall serve for a term of three (3) years, which term shall expire at the third annual meeting of the Board of Directors subsequent to the annual meeting at which such Director is elected and thereafter such Director may continue to serve until a successor is elected, designated, or appointed and qualifies, until there is a decrease in the number of elected Directors or until such elected Director's earlier resignation or removal from office.

Section 5.04. Vacancies. If a vacancy occurs on the Board of Directors, or there is a vacancy resulting from an increase in the number of Directors, the Board of Directors may fill the vacancy, or if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by an affirmative vote by the majority of all the Directors remaining in office. The term of a Director elected to fill such a vacancy expires at the end of the term for which the Director's predecessor was elected. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 5.05. Resignation. A Director may resign at any time by delivering written notice to the Board of Directors, the Chairperson, the President or the Secretary of the Corporation.

Section 5.06. Removal. Any Director or Emeriti Director of the Corporation may be removed, with or without cause, at any time by resolution adopted by the affirmative vote of two-thirds (2/3) of the Directors at a meeting at which a quorum is present.

Section 5.07. Attendance at Meetings. Members of the Board of Directors shall attend at least fifty percent (50%) of the regularly scheduled meetings of the Board on an annual basis. Failure of a Director to do so in any fiscal year may be grounds for the termination of a vacancy by action of the Board of Directors.

ARTICLE VI

Meetings and Actions of the Board

Section 6.01. Regular Meetings of the Board of Directors. There shall be a minimum of three (3) regular meetings of the Board each year, one of which shall be the annual meeting. The annual meeting of the Board for the election of officers, assignment of Directors to committees and for the transaction of any other business that may come before such meeting shall be held on such day in the Fall as may be determined by the Board. If the annual meeting is not held as herein prescribed, the election of officers may be held at any meeting thereafter called pursuant to these Bylaws.

Section 6.02. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be held whenever, in the opinion of the Chair of the Board of Directors, or in the opinion of the President of the Corporation, or in the opinion of at least seven (7) other Directors, the interests of the Corporation shall require such meeting.

Section 6.03. Committee Meetings. Committees shall hold regular meetings pursuant to a schedule issued by the Chair of each committee and pursuant to these Bylaws. Special meetings of the committees may be held upon the call of the Committee Chair or the President of the Corporation at any time that the attendance or consent of at least a majority of the committee can be obtained. The Foundation Committee Liaison shall also be present.

Section 6.04. Effectiveness of Notice. Transmission of notice of the meetings described in this Article VI shall be given not less than ten (10) days and not more than sixty (60) days prior to such meeting, and shall be effective:

- (a) **Written Notice.** If in writing, at the earliest of the following: (1) when received; (2) five (5) days after its mailing, as evidenced by the postmark or private carrier receipt, if correctly addressed to the address listed in the most current records of the Corporation; (3) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (4) thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.
- (b) **Oral Notice.** If orally, when communicated.
- (c) **Electronic Notice.** If electronically communicated by email or text. If sent by electronic mail, such notice shall be considered delivered when it leaves the

privacy domain and passes through the gateway.

Section 6.05. Waiver of Notice. A Director may waive any required notice. Such waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly upon the Director's arrival objects to holding a meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 6.06. Quorum and Actions of Board. A quorum of the Board of Directors shall consist of one-fourth (1/4) of the Directors in office immediately before a meeting begins except that in filling a vacancy on the Board, if the Directors remaining in office constitute fewer than a quorum, the remaining Directors may fill the vacancy by majority vote of the remaining Directors. A quorum of the Board of Directors must be present at the time an action is taken for the action to be validly adopted: If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors.

Section 6.07. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if the action is taken by all members of the Board or committee. The action must be evidenced by one or more written consents describing the action taken, signed by each Director and/or action taken. The consent is effective when the last Director and/or committee member signs the consent, unless the consent specifies a different prior or subsequent effective date. The consent has the effect of a meeting vote and may be described as such in any document.

Section 6.08. Participation in Meetings When Not in Attendance. Any or all Directors may participate in an annual, regular or special meeting by, or conduct a meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VII

Committees

Section 7.01. Designation of Committees. The Board of Directors may create one or more committees (a "Committee") and appoint at least two (2) members of the Board of Directors to serve on such Committees at the pleasure of the Board. The Foundation Chairperson shall be an Ex-Officio member of all Committees, and the President of the Foundation shall be an Ex-Officio member of all Committees except the Audit Committee. The creation of a Committee and appointment of members to it must be approved by a majority of the Directors in attendance at a meeting in which a quorum is present. The Chair of the Board will, in consultation with the Committee on Directors recommend Committee members for approval by the full Board. The Chair and Vice Chair, if applicable, of each Committee shall be an elected Director, nominated by the Chair of the Board and ratified by the general members in attendance at a meeting at which a quorum is present. All provisions of these Bylaws governing meetings, actions without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to Committees and their members as well. Fifty percent (50%) of Committee members must be elected Directors.

Section 7.02. Powers of Committees. The Board of Directors may specify the extent of the authority of any Committee it designates and may grant the Committee as much authority as the Board has in managing the business and affairs of the Corporation. A Committee may not, however:

- (a) Approve dissolution, merger, sale, pledge or transfer, of all or substantially all of the Corporation's assets;
- (b) Elect, appoint or remove Directors, fill vacancies on the Board of Directors or on any of its Committees; or
- (c) Adopt, amend or repeal the Articles of Incorporation or Bylaws of the Corporation.

The creation of, delegation of authority to, or action by a Committee does not alone constitute compliance by a Director with the standards of conduct prescribed by the Act.

Section 7.03. Standing Committees. There shall be seven (7) standing Committees:

1. Executive Committee;
2. Audit Committee;
3. Development Committee;
4. Finance Committee;
5. Human Resources Committee;
6. Committee on Directors and Board Governance; and
7. Investment Committee.

Section 7.04. Executive Committee. There shall be an Executive Committee consisting of such Directors as appointed by the Chairperson. The Executive Committee shall consist of a minimum of eight (8) Directors. The eight (8) Directors shall include the Foundation Board of Directors Chairperson, Foundation Board of Directors Vice Chairperson, the past Chair of the Foundation Board of Directors, the Secretary of the Foundation, the Treasurer of the Foundation, and the President of the Foundation. In addition, the Chairperson of the Board of Trustees and President of the University shall be Ex-Officio voting members of the Executive Committee. The Executive Committee shall receive the reports of all other standing Committees with the exception of the Audit Committee. The Audit Committee is required to report directly to the Full Board. The Executive Committee shall determine and approve the Foundation's Endowment Spending Rate annually, with strong consideration of the recommended rate from the Finance Committee's projected fiscal year budget revenue needs. Further, the Executive Committee shall have the power to transact all business of the Corporation between meetings, but the Executive Committee must report all its activities at the next meeting of the full Board following the Executive Committee meeting when action was taken. All decisions of the Executive Committee shall require agreement and consent of at least a majority of the total Committee membership. The Chairperson of the Executive Committee shall be the Chairperson of the Board. Meetings of the Executive Committee shall be held upon call by the Chairperson or President, which need not be in writing.

Section 7.05. Finance Committee. There shall be a Finance Committee appointed by the Chairperson of the Board of Directors which will consist of the Treasurer of the Foundation, the Vice President for Business Affairs, Finance and University Treasurer of Indiana State University, and at least three (3) Directors. Members should have business knowledge and experience through work such as, but not limited to, CPA's, bankers, investment analysts, attorneys, and/or other business professionals. The responsibilities of the Finance Committee shall be to oversee all aspects of the Foundation's finances including, but not limited to, annually recommending an endowment spending rate to the Executive Committee to consider for adequate and appropriate revenue for projected annual budget, working with staff on creation of the annual operating budget which shall be approved by the full Board, monitoring fiscal performance against the approved budget, reviewing unaudited combined financial statements on a quarterly basis, evaluating internal controls and fiscal policies, working with the Investment Committee to set the spending policy of the Foundation, working with the Development Committee to set projections for philanthropic support, and to project annual income from investments, ensuring the safekeeping of assets owned by and intrusted to the Foundation, and monitoring cash reserves and building fund reserves.

Section 7.06. Development Committee. There shall be a Development Committee appointed by the Chairperson of the Board which shall consist of at least four (4) Directors and the Vice President of Academic Affairs of Indiana State University. The function of the Committee shall be to establish policies and solicit contributions related to voluntary financial support. In addition to the members named in Paragraph 7.01, the Vice President for Development shall also be an Ex-Officio non-voting member of the Committee.

Section 7.07. Human Resources Committee. There shall be a Human Resources Committee which shall be composed of at least three (3) Board members including the Chairperson of the Board, the Vice Chairperson, the President of the Foundation, and such other members of the Board that the Chair may choose to appoint. It shall be the responsibility of the Committee to describe positions, define responsibilities, determine compensation, and employ members of the staff of the Foundation.

Section 7.08. Committee on Directors and Board Governance. There shall be a Committee on

Directors and Board Governance appointed by the Chairperson of the Board which shall consist of not less than four (4) Directors. The function of this Committee shall be to assist in recruiting, recommending and presenting to the Board of Directors a slate of officers and Directors for nomination, to outline the responsibilities of Board membership, to provide for orientation of the Directors, consult with the Chair of the Board on Committee assignments, and such other functions and duties assigned by the Chair of the Board. The Committee on Directors shall at least annually review the Corporation's By-Laws and make recommendation to the full Board on any recommended changes.

Section 7.09. Audit Committee. There shall be an Audit Committee which shall be composed of at least three (3) Board members and the Vice President for Business Affairs, Finance and University Treasurer of Indiana State University. The responsibilities of the Audit Committee shall be to assure the Board that the financial statements reflect the Corporation's financial condition; ensure that the endowment spending policy is followed annually; determine the adequacy of internal controls related to the financial systems ensure compliance with federal, state and other reporting requirements ensure that a process is in place to monitor compliance with the Corporation's conflict of interest policy and other standards of conduct adopted by the Board and ensure that a process is in place for each Committee of the Board and for the Board overall to assess and manage risk relative to their respective responsibilities.

The Audit Committee shall ensure that an independent audit of the corporate fiscal records is performed at least annually. The Audit Committee shall recommend to the Board independent auditors to conduct the annual independent audit, shall approve its scope, and shall meet with the independent auditors to review the annual financial statements and associated recommendations including review of the annual management letter. The Audit Committee shall follow up with management to ensure appropriate actions are implemented. The Audit Committee shall also engage independent auditors or otherwise institute reviews of specific activities as it deems appropriate.

Section 7.10. Investment Committee. There shall be an Investment Committee which shall be composed of at least three (3) Board members. The responsibilities of the Investment Committee shall be to act as the Foundation's fiduciary relative to the management and investment of gifted assets, to engage

the Foundation's investment consultant, to evaluate the performance of the investment consultant, and to devise and revise the Foundation's asset allocation.

Section 7.11. Subcommittees. Standing Committees may appoint subcommittees as necessary in connection with the respective duties of the Committee.

Section 7.12. Committee Quorum. A quorum of any Committee shall be defined as fifty percent (50%) of a Committee's membership provided, however, that at least one (1) Director must be present at the Committee meeting.

Section 7.13. Attendance at Committee Meetings. Members of any Committee shall attend at least fifty percent (50%) of the regularly scheduled Committee meetings. Failure of a Director to do so in any fiscal year may be grounds for removal of the member from the Committee by action of the Board of Directors.

Section 7.14. Participation in Committee Meetings When Not Physically in Attendance. Any individual assigned or appointed to a Committee may participate in or conduct a regular or special Committee meeting through the use of means of communication by which all Committee members participating may hear each other and participate in the meeting. A Committee member participating in a Committee meeting by this means is deemed to be present in person at the meeting.

ARTICLE VIII

The Officers

Section 8.01. Number. The officers of the Corporation shall consist of the Chairperson of the Board, the Vice Chairperson of the Board, the President of the Foundation, the Treasurer, and the Secretary, and such other officers and assistants as the Board of Directors may elect.

Section 8.02. Election, Term of Office, and Qualification. The officers shall be elected to a two (2) year term at the annual meeting of the Board of Directors or at a subsequent meeting of the Board as provided in these Bylaws. Each officer shall hold office for a two (2) year term and until the officer's successor is elected and qualified, or until the officer's death, resignation, or removal from office. The election or appointment of an officer does not itself create contract rights.

Section 8.03. The Chairperson of the Board. The Chairperson of the Board shall be chosen from among the Directors, shall not be an employee of the University or of the Foundation, shall preside at all meetings of the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time assign.

Section 8.04. The Vice Chairperson. The Vice Chairperson of the Board of Directors shall be chosen from among the Directors, shall not be an employee of the University or of the Foundation, and, in the absence of the Chairperson of the Board, shall preside at all meetings of the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time assign.

Section 8.05. The President. The President shall be the Chief Executive Officer of the Corporation. The President shall receive such salary as may be approved by the Board of Directors and shall have and possess all of the duties and powers as may be assigned by the Board of Directors.

Some specific delegations of authority to the President are normal and recurring items of business such as: personnel actions, facility and properties maintenance, financial analysis, financial performance, grants, contracts (within guidelines of Spending Policies), internship agreements and volunteer oversight (includes Directors of the Board, Support Boards and Councils).

Not included are major fundraising campaigns which are to be approved and facilitated by the Board of Directors and endorsements of the periodic Memorandum of Understanding (MOU) with University.

Section 8.06. The Secretary. The Secretary shall have the custody and care of the corporate seal, records, minutes, and books of the Corporation. The Secretary shall attend all meetings of the Board of Directors, and shall prepare and keep, or cause to be kept in a book provided for that purpose, true and complete minutes of the proceedings of such meetings, and shall perform a like duty for all standing Committees appointed by the Board of Directors, when required. The Secretary shall be responsible for authenticating records, attending to the giving and serving of all notices of the Corporation, filing and taking charge of all papers and documents belonging to the Corporation, and performing such other duties as these Bylaws may require or the Board of Directors may prescribe or as are usual to such office.

Section 8.07. The Treasurer. The Treasurer shall represent the Board in overseeing Corporation finances and shall perform all duties customary to that office. The Treasurer shall not be an employee of the Corporation.

Section 8.08. The Assistant Secretary(ies). The Assistant Secretary(ies), shall be appointed by the Board and will support the Secretary of the Board in carrying out the duties of that office. The Assistant Secretary(ies) shall not serve as an officer of the Corporation and can be an employee of the Foundation.

Section 8.09. The Assistant Treasurer(s). The Assistant Treasurer(s), shall be appointed by the Board and will support the Treasurer of the Board in carrying out the duties of that office. The Assistant Treasurer(s) shall not serve as an officer of the Corporation and can be an employee of the Foundation.

Section 8.10. Delegation of Authority. In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may, and in the case of the office of Secretary shall, delegate the powers or duties of such officer to any other officer or to any Director of the time being, provided a majority of the entire Board of Directors concurs therein.

ARTICLE IX

Miscellaneous

Section 9.01. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and shall end on the last day of June in each year.

Section 9.02. Registered Office and Registered Agent--Power to Change. The registered office of the Corporation and the business office of the Corporation's registered agent shall be identical. The location of the Corporation's registered office and the designation of its registered agent may be changed at any time, or from time to time, as provided in the Act.

Section 9.03. Execution of Instruments. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation; all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be a party; and all assignments or endorsements of share certificates, registered bonds, or other securities owned by the Corporation, shall be signed by any person or persons as designated from time to time by resolution of the Board of Directors.

Section 9.04. Seal. The seal of the Corporation, if any, shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper, or upon a rubber stamp suitable for stamping or printing on paper. About the upper periphery of the seal shall appear the name of the Corporation and about the lower periphery thereof the word *Indiana*. In the center of the seal shall appear the words *Seal* or *Corporate Seal*.

Section 9.05. Voting of Shares Owned by Corporation. Any share or shares issued by any other corporation and owned or controlled by the Corporation may be voted at any shareholders meeting of such other corporation by any person or persons as may be designated from time to time by resolution of the Board of Directors.

Section 9.06. Corporate Records. In addition to other records required to be kept as permanent records by the Corporation under the Act (which, subject to the Act, may be kept in such place or places within or without the State of Indiana, as the Board may from time to time determine) the Corporation shall keep a copy of the following records at its principal office:

- (a) The Articles of Incorporation and all amendments to them as may be in effect from time to time.
- (b) The Bylaws and all amendments to them as may be in effect from time to time.
- (c) A current list of the names and business or home addresses of the Corporation's Directors and officers.
- (d) The most recent annual report delivered to the Secretary of State under the Act.

Section 9.07. Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 and the Regulations thereunder as they now exist or as they may hereafter be amended. The prohibitions contained in this Section 9.07 shall be deemed cumulative with respect to any similar provision or provision of the Articles of Incorporation of the Corporation and not in substitution therefore.