

RULES & PROCEDURES OF PURDUE ALUMNI ASSOCIATION, INC.

Amended October 9, 2020

ARTICLE I

Name, Governance, and Location

- Section 1. Name: The name of the organization shall be the Purdue Alumni Association, Inc. (Referred to hereinafter as "the Corporation.")
- Section 2. Governance: The organization is governed by the Articles of Incorporation as filed with the Indiana Secretary of State (Amended and Restated September 2009).
- Section 3. Location: The principal office of the Corporation shall be 403 West Wood Street, West Lafayette, Indiana 47907-2007.

(Reference Bylaws Article I)

ARTICLE II

Membership

- Section 1. Classification of memberships and dues shall be set and revised as necessary by the Board of Directors of the Corporation.

(Reference Bylaws Article II)

ARTICLE III

Corporation Meetings

- Section 1. The Executive Committee, at least one-hundred-twenty (120) days prior to the Annual Meeting, shall determine the date of such meeting, and notice thereof shall be printed in THE PURDUE ALUMNUS at least thirty days(30)prior to the date of the meeting.
- Section 2. Notice of any special meeting shall be given to the membership by publication in THE PURDUE ALUMNUS at least thirty days (30) prior to the date for which such meeting is set. The exact time and place of such meeting shall be fixed by the Chairman of the Board, but not more than ninety days (90) after any call or request therefore is made by the Board of Directors or by members of the Corporation, as set forth in the Bylaws.
- Section 3. The order of business at the Corporation's Annual Meeting, and so far as applicable at all other meetings of members, shall be set by the Executive Committee.
- Section 4. Fifteen (15) members shall constitute a quorum at any Corporation meeting.

(Article III Cont'd)

- Section 5. All Alumni Association members, except Honorary members, shall be entitled to vote at annual or special meetings.
- Section 6. The latest edition of “Roberts Rules of Order” on parliamentary procedures shall govern the conduct of each meeting.

(Reference Bylaws Article III)

ARTICLE IV

Board Meetings & Voting

- Section 1. Notices of meetings of the Board of Directors shall be published at least thirty (30) days in advance. The directors may waive, in writing, notice of any meeting, and attendance in person at any meeting shall constitute a waiver of notice thereof.
- Section 2. A majority of the Board of Directors shall constitute a quorum. Any Director shall be counted present at any regular or special meeting of the Board of Directors and voting with the majority, if and when such Director shall subsequently approve the minutes of such meeting and sign the same, then such signature shall be sufficient to make a quorum at such meeting.
- Section 3. A resolution in writing, signed by a majority of the members of the Board of Directors shall be deemed to be action by such Board with the same force and effect as if the same had been duly passed by the same vote at a duly convened meeting. No such resolution can be effective without said resolution being sent to the full Board of Directors at least ten (10) days prior to the vote.
- Section 4. The order of business at any meeting of the Board of Directors shall, to the extent that it is appropriate, be set by the Executive Committee.
- Section 5. The latest edition of “Roberts Rules of Order” on parliamentary procedures shall govern the conduct of each meeting.
- Section 6. Electronic Voting
- a) Electronic votes may be held between scheduled Board of Director’s meetings for the purpose of resolving issues that need to be addressed between such Board Meetings. Electronic votes may be called at the discretion of the Chairman of the Board or Executive Committee. Multiple electronic votes may be active concurrently, but an electronic vote may not be active during a scheduled Board of Directors meeting.

(Article IV Cont'd)

- b) The motion must do the following;
 - 1) Set forth each proposed action.
 - 2) Provide an opportunity to vote for or against each proposed action.
 - 3) Indicate the number of responses needed to meet the quorum requirement.
 - 4) State the percentage of approvals necessary to approve each matter.
 - 5) Specify the time by which a vote must be received to be counted.
- c) Approval under this section is valid only when both of the following occur:
 - 1) The number of votes cast equals or exceeds the quorum required to be present at a meeting authorizing the action.
 - 2) The number of approvals or disapprovals equals or exceeds the number of votes that would be required to approve or disapprove the matter at a meeting at which the total number of votes cast was the same as the number of votes cast herein.
- d) Eligible voters shall submit votes to the Chairman of the Board or his or her designee by email, fax, or by traditional mail as long as received by the response date required to be counted.
- e) Except as otherwise provided in the Articles of Incorporation, Rules & Procedures, or Bylaws a vote may not be revoked.
- f) The approvals and disapprovals must be delivered to the Corporation for inclusion in the minutes and filed with the Corporation's records.

(Reference Bylaws Article V)

ARTICLE V

Officers

CLASS I

Section 1 –Section 9 (Nomination and Election Process)

Section 1. **CLASS I** shall consist of five (5) designated directors consisting of the Chairman of the Board, Vice Chairman of the Board, Chairman of Finance, Chairman of the Leadership Development and Nominating Committee and Immediate Past Chairman of the Board.

(Article V Cont'd)

- Section 2. At the regular meeting of the Board of Directors immediately preceding the Annual Meeting of members held in odd-numbered years, the Board of Directors shall elect the Vice Chairman of the Board, Chairman of the Leadership Development and Nominating Committee and the Chairman of Finance to hold office for two years (2) beginning on July 1st next following their election and until their successors are duly elected and qualified.
- Section 3. No officer, excepting the Chairman of Finance, the Chairman of the Leadership Development and Nominating Committee and Recording Secretary, shall be eligible for re-election to any office previously held by such officers for a full two-year term.
- Section 4. If the Office of the Chairman of the Board becomes vacant, the Vice Chairman of the Board shall become Chairman of the Board for the remainder of the term.
- Section 5. If the Office of the Vice Chairman of the Board, Chairman of Finance, Chairman of the Leadership Development and Nominating Committee or Recording Secretary becomes vacant, the Board of Directors shall choose a successor to hold office for the unexpired term at a regular meeting of the Board or at a special meeting thereof called for such purpose.
- Section 6. If the Office of the Immediate Past Chairman of the Board becomes vacant, the vacancy shall not be filled until the incumbent Chairman of the Board shall complete his or her term of office.
- Section 7. The President shall be appointed by the Board of Directors.
- Section 8. At the regular meeting of the Board of Directors immediately preceding the Annual Meeting of members held in odd-numbered years, the Board of Directors shall elect the Recording Secretary based upon the nomination of the President. The Recording Secretary shall hold office for two (2) years beginning on July 1st next following their election.
- Section 9. The elections of the Vice Chairman of the Board, the Chairman of the Leadership Development and Nominating Committee and the Chairman of Finance shall occur at the regular meeting of the Board immediately preceding the Annual Meeting of members. For the purpose of this Section, this shall be referred to as the Election Meeting. The process for eligibility, nomination, candidacy, and election for the Vice Chairman of the Board, the Chairman of the Leadership Development and Nominating Committee and the Chairman of Finance of the Corporation shall be as outlined below:

Eligibility

Any member in good standing of the Corporation shall be eligible to run for an office of the Corporation. A candidate need not be a member of the Board of Directors. If a seated Board member runs, the member will retain their right to

(Article V Cont'd)

vote in said election. If a seated Board member is elected to office, such officer shall thereupon resign such prior directorship and shall thereafter serve on the Board solely by reason of the office.

Candidacy

Applications for Vice Chairman of the Board, Chairman of the Leadership Development and Nominating Committee and for Chairman of Finance are to be received on a date to be determined by the Leadership Development & Nominating Committee, which shall be no less than forty-five (45) days prior to the election. Nominations will be via the committee process. The responsible committee will be the Leadership Development & Nominating Committee.

Presentation

During the Election Meeting, each candidate nominated by the Leadership Development & Nominating Committee will have the opportunity to make a presentation to the full Board, not to exceed five (5) minutes. No other nominee will be allowed in the meeting room during another nominee's presentation. Each nominee's presentation will be immediately followed by a Question and Answer Session as outlined below. The Recording Secretary will be responsible for acting as timekeeper.

Question and Answer Session

Immediately following each nominee's presentation, Board members will have an opportunity to ask that nominee questions in the method described below. All questions should be submitted to the Officers of the Corporation a minimum of seven (7) days prior to the Election Meeting. Questions to be asked will be randomly drawn from all those submitted to ensure that no partiality is given to any one (1) nominee. Each nominee should be asked this same set of core questions to provide the Board a basis for comparison. Follow-up questions are welcome. Each nominee will be given equal time for the Question and Answer Session. The Recording Secretary will be responsible for acting as timekeeper.

Voting

All voting members of the Board of Directors will have the right to vote. Voting shall be conducted by a written secret ballot. Three (3) inspectors of election (not affiliated with the Purdue Alumni Association Board and/or staff) shall be named by the President prior to the Election Meeting and be responsible for counting the votes. To be elected the winner, a majority of all valid votes cast shall be necessary. Voting members shall vote for only one (1) nominee per office. An abstention is not considered a valid vote cast. In the event there is a tie and there

(Article V Cont'd)

are only two (2) nominees, the Board of Directors shall conduct up to three (3) subsequent rounds of voting.

In the event that a nominee does not receive a majority of the valid votes cast, and there are more than two (2) nominees, a run-off election will be held for such office. For the run-off election, the two (2) nominees receiving the greater number of valid votes cast shall be voted on, and the nominee then receiving the majority of the valid votes cast shall be elected.

If it is unclear which two (2) nominees have the most votes because of two (2) nominees receiving the exact same number of votes for second place, the Board shall take a special vote of all nominees who tied for second place in an effort to determine who will be the one(1) to run against the top vote recipient from the initial vote.

After the initial vote and three (3) subsequent rounds of voting where a majority has not been reached, the Executive Committee will vote in separate session to break the tie. The Executive Committee will announce the winner but will not divulge the actual vote count.

Section 10–16 (Duties)

Section 10. The Chairman of the Board shall preside at all meetings of the Board of Directors, at the Annual Meeting, and at all special meetings of the Corporation, and shall perform all other duties incident to the office of Chairman of the Board or as are properly required by the Board of Directors. The Chairman of the Board shall, additionally, perform all duties required by the provisions of Chapter 155 of the Indiana Acts of 1921, as amended from time to time.

Section 11. The Vice Chairman of the Board shall be vested with all the powers of the Chairman of the Board and shall exercise the same in the event of the Chairman of the Board's inability to perform his/her duties, provided that there shall be no exercise of any powers, which by law are granted exclusively to the Chairman of the Board. The Vice Chairman of the Board shall serve as Chairman of the Purdue Alumni Advisory Council.

Section 12. The Chairman of Finance shall perform such duties and exercise such powers as may be prescribed from time to time by the Chairman of the Board, the Board of Directors, or the Executive Committee. The Chairman of Finance shall make a financial report at the Annual Meeting of the Corporation, and as requested at meetings of the Board of Directors and Executive Committee.

Section 13. The Chairman of Leadership Development and Nominating Committee shall perform such duties and exercise such powers as may be prescribed from time to time by the Chairman of the Board, the Board of Directors, or the Executive Committee. The Chairman of Leadership Development and Nominating shall make

(Article V Cont'd)

relevant reports at the Annual Meeting of the Corporation, and as requested at meetings of the Board of Directors and Executive Committee.

Section 14. The Recording Secretary shall record and keep the minutes of the meetings of the Executive Committee, the Board of Directors, and the Annual Meeting of the Corporation.

Section 15. The President shall be the officer in charge of the management of the Corporation, and for all programs operated or sponsored by the Corporation.

Section 16. No officer other than the President shall receive compensation for services rendered to the Corporation.

Section 17. The President shall receive compensation for services rendered to the Corporation.

a) The Executive Committee shall make a recommendation to the Board of Directors regarding the President's compensation. The Executive Committee shall obtain and rely upon compensation data for comparable University positions, and upon compensation data for Presidents at other alumni associations, when making its recommendation.

b) The Board of Directors shall approve the President's compensation after considering the recommendation provided by the Executive Committee.

c) The Board of Directors shall adequately document the basis for the determination of the President's compensation and communicate such to the Corporation's primary financial staff member.

(Reference Bylaws Article VI and Article VII)

ARTICLE VI

Designated Directors –Non-Officers (Nomination and Approval Process)

CLASS II, CLASS III, and CLASS IV

Section 1. Designated directors other than Officers shall be elected or appointed as follows:
CLASS II shall consist of one (1) director between the age of 25 and 30 duly elected by the membership of the Purdue Alumni Association. If a vacancy occurs among CLASS II directors, the vacancy shall be filled with the approval of the Board of Directors of the Corporation based upon the nomination of the President. A director so approved shall have the same qualifications for office and shall serve for the balance of the term.

(Article VI Cont'd)

CLASS III shall consist of one (1) director from the Purdue Agricultural Alumni Association of Indiana, or its successor, to be appointed by the Purdue Agricultural Alumni Association of Indiana, and one (1) Director from the Purdue for Life Foundation, LLC Board of Managers, or its successor, to be appointed by the Purdie for Life Foundation, LLC Board of Managers. If a vacancy occurs for a CLASS III Director, the vacancy shall be filled by appointment by the Purdue Agricultural Alumni Association of Indiana or the Purdue for Life Foundation, LLC Board of Managers. A director so appointed shall have the same qualifications for office and shall serve for the balance of the term.

CLASS IV shall consist of a maximum of three (3) at-large directors, each to be approved by the Board of Directors of the Corporation based upon the nomination by the Leadership Development & Nominating Committee.

ARTICLE VII

Elected Directors (Nomination and Election Process)

CLASS V

Section 1. **CLASS V** shall consist of eight (8) elected directors consisting of two (2) individuals from each of four (4) geographic districts. The membership of the Corporation shall be divided into the following four (4) geographic districts for the purpose of electing CLASS V directors:

Indiana

East, consisting of Washington, DC, and the following states: Connecticut, Delaware, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, and West Virginia.

Central, consisting of the following states: Alabama, Arkansas, Illinois, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota, Tennessee, Texas, and Wisconsin.

West and International, consisting of all countries other than the United States, all territories of the United States, and the following states: Alaska, Arizona, California, Colorado, Idaho, Hawaii, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming.

Section 2. The Chairman of the Board shall determine at any time, whether there needs to be a review of the geographic districts used in the election of CLASS V directors. The Leadership Development & Nominating Committee may appoint a committee

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of at least three (3) individuals to investigate the following factors and to report its recommendations for change as appropriate.

Factors to be considered:

- a) Geographic distribution of alumni eligible for membership in the Corporation.
- b) Geographic distribution of alumni members of the Corporation.
- c) Times zones of each District.
- d) Natural alliance of certain geographic areas.

Section 3. The privilege of voting for a CLASS V director is restricted to those Corporation members who reside in the same geographic district as the CLASS V director at the time of the election. A member of the Corporation may cast one (1) vote for each CLASS V director vacancy.

Section 4. At the time of the election, a candidate for a CLASS V director must be a resident of the geographic district and qualified to vote. Nothing shall prohibit or restrict the continued service of a CLASS V director, once elected, through the remainder of such CLASS V director's term if such CLASS V director ceases to reside in the geographic district in which he or she was elected and resided at the time of such election. For purposes of this Section, an "election" shall be deemed to have occurred at such time when membership voting concludes in the pertinent geographic district, regardless of the time at which results are announced.

Section 5. Each local club may nominate one (1) candidate for a CLASS V director vacancy for the geographic district in which the club is located. The President or Secretary of each local club nominating a candidate for the Board of Directors shall certify such nomination to the President of the Corporation at least ninety (90) days prior to the election. More than one (1) local club in the geographic district may endorse the same candidate.

Section 6. Any twenty-five (25) members of the Corporation may nominate a candidate for a CLASS V director vacancy for the geographic district by certifying such nomination, with the candidate's acceptance in writing of such nomination, to the President at least ninety (90) days prior to the election. Each of such nominating members must be qualified to vote for the candidate so nominated.

Section 7. Any member of the Corporation may nominate themselves as a candidate for a CLASS V director vacancy for the geographic district in which they reside. The candidate must certify their interest by writing such nomination to the President at least ninety (90) days prior to the election.

Section 8. A list of all candidates and voting procedures shall be published in THE PURDUE ALUMNUS at least thirty (30) days before the Annual Meeting for use of all members entitled to vote. All votes to be counted must be received by the

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President no later than noon, (West Lafayette, IN time), five (5) business days preceding the Annual Meeting.

Section 9. At least ten (10) days prior to the Annual Meeting, the President shall appoint three (3) Inspectors of Election, who shall not be affiliated with the Corporation, Board of Directors, or staff. When there is more than one (1) candidate on the ballot for the alumni trustee position, the President shall appoint an outside auditing firm to be Inspectors of Election.

Section 10. No later than twenty-four (24) hours preceding the Annual Meeting, the President shall deliver to the Inspectors of Election all the ballots received within the time provided by these Rules & Procedures. The Inspectors of Election shall then tabulate the votes and present a written statement to the President showing the elected candidates, which shall be announced at the Annual Meeting.

Section 11. At the Annual Meeting of the Corporation the Chairman of the Board shall declare the candidates receiving the highest number of votes duly elected. The names of the elected candidates shall be published in the next issue of THE PURDUE ALUMNUS after such election.

Section 12. The President shall preserve all votes for at least thirty (30) days after the Annual Meeting. On petition to the Chairman of the Board by ten (10) members of the Corporation at any time within thirty (30) days after the Annual Meeting, the President shall turn over all the votes to the Board of Directors for a recount. In that event, the Board of Directors shall have final authority to determine the result of the election.

Section 13. In the event that a geographic district fails to have any candidates for the election of a CLASS V director, or the CLASS V director position becomes vacant during their term, the position or vacancy shall be filled with the approval of the Board of Directors of the Corporation based upon the nomination of the President. A director so approved shall have the same qualifications for office, referred to in Section 4, and shall serve for the balance of the term.

If there are an insufficient number of CLASS V directors to fulfill the requirements of the Articles of Incorporation Article III Section 2, the position will remain vacant until the next regularly scheduled election, at which time it will be filled by a membership vote. This could result in a special election, or the elimination of a Designated Director position.

(Reference Bylaws Article VI)

ARTICLE VIII

Committees

- Section 1. The Executive Committee shall have full power to act in the management of the affairs of the Corporation subject to ratification by the Board of Directors, but such power may be withdrawn at any time by a majority vote of the Board of Directors.
- a) The Chairman of the Board of the Corporation shall be Chair of the Executive Committee.
 - b) The Executive Committee shall consist of the Chairman of the Board, Vice Chairman of the Board, Immediate Past Chairman of the Board, Chairman of Finance, Chairman of the Leadership Development and Nominating Committee, the Director appointed by the Purdue for Life Foundation, LLC Board of Managers and three (3) additional Directors. The Chairman of the Board shall nominate from the Board of Directors the four (4) additional Directors, each to be approved by the current Executive Committee and the Board of Directors.
 - c) Each appointment of the three (3) additional Directors shall be for one (1) year terms and may be revoked at any time by a majority vote of the Board of Directors.
 - d) The President and the Recording Secretary shall be non-voting members of the Executive Committee.
- Section 2. The Finance Committee will assist the Board of Directors by reviewing and recommending actions relating to fiscal management of the Corporation.
- a) The Chairman of Finance of the Corporation shall be Chair of the Finance Committee.
 - b) The Chairman of the Board shall appoint Directors from the Board to serve on the Finance Committee.
 - c) The Chairman of the Board may appoint non-board members to serve on the Finance Committee. These shall be non-voting members of the Committee.
 - d) Each appointment shall be for one (1) year terms (other than that of the Chair) and may be revoked at any time by a majority vote of the Board of Directors.
- Section 3. The Leadership Development & Nominating Committee will assist the Board of Directors by reviewing and recommending actions relating to the membership of the Board of Directors.
- a) Chairman of the Leadership Development & Nominating Committee is an elected Class I officer position.
 - b) The Chairman of the Board shall appoint Directors from the Board to serve on the Leadership Development & Nominating Committee.
 - c) The Chairman of the Board may appoint non-board members to serve on the Leadership Development & Nominating Committee. These shall be non-voting members of the Committee.

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- d) Each appointment shall be for one (1) year terms (other than that of the Chair) and may be revoked at any time by a majority vote of the Board of Directors.

Section 4. The Purdue Alumni Advisory Council will assist the Board of Directors by reviewing, evaluating and recommending actions relating to the engagement and alumni membership work product of the Purdue for Life Foundation.

- a) The Vice Chairman of the Board of the Corporation shall be Chair of the Purdue Alumni Advisory Council.
- b) The Chairman of the Board shall appoint a minimum of four (4) Directors from the Board to serve on the Purdue Alumni Advisory Council with the PAA Vice Chair.
- c) The Chairman of the Board may appoint as many non-board members as necessary to complete the roster of eight (8) Purdue Alumni Advisory Council members plus the Vice Chair. These shall be non-voting members of the Committee.
- d) Each committee appointment shall be for a one (1) year term and participation limited to three (3) terms (other than that of the Chair). Committee positions may be revoked at any time by a majority vote of the Board of Directors.

Section 5. The Purdue Alumni Association has the authority to appoint one (1) Director to a Manager position on the Purdue for Life Foundation, LLC Board of Managers.

- a) Through the period ending July 1, 2024, the Past Chairman of the Purdue Alumni Association will be the appointed Purdue for Life Foundation Board Manager.
- b) Before July 1, 2024, the Purdue Alumni Association Board of Directors shall reevaluate this appointment policy.

Section 6. The Chairman of the Board of the Corporation may establish additional Committees or Task Forces to assist the Chairman of the Board, Executive Committee, and/or the Board of Directors.

- a) The Chairman of the Board shall appoint a Chair for the Committee or Task Force. The term of the Chair will not exceed one (1) year.
- b) The Chairman of the Board shall appoint Directors from the Board to serve on the Committee or Task Force.
- c) The Chairman of the Board may appoint non-board members to serve on the Committee or Task Force. These shall be non-voting members of the Committee.
- d) Each appointment shall be for one (1) year terms and may be revoked at any time by a majority vote of the Board of Directors.

(Reference Bylaws Article VIII)

ARTICLE IX

Purdue Alumni Trustee Nomination and Election

Section 1 Role and Responsibilities of the Corporation, and the Board of Directors, with Respect to the Nomination and Election of the Purdue Alumni Representatives to Purdue University Board of Trustees

As provided by state statute the members of the Corporation are responsible for selecting the Corporation’s nominee to be appointed as a Trustee of Purdue University by the Governor of Indiana to serve such term. A brief description of the process intended to support the execution of this responsibility is presented in Section 2 of this Article. This information is also supported by information contained in Article IX of the Bylaws of the Corporation.

As a precursor to the membership voting for the Corporation’s nominee, the Board of Directors is responsible for executing a nomination and election process which yields the Board of Directors’ nominee for the corporate membership election ballot. Stated another way –The Board of Directors’ will run an election process which results in one (1) candidate, the Purdue Alumni Board of Directors endorsed candidate, being placed on the ballot that the Corporation will use to select its’ nominee for Trustee of Purdue University. This process is summarized in Section 3 of this Article. Additionally, as provided by state statute, and noted in Bylaws Article IX, the Corporation must provide a process by which any five hundred (500) members of the Corporation can place a nominee on the ballot (of the Corporate membership election). This process is summarized in Section 4.

Section 2 Election of the Corporation’s nominee for Purdue University Trustee As provided by state statute the members of the Corporation are responsible for nominating three (3) Purdue University Trustees. The three (3) trustee terms are set in such a manner such that they expire one (1) per year on a three (3) year rotating cycle. At all times one (1) of the three (3) trustees must be a graduate of the College of Agriculture.

As noted, applicable nomination procedures are presented in Sections 3 and 4 of this Article. All nominations must be complete and provided to the President and CEO of the Corporation no later than ninety (90) days prior to the Annual Meeting.

Upon the opening of nominations for a trustee position the Recording Secretary of the Corporation shall provide the President & CEO, and all members of the Board of Directors with a timeline that indicates the key election process schedule dates. This shall include, but is not limited to:

1. Open date and time for nominations
2. Close date and time for nominations
3. Deadline for ballot publication information
4. Close date and time for election (voting).
5. *(Article VIII Cont’d)*

(Article IX Cont'd)

As provided by the Bylaws, a member vote may be by paper or electronic ballot. The ballot will typically be presented in the March/April issue of THE PURDUE ALUMNUS and other media as deemed appropriate by President & CEO. Should the membership vote result in a tie of two (2) or more candidates for the position, the names of those candidates will be provided to the Executive Committee. The Executive Committee can, at their discretion, declare the membership's nominee based on their discussion and vote, or choose to facilitate an alternative process to declare the successful candidate as they see appropriate. Per the Bylaws, the successful candidate will have his/her name announced at the annual meeting of the corporation.

Section 3. Election of the Board of Directors' Alumni Trustee Nominee The election of the Board's nominee for Alumni Trustee shall occur at a regular meeting of the Board. For the purpose of this section, this shall be referred to as the Alumni Trustee Nominee Election Meeting. Roberts Rules of Order will govern the execution of the nomination process and the Alumni Trustee Nominee Election Meeting. The process for eligibility, nomination, candidacy, and election for any nominee of the Board for alumni trustee shall be as outlined below:

Process Overview

Obtaining the Board of Directors' nomination for Alumni Trustee is one (1) of the alternatives available for an individual seeking to become an Alumni Trustee. The intent of this process is that it be initiated well in advance of the Corporation's Trustee election vote such that (1) adequate time is allocated for the candidacy and election for Board of Directors' nominee and (2) adequate time remains after the completion of the Board's election for any candidate(s) to pursue a nomination via the signature process. It is anticipated that in general the process will be initiated during the spring meeting of the Corporation in the year prior to the start of the final year of term being considered. For example, if a term is ending June of 2012, the process to fill the July 1, 2012 vacancy will be kicked off at the spring meeting in 2011. At that time (as defined below) the formation of the Trustee Screening Committee will be announced along with the due date for nominations. The final determination of the Trustee ballot lies with the Leadership, Development and Nominating Committee. The Board's election will be executed as described in the following sections and is generally expected to occur during the fall meeting. This allows adequate time for results to be communicated prior to the closure of nominations of the Corporations' Trustee election process. The successful candidate from this election shall be placed on the ballot for the Corporation's election of Alumni Trustee and be identified as the Board of Directors' nominee for said position.

Trustee Screening Committee

The Trustee Screening Committee will be established annually, or as required, to support the Board of Directors' Alumni Trustee election process. This committee

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will consist of no less than three (3) individuals and will be determined by the Chair of the Leadership, Development and Nomination Committee (LDNC), with guidance from the President & CEO and Chairman of the Board of the Corporation. The role of the committee is to communicate that nominations are being accepted, actively recruit for the position as needed and review the submitted applications to ensure eligibility requirements have been met. The output of this committee is expected to be (1) a list of all applicants, including any individuals who were determined to not meet eligibility requirements, and (2) a recommended slate for the election should the committee judge it necessary to suggest a reduced list. An example would be if the number of submissions were felt to be too large for the ballot. The LDNC is not bound by the recommendation of the committee and can proceed to put forth a slate as they see fit. However, The LDNC cannot invite or add a candidate outside of the pool of candidates who have met eligibility requirements and submitted their material to the Trustee Screening Committee by the prerequisite date.

Eligibility

Any current member of the Corporation who is a graduate of Purdue University shall be eligible to run to become a nominee for alumni trustee; however, at all times, one (1) person serving as an alumni trustee shall be a graduate of the College of Agriculture. A candidate need not be a member of the Board of Directors. If a seated Board member runs, the member will retain their right to vote in said election. If a seated Board member is elected as a nominee for alumni trustee, such Board member shall resign such directorship if and when appointed by the Governor of Indiana to serve as a Purdue University Trustee.

Candidacy

Applications for alumni trustee nominee are to be received on a date to be determined by the Leadership Development & Nominating Committee, which shall be no less than forty-five (45) days prior to the Alumni Trustee Election Meeting; however, the Chairman of the Board may, with the approval of the Board at a Board meeting no fewer than six (6) months and no more than twelve (12) months prior to the Alumni Trustee Election Meeting, suspend this rule as it pertains to an application deadline or allow applications to be received within a certain period of time nearer the Alumni Trustee Election Meeting.

Election Slate

It is the responsibility of the Leadership, Development and Nominating Committee (LDNC) to make the final determination of the slate of candidates that will be put forth to the Board for election of their nominee. This shall be completed in an appropriate amount of time that allows all candidates to prepare for the forthcoming election.

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Presentation

During the Alumni Trustee Election Meeting, each candidate who is identified on the slate will have the opportunity to make a presentation to the full Board, not to exceed five (5) minutes. No other candidate will be allowed in the meeting room during another candidate's presentation. Each candidate's presentation will be immediately followed by a Question and Answer Session as outlined below. The Recording Secretary will be responsible for acting as timekeeper.

Question and Answer Session

Immediately following each candidate's presentation, Board members will have an opportunity to ask that candidate questions in the method described below. All questions should be submitted to the Officers of the Corporation a minimum of seven (7) days prior to the Alumni Trustee Election Meeting. Questions to be asked will be randomly drawn from all those submitted to ensure that no partiality is given to any one (1) candidate. Each candidate should be asked this same set of core questions to provide the Board a basis for comparison. Follow-up questions are welcome. Each candidate will be given equal time for the Question and Answer Session. The Recording Secretary will be responsible for acting as timekeeper. The Chairman of the Board, at his/her discretion, may allow Board members to ask follow-up questions of any candidate, regardless of whether such questions have been previously submitted to the Officers of the Corporation.

Voting

All voting members of the Board of Directors will have the right to vote. Voting shall be conducted by a written secret ballot. Three (3) inspectors of election (not affiliated with Purdue Alumni Board and/or staff) shall be named by the President prior to the Alumni Trustee Election Meeting and be responsible for counting the votes. To be elected, the successful candidate will receive the majority of all valid votes cast. Voting members shall vote for only one (1) candidate per anticipated vacancy among alumni trustees. An abstention is not considered a valid vote cast. In the event there is a tie for a nomination and there are only two (2) candidates for such nomination, the board shall conduct up to three (3) subsequent rounds of voting.

In the event that a candidate does not receive a majority of the valid votes cast for a particular nomination, and there are more than two (2) candidates, a run-off election will be held for such trustee position. For the run-off election, the two (2) candidates receiving the greater number of valid votes cast shall be voted on, and the candidate then receiving the majority of the valid votes cast shall be elected as the Board's nominee.

If it is unclear which two (2) candidates have the most votes for a particular nomination because of two (2) candidates receiving the exact same number of

(Article IX Cont'd)

votes for second place, the Board shall take a special vote of all candidates who tied for second place in an effort to determine who will be the one to run against the top vote recipient from the initial vote.

After the initial vote and three (3) subsequent rounds of voting where a majority has not been reached, the Executive Committee will vote in separate session to break the tie. The Executive Committee will announce the successful candidate but will not divulge the actual vote count.

Section 4 Nomination to be included on the corporate ballot for Purdue University Trustee

As provided in the state statute any qualified candidate may secure a nomination by obtaining five hundred (500) signatures of members of the corporation.

Upon the opening of the nominations the Recording Secretary of the Corporation will make available upon request of any member an information package which will explain the requirements and process for submitting nomination materials. This package will include, but is not limited to the following information:

1. A statement on candidate eligibility, including a notation on whether or not the current year's candidate must be an alumnus of the College of Agriculture
2. The close date and time for nominations
3. To whom the information must be submitted
4. The specific information required from each signatory
5. A sample of the form to be used for signature collection

As noted in Section 2, all nominations must be complete and provided to the President and CEO of the Corporation no later than ninety (90) days prior to the Annual Meeting. The Recording Secretary of the Corporation will be responsible for assessing the validity of the submitted signatures and will announce the nomination as appropriate after the close of nominations.

(Reference Bylaws Article IX)

ARTICLE X

Amendments

Section 1. These Rules & Procedures may be amended by a majority vote of those voting at any regular or special meeting of the Board of Directors.

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