Ball State University Alumni Association, Inc.
Code of By-Laws, and Mission Statement
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CODE OF BY-LAWS

ARTICLE I
Name and Organization

Section 1 - The name of this Corporation is Ball State University Alumni Association, Inc. ("Association").

Section 2 – The Association shall serve as the representative of all graduates and former students of Ball State University and the schools that preceded it ("Alumni"). Alumni are encouraged to participate in the activities of the Association, support Ball State University and donate annually to the Ball State University Foundation.

Section 3 – Only Alumni who have made an annual donation to the Ball State University Foundation shall be eligible to serve on the Alumni Council of the Association.

Section 4 –Constituent Organizations may be formed as committees within this Association. Constituent Organizations are defined as Alumni Chapters (geographic), Professional Societies (educational), or Constituent Societies (special interest). Application to form such Constituent Organizations may be made as provided herein. Constituent Organizations may adopt a committee charter, elect officers, and otherwise function as committees within this Association, provided that nothing so adopted or done shall be in conflict with the Articles of Acceptance of the Association and this Code of By-Laws. All such provisions shall be subject to the approval of the Alumni Council of this Association.

Section 5 –The fiscal year of the Association shall begin on January 1 of each year and end on December 31 immediately following.

ARTICLE II
Government

The management of affairs of the Association shall be vested in an Alumni Council, functioning as a board of directors, an Executive Committee, and the officers, as specified elsewhere.

Section 1 – Alumni Council:

A. There shall be an Alumni Council composed of fifteen at-large members elected by the Alumni Council, a representative from each Constituent Organization, the two Alumni Association representatives to the Board of Trustees of Ball State University and the Officers of the Association. All members of the Alumni Council shall serve terms fixed by the Alumni Council.
B. Each Constituent Organization that is organized as provided in these by-laws is eligible for one representative on the Council as long as that Organization meets the minimum requirements for Organization activity and organizations as determined by the Alumni Council.
C. The Alumni Council shall meet at least twice yearly in regular session and for any special session as called by the Chairman. The first meeting of the calendar year shall be the annual meeting of the Association. The Council membership shall be notified at least ten days prior to any such meeting. A simple majority of the Alumni Council shall constitute a quorum.

Section 2 – Duties of the Alumni Council:

A. To adopt, alter, amend or repeal the by-laws governing the Association.
B. To hear an annual report from the Chairman, the President, and the Treasurer of the Association.
C. To elect officers of the Alumni Association from the members of the Alumni Council.
D. To approve the committee charters of Alumni Chapters, Professional Societies, and Constituent Societies, and to determine eligibility requirements for their representation on the Alumni Council.
E. To adopt an annual budget of the Association.
F. To nominate jointly with the appropriate university official, to the President and the Board of Trustees of the University, an Executive Director of Alumni Programs who shall also serve as President of the Association.
G. To nominate, for the appointment by the Governor of the State of Indiana, two Association representatives for the Board of Trustees of Ball State University.
H. To perform such other acts as may be permitted to a governing body of an Indiana nonprofit corporation.

Section 3 – Executive Committee:

A. The Officers of the Association shall constitute the Executive Committee. The Executive Committee serve also as the Finance Committee of the Association.

Section 3 – Duties of the Executive Committee:

B. Implementation of Alumni Council policy and recommendation of policy matters to the Alumni Council.
C. Appointment of appropriate standing and special committees upon recommendation of the Chairman of the Association.
D. Recommendation of agendas for Alumni Council meetings.
E. Recommendation of the Alumni Association budget for Alumni Council consideration.
F. Act on behalf of the Alumni Council between regular sessions.

Article III
Alumni Council

Section 1 – Alumni Council:

A. Terms and Vacancies:
   1. At-large members of the Alumni Council shall be elected for three-year terms on a staggered basis with five at-large members elected each year.

2. Constituent Organization representative members of the Council will be determined by the respective organizations and will serve three-year terms on the Council. Each Professional Society, Constituent Society, and Alumni Chapter that is formally chartered shall be eligible for one representative. Subsequent Constituent Organizations (Alumni Chapter, Constituent Society, or Professional Society) shall be eligible for representation following approval of its committee charter by the Alumni Council.
3. When a member of the Alumni Council is absent for two consecutive meetings, the President shall call the member prior to the third meeting to determine the intent of the member. The Executive Committee may request a letter of resignation from the member.
4. Any vacancy among the at-large directors shall be filled by the Alumni Council. Any vacancy of a representative member of a Constituent Organization shall be filled by that Constituent Organization.
5. Any member of the Alumni Council may be removed by a majority vote of the remaining members of the Alumni Council.

A. Nominations and Elections:
1. At the spring meeting of the Alumni Council, a Nominating Committee will be appointed that will prepare the following slates of nominees for selection at the fall meeting of the Council:
   a. Officers of the Association for a one-year term including the Chairman, Chairman Elect, four Vice Chairmen, a Ball State University Foundation representative, and Past Chairman; provided, however, that if there is no Past Chairman for any reason, a fifth Vice Chairman. These officers shall be chosen from the current membership of the Alumni Council.
   b. At-large members of the Alumni Council as indicated in Article III, Section 1 (A-1).
2. The newly elected officers and members of the Alumni Council will take office January 1, and will be formally installed at the first subsequent meeting of the Council.

Section 2 – Constituent Organizations:

A. Alumni Chapters may be formed in any geographic area upon petition of twenty-five Alumni. Upon acceptance of their committee charter by the Alumni Council, they will be eligible for representation on the Council as specified in Article II, Section 1A. The Chapter shall hold a minimum of one annual meeting and actively represent the Association and Ball State University in its locality. The Council may revoke the charter of any Chapter at any time for just cause.

B. Professional Societies may be organized by request of a college dean or department chair accompanied by a petition of twenty-five or more active members of the Association. They shall hold a minimum of one annual meeting. Upon acceptance of their committee charter, they will be eligible for representation on the Council as specified in Article II, Section 1B. The Council may revoke the charter of any society at any time for just cause.

C. Constituent Societies may be organized by request of a petition of twenty-five or more Alumni who are active in a special interest group. They shall hold a minimum of one annual meeting. Upon acceptance of their committee charter, they will be eligible for representation on the Council as specified in Article II, Section 1B. The Council may revoke the charter of any society at any time for just cause.

Section 3 – Officers:

The officers of the Association shall be a Chairman, Chairman Elect, four Vice Chairmen, a representative to the Ball State University Foundation, Past Chairman and President. One of the Vice Chairmen shall be designated as Secretary of the Association. Their duties shall be the normal ones associated with such offices and as provided by law. The duties of the Vice Chairman shall be determined annually by the Chairman with input from the Past Chairman, Chairman Elect, and President. The President will also serve as Treasurer and publisher of the *Ball State Alumnus* magazine.

Section 4 – Committees:

A. Standing Committees shall include:
   1. Alumni Scholarship
   2. Distinguished Alumni Award
   3. Benny Award
   4. G.O.L.D. Award
   5. Nominating
   6. Strategic Planning

B. Temporary Committees shall be appointed as needed by the Chairman of the Association.

C. Appointments to Standing and Temporary Committees shall be ratified by the Alumni Council. All Committees shall serve for the duration of the calendar year and their members may include any Alumni who have made an annual donation to the Ball State University Foundation. Standing and Temporary Committees shall not exercise any authority of the Alumni Council.

Section 5 – Financial Accountability: An outside accounting firm will perform accounting services with regards to the Association financial statements as determined appropriate by the Executive Committee at the end of each fiscal year.

Article IV
Amendments

The Code of By-Laws may be amended at any regular meeting of the Alumni Council by a two-thirds vote of those present, provided that the proposed amendments shall have been distributed to the membership of the Council thirty days prior to its consideration by the Council.

September 18, 1971
Revised: September 1980
Revised: November 5, 1988
Revised: September 9, 1989
Revised: September 22, 1990
Revised: September 15, 2001
Revised: September 25, 2004
Revised: April 29, 2009

VISION

The Ball State University Alumni Association will be a model alumni association on the national level.

MOTTO

To be an advocate for alumni, to enrich their lives, and involve them with Ball State University.

MISSION STATEMENT

The Ball State University Alumni Association, an interdependent organization of the university, exists to foster and fully realize the ideals and mission of the university. The Alumni Association encourages loyalty, participation, and support of the university by informing alumni of the achievements and needs of their Alma Mater. The Alumni Association advances the university throughout the world and unites all alumni in closer bonds of education, fellowship, tradition, and mutual assistance.

RESOLUTION

The Alumni Association and the Alumni Council strongly encourages successful and increased alumni involvement and giving participation while maintaining our current successful events, programs, and communications. The Council continues to fully support the idea and direction of capital campaigns by Ball State University and continues to fully endorse the proactive steps the University is taking to increase pride and participation from its alumni.

1/13/07

PUBLICATIONS STATEMENT OF PURPOSE

The Ball State University Alumni Association supports the mission and tradition of Ball State University and its alumni worldwide. Lifelong relationships are essential to that support and its foundation.

To be an advocate for alumni, to enrich their lives, and involve them with Ball State University is the guiding principle of the Ball State University Alumni Association. As its primary communication conduit, the *Ball State Alumnus* will be a magazine that presents the intellectual vigor and excellence of the university and celebrates alumni connections and milestones in university and alumni life.

Providing continual knowledge and insight about Ball State University—its problems and successes, its present and future as well as its past, continuity and change alike; providing a service in keeping alumni informed of Alumni Association events and programs and in keeping alumni in touch with one another; and providing additional emphasis on the issues of the day are specific functions of the *Ball State Alumnus*.

RELATED DOCUMENTS

1. Statement regarding Election to be Governed by the Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1-1 et seq.) and Articles of Acceptance

2. Reorganization Plan for the Ball State University Alumni Association adopted February 4, 1989

3. Shared Service Agreement with Ball State University effective July 1, 2009

(COPY)

INDIANA SECRETARY OF STATE
RECEIPT

Receipt Number : 1702652

Payment Number : 623438

INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
302 West Washington Street, Room E018
Indianapolis, IN 46204
(317) 232-6576

ICE MILLER
ONE AMERICAN SQ
BOX 82001
INDIANAPOLIS, IN 46282

Receipt Date: 6/25/2009
Receipt Status: Closed

The following details your transaction(s) with the Secretary of State's Office:

Payment Submitted:

Payor	Payment Type	Reference	Comment	Amount
ICE MILLER	Quick Receipt	1702608		$30.00
			Total Amount:	$30.00

Transactions posted to this receipt:

Entity Name	Type of Filing	Amount
BALL STATE UNIVERSITY ALUMNI ASSOCIATION (THE "CORPORATION")	Non-Profit Domestic Corporation: Articles of Incorporation	$30.00
	Total Amount:	$30.00

State of Indiana
Office of the Secretary of State

CERTIFICATE OF INCORPATION

Of

BALL STATE UNIVERSITY ALUMNI ASSOCIATION (THE "CORPORATION")

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will be effective Tuesday, June 30, 2009.

In Witness whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis June 25, 2009.

TODD ROKITA,
SECRETARY OF STATE

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STATEMENT REGARDING ELECTION
TO BE GOVEERNED BY THE INDIANA NONPROFIT
CORPORATOPM ACT OF 1991 (IC 23-17-1-1 et seq.)

AND

ARTICLES OF ACCEPTANCE

The undersigned officer of Ball State Alumni Association (the "Corporation") Hereby submits on behalf of the Corporation, this statement pursuant to Indiana Code 23-17-1-1(b), to accept and elect to have Article 17 of Title 23 of the Indiana Code (the "Act" apply to the Corporation as an Indiana nonprofit corporation, and herby certifies the following as its Articles of Acceptance of the Act:

ARTICLE 1

Resolutions

The Alumni Council of the Corporation, functioning as the "board of directors" within the meaning of the Act, adopted the Resolutions attached hereto and made a part hereof as Exhibit 1, accepting and electing to have Article 17 of Title 23 of the Indiana Code apply to the Corporation, effective June 30, 2009.

ARTICLE II

Name and Classification

The name of the Corporation for purposes of the Act following the effectiveness of this Election under the Act shall be Ball State University Alumni Association, Inc. and this corporation is a public benefit corporation.

ARTICLE III

Purposes

The purposes for which this Corporation is organized are as follows:

(a) Primary Purpose. The Corporation, an interdependent organization of Ball State University, exists to foster and fully realize the ideals and mission of the University. The Corporation encourages loyalty, participation and support of the University by informing alumni of achievements and needs of their Alma Mater. The Corporation advances the University throughout the world and unites all alumni in closer bonds of education, fellowship, tradition and mutual assistance. The Corporation is organized exclusively for charitable and educational

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purposes under Section 501 (c)(3) of the Internal Revenue Code ("Code"), or any corresponding section of any future federal tax code.

(b) Additional Purposes. In addition, the Corporation is formed for the purpose of assisting and engaging in all activities which are permitted by the Act, and which are permitted to be carried on by an organization exempt from Federal taxation under the provisions of Section 501 (c)(3) of the code, and the regulations issued pursuant thereto, as amended (the "Regulations) or by an organization contributions to which are deductible under Section 170 (c)(2) of the Code and the Regulations.

(c) Limitations. Nothing contained in these Articles of Acceptance shall by construed to authorize the Corporation to engage in any activities or perform any functions which are not within the definitions of charitable and educational purposes as set forth in Section 501 (c)(3) of the Code and the Regulations. No part of the net earnings of the Corporation shall inure to the benefit of any member, member of the Alumni Council of officer of the Corporation or to any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a member, member of the Alumni Council, officer or employee and to pay principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by a member, member of the Alumni Council or officer to the Corporation. No substantial part of the activities of the Corporation shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidates for public office. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501 (c)(3) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws or by an organization contributions to which are deductible under Section 170 (c)(2) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Name and Address of Registered Agent and Registered Office

The address if the Corporation's registered office, the name of the Corporation's registered agent at that office, and to the extent an incorporator is require under the Act, his name and address, all are as follows:

Edwin D. Shipley
2800 West Bethel Avenue
Muncie, Indiana 47306

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ARTICLE V

Members and Board of Directors

The Corporation shall not have members as defined in the Act. The Corporation shall encourage the participation and support of Ball State University alumni, but they shall not be considered members under the Act. The Corporation shall be governed by its Alumni Council, functioning as the "board of directors" within the meaning of the Act, as outlined in its Code of Bylaws.

ARTICLE VI

Indemnification of Directors and Officers

(a) Rights to Indemnification and Advancement of Expenses. The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was:

(i) a member of the Alumni Council of the Corporation, functioning as the "board of directors" within the meaning of the Act,

(ii) an officer of the Corporation, or

(iii) while a member of the Alumni Council or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, whether for profit or not (each an "Indemnitee"),

against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

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The indemnification provided under this Article shall be applicable to any proceeding arising from acts or omission occurring before or after the adoption of this Article.

(b) Other Rights Not Affected. It is intent of this Article to provide indemnification to members of the Alumni Council and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Nothing contained in this Article shall limit or preclude the exercise of, or be deemed exclusive of, any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any person who is or was a member of the Alumni Council, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual.

Not withstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the Corporation "to the benefit of any private shareholder or individual," or an "excess benefit transaction" within the meaning of Sections 501 (c)(3) or 4958 of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent Federal tax laws.

(c) Definitions. For purposes of this Article:

A person is considered to be serving an employee benefit plan at the Corporation's request if the person's duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.

The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.

The term "expenses" includes all direct and indirect costs (including, without limitation, counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to any employee benefit plan) or reasonable expenses incurred with respect to a proceeding.

The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

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ARTICLE VII

Distribution of Assets Upon Dissolution

In the event of dissolution of the Corporation, assets remaining after payment of all debts of the Corporation shall be transferred by the Alumni Council to any nonprofit corporation, trust, foundation or other organization whose purposes are substantially the same as those of the Corporation and which, at the time of transfer, is an exempt organization under the provisions of Section 501 ©(3) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws or by an organization contributions to which are deductible under Section 170 ©(2) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so transferred by the Alumni Council shall be disposed of by the Circuit Court of the County in which the registered office of the Corporation is located, exclusively for such tax-exempt purposes and such public purposes and for the benefit of Ball State University as the Court shall determine. No member, member of the Alumni Council or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

IN WITNESS WHEREOF, the undersigned excutes this Statement and these Articles of Acceptance this 23rd day of June, 2009.

By:

Printed: Edwin D. Shipley

Title: Executive Director and President

This Instrument Prepared by:
William V. Hughes, Attorney
Beasley & Gilkison LLP
110 East Charles Street
Muncie, Indiana 47305

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EXHIBIT 1

RESOLUTIONS
OF
BALL STATE UNIVERSITY ALUMNI ASSOCIATION

At a meeting of the Alumni Council (the "Council") of Ball State University Alumni Association (the "Corporation"), conducted on April 25, 2009, at which a quorum was present, the following resolutions were duly and unanimously adopted:

WHEREAS, IC 23-17-1-1-(b) (the "Act") provides that:

(b) After July 31, 1991, an entity organized under Indian law for a purpose for which a corporation may be organized under this article may accept the provisions of this article and avail the corporation of the rights , privileges, immunities, and franchises provided by this article by taking the following actions:

(1) The entity's board of directions or governing body must adopt a resolution electing to have this article apply to the entity.

(2) The resolution must specify a date after July 31, 1991, after which the provisions of this article will apply to the entity.

(3) The resolution must be filed with the secretary of state, with a statement providing the name and address of the entity's registered agent before the date specified under subdivision (2)"; and

WHEREAS, the Council deems it in the best interests of the Corporation to adopt the provisions of the Act in accordance with IC 23-17-1-1-(b).

NOW, THEREFORE, BE IT RESOLVED, that the Council hereby adopts the provisions of the Act pursuant to IC 23-17-1-1-(b), effective the later of June 30, 2009, or such date as this resolution is filed with the Secretary of State as provided above.

RESOLVED FURTHER, that the Corporation be and it is herby authorized, empowered, and directed to enter into, execute, and deliver all filings, documents and instruments (the "Documents") requires in furtherance of the adoption of such provisions in order to avail the Corporation of the privileges, immunities, and protections of the Act, and such actions heretofore taken by the Corporation related thereto are hereby approved and ratified.

RESOLVED FURTHER, that the Executive Director and President of the Corporation (the "Authorized Officer") is hereby authorized to sign and file with the Indiana Secretary of State the Statement Regarding Election To Be Governed By the Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1-1 et seq.) and Articles of Acceptance attached hereto as Exhibit A.

RESOLVED FURTHER, that the execution and delivery by the Corporation of any documents including any modifications thereto in connection with the transactions contemplated herein shall be deemed conclusive evidence that the Corporation has determined that such

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documents and any modifications thereto do not materially adversely affect the Corporation and that such are the acts and deeds of the Corporation.

RESOLVED FURTHER, that the Authorized Officer is hereby authorized, employed and directed to execute, deliver or file such other Documents on behalf of the Corporation, and to take such further actions on behalf of the Corporation as they deem necessary or appropriate to effectuate the transactions contemplated by or incidental to the foregoing resolutions.

RESOLVED FURTHER, that all actions previously taken by the Authorized Officer, any other officers or any of the members of the Council of the Corporation in connection with the transactions described in the foregoing resolutions, are hereby ratified, affirmed, and adopted as the actions of the Corporation.

_____

Edwin D. Shipley, Executive Director and President

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