

BYLAWS OF
STATE UNIVERSITY OF IOWA ALUMNI ASSOCIATION
(Revised as of September 28, 2001)
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**BYLAWS OF
STATE UNIVERSITY OF IOWA ALUMNI ASSOCIATION**

ARTICLE I

STATEMENT OF PURPOSE

The purpose of the Association is to advance the cause of education, and to that end to promote the welfare of the State University of Iowa (hereafter referred to as the University) and its alumni. The Association conducts programs involving the organization of graduates, former students, and friends of the University, to strengthen their University ties and, through their organized activities together, to strengthen the University. The Association's purpose is exclusively scientific, educational and charitable, including, for such purpose, maintaining its status as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE II

MEMBERSHIP

SECTION 1. PERSONS ELIGIBLE.

- A. The membership of this Association shall consist of those persons who join the Association by the payment of dues.
- B. Any graduate or former student of the University, or any person who is or has been affiliated with the University, or who subscribes to the purposes of the Association, may become a member.

SECTION 2. CLASSES OF MEMBERSHIP.

- A. Members whose dues are currently paid shall be active members. Active members only are eligible to vote and to hold office in the Association.
- B. Honorary Life Members. Persons who perform distinguished services for the University or for this Association, may be elected to "honorary life membership" in the Association by three-fourths vote of the directors present at any meeting of the board of directors. Honorary life members are exempt from payment of dues, and shall receive such services of membership as the board of directors may direct.
- C. The board of directors, by resolution, may provide other classes of membership.

SECTION 3. DUES.

Dues payable by the members shall be set from time to time by the board of directors of the Association.

SECTION 4. TRANSFER OF MEMBERSHIP.

Membership in the Association is not assignable or transferable in any manner.

ARTICLE III**BOARD OF DIRECTORS****SECTION 1. AUTHORITY.**

The board of directors shall determine the policies and goals of the Association. The staff is responsible for implementing and managing association policy. In addition, the staff will provide organizational vision and strategic leadership.

SECTION 2. COMPOSITION OF THE BOARD.

- A. The board of directors of the Association shall consist of the following:
1. The chairperson and chairperson-elect of the Association.
 2. The immediate past chairperson of the Association.
 3. One alumni representative from each college of the University elected for a three-year term. The terms of the college representatives shall be staggered. The colleges represented by directors shall include:
 - a. Education
 - b. Engineering
 - c. Law
 - d. Pharmacy
 - e. Liberal Arts and Sciences
 - f. Business
 - g. Nursing
 - h. Public Health
 - i. Dentistry
 - j. Medicine
 4. A University vice president to be designated by the president of the University of Iowa.
 5. Up to fourteen members elected at-large for three-year, staggered terms.
- B. The election of all elected directors whose terms are expiring shall occur at the annual meeting of the board of directors of the Association by a majority vote when a quorum is present.
- C. All past volunteer presidents/chairpersons of the Association shall be invited to all meetings of the board of directors, but shall not be seated as directors, and shall not have the right to vote, except for the immediate past chairperson.

- D. The terms of all directors shall commence at the fall meeting of the board of directors, except that the terms of the directors who sit on the board by virtue of their holding of another office, shall coincide with the terms of their respective other offices.
- E. No person shall be a director of the Association unless he or she is also an active member of the Association.

SECTION 3. CONSECUTIVE TERMS OF DIRECTORS.

A director may be elected to serve on the board of directors for two consecutive terms, and any director nominated as chairperson or chairperson-elect may continue to serve until having completed the term of office as past-chairperson.

SECTION 4. DIRECTOR VACANCIES.

- A. If any appointed director is unable to serve his or her complete term, the individual or group making the appointment shall appoint a successor who shall serve the remainder of the term. If such individual or group fails to make such appointment, then such vacancy may be filled by the board of directors.
- B. If any elected- director is unable to serve his or her complete term, the board of directors may appoint a successor who shall serve the remainder of that term.
- C. If a director who became a director by virtue of his or her election to another position is unable to serve his or her complete term as a director, that person's successor in such elected position shall serve the remainder of that director's term. If no successor is so elected, then such vacancy may be filled by the board of directors.

SECTION 5. MEETINGS OF THE BOARD OF DIRECTORS.

- A. The board of directors shall hold two regular meetings each year, one in the spring and one in the fall. An annual meeting of the board of directors for the purpose of electing officers and directors shall be held each year on the same day as the regular spring meeting. The time and place of each meeting shall be determined by the executive committee. Notice of each meeting shall be mailed to each member of the board of directors at least thirty days before the meeting.
- B. The chairperson or any ten board members petitioning the chairperson may call special meetings of the board of directors at any time, provided that notice of each special meeting is mailed to each member of the board of directors at least ten days before the meeting.

SECTION 6. DIRECTOR VOTING.

Each director shall have one vote on each matter submitted to the vote of the board of directors.

SECTION 7. QUORUM, MAJORITY RULE.

- A. A majority of the directors shall constitute a quorum of the board of directors for conducting business.
- B. A majority vote of the directors present at any regular or special meeting at which a quorum is present shall constitute the act of the board of directors unless the vote of a greater number of directors is required by the articles of incorporation, these bylaws, or Iowa law.

SECTION 8. ATTENDANCE OF DIRECTORS.

Any director who is absent from two consecutive meetings of the board shall have his/her status reviewed by the executive committee.

SECTION 9. VOTING AS A MEMBER OR SHAREHOLDER.

The vote of the Association as a member or shareholder of another corporation shall be determined by the vote of a majority of directors of the Association present at a meeting at which a quorum is present.

SECTION 10. INFORMAL ACTION BY DIRECTORS.

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board and shall have the same force and effect as a unanimous vote of the directors. Any certificate or other documents which relate to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the bylaws authorize the directors to so act.

SECTION 11. MEETINGS OF DIRECTORS HELD BY TELEPHONE.

The directors may participate in a meeting of the board of directors by conference telephone call or similar communications equipment. All directors participating in such a meeting shall be able to communicate with each other, and participation in a meeting of the board of directors pursuant to this provision shall constitute presence in person at the meeting. Records of such meetings shall be prepared and maintained in the same manner as the records of other meetings of the board of directors.

SECTION 12. RESIGNATION OR REMOVAL OF A DIRECTOR.

A director may resign at any time by tendering his or her written resignation to the chairperson of the Association. Resignation as a director shall also constitute resignation as a member of any committee of the board. A director may be removed at any time, for any reason, with or without cause, by the affirmative vote of two-thirds of the entire number of directors.

SECTION 13. EX-OFFICIO MEMBERS OF BOARD OF DIRECTORS.

- A. The following shall be ex-officio members of the board of directors of the Association:
 - 1. The president of the University of Iowa;
 - 2. The president of the State University of Iowa Foundation;

3. The president, treasurer, and secretary of the Association.
- A. The ex-officio members of the board of directors shall be entitled to participate in the board meetings, and to all other privileges of board members, except that ex-officio members shall not be entitled to vote.

SECTION 14. CONFLICTS OF INTEREST.

Any possible conflict of interest on the part of any director or member of the director's immediate family shall be disclosed to the other directors and made a matter of record. When any such interest becomes relevant to any matter requiring board or committee action it shall be called to the attention of the board or committee and the director shall not be present for the discussion or the vote on any matter on which the director or a member of the director's family has a possible conflict of interest. However, any director who is excluded from discussions and voting because of such possible conflict of interest may provide at the board's or committee's request pertinent factual information in order to assist the board or committee. The minutes of the meeting shall reflect that a disclosure was made, and that the interested director was absent from voting. The provisions of this Section 14 shall also apply to any person, other than a director, who is at any time serving as a member of any committee.

ARTICLE IV

STANDING COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 1. STANDING COMMITTEES.

- A. Executive Committee.
 1. The executive committee shall have full authority to act on behalf of the board of directors concerning all matters which might properly come before the board when it is not convenient or practical to convene a full board meeting, except that the executive committee shall not have authority to act for the board of directors under Article X (amendments) of this document, nor shall the executive committee have authority otherwise to amend these bylaws. Members of the executive committee serve until they are replaced.
 2. The executive committee also shall advise and work closely with the President of the Association and his or her staff in carrying out the policies, goals, and objectives set by the board of directors.
 3. The following members of the board of directors shall constitute the executive committee:
 - a. The chairperson of the Association, who shall serve as chairperson of the executive committee.
 - b. The chairperson-elect of the Association.
 - c. The immediate past chairperson of the Association.
 - d. The person selected by the nominating committee to become chairperson-elect.
 - e. The chairperson(s) of finance committee or a designated director representative of such standing committee in the event that a chairperson is unable to attend.
 - f. Up to two additional directors appointed by the chairperson of the Association with the approval of the board of directors.

Generally, the chairperson newly elected at an annual meeting shall, prior to the conclusion of such meeting, seek the board's approval of and appoint (or re-appoint) appointed members of the executive committee, whose terms shall then commence.

- g. The president, treasurer, and secretary of the Association shall be ex-officio members of the executive committee, entitled to participate in all aspects of the executive committee, except that they shall not be entitled to vote.
- 4. The executive committee shall meet at such times and places as shall be determined by the committee, provided that notice either by telephone or mail is given to the directors on the executive committee at least three days before each meeting. The executive committee is to approve the travel schedule.
 - a. A majority of the executive committee shall constitute a quorum.
 - b. The acts of a majority of the executive committee present at any regular or special meeting at which a quorum is present shall constitute the act of the executive committee.
 - 5. The minutes of all executive committee meetings shall be mailed to all members of the Association's board of directors within 20 days after the meeting is held.

B. Finance Committee.

The finance committee of the Association shall be composed of not less than three members appointed by the Association chairperson. The finance committee shall oversee preparation of the annual Association budget, all income and expenditure reports, handling of the Association's investment portfolio, and year-end reports relating to Association finances, along with other financial duties, which the board of directors deems appropriate. The treasurer and president of the Association shall be ex-officio members of the finance committee, entitled to participate in all aspects of the finance committee, except that they shall not be entitled to vote.

C. Nominating Committee.

- 1. The nominating committee shall recommend individuals to serve as officers of the Association (except for the treasurer and secretary, who shall be appointed by the chairperson of the Association and except for the president who shall be selected from time to time by the board of directors), shall nominate candidates for at-large members of the board of directors, and shall nominate college representatives for each college from among the three names submitted every third year by the deans of the colleges.
- 2. The Nominating Committee shall consist of the following members:
 - a. The chairperson-elect of the Association who shall serve as chairperson of the committee.
 - b. The chairperson.
 - c. Two at-large members of the board of directors as appointed by the chairperson and approved by the Board.
 - d. The directors who are leaving the board of directors representing colleges of the university as appointed by the chairperson and approved by the Board.

- e. The president of the Association shall serve as an ex-officio member of the nominating committee, with the right to participate in all aspects of the committee's work, except that he/she shall not be entitled to vote.
3. The goal of the nominating committee is to seek out dedicated, committed individuals who are willing to commit their time, energy, and talents towards achieving the goals and objectives of the Association.
 4. The committee shall publish a call for nominations in the October edition of the *Iowa Alumni Magazine*.
 5. In nominating candidates for election to at-large membership on the board of directors, the committee shall strive to fulfill the following goals:
 - a. Seek out nominees not currently involved in activities of the board of directors.
 - b. Stimulate and encourage the involvement of alumni with diverse geographic, racial, ethnic, gender, age and other diverse backgrounds on the board of directors.
 - b. The committee shall nominate/submit to the board of directors, the names of up to five at-large members annually.
 6. In nominating candidates for college representatives to the board of directors, the nominating committee shall strive to fulfill the following goals:
 - a. Seek from the deans of each of the colleges for which a representative is to be selected in a given year the names of three persons to be considered for each college position to be determined. In the event a dean shall fail to timely submit such names, then the nominating committee shall obtain the names of such persons from other sources in a manner consistent with the criteria stated herein.
 - b. Urge the college deans to submit for consideration the names of nominees who are not currently involved with activities of the board of directors.
 - c. Nominate those candidates who fairly represent the geographic diversity of the college's alumni.
 - b. Encourage the dean to offer for consideration candidates with diverse racial, ethnic gender, age, and other diverse backgrounds.
 7. The Nominating Committee shall schedule its work in the following manner:
 - a. The nominating committee shall cause a notice to be published in the October issue of the *Iowa Alumni Magazine* as to vacancies on the board of directors expected in the following year, and shall require submission of applications and nominations for the positions by December 15 of that year. Anyone nominated with 30 supporting signatures from members will be included in the slate, even if not proposed by the nominating committee.
 - b. The nominating committee shall present a slate of new directors to the executive committee of the board of directors at its first meeting of each calendar year. The executive committee shall confirm that the slate of nominees is consistent with criteria

- specified in the by-laws.
- c. The nominating committee shall present the slate of directors to the entire board for its vote at the spring meeting.
 - d. The slate of nominees shall be published in the August edition of the *Iowa Alumni Magazine*, with newly elected members to be seated on the board at its fall meeting.
8. The nominating committee shall recommend candidates to be the officers of the Association (except for the treasurer and secretary, who shall be appointed by the chairperson of the Association with approval of the board of directors and except for the president who shall be selected from time to time by the Board of Directors).
 9. The nominating committee shall schedule its work so that the recommended nominees for officers of the Association shall be presented to the board of directors at the fall board meeting, published in the *Iowa Alumni Magazine* in the April edition, and installed at the spring meeting of the board of directors.
 10. The board of directors may adopt regulations consistent with this document governing the selection, conduct, or operation of the Nominating Committee and governing conduct and operation of elections by the members and by the board of directors.
- D. Awards Committee
1. The awards committee shall recommend to the board of directors the names of various awards to be given by the Association.
 2. The awards committee shall consist of the following members:
 - a. The chairperson, the chairperson-elect, and the past-chairperson, who shall serve as chairperson of the committee.
 - b. Up to five directors who have served at least one year on the board, appointed by the chairperson of the Association.
 - c. Up to two members who need not be directors.
 - d. The president of the Association, the member of his/her staff having responsibility for the Association's awards program, and the secretary of the Association shall serve as ex-officio members of the awards committee, with the right to participate in all aspects of the committee's work, except that they shall not be entitled to vote.
- E. Long-Range Planning Committee, appointed by the Association Chairperson, to review a long-range plan and to continue to set future goals.
- F. Other standing committees may be added or deleted by action of the board of directors.
- G. The Association chairperson shall be a member of each standing committee.

SECTION 2. AD HOC COMMITTEES.

- A. From time to time, the chairperson of the Association may in his or her discretion appoint such ad hoc committees as may be helpful to the board of directors in carrying out the work of the board.
- B. The chairpersons of all ad hoc committees shall be directors of the Association. Ad hoc committee members need not be members of the board of directors, in the discretion of the chairperson of the Association.
- C. The board of directors may adopt regulations consistent with this document governing the formation, selection, conduct, and operation of the ad hoc committees.

SECTION 3. ADVISORY COMMITTEES

- A. From time to time, the chairperson of the Association, either in his or her discretion or upon the request of the president, may appoint such advisory committees as may be helpful to the staff in carrying out the work of the Association.
- B. Advisory committees are principally intended to facilitate board members and others providing expertise, ideas and alumni input as a resource for the management and staff. Advisory committees shall have no direct reporting responsibility to the board of directors.
- C. Each advisory committee shall be chaired by a staff member selected by the President and approved by the chairperson of the board.
- D. Membership of advisory committees may include board members, staff and /or others as shall be appointed by the chairperson of the Board based on expertise and interest as well as recommendations offered by the president.
- E. The board of directors may adopt regulations consistent with these Bylaws governing the formation, selection, conduct and operation of advisory committees.
- F. Upon the adoption of the Bylaw amendment establishing advisory committees, the former standing committees for communications, membership/marketing, and programs shall thereafter function as advisory committees until otherwise directed by the Board.

SECTION 4. MANNER OF ACTING BY COMMITTEES.

Each standing and ad hoc committee shall be responsible for fulfilling duties assigned by the board of directors or its executive committee. The decision of the majority of the committee members present at a meeting at which a quorum is present shall be the decision of the committee unless a greater number is required by these bylaws. Advisory committees shall not take action but shall only provide expertise and advice to management staff.

SECTION 5. MEETINGS OF COMMITTEES HELD BY TELEPHONE.

The members of any committee may participate in a meeting of the committee by conference telephone call or similar communications equipment. All committee members participating in such a meeting shall be able to communicate with each other, and participating in a meeting of the committee pursuant to this provision shall constitute presence in person at the meeting. Records of such meetings shall be prepared and maintained in the same manner as the records of other meetings of the committee.

SECTION 6. TERM OF OFFICE OF COMMITTEE MEMBERS.

The terms of office for standing committee members who serve based upon position shall be concurrent with their term in such position. The term of service for standing committee members who are appointed shall be until their successors have been duly appointed and approved or until the standing committee has been sooner dissolved by action of the board.

The members of ad hoc and advisory committees shall serve for such term as may be set forth in the resolution establishing the committee or as may be specified by the chairperson of the Association.

SECTION 7. COMMITTEE VACANCIES.

A vacancy in the membership of any committee may be filled by an appointment made in the same manner as the original appointment.

SECTION 8. RESIGNATION OR REMOVAL OF COMMITTEE MEMBERS.

A member of any committee of the board may resign at any time by tendering his or her resignation in writing to the chairperson. The board of directors may at any time remove any member from a committee of the board for any reason, with or without cause.

SECTION 9. ADVISORY NATURE OF COMMITTEE ACTION.

Any actions taken and recommendations made by a committee, other than the executive committee, shall be advisory in nature and shall not have any effect until such action or recommendation is formally approved by either the executive committee or the board of directors.

ARTICLE V

OFFICERS

SECTION 1. OFFICERS.

- A. The officers of the Association shall be a chairperson, a chairperson-elect, the president under Article VI, a secretary, and a treasurer. The chairperson and the chairperson-elect must be directors of the Association. The secretary and treasurer of the Association shall be members of the University of Iowa Alumni Association staff. However, a board member shall not be prohibited from serving as an "assistant" or "acting" secretary. The Association may also have one or

more vice presidents from among the staff as may be designated by the president and approved by the board of directors.

- B. The chairperson of the Association shall serve as chairperson of the board, shall preside at all meetings of the board of directors, the executive cy represent the Association at alumni, University, and other functions.

- C. The chairperson-elect shall serve in the chairperson's place on all occasions when the chairperson is unable to perform duties.
- D. The secretary shall keep a record of all board of directors, executive committee, and annual membership meetings. Nothing in these bylaws shall prevent the chairperson of the Association from appointing an "acting" or "assistant" secretary to serve on a committee. The "acting" or "assistant" secretary may be a board member or a staff member.
- E. The treasurer shall work with the Association staff in keeping a record of the Association's finances and shall make regular reports to the board of directors and executive committee.

SECTION 2. TERMS OF ELECTED AND APPOINTED OFFICERS.

- A. The chairperson and chairperson-elect shall be elected by the board of directors at its annual meeting to serve for no more than a one-year term. The nominating committee shall nominate one individual to serve as chairperson and another to serve as chairperson-elect. In addition, nominations may be taken from the floor of the meeting at the time of the election. The election shall take place at the annual meeting of the board of directors. The one-year term of office for the chairperson and chairperson-elect shall commence immediately following the annual meeting of the board of directors at which the officer was elected. The secretary and treasurer appointed by the chairperson and approved by the board of directors at its annual meeting shall serve one-year terms. There is no limit on the number of one-year terms that any secretary or treasurer may serve.
- B. If the office of chairperson of the Association becomes vacant before the expiration of his or her term, the chairperson-elect shall become chairperson and shall serve for the remainder of the term, as well as for his/her own term as chairperson.
- C. If the office of chairperson-elect becomes vacant before the expiration of his or her term, the nominating committee shall convene and recommend to the board of directors a candidate to fill the remainder of the term. Election shall be by the board of directors.
- D. If the office of either secretary or treasurer becomes vacant before the expiration of his or her term, the chairperson of the Association shall appoint a successor who shall serve the remainder of the term.

ARTICLE VI

MANAGEMENT OF THE ASSOCIATION

SECTION 1. PRESIDENT.

- A. The president shall be the chief executive officer of the Association reporting to the board of directors. The president shall perform such duties and responsibilities as are customarily performed by the chief executive officer of a public university alumni association including those that may be specifically assigned, from time to time, by the Board of Directors or its executive committee. The president shall be responsible for directing the staff in performing day to day operations and for carrying out the policies, goals and management objectives of the Association as established by the board of directors. In performing these

responsibilities the president shall provide organizational vision and strategic leadership. The president shall represent the association at alumni, university, and other functions.

- B. The president of the Association shall also serve in the role as manager of University staff, reporting to the president of the University through a University vice president to be designated by the president of the University of Iowa.
- C. The President may, subject to approval by the board of directors, designate one or more vice-presidents from among the staff of the Association to serve as key executives of the Association. Such vice-presidents shall be under the direction and supervision of the President and shall perform the duties prescribed by the President.
- D. The president shall be evaluated annually by the chairperson of the Association, or designee, and by a University vice president to be designated by the president of the University of Iowa, in accordance with university criteria, policies, and procedures. The main criteria are to include envisioning annual goals and executing operating plans, effectiveness in implementing board policies, and management of personnel. The evaluation should occur before the spring meeting of the board of directors. Input from directors to the Association chairperson is welcome. The hiring, roles, termination, and evaluation of the president will be done in accordance with the January 25, 1997, Memorandum of Agreement made between the University of Iowa and the Association, as that agreement may be modified from time to time.

ARTICLE VII

OFFICIAL PUBLICATION

The official publication of the Association shall be the *Iowa Alumni Magazine*.

- A. This publication shall be published six times each year.
- B. This publication shall be distributed to all active members of the Association.
- C. A portion of each member's dues goes toward a subscription to the *Iowa Alumni Magazine*.
- D. A copy of the *Iowa Alumni Magazine* shall be also sent to each lifetime member of the Association.

ARTICLE VIII

POLICY OF NONDISCRIMINATION

The Association welcomes and encourages employment and participation in its programs and services by all who may be interested, without regard to race, ethnicity, gender, age, religion, creed, or marital status.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who is or has been a director or officer of the Association shall be indemnified and held harmless by the corporation, in the event such person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that such person is or was a director or officer of the corporation or, while a director or officer of the corporation is, or was serving at the request of the corporation as a director, trustee, officer, partner, or employee of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against reasonable costs and expenses (including reasonable attorney's fees) and judgments, fines, penalties, and amounts reasonably paid in settlement actually incurred by such person in connection with such claim, action, suit, or proceeding to the full extent and in a manner consistent with the Iowa Business Corporation Act, or any successor or substitute law; provided, however, that such person acted in good faith, and in the case of conduct in the person's official capacity with the corporation, that such conduct was in the corporation's best interest, and in all other cases, that such person's conduct was at least not opposed to the corporation's best interest; and provided further that entitlement to such indemnification shall be conditional upon the corporation being afforded the opportunity to participate directly on behalf of such person in such claim, action, suit, or proceeding or any settlement discussions relating thereto.

Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled pursuant to the vote of disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer.

The corporation may pay the cost of premiums to provide insurance covering the liability of its directors or officers against any liability asserted against such person and incurred by such person in any such capacity arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability.

ARTICLE X

AMENDMENTS

SECTION 1. RULES FOR AMENDMENT.

The bylaws of the Association may be amended by majority vote of the board of directors voting upon the proposed amendment, such vote to be conducted by mail; or the proposed amendments may be approved at any regular or special meeting of the board at which a quorum is present by majority vote of the board members present and voting. In either case, the proposed amendment must first be submitted to the board of directors in writing at least ten days before the vote.