Amended and Restated Bylaws of  
Purdue University Fort Wayne Foundation, Inc.

ARTICLE I  
Members

Section 1. Membership. The membership of the Purdue University Fort Wayne Foundation, Inc. (hereinafter the “Foundation” and sometimes commonly referred to as the “PFW Foundation”) shall consist of Purdue Trustee Members and Public Members.

Section 2. Purdue Trustee Members. The Purdue Trustee Members shall consist of members of the Board of Trustees of Purdue University. Upon acceptance of membership, such persons shall remain members for so long as they hold their membership on said Board of Trustees.

Section 3. Public Members.

(a) Eligibility. Any Public Members registered as such on the books of the Foundation as of June 30, 2018, shall remain as Public Members. On or after July 1st, 2018, Public Members shall consist of those individuals, public boards or corporations who shall be so designated by virtue of having contributed cash or property to the Foundation in an amount not less than $25,000, or who have established an endowment for the benefit of Purdue University Fort Wayne.

(b) Public Member Representatives. A public board or corporate Public Member shall designate a representative to act for it.

(c) Public Member Voting Rights. Each Public Member shall be entitled to one vote to be cast for the election of Public Directors in the manner provided in Article III, Section 1(b) below. Except with respect to the election of Public Directors, actions of the Public Members shall be considered as advisory only to the Board of Directors.

(d) Expiration of Public Memberships. An individual’s public membership shall expire upon death. A public board or corporation’s public membership shall expire if the entity is dissolved or no longer maintains operations in the Allen County area. If a public board or corporation that is a Public Member is merged with another such board or corporation, the successor entity may, at its option, continue as a Public Member if it continues local operations.
ARTICLE II

Directors

Section 1. Board of Directors. The business and affairs of the Foundation shall be managed by a Board of Directors consisting of eleven (11) members, who shall be divided into the following groups:

(a) Purdue Directors. The Purdue Directors shall consist of five persons who need not be members and who shall be appointed or elected by the Purdue Trustee Members based on a demonstrated interest in the success of Purdue University, Fort Wayne, Allen County and/or the Northeast Indiana region.

(b) Public Directors. The Public Directors shall consist of five persons who are Public Members (or representatives of a public board or corporation that is a Public Member) and who are elected by a majority vote of the Public Members present at the annual meeting.

(c) Ex-Officio Member: The current Purdue University Fort Wayne Chancellor shall serve as an ex-officio member of the Board of Directors and shall hold such directorship as long as he or she remains Chancellor.

Section 2. Staggered Terms for Purdue Directors and Public Directors. Each director shall hold office for a term of three years expiring on September 30th of the third year of service; provided, however, that the Purdue Directors, as a group, and the Public Directors, as a group, serving on July 1, 2018 will each be further divided into three sub-groups (two sub-groups of two directors plus one individual director), the respective terms of which will expire on September 30th of 2019, 2020, and 2021. All directors shall serve until their successors are duly appointed or elected and qualified including, in the case of the Chancellor, until his or her successor as Chancellor is duly appointed and qualified. Purdue Directors and Public Directors may serve any number of successive terms.

Section 3. Director Vacancies.

(a) Purdue Directors. The Purdue Trustee Members (i) may remove and replace any Purdue Director at any time, with or without cause and without calling a meeting of members of the Foundation, and (ii) shall replace any Purdue Director who has been removed, who resigns, or who is no longer able to serve, by appointing or electing another Purdue Director to serve for the balance of the unexpired term. The Purdue Trustee Members shall notify the Secretary of any such replacement.

(b) Public Directors. Any vacancy occurring among the Public Directors caused by death, resignation or otherwise shall be filled for the balance of the unexpired term by a majority vote of the remaining Public Directors.
ARTICLE III
Meetings and Related Matters

Section 1. Annual Meeting

(a) Date and Agenda. The Foundation shall hold an annual combined meeting of members and directors on the campus of Purdue University Fort Wayne on the third Tuesday in September in each year at an hour designated by the President. The President shall preside. The agenda of each annual meeting shall include the election of Public Directors by the Public Members, the naming of the Purdue Directors, the election of officers by the Board of Directors, the election of members to the Executive Committee by the Board of Directors, the appointment of the members of the Nominating Committee by the President, and the conduct of such other business as may properly come before the Board of Directors.

(b) Nomination and Election of Public Directors. Commencing with the annual meeting to be held in September 2019, the Nominating Committee shall, prior to each annual meeting, provide the Secretary with a list containing the names of persons who are proposed for election as Public Directors to succeed those Public Directors in the group whose term is scheduled to expire on September 30th of that year. During the annual meeting, the public Members shall elect one or two Public Directors from such list, depending on the number of current Public Directors whose term(s) are then scheduled to expire. At least five Public Members shall be required to constitute a quorum for the purpose of electing a Public Director, and a majority of such a quorum shall be required to elect a Public Director. A Public Director who is elected pursuant to these provisions shall thereupon take office, and his or her three-year term will commence, on October 1st of that year.

(c) Appointment or Election of Purdue Directors. Prior to the annual meeting to be held in September 2019 and each annual meeting thereafter, the Purdue Trustee Members shall provide written notice to the Secretary naming the persons who have been appointed or elected to serve as Purdue Directors to succeed those Purdue Directors in the group whose term is scheduled to expire on September 30th of that year. During the annual meeting, the Secretary shall name each such Purdue Director, and his or her three-year term will commence on October 1st of that year.

(d) Officers.

   (i) During each annual meeting, the Board of Directors shall elect a President, Vice President, Secretary, Treasurer and Chief Operating Officer. The President and Vice President shall be members of the Board of Directors. The offices of Secretary and Treasurer may, at the discretion of the Board of Directors, be held by one individual. An Assistant
Secretary and Assistant Treasurer may be elected by the Board of Directors to serve in the absence of the Secretary or Treasurer and to perform such other duties as prescribed by the Board of Directors. Officers shall hold office for a term of one year and until their successors are elected and qualified.

(ii) Unless otherwise authorized by a resolution of the Board of Directors, the Purdue Directors and the Public Directors shall alternate each year in the nomination of candidates for the offices of the President and Vice President, respectively, such that, in alternating years, the President shall be elected from a nomination made by the Purdue Directors, and the Vice President shall be elected from a nomination made by the Public Directors, and vice versa in the succeeding year.

(iii) The President shall preside at all meetings and perform such other duties as are customarily incident to the office or prescribed by the Board of Directors. The President shall have such authority to execute deeds, mortgages, bonds, contracts, checks, or other instruments in the name of the Foundation, and to otherwise act on behalf of the Foundation, as may be delegated to him or her from time to time by resolution of the Board of Directors.

(iv) The Vice President shall perform all the duties of the President in the absence of the President, and such other duties as prescribed by the Board of Directors.

(v) The Treasurer shall have custody of all monies and securities of the Foundation and shall keep regular books of account. The Treasurer shall sign or countersign all checks or drafts upon the funds of the Foundation, and perform all duties usually incident to the office or as prescribed by the Board of Directors.

(vi) The Secretary shall have custody of the seal and corporate books and records. The Secretary shall issue notices for meetings of members and directors, keep the minutes of such meetings, sign or attest such instruments as require his or her signature or attestation and make such reports and perform such other duties as are usually incident to the office or as prescribed by the Board of Directors.

(vii) The Chief Operating Officer shall assist the President and shall perform tasks related to the operation and management of the Foundation’s business and affairs that are (i) within the authority delegated by the Board of Directors to the President and (ii) that are assigned by the President to him or her. The Chief Operating Officer may be removed at any time, with or without cause, by the Board of Directors or by the Executive Committee. The Chief Operating Officer shall upon invitation attend meetings of the Board of Directors and the Executive Committee.
(viii) The Board of Directors shall fix the compensation of officers and the compensation and terms of employment of all employees and other persons providing services to or on behalf of the Foundation.

(ix) In the case of the absence, death, resignation, disability or other inability to serve of any officer, the Board of Directors may delegate for the time being, in whole or in part, the powers or duties to any other officer or to any other person qualified to perform the same.

(e) Selection of Committees.

(i) During each annual meeting, the Board of Directors shall select a five-member Executive Committee, which shall consist of two Purdue Directors, two Public Directors, and the individual who is then serving as the President. During intervals between meetings of the Board of Directors, the Executive Committee shall have and may exercise all of the powers of the Board of Directors, subject to such limitations as may be required by law or specifically imposed by action of the Board of Directors. The acts of the Executive Committee during such intervals shall be reported to the Board of Directors at its next meeting. Should a vacancy occur in the office of the Presidency, the Vice President shall take the place of the President until the Board of Directors replaces the President or until the next annual meeting, whichever first occurs. Any other vacancy occurring in the Executive Committee shall be filled by a majority vote of the remaining members of the Executive Committee, maintaining the same membership proportions specified above in this Subsection.

(ii) During each annual meeting, the President shall appoint a Nominating Committee consisting of the five Public Directors. The function of the Nominating Committee will be to develop and deliver to the Secretary, prior to each annual meeting, the list of candidates for Public Director as described in Section 1(b) of this Article III.

(iii) A majority of members of a committee shall constitute a quorum for the transaction of business at any meeting. Committees may adopt rules and procedures pertaining to the conduct of meetings which are not inconsistent with these Bylaws. A member of a committee may attend a meeting by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. A member participating by this means is considered to be present in person at the meeting.

(iv) The Board of Directors may provide for such other committees as it deems appropriate.
Section 2. Other Provisions Concerning Meetings.

(a) Other Regular Meetings. The Board of Directors may schedule regular meetings, in addition to the annual meeting, at such times and places, within or outside Indiana, as the Board of Directors may determine.

(b) Special Meetings. Special meetings of the Board of Directors may be held at any time or place within Indiana upon the call of the President or upon request of three or more directors.

(c) Notices. The Secretary shall provide written notices stating the place, day and hour of (i) the annual meeting of the members and directors, (ii) other regular meetings of directors, and (iii) special meetings of directors, which notice shall also specify the purpose for which such special meeting is called. The Secretary shall deliver, mail, or e-mail such notices to each member or director entitled to vote at such meeting at such address as appears on the records of the Foundation at least ten days before the date of the meeting. Attendance at any meeting shall be deemed a waiver of notice.

(d) Participation. A director may attend a Board of Directors meeting by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. A director participating by this means is considered to be present in person at the meeting.

(e) Director Quorum and Voting. A majority of the Board of Directors shall constitute a quorum thereof. Subject to Article V below, the act of a majority of the directors present at a meeting which a quorum is present shall be the act of the Board of Directors. Directors may Vote in person, by proxy; or by mail. A director voting on an issue by mail or by proxy shall be considered to be present for the purpose of determining if a quorum is present with respect to such issue.

ARTICLE IV
Fiscal Year

The fiscal year of the Foundation shall end June 30.

ARTICLE V
Amendments

Subject to the following sentence, these Bylaws may be altered, amended, repealed or replaced by the Board of Directors at any regular or special meeting of the Board of Directors, provided that notice of any such proposed amendment shall have been given in the notice or call for such meeting. Amendments to Article I, to Article II, to Sections I (a), (b) and (c) of Article III, and to this Article V, shall require approval by the affirmative vote of at least a majority of the members of the Board of Directors.