



# BYLAWS OF THE TRUSTEES OF PURDUE UNIVERSITY

*As amended through February 12, 2015*

## DEFINITIONS

**Corporation:** The body corporate created by the General Assembly of Indiana under the name "The Trustees of Purdue University."

**Board:** The Board of Trustees of The Trustees of Purdue University.

**University:** The educational institution managed and conducted by the Board and known as "Purdue University."

## ARTICLE I: SEAL

The seal of the Corporation shall be a circular disk with the initial "P" in the center. The words "PURDUE UNIVERSITY" appear around the upper circumference of the disk and the words "SEAL OF THE TRUSTEES" appear around the lower circumference.

## ARTICLE II: MEETINGS OF THE BOARD

**Section 1: Stated Meetings.** The Board of Trustees shall hold at least six stated meetings in each calendar year, at such times and places as may be determined by the Board, or in the absence of a Board determination, by the Chairman of the Board. One of the stated meetings shall be the annual meeting and it shall be held on the campus in West Lafayette at the first stated meeting after July 1 of each year. Other stated meetings shall be held either on the campus at West Lafayette or on a regional campus. Written notice of the time and place of all meetings shall be given by the Secretary to each member of the Board at least three days prior to the day of the meeting.

**Section 2: Special Meetings.** A special meeting of the Board may be called by the Chairman at any time. At the request of at least three Trustees the Chairman shall call a special meeting and upon failure to do so within ten days after such request is made, any three Trustees may call a special meeting. The same notice shall be given of a special meeting as of a stated meeting, except that if the Chairman or the person calling the meeting declares that an emergency exists, no written notice need be given, provided that actual notice of such meeting shall have been given at least twelve hours before the meeting to such Trustees as are then within the State of Indiana and the certificate of the Secretary to that effect is presented to the meeting.

**Section 3: Waiver of Notice.** In lieu of notice, a written waiver of notice of any meeting may be signed by any member before or after such meeting. Attendance at a meeting of the Board, either physically or by means of electronic communication pursuant to Board policy and applicable law, shall constitute a waiver of notice thereof.

**Section 4: Action at Stated and Special Meetings.** At all stated and special meetings it shall be valid to act on any subject within the power of the Corporation.

### ARTICLE III: PROCEDURE AT MEETINGS

**Section 1: Quorum.** The presence of a majority of the members of the Board, either physically or by means of electronic communication pursuant to Board policy and applicable law, shall constitute a quorum for the transaction of business. Any number less than a quorum present at a meeting duly called may adjourn from time to time until a quorum shall be in attendance.

**Section 2: Order of Business.** The business at each stated or special meeting shall be conducted in the order determined by the Board from time to time. Such business may include the following items:

- Roll Call
- Board of Trustees Membership, Meetings, and Committee Assignments
- Minutes of the Board of Trustees and Its Committees
- Reports of the President, University Officers, Committees and Representatives to the Board
- University Staff
- Educational Policy
- Research
- University Construction
- Contracts, Leases, and Purchases
- Gifts, Estates, and Trusts
- Tuition, Fees, and Other Charges
- Scholarships, Fellowships, and Student Loans
- Related Corporations
- Legislation
- University-Community Relations
- Resolutions
- Other Business

**Section 3: Conduct of Board Meetings.** Board meetings may be conducted through the use of means of electronic communication pursuant to applicable law and policy adopted by the Board. The Board may revise the policy relating to conduct of Board meetings from time to time without change in the Bylaws.

## ARTICLE IV: OFFICERS

**Section 1: Election.** At its annual meeting in each odd-numbered year (hereinafter called the "biennial meeting"), the Board shall elect a Chairman, Vice Chairman, Treasurer, Secretary and Legal Counsel of the Corporation, and may elect an Assistant Secretary, an Assistant Treasurer, an Assistant Legal Counsel and such other officers of the Corporation as it may desire. Any member of the Board shall be eligible to the office of Chairman or Vice Chairman. Neither the Treasurer, the Secretary, the Legal Counsel, nor their assistants, shall be a member of the Board. All officers shall serve for a term of two years and until their successors are chosen and qualified.

**Section 2: Chairman.** Except as herein otherwise provided, the Chairman shall call and preside at all meetings of the Board; shall sign (manually or by facsimile) all diplomas and all contracts and other written instruments as provided in Article VII; and shall have the authority and perform the duties usually attached to the office and as may be prescribed by the Board.

**Section 3: Vice Chairman.** The Vice Chairman shall have the authority and perform the duties of the Chairman in case of the Chairman's absence or incapacity and such other authority and duties as may be prescribed by the Board or these Bylaws.

**Section 4: Secretary.** The Secretary shall attend all stated meetings of the Board and executive sessions when requested by the Board. The Secretary shall make and have custody of a complete and permanent record of the proceedings of the Board and shall have custody of the bonds of the Treasurer and of any Assistant Treasurer. The Secretary shall record all calls for meetings of the Board and give all notices of such meetings; shall notify all committees of their appointment; and shall keep a record of the appointment and terms of office of the members of the Board. The Secretary shall attest the execution of documents signed by the Chairman, Vice Chairman or Treasurer; shall have custody of the seal of the Corporation and affix it to appropriate documents; and shall have the authority and perform the other duties usually attached to the office and any other duties prescribed by the Board.

**Section 5: Assistant Secretary.** The Assistant Secretary shall have the authority and perform the duties of the Secretary in the case of the Secretary's absence or incapacity and as may be prescribed by the Board or these Bylaws.

**Section 6: Treasurer.** The Treasurer shall be the chief financial and business officer of the Corporation. By virtue of the office, the Treasurer shall also be the Treasurer of the University. The Treasurer may be a Vice President of the University; shall attend all stated meetings of the Board and executive sessions when requested by the Board; shall receive, take charge of and, under the direction of the Board, manage all securities, properties and funds belonging to the Corporation or the University and all trusts in which the Corporation or University is interested.

All officers, heads of departments, and other employees whatsoever who receive moneys on account of the Corporation or University shall immediately pay the same to the Treasurer with a complete description and account of such moneys; and no disbursements shall be made of

moneys collected, used or disbursed in the conduct of the Corporation or of the University and their business, without the authorization of the Treasurer.

The Treasurer shall arrange for the safekeeping of all securities and the deposit of all funds in the name of the Corporation or of the University. All funds shall be subject to withdrawal by the Treasurer and by such other persons as the Board may designate.

The Treasurer shall have the power to invest and reinvest all funds, including trust funds, in accordance with the policies established by the Board or its Finance Committee. The Treasurer shall have the power to incur indebtedness in the name of the Corporation through the borrowing of money, in accordance with applicable laws and the policies established by the Board or its Finance Committee. The Treasurer shall attend the meetings of that committee and serve as its Secretary and keep a record of its proceedings.

The Treasurer shall submit and make such reports as the Board or its committees may request.

The Treasurer shall be a resident of Tippecanoe County, Indiana, and shall give a fidelity bond in the sum of not less than \$500,000 to the approval of the Board. The Treasurer shall also give bond in the sum of not less than \$50,000 to the approval of the Board for the faithful execution of the Treasurer's trust and duties, with sufficient sureties, as the Board may require, all in accordance with Indiana Code 21-23-4-5, as amended. The bonds so given shall be recorded by and placed in the custody of the Secretary.

Under the general supervision of the President of the University and in accordance with the policies of the Board, the Treasurer shall be responsible for the maintenance of proper books of account and accounting procedures, the preparation of the University budget and budgetary control, the purchasing of all items of equipment and supplies, the employment of all clerical and service personnel, the supervision of all business and financial affairs of the University, including the Edward C. Elliott Hall of Music, Loeb Playhouse, the Purdue Memorial Union, the Department of Intercollegiate Athletics, all residence halls and other housing facilities, all auxiliary and service enterprises, and the planning, development, maintenance and operation of the physical plant of the University.

The Treasurer, or a representative duly authorized by the Treasurer, shall examine, approve and sign the written instruments requiring the Treasurer's approval as provided in Article VII. The Treasurer shall have the authority and perform the duties usually attached to the office and as may be prescribed by law, the Board, or these Bylaws.

The Treasurer of the Corporation shall maintain an internal audit office independent of any other office of the Corporation or of the University. The Director of Audits shall submit to the Board annually a written report on the work of the internal audit office for the preceding calendar year. In addition, the Director of Audits, prior to the presentation of the written annual report, shall make an annual oral presentation concerning the work of the internal audit office to the Audit and Insurance Committee, which shall be made in the presence of the Treasurer. Immediately following the completion of each oral presentation, the Director of Audits shall confer with the Audit and Insurance Committee, outside the presence of the Treasurer or any other officer of the

University on any subject germane to the area of responsibility of the internal audit office. The written annual report to the Board shall be made at a stated meeting selected by the Audit and Insurance Committee but in no event shall it be deferred beyond July 1 of each year without the consent of the Chairman. In addition, at any time when in the judgment of the Director of Audits circumstances warrant or in response to a request from the Chairman of the Audit and Insurance Committee, the Director of Audits shall make a written or oral report to the Chairman of the Audit and Insurance Committee without informing the Treasurer or any other University officer. Subject to the foregoing, the Treasurer shall attend the meetings of the Audit and Insurance Committee and serve as its Secretary and keep a record of its proceedings.

**Section 7: Assistant Treasurer.** The Assistant Treasurer shall be a resident of Tippecanoe County, Indiana, and shall give a fidelity bond in the sum of not less than \$500,000 to the approval of the Board. The bond shall be recorded by and placed in the custody of the Secretary. The Assistant Treasurer shall have the authority and perform the duties of the Treasurer in the case of the Treasurer's absence or incapacity and any other duties prescribed by the Board or these Bylaws.

**Section 8: Legal Counsel.** The Legal Counsel shall attend all stated meetings of the Board and executive sessions when requested by the Board, and shall render such professional services as may be requested by the Board and the officers of the Corporation and the University.

**Section 9: Assistant Legal Counsel.** The Assistant Legal Counsel shall assist the Legal Counsel and shall perform the duties of that officer in cases of absence or incapacity.

## ARTICLE V: COMMITTEES

**Section 1: Executive Committee.** The Chairman, Vice Chairman and at least one other member of the Board appointed by the Chairman after consultation with the Board, shall constitute an Executive Committee which shall serve until the next biennial meeting and until their successors are appointed. During intervals between meetings of the Board, and subject to such limitations as may be required by law or specifically imposed by action of the Board, the Executive Committee shall have and may exercise all of the powers of the Board. The Executive Committee shall keep a record of its proceedings and report the same in full to the Board at its next stated or special meeting, but the failure to do so or the failure of the Board to approve any actions theretofore taken by the Executive Committee shall not invalidate such action. Neither the creation of the Executive Committee nor the delegation thereto of any authority of the Board shall operate to relieve the Board or any member thereof of any responsibility imposed upon it or upon such member by law.

**Section 2: Finance Committee.** After consultation with the Board, the Chairman shall appoint a minimum of three members of the Board to the Finance Committee who shall serve until the next biennial meeting and until their successors are appointed; provided, however, that the Chairman and Vice Chairman of the Board may not serve as Chairman of the Finance Committee. Subject to the control of the Board, the Finance Committee shall maintain oversight of the management of the investments, funds and trusts of the Corporation and of the University by the Treasurer, as well as oversight of the Corporation's debt program incurred through borrowing money. The

Finance Committee shall make an annual report to the Board at one of its stated meetings as determined by the Committee, but no later than July 1 of each year.

**Section 3: Audit and Insurance Committee.** After consultation with the Board, the Chairman shall appoint a minimum of three members of the Board to the Audit and Insurance Committee who shall serve until the next biennial meeting and until their successors are appointed. The Chairman shall pay particular attention to the financial expertise of Board members in making appointments to the Committee.

Subject to the control of the Board, the Audit and Insurance Committee shall maintain oversight of the internal audit function and shall receive and take appropriate action upon the various reports made to it by the Treasurer, the Director of Audits or by any other person as such reports may relate to the area of the Audit and Insurance Committee's responsibilities generally. The Audit and Insurance Committee shall make an annual report to the Board at one of its stated meetings as determined by the Committee.

The Audit and Insurance Committee shall take such steps as it deems necessary to be fully informed and shall receive a copy of the Purdue University Annual Financial Report. In connection with the University's annual financial report, the Audit and Insurance Committee shall obtain such certifications from University officers as the Committee deems appropriate to insure compliance with all relevant and appropriate applicable accounting standards. The Committee, through the Treasurer and the Director of Audits, shall establish procedures for the receipt, retention and treatment of complaints received by the University regarding accounting, internal controls and auditing matters, and shall implement and monitor a system that will enable University employees and others to submit information on such matters in a confidential, anonymous manner.

**Section 4: Physical Facilities Committee.** After consultation with the Board, the Chairman shall appoint a minimum of three members of the Board to the Physical Facilities Committee, who shall serve until the next biennial meeting and until their successors are appointed. Subject to the control of the Board, the Physical Facilities Committee shall maintain oversight of facilities construction and renovation activities of the Corporation.

**Section 5: Academic Affairs Committee.** After consultation with the Board, the Chairman shall appoint a minimum of three members of the Board to the Academic Affairs Committee, who shall serve until the next biennial meeting and until their successors are appointed. In addition, the Chairperson of the Purdue University Senate shall, despite not being a member of the Board, serve as a non-voting, *ex-officio* member of the Academic Affairs Committee during his or her one-year term as Chairperson. Subject to the control of the Board, the Academic Affairs Committee shall maintain oversight of the academic functions of the University.

**Section 6: Compensation Committee.** After consultation with the Board, the Chairman shall appoint a minimum of three members of the Board to the Compensation Committee, who shall serve until the next biennial meeting and until their successors are appointed. Subject to the control of the Board, the Compensation Committee shall maintain oversight of the recruitment,

compensation, and retention of the President of the University and other senior administrators, officers, and coaches of the Corporation and the University.

**Section 7: Other Committees.** With the approval of the Board, the Chairman may appoint such other special or permanent committees as the Chairman may deem advisable. Board members may not serve on more than two committees nor be chairman of more than one committee, except where the number of committees or the number of available Board members renders such limitations impractical.

**Section 8: Conduct of Committee Meetings.** Committee meetings may be conducted through the use of means of electronic communication pursuant to applicable law and policy adopted by the Board. The Board may revise the policy relating to conduct of Committee meetings from time to time without change in the Bylaws.

## ARTICLE VI: OFFICERS AND FACULTY OF THE UNIVERSITY

**Section 1: President of the University.** The President of the University shall be elected by the Board upon receiving not less than six affirmative votes of members of the Board. The Board shall fix the length and terms of the President's employment. The President shall attend all stated meetings of the Board and executive sessions when requested by the Board, and report on the affairs of the University.

The President of the University shall be the chief executive officer of the University and, subject to the control of the Board, shall manage, direct and be responsible for the conduct of all the affairs of the University except those which by law or these Bylaws are made the specific responsibility of the Treasurer or other persons. The President shall have the power, in the name of the University, to make and execute, or authorize the making and execution of, all contracts and written instruments made in the ordinary course of the operations of the University except those which must be specifically approved and authorized by the Board or executed by the Corporation, as provided in Article VII; provided, however, that all contracts and written instruments imposing financial obligations on the part of the University shall first be approved by the Treasurer or a person duly authorized by the Treasurer.

**Section 2: Other Officers.** The Board may appoint one or more Executive Vice Presidents and Vice Presidents of the University, who may exercise such powers and perform such duties under the supervision of the President of the University as the Board may approve. The Board may appoint other officers as it desires and prescribe their duties.

**Section 3: Appointments of Faculty and Staff.** The President of the University shall be the President of its Faculty. All appointments, promotions, leaves of absence and other personnel actions with respect to the Faculty and Staff of the University shall be made by the President, except to the extent that the Board may reserve the authority to ratify individually certain appointments and promotions. Those appointments and promotions which must be ratified by the Board shall be set forth on an official list maintained by the Secretary. The Board may revise the official list from time to time without change in the Bylaws.

**Section 4: Relation of Faculty to Board of Trustees.** All official communications from the Faculty to the Board shall be transmitted through the President of the University except as the permanent or special committees of the Board consult with, and receive communications from, the heads of the respective colleges, schools or departments, and except as the Board, upon its own motion, shall invite official communications from the Faculty.

## **ARTICLE VII: CONTRACTS AND OTHER WRITTEN INSTRUMENTS**

**Section 1: Instruments Requiring Specific Approval and Authorization of the Board.** Except as otherwise expressly authorized by resolution of the Board or these Bylaws, the execution of the following types of contracts and other written instruments shall require specific approval and authorization by the Board:

(a) All contracts and other written instruments relating to the acquisition or disposition of real estate or any interests therein, except that:

- (i) leases with annual rents paid by the Corporation or the University of \$500,000 or less may be approved and executed by the Treasurer;
- (ii) contracts for purchase of real estate for \$2,000,000 or less may be approved and executed by the Treasurer; and
- (iii) all licenses, grants or easement and rights of-way may be approved and executed by the Treasurer.

(b) Authorization for all contracts for construction of new buildings, additions to existing buildings, or improvements, major alterations, repairs, or rehabilitation of existing buildings or other capital plant assets the estimated cost of which exceeds \$5,000,000, and project budgets therefor, shall be approved by the Board. Authorization of such contracts, the estimated cost of which is more than \$2,000,000 and up to \$5,000,000, and project budgets therefor, may be authorized by the Physical Facilities Committee. Such contracts the estimated cost of which is \$2,000,000 or less, and project budgets therefor, may be authorized, by the Treasurer. However, demolition of any significant structure shall be authorized and approved by the Board.

Award of all contracts for construction of new buildings, additions to existing buildings, or improvements, major alterations, repairs, rehabilitation, or demolition of existing buildings or other capital plant assets in an amount in excess of \$5,000,000 shall be approved by the Board. Award of such contracts in which the costs are more than \$2,000,000 and up to \$5,000,000 may be approved by the Physical Facilities Committee. The Treasurer may execute all contracts under this subsection as approved by the Board or the Physical Facilities Committee. Award of such contracts which are in the amount of \$2,000,000 or less may be approved and executed by the Treasurer. Those contracts approved by the Treasurer which are in excess of \$1,000,000 shall be reported to the Physical Facilities Committee in a manner determined by the Treasurer in consultation with the chair of the Physical Facilities Committee.

An authorization or award of a contract of the type specified in subparagraph (b) above that requires either Board or Physical Facilities Committee approval may, with respect to a project that involves the construction of new buildings, additions to existing buildings, or improvements,

major alterations, repairs, rehabilitation, or demolition of existing buildings or other capital plant assets, be approved by a resolution adopted in a single action, pursuant to which the appropriate officers of the Corporation or the University may be delegated the full authority to develop and deliver the project to final completion without the need for further Board or Physical Facilities Committee approval (as the case may be), provided that the costs of the project remain within the budget therefor that has been approved by the Board or the Committee (hereinafter called the "authorized cost level"). Such a single comprehensive approval by the Board or the Physical Facilities Committee may include, without limitation, authorization to complete the planning, financing and construction of the project, to award one or more contracts for multiple project components, and to approve change orders under contracts related to the project as provided in subparagraph (c) below. The authorized cost level for a project approved by the Board or the Physical Facilities Committee may include all types of costs and expenses necessary to complete the project within the authorized cost level.

(c) Any change orders in connection with contracts of the types specified in subparagraph (b) above which increase the amount of such contracts by more than \$1,000,000 shall be authorized and approved by the Board. Change orders which increase the contract amount by more than \$500,000 and up to \$1,000,000 may be authorized and approved by the Physical Facilities Committee. The Treasurer may execute all change orders under this subsection as approved by the Board or the Physical Facilities Committee. Change orders which increase the contract amount by \$500,000 or less may be authorized, approved, and executed by the Treasurer, but if the increase is in excess of \$250,000, the execution of such change order shall be reported by the Treasurer to the Physical Facilities Committee in a manner determined by the Treasurer in consultation with the chair of the Physical Facilities Committee. Authority to approve and execute change orders of \$250,000 or less may be delegated by the Treasurer to the Vice President for Physical Facilities.

Notwithstanding the foregoing requirements of this subparagraph (c), in the event the Board or the Physical Facilities Committee has granted a single comprehensive approval for a project within an authorized cost level as provided in subparagraph (b) above, no change order in connection with any contracts related to such project shall require Board or Physical Facilities Committee authorization or approval unless such a change order, together with all other change orders previously authorized, approved and executed by the Treasurer in connection with such contracts, would cause the aggregate amount of expenditures incurred under such contracts to exceed the authorized cost level for the project. Such a change order, as well as any additional change orders or other actions that would cause the authorized cost level for such project to be exceeded, shall require Board approval.

(d) All written instruments to which the University or the Corporation is a party creating, amending, and revoking trusts in which the University or Corporation is interested.

(e) All other contracts imposing financial obligations on the part of the University or the Corporation in excess of \$2,000,000. The Treasurer may execute all other contracts imposing financial obligations as approved by the Board, and may authorize, approve, and execute such contracts imposing financial obligations of \$2,000,000 or less. However, any such contract of more than \$1,000,000 and up to \$2,000,000 shall be reported to the Finance Committee in a

manner determined by the Treasurer in consultation with the chair of the Finance Committee. No approval shall be required under this subparagraph (e) if the obligation involved has been previously approved by the Board through the allocations of funds or otherwise, or if the obligation is one relating to normal and routine operations, such as public utility services, equipment maintenance contracts, or requirements contracts.

(f) All such contracts and written instruments (except as otherwise authorized) in subparagraphs (a), (b), (c), and (e) above shall be executed: (i) if in the name of the Corporation, by the Chairman, the Vice Chairman, the Treasurer, the Assistant Treasurer, or a person duly authorized by the Treasurer, and may be attested by its Secretary or Assistant Secretary; or (ii) if in the name of the University, by the President or an Executive Vice President of the University or a person duly authorized by the President of the University.

**Section 2: Other Instruments.** Instruments other than those as to which Board approval and authorization are required by the provisions of Section 1 of this Article need not be so approved or authorized by the Board, absent a specific legal requirement, whether made in the name of the Corporation or of the University.

Such other instruments shall be executed: (a) if in the name of the Corporation, by the Chairman, the Vice Chairman, the Treasurer, the Assistant Treasurer, or a person duly authorized by the Treasurer, and may be attested by its Secretary or Assistant Secretary; or (b) if in the name of the University, by the President or an Executive Vice President of the University or a person duly authorized by the President of the University, and, when required by Section 1 of Article VI, shall be approved by the Treasurer or a person duly authorized by the Treasurer.

## ARTICLE VIII: DEGREES

**Section 1: Degrees.** Upon the recommendation of the President of the University and the Faculty, the Board may confer upon students completing prescribed courses such degrees as may be deemed appropriate. The Board may further confer appropriate degrees upon the completion of work by postgraduate students or upon the completion of special advanced work by other persons under the direction and control of the University. The Board may also award honorary degrees in recognition of distinguished services within the scope of the educational objectives promoted by the University, and such degrees shall not be granted except upon the recommendation of the President of the University.

## ARTICLE IX: BUILDINGS

**Section 1: Buildings.** The selection and employment of architects for all buildings of the University, the adoption of plans and specifications, and details for such buildings, and awards of contracts for the same shall be by the Board of Trustees, except to the extent delegated to the Physical Facilities Committee or to officers of the Corporation by the terms of Article VII. The Treasurer may receive and review bids for all building projects, and to the extent all bids received for a project exceed the authorized project budget therefor the Treasurer is authorized to reject such bids without further action by the Board or Physical Facilities Committee. The

Treasurer is authorized to delegate to one or more individuals the responsibility for receipt and review of bids.

**Section 2: Naming of University Buildings.** The University buildings shall be named in accordance with policies established by the Board which shall include the following:

No building, or any addition to a building, of the University shall be designated by the name of any particular person or persons except that (a) in cases where testamentary gifts have been accepted by the Board for the construction of a building or an addition to a building and the terms of the gifts require or request that a particular name shall be used, and (b) in cases where it is desired to acknowledge conspicuous services of an individual to the University by the special designation of a building or a building addition.

All such determinations shall be made by the Board, except that the President shall be authorized to name rooms or other areas within buildings.

## ARTICLE X: CONFLICTS OF INTEREST

1. A Trustee shall be considered to have a conflict of interest if: (a) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such Trustee's independent, unbiased judgment in the discharge of his or her responsibilities to the University (which for the purposes of this Article shall include any of its subsidiaries or affiliates) or (b) such Trustee is aware that a member of his/her family (which for the purposes of this Article shall be a spouse, parents, siblings, children, and any other relative if the latter resides in the same household as the Trustee), or any organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner, or trustee, or has a controlling interest, or has an existing or potential financial or other interest. All Trustees shall avoid such actual or possible conflicts of interest, and disclose to the Board any possible conflict of interest at the earliest practicable time. No Trustee shall speak on any matter under consideration at a Board or Committee meeting without first disclosing the actual or possible conflict of interest; and no Trustee shall vote on any matter in which there is or could be a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or Committee to resolve the question by majority vote.
2. All Trustees shall preserve and protect the confidentiality of all private and proprietary information concerning the University. Such information shall be used exclusively for the benefit of the University, and never for the benefit of the Trustee, the Trustee's family or business, or any entity or person whose interests are or might be adverse to those of the University.

## ARTICLE XI: AMENDMENTS

**Section 1: Amendment of Bylaws.** The Bylaws may be changed or amended and additional Bylaws may be adopted at any stated meeting of the Board by a vote of seven members,

provided that notice of the intention to change, amend, or add to the Bylaws, in whole or in part, shall have been given in the notice of the meeting or shall have been given at a preceding meeting of the Board.

**Section 2: Suspension of Bylaws.** The Bylaws or any of them may be suspended at any meeting by an affirmative vote of at least seven members of the Board, and not otherwise.

#### **APPENDIX A: TRUSTEE CODE OF CONDUCT**

1. A Trustee shall devote time, thought and study to his or her duties as a member of the Board of Trustees of The Trustees of Purdue University.
2. A Trustee shall learn how Purdue University functions — its uniqueness, strength, and needs — and its place in post-secondary education.
3. A Trustee shall carefully prepare for, regularly attend and actively participate in the Board meetings and committee assignments.
4. A Trustee shall accept and abide by the legal and fiscal responsibilities of the Board as specified in federal and state law, the regulations, rules of procedure, policies and resolutions of the Board of Trustees, and the University Statement of Integrity and Code of Conduct.
5. A Trustee shall base his or her vote upon all information available in each situation and shall exercise his or her best judgment in making decisions which affect the course of Purdue University.
6. A Trustee shall vote according to his or her individual conviction, and may challenge the judgment of others when necessary; yet a Trustee shall be willing to support the majority decision of the Board and work with fellow Board members in a spirit of cooperation.
7. A Trustee shall maintain the confidential nature of Board deliberations in executive sessions. This includes written and verbal communication concerning the executive sessions. The Chairman shall serve as the spokesperson for the Board. Other Trustees shall avoid acting as spokesperson for the Board unless specifically authorized to do so.
8. A Trustee shall understand the role of the Board as a policy making and oversight body and avoid active involvement in administration of that policy unless specifically authorized to do so by the Board.
9. A Trustee shall learn and consistently use designated institutional channels when conducting Board business (e.g., responding to faculty and student grievances, responding to inquiries concerning the status of a presidential search).
10. A Trustee shall comply with conflict of interest policies and requirements prescribed in the Bylaws and under state law. A Trustee shall refrain from accepting duties, incurring obligations, accepting gifts or favors, engaging in private business or professional activities

when there is, or would appear to be, a conflict or incompatibility between the Trustee's private interests and the interests of Purdue University.

11. A Trustee shall refrain from actions and involvements that may prove embarrassing to Purdue University.
12. A Trustee shall act and make judgments always on the basis of what is best for Purdue University as a whole and for the advancement of higher education in general.

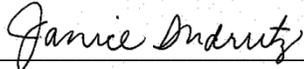
### **PROCEDURE FOR RESPONDING TO BREACHES OF THE CODE OF CONDUCT**

1. Should evidence or allegations of Code of Conduct violations by a Trustee of The Trustees of Purdue University come to the attention of the Chairman of the Board, which after further review by the Chairman appears to constitute a breach of the Code of Conduct, the Chairman and the Vice Chairmen shall discuss the matter with the Trustee to obtain additional facts and perspective and to seek a mutually agreeable resolution.
2. Should the Code continue to be violated by the Trustee after discussion with the Chairmen and the Vice Chairman, the Chairman, shall bring information on the violation forward to the Board of Trustees in executive session. Should the Code thereafter continue to be violated, the Chairman, after appropriate consultation, will place the matter on the agenda for appropriate action by the Board of Trustees. The Board shall discuss the matter in open session, allowing the Trustee whose conduct is at issue to provide an explanation of the conduct. The Board may then by majority vote censure the Trustee.
3. Should the Board censure the Trustee, formal notification of the censure shall be communicated to the Governor, and to any separate recommendatory or appointive authority of the Trustee, e.g., the Office of the Dean of Students or the Purdue Alumni Association.

### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and qualified secretary of The Trustees of Purdue University, a body corporate organized and existing under the laws of the State of Indiana (the "Corporation") for the purpose of operating Purdue University, a state education institution (the "University"), and I further certify that this is a true and correct copy of the Bylaws of the Corporation, as amended through the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand affixed the seal of the Corporation this 12<sup>th</sup> day of February, 2015.

  
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Janice A. Indrutz, Secretary

