

By-Laws

BY-LAWS OF THE PURDUE GRAND PRIX ALUMNI

The following has been adopted by the Purdue Grand Prix Alumni Organization as its constitution with the intent that it will govern the organization's activities.

The name of this organization shall be the Purdue Grand Prix Alumni Organization (PGPAO).

MISSION

The mission of the PGPAO is to bring together in organizational fellowship, all former members of the Purdue Grand Prix Foundation (PGPF), as well as supporters, friends, and past participants at all levels in the Purdue Grand Prix (PGP). Its prime directive is to be Guardians of the Past, Mentors to the Present and Guarantors of the Future for the Purdue Grand Prix and Foundation. The main goals of the PGPAO shall be:

- a) to promote the image and success of the PGPF and the PGP;
- b) to establish an ongoing and permanent link between Purdue University, the PGPF, PGPF alumni, GP participants, friends and supporters;
- c) to encourage and cultivate loyalty through social activity and fellowship among PGPF and PGPF alumni, GP participants, friends and supporters;
- d) to provide support, continuity, and planning to ensure the future and viability of the Purdue Grand Prix and the Purdue Grand Prix Foundation;
- e) to protect and preserve the history of the Purdue Grand Prix and the Purdue Grand Prix Foundation to assure that an appreciation of the past is maintained;
- f) to support the mission of the Purdue Alumni Association (PAA).

ARTICLE I

OFFICES

- 1.01 The principal office of the PGPAO shall be located at the Dauch Alumni Center on the Purdue campus. This will be the location of organization meetings when space is available.

ARTICLE II

MEMBERS

- 2.01 The PGPAO shall have the following two classes of membership:
 - a) Alumni Members – former students of Purdue University including but not limited to those who were members of the PGPF, its predecessors or participants in the PGP at any time since it's founding (see partial listing of Alumni Members in the chart below).

GPAO Alumni Members		GPAO Honorary Members	
GP Foundation (plan & prepare)	GP Participant (promote & participate)	GP Supporter (time & talent)	GP Friend (fame & fortune)
Senior Board	Ambassador Candidate	Annual Service Winner	Former Grand Marshall
Junior Board	Ambassador	Former GPF Advisor AA	Former Official Flagmen

Committees	Crew Member	Former GPF Advisor	Former Official Starter
Carnival	Driver	Former Safety Official	GPAO Donors (\$100+)
Community Day	Golf Participant	Lifetime Service Winner	GPAO Sponsors (\$1000+)
Concert	Grand Prix Girl		
Facilities	Grand Prix Promoter		
Fashion Show	Le Fille Prix Team		
Golf Tournament	Queen Candidate		
Publicity	Queen		
Race	Scholarship Recipient		
Special Events			
Track Worker			

- b) Honorary Members – persons who have rendered service to the PGP or the PGPF may be appointed as honorary members by the Board of Directors of the PGPAO as a GP Supporter or Friend (see partial listing of Honorary Members in above chart) and shall be confirmed at an annual meeting by the vote of a majority of the active members present.
- 2.02 Each active Alumni Member shall be entitled to one vote on each matter submitted to a vote of the members. Honorary members shall have no voting rights.
- 2.03 Non-payment of dues will render an active Alumni Member as inactive. Payment of dues will reinstate the member to active status.

ARTICLE III MEETINGS

- 3.01 An annual meeting of the PGPAO shall be held in West Lafayette, Indiana at a date, time, and place to be selected by the Board of Directors. At each annual meeting, the members will elect Directors for the PGPAO whose terms have expired and will transact such other business as may come before the meeting.
- 3.02 Special meetings of the members or of the Board of Directors may be called by the President and a majority of the Board of Directors.
- 3.03 Announcement of any meeting of members shall be given by phone, email, or mail to the last known location of each member not less than ten days before the date of the meeting. In the case of a special meeting, notice shall specify the purpose/s for which the meeting is called.
- 3.04 At a meeting of the membership, a quorum shall consist of the members present.
- 3.05 At any meeting of members, only members who are present may vote. Members may not vote by proxy or power of attorney.

ARTICLE IV BOARD OF DIRECTORS

- 4.01 The affairs of the PGPAO shall be managed by its Board of Directors.
Directors must be active members of the PGPAO. A lapse in membership during the Director's tenure will be grounds for his/her removal from the Board.
- 4.02 The Board of Directors shall be responsible for establishing policies, planning events, appointing committee chairmen, and providing assistance to the current PGPF president when and if requested.
- 4.03 The number of Directors shall be a minimum of six (6). The Board of Directors shall include the President, Vice President, Secretary and Treasurer. In addition to these four members, the board will also invite the current PGPF President to serve on the board as an observer for one year, having no voting rights as they will not yet be alumni.
The board will also invite a past GPF Senior Board member in the past 5 years that is a member of PAA (to be referred to as past GPF Senior Board member from here forth)] to serve on the board for a period of one(1) year, having voting rights as they will have alumni status. The current GPF President, with the collaboration of their current Senior Board, will appoint the past GPF Senior Board designee to the board to serve for the following term (e.g. the 59th anniversary GPF President will chose the past Senior Board member to serve after the 59th anniversary race through the 60th anniversary race.) The current GPF President will notify the PGPAO President via email of the selection for past GPF Senior Board member no less than 10 days prior to the Annual Meeting. The purpose of inviting the current GPF President and past GPF Senior Board member to serve one year terms is to provide continuity, communications, and strategic focus with the GPF.
- 4.04 Directors shall be elected by the general membership of the PGPAO to serve terms of three years each except that the first Vice President and Treasurer shall be elected for two year terms creating a staggered board member term schedule to insure that the organization has the benefit of experienced leadership at all times. The second and all other VP and Treasurers will have three (3) year terms like the President and Secretary.
- 4.05 The President will preside at all meetings and will serve as the chief executive officer of the organization.
- 4.06 The Vice President will serve in the absence of the President and shall assist the President, as requested, in managing board meetings and functions and committee activities.
- 4.07 The Secretary will record and publish the minutes of all board and annual meetings and shall maintain the official role of the organization.
- 4.08 The Treasurer will be responsible for handling money, dues, receipts, and payments for the PGPAO and shall communicate the financial status to the organization at least once a year.
- 4.09 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. The means for attendance counts can be from an in-person attendance or remote teleconferencing in to the meeting.
- 4.10 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law.

- 4.11 The Directors shall assume office at the close of the annual meeting at which their election is declared and shall serve for a term of one (1), two (2) or three (3) years as outlined above and below. The initial Board will be appointed for by the Founders Committee.
- 4.12 Director Vacancies: Vacancies of the Board occurring by death, resignation, removal, creation of new directorships or otherwise may be filled by a majority of the Directors then in office at any duly called meeting of the Board provided a quorum is present. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor on office. If the Board fails to elect a person to fill the unexpired term of the Director vacancy, such term will be considered a vacancy to be filled by a vote of the GPAO membership at the next annual meeting.
- 4.13 Director Resignations: Any Director may resign effective upon giving notice to the Board in writing unless a later date is specified in the notice of resignation. No Director may resign when the Organization would then be left without a duly elected Director in charge of its affairs. The resignation need not be accepted to be effective.
- 4.14 Director Removal: Any Director may be removed from office, with or without cause, by a majority vote of the Board during a duly called meeting of the board provided a quorum is present.
- 4.15 Director Elections: Elections for expiring or vacant positions will be held at the annual meeting each year following the race. Directors shall be elected by a simple majority of the voting members present. All members must be notified of the date, time and place of elections. Nominees will be offered the opportunity to speak to the members before the election is held. Only voting members may be nominated for Board of Director positions.
- 4.16 Director Positions: May not be re-elected to the same Director position for consecutive terms. Each elected board position will be filled at the end of the term by an election held during the annual meeting. Candidates may run for the specific Director or Director/Officer position listed as follows: Director/President, Director/Vice President, Director/Secretary and Director/Treasurer. Each of these will be voting positions. In addition to these four elected positions, the current GPF President and past GPF Senior Board member will automatically be elected to the board, per details in Section 4.03 above.
- 4.17 Director Terms: All elected Directors will have three year positions and all GPF and past GPF directors will have one year terms except for the first Director/VP and Director/Treasurer who will have two year terms in order to stagger the timing of people coming on and off the board. This two year term only occurs in the first GPAO board which covers the 2009 and 2010 race years. After that, all elected terms are three years. In length.
- 4.18 Director Term limits: There will be no term limits for elected directors except for the Director/President which will have a two term limit.

- 4.19 Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- 4.20 A regular meeting of the Board of Directors shall be held, without any notice other than provided in these By-Laws, on the Sunday morning after the date of each annual meeting.
- The Board of Directors may provide by resolution for the holding of additional meetings of the Board of Directors without notice other than such resolution.
- 4.21 Directors shall not receive any salaries for their services or any reimbursement for expenses and costs of attending each meeting of the Board of Directors.
- In the absence of the President, the Vice President will officiate. In the absence of the Vice President, the Secretary or the Treasurer will preside.

ARTICLE V COMMITTEES

- 5.01 Committee Chairs: Committee Chairs can be recommended by the board, by the committees or by the GPAO membership. The President will select committee chairs from nominees from these sources. The term for committee chairs shall be three (3) years and will terminate the Sunday following race day on every third year. There are no term limits for committee chair positions but these people serve at the request of the president and may be removed at anytime with or without cause by a recommendation of the president and a majority vote of the board at a duly called session of the board provided a quorum is present.
- 5.02 These committees, to the extent provided in the resolution, shall have and shall exercise the authority of the Board of Directors. The designation of such committees and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.
- 5.03 The Board of Directors shall appoint from among the members of the PGPAO a nominating committee of at least three (3) members and shall designate its chairman, whose duty shall be to present to the members of the organization for their approval at the annual meeting of members the names of the persons nominated by the committee as officers and Directors of the Organization. Additional candidates, with the consent of such candidates, may be nominated at the annual meeting of members from the floor.
- 5.04 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 5.05 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.
- 5.06 Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VI FINANCIAL

- 6.01The Purdue Alumni Association will maintain all accounts.
- 6.02All requests for payment shall be signed by any two (2) officers or board-designated agents of the organization and shall be handled by the Purdue Alumni Association.
- 6.03All funds received by members of the organization shall be deposited in the account maintained by the Purdue Alumni Association and shall be deposited within one week of receipt.
- 6.04The Board of Directors may accept on behalf of the PGPAO any contribution, gift, or bequest for the general purposes, or for any specific purposes, of the PGPAO as long as the purpose is consistent with the mission of the PGPAO, the Purdue Alumni Association, and Purdue University.

ARTICLE VII MEMBERSHIP DUES AND FEES

- 7.01Alumni Membership dues shall be the current PAA membership fee, plus activity fees, if any, as determined by the Board of Directors and are payable to the Purdue Alumni Association.
- 7.02These are no membership fees for Honorary Members in PGPAO.
- 7.03Non-payment of membership dues, as reported by the PAA, will result in a member being placed in an inactive status until such dues are paid. The PAA shall handle all membership dues, fees and notification.

ARTICLE VIII MISCELLANEOUS

- 8.01The Purdue Alumni Association shall keep correct and complete books and records of all accounts.
- 8.02The fiscal year of the PGPAO shall begin the first day of July and end on the 30th of June.
- 8.03The PGPAO seal shall be in such form as may be prescribed by the Board of Directors. The seal need not be affixed to any document signed on behalf of the PGPAO.
- 8.04Whenever any notice is required to be given under the provisions of the Indiana Not-For-Profit Corporation Act or the By-Laws of the PGPAO, the PGPAO will fall under the umbrella of the Purdue Alumni Association.
- 8.05If any portion of these By-Laws shall be invalid or inoperative, then so far as is reasonable, the remainder of these By-Laws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held invalid or inoperative.
- 8.06The PAA will indemnify any Board or Committee member who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Director or Committee member of the Purdue Grand Prix Alumni Organization.

ARTICLE IX AMENDMENTS

9.01 The By-Laws of this PGPAO may be amended, repealed or added to or new By-Laws may be adopted

by the vote of a majority of the votes entitled to be cast by the members present at a meeting called for such purpose according to the current By-Laws.

I hereby certify that the above and foregoing By-Laws of the Purdue Grand Prix Alumni Organization were adopted by the board as the initial By-Laws on the 25th day of April, 2009.

Cynthia Richards: Secretary

Richard MacMillan: Counsel

Scott Harmon: President

EXAMPLE EVENT DRIVEN SOCIAL AND SERVICE ACTIVITIES

1. Alumni Events: Race weekend alumni event planning organizing and staffing.
2. Fund Raising: Fund raising for capital improvement projects guided by the PGPF.
3. History: Collect, compile and archive PGP stories and history and display as appreciate.
4. Emergency Support: should the need arise, the organization will assist the PGPF in securing resources for an upcoming race weekend in case the Foundation is unable to acquire them.
5. Communications: Newsletters and alumni articles, e-mail and other communications as appropriate about organization and Grand Prix and Grand Prix events, news and activities.