

**BYLAWS OF  
PURDUE UNIVERSITY GLOBAL, INC.  
(as amended through February 9, 2018)**

ARTICLE I

Identification; Purposes; Principal Office; Member

Section 1.01. Name. The name of the Corporation is Purdue University Global, Inc. (the “**Corporation**”). The Corporation is incorporated under the laws of the State of Indiana (the “**State**”) and is subject to the Indiana Nonprofit Corporation Act of 1991 (as amended from time to time, the “**Act**”).

Section 1.02. Purposes. The purposes for which the Corporation is formed are exclusively charitable, scientific, and educational, and the Corporation is organized to operate, conduct and administer a degree granting and credit bearing postsecondary SEI-affiliated educational institution within the meaning of IC 21-7-13-26.5 (as the same may be amended from time to time), to be controlled by the Member and to exist as an extension of the Member’s land-grant and public service missions (such institution referred to hereinafter as the “**University**”). In furtherance of such purposes, the Corporation will offer instructional or educational services and programs, including degree programs, through onsite, online, or any combination of these or other instructional modalities. The Corporation may also engage in any lawful activity for which corporations may be incorporated under the Act.

Section 1.03. Principal Office. The address of the principal office of the Corporation is 9000 Keystone Crossing #800, Indianapolis, Indiana 46240.

Section 1.04. Member. The Corporation shall have one member (the “**Member**”). Upon the signing into law by the State’s Governor of House Enrolled Act No. 1001, as enacted by the Indiana General Assembly in its 2017 regular session, The Trustees of Purdue University, an Indiana body corporate that manages and conducts Purdue University, the State’s land-grant university, shall immediately, and without any further action by the Board of Directors of the Corporation, be admitted as the sole Member of the Corporation.

ARTICLE II

Voting and Meetings

Section 2.01. Place of Meetings. Annual and special meetings of the Member shall be held at the Corporation’s principal office unless a different place within or outside the State of Indiana is specified in the notice or waiver of notice of the meeting.

Section 2.02. Annual Meeting. The annual meeting of the Member shall be held each year immediately prior to or concurrently with the annual meeting of the Board of Directors of the Corporation (the “**Board**”), at such time and place as may be selected by

the Board, for the purpose of electing directors and conducting such other business as may properly come before the Member; provided, that the failure to hold the annual meeting at such time shall not work a forfeiture or dissolution of the Corporation. Prior to the annual meeting, the Board of Trustees of the Member shall designate the slate of individuals to be elected by the Member to serve as directors on the Board of the Corporation. The Board of Trustees of the Member may, in its discretion, adopt procedures for the selection of members of the Board.

Section 2.03. Special Meetings. No business other than that stated in the notice or call of a special meeting shall be transacted at such meeting.

Section 2.04. Notice of Meetings – Waiver. A notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered by first class or registered mail or by any electronic means (including electronic mail), at the request of the person or persons calling the meeting, to the Member at its official address as it appears on the records of the Corporation, at least ten days before the meeting. Notice of any meeting of the Member may be waived in writing filed with the Secretary, or by attendance in person or by proxy.

Section 2.05. Participation; Voting. On any matter requiring participation or a vote of the Member at the annual meeting, a special meeting, or for any other purpose required hereunder, the Member shall act through the then-current Chair of the Board of Trustees of the Member, or his or her designee, as the Member's designee. The Member may (through such designee) vote in person or by proxy executed in writing. No proxy shall be valid after eleven months from the date of its execution unless a longer time is expressly provided in the proxy.

Section 2.06. Attendance via Electronic Communications. The Member may participate in any annual or special meeting by or through the use of any means of communication by which its participating designee and other meeting participants may simultaneously hear each other during the meeting. If participating in a meeting by this means, the Member (acting through its designee) shall be deemed to be present in person at the meeting.

Section 2.07. Action Taken Without Meeting. Any action required or permitted to be taken at any meeting of members may be taken without a meeting if, prior to such action, a written consent to such action is signed by the Member and such written consent is filed with the minutes of proceedings of the members of the Corporation.

### ARTICLE III Board of Directors

Section 3.01. Number and Qualifications. The business and affairs of the Corporation, including without limitation the conduct and administration of the University, shall be managed under the direction and control of a Board comprised of six

(6) directors. Such directors, who shall be referred to for all purposes associated with the University as “trustees” of the University and collectively as the “Board of Trustees” of the University, shall be selected by the Board of Trustees of the Member based on their willingness and ability to serve the University and to assist in furthering its mission. At least five (5) of the directors shall be designated from among the membership of the Board of Trustees of the Member. If not so designated from among that membership, an outside director having significant prior experience in higher education may be selected.

Section 3.02. Powers and Duties. In addition to the general corporate powers to be exercised by or under the direction of the Board in accordance with the Act, the Board shall have the power and authority necessary to carry out its responsibilities for the conduct and management of the University. Toward this end, it shall ensure the proper operation thereof by:

- (a) Establishing the mission of the University and maintaining a long-term strategic plan;
- (b) Adopting policies and procedures for the effective management and operation of the University;
- (c) Overseeing and evaluating the performance of the President and the Chancellor;
- (d) Establishing, modifying and discontinuing educational programs;
- (e) Maintaining long-term and annual comprehensive development plans to cover programs and services, instruction, human resources, facilities and fiscal resources;
- (f) Approving the annual budget;
- (g) Setting student tuition and matriculation fees with a view toward ensuring sufficient funding to support the programs and services of the University and to maintain fiscal sustainability;
- (h) Performing necessary actions to promote the integrity and welfare of the University;
- (i) Establishing a process to receive input from faculty, administration, students, employers and alumni concerning improvements in the operation of the University;
- (j) Exercising such authority with respect to the management and conduct of the University as may be set forth in the Corporation’s Articles of Incorporation from time to time; and

(k) Considering and acting on recommendations of the Chancellor made in consultation with the President.

Section 3.03. Election. At the annual meeting of the Member, the Member shall elect directors for a two-year term to expire at the annual meeting scheduled to occur at the end of two years. Each director shall hold office for the term for which such director is elected (unless the director resigns, is removed, dies, or ceases to be a Trustee of the Member, where applicable, during the term) and until such director's successor shall be elected and qualified.

Section 3.04. Vacancies. Any vacancy occurring on the Board caused by death, resignation or otherwise shall be filled until the next annual meeting by a vote of the Member, acting through its designee. A director serving by virtue of his or her status as a Trustee of the Member shall cease to be qualified, and a vacancy shall occur, if he or she ceases to be a Trustee of the Member. In such an event, the Member shall designate a replacement from among the membership of the Member's Board of Trustees to fill such vacancy for the remainder of the term of the departing director.

Section 3.05. Place of Meetings. Meetings of the Board shall be held at the principal office of the Corporation, unless a different place within or outside the State of Indiana is specified in the notice or waiver of notice of the meeting.

Section 3.06. Annual Meeting; Regular Meetings.

(a) The Board shall meet each year immediately after the annual meeting of the Member, at the same place where (pursuant to Section 2.02 of these Bylaws) said annual meeting of the Member is held. Such annual meeting of the Board shall be held for the purpose of organization, election of officers, and consideration of any other business that may properly be brought before the meeting. No notice of any kind to either old or new members of the Board for this annual meeting shall be necessary.

(b) In addition to the annual meeting, the Board shall hold at least three (3) regular meetings each year at such times and locations as the Board may determine. Such regular meetings may be held within or outside the State of Indiana and may be held via electronic communications as contemplated by Section 3.09 below. Written notice of all regular meetings (other than the annual meeting) shall be given by any means specified in Section 2.04 of these Bylaws not later than during the second business day immediately preceding the day for the meeting, and such notice shall be considered fair and reasonable under the Act. The Board may from time to time approve in advance the scheduled dates of future regular meetings.

Section 3.07. Special Meetings. Special meetings of the Board may be held upon notice by any means specified in Section 2.04 of these Bylaws not later than during the second business day immediately preceding the day for the meeting, upon the call of the Member, the Board Chair or a majority of the members of the Board, at any place within or outside the State of Indiana, and such notice shall be considered fair and

reasonable under the Act. Notice of any meeting of the Board may be waived in writing signed by the person or person entitled to the notice, whether before or after the time of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of the meeting.

Section 3.08. Quorum. A majority of the entire Board shall be necessary to constitute a quorum. The act of a majority of the directors present at a meeting who constitute a quorum shall be the act of the Board.

Section 3.09. Attendance via Electronic Communications. Any or all directors may participate in any annual or special meeting of the directors by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 3.10. Action Taken Without Meeting. Any action required or permitted to be taken at any meeting of the Board, or any committee thereof, may be taken without a meeting if, prior to such action, a written consent to such action is signed by at least eighty percent (80%) of the members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or a committee thereof.

Section 3.11. Removal of Directors. Any director or directors elected by the Member may be removed, with or without cause, at a meeting of the Member called for that purpose (or by a written consent of the Member executed in lieu of such a meeting).

Section 3.12. Conflicts of Interest. No contract or transaction between the Corporation, on the one hand, and one or more of its directors (or any corporation, firm, association or entity in which such a director is a trustee, director or officer or has a financial interest), on the other hand, shall be either void or voidable solely because of that relationship or interest or because such an interested director is present at the meeting of the Board (or a committee thereof) at which such contract or transaction is authorized, approved or ratified, or because such an interested director's vote is counted for such purpose, if:

(a) The material facts of that relationship or interest are disclosed or known to the Board or committee and, acting in good faith, it authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director(s); or

(b) The material facts of that relationship or interest are disclosed or known to the Member and, acting in good faith through its own Board of Trustees, it authorizes, approves or ratifies such contract or transaction by vote; or

(c) The contract or transaction is fair to the Corporation at the time it is authorized, approved or ratified by the Board (or committee thereof) or the Member.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board, or a committee thereof, that authorizes, approves or ratifies such a contract or transaction.

#### ARTICLE IV Committees

Section 4.01. Executive Committee. The Board may at any time, upon vote of a majority of the entire Board, designate two or more members of the Board to constitute an Executive Committee of the Board to serve until the next annual meeting of the Board or thereafter 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 regular 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.

Section 4.02. Other Committees. The Board, by resolution adopted by a majority of the Board, may create one (1) or more committees for the purpose of assisting the Board with oversight of specific operations or functions of the University. Each committee so created shall consist of one (1) or more directors and shall exercise the authority delegated to it by the Board. In addition, and without limiting the generality of the foregoing, the Board shall, in accordance with that certain Transition and Operations Support Agreement to be entered into upon commencement of the University's operations, establish the advisory committee contemplated by such agreement, which advisory committee need not consist of any directors but shall be subject to the ultimate authority of the Board.

Section 4.03. Continuing Board Responsibility. Neither the creation of the Executive Committee or another 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 him or her by law.

#### ARTICLE V Officers

Section 5.01. Officers. The officers of the Corporation shall consist of a Chair of the Board, a President, a Chancellor, one or more Vice Presidents, one or more Vice Chancellors, a Secretary, a Treasurer, one or more Assistant Secretaries and one or more Assistant Treasurers, together with such other officers and agents as may be deemed necessary or appropriate from time to time by the Board or as may be otherwise appointed in accordance with these Bylaws. Such officers shall be elected annually by the Board at the time of the annual meeting. Each officer shall hold office for a one-year term (unless the officer resigns, is removed or dies during the term) and shall serve until

the next annual meeting or until his or her successor is duly chosen and qualified. Any officer is eligible for re-election to successive terms.

Section 5.02. Chair of the Board. There will be a Chair of the Board of Directors, who shall be a Trustee of the Member and who shall preside at all meetings and perform generally the duties customarily required of such office, subject, however, to the direction of the Board. If the Chair, at any time or for any reason, ceases to be a Trustee of the Member, his or her term as Chair shall simultaneously cease, and a replacement Chair, who shall be a Trustee of the Member, shall be elected by the Board in accordance with Section 5.13 of these Bylaws.

Section 5.03. President. The President of the Member shall hold the office of President of the Corporation for so long as he or she remains in the former position. The President shall be the chief executive officer of the Corporation and, except for the duties and responsibilities assigned to the Chancellor as the chief executive officer of the University, shall generally perform the duties customarily required of such office, subject to the direction of the Board, which may from time to time prescribe other duties for the President to perform on behalf of the Corporation. If the President, at any time or for any reason, ceases to hold his or her position as President of the Member, his or her term as President of the Corporation shall simultaneously cease, and his or her successor as President of the Member shall automatically be deemed elected President of the Corporation.

Section 5.04. Chancellor. The Chancellor shall be the chief executive officer of the University and shall, with respect to the University, generally perform the duties customarily performed by chancellors of regional campuses of the Member, as described in the system-wide policies of the Member from time to time. The Chancellor shall report to the President (or his or her designee) and shall perform such duties as the Board or the President may prescribe from time to time, which shall include, without limitation, the following:

(a) Annually providing the Board with an organizational chart, including functional job descriptions, of the administrative structure of the University;

(b) Reporting all academic personnel decisions to the President (or his or her designee) and keeping the Board and the President informed on the current operations of the University, including but not limited to admissions, enrollment trends, student financial assistance, student retention/attrition patterns, graduation and placement rates, full and part-time faculty characteristics, program review results, library/learning resource development, institutional effectiveness studies and analyses, student life/activities, and the like; and

(c) Developing internal governance and advisory committees of faculty, as well as student, staff and alumni committees, in each case designed to contribute to successful planning, operations and campus life of the University.

Section 5.05. Vice Presidents and Vice Chancellors.

(a) The President shall have the authority, in consultation with the Chair, to appoint Vice Presidents and other officers of the Corporation. Except for the appointment of certain assistant officers in the manner provided in Section 5.10 of these Bylaws, the President's appointment of Vice Presidents and other officers shall be subject to ratification by the Board, acting by resolution. Vice Presidents, in the order designated by the President in consultation with the Board, shall perform the duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as the Board, acting by resolution, may prescribe.

(b) The Chancellor shall have the authority, in consultation with the President (or his or her designee), to appoint Vice Chancellor and other academic officers of the University. The Chancellor's appointment of Vice Chancellors and other officers shall be subject to ratification by the Board, acting by resolution. Vice Chancellors, in the order designated by the Chancellor in consultation with the President, shall perform the duties incumbent upon the Chancellor during the absence or disability of the Chancellor, and shall perform such other duties as the Chancellor, the President or the Board, acting by resolution, may prescribe.

Section 5.06. Secretary. The Secretary shall attend all meetings of the Member and of the Board and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of these meetings. He or she shall be custodian of the records and the seal of the Corporation and see that the seal is affixed to documents when execution thereof on behalf of the Corporation under its seal is required. He or she shall attend to the giving of all notices and shall perform such other duties as the Board or the Chair may prescribe.

Section 5.07. Assistant Secretary. The Assistant Secretary shall perform all duties of the Secretary during the absence or disability of the Secretary and shall perform such other duties as the Board may prescribe.

Section 5.08. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation and the University. He or she shall be the legal custodian of all monies, notes, securities and other valuables that may from time to time come into the possession of the Corporation. He or she shall immediately deposit all funds of the Corporation coming into his or her hands in a bank or other depository designated by the Board, and shall keep such bank accounts in the name of the Corporation. He or she shall furnish, at meetings of the Board, or whenever requested, a statement of the financial condition of the Corporation and shall perform such other duties as the Board may prescribe. The Treasurer and the Assistant Treasurer of the Member may be appointed to serve as Treasurer and the Assistant Treasurer, respectively, of the Corporation.



Section 5.09. Assistant Treasurer. The Assistant Treasurer shall perform all duties of the Treasurer during the absence or disability of the Treasurer and shall perform such other duties as the Board, the Chair or the Treasurer may prescribe.

Section 5.10. Other Assistant Officers. The Board, the President (in consultation with the Chair) may from time to time appoint other assistant officers of the Corporation, including assistant vice presidents, who shall exercise and perform such powers and duties as the officers whom they are appointed to assist may specify and delegate to them, as well as such other powers and duties as these Bylaws, the Board or the President may prescribe from time to time.

Section 5.11. Removal. Any officer or agent (other than the President who serves in an *ex-officio* capacity as described in Section 5.03 above) may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served by such removal. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5.12. Resignations. Any officer may resign at any time by delivering notice to the Board, the Chair, the President or the Secretary. A resignation is effective upon delivery.

Section 5.13. Vacancies. Whenever any vacancy shall occur in any office by reason of death, resignation, increase in number of offices of the Corporation or otherwise, the same shall be filled by the Board (subject to the above provision as to the *ex-officio* capacity of the Board Chair), and the officer so elected shall hold the office until his or her successor is chosen and qualified, or until his or her resignation, removal or death. In case of absence or disability of any officer, or for any other reason that the Board may deem sufficient, the Board may delegate for the time being, in whole or in part, the powers or duties of such officer to any other officer or to any other person otherwise qualified to perform the same.

Section 5.14. Delegation. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any director, for the time being.

## ARTICLE VI Financial Affairs

Section 6.01. Negotiable Instruments, Deeds and Contracts. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation; all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be a party; and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation, shall, unless otherwise directed by the Board, or unless otherwise required by law, be signed by any two of the following officers who are different persons: the President, the Chancellor, the

Treasurer, the Assistant Treasurer or the Secretary. The Board may, however, authorize any one of such officers to sign any of such instruments, for and on behalf of the Corporation, without necessity of counter-signature; may designate officers or employees of the Corporation, other than those named above, who may, in the name of the Corporation, sign such instruments; and may authorize the use of facsimile signatures of any of such persons. Any shares of stock in any other corporation, which shares are owned or controlled by the Corporation, may be voted at any shareholders' meeting of such other corporation by the Treasurer; and the Treasurer shall also have the power to designate proxies to vote any such shares on behalf of the Corporation, at any shareholders' meeting of such other corporation.

Section 6.02. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it.

## ARTICLE VII Miscellaneous

Section 7.01. Seal. The seal of the Corporation shall be a circular disk with the image of a stylized globe in the center. The words 'PURDUE UNIVERSITY GLOBAL' shall appear around the upper circumference of the disk, and the words 'SEAL OF THE TRUSTEES' shall appear around the lower circumference. The seal may be altered at the pleasure of the Board. As provided in the Act, the use of the corporate seal or an impression thereof shall not be required upon, and shall not affect the validity of, any instrument whatsoever.

Section 7.02. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July in each year and end on the last day of June.

## ARTICLE VIII Amendments

Section 8.01. Amendments. These Bylaws may be altered, amended or repealed by the Board at any regular or other meeting, and it shall not be necessary to give notice of such proposed action.