

**PHILADELPHIA CHAPTER OF THE
PENN STATE ALUMNI ASSOCIATION**

Chapter Bylaws

Effective as of June 12, 2017

Article I: NAME

Section 1. The name of this organization shall be the Philadelphia Chapter of the Penn State Alumni Association (the "Chapter"), a field organization of the Penn State Alumni Association (the "Alumni Association").

Article II: PURPOSE

Section 1. The objectives of the Chapter shall be to promote the welfare of the Pennsylvania State University ("Penn State") and to provide service to Chapter members.

Section 2. The Chapter is organized solely for social, cultural, charitable and educational purposes, including distribution of funds to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

Section 3. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make other distributions of funds in furtherance of its purposes.

Section 4. No part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Chapter shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office nor in any campaign on behalf of any candidate for the Penn State Board of Trustees, Alumni Council, or similar bodies.

Section 5. Notwithstanding any other provision of these Bylaws, the Chapter shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

Article III: MEMBERSHIP

Section 1. Membership shall be open to any person who is a current or former undergraduate or graduate student of Penn State, parent(s) of same, or friend(s) of Penn State interested in supporting the purposes of the Chapter as described in Article II. Members of the Chapter shall be required to pay annual dues as specified by the Board of Directors in order to remain in good standing. Only members in good standing may vote in Chapter elections.

Section 2. Any person who has distinguished him/herself by their support of Penn State is eligible to become an honorary member of the Chapter. Appointment as an honorary member of the Chapter requires the approval of the Board of Directors by a two-thirds (2/3) majority of the entire board.

Section 3. The Chapter geographic area is specifically defined by Postal Zip Codes which cover Philadelphia County, Pennsylvania.

Article IV: BOARD OF DIRECTORS

Section 1. The governing body of the Chapter shall be composed of a Board of Directors (the "Board") of not less than six (6) nor more than 10 members.

The Executive Officers of the Board (the "Executive Committee") shall be the President, Vice President, Secretary, and Treasurer.

The other members of the Board shall be the chair or co-chairs of each standing committee, who are referred to as "Directors". Ad hoc committee chairs shall not be considered members of the Board unless the ad hoc committee chair is also chair of a standing committee. The total number of committees may vary, and the Board has the authority to add or delete committees depending on the needs and circumstances and requires a two-thirds (2/3) majority of the entire board to make such changes.

Examples of standing committees include but are not limited to the following:

- Activities
- Community Service
- Membership
- Scholarship & Student Outreach
- Technology

Examples of ad hoc committees include but are not limited to the following:

- Nominations and Elections
- Liberty Ball Planning (annual THON fundraiser)

In addition, the Board has the authority to create at any time an Advisory Board consisting of former Board members and other members of the Penn State and Philadelphia communities to provide guidance to the Board. A two-thirds (2/3) majority of the entire board is required to establish an Advisory Board. Any Advisory Board shall be a non-voting entity.

Section 2. Board members are elected at large to serve a two-year term, unless terminated earlier, as set forth in Article IV, Section 4, and Article V, Section 7. Board members may be re-elected, with no term limits. Board members must have graduated from Penn State with either an undergraduate or graduate degree. If positions cannot be filled with Penn State graduates, any chapter member in good standing may be elected to the Board.

Section 3. All Board members must be Chapter members in good standing and pay Chapter membership dues for the fiscal years corresponding to their terms of office. All Board members also must be dues-paying members of the national Alumni Association.

Section 4. Voting members of the Board are expected to attend at least four (4) Board meetings per year. Failure to comply with this or to uphold any of the duties described herein is grounds for dismissal from the Board. Dismissal requires a two-thirds (2/3) majority from the entire Board.

Section 5. A member of the Board may resign at any time by delivering notice to the Chapter. A resignation is effective at the time of delivery unless the notice specifies a future date.

Section 6. Vacancies of Directors shall be filled by vote of a majority of the members of the Board for the remainder of the term of the person being replaced.

Section 7. A quorum of the Board shall consist of at least one-half of the voting Board members. It is further recommended that when a two-thirds (2/3) majority is required by the full Board, electronic voting be permitted.

Article V: NOMINATION AND ELECTION OF BOARD OF DIRECTORS

Section 1. Elections for all positions on the Board of Directors shall be held biennially in June and may take place at a regularly scheduled Board meeting.

Section 2. Nominations shall be entertained for any position on the Board of Directors one month prior to the Elections Meeting. Nominations may be made in the name of oneself or on behalf of another who has agreed to serve if elected.

Section 3. All nominees must complete a nominee questionnaire, which shall include a list of goals for the organization and a personal statement. The questionnaire must be submitted to the Nominating and Elections Chairperson no later than 14 days prior to the Elections Meeting.

Section 4. The Nominating and Elections Chairperson shall be appointed by the President and shall run the nominations and elections processes.

Section 5. The election procedure at the Elections Meeting shall be as follows:

- A.** The order of elections shall be: President, Vice President, Secretary, and Treasurer, followed by the chair positions for the standing committees in alphabetical order of committee name.
- B.** In alphabetical order by last name, the candidates for the position being voted on shall present a speech of no more than 3 minutes in length. All other candidates for the position shall leave the room during the speeches.
- C.** Following the speeches, all candidates for the position being voted on shall enter the room. Voters may pose questions to all candidates, not one specific candidate. The Nominating and Elections Chairperson shall give each candidate an opportunity to answer and shall determine the duration of the question and answer period.
- D.** The candidates shall exit the room, and the floor will be open for discussion. The Nominating and Elections Chairperson shall determine the duration of the discussion period.
- E.** The Secretary will distribute the ballots, collect them, and count them in conjunction with the Nominating and Elections Chairperson. If the Secretary is running for the position being voted on, the President or a Board member appointed by the President will perform the balloting duties. After the ballots are counted, the Nominating and Elections Chairperson shall announce the results for that position.
- F.** A simple majority of votes is required for election to any position.
- G.** If those who are not elected to the position being voted on wish to be a candidate for another position, their nomination will be transferred.
- H.** If a candidate is running unopposed, voters may either vote for the candidate or vote for the vacancy of the position.

Section 6. Only Chapter members in good standing may vote at the Elections Meeting. Members who cannot attend the Elections Meeting may request an absentee ballot from the Nominating and Elections Chairperson via email no earlier than seven (7) days and no later than three (3) days prior to the election. The Nominating and Elections Chairperson must provide the ballot and all nominee questionnaires to the requesting absentee voter. Completed absentee ballots must be emailed to the Nominating and Elections Chairperson no later than two (2) days prior to the election. Absentee ballots can only count for the originally intended office of the nominated candidate.

Section 7. All terms of office shall commence on July 1 of the election year and extend through June 30 of the next election year. Committee chairs shall serve at the pleasure of the Executive Committee or until their successor has been nominated and approved by the Board. Members of the Executive Committee may only be removed for cause and only upon the vote of two-thirds (2/3) majority of the Board of Directors.

Article VI: OFFICERS AND DUTIES

Section 1. Chapter Executive Officers shall be President, Vice-President, Secretary, and Treasurer. Vacancies in any Executive Officer position shall be filled through a vote of the Board of Directors at a regular Board meeting. All members of the Board of Directors shall be eligible to run for a vacancy in any Executive Officer position. The person filling such vacancy shall serve for the remainder of the term of the person replaced.

Section 2. The President shall preside at all meetings of the Chapter and serve as Chairman of the Board and an ex-officio member of all committees. He/she shall manage the day-to-day business of the Chapter, call Chapter and Board meetings and preside at those meetings. The President shall inform the Alumni Association of Chapter activities and shall be responsible to submit all reports as are required by the Alumni Association. The President shall be the primary liaison with the Alumni Association and other Penn State alumni groups. The President shall be responsible to ensure proper training of executive officers and Board members.

Section 3. In the event of the absence or disability of the President, or at his/her request, the Vice President shall perform the duties of the President. He/she shall perform such additional duties as may be delegated to him/her by the President. If the office of the President becomes vacant, the Vice President shall become President until the next Elections Meeting.

Section 4. The Secretary shall prepare the agenda for meetings of the Executive Officers and Board of Directors. The Secretary shall keep the minutes of Board meetings, shall notify members of meetings, shall notify members of election or appointment to office, and shall act as custodian of records. The Secretary shall work closely with the President and Vice President to prepare all reports as required by the Alumni Association. The Secretary shall oversee all communications with Chapter members at the intervals deemed necessary by the Board, which includes but is not limited to: email blasts, membership letters, invitations, and social media posts.

Section 5. The Treasurer shall safeguard, account for and disburse the funds of the Chapter according to the following guidelines:

- A.** All funds of the Chapter shall be maintained in an account(s) in a federally insured financial institution. The account shall be in the name of the Chapter and be separate from any personal accounts.
- B.** Accounts shall be balanced by the Treasurer before each Board meeting so that a report may be presented.
- C.** The Treasurer shall coordinate the preparation of the budget for each fiscal year with the President and other Executive Officers. The annual budget shall be submitted for approval to the Board no later than one (1) month prior to the start of the fiscal year.
- D.** All Chapter checks and expenditures shall be authorized, approved, and issued at a Board meeting. This does not include transfer of funds from one Chapter account to another. The

Treasurer will also control the expenditures on the Chapter credit/debit card with approval of the Board of Directors. Any charges in excess of \$500.00 shall be approved by the Executive Officers unless otherwise approved by the Board of Directors.

- E. The Treasurer's records can be subject to review by the President, Vice President, Alumni Association or their designees at any time, with a formal request being submitted to the Treasurer thirty (30) days prior to the review. Chapter members in good standing may also request that the President or Vice President review the Treasurer's records by stating a concern at a Board meeting and motioning for the review.
- F. The Treasurer shall file appropriate tax forms with the IRS in accordance with IRS regulations.

Article VII: COMMITTEES

Section 1. The Executive Officers of the Chapter shall constitute the Executive Committee. Disbursement of funds shall be approved by the Executive Committee. Any disbursement exceeding \$500.00 must be approved by a majority of the Board of Directors.

Section 2. The Board of Directors is authorized to establish and deactivate standing and ad hoc committees, as needed, to carry out the major functions of the Chapter, as set forth in Article IV, Section 1.

Section 3. Standing committee chairs shall be elected positions, with elections taking place as set forth in Article V. Ad hoc committee chairs shall be appointed by the President.

Section 4. A statement of purposes and a list of duties of each standing and ad hoc committee will be attached to these Bylaws. The purpose statements shall be reviewed annually and may be changed by a majority vote of the Board of Directors.

Article VIII: PARTNERSHIPS

Section 1. The Board may opt to form a partnership with another Penn State alumni group in lieu of establishing a committee on the same subject. The terms of the partnership shall be agreed upon by both organizations and attached to these Bylaws.

Article VIII: MEETINGS

Section 1. The Board of Directors shall meet at least eight (8) times each year. Meetings shall be open to the public unless otherwise announced. A representative of the Alumni Association shall be invited to attend each meeting. Additional meetings may be called by the President at his/her discretion or upon petition to the President bearing the signature of at least one-third (1/3) of the voting members of the

Board. The President shall call a meeting within seven (7) days and shall hold such a meeting within fourteen (14) days of receipt of a petition.

Article IX: AMENDMENTS

Section 1. Amendments to these Bylaws must be submitted to the Secretary of the Board. Notice of such amendment shall be submitted to each Board member and announced to the Chapter membership at least two weeks prior to the Board meeting at which the amendment will be discussed. If a majority of the Board in attendance recommends approval of the amendment(s), it will then be subject to a vote by all Chapter members in good standing at the meeting. A majority vote of one-half of the members in attendance shall be required for passage of the Amendment(s).

Article X: DISSOLUTION

Section 1. Upon dissolution of the Chapter, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Chapter, assign half (or up to \$5,000) of any remaining funds or other assets to a holding account the Penn State Alumni Association for seed money for a future chapter that will re-establish in the Chapter's territory. The other half of funds or assets will be designated to the Chapter's established Endowed Scholarship Fund at Penn State. The annual yield on this fund shall be put back into escrow each year until the new chapter is re-established.

Article XI: PARLIAMENTARY PROCEDURE

Section 1. The rules contained in the Modern Edition of "Robert's Rules of Order" shall govern the Chapter to the extent that they do not conflict with the provisions of these Bylaws or any other special rules of order for this organization.

Article XII: FISCAL YEAR

Section 1. The Chapter shall operate on a fiscal year beginning on July 1 and ending on June 30 each year.

**PHILADELPHIA CHAPTER OF THE
PENN STATE ALUMNI ASSOCIATION**

Attachment to Bylaws: Chapter Committees

Effective as of June 12, 2017

Article I: STANDING COMMITTEES

Section 1. The current standing committees of the Chapter shall be Activities, Community Service, Membership, Scholarship and Student Outreach, and Technology. Additional standing committees may be established and any standing committee may be deactivated per the rules set forth in the above Bylaws.

Section 2. The chairperson(s) of the standing committees are considered members of the Board of Directors and are referred to as “Directors”.

Section 3. The function of each committee and duties of each committee chair (Director) are as follows:

- A. Activities** – This committee shall be responsible for providing a well-rounded series of events designed to promote all aspects of Penn State. The Activities Director shall identify potential areas of interest of the general and potential membership of the Chapter and should be aware of social events happening in and around Philadelphia to identify potential events in which the Chapter could participate. The Activities Director is also responsible for maintaining a record of information relevant to the position. Furthermore, the Activities Director shall serve as the Board liaison to the ad hoc Liberty Ball Planning Committee and shall help identify potential successors to the Liberty Ball Planning Committee Chair position to the Board for each year’s event.
- B. Community Service** – This committee shall provide Chapter members the opportunity to deliver service in community projects. The Community Service Director shall serve as liaison between the Chapter and non-profit community service organizations and shall maintain awareness of the Philadelphia community’s needs and seek to involve the Chapter in solutions. The Community Service Director is also responsible for maintaining a record of information relevant to the position. This committee shall hold at least one community service event per quarter.
- C. Membership** – This committee shall devise ways to encourage area alumni to participate in Chapter activities and to become members of the Chapter and the Alumni Association. The Membership Director shall maintain complete records of all active and honorary members of the Chapter and the list of all current Alumni Association members in Philadelphia County, which shall be obtained from the Alumni Office and used in accordance with Alumni Association guidelines. The Membership Director is responsible for sending welcome

information to new Chapter members within three weeks of payment receipt. The Membership Director is also responsible for maintaining a record of information relevant to the position.

- D. Scholarship and Student Outreach** – This committee shall develop fundraising events for the Chapter scholarship program for current students of Penn State and generate awareness and interest in the Chapter among Penn State students through various activities organized between students and Chapter members. The Scholarship and Student Outreach Director shall administer the Chapter scholarship program, develop the application and selection criteria for choosing the recipient(s) of the scholarship, and serve as liaison with the President to the Philadelphia Club Mutual Fund Trustees to coordinate the transaction of funds from the established “life membership fund” to the Chapter for scholarship utilization. The Scholarship and Student Outreach Director is responsible for coordinating the annual Freshman Sendoff Event. The Scholarship and Student Outreach Director is also responsible for maintaining a record of information relevant to the position.
- E. Technology** – This committee shall be responsible for maintaining, and as necessary creating and updating, the technological infrastructure of the Chapter. The Technology Director shall be responsible for the functionality of the Chapter website(s), social media platforms, electronic payments, and other telephony and shall ensure a crisis plan exists that can be implemented should any system go down. The Technology Director shall evaluate and address the technological needs of the Chapter on an ongoing basis. The Technology Director is also responsible for maintaining a record of information relevant to the position.

Article II: AD HOC COMMITTEES

Section 1. The current ad hoc committees of the Chapter shall be Liberty Ball Planning and Nominations and Elections. Additional ad hoc committees may be established and any ad hoc committee may be deactivated per the rules set forth in the above Bylaws.

Section 2. The chairperson(s) of the ad hoc committees are not considered members of the Board of Directors, unless an ad hoc committee chair is also a standing committee chair and thus a member of the Board.

Section 3. The function of each committee and duties of each committee chair are as follows:

- A. Liberty Ball Planning** – This committee shall be responsible for the preparation and implementation of all aspects of the Chapter’s annual Liberty Ball: A Knight for the Kids gala event, which fundraises to support the efforts of Penn State Dance Marathon (THON) for its sole beneficiary, Four Diamonds at Hershey Children’s Hospital. The Liberty Ball Planning Committee chair(s) shall recruit leadership volunteers to manage subcommittees that will oversee details of the event, develop agendas and facilitate committee meetings, communicate regularly with the committee and monitor committee progress, hold committee members accountable for their tasks, and manage the event budget. The Liberty

Ball Planning Committee chair(s) shall work with the Activities Director, who serves as the liaison of this committee to the Board of Directors, to communicate the needs and progress of the committee to the Board on at least a monthly basis. The Liberty Ball Planning Committee chair(s) shall help identify potential successors to the chair position.

- B. Nominations and Elections** – This committee shall oversee the nominations and elections processes as set forth by the above bylaws. The Nominations and Elections chair shall assist in identifying potential candidates for election to the Board of Directors, ensure that the nominee questionnaire is updated for the current election cycle, announce the nominations period and elections ballot to Chapter members, process absentee ballot requests, and monitor election voting counts. This committee may be formed by Board approval no earlier than January 1 of an election year and must be dissolved by July 1 of the same.

**PHILADELPHIA CHAPTER OF THE
PENN STATE ALUMNI ASSOCIATION**

Attachment to Bylaws: Chapter Partnerships

Effective as of June 12, 2017

Article I: PARTNERSHIPS

Section 1. The current partnerships of the Chapter shall be: Professional Development through the Smeal Business Club of Philadelphia.

Section 2. The terms of the current partnerships are as follows:

- A. Professional Development** – The Chapter shall partner with the Smeal Business Club of Philadelphia to provide a program of events related to professional development. The President shall appoint a Board member to be responsible for communications with the President, or other designated contact, of the Smeal Club and reporting back to the Board. That same appointee shall also coordinate Chapter support of Smeal Club events, including but not limited to event planning, advertisement of events, and financial assistance.