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Capital Area Chapter Penn State Alumni Association Bylaws



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Statement of Mission

The Penn State Alumni Association Capital Area Chapter (the “Chapter”) is organized exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and more specifically:

To connect alumni of Penn State University (“Alumni”) to the University and to the Penn State Alumni Association (the “Association”) within the service area authorized by the Association and to each other, to provide valued service to members of the Chapter (each, a “Chapter Member”), and to support the University’s mission of teaching, research, and service.

Notwithstanding any provisions of these bylaws, the Chapter shall not support or engage in any program or activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

The Chapter is authorized by the Association to operate as a subordinate group of the Association, maintaining independent financial records and tax reporting as required by US Federal and Pennsylvania State law as evidenced by the Branch’s Group Charter and the Association’s approval of these bylaws. In furtherance of the purposes set forth above, the Chapter shall have all of the powers created by law, so long as they are consistent with the requirements of Section 501(c)(3) of the Code, including but not limited to the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or governmental bodies and any private persons who shall include but not be limited to private and public foundations, corporations, individuals, and members and are aligned with the Chapter’s and the Association’s Charter and the Association’s Bylaws.

The Chapter does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of the net earnings of the Chapter shall inure to the benefit of or be distributable to those persons who serve on its Board of Directors (“Board Members”), officers or other private persons except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Chapter shall not carry on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Bylaws

Article I. Membership

SECTION 1: MEMBERSHIP AND QUALIFICATIONS

The following persons shall be eligible to become a Chapter Member.

- (a) All former students who have completed one semester or two terms of work in any University program requiring at least two years for completion;
- (b) All persons who have received an advanced degree from the University, including degrees awarded by academic units incorporated through merger or acquisition;
- (c) All interns, residents, and fellows of the University's Milton S. Hershey Medical Center (the "Medical Center"); residing or working in the Chapter's authorized geography.
- (d) All Alumni of the Penn State Dickinson School of Law or its predecessor the Dickinson School of Law attending or residing in the Chapter's authorized geography.
- (e) All post-graduate fellows of the University's colleges (other than the Medical Center) who have completed the equivalent of one semester or two terms in an accredited program;
- (f) **Gratis Chapter members:** Each graduating University student residing within the Chapter's authorized geography as stipulated in Appendix 1, regardless of college, campus, or degree level, shall be inducted as a gratis member of the Chapter for a period of one year, with no dues being collected. At the expiration of that year, the gratis member shall be solicited to become a full dues-paying Chapter Member; and
- (g) **Student members:** Currently enrolled University students who reside or are attending a campus located within the Branch's authorized geography, whether full-time or part-time, shall be eligible to become a Chapter Member; however, such persons shall be classified as Student Members, and not be eligible to vote in Board elections or hold office in the Chapter, except for those student organization representatives identified in Article II, Section 1 (a), until they graduate from the University with at least an associate degree.

To become a Chapter Member, an eligible person shall pay an annual membership fee as stipulated in Appendix 2, the terms for each of which shall be established from time to time by the Board, as hereinafter defined in Article II, of the Chapter.

SECTION 2: RIGHTS AND PRIVILEGES OF MEMBERSHIP

Chapter Members, except for the Student Members and Associate Members (as defined in Article I, Section 1 & 3), shall have the following rights and privileges:

- (a) to vote in all Chapter elections;

- (b) to hold office in the Chapter, except as provided in Article II, Section 1 (a) and Article V, Section 1(b) and (c); and
- (c) to be eligible to receive all official publications of the Chapter.

SECTION 3: ASSOCIATE MEMBERS

Non-alumni friends of the University, including faculty and staff members, parents of students or of Alumni who reside within or are active with campuses located within the Branch's authorized geography, and others who wish to join in more formal relationships with the University and the Chapter shall be eligible to become Associate Members in this Chapter (each, an "Associate Member") upon payment of an annual fee. Associate Members shall be accorded the privileges of membership in the Chapter except that they may not hold office in the Chapter or vote in Chapter elections.

Article II. Organization

SECTION 1: THE CHAPTER BOARD

- (a) The governing body of the Chapter shall be the Board of Directors (the "Board"), which shall consist of individuals who are (i) elected Board Members, (ii) appointed Board Members, and (iii) ex-officio Board Members as set forth in this Article II, Section 1. The Board shall be composed of nine (9) Board Members to be elected in the manner provided in Article V of these bylaws ("Elected Board Members"). A nominating committee shall be established and shall screen candidates set forth herein taking into consideration such Board Member's commitment to the Chapter's mission, volunteer leadership experience and skills. (iv) Such additional Board Members, if any, as may be required under the provision of Article II, Section 3 herein.
 - (v) The current President of any Society or AIG located within the Chapter's authorized geographic area or their designee shall serve as advisory members of the Board at the discretion of the Executive Committee, but shall not have voting rights.
 - (vi) Two student members shall be selected to serve as advisory members of the board with no voting rights. The students shall be currently elected members of a Penn State Student Government organization within the authorized Branch geography.

The Chapter shall provide the Association access to the list of Directors. The list of Directors shall be updated with changes within 30 days of any material change. The list of Directors on the Chapters website shall be considered fulfillment of this requirement.

- (b) The term of office for each of the Elected Board Members shall be the longer of: (i) three (3) years, or (ii) until their successors shall be chosen and qualify. There are no term limitations for elected board members. Board members can continue to serve for as long as they are legitimately reelected.
- (c) The term of each of the Student Board Members shall be the longer of (i) one (1) year, or (ii) until their respective successor shall be chosen and qualify.

SECTION 2: THE EXECUTIVE BOARD

- (a) There shall be an Executive Board consisting of the President, Treasurer, the Vice President,

and Secretary. The executive board shall be nominated and elected by the elected voting members of the Board based on recommendations of the Nominating Committee. Dual officer roles are allowable if required and agreed on by the majority of the Board.

- (b) The Chief Executive Officer of the Association (“CEO”) shall serve as an ex-officio Member of the Executive Board without voting privileges.

SECTION 3: OFFICERS

The Officers shall consist of a President, a Vice President, a Treasurer, and a Secretary. The term of office of the President, the Vice President, Secretary and Treasurer shall be one (1) year subject to extension without limit if reelected. The officers shall be nominated and elected by the voting members of the Board. The Treasurer of the Chapter shall also serve concurrently as The Chair of the Budget and Finance Committee (“Budget Chair”).

Article III Reserved for future use.

Article IV. Meetings

SECTION 1: THE BOARD

- (a) The Board shall normally meet every other month, with the meeting in July to be known as the annual meeting (hereinafter referred to as the “Annual Meeting”). The board meeting will be scheduled for the second Thursday of the months for which a board meeting is scheduled. The Executive Board may amend the time and place of the meeting for special circumstances. The standing committees will meet in the alternate months when the board does not meet. The committee Chair will determine the schedule and time. The meeting schedule is illustrated in the table listed below:

PSAA Capital Area Chapter Board and Committee Meeting Schedule

Annual Meeting

January Board	February Standing Committees	March Board	April Standing Committees	May Board	June Standing Committees
July Board	August Standing Committees	September Board	October Standing Committees	November Board	December Standing Committees

- (b) Additional or special meetings of the Board may be called either by (i) the President, (ii) the Executive Board, or (iii) a petition to the President signed by at least a majority of Board Members.
- (c) Regular meetings of the Board may be held with three (3) weeks prior notice at such time and place as shall be determined by the President (or in his or her absence, by the Vice President). Special meetings of Board or the Executive Board may be called by a simple majority with a minimum of four (4) days prior written notice to each Board Member or Executive Board member, as applicable, and to such others as the President may deem necessary, either personally, by mail, by telephone, electronic mail, or any means of

communications technology in which a recipient can receive such a message.

- (d) A majority of the Board Members currently in office shall constitute a quorum for the transaction of business at Board meetings. The approval by a majority of the Board Members at a duly convened Board meeting at which a quorum is present shall be the acts of the Board.
- (e) One or more Board Members may participate in any regular or special meetings of the Board, the Executive Board, or a committee of the Board by means of conference telephone or similar communications technology of which all persons participating in such meeting can hear each other. Participation in a meeting in this manner by a Board Member will be considered to be attendance in person for all purposes under these bylaws.
- (f) Meetings of the Board may be attended only by Board Members and those invited to attend and/or participate by the President or by a majority of the Board and may, at the option of the President, be conducted in accordance with Robert's Rules of Order. The failure to follow such rules by Board Members or others shall be grounds for dismissal from any Board meeting.

SECTION 2: THE EXECUTIVE BOARD

- (a) The Executive Board shall hold at least four (4) meetings a year and can be in conjunction with regular Board meetings.
- (b) The President shall send written notice of the regular meetings to reach the members of the Executive Board not less than ten (10) days prior to the time of the meeting.
- (c) Additional or special meetings of the Executive Board may be called by action of the Executive Board, by the President or by written request to the President by at least two (2) members of the Executive Board. Notice of such meetings shall be sent to reach the members not less than four days prior to the date of the meeting.
- (d) A majority of the members of the Executive Board shall constitute a quorum for the transaction of business. The approval of actions by a majority of members of the Executive Board at any duly convened meeting of the Executive Board shall be considered the actions of the Executive Board, with the exception of any actions by the Executive Board pursuant to Article XXII of these Bylaws.

Article V. Elections

SECTION 1: ELIGIBILITY

- (a) Only Chapter Members (subject to the exclusions set forth in Article V, Section 2 herein) shall be eligible to serve as Board Members.
- (b) Persons who are plaintiffs in lawsuits or any other legal actions against either the Chapter, Penn State Alumni Association or the University are ineligible to serve as Board Members during the pendency of such lawsuits or any other legal actions.
- (c) Full-time, standing (regular) employees and part-time employees of the University, as defined by University Policy (HR06) or any applicable successor policy of the University, can serve as

an officer of the Branch, but must recuse themselves from any Branch business or voting on any issue where there is a potential conflict of interest of any kind.

SECTION 2: THE NOMINATING COMMITTEE/NOMINATING COMMITTEE PROCESS

- (a) There shall be a nominating committee of the Chapter ("Nominating Committee") which is a sub-set of the members of the Governance committee appointed by the President shall be composed of Board Members who are not then candidates for re-election or election to an office of the Board under Article II, Section 1. The Nominating Committee shall consider nominees to serve as Board Members and as Vice President. The then-current Vice President shall chair the Governance Committee, or if there is no Vice President in office or available to serve, then the President.
- (b) In selecting nominees, whose name shall be placed on the ballot for election to serve on Board commencing on July 1 immediately following such election ("Ballot"), the Governance Committee shall give due consideration, among other factors, to their nominees' support of the Chapter's mission and programs, their history of volunteer service to the University, the Chapter and to their communities, their leadership experience, their diversity and representation by colleges, organized Alumni units (including service as a Board Member), graduation years, and geographical areas.

Chapter members are urged to recommend to the Nominating Committee persons to be nominated to serve as a Board Member. The Nominating Committee shall receive and give consideration to such recommendations.

- (c) The Nominating Committee reserves the right to accept or reject recommendations to be considered for election to Board, whether by self or by third-parties, based upon any of the criteria listed in Article V, Sections 2 (b) and (c), as well as in the event such information submitted on behalf of such individual is deemed by the Nominating Committee to be incomplete. The actions of the Nominating Committee shall be deemed conclusive.
- (d) The Nominating Committee shall nominate one (1) or more of the recommended candidates for each of the three (3) elected Board Member positions to be filled each year ("Nominating Committee Process"). All candidates to be included for consideration by the Governance Committee for nomination, whether by self-submission or by a third party, must be submitted by the deadline stipulated in the table below. All recommended candidates must submit the signed Board Member Application which includes the Board Member Commitment. This provides documentation of the candidate's intention to abide by the Board Member commitments outlined in the Board Member Commitment document which will required to be signed prior to taking office.
- (e) The Nominating Committee shall issue its report to the Board which shall contain a slate of recommended candidates to be placed on the Ballot as a result of the Nomination Committee Process as soon as reasonably possible after its work is completed, but no later than date stipulated in schedule listed in Section 2.1

Upon delivery of the Nominating Committee's report to Board and the Boards approval, the President will place the names of the nominees on a Ballot and distribute to all Chapter Members eligible to vote. The ballot can be distributed electronically via email or other electronic polling solution. The results shall be tabulated and communicated to the membership as soon as possible after the confirmation of the results but no later than the dates stipulated in the

schedule in Section 2.1

Section 2.1: Nomination Committee Process Schedule

Request for Recommended Candidates from Membership:	March 1st
Recommended Candidates Completed Board Member Application Submitted to the Nomination Committee:	March 30th
Completion of Nomination Committee Process and Submission of Recommended Candidates to the Board:	April 30th
Board Approval of Candidates:	May 15th
Election Notice Sent to Members:	June 1st
Election Closed:	June 20th
Election Results Published	June 30th

SECTION 3: NOMINEES TO BE PLACED ON THE BALLOT VIA PETITION PROCESS

- (a) Only in the event that an individual had first sought to have his/her name included on the Ballot through the Nominating Committee Process pursuant to Article V, Section 2 but had not been approved by the Nominating Committee in the immediately concluded Nominating Committee, then such individual shall thereafter be eligible to have his/her name listed on the Ballot if he/she (i) meets the qualifications set forth in Article V, Section 1 and (ii) submits a petition (in form and content determined by the Executive Board in its sole discretion) containing at least twenty five (25) genuine, original signatures of Chapter Members which have been presented to the President at least ten (10) days prior to the commencement of Board's regular May meeting which attest to each person's support of the individual by such signatory. All signatures submitted on any such petition shall be inspected and verified by staff personnel of the Chapter to the extent deemed necessary by the Executive Board so that the genuineness of such signature, the validity of such candidate's membership in the Chapter on the date of such petition, and such other terms as may be determined by the Executive Board in its sole discretion. Once it has been determined by the Executive Board that an individual's petition and certain other qualifications have been met as described in Article V, Section 1 hereof have been verified, such person shall be notified by the Chapter after which his/her name placed on the Ballot for the election for Board. To the extent that any person submitting a petition would not meet all the qualifications (including those contained in Article V herein), that individual's name shall not be permitted to be placed upon the Ballot. In no event shall an individual who is seeking to have his/her name placed on the Ballot for election to Board be permitted to do so through the Petition Process without first submitting his/her name to the Nominating Committee and going through the Nominating Committee Process and not be approved by the Nominating Committee to have his/her name placed on the Ballot.

SECTION 4: PHILOSOPHY AND CONDUCT OF BOARD ELECTIONS

As stated in the Association's "Policies for Trustee and Alumni Board Elections," the Chapter's policy is to refrain from publicly endorsing, supporting, or campaigning to elect individual candidates in any Association, Chapter or BOT election. Accordingly, the Chapter shall not endorse, contribute to, work for, or otherwise support or oppose any electoral candidates or advocacy groups. Affiliate groups chartered by the Association are required to adhere to the Association's policy of political neutrality.

- (a) The order in which candidates are listed on the Ballot for election shall be decided by a drawing. Pertinent biographical material regarding the nominees and a personal statement from each nominee shall be published.
- (b) Chapter shall provide a facility on its secure website to execute the election process and count all legal ballots relating to any election for Board Members received on or before the election closure date stipulated in the schedule in Section 2.1.
- (c) The results of the election shall be publicized immediately following the official counting of the Ballots.
- (d) All Board Members so elected shall take office on July 1 of the year in which they are elected and must sign the Chapter's Board Member Agreement prior to taking office.

SECTION 5: ELECTION OF OFFICERS

- (a) The Nominating Committee shall present to the Board at its July meeting nominees for the offices of President, Vice President, Secretary and Treasurer based upon, among other attributes, his/her commitment to the Chapter's mission and goals, as well as demonstrated volunteer and active leadership experience within the Chapter. In all instances, prior to being a nominee for an officer position, such individual shall be a Board Member and a member of the Association. At the Annual Meeting of the Board, members shall have the opportunity to make additional Nominations from the floor for the Officers of the Chapter. They shall be elected by the Board at the Annual Meeting for a term of one (1) year.
- (b) If more than one Board Member has been nominated to serve for a specific office the vote shall be by secret ballot and the election shall be decided by majority vote. An ad hoc group of two (2) students currently serving as advisory Board Members will count the ballots immediately following the vote and certify the results.

Article VI. Powers and Duties

SECTION 1: THE BOARD

The Board shall be the governing body of the Chapter and shall be responsible for its management, control, and development in carrying out the mission of the Chapter as set forth in its Statement of Mission, assisting in the advancement of the mission of the University and increasing the interest and cooperation of University alumni in programs designed to be of service to the University. All Board Members must adhere to the commitments in the Board Member Commitment Document.

SECTION 2: THE EXECUTIVE BOARD

- (a) The Chapter shall, always, have an executive committee of the Board ("Executive Board") which shall transact the business of the Chapter in the intervals between Board meetings and shall have all the powers of the Board, reporting all actions taken at the next meeting of Board or sooner as occasion warrants.
- (b) The Executive Board shall make and present to the Board an annual report and a budget of estimated revenue and expense and shall direct the investment and care of all funds and monies of the Chapter.

- (c) The Executive Board is comprised of the President, Vice President, Secretary and Treasurer.

SECTION 3: THE PRESIDENT

The President shall preside at all meetings of the Chapter, and of the Executive Board, appoint committees, and perform such other duties as may pertain to the office. The President shall have the right to name a Board Member to preside at any meeting of the Chapter or of the Board at which neither the President nor the Vice President shall be present and shall have the right to name a Board Member who serves on the Executive Board to preside at any meetings of the Executive Board at which neither the President nor the Vice President shall be present.

SECTION 4: THE VICE PRESIDENT

In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall serve as chair of the Nominating Committee. In addition, the Vice President will be expected to represent the Chapter at various meetings, functions and events as requested by the President or Association CEO from time to time.

SECTION 5: THE IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve for a term of one (1) year immediately following the conclusion of such person's duties as President or until a new President is elected. In his/her capacity as Immediate Past President, he/she shall continue to be subject to the same obligations as any other Board Member, including those set forth in these bylaws relating to fiduciary duties and conflicts of interest. The Immediate Past President shall serve as the Past President to be succeeded by the next Immediate Past President, and so on.

SECTION 6: ROLE OF THE SECRETARY

The Secretary shall be responsible for the compilation and distribution of all Board and Executive Board meeting minutes and to maintain the required Organizational documentation, State and Federal filings and related documents.

SECTION 7: ROLE OF THE TREASURER

The Treasurer shall be appointed by the Board of the Chapter and shall work at all times with the Finance Committee of the Chapter. The Treasurer shall concurrently serve as the Chair of the Budget and Finance Committee and shall take such actions required to ensure that all financial information presented to the Executive Board is accurate. The Treasurer is responsible for adherence to the requirements and standards stipulated in the Chapter's Financial Governance Document, which includes but is not limited to the internal and external controls, preparation of financial statements, reconciliations, and the completion of all required tax returns

SECTION 8: INABILITY TO SERVE OUT A TERM AND NEWLY CREATED BOARD POSITIONS.

- (a) In the event of an officer's death, disability, or resignation, the following protocol shall be

followed: 1) In the case of the President's inability to serve, the Vice President shall assume the office of President and fill the remainder of the term; 2) In the event of the vacancy of the Vice President a special election by the Board shall be held as soon as practicable to elect a new Vice President. The process shall be conducted by the Nominating Committee, with the chair of the Nominating Committee being temporarily filled by the then President.

- (b) With the exception of the Ex-Officio Members, vacancies in the membership of Board due to death, resignation, removal or other reasons and newly created Board Member positions may, at the option of the Executive Board, be filled by a vote of a majority of the members of the Executive Board, though less than a quorum, and each person so selected shall be a Board Member for the unexpired term.

Article VII. Duties of Board Members and Removal of Board Members

SECTION 1: Fiduciary Duty.

Members of Board shall at all times stand in a fiduciary relationship to the Chapter which reposes special confidence in each member. Members of Board shall act in good faith, with due regard to the interests of the Chapter, and shall comply with the fiduciary principles for conduct in addition to any other state or federal requirements. Board Members bring to their roles varied backgrounds and expertise, and they are selected in different ways, but they must keep the welfare of the Chapter, not just a particular constituency, at all times paramount.

SECTION 2: Misuse of Information.

No Board Member shall for personal gain or benefit or for the gain or benefit of others use any information not available to the public at large and obtained as a result of service to Board.

SECTION 3: Removal.

Any member of Board other than an Ex-Officio Member may be removed from his or her position as a Board Member in accordance with this Section 3.

- (a) If any Board Member misses two (2) consecutive regular meetings of the Board, unless extenuating circumstances exist, the Executive Board, by majority vote, may dismiss such Board Member and in such case, the President may appoint a successor for the unexpired term.
- (b) If any Board Member believes that a Board Member has breached his or her fiduciary duty to the Chapter, the Member shall raise the issue with the President.
- (c) Removal of a Board Member shall require a proposal to the Executive Board by the and active Board Member to take action to remove a Board Member on the basis that the Board Member has breached his or her fiduciary duty to the Chapter. Removal shall require the determination of not less than two-thirds of the Executive Board present at a duly called meeting of the Executive Board that the Board Member has breached his or her fiduciary duty and as such Board Member shall be so notified pursuant to written notice and upon such notice, the termination of such Board Member shall be effective. The Board Member in question shall be permitted to present his or her case for non-removal as part of the

Executive Board's deliberation on the matter.

Article VIII. Committees

SECTION 1: Establishing Committees

The Executive Board or President shall authorize the appointment of such standing or special committees and task forces as may be appropriate and the duties of such committees shall be as determined from time to time by the Executive Board.

SECTION 2: STANDING COMMITTEES

The standing committees of the Board consist of the

1. Budget and Finance Committee
2. The Technology Committee,
3. The Scholarship Committee
4. The Student Outreach Committee
5. The Community Outreach Committee
6. The Events Committee
7. The Communications Committee
8. The Membership Committee
9. The Governance Committee (Which will also serve as the Nomination Committee with amendments and additions to replace members who are up for reelection)

The responsibilities of each of these committees will be determined by the Board of Directors and implemented by the Committee Chairman. In the future, the Executive Board shall form such other committees as the Executive Board or President may from time to time authorize.

Article IX. Official Publications

SECTION 1: PURPOSE

The official publication of this Chapter is the monthly newsletter published on the Chapter's website.

SECTION 2: DIRECTION AND CONTROL

The officers of the Chapter shall be the publisher of the official publications.

SECTION 3: CIRCULATION

Chapter Members and Associate Members and such others as may be determined by the Executive Board, shall be eligible to receive all official publications.

Article X. Funds

SECTION 1: THE CHAPTER FUNDS

The Chapter funds shall be:

- (a) Maintained in comingled accounts until such time the balance for any given fund exceeds \$100,000. While funds are maintained in comingled accounts all transactions must be identified as to the appropriate fund they are assigned to from both a cost and revenue

standpoint as required by fund-based accounting in accordance with G.A.A.P. and as spelled out in the Chapter's Financial Governance Document.

- (b) The Scholarship Fund, which is a restricted fund, contains funds that will be either distributed to students via grants, or contributions to the Branch's endowment fund which is managed by the University.
- (c) The Unrestricted Operating Fund which is intended to fund the day to day operating expenses of the Chapter.
- (d) The Four Diamonds Fund, which use is restricted for donations to the Four Diamonds Organization of the Penn State University Hospital. Funds are primarily sourced from the profits of the Annual Toast to Four Diamonds event.

SECTION 2: Fund Management

The accounting, reconciliation, governance, and controls for all financial transactions of the Chapter must adhere to the provisions of the Chapter's Financial Governance Document.

Article XI. The Capital Area Chapter's Purpose

SECTION 1: PURPOSES

The purposes of the Chapter are:

- (a) To assist the University in promoting its programs under the direction of the Chapter;
- (b) To promote the fellowship and welfare of Alumni, students, parents of students, and other friends of the University residing in the chapter area by providing information and services to them;
- (c) To recruit volunteer assistance for the various programs of the Chapter and the University.

SECTION 2: ORGANIZATION

- (a) The Chapter was formed to serve the Central Pennsylvania Region specifically focusing on the Geographic area authorized by the Association and listed in Appendix 1.
- (b) The Chapter has been provided with a Charter authorizing the Chapter to operate as an autonomous subordinate group of the Association.
- (c) The Chapter has been authorized and directed by the Association to maintain independent financial records and to make independent tax and other related State and Federally required filings.
- (d) The Chapter shall be governed by a board of directors, the number of which is stipulated in Section 2 of these bylaws. If not already a member, all Chapter directors shall be Members or Associate Members of the Association before they begin their term of service as such.
- (e) The authorization letter confirming the Charter can be found in Appendix 6.

- (f) The charter entitles the Chapter to obtain advice, counsel, and assistance from the Chapter staff for such services as research, membership growth activities, programs, and events, etc. Such assistance may be subsidized in part by the Chapter for organizational purposes, but otherwise the Chapter shall be responsible for the costs incurred.
- (g) To retain its charter, the Chapter must fulfill the following obligations:
 - 1. Hold at least one general meeting each year at which business is transacted.
 - 2. Comply with the provisions of these bylaws and its own bylaws.
 - 3. Complete an Annual Report as required by Article XVI of these bylaws.
 - 4. Groups must actively communicate with Group members (newsletter, up-to-date web page, and email).
 - 5. A Group must promote and recruit new members of the Group.
 - 6. The Group's board of directors must all be members of the Association.
 - 7. The Group must maintain its tax-exempt status with the Internal Revenue Service (the "IRS") by filing necessary information reports with the IRS.
 - 8. The Group must maintain an accurate Board of Directors list and provide the Association with a copy.
 - 9. The Group shall review its bylaws annually, comply with its own bylaws and the bylaws of the Association and provide the Association with any amendments to the Group's bylaws.

SECTION 3: CHARTER REVOCATION

When the requirements of Article XI, Section 2 have not been met by the Chapter, the Association's Executive Board, one year after notice to such Chapter of its intention to do so and with the approval of the Association Council, shall revoke the Charter of the Chapter unless the Executive Board of the Association determines that the Chapter has resumed compliance with the requirements of Article XI, Section 2.

If a Chapter charter is revoked, the Penn State Alumni Association shall notify Chapter officers in writing of the revocation.

SECTION 4: REINSTATEMENT

Reinstatement of a revoked charter may be obtained only by fulfilling the original requirements as stipulated in Article X, Section 2 of the Association bylaws, and Article XV, Relations with the University.

- (a) The Chapter shall not publish, release, or endorse to the public any statement, complaint, or recommendation that conflicts in any way with the policies and administration of the University the Association or of the Chapter without first having obtained the approval of the Executive Board of the Association.
- (b) In the interest of orderly procedure, communications from the Chapter to the University shall be forwarded through the CEO.

Article XVI. Annual Report

Each Chapter, Society, APG, and AIG shall submit an annual report to the Association on or before September 1 of each year. The Annual Report shall be in a form prescribed by the Association and shall contain financial and such other information as is from time to time requested by the Association.

Article XVII. Fundraising

Fundraising activities of the Chapter shall not be in conflict with the University's development efforts. The Association shall be informed of all fundraising activities of The Chapter.

Article XVIII. Fiscal Year

The fiscal year of the Chapter shall terminate on June 30.

Article XIX. Indemnification

All Board members and Officers of the Chapter shall be considered Directors and Officers of the Association for the purposes of Article XIX of the Association's SECOND AMENDED AND RESTATED ALUMNI ASSOCIATION MISSION AND BYLAWS.

Article XX. Dissolution

Should there be a dissolution of the Chapter, the Board shall, after paying and making provision for the payment of all liabilities of the Chapter, distribute all of its remaining assets to the Association or its successor.

Article XXI. Conflicts of Interest and Responsibilities of Board Members

SECTION 1 Conflict of Interest

A "conflict of interest" exists when a reasonable observer, having knowledge of all of the relevant facts and circumstances, would conclude that a Board Member or an individual whose name has been submitted to serve as a Board Member ("Proposed Board Member") has an actual or apparent conflict of interest in one or more matters related to the Chapter. In addition to financial conflicts of interest, a conflict of interest shall include a situation in which a Board Member or Proposed Board Member, or related entity has an interest that may lead such individual to act in a way that is incompatible with or a breach of such individual's fiduciary duty to the Chapter and/or the University or use such role to achieve personal gain or benefit or gain or benefit to family, friends, associates or related entity.

SECTION 2: DISCLOSURE OF CONFLICTS

Any Board Member shall disclose any relationship which such person may have with any person, corporation, or other entity with whom or with which the Chapter proposes to enter into any contract or other transaction which will or may result in his or her financial gain or personal advantage. Such persons shall not be present at meetings at which such proposed contracts or other transactions are discussed and further, shall abstain from voting upon such proposed contracts or transactions. If any such person shall fail to make the appropriate disclosure before the Chapter enters into such contract or transaction, the Executive Board may remove such person from the office or position

held in the Chapter.

Article XXII. Amendments

These bylaws may be amended, changed, or repealed by a simple majority vote of the Board after providing twenty (20) days prior written notice to Board and the Association before taking such action. Bylaws should be reviewed by an ad hoc committee appointed by the President every five (5) years, or sooner as circumstances warrant.

Initially adopted by the Board on July 1, 2018. All previous Chapter Bylaws are superseded by the new bylaws adopted herein.

Acknowledgements

We hereby approve the adoption of the bylaws stated above for the Capital Area Chapter of the Penn State Alumni association to be effective 7/01/2018.

- **Board Approval**

Based on a vote of the Board of Directors on June 14th, 2018 with a quorum present the Board of Directors approved version 1.2 of the bylaws with a unanimous approval by all members present as documented in the approved minutes on file.

- **Penn State Alumni Association Approval**

Approved by:

Paul Clifford CEO

Date

APPENDIX 1

The current authorized geography approved by the Association is Dauphin and Cumberland Counties in the State of Pennsylvania.

APPENDIX 2

The annual fee for membership for all classes of membership requiring payment is \$15.00 per year.