

CHESTER COUNTY CHAPTER OF THE PENN STATE ALUMNI ASSOCIATION

Chapter Bylaws

Effective as of July 2024

Article I: NAME

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

Article II: PURPOSE

Section 1. The objectives of the Chapter shall be to connect alumni to The Pennsylvania State University ("Penn State") and each other as well as providing opportunities and 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. Eligibility: A member of the Association with an address on record within Chester County Pennsylvania ("County") shall be a member of the Chapter.

Section 2. Membership Dues: An eligible person shall pay to the Association either an annual or lifetime membership fee, the terms for each of which shall be established from time to time by the Association's Executive Board, as hereinafter defined in Article II, of the Association. The Chapter will not charge separate dues or other perceived fees for membership.

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Section 3. Event Fees: The chapter's events and activities shall be open to the entire Penn State community regardless of Association and/or Chapter membership status. The Chapter may charge fees for attendance at events and such fees may differ for chapter members vs non-members. These fees do not constitute membership dues in part or whole.

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 seven (7) nor more than eleven (11) members. The Executive Officers of the Board (the "Officers") shall be the President, Vice President, Secretary, and Treasurer. The other members of the Board shall be referred to as "Directors" and shall be the chair or co-chair for any committee, the lead of a specialty area, or the chair of an event. However, one does not need to be on the Board to lead a specialty area or chair an event.

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 Chester County communities to provide guidance to the Board. A two-thirds (2/3) majority of the current 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. Board members may be re-elected, with no term limits.

Section 3. All Board members must be a member of the Association in good standing (current with dues and membership not suspended).

Section 4. Voting members of the Board are expected to attend at least 75% of the Board meetings per year unless they are excused from attendance. However, continuous absence (missing more than half) will nullify an excused exception. Failure to comply with this or uphold any of the duties described herein, or act in a manner determined to be unfitting a board member are grounds for dismissal from the Board. Dismissal requires a two-thirds (2/3) majority of the remaining members of the 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 and absentee voting be permitted.

Article V: NOMINATION AND ELECTION OF BOARD OF DIRECTORS

Section 1. Elections for all positions on the Board shall be held every other year in June during an Elections Meeting which may take place at a regularly scheduled Board meeting.

Section 2. There will be at least two Nominating & Elections Chairpersons which shall be appointed by the Board with the establishment of an ad hoc Nominating & Elections Committee. Those appointed shall not be amongst those nominated.

Section 3. Nominations shall be entertained for any position on the Board 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 4. All nominees must complete a nominee questionnaire, which shall at a minimum include a list of goals for the organization and a personal statement. The questionnaire must be submitted to the Nominating & Elections Chairpersons no later than 30 days prior to the Elections Meeting. If there are nominations equal to or less than those needed to fill the current size of the board, the Nominating & Elections Chairpersons can determine if an official election is needed or declare automatic appointment of all those nominated.

Section 5. The Nominating & Elections Chairpersons shall prepare a candidate package listing each candidate along with their questionnaire responses for distribution to membership in preparation for the election. If there is going to be an automatic appointment the candidate package shall be distributed as an announcement introducing the new board with explanation of the reason for no vote that year.

Section 6. Only Chapter members in good standing who did not vote by absentee ballot may vote at the Elections Meeting. Members may vote by absentee ballot using the link for voting distributed with the candidate package. Absentee voting must be completed one day prior to the Elections Meeting. Nominating & Elections Chairpersons will tabulate, but not share, the results of the absentee voting prior to the elections meeting and not offer an in-person ballot to any member who already voted by absentee ballot.

Section 7. The election procedure at the Elections Meeting shall be as follows:

- A. In alphabetical order by last name, each candidate shall present themselves to the membership for no more than 3 minutes. All other candidates shall leave the room.
- B. Following the introductions, all candidates will be present in the room. Voters must pose the same questions to all candidates, not one specific candidate. The Nominating & Elections Chairpersons shall give each candidate an opportunity to answer and shall determine the duration of the question-and-answer period.
- C. The Nominating & Elections Chairpersons will distribute paper ballots.
- D. Members will vote for the number of candidates to fill the current size of the board.

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- E. The Nominating & Elections Chairpersons will collect the in-person ballots, tabulate the results of in-person ballots and merge with the absentee voting results.
- F. The Nominating & Elections Chairpersons shall announce the final results. The number of candidates to fill the current size of the board receiving the most votes shall be declared members of the new Board. In the case the final Board members cannot be determined due to a tie, a new vote by in person members shall be conducted. Members will vote for the number of candidates to fill the remaining seats from only those candidates who were part of the tie.

Section 8. All terms shall commence on July 1 of the election year and extend through June 30 of the next election year. Any member of the Board may only be removed for cause upon the vote of two-thirds (2/3) majority of the remaining Board members.

Section 9. Chapter Executive Officers shall be President, Vice-President, Secretary, and Treasurer.

Section 10. Following the election of the Board, the Nominating & Elections Chairpersons shall call for nominations to the Officer positions from those elected to the Board. Nominations shall be submitted to the Nominating & Elections Chairpersons no later than 7 days prior to the first meeting of the newly elected Board.

Section 11. Officers will be elected at the first meeting following the election of the new Board. Board members must be present in-person or virtually to participate in the election of Officers. The Nominating & Elections Chairpersons shall run the election of Officers as follows:

- A. The order of elections shall be President, Vice President, Secretary and Treasurer.
- B. Voters may pose questions to all candidates, not one specific candidate. The Nominating & Elections Chairpersons shall give each candidate an opportunity to answer and shall determine the duration of the question-and-answer period.
- C. The Nominating & Elections Chairpersons will distribute the paper ballots to those in person and call for vote by way of written sign from those attending virtually.
- D. The Board will vote for the candidate they want to fill the Officer position being voted on.
- E. The Nominating & Elections Chairpersons will collect and tabulate the results. A simple majority of votes is required for election to any position.
- F. The Nominating & Elections Chairpersons shall announce the results for that position and repeat this process for the remaining Officer positions.
- 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 at any time there are no prior or transferred nominations for a specific Officer position, the Nominating & Elections Chairpersons shall call for nominations from the floor.

Section 12: Vacancies in any Executive Officer position shall be filled through a vote of the Board at a regular Board meeting. All members of the Board 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.

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Article VI: OFFICERS AND DUTIES

Section 1. 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.
- manage the day-to-day business of the Chapter, call Chapter and Board meetings and preside at those meetings
- inform the Alumni Association of Chapter activities and shall be responsible to submit all reports as are required by the Alumni Association.
- be the primary liaison with the Alumni Association and other Penn State alumni groups.
- be responsible to ensure proper training of executive officers and Board members.
- prepare materials and agenda for meetings of the Board.

Section 2. The Vice President shall

- perform the duties of the President in the event of the absence or disability of the President, or at his/her request.
- perform such additional duties as may be delegated to him/her by the President.
- shall become President until the next Elections Meeting if the office of the President becomes vacant

Section 3. The Secretary shall

- keep the minutes of Board meetings
- support the president in preparation of materials and agenda for meetings of the Board.
- notify members of meetings
- notify members of election or appointment to office
- act as custodian of records including records of committees and partnerships.
- work closely with the President and Vice President to prepare all reports as required by the Alumni Association.

Section 4. 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. Any investment funds shall be maintained in an account that is secured by the SIPC. The account(s) 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 Officers. The annual budget shall be submitted for approval to the Board no later than

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one (1) month prior to the start of the fiscal year. In election years, if there are new Officers and Directors, the Board can choose to revisit and update the budget previously accepted.

- D. The Treasurer shall oversee the issuance of all expenditures (chapter checks, chapter credit/debit card, or other) made by the Board. Any member of the Board is permitted to process an expenditure with written or verbal consent from the Treasurer or President (subject to the requirements stated in item E).
- E. The following approval requirements shall be in effect:
- Transfer of funds from one Chapter account to another are exempt from these requirements.
 - If expenditures require approval in a timely manner, the Board may collect majority approval by email with a deadline or call an ad-hoc meeting (virtual or in-person). Approval will be the majority of those responding and/or in attendance.
 - If expenditures are urgent and time critical, the President can approve with follow up communication to the Board.
 - All operating expenditures (checks, banking fees, web fees, mailer fees, promotional items etc.) shall be auto approved and monitored by the Officers.
 - For budgeted line items (events), expenses up to the amount budgeted are auto approved.
 - For non-budgeted items (events), an estimate shall be submitted to and approved by the Board prior to incurring any expenses.
- F. The Chapter bank account shall be managed by the Treasurer and the President; therefore, all chapter checks shall be signed by one of these two Officers.
- G. The Treasurer may delegate responsibilities to an external accountant. If desired, a third party shall be designated to manage accounts as agreed between the Treasurer and the third party.
- H. The Treasurer's records can be subject to review by the President, Vice President, 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.
- I. 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.

Section 2. The Board is authorized to establish and deactivate committees to carry out the major functions. Committees can be deemed to be standing or ad hoc. When a committee is to be a standing committee, one of the Board members must be the chair or co-chair. An ad hoc committee Chair can, but not required to, be a member of the Board. A Chair of an ad hoc committee is not automatically a member of the Board.

Section 3. A statement of purposes and a list of duties of each standing and ad hoc committee will be developed and recorded by the Secretary. The purpose statements shall be reviewed annually and may be changed by a majority vote of the Board.

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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 recorded by the Secretary.

Article IX: MEETINGS

Section 1. The Board shall meet at least eight (8) times each year. Meetings shall be open to the public unless otherwise announced. A representative of the Association shall have an open invitation to attend a 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 X: 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 the members in attendance shall be required for passage of the Amendment(s).

Article XI: DISSOLUTION

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

Article XII: 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 XIII: FISCAL YEAR

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

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APPENDIX TO BYLAWS

Section 1. When the Board elects to form a committee there are several standard committees that are usually formed. This list shall be considered first for name and purpose before starting a new committee.

Section 2. The following shall be considered for standing committees:

- A. Athletics** – This committee shall be responsible for providing a series of events designed to promote Penn State athletics. The primary function of the committee is to coordinate with our partners, promote the marketing, and ensure the success of our Penn State athletics watch parties. The Committee shall identify potential areas of interest of the Chapter and develop other athletic related events. The Committee shall be aware of events happening in and around Chester County to identify potential events in which the Chapter could participate. The Chair of the committee is responsible for maintaining a record of information relevant to the position and all events held.
- B. Communications** - This committee shall devise ways to continue to engage alumni through social media platforms including but not limited to Facebook, Instagram, and LinkedIn. The Communications chair(s) shall be responsible for increasing subscribers and the quantity and quality of social posts. This committee will collaborate with other committees to ensure that their events and call to actions are effectively publicized by creating and/or approving marketing content.
- C. Community Service** – This committee shall provide the Chapter the opportunity to deliver service in community projects. The Community Service Chair shall serve as a liaison between the Chapter and non-profit community service organizations and shall maintain awareness of the Chester County community's needs and seek to involve the Chapter in solutions. The Chair of the committee is also responsible for maintaining a record of information relevant to the position and all events held. This committee shall hold/offer at least two community service events per year.
- D. Engagement** – This committee shall devise ways to encourage area alumni to participate in Chapter activities and to become members of the Association. This committee shall serve as the chapter's primary point of contact for questions related to involvement in the chapter. The Engagement committee shall be well-versed in the various membership pricing options and share this information with the board so that everyone understands and can articulate the membership model. The Chair shall maintain the list of all current Alumni Association members in Chester County, which shall be obtained from the Association and used in accordance with the Association's guidelines. The Chair is also responsible for maintaining a record of information relevant to the position and membership reports.
- E. Professional Development** - This committee shall create professional development opportunities for local alumni. The Chair will engage alumni through a variety of channels including but not limited to events and content distribution. Additionally, this committee will partner with Penn State affiliate groups, local organizations, and the Association to broaden the scope of professional

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development opportunities for alumni. The Chair of the committee is responsible for maintaining a record of information relevant to the position and all events held.

- F. Scholarship & 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 the Chapter. The Committee is responsible for coordinating the annual Freshman Send-off Event. The Chair of the committee is responsible for maintaining a record of information relevant to the position and all events held.
- G. THON** – This committee shall be responsible for the preparation and implementation of all aspects of the Chapter’s THON fundraising efforts for Four Diamonds. The Chair of the committee is responsible for maintaining a record of information relevant to the position and all events held.

Section 3. The following shall be considered for ad hoc committees:

- A. Technology** – This committee shall be responsible for maintaining, and as necessary creating and updating, the technological infrastructure of the Chapter. The Committee shall be responsible for the functionality of the Chapter website(s), email, social media platforms, electronic payments, and other technology deemed necessary by the Board. The Committee shall ensure a crisis plan exists that can be implemented should any system go down. The Committee shall evaluate and address the technological needs of the Chapter on an ongoing basis. The Chair is also responsible for maintaining a record of information relevant to the position and technology reports.
- B. Nominations & Elections** – This committee shall consist of at least two (2) Chapter members and shall oversee the Nominations & Elections processes as set forth by the above bylaws. The committee shall assist in identifying potential candidates for election to the Board, 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 following the election of officers.