

# **BYLAWS OF THE HAMPTON ROADS CHAPTER OF THE PENN STATE ALUMNI ASSOCIATION**

## **ARTICLE I – NAME**

The name of this organization shall be the Hampton Roads Chapter of the Penn State Alumni Association (the “Chapter”), an affiliate group of the Penn State Alumni Association (the “Alumni Association” or “PSAA”).

## **ARTICLE II – PURPOSE**

The Chapter is formed exclusively for charitable and educational purposes. The specific purposes of the Chapter are:

- (1) To assist The Pennsylvania State University (the “University”) in promoting its programs under the direction of the Association;
- (2) To promote the fellowship and welfare of alumni of the University (“Alumni”), students, parents of students, and other friends of the University residing in the Chapter area by providing information and services to them;
- (3) To recruit volunteer assistance for the various programs of the Association and the University; and
- (4) To meet its obligations as a chartered Chapter of the Association in accordance with the Bylaws of the Association.

In furtherance of these specific purposes, the Chapter shall have all the powers created by law, so long as they are consistent with the requirements of the Chapter’s charter from the Association; the Association’s Bylaws and Articles of Incorporation; and Section 501(c)(3) of the Internal Revenue Code (the “Code”). Such powers shall include 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.

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 as its officers or directors or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable reimbursement/compensation for services rendered or in support of official chapter business to board officers, chapter members, or independent contractors and to make payments and distributions in furtherance of the purposes set forth above.

No part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except advocacy in support of the

University's legislative agenda through the Grassroots network or equivalent organization, 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 or the University.

Notwithstanding any other provision of these Bylaws, the Chapter shall not carry on any other activities not permitted to be carried on by: (1) an organization described in Section 501(c)(3) of the Code; or (2) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Code.

## **ARTICLE III – MEMBERSHIP**

### **Section 1: Eligibility.**

Membership in the chapter is included in membership to the overall Alumni Association. To become an Association Member, an eligible person shall pay either an annual membership fee or purchase a life membership. Dues for membership will be paid directly to the Penn State Alumni Association. Chapter members must live within the geo-code established by the PSAA.

In addition to current or former Penn State students, parent(s) of the same, or friend(s) of the University may become members or participate in events.

Most chapter events and activities will be open to the entire Penn State community regardless of membership status. The chapter may charge fees for attendance at events. These fees do not constitute membership dues in part or whole.

### **Section 2: Territory.**

The Chapter's geographic area is specifically defined by the geo-code (i.e. ZIP Codes) that cover southeastern Virginia (i.e. the "Hampton Roads area") as assigned by the Alumni Association.

## **ARTICLE IV – GOVERNANCE**

### **Section 1: Board of Directors.**

The Board of Directors (the "Board") will consist of nine Chapter Members, plus Ex-Officio Members.

The length of term for elected members of the Board shall be two years. Board members may be re-elected.

Elected and appointed members of the Board are Voting Members.

## **Section 2: Officers.**

The Officers of the Chapter shall consist of a President, Vice-President, Secretary and Treasurer. All Officers shall be elected from and directly by the Board. Ex-Officio Members shall not be eligible to hold office in the Chapter.

The length of term for Officers shall be one year. Officers may be re-elected.

## **Section 3: Ex-Officio Member.**

**Past-President.** A Past-President who is not re-elected to the Board may be an Ex Officio Member of the Board beyond the expiration of his/her term of membership on the Board, if he/she desires. Only the most recent Past-President not serving on the Board shall be eligible to be the Ex Officio Member.

## **Section 4: Elections.**

Annual elections shall be conducted in accordance with the Chapter's Elections Standard Operating Procedure.

**Board Elections.** In the spring, four voting members of the Board shall be elected during even years, and the remaining five voting members of the Board shall be elected during odd years. Board members will be nominated and voted upon by the Chapter Membership. Those candidates receiving the largest number of votes shall be considered elected to the Board.

In the case that the annual eligible Board candidates are fewer than the number of vacant Board positions, elections shall proceed and eligible Chapter members may be subsequently nominated to fill vacancies by the President and submitted to the Board for approval. See Article IV, Section 5.

**Officer Elections.** The Board shall elect its Officers prior to the first meeting of the Chapter's fiscal year calendar.

Each Board member may be nominated for a maximum of two Offices. Nominations for the Offices of President, Vice-President, Secretary and Treasurer must be submitted in writing to the Chapter Secretary by a date designated by the President.

Those candidates receiving the largest number of votes for each Office shall be considered elected to their respective Offices. In the event that a member of the Board is elected to two Offices, he/she will choose one Office to assume and the Board will hold another election for the declined Office from the remaining candidate(s).

Candidates for President shall have at least one year of Chapter Board experience.

Board members serving in the middle of their term or those recently elected for a term may nominate and elect Officers for the upcoming fiscal year. Board members who 1) voluntarily resign from the Board, but serve until the expiration of their term, or 2) voluntarily resign in the middle of their term and will not be on the Board during the following fiscal year are not eligible to nominate or vote for incoming Officers.

## **Section 5: Vacancies.**

**Board Member Vacancies.** The President may recommend a Chapter Member to the Board to serve the remainder of an unexpired term of a former Board member or to fill an unelected Board position. A majority vote of approval by the Board will be conducted to fill the vacancy. An appointed member of the Board cannot immediately serve as an Officer.

**Officer Vacancies.** If an Officer vacancy occurs, the Board will elect another Board member to serve the remainder of an unexpired term, except in the event of the vacancy of the Office of the President, in which case the Vice-President shall be elevated to President.

## **ARTICLE V – DUTIES**

### **Section 1: Duties of Officers.**

The duties of Officers are set forth below, plus additional duties as assigned by the Board.

**President.** The President will serve as Chair of the Board and may serve as an Ex-Officio member of the Chapter committees.

He/she will manage the day-to-day business of the Chapter, request volunteers or appoint Chapter members as committee chairpersons, propose Chapter and Board meetings, create and submit agendas to Board members in advance of the meetings, and preside at those meetings.

The President shall submit an annual report to the PSAA.

**Vice-President.** In the absence or incapacitation of the President, or at his/her request, the Vice-President shall execute the duties of the President. In addition, the Vice-President may be requested to perform other duties, as delegated by the President.

Should the Office of the President become vacant, the Vice-President shall assume the Office of the President until the next annual election of Officers by the Board.

Perform the duties as Finance Committee Chairperson.

**Secretary.** The Secretary will keep the official minutes of meetings of the Chapter and the Board, will maintain the record of attendance, and publish the minutes to the Board for review ideally no later than 2 weeks after the meeting.

He/she will maintain the official copies of the Chapter's Charter, Bylaws and other directives/policies; of previous Chapter and Board meeting minutes; and is responsible for archiving the Chapter's documentation reflecting historical experience from programs and committee work.

**Treasurer.** The Treasurer is responsible for all receipts, tax filings and disbursements of the Chapter and will assist the Secretary with the Chapter's records, if necessary.

The Treasurer is responsible for overseeing that disbursements are made in accordance with the Chapter's annual budget, recommended by the Finance Committee and approved by the Board. Deviations from the approved budget should be brought to the attention of the Board.

He/she is responsible for submitting a current financial statement regularly to the Board.

He/she will create an annual financial report at the annual meeting of the Chapter after the fiscal year.

He/she will prepare an annual budget with the assistance of the Finance Committee.

## **Section 2: Duties of the Board.**

The Board of Directors is the legislature of the Chapter and shall have general charge over the affairs of the Chapter in accordance with these Bylaws. The Board's duties shall include:

- Establishing Chapter objectives and policies.
- Guide the Chapter by providing oversight, good governance, overall direction and strategic planning for Chapter management.
- Make decisions on major Chapter issues consistent with the guidance set forth by the Alumni Association.
- Approve/Disapprove recommended deviations to the Annual Budget.
- Serve as ambassadors and outreach role as the faces of the Chapter.
- Adopt and revise Chapter Bylaws or other Chapter directives/policies.
- Meet regularly as directed by the President. See Article VII, Section 2.
- Establish election procedures; and

- Oversee the management of the Chapter's finances. This duty includes:
  - o Ensure that assets of the Chapter are in safe custody and with prudent person standards consistent with Chapter objectives; and
  - o Direct regular and special audits of the financial accounts of the Chapter.

Voting members of the Board will serve on at least one standing committee of the Chapter.

A Board member may be removed from the Board by an affirmative vote of two-thirds of the members of the Board. Removal from the Board shall not impair any other Membership rights the former Board member holds as a Member of the Alumni Association.

## **ARTICLE VI – COMMITTEES**

### **Section 1: Standing Committees.**

The Chapter may have standing committees such as Membership, Finance, Communications, Scholarship, Social, Student Outreach, and Community Service.

Each committee will have a chairperson who is responsible for carrying out the functions of the committee and reporting to the Board, per request.

The President will request volunteers or appoint committee chairpersons. Committee membership is open to all Chapter members.

Each committee will consist of at least two members, including Ex-Officio members.

### **Section 2: Committee Functions.**

The functions of the Chapter's standing committees are set forth below. Additional functions may be agreed upon and assigned by the Board.

**Membership.** The Membership Committee coordinates and promotes membership in the Chapter and in the Alumni Association.

**Finance.** The Finance Committee coordinates the Board's financial responsibilities. This committee will:

1. Oversee the Chapter's assets.
2. Review the annual budget and make recommendations to the Board.
3. Monitor ongoing budget and financial procedures, including review of monthly financial reports.
4. Manage/oversee the Chapter's investments, including endowments.
5. Responsible for arranging an annual audit to be performed no later than the end

of the fiscal year by non-Finance Committee Chapter Members.

6. Ensure compliance with Alumni Association and IRS procedures, guidelines and filings.

The Vice-President will be the chairperson of this committee, and the Treasurer will serve as an ex-officio member.

**Communications.** The Communications Committee is responsible for the internal and external communications of the Chapter. This committee will:

1. Work with the Alumni Association to help publicize national and local events and news with respect to the University.
2. Assist all other committees or Board members in securing publicity for all Chapter activities.
3. Generate periodic newsletters and electronic communications.
4. Coordinate maintenance of the Chapter website and its online presence with the webmaster.

**Scholarship.** The Scholarship Committee is responsible for awarding the Chapter's R. Donald and Rose Marie Anderson Memorial Scholarship. This committee will:

1. Abide by the Chapter's Scholarship Standard Operating Procedure.
2. Work with Penn State's Office of Student Aid to ensure compliance with all necessary guidelines.
3. Coordinate awarding of scholarships with Penn State's Office of Student Aid.

**Social.** The Social Committee assures that a schedule of activities exists and consists of well-rounded events designed to promote all aspects of Penn State's educational programs as well as to further the membership of the Chapter.

**Student Outreach.** The Student Outreach Committee focuses on interaction with Penn State current and prospective students. This committee will:

1. Coordinate an annual student send off event.
2. Coordinate supportive outreach to current students during the academic year.
3. Participate in outreach programs to prospective students as offered by admissions.

**Community Service.** The Community Service Committee focuses on Chapter members' interaction with the Hampton Roads Community. This committee will:

1. Determine local organizations to support philanthropically and through volunteerism.
2. Recommend and organize events and activities that support local organizations.

### **Section 3: Ad Hoc Committees.**

Ad hoc committees are established by the President, who will appoint a voting member of the Board to chair such a committee.

## **ARTICLE VII –MEETINGS**

### **Section 1: Annual Meeting.**

The Chapter shall hold an Annual Meeting at a time to be determined by the Board, at which time the President shall present the “State of the Chapter” report.

### **Section 2: Board Meetings.**

The Board shall meet at regular intervals as determined by the group.

- The location and time of Board meetings will be determined by the Board. Notice of any meeting shall be given at least five business days in advance.
- It is the responsibility of each Board member to stay current on meeting locations or, in the case of absence from a meeting, confirm future meeting locations with the Secretary or another Officer.
- Other meetings may be called by the President at his/her discretion, or upon petition to the President. See Article VII, Section 3.
- In order to hold a vote at a Board meeting, a quorum is required. Quorum is defined as fifty percent plus one of the voting members of the Board.
- Members of the Board are expected to regularly participate in chapter meetings and events. Any advanced notification of an absence should be reported to the President and Secretary/Recorder.  
Excessive absences may result in removal from the Board. Any Board member pending removal shall be granted an opportunity to rebut claims made against them at the following meeting prior to a vote being called.

### **Section 3: Special Meetings.**

The President will call special Chapter meetings that are included in the Chapter's annual schedule of activities or that are necessary to carry out the purposes of the Chapter. Other 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 of the voting members of the Board. A petition shall state the specific purpose for holding such a meeting. The President shall call a meeting within seven days and shall hold the meeting within fourteen days of receipt of a petition.



## **ARTICLE VIII – BYLAWS**

### **Section 1: Adoption.**

These Bylaws shall be officially adopted upon its approval by a two-thirds supermajority vote of the Board.

### **Section 2: Amendments.**

Any Chapter Member may submit a proposal to amend these Bylaws for consideration by the Board. No amendments shall be approved without a two-thirds supermajority vote of the Board. To allow for sufficient review by the Board members, amendments shall be proposed no later than one month in advance of voting.

## **ARTICLE IX – DISSOLUTION**

Upon dissolution of the Chapter, the Board shall, after paying or making provision for the payment of all of the liabilities of the Chapter, assign one-half (or up to \$5000) of any remaining funds or other assets to a holding account the Alumni Association administers for seed money for a future Chapter that will re-establish in the Chapter's territory. The other one-half of funds or assets will be designated to the R. Donald and Rose Marie Anderson Memorial Scholarship. The annual yield on this fund shall be put back into escrow each year until a new Chapter is re-established.

## **ARTICLE X – PARLIAMENTARY PROCEDURE**

The rules contained in *Robert's Rules of Order, Newly Revised* 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 XI – CALENDAR**

The Chapter shall operate on a calendar beginning on July 1st and ending on June 30th each year.