

**PUGET SOUND CHAPTER OF THE
PENN STATE ALUMNI ASSOCIATION**

Chapter Bylaws

Effective as of July 1, 2016

Article I: NAME

The name of this organization shall be the Puget Sound Chapter of the Penn State Alumni Association (the "Chapter").

Article II: PURPOSE

Section 1. The objectives of the Chapter shall be to promote and enhance the stature of the Pennsylvania State University ("Penn State") and higher education in general.

Section 2. The Chapter is organized exclusively for social, cultural, charitable and educational purposes, including distributions 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 or Penn State Board of Trustees and Alumni Council.

Section 5. To establish an official centralized geographical group and series of events to promote unity of the Puget Sound Chapter and Penn State Alumni Association.

Section 6. 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 or parent(s) of same or friend(s) of Penn State University 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 (the “Board”) in order to remain in good standing. Only members in good standing may vote in Chapter elections. In addition to being a dues paying member, a member in good standing is one that supports, publicizes/promotes decisions of the Board, and engages in the official club activities as a whole.

Section 2. The Chapter geographic area is specifically defined by Postal Zip Codes which include but are not limited to the Puget Sound metropolitan area from King, Pierce, Thurston, Lewis, Mason, Kitsap, Snohomish, Skagit, Whatcom, San Juan, and Chelan counties.

Section 3. Member Rights

a. Any member in good standing (See Article III, Section1) has the right to attend all Chapter events (unless restricted either due to penalty or other reasons at the discretion of the Board).

b. Dues-paying members may access any member benefits or information available therein, including delivery of the newsletter. Members will also be afforded the right to attend all open Chapter meetings and participate on committees, but cannot vote during Board votes at Chapter meetings unless becoming a member of the Board of Directors.

c. Any dues-paying member shall be afforded the right to respectfully express their opinions to the Chapter’s Board of Directors about any Chapter-related items either via email or in person at Board meetings. If special cases warrant another meeting, this can be scheduled by the President at the discretion of the Board.

d. Any Chapter member has the right to request a refund for annual dues or event payment(s) if the situation warrants such a request. Any request of this nature will be reviewed by the Board and voted upon.

Section 4. Chapter rights in regards to members

a. The Chapter retains the right to refuse service or attendance to any dues-paying Chapter member that causes an atmosphere that threatens or adversely affects the well-being of other members to ensure the health, wellness and happiness of the entire chapter.

b. Restrictions may occur in such cases where there are sufficient written/verbal complaints to demonstrate a pattern of disruptive and invasive behavior, or following any action that is deemed by the Board to be invasive to other Chapter members. The Board will vote on the appropriate action and any decision requires a 2/3 vote of quorum. This may include asking the person to refrain from attending events for a probationary period of time to be decided by the Board. In any case where restriction on membership is levied as punishment, the member will receive a refund of membership dues or other payments as decided by the Board and the member.

c. After any probationary period or restriction put on an individual’s membership, the Board shall meet with the person to decide whether to reinstate that member or continue any ban.

Article IV: BOARD OF DIRECTORS

Section 1. The governing body of the Chapter shall be composed of a Board of Directors (the "Board") of ideally not less than 4 nor more than 10 members. The Executive Officers of the Board (known as the Executive Committee) shall consist of four (4) directors and is to be comprised as follows:

- President
- Vice President
- Secretary
- Treasurer

The other members of the Board shall be the Chairperson or Co-Chairperson(s) of each standing committee and shall not exceed 6 standing committees in number. The number of committees may vary, and the Board has the authority to add or delete committee chairs depending on the needs and circumstances and requires a two-thirds (2/3) majority of the entire Board to make such changes. In addition, every Board member should serve on at least one committee, but preferably no more than two.

Examples of committee chairs may include but are not limited to the following:

- Membership / Scholarship
- Football / Sports Programming
- Social Programming
- Big Ten Liaison
- Social Media / Marketing Programming
- State College Liaison (works in conjunction with President)

In addition, the past president of the Chapter is eligible to serve as an ex-officio member of the Board. See Article IV, Section 3. This role may allow the Board to exceed 10 members.

Section 2. Due to the importance and high attendance of the Football Viewing events, Board members shall support such events and be in attendance of at least 50% of the seasonal games unless otherwise approved by a 2/3rd vote of the Board. Each attending Board member shall contribute in the daily activities and recruit other members to assist as needed.

Section 3. Executive Committee members are elected at large to serve a two-year term with a 2 term limit (up to 4 consecutive years), unless terminated earlier, as set forth in Article IV, Section 5. If the nominating committee cannot identify an appropriate candidate for one or more of the Executive positions, the nominating committee may recommend to the Board the seated Executive Officer be nominated for a third consecutive term. A two-thirds (2/3) majority of the full Board is necessary to accept the nominating committees recommendation that the seated Executive Committee member be placed on the slate of candidates for a third consecutive term. Executive Committee members must have graduated from the University with either an undergraduate or graduate degree and must be active (dues paying) members to the National Penn State Alumni Association and the local chapter. If Board positions cannot be filled with Penn State graduates, any active (dues paying) chapter member may be elected to the Board as a Committee Chair. Only one spouse or domestic partner may serve on the Board at any one time.

Section 4. The past president of the Chapter is eligible to serve as an ex-officio member of the Board following his/her term of office for two years, if he/she so desires. The past president may serve as the chairperson of a committee, Secretary, or Treasurer, by vote of two-thirds of the Board of Directors, but may not serve as Vice-President or President of the Chapter for a period of two years thereafter. If the past president elects to serve as an ex-officio member of the Board, he/she retains full rights to vote on all Board matters.

Section 5. Voting members of the Board are expected to attend at least four (4) Board meetings per year. Failure to comply is grounds for dismissal from the Board. Dismissal requires a two-thirds (2/3) majority from the entire Board. The Chapter shall meet on a regular basis in person or teleconference when approved by the President. Meetings shall be established by the President of the Board.

Section 6. Vacancies on the Board 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. If a leave of absence of a Board member is needed for longer than 2 months, the President shall use his/her discretion to appoint a replacement of such position. It must then be approved by 2/3rd votes of the Board.

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 2/3-majority is required by the full Board, electronic voting be permitted.

Article V: NOMINATION AND ELECTION OF OFFICERS AND CHAIR POSITIONS

Section 1. There shall be a Nominating Committee to select a slate to fill the positions on the Executive Committee. This Committee shall be composed of at least three (3) but preferably five (5) members in good standing. One of the Committee members must be a current Board member if the Committee is composed of three members and two Board members if the Committee is composed of five members, but no Committee member from the Board may be a candidate for election to the Executive Committee. In either case, it is preferable, but not mandatory, that the one of the Nominating Committee members be the outgoing president. One of the members from the Board will serve as the chair of the committee. The Executive Committee must approve the nominees to serve on the Nominating Committee. All nominating committee members must be a Penn State graduate and active (dues paying) members to the local chapter.

Section 2. Guidelines will be issued to the Nominating Committee regarding time-frames and deadlines in carrying out their duties. Ideally nominations for the Executive Committee commence during the beginning of May and conclude by the end of May. Furthermore, the Nominating Committee and current Board members are encouraged to provide input to each other regarding potential candidates.

Section 3. The new slate of approved Executive Committee members will serve as the Nominating Committee to select a slate for the various standing chair positions from interested current members of the Chapter. Open prospective committee chair positions shall be selected first from current Board members, and if not possible, then from Chapter members. The Executive Committee will submit the nominees to the entire Board for approval at the next regularly scheduled Board meeting, or sooner at a specially called Board meeting if warranted. Prior to their candidacy, all candidates shall have agreed to serve if elected.

Section 4. Committee elections shall be held at a general Chapter meeting of the Board's choosing, or by electronic voting. Ideally, this will be completed in early June. Those candidates receiving the largest number of votes from the Board for the open position shall be considered elected to the Board of Directors. The term of office shall commence on July 1st of the election year.

Section 5. 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 majority of the Board of Directors.

Article VI: OFFICERS AND DUTIES

Section 1. Chapter Executive officers shall be President, Vice-President, Secretary, and Treasurer.

Section 2. The President shall serve a single 2-year term (unless re-elected, Article IV, Section 3) and 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 Penn State Alumni Association (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 shall be responsible to ensure proper training of Executive Committee and Board members. Ideally, a member of the Executive Committee will serve as President-elect and shall succeed to the office of President upon majority voting by the Board.

Section 3. In the event of the absence or disability of the President, or at his/her request, the Vice-President or Presidents' designate 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 annual election of officers by the Board. The Vice President shall serve a single 2-year term (unless re-elected, Article IV, Section 3).

Section 4. The Secretary shall lead the preparation of the agenda for meetings of the Executive Committee and the Board. 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 compile committee updates that are submitted electronically for those months that Board meetings are not held in person to share with the entire Board. Timing of such shall be determined by the President. The Secretary shall work closely with the President and Vice-President to prepare all reports as required by the Alumni Association.

Section 5. The Treasurer shall safeguard, account for and disburse the funds of the Chapter. Accounts shall be balanced by the Treasurer before each Board meeting so that a report may be presented. The Treasurer shall coordinate the preparation of the budget for the upcoming year with the President and other Executive Officers. All Chapter checks in excess of \$1,000.00 shall be co-signed by an Executive Officer unless otherwise approved by the Board of Directors. This does not include transfer of funds from one Chapter account to another. The Treasurer will also control the expenditures on the Chapter credit card with approval of the Board of Directors. Any charges made by the Treasurer and/or President in

excess of \$250 shall be approved by the Executive Committee unless otherwise approved by the Board of Directors.

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 \$2,000.00 must be approved by a majority of the Board of Directors.

Section 2. The Board of Directors is authorized to establish standing and special committees, as needed, to carry out the major functions of the Chapter. The Nominating Committee shall be considered a special committee formulated as provided for in Article V.

Section 3. Each committee chairperson shall present a statement of purposes, a list of duties, member qualifications and accountabilities and a list of committee members. This document shall be reviewed annually and may be changed by a majority vote of the Board.

Article VIII: MEETINGS

The Board of Directors shall meet at least quarterly. The full Chapter membership shall meet within an “open” meeting called by the President. Open meetings of the Chapter shall be open to all Chapter members in good standing. A representative of the Alumni Association is welcome to attend each meeting.

Article IX: AMENDMENTS

Amendments to these Bylaws must be submitted to the Secretary of the Board and a notice of such amendment shall be submitted to each Board member at least two weeks prior to a meeting. If a majority of the Board in attendance recommends approval of the amendment, it will then be considered approved.

Article X: DISSOLUTION

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 if one is in place. If no Chapter Endowed Scholarship is in place at that time, the remaining funds will be added to the seed money for future chapter use. 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

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

The Chapter shall operate on a fiscal year beginning on July 1 and ending on June 30 each year. Dues may be paid for the current operating fiscal year up until December 31 of that year or later per the discretion of the Executive Committee.