

Berks County Chapter of the Penn State Alumni Association Amended and Restated Constitution and Bylaws

Adopted: April 26, 2011
Effective: June 1, 2011

ARTICLE I -- NAME

The name of this organization shall be the "Berks County Chapter of the Penn State Alumni Association" (the "Chapter"). The Chapter is a Pennsylvania non-profit corporation which was incorporated under the name "The Penn State Club of Berks County."

ARTICLE II -- PURPOSE

The objective of the Chapter shall be to promote and enhance the stature of The Pennsylvania State University (the "University") and higher education by any means open to us. Meeting those objectives includes, but is not limited to, support of the alumni, students, applicants, faculty, and administration of the University. As a Chapter, we feel strongly that we are a service organization. We are here to serve our fellow alumni and the University, as well as our Berks County community. We also partner very closely with the Penn State Berks Campus to support both their student and alumni activities.

This Chapter is organized exclusively for charitable and educational purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law (the "Code")).

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 and to make distributions in furtherance of its purpose.

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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this Constitution, 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 Code or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III -- MEMBERSHIP YEAR

The Chapter's membership year shall be from June 1 to May 31.

ARTICLE IV -- MEMBERSHIP

Section 1 - Members

Alumni, faculty members, students, parents of students or alumni, and other loyal friends of the University shall be eligible for membership in the Chapter. Annual dues shall be set by the Board of Directors. A person shall be a member in good standing if that person has paid the annual Chapter dues for the particular year.

Section 2 - Membership Meetings

The Chapter shall hold a minimum of four meetings per year open to all members and prospective members at such times and locations as determined by the Board. Additional executive sessions or open meetings may be scheduled as needed.

ARTICLE V -- BOARD OF DIRECTORS

Section 1 - Powers

The business and affairs of the Chapter, the direction of its work, and the control of its property shall be vested in its Board of Directors (the "Board").

Section 2 - Number

The Board shall consist of a maximum of nine (9) directors elected as hereinafter provided.

Section 3 - Terms

The Board shall be classified into two (2) classes, each consisting as nearly as possible of one-half ($1/2$) of the number of the whole Board of directors; provided, however, that nothing herein shall be construed to require exact equality in the number of directors in each class. The directors shall be elected to hold office for a term of two (2) years, so that the term of office of one (1) class of directors shall expire in each year. The term of a director shall begin at the first meeting of the next fiscal year. Each director shall hold office until the expiration of the term for which he or she was selected and until a successor has been selected and qualified or until his or her earlier death, resignation or removal. A decrease in the number of directors shall not have the effect of shortening the term of any incumbent director.

Board Members shall be eligible for re-election except that no Board Member shall be eligible to serve more than three (3) consecutive terms. This provision may be waived by a majority vote of the entire Board. The time served as an appointed director, appointed to complete the term of a vacant director's position, shall not be counted against that person's three (3) consecutive term limit.

Section 4 - Nomination

A Nominating Committee composed of not less than three (3) members of the Board and shall be appointed by the President on February 1st for the purpose of nominating persons to serve on the Board. In its deliberations, the Nominating Committee shall consider whenever possible Board composition representative of different geographic areas of Berks County, graduating classes, gender, and other factors as determined by the Board. The Nominating Committee shall submit a list of names of nominees to the Board for approval on March 1st. Nominees may be added to or deleted from the list by a majority vote of a quorum of the Board. After approval by a majority vote of the Board, the President shall, by a method approved by the Board, notify all members of the names of the approved nominees. No person shall be nominated for election to the Board unless that person has agreed, orally or in writing, to serve if elected.

The President shall advise the Chapter members of the names and contact information of the members of the Nominating Committee and that nominations are being received by the Nominating Committee. The Chapter membership shall be advised that nominations must be received by March 1st in order to be considered for a Board position. The information set forth in this paragraph shall be provided to the Chapter membership on February 1st by posting, by the President, on the Chapter's official website.

Section 5 - Election Procedures

The Chapter shall hold an election of Board Members annually, at a meeting selected by a majority vote of the Board. This meeting shall be held in April of each year. The election shall be conducted by an Election Chairman, who shall be a Board member selected by a majority vote of the Board.

Candidates shall be selected by the nominating committee. A ballot of nominees shall be distributed, by the President, to Chapter members 30 days prior to the election meeting date. All Chapter members are eligible to vote for the Board nominees. Voting shall take place by ballot at the Chapter meeting or in absentia in a method determined by the Board of Directors. The top vote recipients, equaling the number of open seats in the election, shall be elected to the Board of Directors.

Section 6 - Meetings

The Board shall hold Regular Meetings at such times and after such notice as the Board shall deem appropriate. Special Meetings of the Board may be called at such other times as the Board or President may determine. Board members must be advised at least twenty four (24) hours in advance by either written or verbal communication of the time and place of any Special Meeting and the nature of the business to be considered at the Special Meeting.

Board Members and Chapter Officers are required to attend ALL Board meetings. If a Board Member is unable to attend a Board meeting, he/she is required to give acceptable prior notice of his/her absence from the Board meeting to the Chapter President.

Section 7 - Quorum

A majority of the Board shall constitute a quorum for the transaction of business.

Section 8 – Resignation

Any Officer may resign at any time upon written notice to the Board. The resignation shall be effective upon receipt thereof by the Board or at such subsequent time as shall be specified in the notice of resignation.

Section 9 - Removal

Board Members are subject to removal from the board upon $\frac{3}{4}$ vote of the entirety of the sitting Board. Notice of a vote to remove a Board Member must be provided to the Chapter Membership at least 10 days prior to the date of the vote.

ARTICLE VI -- OFFICERS

Section 1- Designation of Officers

Each year the Board shall elect a President, Vice President, Secretary, and Treasurer. Each officer shall be a member in good standing and shall be a current Board member of the Chapter.

Section 2 - Nomination

The same Nominating Committee established for the Board elections shall also be used for the purpose of nominating persons to serve as an officer on the Board. The Nominating Committee shall submit a list of names of nominees to the Board for approval no later than two (2) weeks prior to the end of the fiscal year. Nominees may be added to or deleted from the list by a majority vote of a quorum of the Board. After approval by a majority vote of the Board, the President shall, by a method approved by the Board, notify all members of the names of the approved nominees. No person shall be nominated for election to the Executive Board unless that person has agreed, orally or in writing, to serve if elected.

No person shall be nominated to serve as President of Chapter unless he or she has previously served on the Board for at least one (1) year in the previous six (6) years.

Section 3 - Election of Officers

The Chapter shall hold an election of officers once annually, at a meeting selected by a majority vote of the Board. This meeting shall occur in the month of May. The election shall be conducted by an Election Chairperson, who shall be a Board member selected by a majority vote of the Board.

Candidates shall be selected by the Nominating Committee.

Elections will be held by secret ballot. The ballots will be tallied by the Election Chairperson. The winning candidates will have received more votes than any one of the other candidates for that office. In the event of a tie, another vote will be required; however, only those candidates who receive an equal number of votes will be placed on the successive ballots.

Officers shall take office at the first meeting of the next fiscal year.

Officers shall be eligible for re-election except that no officer shall be eligible to serve more than four (4) consecutive years in the same elected office. This provision may be waived by a majority vote of the Board in attendance.

Elections shall occur in the following order: President, Vice President, Secretary, Treasurer, Other Officers.

Section 4 - Duties of Officers

The duties of the officers shall be the generally accepted duties assigned to them and such additional duties as may be assigned to them by the president with Board approval.

(a) PRESIDENT - The President shall preside at all meetings of the Chapter, shall be chairman of the Executive Committee and an ex officio member of all committees. The President shall serve as liaison between the Chapter and the Penn State Alumni Association in University Park and with each of the Penn State chapters in the greater Philadelphia area. The President, with the Treasurer, will be responsible for the safekeeping and disbursement of Chapter funds. The President shall prepare the agenda for the Board Meetings. The President, with the assistance of the Treasurer, will make a report at all meetings of the Chapter Officers and Board of Directors on the accounting of Chapter funds. The President shall be responsible for the appointment of all committee chairpeople with Board approval.

(b) VICE PRESIDENT - In the absence, disability, or at the request of the president, the vice president shall proceed with the duties of the president. The Vice President shall perform additional duties as set forth by the president. The Vice President will be responsible for the overall management of committees. The Vice President shall also be responsible for maintaining the relationship between the Chapter and the Berks Campus Alumni Society or other groups associated with the Berks Campus.

(c) SECRETARY – The Secretary shall keep and read the minutes of meetings, notify members of meetings, notify members of election or appointment of office, notify members of any other notices or mailings, and act as custodian of Chapter records. Minutes of each Board meeting will be distributed by the Secretary to all Board members, the Penn State Alumni Association, and other interested Chapter members no later than one (1) week before the next Board meeting. The Secretary shall maintain an attendance record for the Chapter. The Secretary shall be responsible for any reports required by the Penn State Alumni Association.

(d) TREASURER - The Treasurer, in addition to the President, will have responsibilities to disburse, safeguard, and account for the funds of the Chapter. Accounts will be balanced by the Treasurer on a regular basis and made public knowledge at each Board meeting. The Treasurer shall be responsible for all receipts and expenditures of the Chapter. The Treasurer shall be guided by provisions set forth in Article IX of these bylaws. The monthly ledger of Chapter financial activities will be open for review at any time by members of the Board of Directors.

(e) OTHER OFFICERS

In accordance with the other provisions of these Articles and By-Laws, the Board Members can choose to elect and appoint other Officers to serve terms concurrent with the enumerated Officers. The other Officer positions will be filled

through a vote of the Board of Directors at a regular Board meeting. The duties and roles of the additional Officers may involve areas such as Social Chairperson, Athletic Chairperson, Membership Chairperson, or any other duties or titles decided by the Board.

Section 5 – Resignation

Any Officer may resign at any time upon written notice to the Board. The resignation shall be effective upon receipt thereof by the Board or at such subsequent time as shall be specified in the notice of resignation.

Section 6 - Vacancies

In the event of a vacancy among the officer positions, the Board shall fill the vacant officer position by a majority vote of a quorum of the Board. The officer appointed to fill the vacant officer position shall serve to the end of the term of the officer for whose position he or she is filling.

Section 7 – Executive Committee

The President, Vice President, Treasurer and Secretary shall be considered members of the Executive Committee.

ARTICLE VII -- COMMITTEES

Section 1 - Appointment and Authority

The President, with the approval of the Board, shall appoint all committees and chairpeople. No action by any committee other than the Executive Committee shall be binding upon or constitute an expression of the policy of the Chapter until it shall have been approved by the Board.

Section 2 - Executive Committee

The Executive Committee may act for and on behalf of the Chapter when the Board is not in session, but shall report to the Board all action which it takes and such action shall be ratified by the Board at its next regular meeting. It shall meet at such times as the committee or the chairperson of the committee may determine. It shall be composed of the President, who will serve as the chairperson of the committee, the other Chapter officers, and such other members as may be designated by the President.

Section 3 - Additional Committees

The President shall be empowered to appoint such standing committees and special committees as may be deemed necessary for the conduct of the affairs of the Chapter, subject to the approval of the Board.

It shall be the function of committees to investigate and make recommendations. No committees, standing or special, shall have power to commit the Chapter on any matter of general policy.

No committee of the Chapter nor any member thereof shall contract any debt in behalf of the Chapter, which shall in any manner render the Chapter liable for payment of any sum unless the same shall have been approved by the Board of the Chapter or shall have been provided within the limitations of the approved budget.

ARTICLE VIII - MEETING PROCEDURES

All meetings of the Chapter shall be governed and conducted in conformity with the latest edition of Robert's Rules of Order or by a method as adopted by the Board.

ARTICLE IX - FINANCES

Section 1 - Fiscal Year

The fiscal year shall be June 1 through May 31.

Section 2 - Funds

All monies received by the Chapter shall be deposited in a federally insured financial institutions approved by the Board. All disbursements can be made by the Treasurer, Vice President or the President. Disbursements over Five Hundred Dollars (\$500.00) shall be approved by the Treasurer and the President. Any amount over seven hundred and fifty dollars (\$750.00) shall be approved by a majority vote of the Board.

Section 3 - Budget

As soon as practical after the new Board is organized each year, the President shall appoint a Budget Committee to compile a budget of estimated receipts and expenditures of the coming year and submit it to the Board for approval. The Treasurer shall be the chairperson of the Budget Committee.

ARTICLE X - AMENDMENTS

These bylaws may be amended or repealed by at least 2/3 of the Board at any Regular or Special Meeting of the Board. An explanation or summary of any proposed action to amend or repeal bylaws shall be submitted to the members in writing at least ten (10) days before the meeting at which it is to be acted upon.

ARTICLE XI - 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, dispose of all of the assets exclusively for the purposes of the Chapter, or to such organizations organized and operated exclusively for charitable or educational purposes as at the time qualify as an exempt organization under Section 501(c)(3) of the Code, as the Board shall determine.

Specifically, all non cash assets of the Chapter shall be converted to cash, at fair market value if possible, at the best public auction price if not. Chapter accounts payable shall have first priority for disbursements of those funds. Any remaining funds shall be assigned to the Penn State Alumni Association as an unrestricted grant.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Chapter is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.