

**CONSTITUTION & BYLAWS
ROCHESTER CHAPTER OF THE PENN STATE ALUMNI ASSOCIATION**

ARTICLE I: ORGANIZATION

Section 1: Name

The name of this organization shall be the Rochester Chapter of the Penn State Alumni Association (the “Chapter”), a field organization of the Penn State Alumni Association (the “Alumni Association”).

Section 2: Purpose

The Chapter is organized to promote the welfare of the Pennsylvania State University (“Penn State”) and to provide service to chapter members. In furtherance of this goal, the Chapter shall assist the Alumni Association to develop programs beneficial to Penn State. The Chapter shall work to establish a network of close fellowship and cooperation among members of the Penn State family (alumni, parents of students, friends and fans) residing in the City of Rochester, New York, and surrounding areas. Through this network, the Chapter shall endeavor to enhance the area’s knowledge of Penn State’s programs and activities and the accomplishments of its students, faculty and alumni and shall assist in Penn State’s recruitment of outstanding applicants for admission.

Section 3: Legal Status

The Chapter is recognized as a non-profit sub-organization of the Alumni Association.

Section 4: Vision & Mission

Vision: To be a growing, self-motivated community of Penn State alumni and loyal followers dedicated to the Chapter’s mission.

Mission: To foster a Penn State family/community within the greater Rochester area by providing programs, functions, and events which complement the goals of the Alumni Association.

In furtherance of this goal:

- The Chapter shall exert efforts that foster the development of a network of close fellowship and cooperation among Penn State alumni, family of students, friends, etc. residing in the Rochester area;
- The Chapter is organized for social, cultural, charitable and educational purposes; and
- The Chapter shall assist in Penn State’s student recruitment of outstanding applicants for admission.

ARTICLE II: MEMBERSHIP

Section 1: Membership

Chapter membership shall be open to any person who is interested in supporting the mission and vision of the Chapter as described in Article I, Section 4. This includes graduates of Penn State, current Penn State students, parents and family of alumni and/or students, and friends and fans of Penn State. Types of membership are defined as follows:

- a. Individual Member: An Individual member shall be defined as a former undergraduate or graduate student of Penn State.
- b. Family Member: Family members shall be defined as former undergraduate or graduate students of Penn State, their partner, and any others who reside in the same household.

- c. Associate Member: An associate member shall be defined as any member other than the above defined Individual or Family member. This includes family of former or current undergraduate or graduate students as well as friends and loyal Penn State followers residing in the Rochester area. Associate members may serve on the Board of Directors, but may not hold Officer positions.
- d. Current Student/Recent Graduate: Current student/recent graduate shall be defined as a special type of individual or family member who is currently enrolled at Penn State or an affiliated institution or has received their diploma within the last twelve months.

The Rochester “Membership Area” is a non-defined geographical area in and around the City of Rochester, New York, and its suburbs.

Section 2: Dues

The Board of Directors will determine the annual Chapter Membership dues on a fiscal year (July 1 – June 30) basis. Dues will be based on the membership options defined in Article II, Section 1. New members joining after December 31 will be allowed to pay one-half of the annual dues for that membership year.

ARTICLE III: OFFICERS & BOARD OF DIRECTORS

Section 1: Officers

The officers of the Chapter shall consist of President, Vice President, Secretary and Treasurer. All officers must be active members in good standing of both the Penn State Alumni Association (PSAA) and the Chapter and shall be elected by the Board of Directors. The duties of the Officers shall include those set forth below and additional duties as assigned by the Board.

President:

- a. Serve as chair of the Board. As such, he/she shall conduct the Board and Chapter meetings and provide the meeting agendas.
- b. Manage the day-to-day business of the Chapter.
- c. Appoint committee chairpersons with the approval of the Board.
- d. Serve as an ex-officio member of all Chapter Committees.
- e. Create ad hoc committees, as necessary.
- f. Serve as main point of contact with the Penn State Alumni Association.
- g. Ensure the filing of required reports with the Penn State Alumni Association office.
- h. If a Board vote results in a tie, the President will cast the tie-breaking vote.

Vice-President:

- a. Perform the duties of the President in his/her absence or disability or at the President’s request.
- b. Assist the President in performing his/her duties.
- c. If the office of the President becomes vacant, the Vice-President shall become President until the next annual election of Officers.

Secretary:

- a. Scribe and maintain the official minutes of the meetings of the Chapter and the Board of Directors.
- b. Provide a copy of all meeting minutes to the Board in a prompt and timely manner, but no later than the next called meeting.

- c. Assist the President and Vice-President with the submission of required reports to the Alumni Association.
- d. Maintain the official copy of the Chapter's Constitution and By-Laws.
- e. Archive Chapter and Board of Directors meeting minutes, newsletters, membership lists, filed reports to the Alumni Association, and other significant documentation.
- f. Maintain a record of attendance at all Board meetings.
- g. Maintain a record of attendance at all Chapter events.
- h. Assist other Officers and Committee Chairpersons, as necessary.

Treasurer:

- a. Account for all receipts and disbursements of the Chapter in a prompt and timely manner
- b. Ensure that all disbursements are made in accordance with the Chapter budget or as directed by the President and Vice-President.
- c. Assist in the creation of the annual Chapter budget.
- d. Assist the Secretary with the Chapter's records, as necessary.
- e. Provide to the Board a current financial reports regularly and promptly, or as otherwise requested by the President or Vice-President.
- f. Provide an annual financial report at the Annual Chapter Membership Meeting.
- g. Submit an annual financial report to the Alumni Association on or before the Alumni Association's deadline.

Section 2: Board of Directors

The Board of Directors ("Board") shall consist of elected active (dues-paying) members of the Chapter. The Board of Directors shall include the President, Vice President, Secretary, Treasurer, Past President and any Standing Committee Chairs. In addition, the Board may also include a maximum of two (2) at-large members.

As a body, the duties of the Board of Directors include:

- a. Monitor Chapter activities and programs to ensure they meet the requirements of the Chapter members and support the Chapter's vision and mission.
- b. Act upon Committee reports for Chapter-sponsored programs and functions to fulfill the Chapter's mission.
- c. Approve an annual Chapter budget and amend it as required.
- d. Monitor the Chapter's financial health.
- e. Fill vacancies in any Chapter positions as provided for herein.
- f. Establish and carry out Chapter policies consistent with those of the Alumni Association.

As individuals, the duties of each Director include:

- a. Endeavor to attend all Board and Chapter meetings.
- b. Endeavor to attend all functions sponsored by the Chapter.
- c. Serve on a minimum of one (1) standing Chapter committee.
- d. Maintain awareness of all Chapter policies, meetings, and functions.

If a Board Member/Officer fails to attend two consecutive meetings without notification and a just cause, he or she can be replaced on the Board by appointment of the Officers of the Chapter. If a Board Member/Officer fails to uphold the doctrines of the Chapter and the University, he or she will be dismissed.

Section 3: Terms of Office

Officers: The term of office for the officers of the Chapter shall be two (2) years. Officers of the Chapter may be re-elected to serve a maximum of three (3) consecutive terms in the same position. In order to promote continuity of leadership, the Chapter shall stagger the assignments such that the terms of the President and Vice President will conclude in even-ending years, and the terms of the Treasurer and Secretary will conclude in odd-ending years.

Board of Directors: The term of office for members of the Board of Directors shall be a minimum of one (1) year and no more than two (2). Board members may be re-elected to serve a maximum of three (3) consecutive terms in the same position. The terms of any at-large Directors shall be determined upon appointment to fit with the needs of the Chapter. The Chapter's immediate Past President will automatically serve as a member of the Board for up to two (2) consecutive years after the end of his/her term as president.

Section 4: Elections

Elections for expiring and/or vacant Officer positions will be held in May of each year at the Annual Chapter Membership Meeting.

At each Annual Meeting, the Chapter membership will elect individuals to fill anticipated vacancies in Officer positions due to expiring terms and/or vacancies. Positions shall be elected by a majority of those present at the Annual Chapter Meeting. Current Board members and elected Officers will nominate and approve Committee Chairs at the June Board meeting.

Section 5: Vacancies

Any vacancy in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors present at a Board Meeting. A Board member elected to fill a vacancy in this manner shall be elected for the unexpired term of his or her predecessor.

ARTICLE IV: CHAPTER ADMINISTRATION & MEETINGS

Section 1: Chapter Organization Year

- a. The Fiscal and Membership year will begin on July 1.
- b. The Annual Chapter Membership Meeting shall be held in the month of May and may be held in conjunction with any Chapter activity.
- c. Officer elections will be held at the Annual Chapter Membership Meeting. (Article III, Section 4)
- d. Standing Committee Chairpersons and Members shall be appointed for the next year within 30 days of the Annual Chapter Meeting.
- e. Newly appointed Chairs and Members shall assume responsibility on July 1. Events scheduled prior to new leadership appointments shall be conducted by personnel who planned/coordinated those events.

Section 2: Annual Chapter Membership Meeting

- a. The Chapter President shall conduct the Annual Meeting. If the President is unavailable, the Vice President shall conduct the meeting.
- b. The Secretary shall send written notice of the Annual Chapter Membership Meeting within twenty-one (21) days, but not less than seven (7) days via standard mail or email to all fiscally current members for the current year.

- c. Quorum for all Chapter meetings shall be defined as those Chapter members in good standing in attendance at the Annual Meeting. A majority of the voting quorum shall constitute affirmative Annual Chapter Membership Meeting action.
- d. Proxy and absentee voting is prohibited.
- e. The Annual Chapter Membership Meeting Agenda shall include:
 - (1) President's report
 - (2) Financial report
 - (3) Membership report
 - (4) Summary of the Chapter's activities
 - (5) Open forum for discussion, and
 - (6) Election of Officers as required herein.

Section 3: Special Chapter Membership Meeting(s)

If necessary, the Board of Directors, by unanimous vote, or by petition, may call a Chapter Membership Meeting for a specific purpose. Any such meeting shall be held as soon as possible.

Section 4: Board of Directors Meetings

- a. The Board shall hold a *minimum* of four (4) meetings each year. It shall be the goal of the Chapter to hold regular monthly meetings.
- b. Special meetings of the Board 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. Any petition shall state the specific purpose for holding the special meeting. The President shall call a meeting within seven (7) days and shall hold the special meeting within twenty-one (21) days of receipt of the petition.
- c. A quorum of the Board shall consist of one-half (1/2) of the voting Board members. A majority of the voting quorum shall constitute affirmative action by the Board. Absentee voting is permissible via email or conference call prior to or during the meeting.

ARTICLE V: COMMITTEES

Section 1: Committees

The Chapter shall form committees as needed. Each committee shall consist of at least two (2) Members. The President and/or Vice-President shall oversee these committees.

Section 2: Functions of Basic Committees

Membership: The membership committee's main purpose is the promotion of membership in Chapter. As such, its charge is to recruit and retain an engaged membership. The membership committee shall also maintain complete records of all members of the Chapter and the list of all current Alumni Association Members in the City of Rochester area (the "Alumni Association List"), which shall be obtained from the Alumni Association. The membership committee shall use the Alumni Association List only for Chapter and Alumni Association purposes and shall not, under any circumstances, release the Alumni Association List for outside commercial purposes, political activities, or any other reason not directly related to the Purpose of the Chapter. The membership Committee shall work in tandem with the Communications Committee to maintain up-to-date membership contact information.

Communications: The Communications Committee's purpose shall be to create, execute, and maintain a comprehensive communications program to promote Chapter news and activities to Chapter membership

and the community at-large. As such, the Communications Committee will use the USPS mailings, email, newsletters, Chapter website, Facebook, LinkedIn, and other social media to effectively encourage participation in Chapter activities.

Activities & Events: The Activities and Events Committee shall assure that the schedule of events consists of a well-rounded series of functions designed to promote the Chapter and all aspects of Penn State's scholastic, athletic, and cultural activities.

Student Interaction/Scholarship: The Student Interaction & Scholarship Committee will work with the Penn State Alumni Admissions Volunteers in the Rochester area to help promote events and activities that support high school students researching their undergraduate education options. This committee will also maintain supportive communication with Rochester area students to inform them of the Alumni Association's offerings. Finally, this committee will endeavor to create and manage the disbursements from a scholarship fund to financially assist local students attending Penn State.

Community Service: The Community Service Committee shall arrange for single-purpose programs, activities, or events that involve Chapter members and emphasize community service in the local area. This committee shall also promote awareness and local support for THON.

ARTICLE VI: OTHER

Section 1: Adoption

- a. The Chapter's Board of Directors approved the Constitution and Bylaws on June 28, 2018.
- b. This Constitution shall take effect upon receipt of approval by the Executive Board of the Penn State Alumni Association.

Section 2: Review

A committee consisting of the President, Vice President, and two other members of the Chapter should review the Constitution and Bylaws every four years.

Section 3: Amendment

The Constitution and By-Laws may be amended by a majority vote of the members of the Board at any meeting called by the Board. No amendments shall take effect until duly approved and authorized by the Executive Board of the Penn State Alumni Association.

Section 4: Dissolution

After a period of inactivity, the Chapter may be considered dissolved. Upon dissolution of the Chapter, the Board shall, after paying or making provision for the payment of all liabilities of the Chapter, dispose of all the assets assigned exclusively for the use of the Chapter. To the extent possible, all non-cash assets of the Chapter shall be converted to cash at fair market value. Chapter Accounts Payable shall have first priority for the disbursement of those funds. Any remaining funds shall be assigned to the Penn State Alumni Association as an unrestricted grant.