

# **MICHIGAN CHAPTER - PENN STATE ALUMNI ASSOCIATION**

## **Chapter By-Laws**

Revised December 14, 2021

### **Article I: Name**

The name of this organization shall be Michigan Chapter - Penn State Alumni Association (also referred to as chapter or corporation), a constituent chapter of the Penn State Alumni Association (PSAA).

### **Article II: Organization**

The corporation shall at all times be conducted as an organization described in Section 501(c) (3) of the Code. The corporation will not carry on any activities which are not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) a corporation eligible to receive tax deductible contributions under Section 170(c) and Section 2055, Section 2522 or Section 21-06 of the Code, or (c) a nonprofit corporation organized under the laws of the State of Michigan pursuant to Act 162, Public Acts of 1982, as amended (the "Act").

### **Article III: Purpose**

The purposes of this chapter are:

- A. To promote the fellowship and welfare of Penn State alumni, students, parents of students, and other friends of Penn State University residing in the State of Michigan especially in the chapter geographical area
- B. To assist the University in promoting its programming under the direction of Penn State Alumni Association
- C. To support various University and Penn State Alumni Association programming through Chapter volunteer services
- D. To provide financial support to selected Michigan residents attending Penn State, through The Penn State Endowed Scholarship Fund and fundraising for the Michigan Chapter Award.
- E. To engage with the community through voluntary service acts that support organizations who qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, local businesses seeking voluntary support efforts, University related philanthropic initiatives, and events to improve the community by means of Chapter held fundraising events.

- F. The Chapter is responsible for adhering to reasonable compensation, as necessary, for services provided to the Chapter to support the Chapter's purposes. At no point shall the Chapter proceeds benefit, or be distributed to its directors, officers, or other private persons.
- G. The Chapter shall not engage in or coordinate activities that are not permitted to be supported by an organization who classifies under section 501(c)(3) of the Internal Revenue Code. The organization for which the Chapter elects to support is not required to be classified as a 501(c)(3) organization.

#### **Article IV: Liability Limitations**

- A. Except as otherwise provided by law, a volunteer Board Member or volunteer officer of the corporation is not personally liable to the corporation or its member for monetary damages for a breach of the Board Member's or officer's fiduciary duty.
- B. The corporation hereby assumes all liability to any person other than the corporation or its members for all acts or omissions of a Board Member who is a "volunteer director" as defined in the Act incurred in the good faith performance of the Board Member's duties as such; provided, however, that the corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Code or results in the imposition of tax under Section 2958 of the Code.
- C. Standard ISO General Liability (per occurrence and aggregate), Non-owned Auto Liability (Bodily Injury/Property Damage), and Excess Liability (upon form submission) insurance for Chapters (the Chapters are the named insured, not PSU) are provided through the Penn State Alumni Association blanket insurance policy. Additional insured status is automatically provided to other parties where there is a contractual requirement to do so, including host liquor liability coverage.
- D. Directors & Officers (D & O) Liability insurance is provided by the University's D & O liability insurance program.
- E. The corporation assumes all the liability for all acts or omissions of a volunteer officer, other than liability for excise taxes imposed under Section 4958 of the Code, provided that the volunteer's:
  - a. acted or reasonably believed he or she acted within the scope of his or her authority;
  - b. acted in good faith;
  - c. conduct did not amount to gross negligence or willful or wanton misconduct;
  - d. conduct was not an intentional tort; and
  - e. conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Act.

## **Article V: Membership**

### **Section 1: Qualifications**

Active – Any graduate or former student of the Pennsylvania State University may become an active member of this chapter.

Associate or Honorary – All former members of the faculty of the University may become an associate member of the chapter. Non-alumni who have distinguished themselves by their interest or work for the University also are eligible for associate membership upon approval of the Board of Directors of the chapter, as are other members of the Penn State family, e.g., parents and spouses, students, spouses of alumni, friends, and fans.

Current Students - The Chapter will provide a complimentary membership to current students engaging with the chapter during their academic years at Penn State.

### **Section 2: Dues**

Nominal dues shall be charged to all active and associate members of this chapter. The amount of this assessment is to be determined by the Board of Directors.

### **Section 3: Benefits of Membership**

Members of the chapter shall have the following benefits:

1. To receive all official newsletters and publications of the chapter;
2. To participate in all events sponsored by the chapter;
3. To hold office in the chapter consistent with Article VI below;
4. Current students and their households are eligible for all benefits listed above

## **Article VI: Election and Duties of Officers and Board Members**

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

The chapter shall be governed by a Board of Directors: the number of which shall not be less than eight (8) and no more than fourteen (14). All chapter directors shall be active members or associate members of the Chapter.

### **Section 2: Election of the Board of Directors**

Board members shall be elected for one year terms. A board member will normally serve not more than three full successive terms. To be eligible to continue as a board member, the member must have participated in board meetings, committee(s) and events in the prior year. The intent of a one-year term is to recognize and encourage recent active participation in the chapter as the primary criteria for board membership and to facilitate meeting quorums.

Elections of members to the board will be held at the annual membership meeting of the chapter. The newly elected board members shall become full voting members at the next meeting of the board following the annual membership meeting of the chapter. The date for determining the term length of these board members shall commence July 1st of the election year. The board has the authority to add an additional term to any board position if there may arise circumstances where it is in the best interest of the chapter.

The board will appoint members to fill unexpired terms. Under the circumstance of a board member position becoming vacant prior to the annual election, an elected officer or board member may nominate a person to fill the temporary position until the upcoming election. The nomination must be voted on and approved by the board.

### **Section 3: Officers**

President, Immediate Past-President, Vice-President, Secretary, and Treasurer shall be officers of the chapter and shall comprise the Executive Board and are selected from members of the Board of Directors. The Immediate Past President is a one term optional position on the executive board for consultation and transition purposes.

### **Section 4: Election of Officers**

The President, Vice-President, Secretary, and Treasurer shall be elected by the Board members from its membership to one-year terms; not to exceed three successive one-year terms in the same office. The board has the authority to add an additional term to any officer position if there may arise circumstances where it is in the best interest of the chapter. The officers will be elected at the next meeting of the Board of Directors following the annual membership meeting of the chapter. Board members who will not be able to attend the election of officers may submit an absentee ballot to the elections officer prior to the meeting. The term of office for officers shall commence July 1 at the beginning of the fiscal year. The board member term is suspended while serving as an officer and the term fulfilled after the executive board term has been completed. Under the circumstance of an officer position becoming vacant prior to the annual election, an elected officer or board member may nominate a person to fill the temporary position until the upcoming election. The nomination must be voted on and approved by the board.

### **Section 5: Duties of Officers and Directors**

All members of the Board of Directors who are not officers must serve as a member of at least one committee. The Board of Directors shall be responsible for identifying potential new board members and officers. The duties of the officers are set forth below, along with such additional duties as assigned by the board.

1. The President shall preside at all meetings of the chapter and serve as Chairman of the Board and as an ex-officio member of all committees. The President shall manage the day-

to-day business of the chapter, call chapter and board meetings, and preside at those meetings. The President shall inform PSAA of chapter activities and shall be responsible for submitting all reports as are required by the PSAA. The President will be the primary liaison with PSAA and shall be responsible to ensure proper training of officers and board members. The Immediate Past President of the chapter shall serve as an ex-officio member of the board of directors, if he/she so desires.

2. The Vice-President shall perform the duties of the President in the event of the absence or disability of the President, or at the President's request. The Vice-President shall perform such additional duties as may be delegated 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.
3. The Secretary shall prepare the agenda for meetings of the officers and the Board of Directors. The Secretary shall keep the minutes of the 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 work closely with the President and the Vice-President to prepare all reports as required by PSAA.

The Treasurer shall safeguard, account for, and disburse funds of the chapter. Chapter accounts shall be summarized by the Treasurer and presented at each board meeting, so that a report may be presented. The Treasurer shall cooperate with the President and other officers in preparation of a budget for the ensuing year. All chapter non-budgeted expenditures in excess of three thousand dollars (\$3,000) shall be approved by the Board of Directors.

### **Article VII: Meetings**

There shall be one general meeting of the full chapter membership each year. Additional meetings, activities, and social functions should be held at the discretion of the President and the Board of Directors. The Board of Directors shall meet at least two times per year. In order for a Board of Directors meeting to commence, a majority of the elected board members must be in attendance during the duration of the meeting. Each committee shall meet as often as necessary, but no less than once per year.

### **Article VIII: Committees**

The Board of Directors is authorized to establish standing and special committees as needed to carry out the major functions of the chapter. Standing committees, their statement of purpose, and list of responsibilities are detailed below. Each committee purpose and list of responsibilities shall be evaluated yearly by the Board of Directors. An annual budget will be the preferred method for the committees to operate under as voted on by the Board of Directors.

1. Membership – Maintain complete records of all active and honorary members of the Chapter and a listing of Penn State alumni as issued by the Alumni Association.

2. Activities – Plan and organize chapter events including but not limited to sports programming, students and young alumni and fundraising.
3. Communications – Distribution of all chapter and university related information through the authorized chapter communications application
4. Scholarship - Lead the application and selection process for eligible Michigan residents attending Penn State University as a student. Coordinate the yearly student send-off picnic and distribution of scholarship funds (assisted by the Chapter Treasurer).
5. Community Service - Assist as a connection between the non-profit community, service organizations and the chapter to provide chapter members an opportunity to assist in community service
6. Social Media - Maintain and keep the chapter’s website, facebook, and instagram accounts current

The President shall appoint committee chairs or replacement chairs during the year if necessary, subject to approval by the board.

#### **Article IX: Adoption and Amendment of the By-Laws**

Sixty percent (60%) of the number of board members including the number of filled officer positions shall constitute a quorum. If two thirds of the members of the board of directors in attendance (assuming a quorum is present) recommend adoption of the by-laws or approval of an amendment the By-Laws/amendment will be submitted to members in good standing of the chapter. A vote of a simple majority of the membership voting shall be required for passage of the By-Laws and the amendments. Any portion of the By-Laws can be suspended by two-thirds of the board members voting until a vote can be taken by the membership.

#### **Article X: Dissolution**

Upon dissolution of the chapter, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the chapter, assign any remaining funds or other assets to the chapter’s scholarship funds.

#### **Article XI: Fiscal Year**

The chapter shall operate on a fiscal year beginning July first and ending June thirtieth each year.

## **Article XII: Indemnification**

Each person who is or was a Board Member, officer or member of a committee of the corporation, and each person who, while serving as a Board Member, officer or committee member of the corporation, serves or has served at the request of the corporation as a director, Board Member, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from tie to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of the status as such, whether or not the corporation would have power to indemnify such person against such liability under the laws of the State of Michigan.