

# Proposed Constitution of the Central Virginia Chapter of the Penn State Alumni Association

## ARTICLE I ORGANIZATION

### Section 1 Name

The Name of this organization shall be the "Central Virginia Chapter of the Penn State Alumni Association" "Chapter".

### Section 2 Legal Status

The Central Virginia Chapter is recognized as a nonprofit sub-organization of the Penn State Alumni Association "Alumni Association".

The Organization shall not act as to impair its eligibility for exemption of the Internal Revenue Code of 1986, as amended, or the comparable provision of any future Internal Revenue Code.

### Section 3 Purpose

The Chapter is organized to promote the welfare of the Pennsylvania State University "University" and the Penn State Alumni Association by providing services, programs, and activities to Chapter members thereby fulfilling its Vision and Mission.

**Vision:** To be a growing self-motivated community of Penn State alumni and loyal followers dedicated to our chapter mission

**Mission:** To foster a community of the Penn State family within Central Virginia by providing programs and functions that complement the goals of the Penn State Alumni Association

In furtherance of this goal:

1. The Chapter shall assist the Alumni Association in developing and executing programs beneficial to Penn State
2. The Chapter shall exert efforts including a network of close fellowship and cooperation among the members of the Penn State family, alumni, family of students and alumni, friends and fans residing in the Central Virginia area
3. Through networking the Chapter shall endeavor to enhance the area's knowledge of Penn State's programs and activities
4. Promote the accomplishments of current and former Penn State students, faculty, and alumni, as well as of the University itself
5. Assist in Penn State's student recruitment of outstanding applicants for admission

## ARTICLE II MEMBERSHIP

### Section 1 Membership

- (a) Active Member: parents of students or alumni, friends and fans of Penn State are eligible to become active members of the Chapter. Membership is automatically granted by paying the Chapters annual membership dues as determined by the Board of Directors.
- (b) Membership Area is within Central Virginia as a non defined geographical area of the Commonwealth of Virginia with activities centered in the Richmond, Virginia Metropolitan Area.

### Section 2 Dues

- (a) The Board of Directors "Board" upon recommendations from the Membership Committee will determine the annual Chapter Membership Dues and associated incentives. Membership dues will be based upon the calendar year and if incentives are applied they will coincide with the calendar year.

# Proposed Constitution of the Central Virginia Chapter of the Penn State Alumni Association

## ARTICLE III OFFICERS AND DIRECTORS

### Section 1 Officers

The Officers of the Chapter are a President, Vice President, Secretary, and Treasurer, who are elected from within the Board of Directors.

Officers and Directors shall establish policies to execute the purposes as defined herein

All Officers and Directors shall hold simultaneous membership in the Chapter and the Alumni Association.

### Section 2 Board of Directors

The Board of Directors shall consist of at least five (5) and no more than fourteen (14) elected members from the Chapter.

### Section 3 Terms of Office

#### (a) Officers

The term of office for the Officers of the Chapter shall be one (1) year. Officers of the Chapter may be re-elected with successive full terms being limited to ten (10) consecutive years

#### (b) Board of Directors

The term of office for the Directors of the Chapter shall be two (2) year. Directors of the Chapter may be re-elected with successive full terms being limited to ten (10) consecutive years.

#### (c) Previous Officers

Directors who were previous Officers are automatically members of the Board without voting power for two (2) consecutive additional years with attendance as optional.

### Section 4 Elections

The Board of Directors shall be elected at the Annual Chapter Membership Meeting.

#### (a) Directors

Fifty percent (50%) of the Board of Directors positions with expiring terms and any vacancy of a Director Position with unexpired term shall be elected.

#### (b) President, Vice President, Secretary, and Treasurer

The President, Vice President, Secretary, and Treasurer shall be elected by the Board of Directors at a meeting following the adjournment of Annual Chapter Meeting. Officers must have served on the Board of Directors currently or previously for one year.

### Section 5 Vacancies

#### (a) President Vacancy

When a President vacancy occurs, the Vice President shall become the President until the next election by the Board of Directors.

#### (b) Vice President Vacancy

When a Vice President vacancy occurs, the Board of Directors shall appoint a new Vice President to fulfill the unexpired term.

#### (c) Secretary and Treasurer Vacancy

When a Secretary or Treasurer Vacancy occurs, the Board of Directors shall appoint a new Secretary or Treasurer to serve for the remainder of the unexpired term.

#### (d) Director Vacancy

When a Director vacancy occurs, the Board of Directors may appoint a temporary Director to serve for the remainder of the unexpired term until the next Annual Chapter Membership Meeting.

# Proposed Constitution of the Central Virginia Chapter of the Penn State Alumni Association

## ARTICLE IV DUTY OF THE OFFICERS

### Section 1 Duty of the Officers

The duties of the officers shall be those set forth below and such additional duties as assigned by the Board.

#### (a) President Shall

- a. Serve as Chairman of the Board conducting the Board and Chapter Membership Meetings and assist in providing the meeting agendas
- b. Vote on Board issues and policy
- c. An additional vote is privileged to the President to break any Director tie vote
- d. Appoint Committees and Chairpersons with the approval of the Board
- e. Create ad hoc committees as necessary
- f. Serve as an ex-officio member of all Chapter Committees
- g. Manage the day-to-day business of the Chapter
- h. Ensure the filing of required reports of the Chapter to the Penn State Alumni Association Office
- i. Call unscheduled meetings of the Board as necessary with notification in any form without a notification time requirement
- j. Call a Board of Directors Meeting in response to a petition received by the President signed by one-third (1/3) of the Directors which states the specific purpose of a special meeting. A call by email, from the Secretary must be made to all Directors within seven (7) days of receipt of the petition, and such meeting shall be held within fourteen (14) days of receipt of the petition.
- k. Call a Special Chapter Membership Meeting in response to a petition received by the President signed by one-half (1/2) of the quorum required at the previous Annual Chapter Meeting which states the specific purpose of a special meeting. A notice by United States Mail or via electronic media from the Secretary must be made to all current paid members within fourteen (14) days of receipt of the petition, and such meeting shall be held within twenty-one (21) days of receipt of the petition.

#### (b) Vice President Shall

- a. Perform the duties of the President in the absence, disability of the President, or at the President's request
- b. Serve as an ex-officio member of all Chapter Committees
- c. Vote on all Board Issues

#### (c) Secretary Shall

- a. Maintain official minutes of the meetings of the Chapter and Board
- b. Provide a copy of said minutes to the Board prior to the next called meeting
- c. Assist to provide a copy of required reports to the Alumni Association
- d. Maintain and archive an official copy of Chapter minutes, Constitution, Newsletters, Membership list, filed Reports to the Alumni Association, and other significant documentation
- e. Issue or cause notice of meetings for Board of Directors and Annual Chapter Membership Meetings
- f. Assist other Officers and Committee Chairpersons as necessary
- g. Maintain a record of attendance at Board meetings

#### (d) Treasurer Shall

- a. Be responsible for all receipts and disbursements of the Chapter
- b. Be responsible for overseeing that the disbursements are made in accordance with the annual Chapter Budget or at the direction of the Board
- c. Assist to create the annual Chapter Budget
- d. Assist the Secretary with Chapter records as necessary
- e. Provide to the Board a current Financial Report
- f. Provide an annual Financial Report at the Annual Chapter Membership Meeting
- g. Provide an annual Financial Report to the Alumni Association

# Proposed Constitution of the Central Virginia Chapter of the Penn State Alumni Association

## Section 2 Duties of the Board of Directors

### (a) Board of Directors Shall

- a. Elect the Officers of the Chapter
- b. Fill vacancies as provided herein
- c. Approve an annual Chapter Budget and amend as required
- d. Monitor the Chapter financial health
- e. Act upon Committee Reports for the Chapter programs and functions to fulfill the purpose of the Chapter
- f. Monitor the activities and programs to ensure they are meeting the requirements of the Chapter members, vision, mission, and purpose
- g. Establish Chapter policy consistent with policy of the Alumni Association

### (b) Individual Directors Shall

- a. Endeavor to attend all Board meeting
- b. Endeavor to attend functions sponsored by the Chapter
- c. Serve on a minimum of one (1) standing Chapter committee
- d. Be responsible to be informed of on all Chapter policy, meeting, and functions

## Section 3 Administrative Procedures

### (a) Board Meeting

- a. Hold a Board meeting for the election of Officers immediately following the Annual Chapter Membership Meeting.
- b. Each Officer and Board Member has one (1) vote except, the President who has an additional vote in cases of a tie vote by Board of Directors.
- c. Quorum of the Board shall be one-third (1/3) of the Board members
- d. Majority of the voting quorum shall constitute affirmative Board action
- e. Proxy and absentee voting ballots are prohibited
- f. Meet as agreed upon by the Board with a minimum of four (4) meetings annually
- g. Meetings may be by call of the President or by Petition as provided herein
- h. Board meetings are open to any Chapter member without voting privileges

## ARTICLE V COMMITTEES and FUNCTIONS

### Section 1 Committees

#### (a) Committee Organization

- a. The Board operates through six (6) standing committees each with ability to create sub-committees to develop and execute programs or functions upon approval of the Board.
- b. All Committee Chairpersons who are not Directors are expected to attend Board meetings as non voting attendees when appropriate reporting is required
- c. The function of the committees are detailed herein but may be assigned additional responsibilities by the Board.
- d. Committee's membership may be composed of Officers, Directors, and Chapter Members.
- e. Committee Chairpersons are expected to provide, as needed, to the Board a current Chapter Event Planner report either via email 3 days in advance, or a printed report for distribution at scheduled Board meeting
- f. Such report shall provide planning details, budget, changes in status, and evaluation
- g. Committee Chairpersons are responsible for harmonious communication with Communication Committee for effective message to and for the membership

#### (b) Executive Committee

- a. The committee is composed of the President, Vice President, Secretary, and one (1) Director appointed by the President. The committee elects its own Chairperson which excludes the President.
- b. **Executive Committee Function**
  - i. Act upon issues which need an immediate response

# Proposed Constitution of the Central Virginia Chapter of the Penn State Alumni Association

- ii. Ensure the Constitution of the Chapter functions to the needs of the Chapter
- iii. Monitor the membership for potential candidates for Alumni Association awards
- iv. Evaluate the operating and program functions to ensure a vibrant Chapter organization.
- v. Develop ideas to maintain or improve program functions assuring a continuing vibrant Chapter organization

## (c) Finance Committee

- a. The Finance Committee is composed of one (1) Director appointed by the President who performs as the Chairperson, President, Treasurer, and Chairperson of the Social Events Committee
- b. **Finance Committee Function**
  - i. Prepare an annual Budget for presentation to the Board by the first Board meeting in a new calendar year
  - ii. Monitor the expenditures in comparison to the annual budget and additional authorizations by the Board
  - iii. Ensure that expenditures are within the current income or authorized use of the reserves
  - iv. Recommend the investment strategy of the Chapter investments to the Board
  - v. Cause the records of the Organization to be independently reviewed, audited or any other procedures that are in accordance with the generally customary accounting at least once every three years and upon the election of a new Treasurer.

## (d) Membership Committee

- a. The Membership committee will be exposed to various confidential lists from the Alumni Association and the Chapter. Confidentiality must ensure these lists are not used for commercial or political uses. The lists are for exclusive use for Chapter purposes to secure Chapter membership or advise of Chapter activities. Any other use of these confidential lists is prohibited.
- b. **Membership Committee Function**
  - i. Maintain a secure system of records of Chapter membership status, contact information, and various useful data on the status of a member
  - ii. Devise a continuing membership campaign for Chapter membership
  - iii. Execute the membership campaign as approved by the Board
  - iv. Provide membership status reports to the Board
  - v. Secure Alumni Association information on membership within Central Virginia
  - vi. Advise routinely the Alumni Association relative to contact information changes

## (e) Social Events Committee

- a. The Social Events Committee arranges for programs, events, and activities that involve Chapter's members in a social, networking, and interaction atmosphere. Events sponsored by the Committee tend to be seasonal activities. Emphasis is on promoting Penn State athletics, networking with Penn Staters, Penn State student recruitment, and building of the Spirit of Penn State while Chapter members enjoy an activity
- b. **Social Events Committee Function**
  - i. Create annual plans for activities and events for the Chapter's involvement for Board Approval
    - 1. Maintain for the Chapter a current Calendar of Events
  - ii. Execute the program (s) utilizing the Chapter Events Planner for the benefit of the Chapter members
  - iii. Create Sub Event Committees and securing members in coordination with the President, as needed to assist in the fulfillment of planned activities

# Proposed Constitution of the Central Virginia Chapter of the Penn State Alumni Association

1. Involving Directors and non Director Chapter members on the committees in order to spread the Chapter involvement workload
  - c. **Sub Events Committee**
    - i. Sub Events Committees arrange for single purpose programs, activities, or events that involve Chapter members. The emphasis is on community service, fundraising, student recruitment, and educational opportunities at Penn State.
  - d. **Sub Events Committee Function**
    - i. Create detailed plans for activities and events for Chapter involvement for Board Approval using the Chapter's Event Planner
    - ii. Execute the program(s) utilizing the Chapter's Event Planner for the benefit of the Chapter members
- (f) **Communications Committee**
  - a. Communication is the key in securing participation in Chapter activities. The Committee is charged to use appropriately the Internet, Email, Newsletters, Facebook, and the Chapter and Alumni Association Web Site as the primary methods of communicating. The Communications Committee must be in harmonious communication with all other committees for the message to be effective.
  - b. **Communications Committee Function**
    - i. Create and maintain a comprehensive communication program for Board Approval
    - ii. Execute the programs for the benefit of the committees, Board, and Chapter members
    - iii. Appoint or secure required assistance to ensure a balanced workload for the various committee functions
- (g) **Nominating Committee**
  - a. The President appoints three (3) Directors with one (1) as Chairperson, all who are not eligible for reelection as the Nominating Committee. The Nominating Committee seeks potential candidates as Officers and Directors for the Chapter positions requiring candidates.
  - b. **Nominating Committee Function**
    - i. Monitor the membership for potential candidates
    - ii. Seek and maintain potential candidates
    - iii. Confirm their nominee's willingness to be an Officer or Director
    - iv. Place their respective names into nomination
    - v. Maintain a balance of diversity of interest and talent within the Board of Directors

## ARTICLE VI ADMINISTRATION

### Section 1 Chapter Organization Year

- a. Calendar year shall be both the Fiscal and the Membership year.
- b. Annual Chapter Membership Meeting shall be held not later than June 30
- c. Annual Chapter Meeting may be held in conjunction with any Chapter Activity
- d. Board of Directors sets the date, time, and location for the Annual Chapter Meeting.
- e. Director elections will be held at the Annual Chapter Membership Meeting.
- f. President, Vice President, Secretary, and Treasurer shall be elected at the Board of Directors meeting following the immediate adjournment of Annual Chapter Membership Meeting.
- g. Standing Committee Chairpersons and members shall be appointed within 30 days of the Annual Chapter Meeting
- h. Newly appointed Chairpersons and Committees assume responsibility on July 1 (scheduled events shall be conducted under the original Committee)

### Section 2 Annual Chapter Membership Meeting

- a. President, Vice President, or Director shall conduct the meeting

# Proposed Constitution of the Central Virginia Chapter of the Penn State Alumni Association

- b. The Secretary to send written notice of the Annual Chapter Membership Meeting to all paid dues members for the current year within twenty-one (21) and not less than seven (7) days by United States mail or via electronic media to the Secretary's current membership list
- c. Quorum for all Chapter meetings is an attendance exceeding five percent (5%) of the current paid membership
- d. A majority of the voting quorum shall constitute affirmative Annual Chapter Membership Meeting action
- e. Proxy and absentee voting ballots are prohibited

**(a) Annual Chapter Membership Meeting Agenda shall include:**

- a. Quorum shall be declared with an attendance exceeding five percent (5%) of the current paid membership
- b. Financial Report
- c. Summary Statement of the Activities of the Chapter
- d. Open Forum for discussion
- e. Election of Directors as required herein

### **Section 3 Chapter Membership Meeting**

- a. The President should call a Special Annual Meeting as dictated herein.
- b. The Board of Directors by unanimous vote may call a Chapter Membership Meeting for a specific purpose

## **ARTICLE VII AMENDMENT and ADOPTION**

### **Section 1 Amendment**

1. This Constitution may be amended by a majority vote of all Chapter members either at an Annual Chapter Membership Meeting or Chapter Membership Meeting
2. The Secretary must notify Chapter Members at least thirty 30 days prior to the scheduled date of voting, the location, time, and purpose, of the meeting, as well as the location where the Proposal(s) are published on the Chapters Internet site. Such notice can be by United States Mail or via electronic media to the Secretary's current membership list.
3. Copy of the Board's Proposed Amendment(s) and/or Changes will be available at the Chapters Internet site and available at the meeting
4. Quorum for a Special Chapter Meeting is an attendance exceeding five percent (5%) of the current paid membership
5. No amendment shall take effect until duly approved by the Executive Board of the Alumni Association

### **Section 2 Adoption**

1. This Constitution is a re-edited and formatted edition of the Constitution adopted May 22, 2000 by the Central Virginia Chapter of the Penn State Alumni Association and accepted by the Executive Board of the Alumni Association.
2. This revised Constitution was approved by the Chapter members present at a Chapter Membership Meeting held on \_\_\_\_\_ as certified by the signatures of the President and Secretary.
3. This revised Constitution shall be official upon receipt of approval by the Executive Board of the Penn State Alumni Association
4. Failure to be accepted this Constitutional version is null and void.

Date Approved by the Chapter \_\_\_\_\_ Secretary, Jeffrey Cole \_\_\_\_\_

President, Peter Goergen \_\_\_\_\_

Date Notification Received from the Penn State Alumni Association \_\_\_\_\_

Notification Received by \_\_\_\_\_