

**The Pennsylvania State University
World Campus Alumni Society**

BYLAWS

Article I. Purpose

The purpose of the Penn State World Campus Alumni Society (the “Society”), a Constituent Society duly chartered by the Executive Board and Council of the Penn State Alumni Association (the “Alumni Association”), shall be to establish and sustain a global network of alumni of the Penn State World Campus (the “World Campus”), to foster engagement between the alumni and the University and current and prospective students, to sponsor social and professional activities relevant to the interests of World Campus alumni, and to advance the goals and values of the World Campus, the Alumni Association, and the Pennsylvania State University (the “University”).

Article II. Membership

The following categories of membership shall be recognized by the Society:

Section A: Alumni Membership

- a. Alumni membership shall be defined as all graduates and former students of the World Campus who are members of the Alumni Association, following the eligibility criteria and dues requirements established by the Alumni Association.

Section B: Student Membership

- a. Student membership shall be defined as all current students of the World Campus who are members of the Alumni Association by virtue of membership in the World Campus chapter of the Penn State Blue & White Society (the “World Campus Blue & White Society”).
- b. Student members of the Society shall be ineligible to serve as an elected member of the Society Board of Directors (the “Board”), except for in cases where a student member was previously an alumni member.

Section C: Honorary Membership

- a. Honorary membership shall be conferred upon persons otherwise ineligible for membership under the previous sections of this Article in recognition of outstanding professional achievements or contributions to the World Campus.
- b. Any elected member of the Board may nominate an individual for honorary membership, and a decision on membership shall be made by majority vote of the Board.
- c. Honorary members of the Society shall be ineligible to serve as an elected member of the Board.

Article III. Finances

Section A: Membership Dues

Dues as set and paid to the Penn State Alumni Association shall provide a basis of eligibility for membership in the Society under a combined membership plan.

Section B: Operating Expenses

The operating expenses of the Society shall be met by the World Campus and shall be determined by the Director of Alumni Relations for Outreach and Online Education (the "Director of Alumni Relations") or designee, in consultation with the President of the Board.

Section C: Fiscal Year

The fiscal year of the Society shall terminate on June 30.

Article IV. Board of Directors

Section A: Purpose of the Board

The business of the Society shall be managed by the Board, which shall establish policies and programs for the operation of the Society in accordance with [Article I](#) and in accordance with the policies of the Alumni Association, the World Campus, and the University.

Section B: Composition of the Board

- a. The Board shall comprise a maximum of twenty-one (21) voting Directors to be elected in the manner set forth in Section D of this article.
- b. The Board shall include the following ex-officio members, who shall serve without voting privileges:
 - a) One representative from each Affiliate Program Group approved by the Board under [Article IX](#) of these Bylaws;
 - b) The Director of Alumni Relations or designee;
 - c) The Director of Development for Outreach and Online Education or designee;
 - d) The Vice Provost for Online Education or designee; and
 - e) The President of the World Campus Blue and White Society or designee.
- c. Past Presidents of the Society who remain alumni members of the Society as defined in [Article II](#) shall be considered Board members emeritus and shall be invited to participate on the Board in a non-voting, advisory capacity.

Section C: Eligibility of Voting Directors

- a. Voting Directors shall be alumni members of the Society as defined in [Article II](#).
- b. Full-time, standing (regular) employees and part-time employees of the University, (as defined by University Policy HR0 or any applicable successor policy of the University), while eligible to stand for election to the Board consistent with part (a) of this Section, may not serve as an Officer of the Board.

Section D: Nomination and Election of Voting Directors

- a. The election of voting Directors shall take place by a majority vote of the Board at a duly called regular or special meeting of the Board that shall take place prior to the conclusion of the current term.
- b. Not less than 60 days prior to the election, the Society, using a method established by the Director of Alumni Relations or designee, shall formally begin accepting nominations from eligible Society members.
- c. Current voting Directors eligible for re-election under this Article shall follow the method established under part (b) of this section to declare their intention to stand for re-election.
- d. The Vice Provost for Online Education or designee, in consultation with the Director of Alumni Relations or designee, shall review, approve, and communicate the slate of candidates to stand for election to the Nominating Committee.
- e. Not less than 30 days prior to the election, the Nominating Committee shall notify the Board of the slate of candidates.

Section E: Terms of Voting Directors

- a. The terms of elected voting Directors shall begin on July 1 following election.
- b. The term of office for elected voting Directors shall be three (3) years.
- c. Voting Directors shall be eligible to serve a maximum of two (2) consecutive terms as an elected member of the Board.
- d. An eligible Society member shall be eligible for re-election after a period of one (1) year after serving two (2) consecutive terms as an elected voting Director.

Article V. Officers and the Executive Committee

Section A: Officers of the Board

- a. The Executive Committee of the Board shall consist of the President, the Vice President, the Secretary, and one Officer-at-Large.
- b. The Vice President shall automatically succeed the President at the conclusion of the President's term.
- c. The President shall have the discretion and authority to appoint additional non-voting advisors to the Executive Committee, provided that such advisors shall be current voting Directors as provided for in section IV.

Section B: Nomination and Election of Officers

- a. The election of Vice President, Secretary, and Officer-at-Large shall take place by a majority vote of the Board at a duly called regular or special meeting of the Board that shall take place not less than 60 days prior to the conclusion of the current term or, in the case of a vacancy, as soon as practical.
- b. All voting Directors as provided for in [Article IV](#) shall be eligible to stand for nomination and election after completing one full year of service to the Board.

- c. All voting Directors shall be eligible to vote in any election conducted under this section.
- d. In the event of a tie, the President (or, in the absence of the President, the Director of Alumni Relations or designee) shall cast the deciding vote.
- e. In the event that elections are not conducted in accordance with this section prior to the conclusion of the current term, the Director of Alumni Relations or designee shall appoint interim Officers to serve until such time that an election is conducted.

Section C: Terms of Officers

- a. The terms of elected Officers shall begin on July 1 following election.
- b. The terms of office for President and Vice President shall be two (2) years.
- c. The terms of office for Secretary and Officer-at-Large shall be one (1) year.
- d. The Secretary and the Officer-at-Large shall be eligible to serve a maximum of two consecutive terms as an elected member of the Executive Committee as either Secretary or Officer-at-Large.
- e. Neither the President nor the Vice President shall succeed himself or herself for a full term.
- f. Any prior term limitations to service to the Board as stipulated under [Section E of Article IV](#) shall not apply to duly elected Officers for the duration of their term as an elected member of the Executive Committee as provided by this section, excepting that upon completion of his or her term, the President shall be eligible for re-election to the Board as a voting Director after a period of one (1) year.

Section D: Duties of Officers

- a. The President shall preside over all meetings of the Board; shall be responsible for the general supervision of all Society activities and business; shall, in consultation with the Executive Committee, appoint all committee chairs and committee members; shall serve as an ex-officio member of all duly constituted committees of the Board; shall represent the Society at events and functions relevant to the mission of the Society; and shall perform such other duties and take necessary steps to fulfill those duties as they may pertain to the office.
- b. The President shall serve as the Society's and the Board's representative to the governing body of the Alumni Association as provided for under the bylaws of the Alumni Association.
- c. The Vice President shall perform the duties of the President in the event of the President's absence or incapacity; shall assist the President in such other duties as may be necessary or appropriate to fulfill the mission of the Society; and shall serve as parliamentarian for Society business, including becoming conversant in *Robert's Rules of Order* and otherwise providing for the execution of the provisions of

these bylaws in the course of meetings of the Board and the conduct of its business.

- d. The Secretary shall record the minutes of all meetings of the Society and Board; shall transmit such minutes to the Board for review and approval as provided under [Article VII](#); and shall work with the Office of the Vice Provost for Online Education and the Director of Alumni Relations or designee to maintain the files of the Society and its business in a complete and accessible manner.
- e. The Officer-at-Large shall chair the Nominating Committee and shall otherwise advise and support the President in the execution of business relevant to fulfilling the mission of the Society.

Article VI. Committees

Section A: Establishment of Committees

- a. Subsequent to the start of the fiscal year, but prior to the first meeting of the Board, the President, in consultation with the Executive Committee, shall propose and establish such committees as necessary to execute the mission of the Society.
- b. The President may establish ad hoc committees not otherwise constituted under the provisions of this section.

Section B: Committee Membership

- a. The President shall appoint voting Directors to serve as chairpersons for all committees duly constituted under Section A.
- b. The President shall appoint all voting Directors to serve on at least one committee.
- c. Committee membership shall be open to all alumni members of the Society in good standing.
- d. The President shall have the authority and prerogative to dismiss and replace chairpersons appointed under this Section at any time.

Section C: Establishment of Sub-Committees

Committee chairpersons may, subject to a majority vote of the Board at a duly called regular or special meeting of the Board, establish such sub-committees as necessary to support the mission and objectives of the committee.

Section D: Committee Meetings and Reports

- a. Each committee shall transact business in support of its mission and objectives at the discretion of the chairperson, including that each committee shall meet at least once prior to each duly called regular meeting of the Board.
- b. Each committee chairperson or designee shall report on the business of its committee at each duly called regular meeting of the Board.
- c. Committee reports prepared under this Section shall include the transmittal of meeting minutes and attendance records for any and all committee meetings held in the intervening period.

Article VII. Board Meetings

Section A: Regular Meetings

- a. The Board shall meet a minimum of four times per fiscal year.
- b. The date and time of each regular meeting shall be determined by the President, in consultation with the Director of Alumni Relations or designee, and shall be fixed no less than 30 days in advance of each meeting.

Section B: Special Meetings

- a. Special meetings of the Board may be called at the discretion of the President, at the request of a majority of the members of the Board, and/or upon the filing of a petition containing a minimum of 250 Society member signatures filed with the World Campus Office of Online Education Division of Development and Alumni Relations.
- b. Written notice of special meetings shall be sent out by the President at least two weeks in advance.

Section C: Meeting Attendance

- a. All regular and special meetings of the Board or its duly constituted committees shall be open to any member of the Society in good standing, and the agenda for each meeting shall include time for members in attendance to be recognized and address issues pertinent to the business of the Society.
- b. Portions of any Board or committee meeting may be closed at the discretion of the President or the committee chairperson.
- c. A simple majority of voting Directors currently in office shall constitute a quorum for the transaction of business at Board meetings. The approval by a majority of the Board members at a duly convened Board meeting at which a quorum is present shall be considered to be the act of the Board.

Section D: Methods of Participation in Meetings

Board members and Society members may participate in any regular or special meetings of the Board, the Executive Committee, or a committee of the Board by means of audio, video, or electronic conferencing or similar communications technology by means of which all persons participating in such meeting can hear each other. Participation in a meeting in this manner by a Board member shall be considered to be attendance in person for all purposes under these bylaws.

Section E: Governance of Meetings

Robert's Rules of Order shall function as the parliamentary authority for the governance of all meetings convened under this Article, except in cases where they conflict with these bylaws, the bylaws of the Alumni Association, or the rules and regulations for constituent societies as established by the Executive Board of the Alumni Association.

Section F: Records

- a. The Secretary shall record the minutes and attendance of all regular and special meetings of the Board and transmit same to the Board

within one week of the meeting. Minutes shall be subject to approval by a majority of the Board on or before the next regular meeting of the Board.

- b. Committee chairpersons or designees shall record the minutes and attendance of all committee meetings and transmit same to the President and Secretary within one week of the meeting.
- c. The minutes of all Board and committee meetings shall be accessible and provided upon request from any Society member in good standing to the World Campus Office of Online Education Division of Development and Alumni Relations.

Article VIII. Removal, Resignation, and Replacement of Board Members and Officers

Section A: Removal

- a. Any member of the Board, other than an ex-officio member, may be removed from his or her position by majority vote of the Board if the Director of Alumni Relations or designee or any Board member believes that a Board member has breached his or her fiduciary duty to the Society or has otherwise failed to act in good faith with respect to the interests of the Society.
- b. Removal of a Board member shall require a proposal to the Executive Committee by the President, which shall subsequently be referred to the whole Board by majority vote of the Executive Committee.
- c. The Board member in question shall be permitted to present his or her case for non-removal as part of the Executive Committee's deliberation on the matter.
- d. The decision of the Board shall be transmitted to the Board member in question in writing and, in the event of an affirmative vote, the removal of such Board member shall be effective upon notification.
- e. Dismissal of an elected Board member under this Article shall prevent re-election to the Board for a period of three years.

Section B: Resignation

- a. Resignation from the Board shall be submitted in writing to the President and the Director of Alumni Relations or designee.
- b. Resignation of an elected Board member shall not prevent re-election to the Board at any future time, provided that all other eligibility criteria under these bylaws is met.

Section C: Vacancies

- a. With the exception of ex-officio Board members, vacancies in the membership of the Board due to death, resignation, removal or other reasons may, at the discretion of the President and in consultation with the Director of Alumni Relations or designee, appoint an eligible Society member to serve as a Board member for the unexpired term.

- b. Appointments to the Board under this section shall not count against the term limits otherwise specified under these bylaws.
- c. In the event of a vacancy in the office of the President, the Vice President shall assume the office of President for the duration of that term. After the conclusion of that term, the Vice President shall serve as expected for a subsequent term as President as provided for under [Article V, Section A](#).
- d. In the event of a vacancy in the office of the Vice President, the Officer-at-Large shall assume the office of Vice President for the duration of that term.
- e. In the event of any vacancy of any elected Officer other than the President not provided for by the preceding subsections, the President, in consultation with the Director of Alumni Relations or designee, shall appoint eligible voting Directors to assume the office of such vacancies for the duration of each term.
- f. Notwithstanding the preceding subsections, the Director of Alumni Relations or designee shall have the discretion to call for elections to fill any remaining vacancies under the provisions of [Article V, Section D](#).

Article IX. Affiliate Program Groups

Section A: Purpose

The Society and its Board shall recognize and approve the establishment of Affiliate Program Groups (“APGs”) that shall consist of alumni or friends of the World Campus who have a common interest in a particular academic, professional, or extra-curricular activity which is related to a specific World Campus program.

Section B: Organization

- a. Consistent with the bylaws of the Alumni Association, an application to form an APG shall be made to the Board by filing a petition signed by no fewer than twenty-five (25) alumni or friends of the World Campus who propose to join the APG.
- b. The Board, at a duly called regular or special meeting, shall consider and formally approve the application and recognize the APG by a majority vote.
- c. In order to retain its recognized status, each APG must comply with applicable provisions set forth in these bylaws.

Section C: Revocation and Reinstatement

- a. The Society shall have the authority to revoke recognized status to any APG by two-thirds majority vote of the Board with the written approval of the CEO of the Alumni Association.
- b. Reinstatement of an APG’s recognized status may be obtained only by fulfilling the original requirements under Section B of this Article.

Article X. Review and Amendments

- A. These bylaws may be amended, changed, or repealed by a two-thirds majority vote of the Board at a duly called regular or special meeting of the Board.
- B. Written notice of such action shall be proposed to the Board in writing at least 30 days prior.
- C. Upon approval by the Board, the President and the Director of Alumni Relations or designee shall transmit a copy of these bylaws and any subsequent amendments or revisions thereof to the Alumni Association for recordkeeping.
- D. The President shall appoint an ad hoc committee to review these bylaws at minimum every five years, or sooner as circumstances warrant.
- E. These bylaws and any subsequent amendments or revisions thereof shall not conflict with the bylaws of the Alumni Association or the rules and regulations for constituent societies as established by the Executive Board of the Alumni Association.

Article XI. Transitional Arrangements for Adoption of Revised Bylaws

The following conditions shall apply for all voting Directors currently in office as of the adoption of these bylaws:

- A. Notwithstanding Section C of Article III, the terms of service for any and all current voting Directors originally elected to the Board for terms ending during calendar year 2021 shall terminate on September 1, 2021, or at such time that their successor is duly elected, whichever is later.
- B. Notwithstanding Section C of Article V, the term of service for the current President shall terminate on June 30, 2024.
- C. Notwithstanding Section C of Article V, the terms of office for the current Secretary and Officer-at-Large shall terminate on June 30, 2022.
- D. Notwithstanding part (b), Section A of Article V, the current Vice President shall be ineligible to succeed the current President at the conclusion of their respective terms.
- E. The conditions described within this Article shall terminate on June 30, 2024.

Adopted April 24, 2021