

# The Penn State Higher Education Program Alumni Council

An Affiliated Program Group of the College of Education Alumni Society & Penn State Alumni Association

## BYLAWS

### ARTICLE I – BOARD OF DIRECTORS

The governing body of the HEP Alumni Council shall be a Board of Directors as prescribed by Article IV of the Constitution.

SECTION 1.1 REGULAR MEMBERS The Board shall consist of at least eleven voting members selected from the Council's Regular Membership.

SECTION 1.2 EX-OFFICIO MEMBERS The Board shall invite five individuals to serve as non-voting ex-officio members. The ex-officio positions invited to serve include: (1) the Program Coordinator (formerly Professor-in-Charge) of the HEP; (2) the President of the Higher Education Student Association (HESA); (3) the Director of the Center for the Study of Higher Education (CSHE); (4) a representative from the COE Development and Alumni Relations Office; and (5) the Head of the Department of Education Policy Studies.

SECTION 2. ABSENCES Three (3) consecutive unexplained absences from Board meetings may be deemed a resignation.

SECTION 3. VACANCIES OF UNEXPIRED TERMS The Board shall be empowered to fill any unexpired terms of Board members.

### ARTICLE II – APPOINTMENT OF DIRECTORS

SECTION 1. NOMINATION PROCEDURE The Regular Members of the Board shall be identified and nominated by a Nominating Committee appointed by the presiding officer. Additional nominations will be accepted by the committee from the general membership of the Council. Solicitation of nominations shall be announced in all available communication outlets. Board will accept more nominations than vacancies in the event one of the nominees declines.

SECTION 2. APPOINTMENT The slate of nominated individuals will be placed to a ballot vote among the current Board membership. A simple majority of affirmative votes will signify appointment and determine the member selected in the case of multiple nominees for appointments.

SECTION 3. TERM OF OFFICE The Regular Members of the Board shall serve terms of three (3) years. Ex-Officio Members serve terms concurrent with their professional position.

SECTION 4. CONSECUTIVE TERMS Regular Members may serve four (4) consecutive terms. After serving the fourth consecutive term, Regular Members may not serve again in the same capacity for at least two (2) years.

SECTION 5. STAGGERED TERMS At the conclusion of the first three-year term in existence, the Board shall enact staggered terms of office for all Regular Members.

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## **ARTICLE III – EXECUTIVE OFFICERS**

SECTION 1. OFFICERS Executive Officers of the Board shall consist of a President, Vice-President, Immediate Past President and Secretary/Treasurer.

SECTION 2. ELECTION OF OFFICERS The Board shall elect their officers by process of nomination and simple majority vote.

SECTION 3. TERMS OF OFFICE Executive Officers shall serve terms of two (2) years. Officers may serve up to three (3) consecutive terms in the same position. At the conclusion of the third consecutive term the Officer may not serve again in the same capacity for two (2) years. Executive Officers shall continue to serve until the completion of their Executive term even if it exceeds their Regular Member appointment.

SECTION 4. OFFICE VACANCIES A vacancy occurring in the Presidency shall be filled by the Vice-President. Should a vacancy occurring in the office of Vice-President, or the vacancy of the President should occur when there is no Vice-President, the President and Vice-President positions shall be filled by a vote of the Board. Should any other office be vacant, the Board shall hold a special election to fill the office for the remaining time of the term of the office.

## **ARTICLE IV – DUTIES OF OFFICERS**

SECTION 1. PRESIDENT The President shall preside at all meetings and other activities of the Council, and report all activities to the Board. The President shall perform duties commonly incidental to such office including authorization of all expenditures, and serving as an ex-officio member of all committees. The President shall serve as representative to the Board of Directors of the COE Alumni Society, and as such must be a member of the Penn State Alumni Association.

SECTION 2. VICE-PRESIDENT The Vice-President shall perform such duties as may be designated by the President and the Board. In the absence of the President, the Vice-President shall preside at meetings. The Vice President, or his or her designee, shall be Chair of the Nominating committee.

SECTION 3. IMMEDIATE PAST-PRESIDENT The Immediate Past-President is filled by the most recently retired President for the two (2) year period following the installation of the new President. The responsibility of this position include providing assistance as needed for all Council Officers, assisting the President in the transitional period and in setting Council guidelines, policy and direction.

SECTION 4: SECRETARY/TREASURER The Secretary/Treasurer shall be responsible for for member outreach and financial leadership. This position will support budget and finance matters of the Council and encourage and report on fundraising and development connections between the Board and the Development and Alumni Relations Office. The Secretary/Treasurer shall be responsible for the records of the Council and shall work to ensure that the website is up-to-date.

## **ARTICLE V – MEETINGS**

SECTION 1. REGULAR MEETINGS The Board shall meet at least once a year to conduct the affairs of the Council. Such meetings may be held telephonically or in person.

SECTION 2. SPECIAL MEETINGS Special Meetings shall be held at such time and place as determined by the Board. Notice shall be made to the members of the Council.

SECTION 3. QUORUM A simple majority of voting members of the Board shall constitute a Quorum.

SECTION 4. PROXY VOTING Proxy voting shall be prohibited.

## **ARTICLE VI – COMMITTEES**

SECTION 1. STANDING COMMITTEES There shall be four (4) Committees of the Board: Executive, Nominating and Alumni Relations, Development, and Outreach. Additional committees may be created by the Board as deemed necessary.

SECTION 1.1 EXECUTIVE COMMITTEE The members of the Committee shall be all Board Officers. The Executive Committee shall be empowered to create the agenda for Board Meetings, have emergency decision making powers, and carry on the business of the Board whenever necessary between Regular or Special meetings of the Board; however, all decisions of the Executive Committee regarding unbudgeted expenditures of funds in excess of \$750 must have prior approval by a majority vote of the Board.

SECTION 1.2 NOMINATING AND ALUMNI RELATIONS COMMITTEE The Nominating and Alumni Relations Committee is to be chaired by the Vice-President or his or her designee. This committee is charged with identifying, soliciting and forwarding nominations for membership and executive officers to the Board and assisting with activities that help connect Board members to HEP alumni and students.

SECTION 1.3 DEVELOPMENT The Development Committee is tasked with supporting the fundraising efforts of the Development and Alumni Relations Office as they relate to the HEP and encouraging connections between the Council and the philanthropic goals of the HEP.

SECTION 1.4 OUTREACH The Outreach Committee is charged with advising the HEP in its efforts to communicate with its constituencies and assisting with student development by organizing activities that enhance the career and personal development of current students.

SECTION 2. APPOINTMENT OF COMMITTEE MEMBERSHIP The Executive Committee shall assist in determining all committee membership appointments.

Each standing committee shall be chaired by a member of the Executive Committee or his or her designee, as approved by the President. Any member of the Executive Committee who has appointed a designee committee chair shall serve in a liaison relationship to that chair. The liaison relationship is encouraged, as it will help to engage more regular board members in HEPAC leadership. The liaison relationship will also help to facilitate communication with the Executive Board for smooth coordination of operations.

## **ARTICLE VII – FINANCES**

SECTION 1. REVENUE The Board shall be empowered to identify, solicit, collect and utilize any and all legitimate revenue sources available in pursuit of the Council's purpose and primary objectives.

SECTION 2. EXPENDITURES The Board will expend funds as necessary for activities or programs directed at achieving the Council's purpose and primary objectives.

SECTION 3. BUDGET The Board will be responsible for preparing and maintaining an annual budget in accordance with office responsibilities outlined in Article IV, Sections 1, 2 and 3.

### **ARTICLE VIII – AMENDMENTS**

SECTION 1. AMENDMENTS AND BYLAWS Amendments and Bylaws to this Constitution may originate with the Board or by written petition of twenty-five (25) or more Regular Members of the Council. The proposed Constitutional amendments or Bylaws changes must be submitted in writing to the presiding officer of the Board not less than two (2) months ahead for inclusion on the agenda of the next Board meeting. Amendments to this Constitution require a 3/4th majority of the Board while changes to the Bylaws require a simple majority. Notice shall be given as required by the Constitution, Article VI, Section 2.