

Bylaws of
The Pennsylvania State
University
Smeal College of Business
Alumni Society Board

Effective 09/19/24
Revised 09/19/24

ARTICLE I - NAME

The name of this organization shall be The Mary Jean and Frank P. Smeal College of Business Alumni Society Board of The Pennsylvania State University (“Smeal Alumni Society Board”).

ARTICLE II - PURPOSE

The Smeal College of Business experience extends beyond graduation. The mission of the Alumni Society is to provide opportunities for networking, volunteerism, and lifelong engagement to its diverse alumni community. Smeal is more than a leading academic institution; it's an asset for life.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Powers and duties.

The executive and legislative functions of the Smeal Alumni Society Board shall be the duty and responsibility of its Board.

Section 2. Members of the Board and their elections.

The Board shall consist of At-Large Directors and Ex-Officio Directors (collectively, "Members"). No more than 24 At-Large Directors shall serve on the Board at any given time ("At-Large Maximum"). All At-Large Directors shall have the exclusive right to vote on all matters in which Board approval is sought; provided however, an At-Large Director must be present (in-person or virtually) to cast a vote. Ex-Officio Directors shall have all rights of At-Large Directors, except for the right to vote. The At-Large Directors shall be elected according to the following procedures:

- a) Elections shall occur during each Spring Board Meeting.
- b) All members of the Smeal Alumni Society shall be afforded an opportunity to nominate alumni for consideration to serve as Members of the Board. Any interested nominees must follow the application process as described below.
- c) Approximately 30-60 days prior to an election, alumni who would like to be considered as candidates to serve as Members of the Board, and who are not currently serving as Members of the Board, shall submit the online application form by the published deadline. Eligible Members of the Board seeking re-election shall notify the Director of Alumni Relations and President about their interest at least 30-60 days prior to an election.
- d) The Executive Committee shall review all submitted nominations and review the eligibility and activity of Board Members seeking re-election.
- e) The Board will receive the Election Slate via email at least two weeks prior to the closed vote for their review.
- f) For a candidate not currently serving as a Member of the Board, the Executive Committee shall consider service to The Pennsylvania State

University, with an emphasis on quality of service to Smeal for at least two years. Participation in Smeal affiliated activities is preferred. For a candidate currently serving on the Board seeking re-election, the Executive Committee shall consider the quality of service to the Board, Smeal and/or The Pennsylvania State University and whether the candidate has made reasonable effort to actively attend Board meetings over the past three years in-person (or virtually when necessary).

- g) If exactly one Board seat is open, the Executive Committee may make final nominations of up to four candidates. Otherwise, the names of no more than double the number of Board positions to be filled for election shall be provided by the Executive Committee to the Board.
- h) An election shall be limited to a maximum of four open Board seats, subject to the At-Large Maximum. If there are more than four open seats at the current election, or if more than four open seats are projected in any future election, the President may, in his or her discretion, call for the election of more than four At-Large Board seats at the current election, and the Board will not be subject to the At-Large Maximum; provided that (i) the Board shall endeavor to reduce its membership at or below the At-Large Maximum by the third election cycle after the At-Large Maximum is first exceeded and (ii) in no event shall the total number of At-Large Directors serving on the Board exceed 30 Members. An open Board seat does not include a Board seat then held by a current Board Member seeking re-election.
- i) The Board shall discuss all final candidates before a closed vote.
- j) Election of At-Large Directors shall require a vote of two-thirds of a quorum. At-Large Directors seeking re-election shall be permitted to participate in the election and to vote for themselves. In the event of the election ending in a tie or stalemate, after two consecutive votes, the Executive Committee shall be authorized to fill the position by appointment. All members of the Smeal Alumni Society Board shall thereafter be informed of the names of the new Directors.
- k) The term of an At-Large Director shall begin on the first of July that immediately follows his or her election and end after a period of three years. At-Large Director shall not serve more than two consecutive terms, unless they are elected to serve as President at the end of their two consecutive terms.
- l) Three years or more after an At-Large Director has completed two consecutive terms, said individual shall be eligible for consideration to serve as a Member of the Board. He or she must apply to serve as an At-Large Director, following the same process as all other candidates.

All out-going At-Large Directors who have served at least two consecutive terms shall be inducted into the Hammond Society during the Spring Board meeting. Should an At-Large Director leave the Board due to an extenuating circumstance, prior to their full terms of service, the Director may still be appointed to the Hammond Society at the discretion of the President.

The Ex-Officio Directors shall be:

- a) A member of the Faculty of The Smeal College designated by the President and Director of Alumni Relations
- b) The President of the Smeal Student Council
- c) One representative from Smeal's portfolio of Professional Graduate Programs nominated by the Associate Dean for Professional Graduate Programs and Executive Education, and confirmed by the President
- d) One or two recent undergraduate alumni who are selected by the Smeal Alumni Society Board Executive Team as the Smeal Board Sponsorship Award Recipient

The faculty representative will serve a two-year term. All other Ex-Officio roles will last one year (July first to June thirtieth, inclusive) with the exception of the Smeal Student Council President which will vary based upon the organization's election timeline.

Absence from three consecutive meetings (in person or virtually) by a member of the Board of Directors will terminate membership on the Board. Exceptions may be granted by the President and Director of Alumni Relations on an individual basis based upon extenuating circumstances.

Each Board member must be a member of the Penn State Alumni Association. Membership shall be verified annually at least sixty days prior to the Fall meeting of the Board by the Director of Alumni Relations.

Section 3. Officers and their elections.

The Officers of the Board shall be the President and the President-Elect. The Board shall elect from among their membership by majority vote a President-Elect. The term of the President-Elect shall be two years. The President-Elect shall succeed to the Presidency at the end of the President's term. The President shall succeed to Immediate Past-President at the end of his or her term as President. The term of the President shall be two years and the term of the Immediate Past-President shall be two years.

At least 60 days prior to election, Board members will be invited to submit a self-nomination to the Director of Alumni Relations to be considered for the President-Elect role. Nominations must be received at least 30 days before the election via email. The information on nominees shall be sent to Board members at least two weeks prior to the election. The election will take place via anonymous electronic ballot. Each nominee will be invited to share brief remarks prior to the vote.

In the event of the death, resignation, or disqualification of the President-Elect, the Board shall elect another person to fulfill the unexpired term at the following

board meeting. In the event of the death, resignation or disqualification of the President, the President-Elect shall assume the duties and fulfill the President's unexpired term. A new President-Elect will be elected at the following Board meeting. The post of Immediate Past-President becoming vacant shall be filled by the President appointing a successor from among other Past-Presidents. In the event of the death, resignation, or disqualification of an At-Large Director, the Board shall elect from its membership another person to fulfill the unexpired term at the following board meeting. The fulfillment of the aforementioned unexpired term does not impact the two consecutive terms that a Director is eligible to serve.

The President of the Board or the President-Elect, as appointed by the President to serve as his or her representative, shall serve as the Board's voting member in the Penn State Alumni Association Council. Should neither be able to serve, a Director appointed by the Executive Committee shall serve as the representative.

Any person who has been elected to serve as President-Elect, but whose term as an At-Large Director may otherwise expire, shall continue to serve as an additional At-Large Director until such time as his or her term of Office as President shall terminate. Any person serving as Immediate Past-President, but whose term as an At-Large Director may otherwise expire may continue to serve as an additional Ex-Officio Director for a one-year period.

Section 4. Executive Committee.

The Executive Committee will include at least six members, and shall include the President, President-Elect, and Director of Alumni Relations. The President may appoint no less than three Members of the Board who are either active or former leaders of Committees/Task Forces or key contributors to important activities as Executive Committee members.

Upon election of a new President, the members of the Executive Committee shall be reviewed. Committee/Task Force leaders shall serve no more than two years in this position, unless otherwise designated by the President. After completing two years as a Committee Vice Chair, the Vice Chair will step into the Chair role if this person is able and willing. This person will make a recommendation for the new Committee Vice Chair, which will be reviewed and confirmed by the President. Should the Vice Chair not be willing or able to assume the Chair role, the President will appoint someone else on the Board to serve in this capacity.

The President shall be empowered to create the agendas for Board meetings and carry on the business of the Board where time is of the essence between regular or special meetings of the Board.

Section 5. Committees/Task Forces.

The President and/or the Executive Committee shall appoint members and establish the purpose of Committees/Task Forces as appropriate for the proper functioning of the Society. All Committees/Task Forces shall be required to have at least one Board member on its membership.

A Task Force shall have a shorter term goal, deadline and defined deliverables, whereas a Committee may have a longer term mission, and is on-going. Task Force leaders will be appointed by the President.

No Committee shall implement actions without the approval of the Board. Any alumnus, former student, or friend of The Smeal College of Business may serve as a member of a Committee of the Board when appointed by the process stated above as long as a full record is maintained. All Committees/Task Forces shall meet at least once each year.

Section 6. Finance.

The operating expenses of the Smeal Alumni Society Board shall be met by the Smeal College of Business according to an annual budget. Smeal's Director of Alumni Relations will allocate funds to support Board initiatives, consulting the Executive Team when appropriate. The financial year of the Smeal Alumni Society Board shall be from July first to June thirtieth, inclusive.

ARTICLE IV - MEETINGS

Section 1. The Board shall hold at least two meetings each year. The meetings shall be held on the dates determined by the Board. In-person attendance is expected for all Board members because many activities require interactive engagement which is less effective remotely. A virtual option will be made available for extenuating personal circumstances, including the travel limitations that may arise for those who do not live within a reasonable distance of University Park, PA.

Section 2. The Board shall meet at the call of the President or at the written request of a majority of the members of the Executive Committee.

Section 3. The Executive Committee and Task Forces shall meet at least twice each year at the call of the committee chairpersons or at the request of the President.

Section 4. Special Committees/Task Forces shall meet at the direction of the President.

Section 5. A meeting of the Board shall be convened only upon a quorum being present. A quorum, for a Board meeting, shall consist of greater than one-half of the At-Large Directors of the Board.

ARTICLE V - INDEMNIFICATION

Section 1. Limitation of Directors' Liability.

No member of the Board (referred to in this Article collectively as "Director" or "Directors") shall be personally liable for monetary damages for any action taken or any failure to take any action unless: (a) the Director has breached or failed to perform the duties of his or her office under Section 8363 of the Pennsylvania Directors' Liability Act (relating to standard of care or justifiable reliance), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provision of this paragraph not apply to the responsibility or liability of a Director pursuant to any criminal statute, or to the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Section 2. Indemnification and Insurance.

- a) Indemnification of Directors and Officers
 - a. Each Indemnitee (as defined below) shall be indemnified, defended, and held harmless by the Smeal Alumni Society Board for all actions taken by him or her or for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expenses, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No indemnification pursuant to this paragraph shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
 - b. The right to indemnification provided in this paragraph shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by the Smeal Alumni Society advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law; provided that, if Pennsylvania law continues so to require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of the Proceeding shall be made only upon delivery to the Society of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this paragraph or otherwise.
 - c. Indemnification pursuant to this paragraph shall continue as to an Indemnitee who has ceased to be a Director or Officer and shall

insure to the benefit of his or her heirs, executors and administrators.

- d. For purposes of this Article, (A) "Indemnitee" shall mean each Director or Officer of the Society who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any proceeding by reason of the fact that he or she is or was a Director or Officer of the Smeal Alumni Society Board or is or was serving in any capacity at the request or for the benefit of the Smeal Alumni Society Board as a Director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for another corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise; and (B) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including without limitation an action, suit or proceeding by or in the right of the Society), whether civil, criminal, administrative or investigative.
- b) Indemnification of Employees and Other Persons
 - a. The Smeal Alumni Society Board may, by action of the Board and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees. To the extent that an employee or agent of the Smeal Alumni Society Board has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, the Smeal Alumni Society Board shall indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.
- c) Non-Exclusivity of Rights
 - a. The rights to indemnification and to the advancement of expenses provided in this Article shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of the Smeal Alumni Society Board Bylaws, agreement, vote of the Directors or Officers, or otherwise.
- d) Insurance
 - a. The Smeal Alumni Society Board may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not the Smeal Alumni Society Board would have the power to indemnify such person under Pennsylvania or other law. The Smeal Alumni Society Board may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.
- e) Fund for Payment of Expenses
 - a. The Smeal Alumni Society Board may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise may secure in any manner its indemnification

obligations, whether arising hereunder, by agreement, vote of Directors, or otherwise.

Section 3. Amendment.

The provisions of this Article relating to the limitation of Directors' and Officers' liability, to indemnification and to the advancement of expenses shall constitute a contract between the Smeal Alumni Society Board and each of its Directors and Officers which may be modified as to any Director or Officer only with that person's consent or as specifically provided in this paragraph. Notwithstanding any other provision of these Bylaws relating to its amendment generally, or repeal or amendment of this Article which is adverse to any Director or Officer shall apply to such Director or Officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a Director of the Smeal Alumni Society Board, or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these Bylaws, no repeal or amendment of this Bylaws shall affect any or all of this Article so as either to reduce the limitation of Directors' liability or limit indemnification or the advancement of expenses in any manner unless adopted by the unanimous vote of the Directors of the Smeal Alumni Society Board then serving, provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence.

Section 4. Changes in Pennsylvania Law.

References in this Article to Pennsylvania law or to any provision thereof shall be to such law (including without limitation to the Directors' Liability Act) as it existed on the date this Article was adopted or as such law thereafter may be changed; provided that in the case of any change which expands the liability of Directors or limits the indemnification rights or the rights to advancement of expenses which the Smeal Alumni Society Board may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits the Smeal Alumni Society Board without the requirement of any further action by Members or Directors to limit further the liability of Directors or limit the liability of officers or to provide broader indemnification rights or rights to the advancement of expenses than the Smeal Alumni Society was permitted to provide prior to such change, the liability thereupon shall be so limited and the rights to indemnification and the advance of expenses shall be so broadened to the extent permitted by law.

ARTICLE VI - AMENDMENTS

Section 1. Amendment Voting.

These Bylaws may be amended by a two-thirds vote of the members present at a Smeal Alumni Society Board meeting, provided that (1) the amendment shall have been placed before the Board of Directors at least 30 days before the meeting at which such amendment is acted upon, and (2) the amendment or amendments adopted shall, prior to their adoption, have been acted upon favorably by a majority of the Board.

Section 2. Alignment with Penn State Alumni Association.

These Bylaws or its amendments must not be in conflict with the Bylaws of the Penn State Alumni Association or the rules and regulations for constituent societies as established by the Executive Board and Alumni Council of the Penn State Alumni Association.