

*By-Laws of the Advisory Board
of the
Pennsylvania State University
New Kensington*

*Adopted
October 2, 2003
As last amended March 24, 2021*

Section I - General

- 1.1 Authority These by-laws have been adopted pursuant to authority delegated by the Board of Trustees and the President of Pennsylvania State University, University Park, PA.
- 1.2 Recognition Before an individual can become an official member of the Advisory Board he/she must be elected by the current Advisory Board members and approved by the Campus Chancellor and the President of the University.
- 1.3 Defined Terms Terms used in these by-laws shall be given plain meaning unless otherwise noted.
- 1.4 Conflicting Provisions to Yield In the event any provision of these by-laws conflicts or is inconsistent with policies and procedures established by the University Board of Trustees, the conflicting provisions shall yield to the University regulations.

Section II - Name, Territory and Location

- 2.1 Name This board shall be known as The Advisory Board of The Pennsylvania State University, New Kensington Campus.
- 2.2. Territory The New Kensington Campus is one of the University's 24 Commonwealth Locations, serving students and communities from the Greater Pittsburgh region and beyond.
- 2.3 Campus Location The New Kensington Campus is located at 3550 Seventh Street Road (State Route 780), New Kensington, PA 15068

Section III – Campus Mission and Responsibilities of the Advisory Board

- 3.1 Mission Work within the communities served by the New Kensington Campus to build a strong future for the people of Pennsylvania through the continuation and enhancement of Penn State University's mission of teaching, research and service.
- 3.2 Responsibilities It shall be the responsibility of the Advisory Board and each of its members to advise the chancellor in implementing the mission of the campus.

Section IV - Members and Membership Meetings

- 4.1 Membership To qualify for membership on the Advisory Board, an individual shall:
- (a) Possess a strong interest in Penn State's mission;
 - (b) Possess leadership experience;
 - (c) Participate in campus fundraising activities in one or more of the following ways:
 - 1) contribute to the Advisory Board's endowed scholarship or a fund of the member's choice;
 - 2) create a personal endowed scholarship or program;
 - 3) work on an official Penn State fund-raising committee to raise money specifically targeted for the Penn State New Kensington campus; OR
 - 4) solicit from your employer the possibility of an annual gift to the campus or matching contributions;
 - (d) Represent the diversity of the campus service area; AND
 - (e) Serve on a committee of the Board or otherwise participate in campus activities as a representative of the Board.
- 4.2 Annual Meetings The Advisory Board shall have an annual meeting in May or June of each year at a location agreed upon by the Board President and the campus Chancellor for the purpose of reviewing and confirming the results of Board member and officer elections by means of mail or electronic ballot and to review updates of board and campus accomplishments during the previous twelve months.

- 4.3 Regular Meetings Regular meetings of the Board, other than the annual meeting, shall be held at least four times a year according with the schedule agreed upon by the campus Chancellor, President and Vice-President of the Board.
- 4.4 Special Meetings Special meetings of the Advisory Board may be called at any time. The Advisory Board President shall call a special meeting of the membership:
(1) upon the written or electronic request of not less than one-half of the voting Board Members, OR
(2) at the request of the campus Chancellor or Vice President of the Board.
- 4.5 Notice of Meetings Notice of all regular or special meetings of the Advisory Board shall be sent to all members in writing, via electronic mail in advance of the meeting. Notice shall outline the matters to be considered at the meeting including specific notice as to any elections to be conducted.
- 4.6 Quorum At any annual, regular or special meeting of the Advisory Board, a quorum is defined as a majority plus one of the current voting membership. In the absence of a quorum, a lesser number may conduct non-voting discussions.
- 4.7 Voting At every meeting of the Advisory Board, in any procedure requiring a vote, each member is entitled to only one vote. Voting by proxy shall not be permitted. Decisions on any question shall be by majority vote of members present and voting. The term “present” for the purpose of this paragraph shall be interpreted to mean attending the meeting in-person or via telephone/internet connection.
- 4.8 Written Authorization in Lieu of Formal Meeting Any action to be taken by or on behalf of the Board may be approved by the Board upon receiving written approval within three (3) weeks of such action by a quorum of the voting members of the Board in lieu of a formal meeting.

Section V - Advisory Board and Committees

5.1 Advisory Board

There shall be up to twenty (20) members, with a minimum of fifteen (15) voting members on the Board. Prior to each annual meeting, individuals shall be nominated, elected or re-elected to the Board for up to two 3-year terms for Board members and one 2-year term for President and Vice President. By approval of the Board and the Chancellor wherein emergency and/or exigent circumstances arise the President and Vice President may be appointed to an additional 1-year term. As outlined in section 5.5, by approval of the Board and the Chancellor, the President and Vice President may be appointed to an additional 2-year term.

5.2 Elections

Election of Board Members and Officers Elections shall be conducted by mail or electronic ballot. Five weeks prior the annual Board meeting all Board Members will be asked to indicate their interest in serving on the Board as a Board Member or Officer (President/Vice President). Members may indicate interest in being nominated for one, two, or all of these positions. Member may also provide their personal bios when indicating their interest to serve in these Board positions. The Nominating Committee may also submit outside nominees at this time with personal bios. Four weeks prior to the annual Board meeting a list of Board members that have expressed interest in serving in these Board positions and outside nominees from the Nominating Committee will be sent to all Board members for their nomination choices for Member, President or Vice President positions. Voting ballots and personal bios for nominees will be distributed at three (3) weeks before the annual Board meeting. Board members will submit their votes for nominees two weeks prior to the annual Board meeting for tabulation.

5.3 Election of Officers

Officer nominees will be listed on the same ballot as Board members and will be elected for a two-year term. By approval of the Board and the Chancellor wherein emergency and/or exigent circumstances arise the President and Vice President may be appointed to an additional 1-year term. By approval of the Board and the Chancellor as per section 5.5, the President and Vice President may then be appointed to an additional 2-year term.

5.4 Other Board Members

Associate Members: The Board may extend an invitation to meeting or by Written Authorization in Lieu of Formal Meeting as set forth herein. Meeting notices and minutes shall be sent to associates in accordance with the provisions relating to voting members.

Volunteer groups, including student and alumni organizations, may be represented on the Advisory Board as associate members as agreed upon by the Board and the Chancellor. Associate members shall continue to receive board communications and shall be invited to attend meetings for the remainder of the fiscal year. At the annual meeting, associate memberships may be renewed by the board at their discretion.

Emeritus Members: Individuals who are retiring or have retired from the Board may be granted emeritus status in recognition of long service and/or significant contributions to the New Kensington campus. Emeritus status may be granted at any time upon joint action of the Board and the campus Chancellor, and shall be approved at a regular or special meeting or by Written Authorization In lieu of Formal Meeting as set forth herein. Emeritus members will have the same privileges as the associates and such additional rights and privileges as may be agreed upon by the Board and the Chancellor. In addition, all Emeritus members shall be invited to participate in all formal academic events, including commencement, all social events, workshops and all other campus events.

5.5 Rotation

Any voting member of the Advisory Board who has served two full consecutive three-year terms (6 consecutive years) shall be ineligible for re-election or reappointment for a period of one year thereafter. The only exception is the individual elected President of the Board in the final year of their second membership term. By mutual consent of the President and the Board, he/she shall be permitted to serve one additional year on the Board and continue to serve as President during that period. Upon completing his/her last term as president, he/she will be ineligible for re-election to the Board for one year. Additionally, if term limits would preclude the immediate past president from serving an additional year, through mutual consent of the Board, Board President, and Chancellor, said past president shall be invited to serve one additional year as a voting member of

the board. In the event emergency and/or exigent circumstances arise the President and Vice President may be appointed to an additional 1-year term by approval of the Board and the Chancellor. At the conclusion of such 1-year term due to emergency and/or exigent circumstances, by approval of the Board and the Chancellor, the President and Vice President may be appointed to an additional 2-year term.

5.6 Vacancies

Any vacancy among Advisory Board members may be filled temporarily upon approval by the Board with the concurrence of the Campus Chancellor. Filling of a Board vacancy may be made at any time by a regular meeting, special meeting or by Written Authorization in Lieu of a Formal Meeting as set forth herein. When an individual is appointed by the Board, he/she will serve out the unexpired term. A vacancy occurring among non-voting associates can be filled at the discretion of and for a term determined by the Board.

In event of the death, resignation, or removal of a Board officer prior to the expiration of the annual term for which such officer was elected, the Advisory Board shall fill the vacancy as quickly as possible by special meeting or by Written Authorization in Lieu of Formal Meeting as set forth herein. Any successor officer so appointed and approved shall serve out the unexpired term of the officer whose vacancy is being filled.

5.7 Nominating Committee

This committee shall seek out candidates for Board membership who meet the qualifications as listed in Section 4.1. It shall also review Board members qualifications for holding offices. Each year proposed committee nominees for the Board and Board officers shall be reviewed with the campus Chancellor. All nominees shall be interviewed prior to preparation of the ballot as to their interest and willingness to serve. The same procedure will be followed to select a nominee to fill a vacancy occurring on the Board between annual meetings. Orientation of new members elected to the Board shall be the responsibility of this committee. This committee shall also review and nominate the proposed Associate and Emeritus members to the Board.

5.8 Additional Committees

The Board may appoint or provide for the appointment of such additional committees from among members of the Board and associate non-voting members as it sees fit and shall determine their duties and functions mindful of the Board's advisory role.

Section VI - Officers

6.1 Officers

The officers of the Board shall be the President, Vice President, Immediate Past President and such additional officers as the Board may choose. Each of the officers shall be elected to a two (2) year term in odd years by electric ballot prior to the annual meeting. Officers shall be elected from among the voting Board members.

6.2 The President

The President shall preside over all meetings of the Advisory Board. He/she shall see that all orders and resolutions of the Board are carried out. He/she shall report on the Board's annual accomplishments/progress at the year-end meeting. He/she shall be an ex-officio member of any or all Board committees.

6.3 Vice President

He/she shall be vested with all the powers and shall perform all duties of the President during the absence of the President and shall have such other duties as may be determined by the Advisory Board.

6.4 Immediate Past President

The Immediate Past President provides advice and leadership to the Board regarding past practices and other matters to assist the Board in governing. The Immediate Past President supports the President and Vice President on an as-needed basis. The Immediate Past President performs the duties of the President in the absence or disability of the President and Vice President. The Immediate Past President acts as an advisor to the Chancellor as an officer of the Board and shall serve on Board committees as requested by the Chancellor.

6.5 Removal of Officers or Board Members

The Advisory Board may, by a 2/3 vote of the Board, remove any officer or member without cause if it determines such removal is in the best interest of the Board.

Section VII - Amendments

The voting members of the Advisory Board may amend, suspend or annul these by-laws at any regular or special meeting of the Board called for this purpose if due and proper notice by electronic mail having been given, or by Written Authorization in Lieu of a Formal Meeting.

Section VIII - Adoption of By-laws

These by-laws shall be adopted by a quorum of the voting members of the Advisory Board at the time they are proposed.

Revised – March 24, 2021