

**BYLAWS OF THE
EDINBORO UNIVERSITY OF PENNSYLVANIA
ALUMNI ASSOCIATION, INC.**

A Nonprofit Organization

ARTICLE I

DEFINITION OF BYLAWS

These Bylaws constitute the code of rules adopted by Edinboro University of Pennsylvania Alumni Association, hereinafter referred to as "Association," for the regulation and management of its affairs.

ARTICLE II

PURPOSES AND POWERS

The Association will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereunder by the Nonprofit Association Law of 1972 of the Commonwealth of Pennsylvania, or any successor legislation.

1. The Association is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), including, specifically, Edinboro University of Pennsylvania, a public nonsectarian institution supported by the Commonwealth of Pennsylvania. Its further purpose shall be to promote and advance the course of higher education in connection with the administration of said Edinboro University of Pennsylvania by providing gifts, grants, loans, credit or other forms of assistance for the several needs of the University, including, but not limited to, its faculty, staff, buildings, grounds, equipment,

and other facilities; to award scholarships, gifts, grants, or other assistance to any students matriculating at Edinboro University of Pennsylvania who by reason of merit, academic achievement and-or financial need deserve aid to advance their education; to establish and implement programs for continuing education of the alumni of the University with the cooperation of the University and to foster and encourage interest, concern, and support for Edinboro University of Pennsylvania among its alumni, other individuals, and society by various activities including but not limited to the following:

- (a) by initiating and-or participating in fundraising drives and-or projects;
- (b) by assisting the University in the production of various publications, the purpose of which is to inform the members of this Association of the activities of the Association, the University, its faculty, and its students;
- (c) by assisting the University in maintaining a current record of its former students;
- (d) by developing and encouraging individual and community interest in the University;
- (e) by cooperating with the University in any or all of the foregoing and in the establishment and implementation of programs for the continuing education and-or extension of the alumni.
- (f) by supporting University initiatives through cash donations, volunteer time, alumni expertise, or joint venture with other University organizations.

2. In addition to the foregoing, it shall be the function of the Association to promote educational purposes in connection with or at the request of Edinboro University of Pennsylvania, and in any lawful manner including, but not limited to, the following:

- (a) by supporting University initiatives, activities and pursuits;
- (b) by making gifts, scholarships, grants or loans or otherwise providing money, credit, or financial assistance for the accomplishment of the foregoing objectives and purposes;

(c) by seeking, acquiring, holding, and using gifts, bequests, devises, endowments, and foundations for the several needs of Edinboro University of Pennsylvania, its faculty, staff or students, the Association and its membership;

(d) by acquiring, constructing, supporting, managing, or otherwise providing physical, financial, or investment expertise in the development of buildings, grounds, or other suitable facilities, improvements or equipment for Edinboro University of Pennsylvania or for the use or benefit of Edinboro University of Pennsylvania or its faculty, staff or students, the Association and its membership;

(e) by acquiring, holding, using or providing real and personal property, funds, credit or financial assistance for the accomplishment of any or all of said objectives and purposes and all material necessarily or properly incident thereto or connected therewith; and

(f) by supporting and assisting Edinboro University of Pennsylvania Council of Trustees, Edinboro University of Pennsylvania Foundation, and Edinboro University of Pennsylvania Student Government Association in the accomplishment of the initiatives, activities, and pursuits of said institution.

3. The foregoing should be construed as powers as well as purposes, and this Association shall also have, use and employ any and all powers necessarily or properly incident to or connected with any of the foregoing purposes and powers including the power to acquire in any lawful manner such property, real, personal or mixed or any interest therein as may be necessary to the transaction of its business or the execution of any trust, and may hold, use, lease, sell, mortgage, pledge, assign, transfer or convey the same or any part thereof.

4. The Association shall not provide for pecuniary gain or profit, incidental or otherwise, to its members.

5. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private

persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

6. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Erie County in which the principal office of the Association is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

7. Subventions:

The Association shall be authorized by resolution of the Board of Directors and therefore may accept financial grants, property, subsidies, aid, or other subventions from members or nonmembers on terms and conditions consistent with the provisions of the Nonprofit Association Act of 1972 and any successive legislation enacted.

8. Governing Regulations:

The rules contained in the current edition of ***Robert's Rules of Order Newly Revised*** shall govern the EUP Alumni Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt. (RONR [10th ed.], p. 15, 1. 17-25; p. 561-62)

ARTICLE III

OFFICES AND AGENCY

1. Principal and Branch Offices:

The principal place of business of this Association in Pennsylvania will be located at the Alumni House, 210 Meadville Street, Edinboro, PA 16444. In addition, the Association may maintain other offices either within or without the Commonwealth of Pennsylvania as its business requires. Business may take place online via video/audio communications.

2. Location of Registered Office:

The location of the registered office of this Association is stated in the Articles of Incorporation. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this Association. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and amend its Article or file the appropriate statement with the Department of State.

ARTICLE IV

ASSOCIATION GENERAL MEMBERSHIP

1. Definition of Membership:

The Members of the Association are those persons having membership rights in accordance with the provisions of these Bylaws.

2. Classes of Members:

This Association will have three (3) classes of Members, which are designated Active, Associate, and Honorary.

3. Qualifications and Rights of the Members:

(a) Active Membership:

All persons who have completed the requirement of a prescribed curriculum of the University and received a degree or certificate attesting to said academic achievement shall be considered to be Active Members of the Association. Active Members may attend all meetings of the Board of Directors and may vote on Association business as set forth below. At the April meeting of the Board of Directors, Active Members shall have the right to vote for the following: the election of members and officers of the Association, changes, and amendments to the By-Laws of the Association, and other items as permitted at the discretion of the Board.

(b) Associate Membership:

(1) All persons who have attended the University for one or more academic periods or sessions may submit a written request to the Board of Directors for consideration to become an Associate Member of the Association. Associate Members may attend all meetings of the Board but cannot vote.

(2) The members of the Faculty and Council of Trustees, past and present, of the University shall be Associate Members of the Association.

(3) Undergraduate students shall be Associate Members of the Association.

(c) Honorary Membership:

Retired faculty granted Emeritus Status by Edinboro University, friends and benefactors of the University and others whose services the Association may desire to recognize may become Honorary Non-Voting Members of this Association by invitation of the Board of Directors and a simple majority (50% + 1) vote of all members of the Board present at any regular Board meeting.

4. Place of Members' Meetings:

Meetings of Members will be held at the Alumni House of Edinboro University of Pennsylvania, Edinboro, Pennsylvania or at such place within the Commonwealth of Pennsylvania as the Board of Directors may from time to time designate. Business may take place online via video/audio communications.

5. Special Members' Meetings:

Special meetings of the Members may be called by any one of the following:

- (a) Two-thirds (2/3) of the current Members of the Board of Directors;
or
- (b) The President of the Alumni Association.

Notice of special meetings, stating the place, day, and hour of the meeting, and stating the purpose or purposes for which the meeting is called, will be emailed to all Association Board Members not less than five (5) nor more than sixty (60) days before such meeting.

6. Members' Voting:

An active Association Member shall have only one (1) vote on any eligible question or matter before the Association at the April Board Meeting.

7. Transferability of Membership:

Membership in this Association is non-transferable and non-assignable.

8. Termination of Membership:

Membership will terminate in the Association upon the presence of any one of the following conditions, and for no other reason:

(a) Receipt by the Board of Directors of the written resignation of a Member, executed by such Member or his duly authorized attorney-in-fact;

(b) The death of a Member; or

(c) For cause, behavior, or actions inconsistent with terms and conditions of membership, at the discretion of the Association Board of Directors upon recommendation of the Executive Committee of the Board. All terminations shall be by a simple majority (50% +1) of the entire voting members of the Association Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

1. Definition of Board of Directors:

The management of the business and affairs of the Association shall be vested in a Board of Directors consisting of a maximum of twenty-four (24), and not fewer than eight (8), voting Directors at any time.

2. Structure of Board:

(a) The Board of Directors of the Association shall be composed of those voting Directors elected by the general membership present and entitled to vote at the April Board Meeting as provided in these By-laws. Association Board of Directors membership is limited to those Active Members duly elected and those granted Lifetime Membership status (see Article V. 4.(b)). Board participation, beyond the 8-24 voting members, is extended to Non-Voting Liaisons as invited and provided herein.

(b) No person subject to the provision of the Adverse Interest Law of the Commonwealth of Pennsylvania shall serve in a voting position on the Board of Directors of the Association.

3. Nomination of Directors:

Members of the Board of Directors shall be nominated in the following fashion: Nominations will be referred to and accepted by the Nominations Committee. The Nominations Committee shall vote on each nomination separately, and if approved, send that nomination to the Executive Committee for consideration. If the Executive Committee accepts the recommendation it shall present the proposed slate of officers to the Board of Directors for acceptance or rejection, at the April Meeting of the Board of Directors. A request for an individual vote for each nomination, rather than a group vote, may be made by any member of the Board. Any Active Member of the Association in attendance may vote in the election. Any seats remaining open following the April meeting shall be dealt with in accordance with these By-Laws.

4. Term of Directors:

(a) Membership on the Association Board for voting members shall be limited to three (3) consecutive three-year terms. Such limitation may be waived upon the recommendation of the Nominations Committee under certain conditions, including, but not limited to the following: unavailability of sufficient, qualified prospective nominees to stand for the anticipated vacancies; circumstances or board business that could be adversely affected by the change in membership at that point in time; or other situations, which by recommendation and subsequent action by the Board would waive this limitation on a case-by-case basis. A person so limited shall be eligible for re-election at the next available election following a one-year hiatus from the Board. This shall be effective for all newly elected Board members beginning April 2010, and upon adoption of these revised By-laws.

(b) Included in the twenty-four (24) voting members of the Board permitted herein, there shall be the position of Lifetime Member of the Board of Directors. Nominations for this position shall be made by any current Board Member to the Nominations Committee, who shall approve or reject the nomination. If approved, the Nominating Committee shall then pass their recommendation to the Executive Committee for approval or rejection. If approved, the nomination shall then be presented to the Board of Directors for action. A two-thirds (2/3) affirmative vote of the current Members of the Board, at a regular meeting, shall be required for approval.

(c) Lifetime Members shall be eligible to vote, hold elected office, serve on the Executive Committee and other committees, and have all other privileges accorded to members of the Board of Directors.

(d) A Lifetime Member who wishes to resign his/her position shall have two options:

(1) Resign Membership: Therefore giving up all the rights and privileges as described in our by-laws. A formal letter must be submitted to the EUAA Executive Committee to complete the process. If at some time in the future he/she

wished to return to the Board, the individual would need to go through the general nominating process; or

(2) Inactive Membership: The Executive Committee will fill the vacant seat on the Board. The individual would remain an inactive Honorary Lifetime Member. If in the future, he/she wished to return to the Board, the individual would be given a seat as soon as a seat became vacant.

(e) Active Members: Attendance, other details, and add steps for resigning as an active member

5. Non-Voting Liaisons:

a) Non-Voting Liaisons are those person(s), or their respective designees, who, by reason of their position within the University, have non-voting seats on the Association Board of Directors.

b) The following persons shall be non-voting Liaison representatives on the Association Board of Directors: Edinboro University Council of Trustees designee, Edinboro University Foundation designee, Edinboro University Student Government Association designee, the President of Edinboro University and-or his/her designee, and any board approved University Liaison to the Association Board of Directors.

6. Vacancies on the Board:

Any vacancy occurring on the Association Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, may be filled by a vote of the majority of the remaining voting members present of the Board of Directors and said new Director so elected to fill a vacancy shall serve until the next April Board Meeting of the Association General Membership. At such time a vacancy will be declared in the office and an election made by the Members of a Director to serve said unexpired term, pursuant to the provision herein as it relates to the nomination of members of the Board of Directors.

7. Place of Directors' Meetings:

(a) Meetings of the Association Board of Directors, regular or special, will be held at the Alumni House of Edinboro University of Pennsylvania, or such other place or places as the Executive Committee may designate.

(b) For regular meetings, the Association Board of Directors shall meet five times during the calendar year at such places as the Board may designate, including online telecommunications. The regular meetings will be held on the second Saturday in the months of September, November, February, and April.

8. Special Directors' Meetings:

A special meeting of the Association Board of Directors may be held at the call of the President of the Board at the time and place designated by him/her or by request in writing to the President by a simple majority (50% +1) vote of the current voting members of the Board of Directors.

9. Notice of Directors' Meetings:

Written or printed notice stating the place, day, and hour of any meeting of the Association Board of Directors will be delivered to each Director not less than five (5) days before the date of the meeting, either personally or electronically, by or at the direction of the Association President, or by the Alumni Board of Directors calling the meeting. Such notice need not state the business to be transacted at, nor the purpose of, such meeting, unless it is a special meeting. If electronically transmitted, the notice will be deemed to be delivered unless notification to the contrary is received by the sender. The Association will hold meetings on the 2nd Saturday of February, April, July, September, and November. If it is not going to be this day, a message will be sent out (30) days prior.

10. Waiver of Notice:

Attendance of a Director at any meeting of the Association Board of Directors will constitute a waiver of notice of such meeting except where such Director attends

a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

11. Quorum of Directors:

Fifty (50%) percent plus one (1) of the current voting members of the Association Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Association Law of 1972, the Articles of Incorporation of this Association, or any provision of these Bylaws.

13. Termination of Board Membership:

The Association Board of Directors, at its discretion, and by a vote of the majority of the remaining voting members of the Board, may declare a Director's seat vacant if said Director:

- (a) Misses, unexcused, any two consecutive meetings of the four regular (4) Board meetings during the fiscal year of the Association.
- (b) Fails to attend any three (2) of the four (4) meetings in a fiscal year;

Requests for exception from any of the above requirements shall be submitted in writing to the Association President and are subject to the approval of the Executive Committee.

ARTICLE VI

ASSOCIATION OFFICERS

1. Roster of Officers:

(a) The officers of the Association will consist of a President, Vice President, Secretary and Treasurer, and such other officers and assistant officers as the Board directs. The offices of Secretary and Treasurer may be combined at the discretion of the Board of Directors.

(b) Should the offices of either President, Vice President, Secretary, or Treasurer become vacant for any reason other than removal from office, the Board of Directors, acting upon a recommendation from the Executive Committee, shall have authority to appoint a voting Board member to fill that position as Acting President, Acting Vice President, Acting Secretary, or Acting Treasurer to serve the unexpired term of the vacant office.

2. Election of Officers:

(a) Only a current member of the Association Board of Directors is eligible to hold elective office.

(b) The election of officers shall follow the same format as the election of members of the Board of Directors, with the Nominating Committee approving nominations of officers for the coming fiscal year and forwarding said nominations of officers to the Executive Committee for approval. The nominations, as approved by the Executive Committee, shall then be submitted to the Board of Directors at the April Board meeting for a vote of approval or rejection. The proposed nominations shall then be presented at the April Board meeting for approval. Officers' terms shall become effective immediately upon election.

3. President:

The President of the Association shall be the chief administrator of the Association and his/her duties shall include the general management

and supervision of the affairs of the Association, including the supervision of the employees thereof.

The President will, subject to the control of the Board of Directors, supervise and direct the affairs of the Association. The President shall be elected by the Active Membership for a full term of two (2) years in the manner authorized by these Bylaws. The President shall be eligible for re-election, either for a consecutive or nonconsecutive term of two (2) years. In the event that a President has been appointed to fill an unexpired term of a previous President's office, that service shall not be considered an "elected term" and the President shall still be eligible for an election to two (2) full two-year (2) terms in office. In the event that the Nominating Committee of the Board of Directors is unable to identify a candidate for the Presidency and the current President has served two (2) full terms, the current President may serve as Acting President until the next April Board Meeting of the Association following the expiration of the President's normal two-year (2) term at which time the Nominating Committee shall present an additional name for consideration for the office.

The President of the Association and Contracted Recordkeeper, if so designated, shall be the custodian of all books, records, papers, and property of the Association and shall be responsible for the collection of all contributions, maintenance of Membership Register, and exercise other administrative duties as shall be necessary or desirable. The Board of Directors may change these duties of the President of the Association at the pleasure of said Board.

4. Vice President:

The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform and exercise other such duties as may be directed from time to time by the President or as may be prescribed from time to time by the Board of Directors. He/she shall be elected by the active membership for a one-year term (1) at the April Board Meeting of the Association. He/she shall be eligible for an indefinite number of re-elections. As part of his/her duties, the Vice President will serve as a member of the Nominations Committee.

5. Secretary:

The Secretary will be responsible for working in collaboration with the Association and their employees to ensure the accuracy of minutes and for the maintenance and distribution of all minutes, records, and meeting notices as required by law or by these Bylaws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors. He/she shall be elected by the active membership for a one-year (1) term at the April Board meeting of the Association. He/she shall be eligible for an indefinite number of re-elections.

6. Treasurer:

The Treasurer will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Article of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors. The Treasurer serving in this capacity will automatically serve as the liaison between the Association as the appointing body and the Edinboro University Foundation. He/she shall be elected by the Active Membership for a one-year (1) term at the April Board meeting of the Association. He/she shall be eligible for an indefinite number of re-elections.

The Treasurer shall provide an annual report and statement for the fiscal year. Such report shall be provided within three (3) months of the end of the fiscal year to all Members of the Board of Directors of the Association. In addition, the Treasurer will provide to the Board of Directors at every Association meeting, the most current balances in all bank accounts, investments, and any major (over \$1,000) upcoming expenses that the Association will incur.

The Treasurer will also provide to the Board of Directors at the February meeting a proposed budget for the following fiscal year. The proposed budget will be discussed and voted on at the April Board meeting.

7. University Employee Liaison:

(a) The University Employee Liaison shall be appointed and removed by the President of Edinboro University of Pennsylvania and shall serve consistent with the terms and conditions of the prevailing Memorandum of Understanding between the Association and the University, and subsequent manifestations thereof. In the event the Edinboro University President shall fail to appoint such a University Employee Liaison within six (6) months of the date that any vacancy shall exist in such office, the Association at their discretion may appoint a replacement by a vote of the majority of the Association Board of Directors to serve for such term or indefinite term as the Board of Directors may designate.

(b) No University Employee Liaison shall serve as a voting member of the Board of Directors of the Association, and no University Employee Liaison providing support to the Association may vote, govern, or otherwise risk-averse interest through such service, as determined by the University.

(c) University Employee Liaisons are permitted to participate in meetings of the Association Board if and when invited for University purposes.

(d) The University Employee Liaison of the Alumni Association may, as directed, perform limited Treasurer's duties unless specified by resolution of the Board or by law. No expenditure in excess of \$500.00 shall be made by the Treasurer or the University Employed Liaison unless it shall constitute an expenditure the payment of which has received the prior approval of the Board of Directors as a budgeted item or otherwise. All other expenditures shall be made only upon a duly adopted resolution of the Board of Directors. The Treasurer or University Employed Liaison shall submit a report of all expenditures to the Board of Directors at each regular meeting of the Board of Directors.

8. Removal of Officers:

(a) Any Officer elected or appointed to an office may be removed for cause after notice is given to the individual(s) affected, and after a hearing before a special meeting of the Association

Board of Directors. Such removal will require a two-thirds (2/3) vote of the current voting members of the Board of Directors.

(b) If said officer, so removed, shall be the President of the Board of Directors, the duly elected Vice-President shall fill the term of the President until the next regularly scheduled election, e.g., normally in April of each year. At that time the Board will elect an Interim President

to fill the remainder of any remaining time left in the principal term of office of the removed President. Such election shall follow the general rules of election set forth in these by-laws for the election of officers. If the election falls on the regularly scheduled date for the full term of President, such office will return to its normal operation following said election.

(c) Should there not be a Vice-President eligible to serve the interim term of the President until the next regularly scheduled election, the Board may conduct a special election to elect a President Pro-Tem to fulfill the remaining time until the next regularly scheduled election. At such time the Board will elect a President to either fill the remaining term of the removed President or to fill a full term following the normal procedure for the general election of a President.

(d) Should the vacancy occur in the position of Vice President, Secretary or Treasurer (normally elected on an annual basis), the Board may choose to either elect an interim officer to fill the remaining time of the term, or the Board may authorize the Executive Committee to appoint an interim officer to fill that remaining term.

ARTICLE VII

INFORMAL ACTION

1. Waiver of Notice:

Whenever any notice whatever is required to be given under the provisions of the Nonprofit Association Law of 1972, the Articles of Incorporation of this Association, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

2. Action by Consent:

Any action required by law or under the Articles of Incorporation of this Association or these Bylaws or any action which otherwise may be taken at a meeting of either a Committee or Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Association.

ARTICLE VIII

COMMITTEES OF THE BOARD

1. Definition of Committees:

This Association Board may have certain Committees, membership of which shall consist of one (1) or more voting members of the Board of Directors, one of whom must be the chairperson (unless otherwise directed by the President). However, no such Committee will have the authority of the Board in reference to affecting any of the following:

- (a) Submission to Members of any action requiring approval of Members under the Nonprofit Association Law of 1972.
- (b) Filling of vacancies in the Board;
- (c) Adoption, amendment, or repeal of Bylaws;
- (d) Amendment or repeal of any resolution of the Board; or
- (e) Action on matters committed by Bylaws or resolutions of the Board to another Committee of the Board.

2. Appointment of Committees:

The Association Board of Directors, by resolution duly adopted by a majority of the voting Directors in office, may designate and appoint one or more Committees and delegate to such Committee authority to act in specific and prescribed operations of this Association. However, the creation of such Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.

3. Committees:

The Executive Committee may appoint certain ad hoc and-or standing committees designed to transact certain business of the Association or to advise the Board of Directors.

- (a) The creation of standing committees shall be approved by a majority vote of the Board, and said committees can be dissolved only by a majority vote of the Board. The Executive Committee shall designate such members of standing Committees as it may choose. However, the chairperson must be approved by a majority of the Board of Directors.
- (b) The Executive Committee shall have the power to create and dissolve ad hoc committees without Board approval. The Executive Committee shall designate such members of ad hoc committees as it may choose.
- (c) A person, other than a member of the Board of Directors of the Association, may be appointed by the Association President, with approval of the Executive Committee, to such ad hoc Board Committees.

4. Executive Committee:

The Officers of the Board of Directors, the President, Vice-President, Secretary and Treasurer, shall constitute the members of the Executive Committee. In addition, the Immediate Past President, if available, shall also be a member of the Executive Committee. If the Immediate Past President is unable or unwilling to so serve, the President shall seek a past President in reverse chronological order who is willing to so serve. Further, the President may also appoint up to a maximum of two (2) active members of the Board of Directors to serve at-large on the Executive Committee for a one-year term. Each at-large member is subject to the approval of the elected voting members of the Alumni Board. The non-voting Foundation Liaison will also serve on the Executive Committee as invited for special occasions as needed.

ARTICLE IX

OPERATIONS

1. Fiscal Year:

The fiscal year of the Association shall begin on the first day of July each year.

2. Execution of Documents:

(a) Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association in the amount of \$500 or more are to be signed by two of the following four: President, Vice President, Treasurer, or Secretary. The signature of one of the above is sufficient for amounts less than \$500.

(b) Contracts, leases, or other instruments executed in the name of and on behalf of the Association should be signed by the President and Secretary or designated Executive Committee member. No other signature shall be required, unless otherwise directed, to be affixed by duly adopted resolution of the Board of Directors.

3. Books and Records:

(a) The Edinboro University Foundation bookkeeping department will keep correct and complete books and records of all Association accounts. The Association will keep minutes of the proceedings of its Members, Board of Directors, and Committees. The Association will keep at its principal place of business a Membership Register giving the names, addresses, and showing classes and other details of the Membership, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Association.

(b) The Association shall take necessary steps to ensure that all financial records and transactions are audited annually by an agency and apart from the University.

4. Inspection of Books and Records:

All books and records of the Association may be inspected by any Member, or his/her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

5. Nonprofit Operations:

The Association will not have or issue shares of stock. No dividend will be paid, and no part of the revenue of the Association will be distributed to its Members, Directors, or Officers. However, the Association may pay compensation in a reasonable amount to Members, Officers, Directors, or employees for services rendered.

6. Loans to Management:

This Association will make no loans to any of its Directors or Officers or to any of its employees, or to any other individual, either within or apart from the University.

7. Regulation of Association Activities:

The Association shall not engage in any fund-raising activities nor make any grants, awards, contributions, or awards of scholarships for any purpose or otherwise engage in any activities or exercise any powers not in furtherance of the primary purposes of the Association, and the Board of Directors shall not conduct or carry on any activities including but not limited to the award of scholarships, grants, loans, or make any contribution not permitted or to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or that may hereinafter be amended or by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or that may hereinafter be amended, and the Board of Directors are authorized to make any such amendments or establish any criteria or procedures in regard to such fund raising activities, contributions, or disbursements as may be required in order to comply with the aforesaid laws and regulations.

ARTICLE X

AMENDMENT

1. Modification of Bylaws:

The power to alter, amend, or repeal these Bylaws or adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors, subject to the power of the Active Members to change, alter, repeal, or amend such action by 2/3 majority vote of those present at the April Board Meeting or at a Special Members' Meeting called in accordance with these Bylaws.

2. Parliamentary Authority:

Robert's Rules of Order, revised, shall govern the conduct in all meetings of both the Membership and the Board of Directors in all matters not provided for by law or by these Bylaws.

3. Liability:

A Director shall not be personally liable as a Director for monetary damages, for any action taken, or any failure to take an action, unless the Director has breached or failed to perform the duties of his office under Section 8363 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes, and the breach or failure to perform such duties constitutes self-dealing, willful misconduct, or recklessness. This section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or the liability of a Director for the payment of taxes pursuant to Local, State, or Federal Law, nor shall this section apply to any actions filed prior to the date of the amendment adding this section to the Bylaws, nor to any breach or performance of duty or any failure of performance of duty by a Director prior to such date. No amendment to or repeal of this section shall apply to or have any effect on the liability or alleged liability of any Director for, or with respect to, any acts or omissions of such director occurring prior to such amendment or repeal.

Notwithstanding any provision of these Bylaws to the contrary, any person who is made a party to an action by, or in the right of, the Association to procure a judgment in its favor by reason of the fact he/she, his/her testator or intestate, is or was a Director or Officer of the Association, or who is made or threatened to be made a party to any other action or proceeding, whether civil or criminal,

including any action by, or in the right of, any other Association of any type or kind, domestic or foreign, in which any Director or Officer of the Association served in any capacity at the request of the Association, by reason of the fact that he/she, his/her testator or intestate, is a Director or Officer of the Association, or served such other Association in any capacity, shall be indemnified by the Association to the fullest extent permissible under the law.

The Association shall ensure that proper and adequate Directors and Operators Liability Insurance is in place at all times to cover all of those activities and operations handled under the guise of the Edinboro University of Pennsylvania Association. Such insurance shall be reviewed annually for scope and limits of coverage to protect both the Association and those Directors, Officers, employees, and staff who perform all required duties under these same Bylaws.

4. Adoption of Bylaws:

The undersigned, Secretary of the Edinboro University of Pennsylvania Alumni Association, hereby certifies that these Bylaws were adopted, as amended, at the April 9, 2022 meeting.

Secretary, Edinboro University of Pennsylvania
Alumni Association

~~Amended April 27, 2013~~

~~Amended April 25, 2015~~

Amended April 9, 2022