

**2005 COT Approved Resolutions
Chronological Index**

Index No.	Resolution Name	Date Passed
2005-01	Compliance - WCU Fund	January 27, 2005
2005-02	Compliance - WCU Foundation	January 27, 2005
2005-03	Compliance - WCU Alumni Association	January 27, 2005
2005-04	Compliance - Sturzebecker Foundation	January 27, 2005
2005-05	Purchase Orders and Contracts	January 27, 2005
2005-06	Five-Year Capital Budget Request	March 24, 2005
2005-07	Purchase Orders and Contracts	March 24, 2005
2005-08	Certificate in Computer Security	May 4, 2005
2005-09	Minor in Information Technology	May 4, 2005
2005-10	Bachelor of Science in Mathematics	May 4, 2005
2005-11	Council of Trustees Achievement Award - Dr. Karin Volkwein-Caplan	May 4, 2005
2005-12	Emeritus Designation: Dr. George S. Claghorn, Prof. Eugene Klien, Dr. Charles G. Price, Prof. H. Lee Southall, Dr. Paul Streveler, Dr. John W. Weaver, and Dr. Richard I. Woodruff	May 4, 2005
2005-13	Memorandum of Understanding Fund for WCU	May 4, 2005
2005-14	Residence Hall Fees	May 4, 2005
2005-15	Sykes Student Union Fee	May 4, 2005
2005-16	Health Center Fee	May 4, 2005
2005-17	Food Service Fees	May 4, 2005
2005-18	Rescind International Student Service	May 4, 2005
2005-19	Renewal of Fiduciary Agreement	May 4, 2005
2005-20	Purchase Orders	May 4, 2005
2005-21	701 South High Street, 703 South High Street, & 8 South Walnut Street Property Purchases	June 8, 2004
2005-22	President's Contract Extension	August 23, 2005
2005-23	Educational Services Fee	September 15, 2005
2005-24	2005-06 Operating Budget	September 15, 2005
2005-25	Purchase Orders and Contracts	September 15, 2005
2005-26	Honorary Degree Designation - Felix Zandman	November 17, 2005
2005-27	Guaranteed Energy Savings Contract	November 17, 2005
2005-28	Purchase Orders and Contracts	November 17, 2005



Council of Trustees
West Chester University
West Chester, Pennsylvania 19383-1000

**Council of Trustees
Resolution 2005-01**

www.wcupa.edu

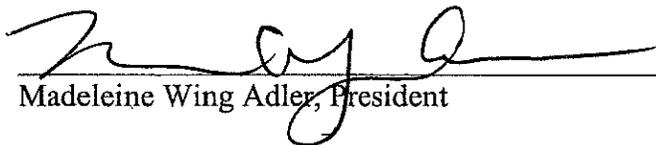
PROPOSED

RESOLUTION
COUNCIL OF TRUSTEES
WEST CHESTER UNIVERSITY OF PENNSYLVANIA
JANUARY 27, 2005

**Certification of Compliance of the West Chester University Alumni Association
with Board of Governor's Policy on External Financial Support
(Policy 1985-04)**

NOW, IN KEEPING WITH THE BOARD OF GOVERNORS' POLICY 1985-04 AND AFTER A REVIEW OF THE PERTINENT MATERIALS, THE COUNCIL OF TRUSTEES OF WEST CHESTER UNIVERSITY OF PENNSYLVANIA FIND THAT FOR THE FISCAL YEAR OF 2003-2004, THE WEST CHESTER UNIVERSITY ALUMNI ASSOCIATION IS MEETING ITS DESIRED PURPOSES AND REQUIREMENTS AND IS IN COMPLIANCE WITH THE CONDITIONS ESTABLISHED BY THE BOARD OF GOVERNORS FOR AFFILIATED ORGANIZATIONS.

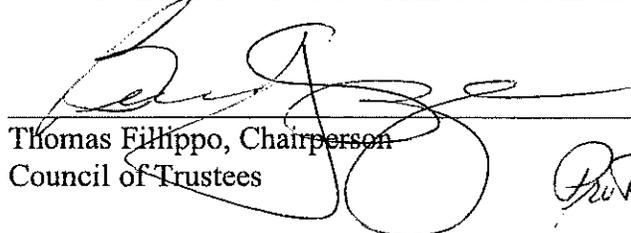
APPROVED PENDING ACTION BY THE COUNCIL OF TRUSTEES



Madeleine Wing Adler, President

1/27/05
Date

APPROVED BY VOTE OF THE COUNCIL OF TRUSTEES



Thomas Fillippo, Chairperson
Council of Trustees

1/27/05
Date



Office of the Vice President for Advancement
Filano Hall 101
West Chester University
West Chester, Pennsylvania 19383-7000

610-436-3303
fax: 610-436-2606
www.wcupa.edu

MEMORANDUM OF CERTIFICATION

TO: The Council of Trustees

FROM: Mark G. Pavlovich, Vice President for Advancement

RE: Certification of the West Chester University Alumni Association

DATE: January 17, 2005

I am pleased to certify that the West Chester University Alumni Association is in compliance with the Board of Governor's Policy on External Financial Support (Policy 1985-04). The Alumni Association meets all of the following criteria:

- 1) An annual statement summarizing University support for and contributions from the West Chester University Alumni Association has been prepared for the year ending June 30, 2004 (copy attached).
- 2) A Memorandum of Understanding signed by the West Chester University Alumni Association, the University, and legal counsel is in place (copy attached).
- 3) Articles of Incorporation and Bylaws are presented to the Council of Trustees (copy attached).
- 4) A current list of the West Chester University Alumni Association members and officers is available to the Council of Trustees (copy attached).
- 5) Proof of Insurance is presented to the Council of Trustees (copy attached).
- 6) An annual audit has been performed and the results are being shared with the Council of Trustees (copy attached).

mgp



Office of the Vice President
for Administrative and Fiscal Affairs
Philips Building - Room 202
West Chester University
West Chester, Pennsylvania 19383-3000

610-436-2731
fax: 610-738-0314
www.wcupa.edu

**Annual Summary Report of Direct University Support To
and Contributions Made By
West Chester University Alumni Association
For the Year Ending June 30, 2004**

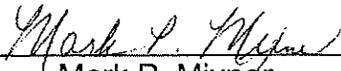
**Direct University support to West Chester
University Alumni Association** **\$ 162,891**

Personnel and operating expenses

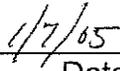
**Contributions made to or benefiting
West Chester University of Pennsylvania** **\$ 17,000**

Scholarships

Prepared by the Vice President for Administrative and Fiscal Affairs
West Chester University of Pennsylvania



Mark P. Mixner



Date

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING (hereinafter "MOU") is made by and between the West Chester University Alumni Association (hereinafter "WCUAA") and West Chester University (hereinafter "WCU") this 27 day of JUNE, 1997

Background

WHEREAS, the WCUAA and WCU have a long tradition of supporting each other for the common good of WCU and its Alumni; and

WHEREAS, historically the WCUAA had conducted fundraising activities and campaigns to solicit donations from Alumni; and

WHEREAS, WCU has likewise conducted fundraising activities to solicit funds from Alumni to support WCU; and

WHEREAS, the WCUAA and WCU desire to coordinate the various fundraising activities that both the WCUAA and WCU conduct; and

WHEREAS, the WCUAA desires to limit its fundraising activities and promote various WCU activities in exchange for an annual operating budget and receipt of specified services from WCU to the WCUAA; and

WHEREAS, the WCUAA owns the Veteran's Memorial Alumni House (hereinafter "VMAH"); and

WHEREAS, the WCUAA is responsible for the maintenance and repair of the VMAH; and

WHEREAS, the WCUAA maintains separate from WCU various financial accounts and investments for purposes of endowments, scholarship, the VMAH, and other financial reasons; and

WHEREAS, the WCUAA and WCU desire to memorialize the terms and conditions of their relationship in order to facilitate coordination and cooperation between them and to pursue their common goals, and

NOW THEREFORE, based upon the mutual promises, covenants and conditions set forth herein, and agreeing to be bound hereby, the WCUAA and WCU agree as follows:

Agreement

I. Incorporation. The background set forth hereinabove is specifically made part of this MOU.

II. Director of Alumni and Special Events (DASE)

A. Employment. WCU will employ an individual who will fill the position of Director of Alumni and Special Events (DASE). The DASE will report to and be supervised by the Vice President for Advancement (VPA). This individual will be a University employee and will be governed by all rules and regulations pertaining to University employees.

B. Relationship to WCUAA and WCU. On an annual basis, the WCUAA and WCU will mutually develop a Management Performance Planning, Appraisal and Development Document. This Document will set forth the major responsibilities and end results sought for the DASE. The WCUAA will be given an opportunity to submit input to WCU on an annual basis concerning the evaluation of the DASE's performance. In the event that a vacancy for the position of the DASE occurs or will occur, any search committee established for the hiring of a new DASE will contain at least one-third of its members appointed by the WCUAA President.

C. Responsibilities. The DASE will serve as the Executive Director of the WCUAA. The DASE will be responsible for providing all of the usual and customary responsibilities and services of an Executive Director to the WCUAA and its Board of Directors, which responsibilities will include but not be limited to the following:

1. Assist the WCUAA in the development and implementation of various programs and events which promote the common goals of WCU and the WCUAA, to include but not be limited by the coordination of class reunions, Alumni Day, Homecoming, and Senior Day.

2. Direct the cultivation and development of the WCUAA Chapters.

3. Serve as the Editor for the *Ramparts* section of the *West Chester University Magazine*. In this capacity, assist in the gathering, verification, and drafting of news and information for the WCUAA.

4. Develop and maintain a positive reciprocal relationship with the WCUAA and its Board of Directors.

5. Provide all day to day services for the operation of the WCUAA.

6. Assist the WCUAA in developing organizational goals.

7. Attend the WCUAA Board of Directors, Executive Council, Finance Committee, and House and Grounds Committee meetings to the best extent possible, and in the DASE's absence, direct the attendance of an alternate from the Office of Alumni and Special Events.

8. Provide written monthly and annual budget updates identifying all revenues and expenditures to the Executive Council, Finance Committee, Board of Directors and the WCU Vice-President of Advancement.

9. Represent the interests of the WCUAA at appropriate WCU Committee Meetings.

10. Prepare and present an annual budget for the WCUAA and the Office of Alumni and Special Events and supervise the implementation of the budget.

11. Assist the WCUAA in the publishing of a handbook for each of the WCUAA Committees.

III. WCUAA Finances and Budget.

A. Unified Account. The previous accounts of 7101 and 7103 will now be combined into one unified account which will be maintained for the financial operations of the Office of Alumni and Special Events and for the programming expenditures of the WCUAA. WCU will provide an approximate minimum annual funding of \$58,000 to \$60,000 for this account and its budget.

B. WCUAA Veteran's Memorial Alumni House Fee. WCU will pay the WCUAA by July 1 of each year the amount of \$5,000 as a fee for the use of the VMAH by WCU affiliated organizations. The \$5,000 payment will be deposited into a separate

non-WCU account as directed by the WCUAA. The WCUAA will establish reasonable rules and regulations concerning the use of the VMAH.

C. WCU Lease. WCU has entered into a separate Lease Agreement with the WCUAA for a current annual payment of \$3,000 for the rental of an office. So long as the current Lease is in effect or any renegotiated Lease is in effect, the annual Lease payment will be tendered to the WCUAA for deposit into a WCUAA account as designated by the WCUAA.

D. MBNA Credit Card. The WCUAA has entered into an Agreement with MBNA involving the issuance of credit cards and the resulting receipt of commissions by the WCUAA. All payments by MBNA pursuant to the Agreement (in the estimated amount of \$25,000 per year for four remaining years) will be paid to the WCUAA and held in a separate non-WCU account for the WCUAA.

E. Budget.

1. The DASE will prepare and present a budget by May 15 of each year to the Executive Council and to the Vice-President for Advancement for mutual review and approval and then to the WCUAA Board of Directors for final approval.

2. A minimum of \$30,000 will be provided annually by WCU for programming events which amount is included within the \$58,000 to \$60,000 unified account budget.

3. The budget will include all revenues and expenditures for both programming and office operations.

4. The DASE will prepare the WCUAA Committee budgets after consultation with the various Committees, with the exception of the House and Grounds Committee, which will prepare its own budget which budgets will then be reviewed and approved by the Executive Council and the Board of Directors of the WCUAA.

5. Any remaining funds in the unified account at the end of any fiscal year will be carried over to the following fiscal year as a surplus and as an addition to the minimum \$58,000 to \$60,000 budget. Any deficit in the unified account at the end of the fiscal year will be carried over to the following fiscal year.

6. The DASE will prepare the budget indicating the line items for all costs of each event. Subsequent to budget approval, any line item revision of less than \$100 can be made by the DASE. However, revisions of more than \$100 will require the approval

of two officers of the Executive Council and the approval of the WCU Vice-President for Advancement. Any changes to the programming portion of the budget other than a line item revision and any changes to the total overall amount of the budget will require the approval of the WCUIAA and WCU Vice-President for Advancement.

IV. WCUIAA Fundraising.

1. The WCUIAA and its Chapters will not conduct fundraising solicitations of the general alumni body. However, after consultation with WCU, the WCUIAA can engage in sponsorship of the sale of products for the purpose of generating extra revenue.

2. In the event that financial donations are sent directly to WCU or to the WCUIAA made payable to the WCUIAA without further directives or notations indicated, the donor will be contacted and asked for further instructions as to whether the donation is intended for WCU or to the WCUIAA. Thereafter, the donation will be transmitted accordingly.

3. In the event that donations are sent directly to WCU or to the WCUIAA with directives or notations that the payment is made for the benefit of the VMAH, then these payments will be deposited as directed by the WCUIAA for the benefit of the VMAH.

4. Gifts benefitting the VMAH will not be considered to be part of the WCU Annual Giving.

V. West Chester University Magazine. WCU will provide the WCUIAA with up to 37 pages per year of space within the *West Chester University Magazine* for the *Ramparts* section devoted to Alumni events and news. A *Ramparts* section may be included in all four quarterly issues of the *West Chester University Magazine*. The DASE retains editorial control for the contents of *Ramparts* and stylistic and format decisions are the responsibility of the Magazine Editor.

VI. Review of Memorandum of Understanding.

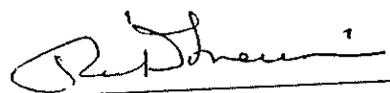
A. The initial term of this MOU will be from July 1, 1997 to the ending date of June 30, 1998. The ending date will establish the annual "anniversary date" which is defined as that same month and day during succeeding years.

B. The MOU will automatically renew and continue in effect for additional one (1) year periods commencing from the ending date to the first anniversary date, and then from anniversary dates to anniversary dates.

C. If either party desires to renegotiate the MOU, the desirous party must provide the other party with written notice at least sixty (60) days prior to the next anniversary date of the party's intent to renegotiate the MOU.

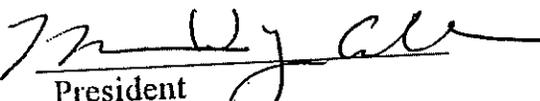
D. If the MOU is not thereafter renegotiated by a writing signed by both parties prior to the next anniversary date, then the MOU will terminate at the next anniversary date unless the parties sign a writing indicating their intent to continue the MOU for a specified period of time and specifying whether the MOU as then in effect will continue in its then form or with any modifications.

West Chester University Alumni Association

By: 
President

Date: 6-27-97

West Chester University

By: 
President

Date: 6-27-97



DSCB 1321

CERTIFICATE OF SUMMARY OF RECORD
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE - CORPORATION BUREAU
306 NORTH OFFICE BUILDING, HARRISBURG, PA 17120

FEE \$40.00
Unless
Accompanying
Another
Filing

PLEASE CHECK ONE

- DOMESTIC LIMITED PARTNERSHIP
 - DOMESTIC NON PROFIT CORPORATION
 - DOMESTIC PROFESSIONAL CORPORATION
- ENTER LICENSE NUMBER

1 NAME OF CORPORATION OR LIMITED PARTNERSHIP

WEST CHESTER UNIVERSITY ALUMNI ASSOCIATION

2 ADDRESS OF REGISTERED OFFICE OR PRINCIPAL PLACE OF BUSINESS IN PENNSYLVANIA (P.O. BOX NUMBER NOT ACCEPTABLE)

Philips Memorial Building
CITY COUNTY STATE ZIP CODE
West Chester Chester PA 19381

3 THE STATUTE BY OR UNDER WHICH THE CORPORATION OR LIMITED PARTNERSHIP WAS FORMED

Act to provide for incorporation & regulation of certain corporations 4/29/1874

4 THE CORPORATION OR LIMITED PARTNERSHIP WAS ORIGINALLY FORMED ON

UNDER THE NAME OF 6/13 XXX 1898
Alumni Association of the West Chester State Normal School

5 THE ORIGINAL STATEMENT, ARTICLES CERTIFICATE OR OTHER ORIGINAL DOCUMENTS WERE RECORDED OR FILED ON

6/18/1898 IN Chester Cty. Recorder of Deeds, Corp. Box # 4 p268

6 (IF APPLICABLE) THE MANNER IN WHICH THE CORPORATION WAS FORMED WAS BY:

- SPECIAL ACT (SM & D)
- DECREE OF (Name of Court) ENTERED (DATE)
- LETTERS PATENT GRANTED ON
- FILING OF IN THE

7 CHECK IF APPLICABLE

- CURRENTLY EFFECTIVE ORGANIZATION DOCUMENTS OR AMENDED OR RESTATED ARTICLES ARE ATTACHED - HEREIN AS EXHIBITS

8 EACH NAME BY WHICH THE CORPORATION WAS KNOWN AND THE EFFECTIVE DATES ARE AS FOLLOWS

NAME	EFFECTIVE DATE
Alumni Association of West Chester State Normal School	6/18/1898
Alumni Association of the College of West Chester *	6/24/1929
Alumni Association of West Chester State College	11/15/1972
*Alumni Association of West Chester State Teachers College	

IN TESTIMONY WHEREOF, THE UNDERSIGNED CORPORATE OFFICERS/PARTNERS HAVE SIGNED AND SEALED THE CERTIFICATE OF SUMMARY OF RECORD THIS 28th DAY OF March 19 85

Janice E. Etshied
 JANICE E. ETSHIED, PRESIDENT
Karl Helicher
 KARL HELICHER, SECRETARY

FOR OFFICE USE ONLY

003 FILED APR 1 1985	002 CODE	003 REV BOX	SEQUENTIAL NO.	100 MICROFILM NUMBER 85311471
REVIEWED BY	004 SICC	AMOUNT	001 CORPORATION NUMBER 10630	
DATE APPROVED APR 1 1985	CERTIFY TO	INPUT BY	LOG IN	LOG IN (REFILE)
DATE REJECTED	<input type="checkbox"/> REV.	VERIFIED BY	LOG OUT	LOG OUT (REFILE)
MAILED BY DATE	<input type="checkbox"/> L.S.I.			

William A. Davis

58811772

3-1-72 51 153

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Articles
of
Amendment:

In compliance with the requirements of the Act of May 5, 1933, P.L. 269, Article I, Section 14, as added by the Act of June 19, 1949, P.L. _____, No. 31, Section 1, the Applicant desiring to amend its Articles of Incorporation hereby certifies under its corporate seal that:

1. The name of the corporation is: ALBERT ASSOCIATION OF THE STATE TEACHERS COLLEGE AT WEST CHESTER.

2. The location and post office address of its initial registered office in this Commonwealth is: Alumni Office, Phillips Memorial Building, High and College Avenues, West Chester, Chester County, Pennsylvania.

3. The Act of Assembly under which the corporation was formed was: The Nonprofit Corporation Law of Pennsylvania enacted June 19, 1949, P.L. _____, No. 31, Section 1, of certain corporations" approved the 29th day of April, A.D. 1874 and its supplements. The said Articles were filed in the Office of the Recorder of Deeds in and for Chester County, in Corporation Book No. 4, page 245, on June 18, 1949. Articles of Amendment thereto were duly filed in the Office of the Recorder of Deeds in and for Chester County, in Corporation Book No. 8, page 500, on June 24, 1950.

4. Written consent to the amendment has been given by all members entitled to vote thereon. The said consent, approved by the members by written consent, contained the language of the proposed amendment, as set forth in paragraph 5 hereof and provided that the Articles of Amendment should be amended in accordance therewith.

5. The proposed amendment or addition to the existing Articles is as follows:

(a) Paragraph 1 of the said Articles of Incorporation, as amended, shall be further amended by striking paragraph 1 therefrom and setting forth in lieu and substitution thereof, the following:

"The name of the corporation shall be
Alumni Association of West Chester State
College".

(b) The Articles of Incorporation shall be further amended by adding thereto a new paragraph 8 providing as follows:

85311473

3-1-72: 51 154

"Upon the dissolution of the corporation, the Board of Directors shall, after payment of all liabilities, dispose of all the assets of the corporation conclusively for the purposes and in such manner or to such an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify for exemption under Section 501 (C) (3) of the Internal Revenue Code of 1954, its amendments and supplements".

(c) In all other respects, the Articles of Incorporation of the corporation shall remain in full force, virtue and effect.

IN TESTIMONY WHEREOF, the Applicant has caused these Articles of Amendment to be signed by its president and its corporate seal duly attested by its secretary to be hereunto affixed this 15th day of November, 1972.

ALBANY ASSOCIATION OF THE STATE
TEACHERS COLLEGE AT WEST CHESTER

By James J. Wiffenbough
as president

ATTEST:
James W. Etchell
as secretary

Approved and filed in the Department of State on the 15th
day of November, 1972.

C. McLaughlin
Secretary of the Commonwealth

Articles of the
Association of the West Chester State
Normal School

In the presence of the Judges of the Court of Common Pleas
West Chester County

Be it known that the undersigned being informed and
well advised in the premises herein contained and
desires of securing incorporation as an
of the General Assembly of the Commonwealth of Pennsylvania
and that they are desirous to provide for the incorporation and
regulation of certain corporations approved the County
with a view of April 2nd 1891 and that same shall be
read and seventy four and its departments in the
decisions set forth and certify that the following are the
purpose objects articles and conditions of the said
incorporation for and in which they desire to incorporate
The name of the Corporation shall be The Alumni Association
of the West Chester State Normal School -

II. The purpose for which the Corporation is formed is to
promote the cause of education and the interests of the
West Chester State Normal School and to assist and
relieve therein the interests of the Alumni of said school and
for the further purpose of giving assistance to needy and worthy
persons who may desire to enter and study in said school

III. The place where the business of the said Corporation is to
be transacted is West Chester State of Pennsylvania

IV. The Corporation is to exist perpetually

V. The names and residences of the subscribers are as follows:
Arthur W. Patten Bloomfield - Arthur H. Conclusions Swarthmore Pa
Addison L. Jones West Chester Pa - Robert F. Anderson West Chester Pa
Wm. S. Delp West Chester Pa - Henry S. Boneman 107 Duquesne St. Pitt.

VI. The officers of the Association shall be a President and
a Secretary and Treasurer and a board of Directors
consisting of three members and the names and residences
of three chosen officers for the first year are - President

Dr. A. Thomas Smith West Chester Pa - Vice President
Warren R. Kalin Newlin Pa - Secretary and Treasurer

Susan G. Lodge West Chester Pa -
Directors Edwin S. West Chester Pa
Francis H. Green West Chester Pa
D. Tucker Kooffman Phoenixville Pa

VII. There is to be no Capital stock for the proposed corporation
Witness our hands and seals this 17th day of May 1891

Donna one thousand eight hundred and ninety eight
Arthur W. Patten
Arthur H. Conclusions
Robert F. Anderson
Wm. S. Delp
Henry S. Boneman

Commonwealth of Pennsylvania } S.S.
County of Chester } below me the subscribers

Pennsylvania, ss:

I do hereby certify, That the name, title or designation "Alumni Association of the State Teachers College at West Chester" was this day filed and recorded in this Office as the title which a present ly existing corporation of the first class proposes to adopt in a change of name proceeding before the proper Court of Common Pleas of this Commonwealth; that the registration is being made in accordance with the provisions of the Act entitled "An Act to provide for the registration and protection of names, titles or designations of associations, societies, orders, foundations, federations, organizations and corporations of the first class," approved May 16th 1923, and that a search of the records of this Office fails to disclose any conflict between the aforesaid title and any other name, title or designation heretofore registered under the provisions of the said Act. In testimony whereof, I have hereunto set my hand and caused the seal of the Secretary's office to be affixed, the day and year above written.

Geo. D. Thorn, Deputy Secretary
of the Commonwealth

NOTARIAL
SEAL

PRELIMINARY DECREE

AND NOW, to wit, this 27th day of May A.D. 1929, the foregoing petition having been exhibited to the Court upon examination thereof it is found that the improvement, amendment, alteration and change of name therein desired is lawful and beneficial and is not injurious to the community and does not conflict with the requirements of the corporation act approved April 29, 1874 P.L. 73 and the supplements thereto nor with the constitution of this Commonwealth. It is therefore on motion of George S. Dewees, Esq., attorney for the petitioner, ordered and directed that notice thereof shall be given by publication as provided in the third section of the said act approved April 29, 1874 P.L. 73 and the supplements thereto for three weeks by publication in the following newspapers of this County, Daily Local News and Chester County Legal Intelligencer.

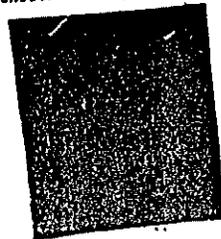
W. Butler Windle,
Judge

Recorded June 24th, 1929

PROOF OF PUBLICATION
TO
THE ALUMNI ASSOCIATION OF THE
WEST CHESTER STATE NORMAL SCHOOL

IN RE: AMENDMENT TO THE CHARTER OF THE ALUMNI ASSOCIATION OF THE
WEST CHESTER STATE NORMAL SCHOOL
PROOF OF PUBLICATION

Charter Notice
The Court of Common Pleas of Chester County, Pennsylvania, do hereby certify that the following notice was published in the Daily Local News, a newspaper of general circulation, printed and published in the County of Chester, State of Pennsylvania, on the 28th day of May, 1929 and on the 4th and 11th days of June, 1929, and in the Chester County Legal Intelligencer, a legal journal, published in said County, on the 28th day of May 1929 and on the 4th and 11th days of June, 1929, publication in the said legal journal being in conformity with the requirements of the Act of May 3, 1909, P.L. 389.



State of Pennsylvania, County of Chester, ss:-

George S. Dewees being duly sworn doth depose and say: That he is solicitor for Alumni Association of the State Teachers College at West Chester. That a notice of which the above are copies, was published in the Daily Local News, a newspaper of general circulation, printed and published in the County of Chester, State of Pennsylvania, on the 28th day of May, 1929 and on the 4th and 11th days of June, 1929, and in the Chester County Legal Intelligencer, a legal journal, published in said County, on the 28th day of May 1929 and on the 4th and 11th days of June, 1929, publication in the said legal journal being in conformity with the requirements of the Act of May 3, 1909, P.L. 389.

George S. Dewees

Sworn to and subscribed before me this 12th day of June 1929.

Raymond M. Beald, Notary Public
of Penna. My commission expires
Mar. 31, 1931

NOTARIAL
SEAL

WEST CHESTER UNIVERSITY ALUMNI ASSOCIATION BYLAWS

ARTICLE I

Name

The name of this association shall be the West Chester University Alumni Association, hereinafter referred to as the "Association." The Association was incorporated in 1898 under the laws of the Commonwealth of Pennsylvania, County of Chester.

ARTICLE II

Purpose

The purpose of the Association shall be to promote the interests of West Chester University in all areas of academic, cultural, and social needs; to strengthen the Association through a strong network of graduates; and to increase alumni awareness of the University's needs.

ARTICLE III

Members

Section 1. Any person graduating from West Chester Normal School, West Chester State Normal School, West Chester State Teachers College, West Chester State College, or West Chester University becomes and remains a member of the Association. All nongraduates who have attended West Chester University or its predecessors for at least two semesters and whose classes have graduated may become members of the Association upon request.

Section 2. All members of the Council of Trustees, the Faculty, and the Administration of West Chester University shall be considered and taken to be honorary members of the Association. Any person may be elected an honorary member of the Association by the Board of Directors (hereinafter referred to as the "Board") at any regular meeting of the Board by a majority vote of said Board. Honorary members shall neither vote nor hold office in the Association.

ARTICLE IV

Officers

Section 1. The officers of the Association, who comprise the Executive Council, shall be as follows: President, Vice President, Secretary, Treasurer, and Immediate Past President.

Section 2. The duties of the officers of the Association shall be as follows:

Section 2.1. President: The President of the Association shall preside at all meetings of the Association, the Board, and the Executive Council. The President shall be the principal representative of the Association at all Association and/or University functions where an Association representative is needed; decide all questions of order; offer for consideration all motions regularly made; appoint all committees; participate in the implementation of the decisions of the Board; and perform other duties that usually pertain to this office. The President shall be an advisor (non-voting) to all committees except the Nominating Committee. The President shall not be an advisor nor participating member of the Nominating Committee.

Section 2.2. Vice President: The Vice President of the Association shall be first in line of succession to the President. The Vice President shall fulfill the duties of the President whenever the President is unable to do so and shall also perform the duties that usually pertain to this office or that may be assigned by the President.

Section 2.3. Secretary: The Secretary of the Association shall be second in line of succession to the President. The Secretary shall take the minutes of all meetings of the Association, the Board, and the Executive Council, and shall also perform the duties that usually pertain to this office or that may be assigned by the President. The Secretary shall also maintain an attendance roster for all Board members and report the attendance record of each Board member to the Board and to the Executive Council at each meeting. The Secretary shall send letters to Board members whose attendance is in question.

Section 2.4. Treasurer: The Treasurer of the Association shall be third in line of succession to the President. The Treasurer shall be responsible for the management of the Association's funds; chairing the Finance Committee; ensuring that the books of the Association are audited on a yearly basis with results reported to the Board; and performing the duties that usually pertain to this office or that may be assigned by the President.

Section 2.5. Immediate Past President: The Immediate Past President of the Association shall be an ex officio (voting) member of the Board and of the Executive Council.

Section 3. The officers of the Association shall be elected by the Board from the Directors elected at large. The Executive Council Nominating Committee shall present a single slate of officers for election at the Reorganizational Meeting which is the first Board meeting following the Annual Meeting. Officers of the Association shall be limited to two consecutive one-year terms per office. A member of the Association who is also a member of the Faculty, Staff, or Administration shall not be eligible to serve as an officer of the Association.

Section 4. Should any officers of the Association resign or be unable to perform the duties of that office, the vacancy shall be filled by an election by the Board at the next regularly scheduled meeting.

ARTICLE V

Board of Directors

Section 1. The Board shall be comprised as follows: eighteen Directors, of which no more than three may be current employees of the University, elected at large by the Association; and the Immediate Past President of the Association. No current member of the Council of Trustees may serve as a member of the Board.

Section 2. The Board shall be responsible for the general operation and finances of the Association.

Section 3. The term of office for the eighteen Directors elected at large shall be three years that coincide with the Association's fiscal year, July 1 to June 30. One-third of the elected seats shall be opened for nomination each year. Directors shall be limited to two full terms, except the Immediate Past President who may exceed this limit to fulfill his or her obligation. Once the Immediate Past President fulfills this obligation, he or she shall be ineligible to run for re-election to the Board for two years. In the case of the other Directors, two years shall elapse before they are eligible for re-election to the Board after serving two full terms.

Section 4. If there be a failure to elect or install any or all officers and Directors, those persons then in office shall hold over and shall retain the full authority of the respective positions until their successors shall be duly elected.

Section 5. The honorary title of President Emeritus/Emerita or Director Emeritus/Emerita shall not confer voting status to the individual, nor shall it prohibit the individual from serving as an elected member of the Board.

Section 6. A Director shall not be personally liable for monetary damages, as such, for any action taken or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under 42 Pa. C.S.A. § 8332.2.

Section 7. The Association shall indemnify a Director against any liability incurred in connection with any proceeding in which the Director may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an indemnified capacity, including without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statements, or gross negligence except where such indemnification is expressly

prohibited by applicable law or where the conduct of the indemnified representative has been determined pursuant to or where the conduct of the indemnified representative has been determined pursuant to 42 Pa. C.S.A. § 8332.2 or any superseding provision of law, sufficient in the circumstances to bar indemnification against liabilities arising from the conduct.

ARTICLE VI

Liaisons

Section 1. The Executive Council may create liaison positions on the Board to be occupied by representatives of outside organizations, groups, or other entities. The Liaisons shall act as a conduit between the Association and the outside organizations, groups, or other entities. Their purpose shall be to facilitate communication and ideas and to promote the best interests of the Association.

Section 2. The Liaisons shall be non-voting members of the Board. The persons to fill the Liaison positions shall be selected by the respective organizations, groups, or other entities, and each Liaison shall serve until a successor is selected by the respective organization, group, or entity.

Section 3. Liaison positions shall be created for, but shall not be limited to, the Council of Trustees of West Chester University, the Faculty, the State System Alumni Advocacy Council, the Student Government Association, and all Presidents of active Chapters, or their approved designees, one from each active Chapter.

ARTICLE VII

Executive Council

The Executive Council shall be authorized to transact routine business between meetings of the Board and to act in any emergencies. If the annual election is in jeopardy, for whatever reason, the President shall call a special meeting of the Board to determine whether the election shall be cancelled or held. (refer to Article V, Section 4). All business transactions by the Executive Council shall be reported to the full Board at its next meeting. The Executive Council shall be required to establish all committee and meeting schedules for the year no later than August 1. All members of the Executive Council, except the Immediate Past President, shall be required to attend two-thirds of all regularly scheduled Executive Council meetings. Officers who are absent from more than one-third of the meetings shall be considered immediately to have resigned from the Executive Council. The vacated office shall be filled through an election at the next regularly scheduled Board meeting with nominees coming from Directors at large.

ARTICLE VIII

Meetings

Section 1. The Annual Meeting of the Association shall be held in May on a date and at a location to be determined by the Board. Twenty-five members for the Association shall constitute a quorum.

Section 2. The Board shall hold six regular meetings. The Executive Council, no later than August 1, shall determine the meeting calendar for the year and shall notify all Board members of the dates. Special meetings of the Board may be called by the President of the Association and must be held upon a call signed by AT LEAST four Board members. Ten members of the Board constitute a quorum.

Section 3. Within the operating year, July 1 through June 30, Directors shall not be absent for more than two of the six scheduled Board meetings. Any Director absent from more than two of these meetings shall be deemed to have resigned immediately, and that seat shall be filled in accordance with Article IX, Section 4.

Section 4. Agenda For Use At All Board Meetings

1. Call to Order
2. Opening Exercises
3. Roll Call
4. Reading, Correction, Approval, or Disapproval of Minutes of Previous Meetings
5. Reports of Officers
6. (Brief Reports/Presentations of Special Guests)
7. Reports of Standing Committees
8. Reports of Special Committees
9. Reports of Liaisons
10. Report of Director of Alumni Relations
11. Unfinished Business
12. New Business
13. Adjournment

ARTICLE IX

Committees

Section 1. A Bylaws Committee shall be appointed annually by the President of the Association. The duty of this committee shall be to submit any suggested

Bylaw changes to the Board and to monitor compliance with the Bylaws and with the Memorandum of Understanding.

Section 2. An Executive Council Nominating Committee shall be comprised of all Past Presidents of the Association who are active by virtue of currently serving on the Board and/or a committee.

Section 3. A Finance Committee, chaired by the Treasurer, shall be appointed annually by the President of the Association. Duties of this committee shall include, but not be limited to, reviewing the budget for the fiscal year; overseeing the investments; and monitoring all budgetary expenditures in accordance with the current Memorandum of Understanding. The Chair of the House and Grounds Committee shall be a member of the Finance Committee.

Section 4. A House and Grounds Committee shall be appointed annually by the President of the Association. A duty of this Committee shall include, but not be limited to, proposing a budget for the fiscal year and submitting it to the Board for approval. The Chair of the House and Grounds Committee shall be a member of the Finance Committee.

Section 5. A Nominating Committee shall be appointed annually by the President of the Association and shall consist of five members. The Nominating Committee shall present to the Board no more than twelve and no less than six names of members of the Association as candidates for the office of Director. The order of listing on the ballot shall be determined by a random drawing. The slate of nominees shall be published by the University both in the "Ramparts" and on the West Chester University Alumni Association Web Site. Only sealed ballots and email ballots received in the Office of Alumni and Special Events ten days prior to the Board Reorganizational Meeting shall be counted. Ballots shall be counted by a committee of members of the Association appointed by the President of the Association. Six nominees shall be elected, and the remaining names of nominees shall be placed in rank order, according to the vote, to fill any vacancies which may occur on the Board during the following year. If there are no remaining names of nominees from the most recent election, the Board shall fill the opening(s). The Board shall only nominate and elect candidates from whom they have received prior consent to run for office. Seconding speeches for each candidate shall be made. The voting shall be conducted by ballot, and a majority vote shall be required for election to office.

Section 6. The Long Range Planning Committee shall be appointed annually by the President. The duties of this committee shall include, but not be limited to, providing recommendations for programs and projects in support of the Alumni Association's purpose and formulating and continually updating a set of both short and long range goals and/or objectives for the Alumni Association.

Section 7. The additional standing committees, appointed annually by the President of the Association, shall be: Alumni Communications, Awards (Distinguished Alumni, Service, Emeritus/Emerita), Programs (Welcome Day, Senior Day, Alumni Day, Homecoming), and Scholarship.

Section 8. Such other committees, standing or special, shall be appointed by the President as the Executive Council shall from time to time deem necessary to carry on the work of the Association.

ARTICLE X

Executive Director

The West Chester University Director of Alumni Relations shall serve as the Executive Director of the Association, without compensation from the Association. The Executive Director shall be a consulting (non-voting) member of the Board and the Executive Council. By May 15th of each year the Executive Director shall present the Association budget to the Finance Committee, the Executive Council, and the Board for approval. The Executive Director shall not have voting privileges on the Board, the Executive Council, or any affiliated committee.

ARTICLE XI

Chapters

Section 1. A Chapter may be authorized whenever at least ten members of the Association are interested in forming one. The Bylaws of a proposed Chapter must be approved by the Board prior to chapter recognition. The Bylaws Committee shall conduct an annual review of each Chapter, and those failing to have held a business meeting and a special event during the year shall be accorded inactive status. Any alumni group meeting together, but not interested in a formal structure and adherence to the standards established for Chapters, shall be designated as a Caucus.

Section 2. The President or the appointed designee of a chapter shall serve as a liaison member of the Board. Inactive Chapters shall not be represented on the Board.

Section 3. An inactive Chapter shall be restored to active status when it can show the necessary conditions have been met.

Section 4. Chapters shall be required to send an annual report of activities to the Bylaws Committee by April 1 of each year.

ARTICLE XII

Quorums

Section 1. Twenty-five members of the Association shall constitute a quorum for the Annual Meeting.

Section 2. Ten members of the Board shall constitute a quorum for Board meetings.

Section 3. Three members of the Executive Council shall constitute a quorum for Executive Council meetings.

Section 4. A quorum for committee meetings shall consist of a minimum of three members of the committee or a majority of the committee.

ARTICLE XIII

Proxy

No proxy votes shall be recognized.

ARTICLE XIV

Parliamentary Authority

The Association shall be governed by the current edition of Sturgis' The Standard Code of Parliamentary Procedure in all points of order not provided for in these Bylaws.

ARTICLE XV

Amendments to Bylaws

The Bylaws shall be reviewed, as needed, by the Bylaws Committee. All proposed Bylaw changes must be presented in writing to the Bylaws Committee by the third Board meeting of the fiscal year. The Bylaws Committee shall present proposed Bylaw changes to the Board for its recommendations at the fourth regularly scheduled meeting of the Board. These Bylaws shall be amended by a two-thirds vote at the Annual Meeting of the Association.

Most recent revision: May 1, 2004