

**UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
THE MIDDLE TENNESSEE CHAPTER OF THE
PENNSYLVANIA STATE UNIVERSITY ALUMNI ASSOCIATION**

THE UNDERSIGNED, being all of the members of the Board of Directors of **The Middle Tennessee Chapter of the Pennsylvania State University Alumni Association** (the "**Chapter**"), pursuant to the provisions of the Chapter's Bylaws, do hereby (i) consent to taking action on the following resolutions without a meeting, (ii) indicate the vote of the undersigned in favor of such resolutions, and (iii) direct that this consent be filed with the minutes of the proceedings of the directors of the Chapter.

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Bylaws of the Chapter attached hereto as Exhibit A are hereby approved and adopted in all respects;

Dated: June 1, 2016

[Signatures appear on following page]

DIRECTORS:



Paul Anderson

Jennifer Ankney

Teresa Beardsley

Monica Bishop

Roxanne Cisneros

Lisa Fults

Megan Hershey

Jessica Labenberg

Jerry Lattin

Pat Tholey

Nicole Vogeler

Christine White

Kelly Wolgast

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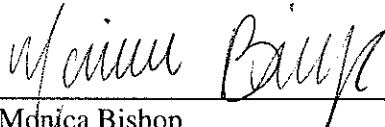
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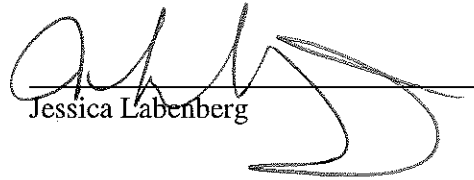
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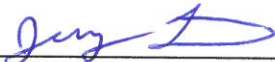
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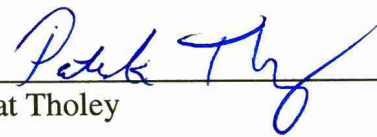
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EXHIBIT A
TO
UNANIMOUS WRITTEN CONSENT

See attached Amended and Restated Bylaws of the Chapter



**AMENDED AND RESTATED BYLAWS
of
THE MIDDLE TENNESSEE CHAPTER OF THE
PENNSYLVANIA STATE UNIVERSITY ALUMNI ASSOCIATION**

Effective as of June 1, 2016

ARTICLE I

SECTION 1. NAME. The name of this organization shall be **THE MIDDLE TENNESSEE CHAPTER OF THE PENNSYLVANIA STATE UNIVERSITY ALUMNI ASSOCIATION** (the "Chapter"). The Chapter shall also be referred as **The Nashville Penn Staters**.

ARTICLE II

SECTION 1. PURPOSE. The Chapter has been organized to promote the welfare of The Pennsylvania State University ("Penn State") and to provide service to Chapter members and other Penn State alumni in the Middle Tennessee area. In furtherance of this goal, the Chapter shall assist The Pennsylvania State University Alumni Association ("PSAA") to develop programs beneficial to Penn State. The Chapter shall work to establish a network of close fellowship and cooperation among members of the Penn State family (alumni, parents of students and alumni, friends and fans) residing in the Middle Tennessee area. Through this network, the Chapter shall endeavor to promote a positive representation of Penn State, continue the Penn State experience for local alumni by encouraging alumni connections, and enhance the area's knowledge of Penn State's programs and activities and the accomplishments of its students, faculty and alumni. Additionally, the Chapter has been formed as a service organization for the purpose of serving Penn State, Penn State alumni, and the Middle Tennessee community.

ARTICLE III

SECTION 1. MEMBERSHIP. Membership in the Chapter is open to any person (including, but not limited to, current Penn State students and faculty members, Penn State alumni, parents of Penn State students and/or alumni, and other fans and friends of Penn State) interested in supporting the purpose of the Chapter as set forth in Article II hereof (collectively, the "Members").

SECTION 2. DUES. All Members are required to pay annual dues, except for current Penn State students and faculty members who shall be exempt from this requirement. The amount of this assessment is to be determined by the Board (hereinafter defined).

ARTICLE IV

SECTION 1. BOARD OF DIRECTORS. The Chapter shall be governed by a board of directors (the "Board"), which shall consist of no less than five (5) and no more than fifteen (15) directors (each, a "Director") elected by the Chapter Members. Each Director must be a member in good standing of both the Chapter and the PSAA. Each Director must serve as the Chair of at least one Committee or one event during each year of their term. Additionally, each Director shall be required to attend at least 1/3 of all non-football related Chapter activities. It shall be the function of the Board to set policy for the Chapter and to prepare and approve the Chapter's annual budget in cooperation with the Treasurer.

SECTION 2. OFFICERS. The officers of the Chapter shall consist of a President, a Vice President, a Secretary, and a Treasurer (each, an "Officer"). The Officers shall be elected by the Board in the manner

set forth in Article IV, Section 4 below. Each Officer must be a member in good standing of the Board, the Chapter, and the PSAA.

SECTION 3. TERM OF OFFICE. Directors shall serve two year terms, and Officers shall serve one year terms. Officers and Directors are eligible for reelection, but Officers may not serve in any one capacity for more than four consecutive years unless otherwise agreed upon by the Board. All terms will run concurrent with the fiscal year, July 1 through June 30. Outgoing Officers will help with the transition of the newly elected Officers at the earliest opportunity available and it will be the responsibility of the Board to guide new Directors during the first three months of the new Director's term.

SECTION 4. ELECTIONS. The Board will be elected by Chapter Members via electronic (email) ballot. Elections will occur annually during the 2nd quarter of the calendar year, and Members will be notified of the election date at least two weeks in advance. Only Members who are current on their dues will be permitted to participate in the election. Once the Board has been elected, and prior to the July 1 start of the fiscal year, the Board will select four of its Directors to serve as Officers for the fiscal year.

SECTION 5. DISMISSAL/RESIGNATION. A Director, including an Officer, may be dismissed from the Board for failing to attend Board meetings as required by Article VII or for failing to uphold the doctrines of the Chapter or Penn State. In the event a Director, including an Officer, resigns or is dismissed from the Board, the Board may elect a replacement or interim Director, or Officer, as it sees fit.

ARTICLE V

SECTION 1. OFFICER/EXECUTIVE POSITIONS.

- a. **Duties of Officers.** The duties of the Officers shall be the generally accepted duties set forth below and such additional duties as may be assigned by the Board.
- b. **President.** The President shall preside over all meetings of the Chapter, shall be chairperson of the Board, and shall be an ex-officio member in one-half of the annual Committees, to be decided by the President and Vice President annually. The President shall be responsible for calling all meetings of the Board, and shall provide meeting notifications and agendas to the entire Board. The President must be aware of all affairs of the Chapter, serve as the contact person for all Committee chairpersons, inform the PSAA of Chapter activities, and shall be responsible for submitting all required reports to the PSAA, including the annual report. The President, along with the Treasurer, shall be responsible for safeguarding, disbursing and accounting for the funds of the Chapter and for ensuring that the collection and disbursement of funds are made in accordance with the guidelines set forth in the Chapter's annual budget, as approved by the Board. All Chapter checks shall be signed by the President or the Treasurer. The President shall serve as an executive advisor for one year following his/her term and shall deliver all relevant information to the incumbent President within two months of leaving office.
- c. **Vice President.** The Vice President shall be responsible for supporting the President as deemed necessary and shall serve as an ex-officio member in one-half of the annual Committees, to be decided by the President and Vice President annually. In the absence or disability of the President, or at the President's request, the Vice President shall perform the duties of the President. If the office of the President becomes vacant, the Vice President shall assume the role of President until a replacement or interim President is selected by the Board.
- d. **Secretary.** All official minutes of the business meetings of the Board shall be kept by the Secretary. The Secretary shall also be responsible for providing, in a timely manner, a complete report of all meetings and activities of the Chapter to the President so that the President can keep the PSAA informed of Chapter activities. The Secretary shall be responsible for keeping attendance records of the Board meetings and shall act as the custodian of all Chapter records.

- e. **Treasurer.** The Treasurer, along with the President, shall be responsible for safeguarding, disbursing and accounting for the funds of the Chapter and for ensuring that the collection and disbursement of funds are made in accordance with the guidelines set forth in the Chapter's annual budget, as approved by the Board. The Treasurer shall be responsible for maintaining accurate banking records for all Chapter accounts and for balancing all Chapter accounts on a regular basis. The Treasurer shall make Chapter account balances public at each Board meeting and shall make the records of the Chapter's financial activities available to the Directors at any time. All funds collected shall be deposited or forwarded by the Treasurer to the appropriate fund/organization within twenty-one (21) days of receipt. All Chapter checks shall be signed by the Treasurer or the President. The Treasurer shall be responsible for all tax filings and shall assist in the preparation of the budget for the upcoming year. At fiscal year-end the Treasurer shall provide a report to the President for inclusion in the annual report submitted to the PSAA.

ARTICLE VI

SECTION 1. COMMITTEES. Committees (each, a "Committee") shall be established to serve specific Chapter needs and to help with the fulfillment of the Chapter's purpose. Four standing Committees and several ad hoc Committees, as set forth below, have been established by the Board. Additional ad hoc Committees may be formed as the Board sees fit. Each Committee shall be led by a Committee chairperson (the "Chair") and shall consist of at least two Directors, plus the President or Vice-President who shall serve as an ex-officio member. Each Committee and/or Chair shall be responsible for the tasks outlined below:

a. **Standing Committees:**

- i. **Membership.** The Membership Chair shall keep complete records of all potential and active Members of the Chapter and shall obtain from the PSAA, on an annual basis, a list of all alumni residing in the Middle Tennessee area. This list shall be used by the Membership Chair and the Membership Committee for Chapter and PSAA activities and elections only, and shall never, under any circumstances, be released for outside commercial, political, or non-Penn State activities. The Membership Chair shall lead the Membership Committee to encourage participation of non-members and to devise ways to encourage area alumni to participate in Chapter activities and to become members of both the Chapter and the PSAA.
- ii. **Activities.** The Activities Chair shall work with the Board to develop an activities/events plan for the fiscal year that is well-rounded and supports all aspects of Penn State's mission. The Activities Chair, in furtherance of this annual plan, shall oversee all Committee Chairs in the planning and organization of Chapter activities and events. However, it shall be the responsibility of each individual Committee Chair to recruit volunteers and to organize, plan, and execute his or her specific event or activity. The Activities Chair shall work with the President to ensure that any free promotional items needed for Chapter events and/or activities are ordered from the PSAA in a timely manner.
- iii. **Scholarship.** The Scholarship Chair shall be responsible for obtaining a list of eligible freshman and returning students from Penn State and for presenting the candidate(s) to the Board for scholarship application selection. The Scholarship Committee shall create the scholarship application, mail the application and cover letter to the candidate(s), collect the scholarship applications, and organize a committee to review the same and select a scholarship winner or winners. Once the scholarship winner(s) has been selected, the Scholarship Chair shall notify Penn State's Office of Student Aid of the selected scholarship winner(s) and award amount(s), notify the winner(s) of the award ceremony, and create an award certificate for the scholarship winner(s) all in accordance with the Scholarship Procedure Schedule. The President and Treasurer shall serve as ex-officio members of the Scholarship Committee.

- iv. **Communications.** In close cooperation with the Activities Chair, the Communications Committee shall use all means available to obtain adequate and favorable publicity for Penn State in Middle Tennessee. The Communications Committee shall assist the Committee Chairs in securing publicity for Chapter events and activities, and shall cooperate with Penn State's Department of Public Information to inform the public of notable achievements and accomplishments of Penn State students, faculty and alumni. The Communications Committee shall be responsible for creating and maintaining the Chapter's website, which shall be reviewed annually for content by the Board, and shall work with the Officers, the Activities Chair, and the Committees to ensure proper website promotion of Chapter events and activities. The Communications Chair shall work with the President to obtain the Chapter's annual communications allotment from the PSAA.

b. **Ad Hoc Committees:**

- i. **Football Viewing Parties.** The Football Viewing Party Chair shall be the President unless otherwise agreed upon by the Board. The Football Viewing Party Chair shall be responsible for the following: contacting management at the viewing party location on a weekly basis; creating and maintaining a list of the weekly Point Person for the viewing parties; making sure that the Point Person has all necessary information and door prize items prior to their assigned game; ordering door prize items within the parameters of the established budget; creating the weekly viewing party promotional email and providing the same to the Communications Chair by Wednesday morning of each week for distribution to the Chapter email list; and assisting the Point Person with door prize drawings, announcements and the collection of donations at half time.
- ii. **Community Service Events.** The Community Service Chair shall serve as a liaison between the Chapter and various non-profit community service organizations for the purpose of providing Chapter Members and area alumni with an opportunity to assist in community projects. The Community Service Chair shall organize a minimum of two community service events per fiscal year, each designed to support the Middle Tennessee community and to reflect Penn State in a positive light. The Community Service Chair shall provide the Communications Chair with details of the events in a timely manner so that they may be promoted on the Chapter website and via emails distributed to the Chapter email list.
- iii. **Freshman Send-Off.** The Send-Off Chair shall be responsible for organizing and planning the annual picnic, and shall work with the Scholarship Committee to hold a scholarship award ceremony at the event. The Send-Off Chair shall provide the Communications Chair with details of the event in a timely manner so that it may be promoted on the Chapter website and via emails distributed to the Chapter email list.
- iv. **Holiday Celebration.** The Holiday Celebration Chair shall be responsible for obtaining at least two price quotes for venues for the party and for presenting them to the Board for decision by no later than March 31st. The Holiday Celebration Chair shall then be responsible for organizing and planning the event, including securing the selected venue, planning the menu, and coordinating the fundraising efforts that will take place during the event. The Holiday Celebration Chair shall provide the Communications Chair with details of the event in a timely manner so that it may be promoted on the Chapter website and via emails distributed to the Chapter email list.
- v. **Perennial Events.** Any Director wishing to sponsor or start an event for any fiscal year shall present the proposed event to the Board for approval. If approved, the Director who proposed the event shall be considered the Chair of that event and shall be responsible for organizing, planning and executing the event. Further, the event Chair shall provide the Communications Chair with details of the event in a timely manner so that it may be promoted on the Chapter website and via emails distributed to the Chapter email list.

- vi. **Social Media.** The Social Media Chair(s) shall be responsible for maintaining and keeping the Chapter's presence on social media up-to-date and appropriate in keeping with the standards and values of Penn State and the Chapter.

ARTICLE VII

SECTION 1. MEETINGS. The Board shall meet as often as the Directors deem necessary, provided that the meetings are sufficient in number to carry out the purpose of the Chapter as set forth in Article II, the functions of the Committees as set forth in Article VI, and to maintain the interest and enthusiasm of the Members. It is further provided that the Board shall meet no less than eight (8) times per fiscal year. With the exception of the annual budget meeting, and any other meetings deemed closed due to a special condition, all Board meetings shall be open to the Members of the Chapter. Staff of the PSAA shall be extended a standing invitation to attend any meeting of the Board. All Board meetings shall be documented by the Secretary, or another Director in the Secretary's absence. Additional meetings, activities and social functions may be held at the discretion of the President and the Board.

SECTION 2. NOTICE. The President shall provide notice of upcoming Board meetings to the Directors, which notice shall include the applicable agenda and other meeting materials, at least one week in advance of the Board meeting. The dates and locations of all Board meetings that may be attended by Chapter Members shall be posted on the Chapter website.

SECTION 3. ATTENDANCE. All Directors, including Officers, are required to attend all Board meetings. If unable to attend a Board meeting in person or via conference call, it is the responsibility of each Director to notify the President prior to the meeting for an excused absence. If a Director, including an Officer, fails to attend two consecutive meetings without just cause, and fails to notify the President as required, the Director may be dismissed and/or replaced at the discretion of the Board.

SECTION 4. QUORUM. A majority of the total Directors present in person, or by the use of communications equipment, shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. However, whenever less than a quorum is present at the time and place appointed for any meeting of the Board, all of those present may adjourn the meeting from time to time, without notice other than by announcement at the meeting.

SECTION 5. VOTING. Each Director shall have one (1) vote on all matters coming before the Board of Directors. At meetings at which a quorum is present, all issues shall be decided by a simple majority vote of the Directors present, except as otherwise required by these Bylaws.

SECTION 6. ACTION WITHOUT MEETING. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all the Directors. Such approval shall then be entered into the records of the Chapter.

ARTICLE VIII

SECTION 1. GOVERNING INSTRUMENTS. These Amended and Restated Bylaws shall constitute the bylaws of the Chapter for the government of the Chapter and the conduct of its affairs and shall supersede any prior bylaws of the Chapter adopted prior to the date of adoption of these Amended and Restated Bylaws.

SECTION 2. AMENDMENT. These Amended and Restated Bylaws may be amended as deemed necessary by the Board of Directors. An affirmative vote by the majority of the Directors present at the meeting in which such motion to amend has been made is required in order for such amendment to be effective.

SECTION 3. REVIEW. These Amended and Restated Bylaws shall be reviewed every four years by a committee consisting of the President, the Vice President, and at least two additional Directors.

SECTION 4. DISSOLUTION. The Chapter shall be considered dissolved if there is lack of participation for a minimum period of two consecutive years. If the Chapter is dissolved, the last standing Treasurer shall be responsible for closing out the accounts of the Chapter, including, but not limited to, the website, all social media accounts, any PO Box, and all bank accounts. Chapter funds shall first be used to pay off any debts of the Chapter and any remaining funds shall be forwarded to the Penn State Middle Tennessee Chapter Endowed Scholarship held by the PSAA.