

Global Connections Bylaws; *Adopted: August 2019*

Article I. Name

5 The name of this community organization shall be Global Connections (GC). GC shall be a not-for-profit organization established exclusively for educational and charitable purposes in accordance with Section 501(a) of the Internal Revenue Code as an organization described in section 501(c) (3).

Article II. Object & Mission

10 The object and mission of Global Connections (GC) is to bring together people of diverse national origins to foster intercultural understanding, to promote awareness of our roles as members in the wider global community, and to create goodwill.

Article III. Members

15 III. Section A: Any person shall be eligible for membership who is interested in the object of Global Connections and who meets the criteria for membership. Membership in the organization shall include four categories: individual, associate, and honorary.

20 *III.A.1. Individual Membership:* Individuals who are invested in developing an inclusive community organization. The minimum age requirement for individual membership eligibility is 18 years old. Individual members have full rights to vote on business, serve on committees and hold office in the organization.

III.A.2. Associate Membership: Business and/or organizations who wish to affiliate and financially support the mission of Global Connections to cultivate an inclusive community. Associate members will be allowed to one vote per membership to vote on any business matter but may not be elected to office or appointed to any board/entity to represent Global Connections.

25 *III.A.3. Honorary Membership:* Honorary Membership in Global Connections (GC) is reserved for individuals whose support of, and/or contributions to, the advancement of an inclusive, multicultural community are deserving of special recognition. Honorary Membership in GC will be granted to those individuals who have made significant contributions to the advancement of the Global Connections mission but may or may not have had the opportunity to participate as an active GC member. Nominations for Honorary Membership must be submitted to the GC Executive Committee for consideration. Individuals selected for Honorary Membership are considered a life-long member of GC, they are not required to pay any dues, may not vote or hold office, but receive all other benefits and privileges of membership. Any member may nominate persons of distinction who have made significant contributions to Global Connections.

35 III. Section B. Dues. Dues are paid on an annual basis to the treasurer of the organization. Dues are due Novembers 1st and are delinquent if not paid by February 1. Membership shall be forfeited if dues are not paid by March 1st.

III.B.1 – Individual Membership Dues: Membership dues are \$10.

III.B.2 – Associate Membership Dues: Membership dues for an associate membership are \$100.

40 *III.B.3. – Reinstatement:* A member who has resigned may be reinstated by paying the current dues. A member who forfeited membership for nonpayment of dues may be reinstated by paying the current dues.

45 *III.B.4 – Special Assessments:* The executive committee shall have the authority to create special assessments of the membership. The vote required for such assessment shall be three-fourths of the executive committee.

III.B.5. – Membership Year. The membership year for the organization shall be from January 1st to December 31st.

Article IV. Officers

50 IV. Section A. Officers. The officers shall be president, vice president, secretary, treasurer, public relations officer and the immediate past president.

IV. Section B. Qualifications. Individual members are eligible to run for office at the organization's annual meeting. Members are not allowed to hold more than one office concurrently. Candidates for president must have completed a minimum of one year of membership. Candidates for past president must have completed a minimum of a one-year term as president.

55 IV. Section C. Term of Office:

60 *IV.C.1. Terms for President, Vice President, Public Relations Officer, & Past President, Secretary, and Treasurer.* The term of office for the president, vice president, public relations officer and past president, shall be one year beginning with election at the annual meeting of the organization and ending with the adjournment of the subsequent annual meeting, or until their successors are elected.

65 *IV.C.2. Terms for Secretary and Treasurer.* The term of office for the secretary and treasurer shall be two years beginning with election at the annual meeting of the organization and ending with the adjournment of the subsequent annual meeting, or until their successors are elected. The Secretary and Treasurer will have staggered terms with a maximum of one being elected annually unless a vacancy occurs.

IV.C.3. Term Limits. There are no term limits for the organizations except for the President and Past President who may only serve two concurrent terms in each office. Upon completion of term as past president, members could run for re-election as Vice President, Public Relations Officer, Secretary and/or Treasurer.

70 IV. Section D. Duties of Officers.

IV.D.1 Duties of the President. The duties of the president include presiding at the business meetings of the organization, presiding at the meetings of the executive committee, appointing standing and special committees and taking any other action necessary to carry out the mandate of the membership. The president will be an ex-officio member of all committees.

75 *IV.D.2 Duties of Vice President.* The duties of the Vice President include serving as chair of the program of activities standing committee and assuming the duties of the president in the absence of the president.

80 *IV.D.3 Duties of Secretary.* The duties of the secretary include keeping the minutes of all organization meetings and transmitting such minutes to the membership. The secretary shall be responsible for organization correspondence including, but not limited to, the organization's official electronic mail. The Secretary shall also serve as secretary to the executive committee.

85 *IV.D.4 Duties of the Treasurer.* The duties of the treasurer shall include receiving and collecting membership dues, maintaining membership records, receiving and collecting programming fees, receiving and disbursing monies with the approval of the executive committee and keeping the financial records of the organization. In addition, the Treasurer shall serve as the chair of the finance/audit standing committee.

IV.D.5 Duties of Public Relations Officer. The duties of the Public Relations Officer shall be marketing and advertising all organization activities and opportunities as deemed appropriate.

90 *IV.D.6 Duties of the Past President.* The duties of the immediate past president include serving as an advisor to the president and chairing the nominating standing committee.

IV. Section E. Nomination and Elections of Officers.

95 *IV.E.1. Nominating Committee.* The nominating committee shall be appointed by the president of the organization. The committee is chaired by the past president. In addition to the past president, the committee is comprised of two additional members for a committee of three. The responsibilities of the nominating committee include the development of the ballot for the election to occur at the annual meeting. The committee shall nominate a minimum of one candidate for each office to be filled, and it shall report the slate of candidates to the members at the annual meeting. The nominating committee must complete and communicate the election ballot 15 calendar days prior to the annual meeting.

100 *IV.E.2. Elections.* Elections shall be held at the annual meeting of the membership via ballot vote. A majority shall elect. In the event there is but one nominee for any office, the vote for that office may be taken by voice vote.

IV.E.3 Consent of Nominees. No name may be placed in nomination without the consent of the nominee to the nominating committee.

105 IV. Section F. Removal of Officers. Any officer may be removed by a ballot vote of two-thirds (2/3) of the assembly present and voting; provided however, the vote on removal shall occur at the next regular meeting of the assembly following the meeting at which a motion for removal of an officer or director is adopted.

110 IV. Section G. Vacancies. In the event of a vacancy in any office, the Executive Committee (described in Article VI) shall fill the office by appointment with a majority vote until the next regularly scheduled meeting of the organization at which time the membership shall elect.

Article V. Meetings

V. Section A. Regular Meetings. Regular meetings of the organization shall occur on the first Wednesday of each month from September through May unless otherwise ordered by the organization.

115 V. Section B. Annual Meeting. The regular meeting on the first Wednesday of November shall be known as the annual meeting and shall be for the propose of electing officers, receiving reports of officers and committees and for any other business that may arise.

120 V. Section C. Special Meetings. Special meetings of the membership may be called by the Executive Committee, if notice shall be sent to the members at least 15 days prior to the date of the meeting. Notices may be provided in the organization's newsletter, by e-mail, or on the website and shall include the specific items of business to be conducted at the meeting.

V. Section D. Quorum. The quorum needed for transaction of business at meetings shall be 10 individuals present.

125 V. Section E. Electronic Meetings. The executive committee, standing committees, and special committees are authorized to meet by telephone or Web conference, or through other electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting. Such participation shall be at the discretion of the president and shall constitute presence at the meeting, thus count towards quorum.

130 V. Section F. Action without Meeting. Any executive committee, standing committee, or special committee may act without a meeting if the action taken is by unanimous consent of all members of the committee. The action must be evidenced by written consent describing the action taken and signed by each committee member.

135 V. Section G. Voting. Voting in elections and amending bylaws may be by mail-in ballot, voting in person at a time and place designated, or by electronic means, including but not limited to secure website voting program. The Executive Committee shall designate the voting method.

Article VI. Executive Committee

140 VI. Section A. Executive Committee Composition. The Executive Committee shall consist of the president, the vice president, the secretary, the treasurer, the public relations officers, the immediate past president, the chairs of the standing committees, and an ex-officio member from Penn State as designated by The Pennsylvania State University Office of Global Programs.

145 VI. Section B. Duties of the Executive Committee. The Executive Committee shall be responsible for the management and administration of the organization in all respects and for all purposes and shall have the power to conduct the business of the organization except that which is retained by the membership as provided by these bylaws.

150 VI. Section C. Executive Committee Meetings. The Executive Committee shall meet monthly unless otherwise ordered by the Executive Committee. Special meetings may be called by the president with three days' notice. Such notice may be provided by e-mail or by telephone. A majority of the executive committee membership constitutes a quorum. Meetings and votes may be conducted by electronic means as long as all participants can hear each other simultaneously.

155 Article VII. Committees

VII. Section A. - Standing Committees. There shall be the following standing committees: Nominating, Finance/Audit, Program of Activities, Membership, and Cultural Luncheons. The duties of the standing committees shall be described in the organization program of work.

160 *VII.A.1 – Composition of Standing Committees.* The president shall appoint members and designate chairs of each standing committee not filled by virtue of office to serve during the president's term of office.

165 VII. Section B – Special Committees. Special committees shall be appointed by the president, the executive committee, or the membership as deemed necessary. Committees may incur expense to the organization only if given prior approval by the executive committee

VII. Section C. Removal of Committee Members. A committee member may be removed from a committee for three unexcused absences from committee meetings in a single year.

170 Article VIII. Indemnification Clauses

VIII. Section A. Description of Indemnification. Any officer, employee, or agent of the organization who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, shall be indemnified for reasonable expenses and liabilities actually and reasonably incurred in connection with serving at the request of the organization to the extent permitted by law.

175 VIII. Section B. Description of Coverage. Each person who at any time shall serve, or shall have served, as an officer, employee, or agent of the organization and such other persons as specified from time to time by the executive committee, shall be entitled to indemnification as and to the fullest extent permitted by Pennsylvania State Statute or any successor statutory provision, as from time to time amended. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which those
180 indemnified may be entitled.

185 VIII. Section C. Defense and Indemnification of Officers and Directors. In the event of suits or claims in which one or more current or past officers, or employees of the organization are named as a result of their status as such or decisions or actions taken in good faith and reasonably understood to be within the scope of their authority or employment during their term as such, the organization shall, directly or through insurance secured for the benefit of such officer, directors, or employees, secure counsel to act on behalf

of and provide a defense for such officers, or employees; pay reasonable defense expenses incurred in advance of final disposition of such case; and indemnify such officers, or employees with respect to any liability assessed or incurred as a result of any such claim, suit, or action. The above stated defense and indemnification of officers, or employees shall extend to those individuals when serving at the request of the organization as an officer, or employee of another entity, but only after indemnification and insurance coverage from such other entity has been exhausted.

VIII. Section D. Protection and Indemnity of Officers. Each officer, or employee holds office with protection from the organization. The organization indemnifies each officer, or employee against reasonable costs or charges that result from any act done in her/his role for the organization. The organization does not protect any officers or employees for acts of fraud, dishonesty, or bad faith. No officer or employee is liable for the acts of any other officer, or employee. No officer, or employee is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the organization. No officer, or employee is liable for any loss due to an oversight or error in judgment, or by an act in her/his role for the organization, unless the act is fraud, dishonesty, or bad faith. Officers, and employees can rely on the accuracy of any statement or report prepared by the organization's auditor or legal counsel. Officers, and employees are not held liable for any loss or damage as a result of acting on the auditor or legal counsel's statements or reports.

Article IX. Dissolution

Upon the dissolution or winding up of the affairs of this organization, the Executive Committee after providing for the payment of all obligations, shall distribute any remaining assets in accordance with Pennsylvania Law.

Article X. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization 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 organization may adopt.

Article XI. Amendment of Bylaws

The bylaws may be amended by two thirds vote of the members voting at any meeting with a quorum present [see Article 5], provided that at least thirty (30) days written notice shall have been given to the members concerning such proposed amendment. Amendments may be proposed by (1) the executive committee, (2) any committee appointed for the purpose of proposing amendments; or (3) by any group of five (5) or more current members. It shall be the duty of the secretary to provide notice to the membership if the proposed amendment meets any one of the three requirements listed above.