

SAMPLE BY-LAWS

BY LAWS OF THE **CHARGE NAME ALUMNI ASSOCIATION OF THETA DELTA CHI**

RATIFIED AT MEMBER MEETING ON XXX, XXX, XX20

Article I – Membership

Section 1. Purpose of the Association

The **Charge Name** Alumni Association declares as its primary objective; to support and advise the undergraduate brothers of **Charge Name** Charge along with maintaining the fraternal relationships and continuing the bonds of brotherhood. The support provided by the **Charge Name** Alumni Association shall be defined as, but not limited to, activities that help grow, improve, and foster brotherhood within the **Charge Name** Charge. In accordance with this primary purpose, the **Charge Name** Alumni Association will seek to maintain consistent communication with the individual members of the **Charge Name** Alumni Association so that each individual member will be made aware of the status of **Charge Name** Charge and that of the **Charge Name** Alumni Association.; sponsor and coordinate social activities between alumni and undergraduate members.

Section 2. Members

The Members of the **Charge Name** Alumni Association (the “Association”) shall comprise all of those persons who have been initiated into the **Charge Name** Charge of Theta Delta Chi at the **name of host institution**.

In addition, in order to retain memberships status, members must pay annual dues of **\$50**. The Officers of the Association (the “Board”, as described in Article II) may elect to hold a vote to increase dues at, voted upon by the active members of the Alumni Association at the annual meeting (as described in Article II Sections 5-7).

Section 3. Regular Meetings of the Members

The regular annual meeting of the Members shall be held at a place as determined by the board to be conducted annually during **name of host institution Homecoming Week**, and shall be held unless the Officers of the Association (the “Board”) shall otherwise order.

Section 4. Special Meetings of the Members

Special meetings of the Members may be called by the president, or the secretary, or by a majority of the current Board, or by any **ten (10) members** of the Association and the notice of the time, place and object of the special meeting shall, unless waived, be

delivered by mail or e-mail to the postal address or e-mail address of each Member, not less than ten (10) days before the date of the meeting.

Section 5. Quorum of the Members

At any meeting of the Members, quorum for the transaction of business will be established as ten (10) members plus the president and the secretary.

Article II – Officers of the Association (“Board”)

Section 1. Powers and Number

The Board shall have general power to control and manage the affairs and property of the Association in accordance with the purposes and limitations set forth in the Bylaws of the Association. The number of members constituting the entire Board shall be five (5).

Section 2. Removal

Any Board member may be removed, with or without cause at the annual or a special meeting by a vote of the majority of the Members or a vote of the majority of the entire Board. A Board member who misses three (3) consecutive meetings shall be automatically removed, but may be reinstated by a unanimous vote of the entire Board for good cause shown.

Section 3. Resignation

Any Board member may resign from office at any time by delivering a resignation in writing to the Board and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4. Place and Time of Meetings

The annual meeting of the Board shall be held at a place determined by the Board on the same day and immediately after the annual meeting of the Association Members, or on such other date and place as determined by the Board. The Board shall fix the time and place for holding regular meetings. A special meeting may be called at any time by the president, or any other Officer.

Section 5. Notice of Meetings

Notice of the time and place of each regular, special or annual meeting of the Board, and to the extent possible, a written agenda stating all matters upon which action is proposed to be taken shall be delivered to each Board member via mail, telephone or e-mail, to such postal address, telephone number or e-mail address, as the case may be, as such Board member may have designated in writing to the secretary, at least eight (8) days

before the day on which the meeting is to be held; provided however, that notice of special meetings may be delivered no less than forty-eight (48) hours before the time at which such meeting is to be held.

Section 6. Quorum and Voting

At all meetings of the Board, a simple majority of the entire Board shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these by-laws, at any meeting of the Board at which a quorum is present, the vote of the majority of the Board members present at the time of the vote shall be the action of the Board.

Section 7. Action by the Board

Any action requiring or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all the Members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board or the committee. Participation of one or more board members by teleconference allowing all persons participating to hear each other at the same time shall constitute a special meeting of the board.

Section 9. Committees of the Board

The Board may establish and appoint an executive committee and other standing committees, at any point after the association membership exceeds twenty-five (25) members. The president shall appoint the Chairperson of each committee. Each committee so appointed shall consist of two (2) or more members. To the extent provided by the resolution establishing it, the executive committee and other standing committees shall have all the authority of the Board except as to the following matters:

- (a) the filling of vacancies on the Board or on any committee;
- (b) the amendment or repeal of the by-laws or the adoption of new by-laws;
- (c) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (d) the submission to Members of any action requiring Members' approval.

The Board may appoint special committees and shall have only the powers specifically delegated to them by the Board.

Section 1. Officials

The officials of the Association will be a president, a secretary, and a treasurer. An individual may hold more than one office in the Association with the exception that a similar individual may not hold the workplaces of president and secretary.

Section 2. Political decision, Term of Office and Removal

Elections and the Term of office shall be as follows: The president, and two (2) Members At Large shall of the Association will be chosen for two-year terms, at the yearly gathering of the Association. The following year, the Secretary and Treasurer of the Association will be elected, at the yearly gathering of the Association. All officials will proceed in office until his replacement will have been chosen and qualified, or until his demise, abdication, or expulsion. Any official of the Association may be expelled, with or without cause, by a vote of a dominant part of the whole board

Section 3. Different Agents and Employees

The Board may now and again choose such operators and representatives as it will consider essential, every one of whom will hold office at the delight of the Board, and will have such power, perform such obligations and get such sensible remuneration, assuming any, as the Board may occasionally decide.

Section 4. Opening

The Board may fill any opening in any office. Any official chosen will hold office until the following yearly gathering of the Board and the political race and capability of his replacement.

Section 5. President: Powers and Duties

The president will direct all gatherings of the Association Members and the Board and will for the most part administer the undertakings of the Association. The president will keep the Board completely educated regarding the undertakings of the Association. He will have the ability to sign alone, except if the Board explicitly requires an extra signature, for the sake of the Association all agreements approved either for the most part or explicitly by the Board.

The president will likewise have such different powers and perform such different obligations as the Board may now and again recommend. In the nonattendance or powerlessness of the president to act, the outer VP will play out all the obligations and may practice any of the forces of the president.

Section 6. Members At Large: Powers and Duties

The two (2) Members At Large shall have such powers and perform such duties as the Board may from time to time prescribe.

Section 7. Secretary: Powers and Duties

The secretary will:

- (a) keep the minutes of all gatherings of the Board in books to be saved for that reason;
- (b) serve or cause to be served all notification of the Association and
- (c) play out all obligations occurring to the workplace of the secretary and such different obligations as every once in a while, might be doled out to him by the Board.

Section 8. Treasurer: Powers and Duties

The treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Association, and shall deposit all monies and other valuable effects of the Association in such banks or depositories as the Board may designate. Whenever required by the Board, he shall exhibit the books and accounts to any officer or member of the Association, and shall perform all duties incident to the office of treasurer, and such other duties as shall be assigned to him by the Board. Annually, at a meeting of the Board, the treasurer shall present a report showing in appropriate detail:

- a) the assets and liabilities of the Association as of a twelve-month fiscal period terminating not more than six months prior to the meeting;
 - (b) the principal changes in assets and liabilities during that fiscal period;
 - (c) the revenues or receipts of the Association for that fiscal period
 - (d) the expenses of disbursements of the Association during said fiscal period.
- The report shall be filed with the minutes of a meeting of the Board

Article IV – Advisors

Section 1. Powers

The Board may appoint from time to time any number of Association Members as advisors to the Association to act either singly or as a committee or committees. Each

advisor shall hold office during the pleasure of the Board, and shall have only the authority or obligations as the Board may determine.

Section 2. No Compensation

No advisor of the Association shall receive, directly or indirectly, any salary or compensation for any service rendered to the Association except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Association.

Article V - Contracts, Checks, Bank Accounts, and Investments

Section 1. Checks, Notes and Contracts

The Board is authorized to select the banks or depositories it deems appropriate for the funds of the Association. The Board shall determine two members to be authorized on the Association's behalf to sign checks, drafts, or other orders for the payment of money, acceptance, notes, or other evidence of debt, to enter into contracts or to execute and deliver other documents and instruments. No debt shall be incurred except for current expenses unless authorized by the Board.

Section 2. Investments

The funds of the Association may be retained in whole or in part in cash or be invested and reinvested in such property, real, personal or otherwise, including stock, bonds or other securities, as the Board may deem desirable.

Article VI – Office and Books

Section 1. Office

The office of the Association shall be located at such place as the Board may from time to time determine.

Section 2. Books

There shall be kept at the office of the Association (or at such other location determined by the Board) correct books or account of the activities and transactions of the Association, including a minute book, which shall contain a all copies of the certificates of Association, a copy of these bylaws, and all minutes of the Board.

Article VII – Fiscal Year

The fiscal year of the Association shall be the 1st of October to the 30th of September.

Article VIII – Indemnification

The Association may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he was a Board member, officer, employee or agent of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees. The Association may purchase and maintain insurance to indemnify the Association for any obligation, which it incurs as a result of the indemnification of any trustee, officer or employee or to indemnify any or all trustees, officers or employees in the instances in which, they may be indemnified by the Association.

Article IX – Amendments

These bylaws may be amended at any meeting of the Board by a vote of the majority of the entire Board and any such changes must be ratified at the next annual meeting of the members.

The Board members listed below hereby certify that the attached bylaws were duly adopted at a meeting of the Board on _____ (TBD).

President, Name

Treasurer, Name

Secretary, Name

Member At Large, Name

Member At Large, Name