

Theta Xi Alumni Association  
Sample By-Laws

BY-LAWS OF THE \_\_\_\_\_ ALUMNI ASSOCIATION OF THETA XI

ARTICLE I: MEMBERSHIP

Sec. 1 The membership of this Association shall consist of all members of the \_\_\_\_\_ Chapter of the Theta Xi Fraternity who have satisfied all financial obligations of the Chapter.

Sec. 2 "Member(s) in good standing" shall mean any member of the Association who has paid his current annual dues to the Association.

Sec. 3 Any duly initiated member of any other chapter of Theta Xi Fraternity, who is in good standing, may become a member of the Association by a three-quarters (3/4) vote of the Board of Directors.

Sec. 4 The voting power of each member of the Association shall be equal to that of every other member of the Association. Each member in good standing shall be entitled to one vote upon all propositions submitted to the members.

ARTICLE II: GOVERNMENT

Sec. 1 General management and control of the affairs, funds, and property of this Association shall be vested in a Board of Directors, which shall be elected at the annual meeting of the Association.

Sec. 2 The Board of Directors shall consist of six (6) members in good standing and two (2) undergraduate members in good standing of the \_\_\_\_\_ chapter. The Association members of the Board of Directors shall be nominated by the nominating committee as hereinafter set out, provided that any three (3) members in good standing may nominate any other member in good standing for director by handing the name of the nominee in writing and signed by the three (3) members to the secretary at the annual meeting prior to the time of balloting.

The two (2) undergraduate members of the Board of Directors shall be the duly elected president of the \_\_\_\_\_ Chapter and one (1) other undergraduate member in good standing of the \_\_\_\_\_ Chapter elected by the chapter.

Sec. 3 Directors shall assume office at the adjournment of the annual meeting at which they are elected and shall serve for two (2) years or until their successors are elected and accept office.

At the annual meeting at which these By-Laws are enacted three (3) of the alumni directors shall be elected for terms of one (1) year and three (3) alumni directors shall be elected for two (2) year terms. At each succeeding annual meeting three (3) alumni directors shall be elected for two (2) year terms.

Sec. 4 The Board of Directors shall meet upon call of the President, or upon the request in writing of any three (3) members of the Board of Directors, at such time and place as the President of the Board of Directors may designate, provided that notice thereof shall have been given to all members of said Board of Directors not less than three (3) days prior to said meeting.

Sec. 5 Five (5) members of the Board of Directors shall constitute a quorum sufficient for the transaction of all business.

Sec. 6 A majority vote of all the members of the Board of Directors shall be required for the settlement of all questions regarding the purchase or transfer of property.

Sec. 7 During the tenure of his office, should it become impossible for the President to fulfill his duties, his office may be vacated by resignation accepted by a majority vote of the Board of Directors. The Vice President will then accede to the office of President and a new Vice President shall be elected by the Board of Directors.

During the tenure of his office should it become impossible for any alumnus member of the Board of Directors to fulfill the duties of his office, his office may be vacated by resignation accepted by a majority vote of the Board of Directors.

Vacancies among alumni members of the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors from among the members in good standing of the Association and such appointment shall be for the remainder of the unexpired term.

Sec. 8 The Board of Directors shall set the amount of the annual dues to be paid by members of the Association.

Sec. 9 The Board of Directors shall have the power to elect or appoint all necessary officers not otherwise herein provided and to employ agents, factors, clerks and workmen, - to require any of them to give such bond for the faithful discharge of their duties, to dismiss any appointed officer, committee or employee and generally to control all the officers of the Association.

Sec. 10 The Board of Directors, in addition to the powers and authority herein expressly and specifically conferred upon it, may exercise any and all such other powers and do such other things as it may be lawfully authorized or required to do by the laws of the State of \_\_\_\_\_.

### ARTICLE III: MEETINGS

Sec. 1 The annual meeting for the election of directors and the transaction of business shall be held on April 29th or as near as possible to that date each year. Notice in writing of such annual meeting shall be given to all members not less than fifteen (15) days prior to the date of such annual meeting.

Sec. 2 Social or educational meetings may be called by the Vice President upon five (5) days notice, but such meetings shall be purely social or educational and no business shall be transacted thereat.

Sec. 3 Special meetings of the Association may be called by the President or any four (4) members of the Board of Directors, or upon written petition to the president of the Board of Directors by a minimum of fifteen (15) members in good standing. Notice of such special meeting must have been sent to each member in writing, not less than fifteen (15) days prior to the date of such meeting. No business other than that for which said meeting was called shall be transacted at such meeting.

Sec. 4 The members in good standing present or represented by proxy at any meeting shall constitute a quorum sufficient for the transaction of all business.

Sec. 5 A majority vote of all members in good standing present or represented by proxy at a legally constituted meeting shall be sufficient for the settlement of all questions coming before the meeting.

Sec. 6 The order of business shall be:

1. Roll call
2. Reading of the minutes of the last meeting
3. Reports of officers
4. Reports of the Board of Directors
5. Reports of committees
6. Unfinished business
7. New business
8. Election of Directors
9. Remarks
10. Adjournment

#### ARTICLE IV: OFFICERS

Sec. 1 The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be an alumnus member in good standing.

Sec. 2 The officers shall be elected by the Board of Directors from the alumni members of the Board of Directors at a meeting immediately following the annual meeting of the Association. The officers shall assume office immediately upon their selection, and serve until their successors shall be named.

Sec. 3 The President shall preside at all meetings of the Association and the Board of Directors. He shall with the Secretary, sign all written contracts and obligations of the Association. He shall appoint all committees with the concurrence of the Board of Directors.

Sec. 4 The Vice President shall assist the President and perform the duties of the President in the absence of that officer and shall succeed to the Presidency if that office becomes vacant.

Sec. 5 The Secretary shall keep the records and proceedings of all meetings of the Association and of the Board of Directors. He shall have custody and be charged with the safe-keeping of the corporate seal and all records, papers, and documents of the Association. He shall keep and maintain at all times a current list of the members in the Association, and such list when certified by the Secretary and the Treasurer, shall be prima-facie evidence of the right of the persons named therein to participate in the affairs of this Association as members in good standing. He shall see that all reports or other documents required by any competent governmental authority are properly and timely filed on behalf of the association. He shall also have the power to affix the seal of the Association to any instrument requiring such seal and the Secretary's signature.

Sec. 6 The Treasurer shall keep a full and accurate account of the receipts and disbursements of the Association on the books belonging to the Association, and he shall deposit in such bank or banking institutions as may from time to time be selected by the Board of Directors all funds, moneys and other valuable effects of the Association in the name and to the credit of the Association. He shall be the Chief disbursing officer of the Association. He shall render to the Board of Directors at least annually, and more often if required, a complete and accurate account of such transactions. He shall keep the President advised of any expenditures to be incurred or funds to be provided, in order that the President may make arrangements for the consummation of such financial matters. He shall with the Secretary annually certify a list of all members of the Association who are in good standing. He shall assure that all Federal, State, and Local Tax Forms are filed in a timely manner following each fiscal year.

Sec. 7 All officers shall also perform such other duties as the Board of Directors may, from time to time, direct.

#### ARTICLE V: COMMITTEES

Sec. 1 The Educational Committee shall consist of the Vice President and two (2) members in good standing, selected by the President and approved by the Board of Directors. This committee shall plan and have charge of all meetings held for discussion of general educational and scientific subjects and the reading of papers, magazines, and periodicals relating thereto. This committee shall be responsible for the maintenance of the preservation of the chapter library.

Sec. 2 The Nominating Committee shall be appointed by the President with the approval of the Board of Directors and shall consist of three (3) members in good standing none of whom shall be officers or directors of the Alumni Association of Theta Xi. This committee shall recommend candidates for the alumni members of the Board of Directors to be elected at the annual meeting.

#### ARTICLE VI: AMENDMENTS

Sec. 1 The By-Laws may be amended by a two-thirds (2/3) vote of all the members in good standing present or represented by proxy at any legally constituted annual or special business meeting of the Association, provided that notice in writing of such amendment shall have been given to all members not less than fifteen (15) days prior to the date of said meeting.

#### ARTICLE VII: DISSOLUTION

Upon dissolution, voluntarily or involuntarily, all the property and assets held by this Association at that time, after the payment of all just debts, shall be distributed in whole to the Theta Xi Fraternity, a Missouri No-For-Profit Corporation, to be held by the Grand Lodge and Board of Directors of that said corporation for a period of not less than ten (10) years in any fund administered by that said Grand Lodge and Board of Directors to be returned to a duly constituted association or corporation formed for the purpose of re-establishing a Theta Xi Chapter in connection with \_\_\_\_\_ University, \_\_\_\_\_ or its successors. If at the end of ten (10) years it has not been possible to re-establish a Theta Xi Chapter at \_\_\_\_\_ University or its successors, the assets being held by the said Grand Lodge and Board of Directors shall be paid into any non-current-expense fund administered by that said Grand Lodge and Board of Directors or to the Theta Xi Foundation, as decided in regular meeting of the

said Grand Lodge and Board of Directors. In the event that the Theta Xi Fraternity, a Missouri Not-For-Profit Corporation, or the Theta Xi Foundation, are no longer in existence or for any reason fail to continue in operation as nonprofit and educational institutions, refuse to accept the funds so designated, or are incapable of receiving such assets, distribution of assets remaining at that time shall be made to the \_\_\_\_\_ University Endowment Association, \_\_\_\_\_, for the purpose of establishing a general scholarship fund in the name of the Theta Xi Fraternity to be administered, regulated and used in perpetuity under the rules and regulations set forth by the governing authority of the University Endowment Association in consultation and agreement with appropriate administrative officers of the University, \_\_\_\_\_, or its successors.