

# ALPHA XI DELTA FRATERNITY

## BYLAWS FOR ALPHA XI DELTA BUILDING CORPORATION OF TUCSON, ARIZONA, INC.

### ARTICLE I. General

Section 1. Name. The name of the Corporation is Alpha Xi Delta Building Corporation of Tucson, Arizona, Inc. (hereinafter referred to as the "Corporation").

Section 2. Mailing Address and Resident Agent. The mailing address of the Corporation is Paige Faries, 10602 E. Glenn Tucson, AZ

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June next succeeding.

### ARTICLE II. Membership

Section 1. Members. The members of the Corporation shall be all duly initiated members of the University of Arizona (Gamma Gamma) Chapter of Alpha Xi Delta Fraternity, in good standing, who have fully paid a corporation note as required by the Board of Directors. Outside professionals, alumnae initiates, and initiates of chapters other than Gamma Gamma may become members of the Corporation by a majority vote of the Board of Directors or a majority vote of the membership at the annual meeting, upon payment of a corporation fee of \$50.

Section 2. Annual Meeting. The annual meeting of the membership of this Corporation shall be held during the months of September or October of each year hereafter at such place and time convenient to facilitate the greatest number of members attending as the Board of Directors may determine.

Section 3. Special Meetings. Special meetings of the membership may be called by the President, or by three (3) members of the Board of Directors, or by five (5) members of this Corporation. Written notice of such meeting, stating the date, time, place, and purpose, shall be given to the members at least ten days prior to the meeting and only such business as stated in the notice shall be transacted. Notice may be waived in writing by any member, or by the member's proxy, if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Attendance at any meeting, in person or by proxy, shall constitute a waiver of notice of such meeting.

Section 4. Quorum. A quorum for any membership meeting shall consist of not less than 10 percent of the members with active collegiate status, in good standing with all chapter obligations fulfilled, present in person, and five (5) alumnae members, present in person or voting by proxy, such proxy to be in the hands of the Secretary prior to the opening of the meeting. A majority vote of those in attendance plus votes by proxy shall be sufficient to conduct ordinary business unless otherwise specified in the Articles of Incorporation or the Bylaws of this Corporation. If a quorum is not present, the meeting shall adjourn until a quorum can be convened.

#### Section 5. Voting.

a. Each alumna member of the corporation in good standing with the National Fraternity is entitled to one vote. Voting may be by proxy, which must be in writing and signed by the grantor, and it may authorize any member, director, or officer to vote the proxy. Written proxies must be filed with the Secretary before the meeting.

b. Of the initiated members who have Active Collegiate Status, only those who have paid their Corporation Note in full and are in good standing with the National Fraternity and the college chapter may vote when present at the meeting.

c. Alumnae of another chapter who have paid the membership fee are entitled to one vote when present.

### ARTICLE III. Corporation Notes

Corporation Notes. Every student, upon becoming a new member in the University of Arizona (Gamma Gamma) Chapter of Alpha Xi Delta Fraternity, shall execute a promissory note payable to the Corporation in the amount of \$50, which shall be referred to as her Corporation Note. The Corporation Note shall contain such provisions as to endorsement and payment as may be prescribed by the Board of Directors.

### ARTICLE IV. Board of Directors.

Section 1. Number and Terms. The affairs of the Corporation shall be conducted by a Board of Directors consisting of seven (7) members who, except as otherwise provided in these Bylaws or the Articles of Incorporation, shall be elected for a term of three (3) years by the majority vote of the members at the annual meeting. The terms of the members of the first Board of Directors shall be established for one-, two-, and three-year periods so as to allow the Board members to have staggered terms. Thereafter, as these Directors' terms expire, all members of the Board of Directors shall hold office for a period of three (3) years. Members of the Board of Directors may be persons other than members of the Corporation. Terms of persons who are not members of the corporation shall be for one (1) year.

Section 2. Replacement of Directors. Any vacancy occurring on the Board of Directors shall be filled until the next annual meeting through a vote of a majority of the remaining members of the Board. When filling vacancies, a majority of the existing Directors shall be required for a quorum.

Section 3. Nominations and Elections. Nominations are to be made by a committee of three (3) which shall include at least one present member of the Board of Directors, to be appointed by the President of the Corporation who shall be the chairman, and one active collegiate member of the Corporation, to be appointed by the President of the College Chapter, eight (8) weeks prior to the annual meeting. The remaining member of the nominating committee shall be elected by the Board of Directors. The committee shall nominate one person for each vacancy after obtaining the consent of the nominee. The slate shall be presented at the annual meeting by the chairman of the nominating committee. Qualifications of candidates shall be presented with the slate. Further nominations may be made from the floor provided the nominee's consent is obtained and his/her qualifications are stated.

#### ARTICLE V. Powers of the Board of Directors

##### Section 1. Authority and Meetings.

a. The Board of Directors shall fix the time and place of regular meetings of the Board and notice thereof need not be given. Special meetings of the Board of Directors may be called at any time by the President, or any other two (2) members of the Board of Directors, provided notice of at least two days' time is given. Special meetings may be held without notice if the Directors consent.

b. A majority of the Board of Directors shall constitute a quorum, and a majority vote of those present shall be sufficient to conduct all regular business.

c. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if, prior to such action, a written consent to such action is signed by all members of the Board, and such written consent is filed with the minutes of proceedings of the Board.

d. The Board of Directors shall have control and management of all Corporation business, funds, and property except as limited elsewhere in the Articles of Incorporation and Bylaws. The Board of Directors shall have authority to appoint and remove all agents and employees of the Corporation, prescribe their duties, and fix their compensation.

e. The Board of Directors shall have all the usual and customary powers of a governing body in order to carry out fully and properly the objectives for which this Corporation was formed, including the following:

1. to finance, purchase, build, lease, remodel, or transact other real estate business for chapter house purposes, with the approval of Alpha Xi Delta Fraternity's National Council;
2. to determine the monthly house bill;
3. to determine the amount of the Corporation Note and method of payment;
4. to set maintenance fees, or any other assessments necessary for the successful management, maintenance, and repair of the physical properties, and to determine the method of payment of such fees;

5. to appoint an executive committee to act between meetings of the Board; this committee to be composed of the Corporation's President and Treasurer and one other member;
6. to appoint other committees as needed to act in an advisory capacity to the Board of Directors;
7. to approve all Corporation rules;
8. to appoint one alumna member and one active collegiate member of the Board to act as liaison officers who will report to their respective association and chapter regularly in order to create compatibility, understanding, and rapport among the Corporation, college chapter, and alumnae association;
9. to perform all duties ordinarily performed by Boards of Directors of corporate bodies; and
10. to provide a written report annually to the members.

## ARTICLE VI. Officers

Section 1. Officers. The officers, consisting of President, Vice President, Secretary, and Treasurer, shall be elected from the alumnae members of the Board by the Board of Directors at its first meeting following its election at the annual meeting. Officers shall serve one-year terms. It is recommended that when feasible, officers not be re-elected for more than three successive years to serve in the same office.

Upon three consecutive unexcused absences from any board or general membership meetings, an officer shall forfeit his/her position on the Board of Directors. In the event of the resignation or removal of an officer, the Board of Directors shall, at the first regular meeting, or special meeting, fill the vacancy, preferably from its existing membership. An officer may be removed by a majority vote of the Board of Directors.

Section 2. President. The President shall:

- a. preside at all meetings of the Board of Directors, and at regular and special meetings of the Corporation's membership;
- b. sign contracts, deeds, leases, conveyances, notes, bonds, mortgages, and other evidence of indebtedness of the Corporation when authorized by the Board of Directors;
- c. have general supervision of affairs of the Corporation and any additional duties prescribed by the Board of Directors or the Bylaws;
- d. perform all functions ordinarily performed by an executive officer.

Section 3. Vice President. The Vice President shall discharge the duties of the President when the President is absent or disabled, and such other duties as are prescribed by the Board of Directors and/or the Bylaws.

Section 4. Secretary. The Secretary shall:

- a. countersign notes, bonds, contracts, deeds, leases, conveyances, mortgages, and deeds of trust and shall affix the corporate seal to same and to such other legal documents required or directed by the Board of Directors to be executed or sealed;

- b. issue notices of regular and special meetings and receive proxies;
- c. keep the minutes of all meetings in a permanent book, which shall be open for inspection to any member; keep papers, records, documents, and correspondence belonging to the Corporation; and keep the membership roster;
- d. keep a copy of the Articles of Incorporation and Bylaws and amendments thereto recorded in a separate book, which shall be kept in the principal office of the Corporation;
- e. rent a safe deposit box for the safekeeping of the corporate charter, corporate seal (if applicable), Federal tax exemption letter, and all other legal documents; and
- f. prepare a full report of all Corporation activities to Alpha Xi Delta Fraternity Headquarters no later than the 15th day of the fifth month following the close of the fiscal year.

Section 5. Treasurer. The Treasurer shall:

- a. be responsible for the collection of all monies for the Corporation from all sources whatsoever and deposit same in the name of the Corporation in such bank(s) or credit union(s) as may be designated by the Board of Directors;
- b. keep full, complete, and accurate accounts of all money transactions, both receipts and disbursements, of the Corporation, and pay all lawful claims; liquidate all outstanding liabilities on schedule; and sign checks (countersigned by the President);
- c. budget all revenue and expenditures for the Corporation and, after approval of same, adhere strictly to the budget;
- d. at each meeting, present a written report, with copies for each member of the Board, of cash receipts and disbursements, year-to-date comparison with the budget, and a beginning and ending balance of cash on hand;
- e. at the close of the fiscal year, submit the bookkeeping records of the Corporation for review to a committee of non-Board members or an accountant; and prepare the annual financial statements and Federal and state tax returns. One copy of the financial statements and tax returns for the Corporation shall be sent to the Director of Housing at Fraternity Headquarters;
- f. present at each annual meeting of the Corporation, a written report showing the current financial condition of the Corporation and a copy of the most recent annual financial statement; and provide a copy of these annual reports to the Secretary;
- g. report to the Secretary information on eligibility of collegians for membership in the Corporation;
- h. file all payroll and other tax reports with the required payments;
- i. arrange necessary insurance protection according to directions from the Board of Directors; and
- j. perform any general duties ordinarily performed by a corporation treasurer.

ARTICLE VII. Indebtedness

Section 1. No indebtedness shall be incurred by the Board or any officer, agent, or representative of the Corporation for any purpose, other than the usual, ordinary, and necessary expenses incidental to the operation and maintenance of the chapter facility, without the express approval of the members of this Corporation given by a majority vote of such members as are present at a duly constituted meeting of the Corporation membership at which a quorum is present.

Section 2. The Board shall seek the advice of the National Housing Corporation prior to borrowing any amount from any source in excess of Five Thousand Dollars (\$5,000).

ARTICLE VIII. Amendments

The Bylaws may be amended by a two-thirds vote at any meeting of the Board of Directors. Notice of such amendments must be given in writing to all voting members of the Board of Directors thirty(30) days in advance or at a previous meeting.

ARTICLE IX. Robert's Rules of Order

Any matter not covered by the foregoing Bylaws shall be governed and decided by the latest edition of Robert's Rules of Order.

*Approved March 2002*