

By Laws of Zeta Alpha Alumni Chapter of Theta Chi

For better accomplishing the object and purpose set forth in its Charter, the Alumni Corporation of the Zeta Alpha Chapter of Theta Chi Fraternity does establish the following by-laws for its government.

ARTICLE I NAME

- A. The legal name of this organization shall be "Zeta Alpha Alumni Chapter of Theta Chi, Inc."

ARTICLE II PURPOSE

- A. The purpose for which said Corporation is formed is to maintain an organization for social enjoyment and to promote fellowship among those members of the Zeta Alpha Chapter of Theta Chi Fraternity who shall have graduated from or otherwise severed their connection with Slippery Rock State College/University. The Alumni Corporation, Zeta Alpha Chapter of Theta Chi, Inc., shall be an organization, which serves the active undergraduate chapter.

ARTICLE III OBJECTIVES OF THE CORPORATION

- A. To enhance the social and intellectual life of its members by providing a means for brothers to continue their fraternal affiliation beyond their active chapter experience.
- B. To promote the interests of Theta Chi in both the community and the individual lives of its members.
- C. To facilitate communication between its alumni members, active members and the National Alumni Association.

ARTICLE IV MEMBERSHIP

- A. Any of the following may become a member of the Alumni Corporation by signing the membership roll, and agreeing to be bound by the Regulations and Bylaws of this Corporation:
 - 1. Members of the Zeta Alpha Chapter of Theta Chi Fraternity, in good standing, no longer attending Slippery Rock State College/University or enrolled in a school with no collegiate chapter of Theta Chi.
 - 2. Honorary members voted in by the Zeta Alpha Chapter of Theta Chi Fraternity.
 - 3. Initiates of any Theta Chi collegiate chapter voted into the corporation by the Board of Directors.
- B. Any member of the fraternity may be suspended or expelled by Theta Chi National Board of Directors for conduct unbecoming a member, as set forth in the National Chapter Bylaws and Procedures of Theta Chi Fraternity.

ARTICLE V CONDUCTING OF CORPORATION BUSINESS

- A. All corporation members shall be given the opportunity to participate in the business of the corporation. To accomplish this, all business will be conducted electronically as noted in Articles VI and X of these bylaws.
- B. Annually on May 1 the Board of Directors shall provide an annual report to all members via email with a copy posted on the <http://www.zachapter.com> website the annual report shall include:
 - 1. Announcement of the results of the Election of Directors and Officers by the Secretary

2. Report of the President
 3. Report of The Treasurer
 4. Report of the Chapter Advisory Board Chair
 5. Report of the Chapter Alumni Ambassador
 6. Any additional reports deemed necessary by the Board of Directors
- C. In the case that any business needs to be brought up to the membership in addition to items already identified in the bylaws business shall be transacted by an electronic ballot. Notice of such balloting shall be given twenty-one (21) days in advance to all members. On the date of the proposed balloting, the Secretary shall prepare such ballots and shall distribute the ballots electronically to all members. Ballots must be electronically submitted by members no later than fifteen (15) days after distribution by the Secretary. Electronic balloting results shall be available for viewing by all members. Any business issue shall require an affirmative vote of two-thirds of those voting.

ARTICLE VI

BOARD OF DIRECTORS - COMPOSITION AND ELECTION

- A. The Alumni Corporation shall have a Board of Directors composed of not less than (7) Directors, whose primary purpose shall be ensuring the effective execution of the day-to-day operational responsibilities of the Alumni Corporation. Six (6) of these directors shall be voting Directors and be elected by the general membership of the Alumni corporation for terms to begin on June.1. There shall be at least two (2) additional members of the Board of Directors, including the Chapter Advisory Board Chair and the Chapter Alumni Ambassador. These two members of the Board of Directors shall be non-voting. Additional non-voting Directors may be added or removed from time-to-time as circumstances warrant.
- B. The general membership of the members of the Alumni Corporation shall, elect six (6) Directors who shall hold office for two (2) years. Elections of Directors should be staggered such that three (3) directors are elected every year. After each election, once elected, between April 25 and April 30 the newly constituted Board shall meet by conference call and the Directors shall elect three (3) officers from amongst themselves: a President, a Treasurer, and a Secretary. The remaining three (3) Directors shall serve as Directors- at-Large. Each Director, regardless of officer title held, shall have one vote in the execution of the operational business of the Board to take office June 1.
- C. The Secretary shall prepare a list of candidates for election to the Board of Directors by names submitted from the membership. Nominations confirmed by nominees should be submitted to the Secretary no later than April 1.
- D. The Secretary shall prepare an electronic ballot for election by the membership, and shall email a copy of this ballot April 10. Members shall select three (3) nominees from the list of candidates. Ballots must be electronically submitted no later than April 25. Electronic balloting results shall be available for viewing by all members.
- E. The winning candidates shall be those receiving the three (3) highest counts of votes, as indicated by written verification of the Secretary and President.
- F. In the event of a tie, the membership shall re-vote to break a tie, The Secretary shall prepare an electronic ballot for election by the membership and shall distribute a copy of the ballot to every member by email. Ballots must be electronically returned no later than fifteen (15) days of distribution by the Secretary. Electronic balloting results shall be available for viewing by all members.
- G. In case that no candidates can be obtained for the vacancies the responsibility to fill the position shall rest with the Board of Directors. The Board shall fill the position via appointment by majority vote of the Board. The tenure of said Directors shall be extended until such time replacements to the Board are elected or appointed. The Secretary shall prepare an electronic ballot for election by the membership and shall distribute a copy of the ballot to every member by email. Ballots must be electronically returned no later than fifteen (15) days of distribution by the Secretary. Electronic balloting results shall be available for viewing by all members.

- H. If a Director position becomes vacant up to one (1) month prior to the annual corporation meeting, the responsibility to fill the position via appointment by majority vote of the Board shall rest with the Board of Directors.
- I. A majority of the members of the Corporation, by signed petition to the Board may request a vote to remove any of the elected Directors. The Secretary shall prepare an electronic ballot for removal by the membership and shall distribute a copy of the ballot to every member by email. Ballots must be electronically returned no later than fifteen (15) days of distribution by the Secretary. Electronic balloting results shall be available for viewing by all members. Elected Directors may be removed by majority vote of returned ballots.
- J. Any Director, given 30 days written notice to the Secretary, may resign his position.

ARTICLE VII BOARD OF DIRECTORS - RESPONSIBILITIES

- A. The Board of Directors' primary purpose shall be ensuring the effective execution of the day-to-day operational responsibilities of the Alumni Corporation. To that end, the Board shall elect from amongst themselves the following officers with the following duties:
 - 1. President
 - a. Shall conduct all meetings of the Corporation and of the Board
 - b. Shall be the official spokesperson of the Corporation, and the sole media contact
 - c. Shall coordinate all Alumni Board functions, develop meeting agendas, work at filling all Board vacancies, prepare an annual report and affirm any employee contracts following a majority vote of the Board of Directors
 - d. Shall ensure that the alumni board and chapter maintain long-term strategic plans
 - e. Shall be responsible of the interpretation of the Bylaws and Ritual
 - 2. Treasurer
 - a. Shall develop the annual corporation budget and long term financial plan
 - b. Shall be responsible for payment of all corporation bills
 - c. Shall arrange the filling of all necessary tax forms and reports for the corporation
 - d. Shall be responsible for the collection of alumni donations and other funds deemed necessary
 - e. Shall make the disbursements subject to the order of the Board President or majority vote of the Board of Directors
 - f. Shall present all requests for funding to the Board for consideration. Authorized requests shall be dispersed by the treasurer to fulfill approved requests in a timely manner.
 - 3. Secretary
 - a. Shall keep the official record of the proceedings of the Corporation, including meetings of all Corporation meetings, elections and meetings of the Board.
 - b. Shall be responsible for all mailings of meeting notices, agendas and minutes before all meetings
 - c. Shall maintain the corporation membership roll with an accurate list of contact information
 - d. Shall work with the undergraduates to maintain undergraduate records
 - e. Shall be responsible for correspondences, including a newsletter.
- B. Additional Duties -- In addition to the listed Officers' and their respective duties, it shall be the overall responsibility of the Board of Directors to ensure the effective execution of all other day-to-day responsibilities of the Alumni Corporation, including but not limited to the following functions:
 - 1. Develop and fund scholarships for undergraduates.
 - 2. Provide opportunities for the undergraduates and alumni to develop relationships in a social setting.
 - 3. Provide mentoring opportunities to for undergraduates.
 - 4. Provide support and encouragement to the undergraduates.

- D. Additional Resources -- In effectively executing all responsibilities of the Alumni Corporation, the board may engage any of the following individuals or resources deemed necessary to successfully complete its mission:
1. Members of the Alumni Corporation who do not serve on the Board of Directors
 2. Individuals from the office of the National Fraternity
 3. Individuals from the University or Surrounding Community
 4. Undergraduate Officers or Members of the Undergraduate Fraternity
 5. Individuals or Businesses with the capacity to perform certain functions more effectively outsourced from the board, including but not limited to: bookkeeping, newsletter preparation, house maintenance, etc.

ARTICLE VIII - BOARD OF DIRECTORS MEETINGS

- A. The Board of Directors shall meet at least two (2) times during the calendar year. These meetings shall be held no later than June 30, and a second time, typically no later than October 31 of each year by conference call.
- B. At any Board of Directors Meeting, a quorum shall be formed by four (4) voting Directors, consisting of at least two out of three officers (President, Treasurer, or Secretary), and two other voting Director (either an officer or a director at large). This attendance must be in-person. All business transacted in any meeting so constituted shall be valid as if all of the Board of Directors was present and voting.
- C. All Board of Directors Meetings are open to all Alumni Corporation Members. The Proceedings of each Board Meeting shall be reported to the Alumni Corporation via the corporation website <http://www.zachapter.com>.
- D. A vote of two-thirds of the Board of Directors may remove any Elected Director from his position. This position may be filled temporarily via appointment by majority vote of the Board. All such self-administered removal and appointments of Board members must be officially ratified by a vote of the general membership of the Corporation. The Secretary shall prepare an electronic ballot for the removal and appointment by the membership and shall distribute a copy of the ballot to every member by email. Ballots must be electronically returned no later than fifteen (15) days of distribution by the Secretary. Electronic balloting results shall be available for viewing by all members.
- E. The senior presiding officer, in order of President, Treasurer, and Secretary, shall always have the authority to break any ties on Board voting.
- F. The order of Business for a Board of Directors shall be as follows:
1. Secretary Report
 2. Financial Operations Report
 3. President's Report
 4. Chapter Advisory Board Chair Report
 5. Chapter Alumni Ambassador Report
 6. Committee Reports
 7. Old Business
 8. New Business
 9. Adjournment
- G. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board 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 Board may adopt.

ARTICLE IX – COORDINATION WITH CHAPTER ADVISORY BOARD

- A. The Chapter Advisory Board shall annually prepare an annual funding request to be presented to the Alumni Corporation Board including specific activities and costs to support the programming of the Zeta Alpha Chapter of Theta Chi no later than June 1. The Chapter Advisory Board Chair will attend

a meeting of the Alumni Board to present and explain the request for approval. The Alumni Corporation Board shall provide an approval response in writing to the Chapter Advisor Board Chair no later than July 1 and transfer funds to the designated bank account of the Chapter.

- B. The Chapter Advisory Board Chair shall present an annual report by May 1 and the meetings of the Alumni Corporation Board.

ARTICLE X - AMENDMENT OF BYLAWS

- A. These Bylaws may be amended by an electronic ballot, provided notice of such balloting is given twenty-one (21) days in advance to all members. On the date of the proposed balloting, the Secretary shall prepare such ballots for bylaw changes and shall distribute the ballots electronically to all members. Ballots must be electronically submitted by members no later than fifteen (15) days after distribution by the Secretary. Electronic balloting results shall be available for viewing by all members.
- B. Any amendment to these Bylaws shall require an affirmative vote of two-thirds of those voting.
- C. Upon approval, new amendments shall replace the old bylaws in the respective section.