

**BETA BETA ALUMNI OF
DELTA SIGMA PHI FRATERNITY
BYLAWS**

Adopted February 3, 2013

ARTICLE I
NAME, PURPOSE, DURATION, PRINCIPAL OFFICE

Section 1.0. The **name** of the corporation shall be the “BETA BETA ALUMNI OF THE DELTA SIGMA PHI FRATERNITY” (“Alumni Corporation Board,” “Board” or “ACB”) and is a non-profit corporation organized under the laws of the State of Missouri and under the jurisdiction and instruction of the Delta Sigma Phi Fraternity (“Fraternity”). This organization adopts the Constitution of the Delta Sigma Phi Fraternity as well as the bylaws located herein.

Section 2.0. The **purpose** of the Corporation shall be to manage the affairs and property of the alumni of Beta Beta Chapter (“Chapter”) of the Fraternity, an association of alumni of said Chapter, and further to manage the fraternity property and affairs of the active members of said Fraternity Chapter at the University of Missouri, Columbia, Missouri. The Corporation shall have all powers enumerated in the Missouri Nonprofit Corporations Act, Section 355.001, *et seq.*, R.S.Mo., and shall include, but not be limited to: collecting and disbursing ACB funds; incurring necessary and proper debts; entering into contractual relations with the officers and members of the ACB and all other persons both legal and natural; buying, selling, trading, leasing, renting or encumbering all real or personal property of the Alumni Corporation Board; donating, selling, giving or placing in trust any and all assets and property of the Alumni Corporation Board for those proper purposes enumerated in Section 355.025, R.S.Mo.; provided however, that said Alumni Corporation Board shall not have or issue shares of stock, and that no dividend shall be paid and no part of the income or property of the ACB shall be distributed to its members, directors or officers.

The ACB is also responsible for making a positive and productive contribution to the University of Missouri, undergraduate members of the Chapter and the Fraternity. This may be accomplished, in part, by providing positive role models and advisory support to the members.

Section 3.0. The **duration** of the Corporation shall be perpetual.

Section 4.0. In the event of **conflict between the Articles** of Incorporation and these Bylaws, the Articles of Incorporation shall be controlling.

Section 5.0. The **principal office** of the Corporation shall be the location of the Chapter House at the University of Missouri, and the Corporation’s property management service vendor or other designee of the ACB shall be certified to the Missouri Secretary of State as registered agent of the Corporation, unless the Board of Directors shall provide specifically otherwise. In the event the Chapter has no house for its undergraduate members, the Corporation’s principal office shall be co-located with that of its property management service vendor. In the further event the Chapter has no house for its undergraduate members and does not contract with a property management vendor, the Corporation’s principal office shall be deemed to be the Missouri office of its General Counsel.

ARTICLE II CORPORATE STATUS AND SEAL

Section 1.0. The **Corporation** shall be a Missouri **not-for-profit** corporation, and, unless otherwise provided herein, shall be governed by Chapter 355 of the Revised Statutes of Missouri and the laws of the State of Missouri relating to corporations. The Corporation shall have no seal.

Section 1.1. It shall be the **duty** of the Board of Directors to act on behalf of the Corporation, and the Corporation shall be bound in all respects by the acts of the Board; except as herein provided.

Section 1.2. It shall be the **duty** of the Board to maintain the corporate status of the Corporation in good standing and do all things necessary to maintain such standing and carry on the business of the Corporation.

ARTICLE III BOARD OF DIRECTORS

Section 1.0. Membership on the ACB shall be open to anyone whose principles and values are in line with the purpose and goals of the Fraternity. This would include but is not limited to those alumni members of the Beta Beta Chapter and other alumni of Delta Sigma Phi Fraternity. All Board members shall familiarize themselves with the Fraternity structure and operating methods.

Section 2.0. The Board shall consist of nine (9) members, three (3) of whom shall be elected annually each spring for terms of three (3) years by vote of initiated alumni members of Beta Beta Chapter of Delta Sigma Phi. During implementation of this new procedure, original ACB members elected under these Bylaws shall be elected to terms of three-, two- or one-year(s) with the three (3) candidates receiving the most votes receiving three-year terms, the three (3) receiving the next highest number of votes receiving two-year terms and the next three (3) candidates receiving one-year terms. The ACB shall resolve any ties should they occur. The undergraduate president, vice president and treasurer of the Chapter shall constitute the tenth (10th), eleventh (11th) and twelfth (12th) voting members, respectively. The Chapter Advisor, a Fraternity alumnus appointed by the ACB and approved by the National Fraternity, shall constitute the thirteenth (13th) voting member. The Board also shall appoint a Faculty Advisor to serve as and ex-officio member of the Board as required by University of Missouri-Columbia rules and regulations.

Section 3.0. At the first meeting of the Board after the selection of new Board members, an election shall be held to elect the **officers** of the Board, to the extent necessary pursuant to Article III, Section 4.0, below. The elected officers shall be: President; Vice President; Secretary and Treasurer. The undergraduate Chapter President, undergraduate Vice President, undergraduate Chapter Treasurer and Chapter Advisor shall not be eligible to hold office on the Board.

Section 4.0. The ACB President, Vice President, Secretary and Treasurer shall serve elected terms of three years, respectively, and be eligible for re-election for an unlimited number

of consecutive terms. The ACB shall appoint, as necessary, the Chapter Advisor, who shall then serve at the will of the Board.

Section 5.0. Should a **vacancy** occur on the Board, the ACB may appoint a replacement member for the remainder of the vacated term by a majority vote of the Board present.

Section 6.0. The President shall submit the name of any Board member who has **failed to attend**, either in person or via teleconference, for three (3) regular meetings during any given calendar year, and said member shall, upon a majority vote of Board present, be placed in *ex-officio* status without voting privilege or office until the next annual election of Board members. Any Board member who has not appeared in person for at least one (1) meeting during the previous calendar year shall similarly be placed in *ex-officio* status without voting privilege or office until the next annual election of Board members.

Section 7.0. Any Board member found by the Board to have been **guilty of dereliction of duty** in office or **conduct unbecoming a member** of the Board may be, upon motion of any Board member, removed from office and suspended by a two-thirds (2/3) vote of the Board present.

Section 8.0. If any Board member shall submit his **resignation** prior to the annual election, said resignation shall be accepted and submitted by the President to the Board upon receipt of same.

Section 9.0. No officer or director of this Board shall draw a **salary** or compensation for services rendered in connection with the performance of his/her duties as a Board member.

ARTICLE IV **DUTIES OF OFFICERS**

Section 1.0. President

Section 1.1. Shall be the presiding officer at Board meetings and shall perform such other duties as may be delegated to him by the Board as the Corporation's authorized agent.

Section 1.2. Shall be an *ex-officio* member of all committees appointed by his office.

Section 1.3. Shall maintain ongoing communication with ACB members, Fraternity headquarters and the Chapter.

Section 1.4. Shall recruit new volunteers.

Section 1.5. Shall facilitate Board meetings and strategic planning meetings.

Section 2.0 Vice President

Section 2.1. Shall preside at Board meetings in the absence of the

President and shall perform such other duties as may be delegated to him by the Board or President acting on behalf of the Board.

Section 2.2. Shall mentor the Chapter's Alumni Relations Chair.

Section 2.3. Shall coordinate alumni functions and events.

Section 2.4. Shall assist in the recruitment of volunteers.

Section 3.0. Secretary

Section 3.1. Shall be charged with taking the minutes of all Board meetings. These minutes will be distributed to all Board members via U.S. Mail, facsimile transmission or electronic mail at least seven (7) business days prior to the next regularly scheduled Board meeting. The Secretary shall further maintain all approved Board minutes and other official ACB records.

Section 3.2. Shall communicate with alumni.

Section 3.3. Shall also notify all Board members of any unscheduled Board meetings called by the President at least three (3) calendar days prior to said meeting, or as soon as otherwise practicable but no less than 24 hours prior to any such called meeting.

Section 3.4. Shall perform such other duties as may be assigned by the President or Board.

Section 4.0. Treasurer

Section 4.1. Shall be charged with supervising the management of the Corporation's financial affairs and supervising the maintenance of the accounts of the Corporation by its property management service vendor and other financial service and accounting vendors, who shall maintain the Corporation's financial accounts in accordance with standard accounting procedures, and shall also supervise the management of the Corporation's financial affairs.

Section 4.2. Shall require the financial manager of Corporation funds to present or otherwise provide a report monthly to the Board on the financial status of all Corporation accounts.

Section 4.3. Shall require at least an annual audit of the financial records of the Corporation by a recognized public accountant, with a report of said audit presented to the Board no later than the second Board meeting following the closing of the Corporation's prior fiscal year.

Section 4.4. Shall be custodian of all deeds, insurance policies, notes and other important Corporation documents, which shall be maintained in a secure place to which the President and Treasurer may each access on Corporation business. The office of the

property management vendor or authorized financial agent may also serve as the surrogate custodian of such documents.

Section 4.5. Shall be responsible for all financial reports being forwarded to the Fraternity when due.

Section 4.6. Shall mentor the Chapter Treasurer.

Section 4.7. Shall perform such other duties as may be assigned by the President or Board.

ARTICLE V **MEETINGS**

Section 1.0. Regularly scheduled meetings of the ACB shall occur monthly during the academic year followed by the University of Missouri, “academic year” defined as the Fall and Spring academic terms, inclusive. A schedule of meetings for the academic year will be established at the first meeting of the Board each academic year and submitted to Board members by the Secretary. Tentative starting times of and locations for each such scheduled meeting will be determined at the first meeting, with final starting times and locations determined by the President and circulated by the Secretary in the manner by which unscheduled Board meetings may be noticed by the Secretary pursuant to Article IV, Section 3.3 and Article V, Section 2.0.

Section 2.0. The President may call **special meetings** of the Board for the purpose of conducting urgent or important business. Notice of any such called special meetings shall be provided by the Secretary pursuant to Article IV, Section 3.3.

Section 3.0 For the conduct of ordinary or routine business, a **quorum** shall consist of one (1) undergraduate member and five (5) alumni Board members. For the conduct of business of which transfer of property, indebtedness of the Chapter or the incurring of obligations is involved, a super quorum of seven (7) alumni Board members must be present.

Section 4.0. The President may call special meetings of the Board without the presence of or notice to undergraduate members of the Board with the provision that such meetings be restricted to discussion of legal and financial matters, or matters involving possible discipline of the Chapter or its members. For the conduct of business at such meetings, a super quorum of seven (7) alumni Board members must be present.

Section 5.0. The Board shall have all **powers** of the Board of Directors provided in Chapter 355 of the Revised Statutes of Missouri, including all incidental powers necessary to implement the powers of the Corporation, except as otherwise provided herein.

Section 6.0. In any sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all the property and assets of the Corporation, no Chapter member, Chapter alumnus, Board member or Board officer shall be authorized to approve or disapprove such transactions without receiving the advance approval of the required quorum or super quorum of the Board required by Article V, Section 3.0, said authorization to be final.

Section 7.0. Roberts Rules of Order shall govern all meeting conduct.

ARTICLE VI
ELECTION OF BOARD MEMBERS AND OFFICERS

Section 1.0. **Elections for members** of the Board shall be held annually by initiated alumni members of the Beta Beta Chapter of the Fraternity and other members who were initiated at other chapters but subsequently affiliated with Beta Beta. For purposes of voting eligibility, the National Fraternity's records of living Beta Beta and affiliated alumni shall be used.

Section 2.0. Only **alumni members and alumni affiliate members** of Beta Beta Chapter of the Fraternity in good standing shall be allowed to vote for candidates for election to the alumni positions on the Board. One vote shall be allowed for each member voting by electronic ballot.

Section 3.0. The **qualifications** of any member to vote shall be determined by the presiding officer; provided, his determination may be challenged by any member eligible and shall then be submitted to the Board for consideration. The presiding officer's ruling may be overridden by a two-thirds (2/3) vote of the Board.

Section 4.0. Election of Board members shall be conducted in accordance with procedures outlined in this Section.

Section 4.1. Applications for Board positions shall be solicited by the ACB no later than the last day of January annually through electronic mail notification of alumni members and active recruitment by current members of the ACB of those who may be willing to serve.

Section 4.2. No later than the 10th day of February, the president of the ACB shall appoint a Nominating Committee of three (3) members of the Board, one (1) of whom shall be an undergraduate Board member, to screen applications and interview suitable applicants via telephone conference call or through other electronic means as may be available. Members of the Nominating Committee shall be subject to approval by the ACB.

Section 4.3. No later than February 28 of each year, the Nominating Committee shall choose a slate of three (3) alumni members to fill the terms of the expiring Board members.

Section 4.4. No later than March 10 of each year, an electronic ballot shall be sent by electronic mail to each alumni member of Beta Beta Chapter (including affiliate members initiated at other chapters). The Nominating Committee slate shall be presented to members for approval. Should additional applicants for Board positions be deemed qualified by the Nominating Committee, those names also shall be presented to voting members. Voting shall close no later than March 20th of each year.

Section 4.5. New Board members and officers shall assume their duties on April 1

of each year to ensure a transition period with the old ACB before the beginning of the Fraternity's new fiscal year. Previous Board members and officers shall serve in their positions through March 31.

Section 4.6. The period between elections and April 1 shall be viewed as a transition period, and all outgoing officers shall convey in a timely manner any documents and information of import to their successors to ensure an orderly transition.

ARTICLE VII **AMENDMENTS TO BYLAWS**

Section 1.0. By Alumni Corporation Board. These Bylaws may be **amended** by a three-fourths (3/4) majority vote of the Board present at any regular or special meeting; provided at least seven (7) days advance notification, via U.S. mail, facsimile transmission or electronic mail, is given to the Board of an intention to alter, amend or repeal the Bylaws at such meeting.

Section 2.0. By the Voting Membership. These Bylaws may be **amended** by a two-thirds (2/3) vote of all eligible members in a ballot attached to the annual election ballot.

ARTICLE VIII **DEFINITIONS**

“National” or “National Office” means the Delta Sigma Phi Fraternity, acting by or through its Grand Council or Executive Director.

“Active” means a member of the Delta Sigma Phi Fraternity, duly initiated, who is currently attending a recognized college or university as an undergraduate.

“Active Chapter” means the unincorporated association of actives who are current members of the Beta Beta Chapter of the Fraternity.

“Affiliate” means any initiated member of the Delta Sigma Phi Fraternity who was initiated at another chapter but subsequently was approved for affiliation by Beta Beta Chapter or the ACB, pursuant to the Fraternity's Constitution and procedures, and who is no longer attending a recognized college or university as an undergraduate.

“Alumnus” means a member of the Delta Sigma Phi Fraternity, duly initiated, who is no longer attending a recognized college or university as an undergraduate; **“Alumni”** shall mean every alumnus of the Beta Beta Chapter of the Fraternity who is no longer attending a recognized college or university as an undergraduate.

"Good standing" means the status of a Member who does not have any outstanding financial obligations to the Fraternity (is current with any dues or payments thereto), is not on probation or suspension with the Fraternity and is otherwise held in good standing by the Fraternity pursuant to the Constitution and Bylaws of Delta Sigma Phi Fraternity, as further referenced by the Delta Sigma Phi Fraternity Manual.