

# **SAMPLE BYLAWS OF AN ALUMNI AND VOLUNTEER CORPORATION**

*These sample bylaws should be used as a guideline in creating and/or updating Alumni and Volunteer Corporation bylaws. There can be no bylaws that are in conflict with the Grand Chapter Bylaws and Administrative Policies and Procedures of Sigma Phi Epsilon Fraternity. However, each Alumni and Volunteer Corporation may revise these bylaws for the limited purpose of reflecting local laws or particular factual circumstances. We recommend you have a local attorney review this document to ensure it is consistent with state law(s).*

## **BYLAWS OF THE [CHAPTER DESIGNATION] ALUMNI AND VOLUNTEER CORPORATION OF SIGMA PHI EPSILON FRATERNITY**

### **Article I**

- Section 1.** The name of this Corporation is [AVC LEGAL NAME] (“the Corporation”).
- Section 2.** The purpose of the Corporation, as set forth in the Articles of Incorporation, is to support and promote the Sigma Phi Epsilon Fraternity chapter at [HOST INSTITUTION].
- Section 3.** The Corporation shall be governed by a Board of Directors (“the Board”), selected by members in good standing of the Corporation, as hereinafter defined. The Board shall be comprised of no fewer than four, nor more than six, elected directors. In the event of a tie vote, any motion shall be deemed defeated.
- Section 4** The chapter counselor and balanced man steward shall only serve as non-voting members of the Corporation; additionally they shall not serve as an elected officer or director of the Board or Corporation.
- Section 5.** Individuals who are still enrolled as an undergraduate of the [HOST INSTITUTION] shall not serve in any capacity, voting or non-voting, for the Corporation.

### **Article II**

- Section 1.** The principal office of the Corporation shall be in the same location as the Sigma Phi Epsilon chapter house (if any) at [HOST INSTITUTION]; however, the Board may designate another address for service of process and/or receipt of corporate correspondence, or change the address of said designation, without such action being considered an amendment of these bylaws. If there is no chapter house, then the principal office shall be the address designated for service of process.

## Article III

**Section 1.** Individuals eligible for membership in the Corporation are limited to:

- a) Any person who has been initiated into, and remains in good standing with, the [CHAPTER DESIGNATION] Chapter (the "Chapter") of Sigma Phi Epsilon Fraternity, a not-for-profit fraternity chartered in accordance with the Bylaws and Administrative Policies and Procedures of Sigma Phi Epsilon Fraternity, a Virginia not-for-profit corporation (the "national Fraternity"), and under the regulations of the [HOST INSTITUTION], and which person is not an undergraduate at [HOST INSTITUTION] or at any other college or university; or
- b) Any person who is a member of the national Fraternity as defined in Article V of the Constitution of the national Fraternity; or
- c) Any person who by majority vote of Corporation members present at any regular meeting of the members of the Corporation is elected to honorary membership in the Corporation.

**Section 2.** Any individual eligible for membership, pursuant to the preceding section, shall be required to complete an application form and pay an annual membership fee determined by the Board of Directors, in order to become or remain a member in good standing of the Corporation. Membership fees, if any, may vary among, but not within, each membership category, and shall be due no later than the commencement of the annual meeting of the Corporation.

**Section 3.** The Board of Directors is authorized to enforce compliance with the provisions of the Articles of Incorporation, these Bylaws, and any policies, rules of conduct, or regulations governing the corporation as promulgated by the Board of Directors from time to time and may suspend or expel a member thereof upon a two-thirds (2/3) vote of the Board of Directors after thirty (30) days notice has been given to the member of the grounds for removal and an opportunity is afforded to be heard at least ten (10) days prior to such suspension or expulsion from membership. Upon request of the member, a right of appeal to the membership shall be granted at the next meeting of the membership following the imposition of the penalty.

## Article IV

**Section 1.** The annual meeting of this Corporation shall be at such location, date and hour as may be set by the Board of Directors each year, but shall be no later than the end of August, for the purpose of the election of directors, and for such other

business as may come before such annual meeting.

- Section 2.** Special meetings of the Corporation may be called by the president, by a majority of the Board of Directors, or by fifty (50) or more members in good standing, by filing with the secretary a written call for such meeting, stating the time and place and object thereof, and at such meeting only the specific business mentioned in the call shall be acted upon. If a special meeting is called by members, the request shall be submitted in writing, specifying the purpose of the meeting, and shall be sent by registered mail to the president at the Corporation's principal office. The president forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held, and the date for such meeting, which shall be not less than 35 or more than 90 days following the receipt of the request. If the notice is not given within the 14 days after receipt of the request, the persons requesting the meeting may give the notice.
- Section 3.** The secretary shall electronically transmit to each member at his or her last known email address a notice of the holding of any meeting not less than 20 nor more than 90 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the purpose of the meeting, or (ii) in the case of the annual meeting, a list of the nominees for directors and any other matter which the Board of Directors intends to present for action by the members. The notice of meeting shall also state that no business other than that stated in the call may be transacted, and that Robert's Rules of Order shall govern the conduct of meetings.
- Section 4.** At all meetings, only members in good standing who are present in person shall be entitled to vote. No proxy voting shall be permitted.
- Section 5.** At any meeting of this Corporation, five (5) members must be present in person to constitute a quorum for the transaction of business. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting shall be the act of the members, unless the vote of a greater number is required by [STATE] Nonprofit Corporation law, or the then-current edition of the Sigma Phi Epsilon Bylaws and Administrative Policies and Procedures.
- Section 6.** Subsequent to the initial meeting of members in [Year], the members of the Corporation shall at each annual meeting elect no more than two members to the Board of Directors, and such members shall hold office for three (3) years. Upon petition of any three members in good standing, the name of any other member in good standing may be entered into nomination, provided such petition shall have been presented to the secretary before the annual meeting is called to order. Only such members as shall have been nominated in the previously mentioned manner shall be eligible for election. In the event of a lack of quorum for the annual meeting, the Board of Directors shall elect the

members from the list of nominees. At the initial meeting of members in [Year], the following procedure shall apply: No more than two members shall be elected to three-year terms; no more than two members shall be elected to two-year terms; no more than two members shall be elected to one-year terms.

**Section 7.** The president, or in his or her absence, the vice president, shall preside, and the secretary shall act as secretary at each Corporation meeting. In their absence, the members of the Corporation shall appoint the necessary substitutes by majority vote.

## **Article V**

**Section 1.** Subject to the provisions of the [STATE] Nonprofit Mutual Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

**Section 2.** The Directors shall elect all officers of the Corporation and appoint all of its agents at their first Directors meeting following the annual meeting of the Corporation. Such elections and appointments shall be for a term of one year. Any vacancy occurring on the Board, or among the officers or agents of the Corporation, may be filled by the Board of Directors at any meeting. In the absence of a quorum at said meeting, the president shall order the secretary to take ballots by electronic mail, and such election shall be lawful.

**Section 3.** A quorum of the members of the Corporation may, by a majority vote, demand the resignation of any Director of the Corporation, and upon refusal to tender such resignation may, by further specific vote to that effect, dismiss said Director from office, and elect his or her successor by nominations prescribed by Article IV, Section 6. Any Director so elected shall have the same powers and privileges as his or her predecessor.

**Section 4.** No person shall be ineligible for the office of Director merely because they are not a member of the Corporation.

**Section 5.** The regular meeting of the Board of Directors shall be held immediately following the annual meeting of the Corporation. The Directors may adjourn this annual Directors' meeting for a period that may suit the convenience of the Board of Directors, not to exceed thirty days.

**Section 6.** Special meetings of the Board of Directors may be held at any place, and may be called at any time by the president, by the secretary, or by a majority of the

Board of Directors, by filing with the secretary a written or printed notice stating the time and place thereof.

- Section 7.** At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of any business, but in the absence of a quorum, a smaller number may adjourn the meeting to another day and hour.
- Section 8.** A majority vote of all Directors present shall be necessary to carry any motion except as provided in Section 7 of this Article in regard to adjournment.
- Section 9.** At each annual meeting of this Corporation, the Board of Directors shall present a financial statement of receipts and disbursements, and of the assets and liabilities of the Corporation, and a report of the financial condition. Copies of each shall be provided to the undergraduate chapter president, district governor, and Grand Chapter.
- Section 10.** The Board of Directors may formulate its own rules for the conduct of its business.
- Section 11.** In any case requiring immediate action, the Board of Directors may pass any resolution within its powers by a majority vote of the Board by mail, electronic mail, or facsimile. Such resolution shall be lawful and binding, providing that the secretary mails, e-mails, or faxes a copy of the same to each Director for vote.
- Section 12.** Neither the Directors nor the officers shall be personally liable for the debts, liabilities, or other obligations of the Corporation.
- Section 13.** (a) To the extent that a person who is, or was, a director, officer, or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. (b) If such person either settles any such claim or sustains any such judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation, but only to the extent allowed or permitted by [State] law.

## **Article VI**

- Section 1.** The officers of this Corporation shall be president, vice president, secretary and treasurer, who shall be elected by the Directors from among their numbers and said officers shall perform the usual duties pertaining to their respective offices. Said officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the Corporation, and shall hold office for one year. Officers may serve an unlimited number of terms, although never more than two terms consecutively in the same position.
- Section 2.** The Board of Directors is authorized to enforce compliance with the Articles of Incorporation, these Bylaws, and any policies, rules of conduct, or regulations of this Corporation as promulgated by the Board of Directors from time to time, and may suspend or expel an officer or member thereof upon a two-thirds vote of the Board of Directors after thirty (30) days notice has been given to him of the grounds for removal and an opportunity is afforded to be heard at least ten (10) days prior to the vote on suspension and/or expulsion. Upon request of the officer or director, a right of appeal to the membership of the Corporation shall be granted at the next meeting of the membership following imposition of the penalty.
- Section 3.** The Directors may, by resolution, require any of said officers of the Corporation to give a bond or bonds to this Corporation with good and sufficient security for the faithful performance of their respective duties and offices, but the Corporation shall pay the necessary premiums of such bonds.
- Section 4.** The duties of the president shall be as follows:
- a) The president shall preside at all meetings of the members of this Corporation, and at all meetings of the Board of Directors.
  - b) The president shall have general supervision and direction over all other officers of the Corporation, and shall see that their duties are properly performed.
  - c) The president shall execute, acknowledge, and deliver in the name of the Corporation, all deeds, certificates, contracts, or other instruments necessary in carrying on the affairs of the Corporation when he or she shall be so specifically authorized by vote of the Board of Directors. He or she shall also have the power to attach the seal of the Corporation to any instrument requiring such seal.
  - d) The president shall also perform such other duties as may be assigned to him or her by the Board of Directors, or by amendment to these bylaws.

**Section 5.** The duties of the vice president shall be as follows:

- a) The vice president shall, in the absence of the president, be vested with all his or her powers and have authority to perform all his or her duties. The vice president shall also act as an ex officio member on all standing and special committees of the Corporation.

**Section 6.** The duties of the secretary shall be as follows:

- a) It shall be the duty of the secretary to keep the records and proceedings of all meetings of the Corporation and of the Board of Directors.
- b) The secretary shall have the custody, and be charged with the safekeeping, of all records, papers, documents, and books of the Corporation.
- c) The secretary shall serve all notices required either by law or by the bylaws of this Corporation.
- d) The secretary shall keep and maintain at all times a roster of the members in good standing of the corporation, and such list, when certified by the secretary, shall constitute prima facie evidence of the right of the persons named therein to participate in the affairs of this Corporation as members thereof.

**Section 7.** The duties of the treasurer shall be as follows:

- a) It shall be the duty of the treasurer to keep a full and accurate account of the receipts and disbursements of the Corporation on the books belonging to the Corporation, and he or she shall deposit in such bank or banking institutions, as may from time to time be selected by the Board of Directors, all funds and monies and other valuable effects of the Corporation in the name and to the credit of the Corporation.
- b) The treasurer shall be the chief disbursing officer of the Corporation. He or she shall make proper vouchers and receipts for such disbursements and shall render to the Board of Directors, at least annually and more often if required, a complete and accurate account of such transactions.
- c) The treasurer 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.

- d) The treasurer shall also perform such other duties as the Board of Directors may, from time to time, direct.
- e) The treasurer shall, at the completion of his term, turn over all records pertaining to the Corporation to his successor, and the Board may conduct an audit of those records. A copy of the completed audit, if any, shall be provided to the undergraduate chapter president, district governor and Grand Chapter.

**Section 8.** In the event of absence, inability, or refusal to act as any officer of this Corporation, the Board of Directors may appoint one of its number to perform his duties.

### **Article VIII**

**Section 1.** CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2.** LOANS: No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3.** CHECKS AND DRAFTS: All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **Article IX**

**Section 1.** The Corporation shall keep at its principal office, or at such other location as has been designated pursuant to Article II, Section 2, the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

**Section 2.** The accounting books, records and minutes of proceedings of the members and the Board of Directors and any committees shall be kept at the principal office of the Corporation, or at such other location as has been designated pursuant to Article II, Section 2. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member.



**Section 3.** Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind, and the physical properties of the Corporation, except for the personnel records of employees (if any). This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

#### **Article X**

**Section 1.** These Bylaws and any part thereof may be amended by a vote of the members present, three-fourths of the quorum concurring, at any Corporation meeting, provided a written notice of the proposed amendment(s) shall have been electronically mailed by the secretary to every member not less than 20 nor more than 90 days before the date of the meeting at which the action is to be taken.

**Section 2.** In the absence of a governing provision in these Bylaws or in the laws of the State of [State], the Corporation shall be guided by the then-current edition of the Bylaws and Administrative Policies and Procedures of the Sigma Phi Epsilon Fraternity.

#### **ARTICLE XI**

**CERTIFICATE OF SECRETARY OF  
THE ALUMNI AND VOLUNTEER CORPORATION OF THE [CHAPTER DESIGNATION] CHAPTER  
OF SIGMA PHI EPSILON FRATERNITY, INC.,  
a [State] Nonprofit Corporation**

I hereby certify that I am the duly elected and acting secretary of said Corporation and that the foregoing Bylaws, comprising \_\_\_\_\_ numbered pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Corporation held on [Date].

Dated: \_\_\_\_\_

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AVC SECRETARY