

# BY-LAWS OF THE Greek Alumni Alliance

## Preamble

We, the Alumni Members of the Fraternities and Sororities at Iowa State University, do hereby adopt the following By-Laws of our Corporation, to strengthen the ties of friendship and cooperation within our Greek community, to help prepare those who come after us to participate in and enrich the community in which the Greek community exists, and to provide guidance and assistance to our undergraduate members. We shall also endeavor to serve as an advocate for those issues important to the Greek community at Iowa State University to the university and other governmental bodies.

## Article 1. Introduction

These By-Laws are created to govern the operation of the **Greek Alumni Alliance**. The general purpose of this corporation shall be to promote the growth and maintenance of the fraternities and sororities that comprise the Greek System at Iowa State University.

The general members of the **Greek Alumni Alliance**, a not-for-profit organization, at a regularly called meeting on the 28<sup>th</sup> day of August, 2004, adopted the following By-Laws of the **Greek Alumni Alliance**.

## Article 2. Membership

Membership in the **Greek Alumni Alliance** shall be defined in the Articles of Incorporation of the **Greek Alumni Alliance**.

## Article 3. Officers

The officers of the corporation shall be the governing body of the **Greek Alumni Alliance**. The officers shall be elected to their positions as described in the Articles of Incorporation. The officers shall act in a manner consistent with supporting its purpose and powers as described in the Articles of Incorporation.

Specific issues related to the function, responsibilities and authority of the Board and its individual members are as follows.

### 3-301. Specific Duties and Authority

The duties and authority of each office are defined below.

**3-302-01. President**

The President is responsible for the following activities:

1. to schedule and chair all general meetings and prepare and distribute an agenda for these meetings
2. to oversee the operation and actions of the organization
3. to assign officers or general members, to committees or other duties as deemed necessary
4. to conduct necessary communications with governmental agencies or other bodies as may be required
5. to act as an Officer of the organization when required

The President has the authority for the following activities:

1. authorize the transfer of funds between accounts with the express approval of the membership
2. to sign checks for payment of bills authorized by the membership
3. to carry out those activities consistent with the responsibilities of the position

**3-302-02. Vice-President**

The Vice-President is responsible for the following activities:

1. to perform the duties of the President in his absence
2. to coordinate the operation of all Greek Alumni Alliance programs with the Iowa State University Office of Greek Affairs
3. to serve as the liaison with Iowa State University Office of Greek Affairs and other collegiate organizations

The Vice-President has the authority for the following activities:

1. to carry out those activities consistent with the responsibilities of the position
2. to propose motions for consideration to the general membership

**3-302-03. Secretary**

The Secretary is responsible for the following activities:

1. record the minutes of each regular or called meeting
2. send copies of the minutes to each member on a timely basis following each meeting
3. to act as an Officer of the organization when required

The Secretary has the authority for the following activities:

1. to carry out those activities consistent with the responsibilities of the position
2. to propose motions for consideration to the general membership

**3-302-04. Treasurer**

The Treasurer is responsible for the following activities:

1. to maintain accurate records of all financial accounts of the organization
2. to pay those bills authorized by the general members
3. to have the financial records of audited on a periodic basis
4. to conduct communications necessary with regulatory or taxing agencies as may be required
5. to report to the general membership on the financial standing of the organization at each scheduled meeting
6. to receive funds and deposit same in organization accounts in a timely manner

The Treasurer has the authority for the following activities:

1. to sell assets or transfer funds between accounts with the express approval of the Board
2. to sign checks for the payment of bills
3. to carry out those activities consistent with the responsibilities of the position
4. to propose motions for consideration to the general membership

**3-303. Length of Service**

Officers serve at the pleasure of the membership of the organization, subject to the restrictions in Article 5 of the Articles of Incorporation. Each officer position shall be up for election every year.

As needed, due to resignation or removal from office, an officer's position may be filled until the next regularly scheduled election. Duties may be temporarily assigned by majority vote of the remaining officers to an officer until an election can be held.

**3-304. Attendance at Meetings**

It is the responsibility of each officer to attend regular or special meetings, or to provide advance notice to the President of their inability to attend. Failure to attend may result in removal from their office.

### **3-305. Official Meeting and Quorum Defined**

An official meeting and quorum is defined as follows:

1. the meeting has been called by the President or requested by at least seven general members, and
2. notification of the meeting has been sent to all members at least one week prior to the meeting, and
3. the President and/or Secretary must be present, and
4. at least ten (10) general members are represented.

Motions and/or resolutions may not be enacted at meetings in which these four conditions are not met.

### **3-306. Remuneration**

Officers shall serve in their positions without pay.

When approved in advance by the general members, reimbursement for legitimate expenses shall be made upon submission of an expense report showing those actual expenses incurred by the officer or other authorized individual. Expenses for which documentation is not provided may be refused for payment at the discretion of the general members.

The authority to authorize payment for legitimate expense reimbursement shall rest solely with the general membership of the organization.

## **Article 4. Voting Rights**

Voting rights are divided into the following categories:

### **4-401. Full Members**

Full membership in **Greek Alumni Alliance** shall be defined in the Articles of Incorporation.

Full membership gives the representatives of each Board the right to cast one vote on all matters brought before the organization.

Each Board may be represented by two individuals, however; each Board shall have only one vote on any matter brought before the general membership.

#### **4-402. Reserve Members**

Reserve membership in **Greek Alumni Alliance** shall be defined in the Articles of Incorporation.

Reserve membership gives the representatives of each Board the right to cast one vote on all matters brought before the organization **except** those motions concerning the allocation or disbursement of funds of the organization.

Each Board may be represented by two individuals, however; each Board shall have only one vote on any matter brought before the general membership subject to the limitation specified above.

### **Article 5. Contracts, Loans, Checks, Deposits, Gifts, and Investments**

Only the two designated Officers of **Greek Alumni Alliance** have the authority to conduct all business on the behalf of the Corporation, subject to the following provisions.

#### **5-501. Contracts**

Only the general membership may authorize the President or Treasurer to enter into any contract or execute and deliver any instrument in the name of, or on behalf of, the Corporation. The limits of authority to act on the behalf of the **Greek Alumni Alliance** to conduct such transactions shall be defined by the general membership according to the needs for the transaction in question. This authority must be authorized by the general membership prior to each transaction.

#### **5-502. Loans**

No loans or guarantees for loans on behalf of any member of the **Greek Alumni Alliance** may be made under any circumstances with funds or other assets of the organization.

Where a loan is a reasonable and proper business transaction for the conduct of business (e.g., purchase of property), only the general membership has the authority to execute such a contract as described in these Bylaws.

#### **5-503. Checks or other Payment Drafts**

All checks or other drafts for payment of ordinary and reasonable expenses of the **Greek Alumni Alliance** shall be signed by such officer(s) or agent(s) of the organization as is approved by the general membership.

#### **5-504. Deposits**

All funds received by the **Greek Alumni Alliance** shall be deposited in a timely basis for use by the general membership they deem appropriate.

**5-505. Gifts**

The general membership may accept or decline any contribution, gift, bequest or devise of any kind, which was given for the general benefit of the **Greek Alumni Alliance**. These funds or items may only be utilized solely for achieving the purposes of the organization as stated in the Articles of Incorporation.

**5-506. Investment of Funds**

The authorization for the investment of funds of the **Greek Alumni Alliance** is the sole responsibility of the general membership.

**Article 6. Dues**

Payment of the dues of the organization shall be the responsibility of the appropriate Board of each fraternity or sorority that is officially recognized by the Iowa State University Office of Greek Affairs as a member of the Iowa State Greek System.

Membership dues shall be \$20 per member of each fraternity or sorority up to a maximum charge of \$1,000 for any single fraternity or sorority.

Membership shall be determined for each fraternity or sorority based on the reported number of members in each chapter to the Iowa State University Office of Greek Affairs as of October 1 in the current calendar year.

Dues shall be due and payable by December 1 of the current year in which membership is determined. The dues are payable to the **Greek Alumni Alliance**.

**Article 7. Prohibition against Self Dealing**

No member of the **Greek Alumni Alliance**, nor any of its officers, may at anytime allow any of the assets of the Corporation to be invested in, or loaned to, or in anyway used as collateral for any business, investment, loan, or other enterprise, either directly or indirectly, for or of any officer or general member. In the event that it is unclear whether a particular transaction might be in violation of this provision, the Corporation shall not participate in the transaction.

**Article 8. Indemnification**

Each officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs, liabilities, judgments and expenses reasonably incurred by, or imposed upon him, in connection with or arising out of any action, suit or proceedings in which he may be involved, directly or indirectly, or to which he may be made a party by reason of his

being or having been an officer of the Corporation, or by reason of any action heretofore or hereafter at any time taken by him as an officer of the Corporation (such expenses to include the cost of reasonable settlement made with a view to curtailment or avoidance of cost or litigation, or where a settlement is deemed for the best interests of the Corporation under its obligation of indemnity), except in relation to matters as to which she or he shall be finally adjudged in such action, suit or proceedings, to have been guilty of misfeasance in the performance of their duty as an officer; and the foregoing right of indemnification shall not be exclusive of other rights to which they may be entitled as a matter of law.

**Article 9. Adoption of, or Amendments to, the Bylaws**

Proposals for the adoption of, or changes to, the By-Laws may be made by any general member at any general meeting of the organization. Proposals for amendments to the By-Laws must be made at one general membership meeting of the **Greek Alumni Alliance**. Votes on these amendments shall be conducted at the following general membership meeting, at which all members may vote on the proposal(s) in person.

The Secretary is responsible to inform all members of any and all proposed amendments, and solicit their input on them, so far as it is reasonable to do so.

Notice of the proposed amendments must be provided to as many general members as practical prior to the vote on changes to the articles of incorporation. Such notice must occur at least 30 days prior to the vote on the proposed changes to the By-Laws.

A two-thirds vote of the general members present and voting at the meeting is required to approve or disapprove any proposed change to the By-Laws.

**Article 10. Corporate Seal**

There shall not be a Corporate Seal for the Corporation.

**Article 11. Signature and Adoption**

The signatures below indicate that these By-Laws have been adopted by a two-thirds vote of the general members of the **Greek Alumni Alliance**, and have authorized these officers to affix their signatures to these Bylaws.

**WITNESS** our signatures this 28th day of August, 2004.

\_\_\_\_\_  
H. Dana Bentzinger - President

August 28, 2004

---

Chelon Stanzel - Vice-President

August 28, 2004

---

Rebekah Althoff - Secretary

August 28, 2004

---

Phil Kaser - Treasurer

August 28, 2004