

**BY-LAWS OF  
DELTA SIGMA PHI FRATERNITY OF SAN LUIS OBISPO,  
ALUMNI CORPORATION, INC.**

**Article I. The Corporation**

**Section 1.01 Organization.**

DELTA SIGMA PHI FRATERNITY OF SAN LUIS OBISPO, ALUMNI CORPORATION, INC., formerly known as DELTA SIGMA PHI FRATERINITY OF SAN LUIS OBISPO, ALUMNI CONTROL BOARD, INC. (“Alumni Corporation Board”, “ACB”, or “Board”) is a nonprofit corporation under the laws of the state of California and under the jurisdiction and instruction of Delta Sigma Phi Fraternity (“Fraternity”). This ACB adopts the Constitution and By-Laws of Delta Sigma Phi Fraternity and these by-laws on the 15th of September 2019 . All prior by-laws are obsolete.

**Article II. Purpose**

**Section 2.01 Advising.**

The ACB is responsible for making a positive and productive contribution to University undergraduate members of Delta Sigma Phi at San Luis Obispo, California (“Chapter”). This will be accomplished by providing positive role models and advisory support to the members.

**Section 2.02 Housing.**

The ACB is charged with the responsibility and duty of maintaining and providing a home (“Property”) for The Chapter and shall hold title of the same, shall have full authority in the acquisition and disposition of property, shall be authorized to incur indebtedness in the purchase or maintenance of Property, and may issue bonds, notes, deeds and other evidences of indebtedness and/or may enter into any lawful contracts and incur obligations essential to the transaction of affairs to carry out the purposes for which this corporation was formed.

**Section 2.03 Accumulated Funds.**

The ACB shall be trustee of surplus funds accumulated by the Chapter and shall assume duties and responsibilities for such funds as may be specifically delegated to it by The Chapter and The Fraternity.

**Section 2.04 Promoting Chapter and Fraternity.**

The ACB shall promote alumni interest in The Chapter and the Fraternity, foster continued brotherhood among alumni, and encourage interaction between alumni and undergraduates.

## **Article III. ACB Board Members**

### **Section 3.01 Eligibility.**

- (a) Membership on the ACB shall be open to anyone that is in-line with the purpose and goals of the Fraternity. This would include but is not limited to those alumni members of Epsilon Rho chapter, other alumni of Delta Sigma Phi Fraternity, and any campus or community members who understand the goals and values of Delta Sigma Phi Fraternity, who are interested in its progress, and who are willing to devote time and energy for the benefit of the Fraternity. All volunteers shall familiarize themselves with the Fraternity structure and operating methods.
- (b) No more than two (2) Board members who are other-than Epsilon Rho alumni may simultaneously serve on the Board.
- (c) The ACB President must be an Epsilon Rho alumnus.

### **Section 3.02 Members.**

- (a) The Board shall consist of ten (10) voting members. Two (2) members of which are the undergraduate chapter President and Treasurer officers of Epsilon Rho. The eight (8) alumni members are the President, Vice-President of Housing, Vice-President of Leadership, Treasurer, Secretary, Alumni Chapter President, Board Member-At-Large, and the Chapter Advisor.
- (b) The Chapter Advisor and the Alumni Chapter President, serve as ex-officio voting member of the Board who are counted in the determination of quorum.
- (c) All Board members are Directors.
- (d) Board officers are the President, Vice-President of Leadership, Vice-President of Housing, Treasurer, and Secretary.

### **Section 3.03 Elected Positions.**

- (a) These eight (8) ACB alumni Board members are elected by alumni-in-good-standing who attend the annual Spring ACB meeting in odd-numbered years.
  - (i) *President,*
  - (ii) *Vice-President of Leadership,*
  - (iii) *Vice-President of Housing,*
  - (iv) *Treasurer,*
  - (v) *Chapter Advisor,*
  - (vi) *Secretary, and*

*(vii) Alumnus-At-Large*

- (b) The Alumni Chapter President is elected separately from other Board members in odd-numbered years by alumni-in-good-standing who are members of the Alumni Chapter, according to that organization's by-laws or policies.

**Section 3.04 Nominations**

- (a) No nomination may be made by proxy.
- (b) Any Epsilon Rho alumnus-in-good-standing may be nominated for a Board office regardless of the nominee's past meeting attendance.
- (c) All nominated candidates must signify their willingness to serve by accepting a nomination, orally or by written notice.
- (d) Each elected position shall be voted upon separately, in the order the positions are listed in Section 3.03(a). The nominee with a majority vote of alumni in attendance shall be deemed elected to the office. If no nominee obtains a majority vote, there shall be a run-off between the two nominees with the most votes.

**Section 3.05 Appointed Positions.**

- (a) There are no appointed positions on the Board, although an individual can be appointed to fill a vacant elected position, per Section 3.08 of this Article.
- (b) The President may, with Board approval, appoint volunteers to fill advisory positions on the Collegiate Chapter Advisory Board (CCAB).

**Section 3.06 Term of Officers.**

All alumni members on the Board shall serve two-year terms.

**Section 3.07 Term Limits.**

All elected Board member shall serve no more than three (3) consecutive terms in the same office, excepting that, if by 2/3 vote of the alumni in attendance at the annual meeting vote for a board member to continue serving additional terms beyond three consecutive terms.

**Section 3.08 Board Vacancies.**

Should an ACB position vacancy occur on the Board between elections, the President may appoint a replacement, subject to Board approval of the candidate, for the remainder of the position's term.

### **Section 3.09 Removal of Board Member**

- (a) A non-undergraduate Board member may be removed from the Board.
- (b) Grounds must exist for removal: a repetitive lack of meeting attendance or conduct unbecoming a brother.
- (c) Removal is subject to at least a seven (7) day meeting notice, a quorum requirement of two-thirds (2/3's) of all elected and appointed alumni Board members, and a two-thirds (2/3's) vote of Board members attending the meeting.

### **Section 3.10 Salary of Board Members.**

No member 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 Board Members**

### **Section 4.01 President**

- (a) Shall be the presiding officer at meetings and shall be ever willing to devote his best interest to the chapter and shall perform such other duties as may be delegated to him by the Board.
- (b) Shall be an ex officio member of all committees appointed by his office.
- (c) Shall keep ongoing communication with ACB members, headquarters and the undergraduate chapter.
- (d) Shall recruit new volunteers.
- (e) Shall facilitate Board meetings and goal-setting sessions.
- (f) Will provide to Board members, and make available to prospective alumni attendees, a meeting agenda on a time-line consistent with minimum meeting notice periods.
- (g) Has the authority to create committees, appoint committee chairs, and assign members to committees.
- (h) May assign special projects to the Alumnus-at-Large Board member.

**Section 4.02 Vice-President of Leadership (“VP Leadership”)**

- (a) Shall organize and facilitate an annual Goals and Objectives meeting to develop an ongoing chapter/business plan, review ACB Policies and Procedures, help set individual officer’s goals, and ensure transition between previous and incoming undergraduate executive officers.
- (b) Shall facilitate the ACB Mentor Program. Coordinate with Chapter Advisor to ensure alumni and undergraduate counterparts are conducting monthly phone calls where progress with individual office objectives is tracked, problems are discussed, and a friendly working relationship is developed. Works closely with President to ensure Alumni office objectives are tracked.
- (c) Shall run the ACB Scholarship Program.

**Section 4.03 Vice-President of Housing (“VP Housing”)**

- (a) The VP of Housing shall preside at meetings in the absence of the President.
- (b) The VP of Housing shall ensure the chapter property is properly maintained.
- (c) Shall manage contracts with chapter and chapter members.
- (d) Shall inspect the property on move-in, move-out, and on a regular basis.
- (e) Shall coordinate inspections of the facility for health, fire, safety, and maintenance.
- (f) Shall coordinate maintenance, repair, and improvement projects with contractors.
- (g) Shall coordinate with Treasurer for annual budget, reserve account for major repairs, and recommend renovation projects.
- (h) Shall mentor the Chapter Housing Manager.

**Section 4.04 Treasurer**

- (a) Shall be custodian of all deeds, insurance policies, notes and other important documents, which shall be kept in a secure place.
- (b) Shall keep and maintain a complete building fund record of every member and new member of Epsilon Rho chapter.
- (c) Shall receive and be custodian of all funds of the ACB and issue a receipt therefore, a duplicate of which will form a part of the permanent records of the Board.
- (d) Shall keep a separate record of income from the chapter improvement fund.
- (e) Shall deposit all monies received from all sources in the bank account of the ACB, and all disbursements shall be made from this account.
- (f) Shall be under valid bond for the security of all funds to which he may be entrusted.
- (g) Shall be responsible for the prompt payment of all bills and accounts when due, thus protecting the credit of the Board.
- (h) For collection purposes, shall keep a directory of members who are obligated financially to the Board and Epsilon Rho chapter.
- (i) Shall receive rent and note funds each month when due from the
- (j) Shall be responsible for all financial reports being forwarded to the National Fraternity when due.
- (k) Shall receive a copy of the monthly operating statement from the Chapter Treasurer and interpret it at Board meetings.
- (l) Shall keep a complete record of accounts of all transactions of his office and have it audited by a recognized public accountant once each year and shall present his records to the Board upon request.
- (m) Shall mentor the Chapter Treasurer.
- (n) Shall create and maintain an annual budget for the ACB.
- (o) Shall perform other duties as may be delegated to him by the Board.

**Section 4.05 Secretary**

- (a) Shall communicate with alumni.
- (b) Shall work closely with the undergraduate Alumni Relations Chair and the ACB Vice President of Leadership.
- (c) Shall maintain all official ACB records.

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- (d) Shall maintain local membership database in the absence of an Alumni Association that maintains a membership database.
- (e) Shall take meeting minutes at all Board meetings and make these available to alumni.

**Section 4.06 Lead Chapter Advisor**

- (a) Shall mentor the undergraduate President.
- (b) Shall lead the Advising Team in the form of the Collegiate Chapter Advisory Board (CCAB).
- (c) Shall maintain regular communication with ACB President and appropriate University administrators.
- (d) Shall work with the New Member Educator to organize the new member program.

**Section 4.07 Alumni Chapter President**

- (a) Shall coordinate Alumni Chapter goals and activities with those of the ACB and undergraduate chapter.
- (b) Shall promote finding, connecting, and informing alumni about Epsilon Rho and the Fraternity.
- (c) Shall promote alumni engagement and support for ACB, the undergraduate chapter, and Fraternity.

**Section 4.08 Alumnus-At-Large**

- (a) Will represent the interests and views of alumni-at-large in Board discussions and decisions.
- (b) Will support special projects assigned to him/her by the President or the Board.

**Section 4.09 Undergraduate President**

- (a) Shall keep regular communication with the Chapter Advisor and ACB President
- (b) Shall coordinate chapter goals in conjunction with ACB goals.
- (c) Shall ensure positive relationships between advisory team and chapter officers.

**Section 4.10 Undergraduate Treasurer**

- (a) Shall share monthly chapter financial report with ACB President and Treasurer
- (b) Shall make recommendations for action to be taken against delinquent brothers.

(c) Shall work with ACB Treasurer to develop chapter budget.

#### **Section 4.11 Additional Duties of Board Members**

In addition to their position-specific duties, all Board members will promote the operations of and/or reinstatement of the Chapter, and the interests of ACB, CCAB, Alumni Association, and the Fraternity.

### **Article V. Meetings**

#### **Section 5.01 Regular Meetings**

The Board shall meet regularly. Unless otherwise directed by these by-laws, the time and place, or if a remote meeting the day and time, of such meetings will be decided upon by Board members.

#### **Section 5.02 Annual Meeting**

The Board shall hold one (1) regular meeting in each calendar year in San Luis Obispo at which alumni-at-large can attend. Annual meetings will be held during the University's Spring Quarter. Excepting that, if a State of Emergency is declared by appropriate authority, or other situation that could put the Board or alumni at risk, the Board, in approval vote by simple majority may then hold the meeting via teleconference or videoconference that will support up to 75 participants, including Board members.

#### **Section 5.03 Attendees**

Regular ACB meetings shall be called by the President of the Board and all Board members and alumni-at-large shall be given adequate notice of regularly scheduled corporation meetings, not to be less than a 72-hour notice. Regular meetings of the Board shall be open to any member of the National Fraternity.

#### **Section 5.04 Special Meetings**

The President of the undergraduate chapter or the ACB President may call special meetings for the purpose of conducting urgent or important business. Due notice of at least 72 hours must be given to all Board members.

#### **Section 5.05 Meetings Regarding Real Estate Or Significant Debt**

Any ACB vote on purchasing or selling real property, or issuing debt in excess of 10% of the current value of the Property as appraised by a California licensed commercial real estate appraiser, is subject to the following provisions:



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- (a) Alumni must be given at least a 60-day notice of the meeting, its location, and a description of the special issue to be voted on by the Board
- (b) The meeting must be held in San Luis Obispo, California and be open to alumni attendance

**Section 5.06 Votes**

- (a) Each Board member present shall be allowed to cast one vote.
- (b) Voting by proxy shall not be allowed.
- (c) Remote voting by Board members is allowed on motions and other decisions before the Board.
- (d) A majority vote shall decide all issues submitted for vote unless otherwise provided for in these by-laws.
- (e) For the conduct of business at which transfer of property, indebtedness of the chapter or the incurring of obligations is involved, the Board vote must be a two-thirds (2/3's) margin, unless a unanimous vote is required per the requirements of Section 5.07(b).
- (f) Board decisions in which transfer of property, indebtedness of the chapter or the incurring of obligations is involved may be reversed when two-thirds (2/3's) of all alumni present (alumni from-the-floor and those on the Board) vote to rescind the action taken by the Board.
- (g) For the amendment to or replacement of ACB by-laws, the Board vote must be a two-thirds (2/3's) margin.

**Section 5.07 Quorum**

- (a) For the conduct of ordinary or routine business, a quorum shall consist of a majority of elected and or appointed Board members
- (b) For the conduct of business at which transfer of property, indebtedness of the chapter, or incurrence of obligations is involved in excess of 10% of the Property value, all but one elected or appointed Board member shall constitute a quorum.

**Section 5.08 Meeting Conduct**

Robert's Rules of Order Newly Revised shall govern meetings unless otherwise noted.

## **Article VI. Legal Advisor**

### **Section 6.01 Selection**

The Board shall have authority to obtain legal advice when services of a legal nature are considered necessary.

### **Section 6.02 Duties**

The duties of the legal advisor shall be to advise the chapter and Board in matters requiring legal assistance and service in the collection of delinquent accounts and to cooperate with the general counsel of the National Fraternity in matters under his/her jurisdiction.

## **Article VII. Amendments**

### **Section 7.01 By Alumni Corporation Board**

- (a) When in-meeting: Subject to quorum requirements, these bylaws may be amended by a two-thirds (2/3's) vote of the Board members at a meeting if at least seven (7) days' written notice is given to all Board members of an intention to alter, amend or repeal the bylaws, or to adopt new bylaws at such meeting.
- (b) When not in-meeting: These by-laws may be amended by a unanimous vote of the members of the Board when submitted to each member separately for approval.

### **Section 7.02 By Fraternity Manual**

Be it further provided that nothing contained herein shall be in contrast with the Fraternity Manual, and upon receipt of revised National rulings and regulations, these bylaws shall be made to conform to those changes without regard to Article VII, Sec. 1, of these by-laws.

(Conclusion of By-Laws)