



# Delta Gamma

Foundation

## Articles of Incorporation and Constitution



(Code of Regulations)  
June 28, 2019

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## **RESTATED ARTICLES OF INCORPORATION**

The following Restated Articles of Incorporation are hereby adopted to supercede and take the place of the existing Articles of Incorporation of the Delta Gamma Foundation and all amendments thereto.

1. The name of the corporation shall be DELTA GAMMA FOUNDATION.
2. The place in the State of Ohio where the principal office of the Foundation will be located is in the City of Columbus, Franklin County.
3. The purposes of the Foundation shall be to provide a means by which the members of Delta Gamma Fraternity may act in concert with each other in the furtherance of exclusively charitable, scientific, literary and educational objectives, specifically including, but not limited to sight preservation and services for those who are visually impaired or blind; the awarding of scholarships, fellowships, grants and loans for university study to deserving students; and such other exclusively charitable and educational programs as may be designated by the Board of Trustees; provided however, that no substantial part of the activities of which consist of the carrying on of propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidates for public office, and no part of the net earnings of which inure to the benefit of any private shareholder or individual, and otherwise.
4. The corporate powers of the Foundation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors which shall be known as the Board of Trustees and consist of not less than six (6) members elected by the members of the Foundation as defined in the Foundation's Constitution (Code of Regulations) and not less than three (3) ex officio members as set forth in the Code of Regulations.
5. The Foundation may acquire by purchase or otherwise, and may hold, own, buy, sell, convey, lease, mortgage, repair, remodel, recondition, improve, maintain and manage real estate and other property of any type and may invest and re-invest the Foundation's assets in bonds, stocks, notes, real estate mortgages, or other securities, and in any other property, real or personal.
6. No dividends shall be paid and no part of the net earnings or income of the corporation shall inure to the benefit of any private shareholder, director, trustee, officer, member or other individual. The corporation shall not engage in any activity that will prevent it from qualifying and continuing to qualify as a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.
7. In case of dissolution of the Foundation, all of the then remaining assets of the Foundation shall be distributed solely for one or more of the purposes for which the Foundation is organized to or for the benefit of an organization or organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, as shall be designated by a two-thirds vote of the members of the Foundation as defined in the Foundation's Constitution.

8. These Articles of Incorporation, including the purpose clause, may be amended in any respect by the insertion, alteration, or omission of any provision which might properly have been inserted, altered, or omitted at the time of granting of the original charter; provided, however, that the provisions of Articles 3 and 7 shall not be substantially modified if the effect will be to produce a violation of the provisions of the Internal Revenue Code of 1986, as amended. Amendment may be accomplished by the two-thirds vote of the members of the Foundation as defined in the Foundation's Constitution, provided that such amendment shall be consistent with the Provisions of Chapter 1702 of the Ohio Revised Code and Internal Revenue Code 501(c)(3) or any successor provisions of law.

CHARTERED - January 17, 1951

# CONSTITUTION

(Code of Regulations)

## ARTICLE I. NAME

The name of this organization shall be the Delta Gamma Foundation, a corporation, not for profit, created and existing under and by virtue of the laws of the state of Ohio.

## ARTICLE II. OBJECTS

The purposes of the Foundation shall be to provide a means by which the members of Delta Gamma Fraternity may act in concert with each other in the furtherance of exclusively charitable, scientific, literary and educational objectives, specifically including, but not limited to sight preservation and services for those who are visually impaired or blind, the awarding of scholarships, fellowships, grants and loans for university study to deserving students; and such other exclusively charitable and educational programs as may be designated by the Board of Trustees; provided however, that no substantial part of the activities of which consist of the carrying on of propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidates for public office, and no part of the net earnings of which inure to the benefit of any private shareholder or individual, and otherwise.

## ARTICLE III. MEMBERSHIP

**Section 1. Voting membership** The participants of the Foundation shall consist of all members of the Delta Gamma Fraternity; however, the voting members of the Foundation as defined by the Ohio Nonprofit Corporation Law, shall be all of the elected members of the Delta Gamma Foundation Board of Trustees, the Delta Gamma Foundation Executive Director, the Delta Gamma Fraternity Council, the Delta Gamma Fraternity Directors and the Delta Gamma Foundation Directors and Coordinators (who shall be appointed by the Board of Trustees). Any vote taken by the total membership of the Foundation, except elections, shall require a two-thirds vote for passage.

**Section 2. Classes of members** There shall be two classes of members, the Foundation Positions and the Fraternity Positions. The Foundation Positions shall consist of the elected members of the Delta Gamma Foundation Board of Trustees, the Delta Gamma Foundation Executive Director, and the Delta Foundation Directors and Coordinators. The Fraternity Positions shall consist of the Delta Gamma Fraternity Council and the Delta Gamma Fraternity Directors. The aggregate voting power of the membership shall be exercised by the Foundation Positions, collectively, and the Fraternity Positions, collectively, as follows:

- A. Fifty-one percent (51%) of the aggregate voting power of the membership shall be exercised collectively by the Foundation Positions; and
- B. Forty-nine percent (49%) of the aggregate voting power of the membership shall be exercised collectively by the Fraternity Positions.

Only individuals present at a meeting may vote. At each meeting, the fifty-one percent (51%) aggregate voting power of the Foundation Positions shall be allocated among the individuals serving in Foundation Positions.

Similarly, the forty-nine (49%) aggregate voting power of the Fraternity Positions shall be allocated among the individuals serving in Fraternity Positions. The number of votes of each person in attendance serving in a Foundation Position and each person serving in a Fraternity Position shall be calculated prior to each meeting by the Chairman of the Foundation Board of Trustees, the Foundation Executive Director and the Foundation Constitution Chairman.

**Section 3. Annual meeting** The annual meeting of the members shall be held as follows: in the even numbered years during the biennial meeting of the Delta Gamma Fraternity which is known as Convention and in the odd numbered years during the biennial Delta Gamma Fraternity Officers' Training Seminar.

**Section 4. Voting by mail** Voting on issues requiring a vote of the Foundation members may be conducted by mail. In order to be counted, votes must be received within six weeks of the date on which they were mailed by the Foundation. Return is to be by ordinary U.S. mail postage pre-paid to the Secretary.

## ARTICLE IV. BOARD OF TRUSTEES

**Section 1. Board composition** The Directors of this corporation shall be known as Trustees. The Board of Trustees shall be composed of six (6) elected Trustees and three (3) ex-officio voting Trustees who shall be the then-serving President, Treasurer, and Council Trustee: Fraternity Programming of the Delta Gamma Fraternity.

**Section 2.** Terms Subject to Section 3 of this ARTICLE IV, the six (6) elected Trustees shall be elected by the members of the Foundation as defined in ARTICLE III. hereof. They shall serve three (3) year terms. They shall be limited to serving two (2) such terms, and service of more than one year shall count as a full term for these purposes.

**Section 3. Rules of governance** The Board of Trustees shall function in accordance with the Ohio Nonprofit Corporation Law, Articles of Incorporation and the Constitution of the Delta Gamma Foundation.

## ARTICLE V. OFFICERS OF THE FOUNDATION

**Section 1. Officers** The officers of the Foundation shall be a President who shall be known as the Chairman; and a Secretary, and a Treasurer.

**Section 2. Election** The members of the Board of Trustees shall elect the officers. To be eligible to serve in an office position, an individual must be one of the elected Trustees.

**Section 3. Terms** The officers shall serve three-year terms and shall assume their duties at the conclusion of the meeting at which they are elected. Each officer shall serve until the end of her term or until a successor is elected. Voting for officers shall be by ballot; except when there is but one candidate for office, voting may be by voice vote. A majority vote of the Board of Trustees shall be required to elect. Each officer shall be limited to two three-year terms as an officer.

## ARTICLE VI. DUTIES OF THE OFFICERS OF THE FOUNDATION

The officers of the Foundation shall perform those duties customary to their offices and which shall be assigned to them by the Board of Trustees.

## ARTICLE VII. ELECTION AND VACANCIES

### Section 1. Governance Committee

- A. A Governance Committee shall be appointed by the Board of Trustees of the Delta Gamma Foundation. The appointment shall take effect at the annual meeting held in odd numbered years. The Governance Committee shall be composed of five (5) members and shall include two (2) voting members of the Foundation and an alumna member in good standing of the Fraternity who is not serving on either the Delta Gamma Fraternity Council or the Delta Gamma Foundation Board of Trustees. If possible, the remaining two (2) members will include a former Delta Gamma Fraternity Council member and a former Delta Gamma Foundation Board of Trustees member.
- B. A chairman for the Governance Committee shall be appointed by the Board of Trustees of the Delta Gamma Foundation.
- C. The term for the Governance Committee shall be two (2) years. Governance Committee members may serve a total of four (4) years. Members may serve two (2) consecutive terms. A member of the Governance Committee who permits her name to be submitted for consideration for the Board of Trustees must resign immediately from the Governance Committee. The Board of Trustees shall fill the vacancy.
- D. In the event a Governance Committee member, appointed as one of the two (2) voting members of the Foundation, is no longer a voting member of the Foundation, the Board of Trustees may permit her to complete her term or may appoint another voting member to complete the term.
- E. The Governance Committee shall present to the Delta Gamma Foundation Board of Trustees and the voting membership at least one, but not limited to one, candidate for each vacancy on the Board of Trustees by April 15 prior to an annual meeting.

**Section 2. Nominations by participants** Following the presentation of candidates proposed by the Governance Committee, any two (2) participants of the Foundation may submit a nomination by filing the required forms with the Executive Director of the Delta Gamma Foundation by 14th day after the date the Governance Committee slate is presented. Such nominations and qualifications shall be presented in the same manner as the Governance Committee slate and shall be included in any mailing sent prior to the annual meeting. There shall be no nominations from the floor.

### Section 3. Election

- A. The election of Foundation Trustees shall occur at an annual meeting of the members of the Delta Gamma Foundation. Voting shall be by ballot; unless there is but one candidate for each vacancy, in which case voting may be by voice vote. A majority vote shall be required to elect.

- B. Only alumnae members of Delta Gamma Fraternity, in good standing, shall be eligible for election as a Foundation Trustee. A member of the Delta Gamma Fraternity Council cannot be elected to serve as a Foundation Trustee.

**Section 4. Removal** In the event that an elected member of the Board of Trustees fails to perform or is unable to perform the duties assigned to her, she shall be asked by the Board of Trustees to resign. If she does not resign, she shall be removed from the Board by a two-thirds vote of the Trustees.

**Section 5. Vacancies** A vacancy occurring in an elected Trustee position shall be filled by appointment by the Board of Trustees. The individual filling the vacancy shall serve through the end of the term of her predecessor, at which time the position shall be filled by election.

## **ARTICLE VIII. MEETINGS**

**Section 1. Schedule of meetings** The Board of Trustees shall meet at least semi-annually, the time and place of the meeting to be decided by the Board. The Chairman or any two Trustees may call a special meeting. At least two weeks written or electronic transmission notice of a meeting must be given to each Trustee.

**Section 2. Transaction of business** Unless otherwise specified herein, five Trustees shall constitute a quorum for the transaction of business at a meeting of the Board of Trustees. Unless otherwise specified herein, all matters presented at a Trustees' meeting at which a quorum is present shall be determined by majority vote.

**Section 3. Action without a meeting** Any action that may be authorized or taken at a meeting of The Board of Trustees may be authorized or taken by the Board of Trustees without a meeting. Any such action must be by unanimous written consent of all Trustees as provided by Ohio law and shall be a valid action of the Board of Trustees effective as of the date of the last affirmative consent. Such written consents of the Trustees may be signed in counterparts and shall be preserved and reported in the official corporate records.

**Section 4. Action by facsimile** Action taken by unanimous written consent of the members of the Board of Trustees via facsimile transmission or electronic transmission shall be a valid action of the Board of Trustees effective as of the date of the last affirmative consent. Such written consents of the Trustees shall be preserved and reported in the official corporate records.

## **ARTICLE IX. EXECUTIVE DIRECTOR**

The Board of Trustees shall annually appoint an Executive Director of the Delta Gamma Foundation. The Executive Director shall be responsible for the proper execution of the functions, activities and programs of the Foundation within the provisions of the budget approved by the Board of Trustees. The Executive Director shall be responsible to the Board of Trustees and report directly to the Chairman of the Board.



## ARTICLE X. FOUNDATION PROGRAM

**Section 1. Programs** The program of the Foundation shall encompass Service for Sight, Scholarships, Fellowships, Grants and Loans and such other philanthropies as may be designated by the Board of Trustees.

**Section 2. Committees** Committees, as may be necessary to assist the Board in carrying out the programs of the Foundation, shall be appointed by the Board of Trustees. The committees shall be appointed for a term of two years and be chaired by a Chairman, appointed by the Board of Trustees, who may serve only two such terms consecutively.

## ARTICLE XI. FINANCE

**Section 1. Transferred funds** Funds may be transferred from the Delta Gamma Fraternity upon authorization of the Council of Delta Gamma Fraternity. Such funds may be used only for Foundation purposes and may not be returned to Delta Gamma Fraternity.

**Section 2. Voluntary contributions** Voluntary contributions and bequests by members and friends of Delta Gamma shall include those contributions and bequests made to Delta Gamma Fraternity for philanthropic purposes and transferred to the Foundation under Article XIII. Section 8 of the Constitution of Delta Gamma Fraternity. They shall be used for the purpose designated. In the absence of designation, they shall be expended as directed by the Board of Trustees for Foundation purposes.

**Section 3. Separate funds** In addition to all of their other powers, the Trustees may maintain any number of separate funds, which may be designated by specific names in separate banks and/or investment accounts in furtherance of one or more of the Foundation's purposes; provided, however, that such funds may be pooled for investment and administrative purposes.

## ARTICLE XII. LOCAL PHILANTHROPIES

The Board of Trustees of the Foundation may grant permission to use the name of the Delta Gamma Foundation in connection with local philanthropies in accord with Foundation policies.

## ARTICLE XIII. AMENDMENTS

**Section 1. Required vote** Any provision of this Constitution may be amended by the affirmative two-thirds vote of the members of the Foundation at an annual meeting, the notice of any proposed amendment having been given; provided that such amendment shall be consistent with the provisions of Chapter 1702 of the Ohio Revised Code and Internal Revenue Code Section 501 (c) (3) or any successor provisions of law.

**Section 2. Required notice** Notice in writing of any proposed amendments shall be sent by December 1 to the Foundation Constitution Chairman who shall refer them to the Board of Trustees by February 1. By April 15 the Constitution Chairman shall submit the proposed amendments to the members, noting those approved by the Board of Trustees. Any proposed amendments to the amendments must be sent by June 1 preceding the annual meeting to the Constitution Chairman of the Foundation. This provision shall not operate to prevent any amendments arising at an annual meeting to these amendments sent as of June 1.

#### **ARTICLE XIV. INDEMNIFICATION**

The Foundation shall indemnify, to the full extent then permitted by law, any Board member, officer, employee, or volunteer, or former Board member, officer, employee, or volunteer who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the individual is or was a Board member, officer, employee, volunteer or agent of the Foundation or is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

The Foundation shall advance, to the full extent then permitted by law, expenses, including attorney's fees, incurred by a person subject to indemnification in defending any such action, suit, or proceeding as they are incurred, prior to the final disposition thereof.

The indemnification and payment of the expenses provided by this section shall not be exclusive of, and shall be in addition to, any other rights granted to any person seeking indemnification under any law, the Amended Articles of Incorporation of the Foundation then in effect, any agreement, vote of members or of disinterested Trustees, or otherwise, both as to action in official capacities and as to action in another capacity, while that person is a Trustee or an officer, employee or volunteer of the Foundation, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### **ARTICLE XV. RESTRICTION OF GIFTS**

Notwithstanding any other provisions hereof, the Delta Gamma Foundation is prohibited from making any grants to the Delta Gamma Fraternity unless it has received in advance a written commitment from the Fraternity stating that such grant will be used exclusively for charitable, scientific, literary, and educational purposes, as authorized by the Foundation's Articles of Incorporation.