



# Delta Gamma

1873

April 5, 2022

Dear Voting Members of the Delta Gamma Foundation:

The voting members of the Delta Gamma Foundation will convene for the Annual Meeting on Friday, June 24, 2022 at 2 p.m. EST at the Philadelphia Marriott Downtown.

The attached proposed amendments to the Delta Gamma Foundation Constitution will be presented at the Annual Meeting and considered by the voting members of the Delta Gamma Foundation.

According to the provisions of Article XII. Amendments, Section 2 of the Delta Gamma Foundation Constitution, any proposed amendments to the amendments must be sent by **June 1, 2022**, to the Constitution Chairman, Delta Gamma Foundation, Susan R. Cornell, at [srcornell115@gmail.com](mailto:srcornell115@gmail.com) or [FoundationConstitution@deltagamma.org](mailto:FoundationConstitution@deltagamma.org) or 400 Barlow Road, Gettysburg, PA 17325.

If you have any questions, please contact me by email or phone (301-325-7128).

In the Bonds,

Susan R. Cornell, J.D.  
Epsilon Delta-Washington and Jefferson  
Constitution Chairman  
Delta Gamma Foundation



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## Proposed Foundation Constitutional Amendments

### ARTICLE III. MEMBERSHIP

*Current Language:*

**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.

*Proposed Language:*

**Section 3. Annual Meeting** The Foundation shall meet at least annually at a date, place, and time designated by the Board of Trustees. Notice of the annual meeting shall be provided to the members of the Foundation and publicized to the participants of the Foundation no later than thirty (30) days prior to the designated date.

*Rationale:*

The Delta Gamma Foundation is an Ohio nonprofit corporation and an Internal Revenue Code section 501(c)(3) public-charity. In order for the Foundation to maintain that tax-exempt status, there must be appropriate separation between the Fraternity and the Foundation so that the Fraternity is not controlling the Foundation. This need for legal separation was the basis for creating the current Foundation board structure in 2002 and for creating the weighted vote in 2013.

The current Constitutional language mandates that the Annual Meeting be held during Convention in even-numbered years and at Officer Training Seminar in odd-numbered years. Both of these events are determined by the Fraternity. The Fraternity Constitution provides for a convention to be held biennially at a time and place designated by the previous Convention or by the Fraternity Council (see Frat. Const. Art III Section 1). The Fraternity Constitution further authorizes the Fraternity Council to postpone or cancel Convention under certain circumstances. There is no Fraternity Constitutional requirement to hold Officer Training Seminar.

The Foundation Constitution mandates that trustees be elected at the Annual Meeting. Therefore, the Foundation must hold an annual meeting for the election of trustees and to conduct other business. By mandating that the Annual Meeting be held during one of two events designated and set by the Fraternity, the current language gives control over the time and place where the Foundation conducts its business and elects its trustees. Such



Fraternity control over the Foundation jeopardizes the Foundation's 501(c)(3) status. Such a mandate jeopardizes the Foundation tax exempt status in a second way. The Foundation Constitution provides that the term of each elected trustee is three years and, with two trustees elected each year, two trustee terms expire every year. Not holding an Annual Meeting would result in two vacancies and thereby reduce the number of elected trustees from six to four. This could jeopardize the Foundation's 501(c)(3) status as a tax-exempt organization, because the Fraternity would in effect be controlling the number of elected trustees.

Removing the requirement that the Annual Meeting be held during Convention or OTS will not negatively affect or disrupt the relationship between the two organizations. The Foundation Articles of Incorporation are clear: "the purposes of the Foundation shall be to provide a means by which the members of the Delta Gamma Fraternity may act in concert with each other in the furtherance of exclusively charitable scientific, literary and educational objectives . . . ." The Relationship Agreement between the Foundation and the Fraternity provides that the two entities will work together to leverage the strengths and limitations of each to enhance and grow Delta Gamma. The proposed amendment will not change the relationship between the Foundation and the Fraternity but will provide the necessary legal separation between the two organizations so that the Foundation's tax-exempt status is not threatened and it can continue to support the Fraternity. The Board of Trustees fully intends to hold the Annual Meeting during Convention or OTS and this intention has been memorialized in the Foundation Policies and Statements of Clarification (see below).

***BOT Position:*** *The BOT approved this proposed Amendment*

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*Annual Meeting Policy adopted by the BOT:*

### **Annual Meeting**

The Board of Trustees intends to hold the Foundation Annual Meeting in even-numbered years during the Delta Gamma Fraternity Biennial Convention and in odd-numbered years during the biennial Officer Training Seminar. (Foundation 03-22)



## **ARTICLE III. MEMBERSHIP**

### **New Section 4. Attendance by Electronic Communications Equipment**

*Proposed Language:*

**Section 4. Attendance by Electronic Communications Equipment** Any member may participate in a meeting of the Foundation by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation of a member by authorized communications equipment shall constitute presence in the meeting for quorum, vote and all other purposes.

*Rationale:*

Section 1702.17 of the Ohio nonprofit corporations act requires the Articles or Bylaws of a nonprofit to affirmatively permit the use of electronic communications (i.e. Zoom, Microsoft Teams, etc.) in order to convene and hold a virtual meeting. Our attorney, John Christopher, Fraternal Law Partners, recommended that the Foundation Constitution be amended by adding the proposed language. The virtual Annual Meetings held in 2020 and 2021, were authorized by the Governor of Ohio's COVID 19 related declarations.

***BOT Position:*** *The BOT approved this proposed Amendment*

