

# Model Bylaws or Code of Regulations

# for Delta Gamma House Corporations

This model must be adopted by your house corporation. A local attorney may be consulted if there are specific requirements governed by the laws of your state. If it is necessary to make changes, prior approval of your Regional Housing Specialist (RHS) must be obtained.

## ARTICLE I. NAME

The name of this corporation shall be (Legal Name from Tax Return)           House Corporation of Delta Gamma Fraternity.

## ARTICLE II. PURPOSE

This corporation is chartered by the State or Province of State or Province, not for profit, and with the objective, first and foremost, of establishing and providing a suitable social environment for its collegiate chapter of Delta Gamma Fraternity, by, but not limited to, owning, equipping maintaining, and managing a chapter house (facility or accommodations) for pleasure, recreation, and other non-profitable purposes including the social gathering and enrichment of its members and the collegiate chapter of Delta Gamma Fraternity. The purpose of these Bylaws is to specify the methods of operation by which the objectives of the charter may be attained, and to provide for the disposition of the assets of the corporation in the event this corporation dissolves or the charter of this collegiate chapter is relinquished or is withdrawn by Delta Gamma Fraternity.

## ARTICLE III. MEMBERSHIP

Membership shall be classified as follows:

**Class A.** Any alumna who was a member of the corporation prior to the adoption of these articles.

**Class B.** Every member of chapter of Delta Gamma Fraternity who has paid the Corporation Fee in the amount stated in housing policy 8.1 House Corporation and House Director Policy, section 6l. Upon payment of the amount and initiation into this chapter of Delta Gamma, the member shall become a life member of the corporation. Those collegiate members of Delta Gamma Fraternity who affiliate with this chapter may become life members of this corporation upon payment of a fee of $amount to this corporation. (suggested fee of $5.00)

**Class C.** Any alumna member of Delta Gamma Fraternity, who has paid the minimum corporation Fee of $amount shall become a life member of this corporation. (suggested fee of $5.00).

## ARTICLE IV. VOTING PRIVILEGES

All members of the corporation are qualified to vote on certain matters pertaining to the business of the corporation, specifically the election of directors and any decision to buy, sell or otherwise dispose of chapter house facilities. These aforementioned votes take place at the annual meeting of the membership or a special meeting called by the house corporation president.

## ARTICLE V. DIRECTORS

**Section 1.** The property and business of the corporation shall be managed and controlled by, and power and authority vested in, a house corporation board. The board shall consist of no fewer than three (3), nor more than eleven (11) elected directors of the corporation and the ex-officio members set forth in Article V., Section 6. The directors shall hold office for a term of two (2) years, with the terms staggered. No director shall serve for more than three (3) consecutive full terms without one intervening term. Directors and officers must be members of the corporation and must be in good standing with the Fraternity to hold office. Good standing is defined as having paid alumnae per capita dues to the Fraternity, not currently being on probation and not being expelled from membership in Delta Gamma Fraternity.

**Section 2.** Any director of the corporation may be removed by the unanimous vote of the other members of the board or by two-thirds of those members of the corporation who are present at a special meeting called for this purpose.

The board and the corporation shall abide by and conform to the policies established from time to time by the Council of Delta Gamma Fraternity with respect to house corporations. The Regional Director has the authority to remove from their role any elected or appointed officer or board member not performing their duties efficiently, conscientiously and cooperatively, according to Delta Gamma standards and policies, or any board member who fails to meet the eligibility requirements for office. Should a board member, chapter adviser or alumnae chapter officer be removed, they shall not hold a director position on the board for one term (2 years). Should Council’s policies conflict with other corporation rules or policies, Council’s policy will control. This section shall not be altered, modified or rescinded without the prior written permission of Fraternity Council.

**Section 3.** The board shall have the power to fill any director vacancy on the board, subject to Council approval if the Regional Director’s action creates the vacancy. The director so appointed shall serve until the next annual meeting, at which time a director will be elected to serve until the expiration of the term of the director whom they succeed. If no directors exist, the RHS may appoint alumnae to the positions until such time as the house corporation moves to the LLC/FMC model.

**Section 4.** The board elects its officers from among the directors. The officers are president, vice-president, secretary and treasurer, or secretary-treasurer, all of whom are elected at the first board meeting following the annual meeting and serve for a minimum of one year. They may be reelected each year until the end of their terms as a director, which is a maximum of six (6) consecutive years. Ex-officio members of the board may not be officers of the corporation. If no officers exist, the RHS may appoint alumnae to the positions until such time as the house corporation moves to the LLC/FMC model

**Section 5.** The board shall ensure that adequate and correct accounts of the business transactions of the corporation are kept, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The house corporation treasurer shall provide financials to the entire board at scheduled meetings in relation to their approved budget.

**Section 6.** The collegiate chapter president, vice-president: finance, director: house management and the advisory team chair shall be ex-officio voting members of the board; however, when an individual holds more than one of these offices, only one vote may be cast by that individual. In the case where there are multiple people sharing the same position (ex. co-ATC), only one vote for the joint position is permitted. It is strongly recommended that the chapter financial adviser (CFA) be an invited guest to all house corporation meetings but note they are not a voting member. The house director may also be asked to give a report but is not a voting member. All non-voting members must be excused prior to any voting by the board.

**Section 7.** At the annual meeting of the members of the corporation and at any other meeting of the members at which directors are to be elected, the then-current officers shall present a written statement of the financial condition of the corporation made as of a date not more than one month immediately preceding the meeting, which statement shall be certified by the treasurer or other appropriate officer as being true and correct to the best of her knowledge and belief.

**Section 8.** Any decision to buy, sell or establish a lien on a house corporation-owned property must be approved by a unanimous vote of the house corporation board.

**Section 9.** If a special meeting is called for the purpose of buying, selling or establishing a lien on a house corporation-owned property, notice of this meeting/vote must go out to all Initiated members at least fourteen (14) days prior to the vote and all feedback shared with the board in advance of the vote. The vote to buy, sell, or establish a lien must be passed by a majority.

**Section 10.** In matters of policy concerning the corporation's affairs, the board shall follow the Delta Gamma Fraternity Constitution.

**Section 11.** Any member of the corporation may attend any meeting of the board for the purpose of presenting or discussing matters which they may consider advisable by notifying the president of the board of such intent prior to the date set for such meeting. The board must then inform the member of the time and place of the next meeting. The matter in question must be presented and reviewed at this meeting. The member attending shall be excused at the conclusion of the presentation or at the discretion of the president prior to any voting of the board.

## ARTICLE VI. MEETINGS

**Section 1.** The annual meeting of the corporation shall be held on or around the collegiate chapter’s Founders Day. If not possible, the meeting should at least be in the spring semester/quarter of the collegiate chapter to enable the entire collegiate chapter membership to attend.

**Section 2.** Special meetings must be called by the president of the board upon direction of the board or upon written request of ten (10) members of the corporation. Special meetings may be called by the president of the board. The notice of any such meeting shall set forth specifically the purpose of the meeting and no other business shall be transacted thereat.

If a special meeting is called, notice of this vote must go out to all initiated members at least fourteen (14) days prior to the meeting using the last email address of record.

**Section 3.** Notice of the time and place of each annual meeting shall be given by the secretary and sent to each member via electronic notice or mailing at least one month before the meeting. Notice on the Delta Gamma website via Anchorbase under Annual House Corporation Meetings may also be used to comply with this requirement.

**Section 4.** For all housed groups, the board shall hold at least four (4) regular meetings during each fiscal year. For all unhoused groups, the board shall hold at least two (2) regular meetings during each fiscal year.

**Section 5.** Notwithstanding anything to the contrary, any meeting of the board may be held through any electronic communication pursuant to which each director is able to hear each other director participating in the meeting and such participation shall constitute attendance in person at such meeting.

**Section 6.** A majority of the members of the board, including ex-officio members, shall constitute a quorum for the transaction of business as long as at least one collegiate ex-officio member is present. The corporation members present at the annual meeting or at special meetings shall constitute a quorum for the transaction of business.

**Section 7.** Any action that may be authorized or taken at a board meeting may be taken without a meeting with the affirmative vote or approval of all of the directors (including the ex-officio voting members). Any such approval shall be in writing or evidenced by electronic indicia of assent filed with the records of the corporation.

## ARTICLE VII. COMMITTEES

**Section 1.** The president shall appoint annually a standing committee to be known as the house committee, whose duties shall be to inspect the chapter house, recommend necessary repairs and report to the board of the general upkeep of the house. There shall be collegiate representation on this committee.

**Section 2.** The president shall appoint annually a standing committee to be known as the furnishing committee. This committee shall have complete supervision over decorating, furnishings and replacing furnishings for the chapter house. There shall be collegiate representation on this committee. This committee may be combined with the house committee.

**Section 3.** The president may appoint annually a nominating committee whose duties shall be to nominate and present at the annual meeting the names of the candidates for director to be voted upon at that annual meeting. There shall be collegiate representation on this committee. Nominations from the floor may also be entertained at the annual meeting. Prior notification to the committee is preferred.

**Section 4.** If the house corporation has employees, it shall maintain an employment committee whose chair is an elected director of the house corporation board and appointed by the house corporation president. Employment committee membership shall be as follows: committee chair, the advisory team chair and one other collegiate member appointed by the collegiate chapter president.

Chapters with employees are required to engage the Employment Management Service offered through FHC (see Housing Policy 8.1). The Employment Management Service (EMS) in consultation with the employment committee will hire, train and hold a yearly performance review of the house director. In addition, the committee will share recommendations with both the house corporation and EMS regarding any changes to payroll activity, including raises and the addition or deletion of employees prior to the house corporation budget approval~~.~~

**Section 5.** All committees appointed by the president shall be subject to the approval of the board. All committee members appointed shall be subject to the approval of the board.

## ARTICLE VIII. FISCAL YEAR

The fiscal year of this corporation shall be from July 1 to June 30.

## ARTICLE IX. PARLIAMENTARY AUTHORITY

Robert's Rules of Order*,* newly revised, shall govern the proceedings of this corporation in all cases not provided for in these Bylaws.

## ARTICLE X. HOUSE CORPORATION/CHAPTER RELATIONSHIP

**Section 1.** The house corporation shall be responsible for the facility during the summer break. The dates for summer break shall be determined by the Fraternity Housing Corporation (FHC). The chapter and house corporation shall be consulted when determining beginning of the year and end of the year dates.

**Section 2.** The house corporation does not manage the social events of the chapter and relies entirely upon the chapter to manage its social events in such a way as to comply with all applicable laws and regulations promulgated by the campus, city, state/province or the federal government.

**Section 3.** As new members are entered into Anchorbase, house corporation fees will be billed based on the type of living facility provided as indicated on the house corporation budget. This is an automated process based upon when new members are entered into Anchorbase. Fees are due as follows: 50% paid within sixty (60) days of initiation and 50% balance due by June 30.

**Section 4.** A transfer member affiliated with this chapter shall pay House Corporation fees unless they present proof of membership (fully paid) in a Delta Gamma house corporation elsewhere, in which event they shall be excused from membership in the house corporation.

**Section 5.** The chapter will be billed for repair of damages to property by chapter members or their guests.

## ARTICLE XI. AMENDMENTS

The Articles and Sections that are not governed by, or subject to, the general regulations and policies of the Delta Gamma Fraternity may be amended at any annual or special meetings of the members of the corporation by a two-thirds vote of those present.

## ARTICLE XII. INDEMNIFICATION

Any person who at any time serves or has served (a) as a director, officer, employee or agent of the corporation, or (b) at the request of the corporation, in such capacity for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (i) reasonable expenses, including attorneys’ fees, actually and necessarily incurred by them in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, brought by a third party seeking to hold them liable by reason of the fact that they are or were acting in such capacity, and (ii) reasonable payments made by them in satisfaction of any judgment, money decree, fine, penalty or settlement for which they may have become liable in any such action, suit or proceeding. Such person shall not be indemnified by the corporation against suits brought by or on behalf of the corporation, seeking to hold them liable by reason of the fact that they are or were acting in such capacity, unless such person is found blameless by a court of law or other properly constituted tribunal.

## ARTICLE XIII. DISSOLUTION

The Council of Delta Gamma Fraternity must approve any dissolution. In the event ChapterName of Delta Gamma Fraternity shall cease to exist, the affairs of the corporation shall be liquidated when required by the Delta Gamma Fraternity, and its net assets shall be transferred to the Delta Gamma Fraternity, an Ohio corporation and held in trust in the name of HouseCorporationName until such time as it reincorporates or for a period of ten years, whichever occurs first. Should the property be owned by FHC, the net assets shall remain with the parent organization.

A house corporation may vote to dissolve in order to become an LLC held by the Fraternity Housing Corporation (FHC) or a member of the Fraternity Management Corporation (FMC). If the corporation holds title to real property, it must first transfer title to FHC and all assets before the corporation can be legally dissolved.

In the event the board fails to carry out its duty by either a breach of fiduciary duty, failure to have the required number of directors, mismanagement of the affairs of the corporation, embezzlement of funds, incompetency or neglect of the property it manages, Fraternity Council may, upon notice to the members of the corporation, direct FHC to dissolve the corporation and move to the LLC/FMC model. Notice of Council’s decision through the Delta Gamma website may be used to comply with this requirement.

This Article shall not be altered, modified or rescinded without the prior written permission of the Council of Delta Gamma Fraternity.

Adopted on: Date

Bylaws committee signatures

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(In case of Bylaw revision)

Revised: RevisionDate