

BY-LAWS OF THE ANDRONICUS ALUMNI ASSOCIATION

ARTICLE I

Establishment

I.1 This organization shall be known as the ANDRONICUS ALUMNI ASSOCIATION, herein referred to as the Association. The Association is a California corporation and an Alumni Association organization of the Alpha Rho Chi Fraternity.

I.2 The objective of the Association shall be as follows:

- a. To acquire, hold legal title to, manage and control a chapter house for the benefit of the Andronicus Chapter.
- b. To promote and ensure the continuing existence of the Andronicus Chapter of Alpha Rho Chi Fraternity.
- c. To promote the active involvement and professional development of the Alumni of the Alpha Rho Chi Fraternity.

ARTICLE II

Membership

II.1. Membership in the Association is open to all Alumni, Non-Graduate, Honorary, and Faculty members of the Andronicus Chapter and other Chapters of Alpha Rho Chi Fraternity.

II.2. All Active members of the Andronicus Chapter in good standing at the time shall be eligible to become Members of the Association upon graduation from the University of Southern California. The Board of Directors shall determine on a case-by-case basis the eligibility of other persons meeting the criteria of Paragraph II.1.

II.3. A member who is eligible under provisions of Paragraph II.2 shall be considered a Member of the Association upon payment of membership dues.

II.4. A member who is eligible to membership by the provisions of Paragraph II.2 shall be exempt from payment of membership dues until the first Annual Business Meeting subsequent to their membership.

II.5 The body of Members herein shall be referred to as the General Membership.

ARTICLE III

Board of Directors

III.1 The Executive Power of the Association shall be vested in the Board of Directors.

III.2 The Board of Directors shall be composed of the following elected officers: President, Vice President, Secretary, Treasurer, and Sergeant-at-Arms

III.3 The Board of Directors shall be elected by the General Membership at the Annual Business Meeting. Each officer of the Board of Directors shall hold office for a term of one year.

III.4 The President shall have been an officer of the Board of Directors for at least one year prior to being elected to the office to the President.

III.5 In executing the responsibility of the Association to manage the Chapter House and related property, the Board of Directors shall have the power to collect monies from the Andronicus Chapter and residents of the Chapter House and to pay monies for expenses including, but not limited to repairs, mortgage, taxes and insurance.

III.6 The Board of Directors shall have the power to execute the business of the Association not specifically reserved for the General Membership.

III.7 The Board of Directors shall have the power to establish and dissolve committees to assist in the execution of the business of the Association and the duties of the Board of Directors. The Board of Directors shall have the power to sustain a committee created by a motion of the General Membership beyond the term stated by the motion, but not by more than one additional year.

III.8. The Board of Directors shall have the power to appoint Members as delegates to represent the Association.

ARTICLE IV

Duties of the Officers the Board of Directors

IV.1 The President

- a. Shall be the keeper of the official seal of the Association.
- b. Shall preside over Board and Business meetings.
- c. Shall make all appointments, with the advice and consent of the Board of Directors.
- d. Shall be responsible for all business filings.
- e. Shall be the keeper of records pertaining to this office.

IV.2 The Vice President

- a. Shall be the liaison between the Association and the Andronicus Chapter.
- b. Shall be responsible for the recruitment of Association members, including existing Alumni members and recent graduates who meet the criteria for membership in the Association.
- c. In the absence of the President, shall preside over Board and Business meetings.
- d. Shall be the keeper of records pertaining to this office.

IV.3 The Secretary

- a. Shall take minutes at all Board and Business meetings and submit them to the Board of Directors for review prior to the next Board Meeting.
- b. Shall record attendance at all official Association meetings, events and functions.
- c. Shall be responsible for all official correspondence for the Association.
- d. Shall be the keeper of the branding and graphic identity of the Association.
- e. Shall be the keeper of records pertaining to this office.

IV.4 The Treasurer

- a. Shall have charge of the general finances for the Association.
- b. Shall collect all dues and fees owed the Association.
- c. Shall prepare and submit at each Board and Business meeting a written report showing current account balance for all Association financial accounts and paid membership.
- d. Shall submit, in collaboration with the President, a complete financial statement each year, as required by Federal, State, and Local regulations.
- e. Shall be responsible for all financial reports sent to the Worthy Grand Estimator of the Alpha Rho Chi Fraternity or the State of California, as required.
- f. Shall be the keeper of all financial records of the Association, including the checkbook.
- g. Shall arrange for the collection of rent from the residents of the Chapter House.
- h. Shall be the keeper of records pertaining to this office.

IV.5 The Sergeant-at-Arms

- a. Shall coordinate all meetings called by the President.
- b. In the absence of both the President and the Vice President, shall preside over Board and Business Meetings.
- c. Shall be the keeper of records pertaining to this office.

ARTICLE V

Association Meetings

V.1 The Annual Business Meeting shall be held within 30 days upon the conclusion of the Association fiscal year. Additional Business Meetings may be called at the discretion the President.

V.2 The President shall notify the General Membership of the date, time and location of the Annual Business Meeting and any additional Business Meetings that require the presence of the General Membership, not less than 30 days prior to the date of the meeting.

V.3 A number of Association Members equal to the number or corporate officers required by the State of California shall constitute a quorum at the Annual Business Meeting. A simple majority of the Board of Directors must be present to constitute a quorum at any Business Meeting including the Annual Business Meeting.

V.4 The following business of the Association is reserved for execution by the General Membership and shall be conducted at the Annual Business Meeting, or at an additional Business Meeting called specifically for that purpose:

- a. Elect an eligible Member to the Board of Directors.
- b. Remove an elected officer of the Board of Directors.
- c. Adopt and revise the By-Laws and other legally binding rules and regulations of the Association.

V.5 The Board of Directors shall hold Board Meetings as called by the President.

- a. Board Meetings shall be open to the General Membership.
- b. The President shall notify the other officers of the Board of Directors of the date, time, and location of all Board Meetings not less than 48 hours prior to the meetings.

V.6 A simple majority of officers of the Board of Directors shall constitute a quorum at any Board Meeting. All business at a Board Meeting shall be confirmed by simple majority vote of the officers present, except as listed below:

- a. Sale or liquidation of the Association property shall require a 4/5 vote of the entire Board of Directors.
- b. Capital improvements to the real property of the Association shall require 4/5 vote of the entire Board of Directors.
- c. Purchases, acquisition or donations of or in excess of 15% of the current cash holdings of the Association shall require a 4/5 vote of the entire board of directors.

ARTICLE VI

Elections & Voting

VI.1 Voting Members at a Business Meeting are those defined as Members in Article II and deemed by the presiding officer in attendance of the meeting. Voting Members at a Board Meeting are the officers of the Board of Directors. Voting by proxy is prohibited as per California State Corporate Code.

VI.2 Any Voting Member may make a motion upon recognition by the presiding officer of the meeting.

VI.3 Business meetings shall be governed in accordance with the most recent version of Roberts Rules of Order. At Board Meetings and other official meetings of the Association, the governance of Robert's Rules of Order is at the discretion of the presiding officer of the meeting.

VI.4 Motions to amend the By-Laws may be made by any Member and shall be submitted in writing to the Secretary not less than 14 days prior to the Annual Business Meeting. The General Membership shall be notified of all Motions to amend the By-Laws not less than 10 days prior to the Annual Business Meeting.

VI.5 Motions to amend the By-Laws and other business listed in Paragraph V.4 shall be confirmed by three quarters majority of Voting Members present at the Business Meeting. All other business shall be confirmed by simple majority of Voting Members present at the business meeting, unless otherwise specified by Roberts Rules of Order.