

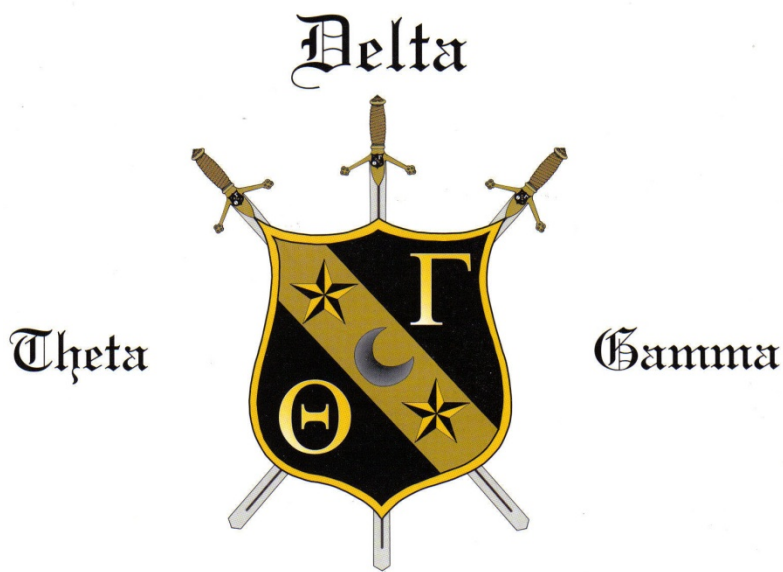
# *Delta Theta Gamma*

*Incorporated*

*Delhi, NY*

*1995*

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**Incorporated - 1995**

Constitution  
As Amended by the Executive Board  
August 9<sup>th</sup>, 2015

A non – For Profit Corporation  
Incorporated Under the Laws of  
The State of New York



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## **ARTICLE I OFFICES**

The principle office of the corporation shall be at 179 Main Street in the Village of Delhi of Delaware County in the state of New York. The corporation may also have offices at such other locations within or without of this state as the board may from time to time determine or the business of the corporation may require.

## **ARTICLE II PURPOSE**

The purpose for which this corporation has been organized is as follows:

1. To purchase and manage a house in Delhi, NY
2. To be the alumni based advisory board that maintains fraternity, money, traditions, standards and property.

## **ARTICLE III MEMBERSHIP**

### **Article III - Section 1 Qualifications for Membership**

All Delta Chapter alumni who are in good standing, (dues and fines paid in full) who have purchased a minimum of one “share” at twenty dollars (\$20) shall be eligible for membership in the corporation. Any member whose dues are not paid in full may have his rights and privileges revoked.

### **Article III - Section 2 Membership Meetings**

The **annual membership meeting** of the corporation shall be held on a weekend no more than two (2) weeks prior to the first week of the academic fall semester of SUNY Delhi. In the event the annual meeting cannot be held during that time the directors shall fix a day not beyond the second week of the Fall Academic semester of SUNY Delhi as fixed by these by-laws. The Secretary shall contact all active members in good standing by written correspondence [electronic mail is preferred] stating the time and place of the annual meeting. If written correspondence is not feasible any other means of communication is acceptable.

The presence at the annual membership meeting of not less than ten (10) members or one-third (1/3) of the total membership (whichever is greater) shall constitute quorum and shall be necessary to conduct the business of the corporation. (Amended 3/97) However a lesser number may adjourn the meeting for a period of not less than four weeks from the date scheduled by the by – laws. The secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

**Regular meetings** of the corporation shall be held quarterly. Time and place are up to the discretion of the executive board. Any three (3) officers / directors assembled at a regular meeting shall constitute a quorum (amended 3/97).

**Special meetings** of the corporation may be called by the director(s). The secretary shall cause a notice of such meeting to be mailed to all members at their addresses as it appears in

the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place, and purpose of the meeting and by whom it was called.

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the corporation. And that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll who are in good standing and has been a member for at least 1 full year (Amended 8/2000) shall be entitled to a vote.

### **Article III - Section 3 Fixing Record Date**

For the purpose of determining the members entitled to notice of, or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty or less than ten days before any such meeting, nor more than fifty days prior to any other actions.

### **Article III - Section 4 Actions by Members without a Meeting**

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

### **Article III - Section 5 Proxies**

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. The member must sign and date every proxy. No Proxy shall be valid after the nearest quorum meeting after the date of said proxy. Every proxy shall be revocable at the pleasure of the member executing it. Except as otherwise provided by law.

### **Article III - Section 6 Order of Business**

The order of business at all meetings shall be as follows:

1. Recite the Theta Gamma Prayer
2. Call meeting to order
3. Roll call
4. Reading and acceptance of the minutes of the preceding meeting
5. Officers reports
6. Committee reports
7. Old and unfinished business
8. New business

- 9. Announcements
- 10. Adjournment

### **Article III - Section 7 Membership Dues**

Membership Dues shall be as follows:

1. First Share Certificate and First Year's Dues - Twenty-Five Dollars (\$25)
2. Annual Dues Renewal Every Year After – Twenty Dollars (\$20) per Share
  - a. Any Member's first share is irrevocable and non-forfeitable unless removed from membership.
3. Each additional share certificate after the first – Twenty-Five Dollars (\$25)
  - a. *Each share purchased will represent one vote at the annual meeting for general business only (amended 3/97) [Formatting Changes Made]*
4. In the event a member does not renew their membership they will be required to pay the renewal fee for each year not renewed not to exceed three years of renewal dues (\$60) in order to attain "Active Member" Status.
5. All members must be in good standing and owe no monetary penalty to the corporate board and/or active chapter in order to purchase shares and/or renew membership.
6. Lifetime Membership may be purchase optionally for \$500.00
  - a. Lifetime Membership is Nonrefundable and Nontransferable.
7. Any Membership may be revoked for conduct unbecoming of a brother as determined by the corporation.

## **ARTICLE IV      DIRECTORS**

### **Article IV - Section 1 Management of the Corporation**

The executive board shall serve on the board of directors. The board of directors shall manage the corporation. Each director must be at least nineteen years of age.

### **Article IV - Section 2 Elections and Terms of Directors**

At each annual meeting of the members, the membership shall elect executive board officers to hold office until the next annual meeting. Each officer shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignations or removal.

Directorship is reserved for brothers who have exemplified the values of Theta Gamma and is a life time position. The Board of Directors shall elect additional members to the board by a majority vote of all directors.

### **Article IV - Section 3 Increase or Decrease in the number of Directors**

The number of directors may be increased or decreased by majority vote of all directors. No decrease in number of directors shall shorten the term or any incumbent.

### **Article IV - Section 4 Newly Created Directorships and Vacancies**

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exist. (Unless otherwise provided in the certificate of incorporation) Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the membership. A director elected to fill a vacancy caused by resignation; death or removal shall be elected to hold office for the unexpired term of his predecessor.

### **Article IV - Section 5 Removal of Directors**

Any or all of the directors may be removed for cause by majority vote of the members or by action of the board. Directors may be removed without cause only by two-thirds vote of the board

### **Article IV - Section 6 Resignation**

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

### **Article IV - Section 7 Quorum of Directors**

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or any specified item of business

### **Article IV - Section 8 Action of the Board**

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, (if a quorum is present at such time) shall be the act of the board. Each director shall have one vote.

### **Article IV - Section 9 Place and Time of Board Meetings**

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

### **Article IV - Section 10 Regular Annual Meeting**

A regular annual meeting of the board shall be held immediately following the annual meeting of the members at the place of such annual meeting of members.

### **Article IV - Section 11 Notice of Meeting of the Board, Adjournment**

Regular meetings of the board may be held without notice at such time and place, as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors. And may be called by the president upon three days notice to each director either personally, by mail, and / or wire. Special meetings shall be called by the president or by the secretary in a like manner on written request of two or more directors. Notice of a meeting need not be given to any director who submits a waiver or notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

#### **Article IV - Section 12 Chairman**

At all meetings of the board the president, or in his absence, a chairman chosen by the board shall preside

#### **Article IV - Section 13 Executive and Other Committees**

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee consisting of three or more directors. The president may appoint a committee consisting of three or more members. Each committee shall serve at the pleasure of the board.

### **ARTICLE V      OFFICES**

#### **Article V - Section 1    Offices**

The board may elect or appoint a President, Vice-President, Secretary, and Treasurer and such other officers as it may determine such as an Assistant Secretary and Assistant Treasurer. The active chapter president shall be the Chapter Liaison. The officers shall have such duties, powers and function as hereinafter provided.

#### **Article V - Section 2    Elections and Terms**

**Election** shall be held at the annual membership meeting. Elections for the offices of President and Treasure shall be held in years that end with an odd number. Elections for the offices of Vice-President and Secretary shall be held in years that end with even numbers. Chapter Liaison shall be the elected by the active chapter membership in accordance with their constitution and by-laws.

**The term of offices** for President, Vice President, Vice President of House Affairs Secretary, and Treasure are two-year terms. The office of Chapter Liaison is a yearly term. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.



### **Article V - Section 3 Removal, Resignation and Expenses**

Any officer elected, or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the un-expired term. Any two or more offices may be held by the same person, except the offices of President and Secretary. Officers shall be reimbursed for reasonable expenses occurred during the performance of their duties.

### **Article V - Section 4 *President***

The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the members and of the board. He shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

### **Article V - Section 5 *Vice-President***

During the absence or disability of the president, the vice-president (if more than one vice-president the executive vice president) Shall have all the powers and functions of the president. Each vice-president shall perform such other duties, as the board shall prescribe. The vice-president shall keep a detailed record of Brothers standings. (Amended 3/97)

### **Article V - Section 6 *Vice President of House Affairs***

The Vice President of House Affairs shall manage all house affairs

### **Article V - Section 7 *Treasurer***

The treasure shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect. He shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president. He shall also sign all checks, drafts, notes and orders for payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president. He shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during normal business hours. At the end of each corporate year, there shall be an audit of the accounts of the corporation made by a committee appointed by the president; the committee shall present such audit in writing at the annual meeting of members. At which time the treasurer shall also present an annual report setting forth in full the financial conditions of the corporation.

### **Article V - Section 8 *Assistant Treasurer***

During the absence or disability of the treasure, the assistant-treasure shall have the powers and functions of the treasurer.

### **Article V - Section 9 *Secretary***

The secretary shall keep minutes of the board of directors and also the minutes of the members. He shall have the custody of the seal of the corporation and shall affix and attest the

same to documents when duly authorized by the board of directors. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, the time they became members and the amount of shares they poses.

#### **Article V - Section 10 Assistant-Secretary**

During the absent or disability of the secretary, the assistant-secretary shall have the powers and functions of the secretary

#### **Article V - Section 11 Chapter Liaison**

The chapter liaison shall be an additional link between the active chapter membership and the corporation. He shall be the voice and vote of the active chapter membership within the corporation. He shall also perform such other duties, as the board shall prescribe.

#### **Article V - Section 12 Sureties and Bonds**

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum with surety or sureties as the board may direct. Conditioned upon the faithful performance of his duties to the corporation and included responsibility for negligence and for the accounting for all property, funds or securities of the corporation, which may come into his hands.

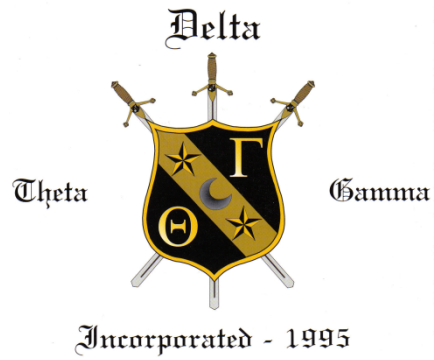
**ARTICLE VI**

**SEALS AND CREST**

The seal of the corporation shall be as follows:

**[Insert Official Corporation Seal Here]**

The official Crest of the corporation shall be as follows:



**ARTICLE VII      CONSTRUCTION**

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

**ARTICLE VIII      AMENDMENTS**

The constitution (fundamental principles of government) may be amended by the membership at the time they are entitled to vote in the elections of directors. Amendments to the constitution shall require a two-thirds (2/3) affirmative vote of those members present at the annual meeting. Said amendment must be submitted in writing and must be placed on the table for at least one meeting not less than thirty (30) days from the date submitted. The members and or the board of directors may establish by-laws (standing rules of an organization) at any meeting as long as there is quorum.

**ARTICLE IX      DOCUMENT HISTORY**

<b>Revision</b>	<b>Description of Change(s)</b>	<b>Date Changed</b>
<b>Original</b>	Original Document	N/A
<b>1</b>	Spelling, Grammar, & Document Structure Updates.  Addition of Table of Contents  Update to Proxies Section  Update to Membership Dues Section  Addition of Document History Table	8/9/2015

## **BY – LAWS**

While the fraternity, the corporate board and its members do not condone underage drinking or any other illegal activity, we recognize the atmosphere and tendencies of college life, and in the interest of public safety require all members to attend alcohol awareness, drug awareness and risk management courses.

All members are aware that they are solely responsible for their own actions.

The chapter shall submit to the corporation president and treasurer at the conclusion of each semester a financial budget to include a detailed description of expenses for the upcoming semester.

Directors and their wives are not required to pay for functions held by Delta Theta Gamma but are encouraged to make a financial donation at said event.

The corporate board reserves the right to ban any member from participation with in Delta Theta Gamma for just cause for a period of time deemed appropriate by the corporate board.

  
**CORPORATION – TREASURY**

Article IX - Section 1.A

*Submitted By: Lee Brigdes (Fall 1991)*

*Approved By Delta Theta Gamma Incorporated January 2002*

- All Dues and Rent are to be paid to the Corporation treasurer.
- All Money is to be paid out by the beginning of each semester. (Within the first Two Weeks') **NO EXCEPTIONS.**
- Anyone Unable to comply with the Terms of Payment Must send in Writing the Reasons Why to the Corporate President And Treasurer.
- Once Money Has Been Received By the Corporation, the corporation treasurer will manage said money to pay bill and distribute it to the chapter as requested by the budget process.
- The corporation shall pay each month
  - 10% of the total cost of electric
  - Fees for internet service
  - Fees for garbage removal
  - Fees for heating the house
  
- The Chapter Treasurer Will handle all Social Dues.
  
- All Fines Will Be Made Payable to the Corporation. A Written Summary of All Fines Will Be Submitted Every Two Weeks. Any Brother Not Paying Fines Will Be Considered In Bad Standing.
- Any Brother Who Has Not Paid the Money Owed to The Corporation, Will Not Be Able to Attend Social Events (i.e. Semi Formal, Pig Roast, Social Events) Held By The Fraternity
- Any Brother Not in Good Standing with the Corporation Will Not Be Able to Vote at Meetings until Payment Has Been received.
- Good Standing Means All Money Owed To Corporation Is Paid in The Time Period Stated Earlier. Or Some Other Payment Arrangement Is Made With The Corporate Board.
- All executive officers, chapter and corporate must be in good standing at all times. If Not said officer is subject to removal from office.
- All Books Pertaining To The Handling Of Money Must Be Accessible To The Corporation At All Times. **(ALL DISCREPANCIES MUST BE EXPLAINED)**
- An Audit Will Be Conducted Every Semester. By Corporation Treasurer and a Representative from The Corporate Executive Board, Along With Chapter Executive Board.
- All Books Will Be Reviewed
  - Explanations of expenses shall be given to the corporation for Social events (i.e. pledging, Pig Roast, other events)

The corporate board will review the results of the audit and determine how the chapter stands financially. This will determine what future actions the corporate board will take.

1. Additional allocation of money
2. Repairs to the house
3. Cutting Back of social functions
4. Raising of rent.
5. Placing brothers in bad standing.
6. Approval of budgets.
7. Etc.