

**Bylaws of  
Chi Phi Wisconsin Alumni Association, Inc.**

**“All of the knowledge in the world is of no consequence if we cannot get along with our fellow man. Life in a fraternity house teaches us the necessity for getting along with others and gives us the opportunity to practice what we learn. The friendships you made in Chi Phi you will carry with you all your life... not for four years, but for forty.”**

**Judge L.Z. Rosser, Gamma Chapter 1909, National Director Emeritus**

**Article I - Purpose**

Chi Phi Wisconsin Alumni Association, Inc. (the “Association”) is a nonprofit corporation existing under the laws of the State of Wisconsin that is recognized as tax-exempt under Section 501(c)(7) of the Internal Revenue Code and is operated to:

- maintain the mission and vision of this Association and the Chi Phi Fraternity;
- support and provide guidance to the Kappa Chapter of the Chi Phi Fraternity;
- maintain the Chapter House at 200 Langdon Street, Madison, Wisconsin;
- foster a spirit of educational growth and responsibility for both academic and social endeavors and provide proper housing and study facilities for students enrolled in an academic curriculum at the University of Wisconsin.

**Article II - Membership**

**Section 2.1 Eligibility and Rights**

The Association shall have four categories of membership:

1. Student Members: Persons who are currently enrolled students of the University of Wisconsin-Madison and who either are lessees of the Chapter House at 200 Langdon or are Active Members of the Kappa Chapter of the Chi Phi Fraternity shall be Student Members.
2. Alumni Members: Persons who have graduated from the University of Wisconsin while Active Members in good standing of the Kappa Chapter of the Chi Phi Fraternity shall be Alumni Members.

3. Active Alumni Members: Alumni Members who maintain active registration with the Association and the National Fraternity and have paid the Association annual dues as required from time to time shall be Active Alumni Members.
4. Honorary Members: Persons who are alumni members of other chapters of the Chi Phi Fraternity shall be Honorary Members.

Only Active Alumni Members shall be eligible to vote or to hold office on the Association Board of Directors.

### **Section 2.2 Dues Assessment**

2.2.1 Dues for Active Alumni Members shall be determined annually by the Board. Additional dues may be assessed by the Board of Directors to cover additional costs related to specific activities that are undertaken by the Association throughout the year.

2.2.2 Dues are payable upon receipt of the dues statement.

2.2.3 Dues are not pro-rated.

### **Section 2.3 Annual Meeting of Members**

This Association shall conduct at least one (1) general membership meeting per year (the “Annual Meeting of the Association”). The purpose of the Annual Meeting of the Association is to elect Directors. No fewer than seven (7) days’ notice shall be given for the conduct of any general meeting.

The Annual Meeting of the Association shall take place between September 1st and December 31st each year. The Annual Meeting of the Association may be held virtually.

### **Section 2.4 Special Meetings**

Special meetings of the Association may be called at the discretion of the President or by written request of at least three (3) Active Alumni Members. No fewer than fourteen (14) days’ notice shall be provided for any special meeting.

### **Section 2.5 Attendance and Voting**

Attendance at the Annual Meetings and any Special Meeting is open to all Members. Each Active Alumni Member has one vote on any matter submitted to the Members. All matters submitted to the Members are determined by a majority vote of those Active Alumni Members present and voting.

## **Section 2.6 Quorum**

Ten (10) percent of the votes entitled to be cast on a matter must be represented at a meeting of the Members to constitute a quorum on that matter. Each Active Alumni Member shall have one (1) vote.

## **Section 2.7 Board Nominations**

Nominations for a Board candidates may be submitted beforehand by email to the Secretary at the email address [alumni@ChiPhiMadison.org](mailto:alumni@ChiPhiMadison.org) or other email address published electronically. A list of nominees shall be published with the Annual Meeting agenda. Nominations may be taken from the floor at the Annual Meeting at any point prior to the elections.

Elections will immediately follow the close of nominations from the floor. Voting shall be by secret ballot. Voting rules shall be established by the Board and publicized with the Notice of the Annual Meeting. If a quorum is present, a majority vote of those Active Alumni Members in attendance at the Annual Meeting is needed to elect.

## **Section 2.8 Action by Written Ballot**

An action that may be taken at a meeting of members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter.

A written ballot shall:

- (1) set forth each proposed action; and
- (2) provide an opportunity to vote for or against each proposed action.

Approval by written ballot under this section is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Solicitations for votes by written ballot shall:

- (1) indicate the number of responses needed to meet the quorum requirements;
- (2) state the percentage of approvals necessary to approve each matter other than election of directors; and
- (3) specify the time by which a ballot must be received by the Association in order to be counted.

## **Article III – Board of Directors**

### **Section 3.1 Board**

3.1.1 The Board of Directors (the “Board”) shall be composed of a minimum of three (3) and up to a maximum of nine (9) individuals (the “Directors”). Only Active Alumni Members are eligible to become Directors.

3.1.2 Board meetings shall be presided over by the President.

3.1.3 The Executive Committee shall be comprised of all the officers, and shall be the only standing committee of the Association. The Executive Committee shall have and may exercise, when the Board is not in session and without specific delegation, all of the powers of the Board in the management of the affairs of the Association, except action with respect to election of officers or the filling of vacancies on the Board or on committees. [confirm]

3.1.4 Other committees may be formed by the Board to aid in the maintenance of alumni records, communication efforts, alumni events and fundraising efforts. These ad hoc committees shall be considered for reappointment or termination at each Annual Meeting. Ad hoc committees are advisory only.

3.1.5 The Board shall conduct all business of the Association between membership meetings, conduct events of the Association, authorize and account for the expenditure of funds of the Association, and do all things necessary and proper for the orderly conduct of the Association.

3.1.6 A simple majority of all current Directors shall constitute quorum at all Board meetings.

### **Section 3.2 Officers and Duties**

3.2.1 The officers of this Association shall be the President, Vice-President, Secretary, Treasurer, and Chapter Advisor.

3.2.2 Each officer shall be responsible for performing the duties prescribed herein.

3.2.3 Following the Annual Meeting of Members, officers shall be elected by the Board at the Annual Meeting of the Board. The officers shall be elected from among the Directors and serve for one year or until the next Annual Meeting of the Board.

3.2.4 Any officer of the Association may be removed from office at any time for any reason by a two-thirds (2/3) vote of all Directors.

### **Section 3.3 President (Alpha)**

The duties of the President shall be:

- 3.3.1 Schedule, organize, and chair all Board meetings, general meetings, and special meetings of the Association.
- 3.3.2 Oversee operations and have general supervision over the affairs of the Association.
- 3.3.3 Ensure that the Association is meeting its obligations to the Chi Phi National Fraternity.
- 3.3.4 Appoint chairmen of committees as needed.
- 3.3.5 Serve as Association delegate to the National Congress of the Chi Phi Fraternity, or appoint a substitute subject to the approval of the board.
- 3.3.6 With the Board, review by-laws annually for needed corrections, changes and updates.
- 3.3.7 Discuss with the Association members any pending Congressional business so that the Association's views can adequately be represented.
- 3.3.8 Coordinate the conduct of elections with the Secretary. The President shall conduct elections unless he is directly involved as a candidate, in which case the next highest-ranking officer shall serve.
- 3.3.9 Maintain a manual of operations to be passed to the next President, and schedule a transition meeting.
- 3.3.10 Serve as liaison to the University of Wisconsin-Madison.
- 3.3.11 Be the chief executive officer.

### **Section 3.4 Vice-President (Beta)**

The duties of the Vice-President shall be:

- 3.4.1 Assume the duties of the President in his absence.
- 3.4.2 Be a member ex-officio of all committees and shall report the activities and progress of same to the President.
- 3.4.3 Be responsible for auditing the Association's financial books at least one (1) time a fiscal year.

3.4.4 Serve as liaison to the Chi Phi National Headquarters.

3.4.5 Assist the President in the business and activities of the Association.

### **Section 3.5 Secretary (Gamma)**

The duties of the Secretary shall be:

3.5.1 Keep minutes of all Board meetings and general Association meetings.

3.5.2 Maintain a membership list and directory, as well as attendance records of meetings.

3.5.3 Maintain a history of the Association.

3.5.4 Handle the Association's correspondence directed by the President or the Board.

3.5.5 Send notice of all meetings, changes of officers, events, death of member, and all required reports to the Chi Phi National Headquarters.

3.5.6 Maintain and distribute a list of the Kappa Chapter Alumni, and update names, addresses, and email addresses with Chi Phi National Headquarters.

3.5.7 Keep in safe custody the Seal of the Association and when authorized by the board affix the same to any instrument requiring it, and when so affixed it shall be attested by his signature. [does this still exist?]

3.5.8 Maintain a list of Active Alumni Members: those members with active registration with the Association and the National Fraternity and who have paid the Association annual dues as required from time to time.

### **Section 3.6 Treasurer (Delta)**

The duties of the Treasurer shall be:

3.6.1 Prepare budget for approval by the Board.

3.6.2 Pay all bills of the Association and maintain an accounting in books belonging to the Association of all income and expenses that shall be audited at the conclusion of each fiscal year by the Vice-President.

3.6.3 Make regular financial reports to the Board and general membership.

3.6.4 Maintain the Association's bank account in a federally insured bank.

- 3.6.5 Receive rents and other monies due the Association.
- 3.6.6 Be responsible for maintaining Fire and Liability insurance on the Chapter House, and other insurance as deemed appropriate.

### **Section 3.7 Chapter Advisor (Epsilon)**

The duties of the Epsilon shall be:

- 3.7.1 Serve as Chairman of the Chapter Advisory Committee.
- 3.7.2 Be responsible for communication and representation between the Association and the Kappa Chapter.
- 3.7.3 Maintain weekly communication with the Kappa Chapter.
- 3.7.4 Be responsible for communication and representation between the Association and the University of Wisconsin Madison Fraternity & Sorority Life and the Interfraternity Council.

### **Section 3.8 Board Terms**

Directors shall serve a term of three (3) years. Terms lengths shall be staggered such that approximately one-third (1/3) of the Director terms expire each year. New Directors shall be installed at the first meeting following their election.

### **Section 3.9 Board Vacancy, Resignation, and Removal**

- 3.9.1 Should a vacancy occur in any office, the vacancy shall be filled by the President and said appointee shall serve the remainder of the current term of office.
- 3.9.2 A resignation by a Director must be in writing and is effective when received by the President or Secretary.
- 3.9.3 Any Director may be removed from the Board for any reason by a vote of **two-thirds (2/3)** of all Active Alumni Members. [confirm threshold for removal] The Director who is subject to the vote shall be recused and shall not be counted for the purpose of calculating the required threshold.
- 3.9.4 Any officer of the Association may be removed from office at any time for any reason by a two-thirds (2/3) vote of all of the Directors. The officer who is subject to the vote shall be recused and shall not be counted for the purpose of calculating the required threshold.

### **Section 3.10 Board Installation**

Upon installation each officer shall take the oath prescribed within the constitution of the Chi Phi Fraternity, which shall be administered by the outgoing President to the President-elect, and by the President-elect to the other new officers.

### **Section 3.11 Manner of Acting**

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law or by these Bylaws.

### **Section 3.12 Action Without a Meeting**

In accordance with § 181.0821, Wis. Stats., any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by two-thirds of the Directors entitled to vote with respect to the subject matter thereof, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds of the Directors has the same effect as a two-thirds vote and may be stated as such in any document filed with the Department of Financial Institutions.

### **Section 3.13 Compensation**

Directors will not be paid compensation for their services as Directors, provided that nothing herein contained will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Association in another capacity.

### **Section 3.14 Meetings by Electronic Means of Communication**

Members of the Board of Directors or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided, (1) all participating directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

### **Section 3.15 Notice**

Meetings must be preceded by at least forty-eight hours' notice to each Director, or seventy-two hours' notice if notice is given by mail or private carrier. A meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a



Director is to be considered requires seven days' advance written notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Notice may be given by E-mail.

### **Section 3.16 Conflict of Interest**

The Board shall adopt and abide by a Conflict of Interest Policy, attached as Exhibit A.

## **Article IV - Miscellaneous**

### **Section 4.1 Signature Requirements for Checks**

All checks or drafts drawn on the accounts of the Association shall require the signature of the Treasurer, the President, or the Vice President, consistent with Board policy.

### **Section 4.2 Fiscal Year**

The fiscal year of the Association shall begin on the first day of August and end on the thirty-first day of July in each year.

### **Section 4.3 Parliamentary Procedure**

In any question of parliamentary procedure, Robert's Rules of Order Revised shall be the procedural authority in all cases except that no seconds shall be required.

### **Section 4.4 Dissolution**

This Association shall be dissolved upon the affirmative vote of majority of Active Alumni Members of the Association present at a meeting where quorum is met.

Upon dissolution, the net assets of this Association shall be turned over to the Red Triangles Scholarship Fund at the University of Wisconsin Foundation and to Chi Phi Educational Trust (or other such fund of the Chi Phi National Fraternity that is exempt under section 501(c)(3) of the Internal Revenue Act of 1954). **[confirm beneficiary of assets]**

This Association shall not have the power to dissolve itself while there are five (5) dissenting Active Alumni Members.

### **Section 4.5 Amendments**

- 4.5.1. These Bylaws may be amended or repealed, and new Bylaws may be adopted upon the vote of two-thirds (2/3) of the Directors then in office, provided that a statement of the nature of the proposed amendment is included in the notice of such meeting. Notwithstanding the foregoing, any amendment or repeal of these

Bylaws that alters or affects the rights of members shall require the approval of the Members. Such approval must be obtained by a majority vote of the Active Alumni Members present and voting at an Annual or special meeting in which a quorum is present.

4.5.2. By Members. These Bylaws may be amended or repealed and new Bylaws may be adopted by a vote of a majority of the Active Alumni Members present in person at an Annual or special meeting at which a quorum is present, provided that notice of the meeting is given stating the proposed amendment, repeal or new Bylaws to be considered.

4.5.3. If any change in the Chi Phi Fraternity Constitution or policies shall at any time necessitate amending these Bylaws, such amendments shall take place automatically without need for a vote by the Board or the members.

#### **Section 4.6 Contracts**

The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

#### **Section 4.7 Deposits**

All funds of the Association will be deposited from time to time to the credit of the Association in such banks, trust companies or other depositaries as the Board of Directors may elect.

#### **Section 4.8 Gifts**

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Association.

#### **Section 4.9 Books and Accounts**

The Association will keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, the Association will cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

#### **Section 4.10 Indemnification**

The Association shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and officer of the Association against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Association. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may

otherwise be entitled. The Association shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify any employee who is not a Director or officer of the Association, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Association. The Association may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, officers, or employees.

#### **Section 4.11 Revisions**

These Bylaws were last revised on \_\_\_\_\_, 2025.