



**SAMPLE BYLAWS**

**BYLAWS OF \_\_\_\_\_ HEAD START ALUMNI CHAPTER**  
**[Name of Alumni Group]**

These Bylaws (referred to as the "Bylaws") govern the affairs of \_\_\_\_\_ [name of Alumni Group], a nonprofit Alumni Chapter referred to as the "The Alumni") of the National Head Start Association Alumni Society (organized under the Non-Profit Alumni Group Act (referred to as the "Act").

**ARTICLE I**

**OFFICES**

**Principal Office**

The principal office of the Alumni Chapter shall be located at \_\_\_\_\_ (street address, city and state). The Alumni Chapter may have such other offices, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Alumni Chapter.

**Registered Office and Registered Agent**

The Alumni Chapter shall comply with the requirements of the Act and maintain a registered office and registered agent at \_\_\_\_\_ (street address, city and state). The registered office may, but need not be, identical with the Alumni Chapter's principal office listed above. The Board of Directors may change the registered office and the registered agent as provided in the Act.

**ARTICLE II**

**MEMBERS**

**SECTION 1: Classes of Members**

The Alumni Chapter shall have six (6) classes of members, listed and described as follows:

**Class D. Director:** a former Head Start program director with the responsibility for the overall supervision of program staff.

**Class P. Parent:** A person with whom the Head Start child lived during the time the child was in Head Start.

**Class S. Staff:** A person formerly employed by the Head Start program.

**Class SD. Student:** A person who attended the Head Start program as a Head Start student.

**Class F. Friend:** An associate not employed by Head Start with an interest in the well being of the Head Start program.

**Class FD. State and Federal:** A person employed by a state or the federal government in any branch or department related to Head Start.

**SECTION 2: Admission of Members and Renewal of Membership**

Persons may be admitted to membership in the Alumni Chapter by the Board of Directors, if appropriate, or a committee designated by the Board to handle such matters. The Board of Directors, if appropriate, or a Board-designated committee, may adopt and amend application procedures and qualifications for membership in the Alumni Chapter. An affirmative vote of the majority of the Directors, if appropriate, or a Board-designated committee, present and voting, shall be required for admission of any applicant who meets the membership qualifications then in effect. A member may renew membership by paying all required fees and dues and submitting an application for renewal of membership.



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### **SECTION 3: Membership Fees and Dues**

Dues are established by the National Head Start Association Alumni Society and are payable in advance, by members of each class to the Alumni Chapter with the applicable portion as described below forwarded by the local chapter designee to the National Head Start Association.

Director (D)	\$15.00 (\$7.50 for the local Chapter and \$7.50 for the National Society membership)
Parent (P)	\$2.00 (\$1.00 for the local Chapter and \$1.00 for the National Society membership)
Staff (S)	\$10.00 (\$5.00 for the local Chapter and \$5.00 for the National Society membership)
Student (SD)	\$5.00 (\$2.50 for the local Chapter and \$2.50 for the National Society membership)
Friend (F)	\$10.00 (\$5.00 for the local Chapter and \$5.00 for the National Society membership)
State and Federal (FD)	\$15.00 (\$7.50 for the local Chapter and \$7.50 for the national Chapter membership)

### **SECTION 4: Certificates of Membership**

The Board of Directors may provide for the issuance of certificates evidencing membership in the Alumni Chapter. When a person has been admitted as a member and has paid any required fees and dues, the Alumni Chapter shall issue a certificate of membership to the person. Membership certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary. If desired, certificates shall be sealed with the seal of the Alumni Chapter. Membership certificates shall be numbered consecutively, if appropriate, with different sequences of numbers for each class of members. If a certificate is lost, mutilated, or destroyed, a new certificate may be issued. The National Head Start Association Alumni Society will provide certificates to the local Chapter confirming local rosters and National membership.

### **SECTION 5: Voting Rights**

Each member of each class shall be entitled to one vote on each matter submitted to a vote of the members.

### **SECTION 6: Resolution of Disputes**

In any dispute between members relating to the activities of the Alumni Chapter, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more of the mediators, which were pre-determined by the Board of Directors, to help resolve the dispute

### **SECTION 7: Sanction, Suspension, or Termination of Members**

The Board of Directors may impose reasonable sanctions on a member, or suspend or expel a member from the Alumni Chapter, for good cause after a hearing. Good cause includes the default of an obligation to the Alumni Chapter to pay fees or dues for a period of [e.g., 30] days following delivery of notice of default, or a material and serious violation of the Alumni Chapter's articles, in Alumni Chapter bylaws, or rules, or of law. The Board of Directors may delegate powers to a regular or ad hoc committee to conduct a hearing, make recommendations to the Board of Directors, or take action on behalf of the Board of Directors. The Board of Directors or a committee designated by the Board of Directors may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice shall be in writing and delivered at least \_\_\_\_\_ [Number of days/weeks]



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days prior to the hearing. However, shorter notice may be deemed adequate if the Board of Directors [or a committee designated by the Board of Directors to handle a matter involving sanctioning, suspension, or expulsion determines that the need for a timely hearing outweighs the prejudice caused to the member and if a statement of the need for a timely hearing is included in the notice. If mailed, the notice shall be sent by registered or certified mail, return receipt requested. A member shall have the right to be represented by counsel at and before the hearing. The Board of Directors or a committee designated by the Board of Directors to handle a matter involving sanctioning, suspension, or expulsion may impose sanctions, suspend a member, or expel a member by vote of a majority of Directors or a committee designated by the Board of Directors to handle a matter involving sanctioning, suspension, or expulsion who are present and voting.

### **SECTION 8: Resignation**

Any member may resign from the Alumni Chapter by submitting a written resignation to the secretary. The resignation need not be accepted by the Alumni Chapter to be effective. A member's resignation shall not relieve the member of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of the resignation.

### **SECTION 9: Reinstatement**

A former member may submit a written request for reinstatement of membership. The Board of Directors or a committee designated by the Board of Directors to handle the matter may reinstate membership on any reasonable terms that the Board of Directors or committee deems appropriate.

### **SECTION 10: Transfer of Membership**

Membership in the Alumni Chapter is not transferable or assignable. Membership terminates on the dissolution of the Alumni Chapter or the death of a member. Membership in the Alumni Chapter is not a property right that may be transferred after a member's death.

## **ARTICLE III**

### **MEETINGS OF MEMBERS**

#### **SECTION 1: Annual Meeting**

The Board of Directors shall hold an annual meeting of the members at \_\_\_\_\_ o'clock [a.m. or p.m.] on the \_\_\_\_\_ day of [month] each year or at another time that the Board of Directors designates. If the day fixed for the annual meeting is a Saturday, Sunday, or legal holiday in the State of \_\_\_\_\_, the meeting shall be held on the next business day. At the annual meeting, the members shall elect directors and transact any other business that may come before the meeting. If, in any year, the election of directors is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board of Directors shall call a special meeting of the members as soon thereafter as possible to conduct the election of directors.

#### **SECTION 2: Special Meetings**

Special meetings of the members may be called by the president, the Board of Directors, or not less than \_\_\_\_\_ [fraction or percentage not less than one-tenth, e.g., one sixth] of the voting members.

#### **SECTION 3: Place of Meeting**

Meetings of members shall be held at the principal office of the Alumni Chapter or at such other place or places within or without the State of \_\_\_\_\_ as may be designated from time to time by the resolution of the Directors.

#### **SECTION 4: Notice of Meetings**



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Written or printed notice of any meeting of members, [if desired, add: not] including the annual meeting, shall be delivered to each member entitled to vote at the meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting. If the Alumni Chapter has more than 1,000 members at the time the meeting is scheduled or called, notice may be given by publication in any newspaper of general circulation in \_\_\_\_\_ [community in which principal office of Alumni Chapter is located]. The notice shall state the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the president or secretary of the Alumni Chapter, or the officers or persons calling the meeting. If all of the members meet and consent to the holding of a meeting, any corporate action may be taken at the meeting regardless of a lack of proper notice.

The record date for determining the members entitled to vote at a meeting shall be established \_\_\_\_\_ [specify method, e.g., in accordance with the provisions of Article 1396-2.11A of the Revised Civil Statutes]. After a record date is fixed for the notice of a meeting, an alphabetical list of members entitled to receive notice, including their addresses and number of votes each is entitled to cast, will be prepared. The list must contain a listing of members who are entitled to vote at the meeting, although not entitled to receive notice. The list must be available for inspection at the principal office, or other reasonable place in the city in which the meeting will be held, as specified in the meeting notice, during the period from two business days after notice is given until the meeting is held. Any member entitled to vote at the meeting is entitled to access to the list for the purpose of communicating with other members. The member or the member's agent or attorney is entitled to make the inspection on written demand, and to copy the list at a reasonable time and at the member's expense.

### **SECTION 5: Quorum**

The members holding \_\_\_\_\_ [fraction or percent age, e.g., one tenth] of the votes that may be cast at a meeting who attend the meeting in person [if desired, add: or by proxy] shall constitute a quorum at that meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the members present may adjourn and reconvene the meeting one time without further notice.

### **SECTION 6: Actions of Membership**

The membership shall try to act by consensus. However, the vote of a majority of voting members in good standing, present, and entitled vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or the bylaws. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting or of the notice of the meeting or \_\_\_\_\_ (number of days) days prior to the meeting. Voting shall be by ballot or voice, except that any election of directors shall be by ballot if demanded by any voting member at the meeting before the voting begins.

### **SECTION 7: Proxies**

A member entitled to vote may [if desired, add: not] vote by proxy [if voting by proxy is permitted, add: executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy].

### **SECTION 8: Voting by Mail**

The Board of Directors may authorize members to vote by mail on the election of directors and officers or on any other matter that may be voted on by the members.



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### **ARTICLE 4**

#### **BOARD OF DIRECTORS**

##### **SECTION 1: Management of the Alumni Chapter**

The affairs of the Alumni Chapter shall be managed by the Board of Directors.

**SECTION 2: Number, Qualifications, and Tenure of Directors** The number of Directors shall be \_\_\_\_\_ [number or formula so that there are at least three directors, e.g., 11 or a number determined by the Board of Directors that is not less than five and not greater than nine]. Directors \_\_\_\_\_ [need not or shall] be residents of \_\_\_\_\_. Directors [need not or shall] be members of the Alumni Chapter.] Each director shall serve for a term of \_\_\_\_\_ [e.g., two years].

##### **SECTION 3: Nomination of Directors**

At any meeting at which the election of a director occurs, a \_\_\_\_\_ [voting member in good standing or director] may nominate a person with the second of any other \_\_\_\_\_ [voting member in good standing or director]. [If desired, add: In addition to nominations made at meetings, a nominating committee shall consider possible nominees and make nominations for each election of directors. The secretary shall include the names nominated by the nomination committee, and any report of the committee, with the notice of the meeting at which the election occurs.]

##### **SECTION 4: Election of Directors**

A person who meets any qualification requirements to be a director and who has been duly nominated may be elected as a director. Directors shall be elected by the vote of the [membership of the Alumni Chapter or Board of Directors or, [If applicable, add: Directors shall be elected at the annual meeting of the \_\_\_\_\_ (members or Board of Directors).

##### **SECTION 5: Vacancies**

Any vacancy occurring in the Board of Directors, and any director position to be filled due to an increase in the number of directors, shall be filled by the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

##### **SECTION 6: Annual Meeting**

The annual meeting of the Board of Directors may be held without notice other than these Bylaws. The annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members.

##### **SECTION 7: Regular Meeting**

The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

##### **SECTION 8: Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons calling a special meeting shall state the time and place of such meetings and notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the directors as required in the Bylaws.



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### **SECTION 9: Notice**

Written or printed notice of any special meeting of the Board of Directors shall be delivered to each director not less than seven nor more than 30 days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

### **SECTION 10: Quorum**

At all meetings of the Board of Directors, either regular or special, one-third (1/3) of the directors then in office shall constitute a quorum. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice.

### **SECTION 11: Duties of Directors**

4.11. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Alumni Chapter. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. A director is not relying in good faith if the director has knowledge concerning a matter in question that renders reliance unwarranted.

### **SECTION 12: Duty to Avoid Improper Distributions**

Directors who vote for or assent to improper distributions are jointly and severally liable to the Alumni Chapter for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the Alumni Chapter are not thereafter paid and discharged.

### **SECTION 13: Delegation of Duties**

Directors are entitled to select advisors and delegate duties and responsibilities to them. The directors have no liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

### **SECTION 14: Actions of Board of Directors**

The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the bylaws. A director who is present at a meeting and abstains from a vote is [if desired, add: not] considered to be present and voting for the purpose of determining the decision of the Board of Directors. [If proxy voting is permitted, add: For the purpose of determining the decision of the Board of Directors, a director who is represented by proxy in a vote is considered present.]

### **SECTION 15: Proxies**

A director may [if desired, add: not] vote by proxy [if voting by proxy is permitted, add: executed in writing by the director. No proxy shall be valid after three (3) months from the date of its execution].

### **SECTION 16: Compensation**

Directors shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to directors of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the Board of Directors. A director may serve the Alumni Chapter in any other capacity



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and receive compensation for those services. Any compensation that the Alumni Chapter pays to a director shall be commensurate with the services performed and reasonable in amount.

### **SECTION 17: Removal of Directors**

The [Board of Directors or members] may vote to remove a director at any time, [with or without or only for] good cause. [If desired, add: Good cause for removal of a director shall include the unexcused failure to attend \_\_\_\_\_ (e.g., three) consecutive meetings of the Board of Directors.] A meeting to consider the removal of a director may be called and noticed following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the director will be on the agenda [if appropriate, add: and the notice shall state the possible cause for removal]. The director shall have the right to present evidence at the meeting as to why he or she should not be removed, and the director shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Alumni Chapter shall consider possible arrangements for resolving the problems that are in the mutual interest of the Alumni Chapter and the director. A director may be removed by the affirmative vote of two-thirds (2/3) of the [Board of Directors or members].

## **ARTICLE 5 OFFICERS**

### **SECTION 1: Officer Positions**

The officers of the Alumni Chapter shall be a president, a secretary, a vice president, a treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except the offices of president and secretary.

### **SECTION 2: Election and Term of Office**

The officers of the Alumni Chapter shall be \_\_\_\_\_ [include provision for selection of officers so that the terms do not exceed three years, e.g., elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible]. Each officer shall hold office until a successor is duly selected and qualified. An officer may \_\_\_\_\_ [if desired, add: not] be elected to succeed himself or herself in the same office.

### **SECTION 3: Removal**

Any officer elected or appointed by the [Board of Directors or membership] may be removed by the [Board of Directors or membership] whenever in their judgement the best interest of the Alumni Chapter will be served thereby.

### **SECTION 4: Vacancies**

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

### **SECTION 5: President**

The president shall be the chief executive officer of the Alumni Chapter. The president shall supervise and control all of the business and affairs of the Alumni Chapter. The president shall preside at all meetings of the members and of the Board of Directors. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed. However, the president may not execute instruments on behalf of the Alumni Chapter if this power is expressly delegated to another officer or agent of the Alumni Chapter by the Board of Directors, the bylaws, or statute. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president.



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### **SECTION 6: Vice President**

When the president is absent, is unable to act, or refuses to act, the vice president shall perform the duties of the president. When the vice president acts in place of the president, the vice president shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform other duties as assigned by the president or board of directors.

### **SECTION 7: Treasurer**

The treasurer shall:

- (a) Have charge and custody of and be responsible for all funds of the Alumni Chapter.
- (b) Receive and give receipts for moneys due and payable to the Alumni Chapter from any source.
- (c) Deposit all moneys in the name of the Alumni Chapter in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board of Directors or president.
- (d) Write checks and disburse funds to discharge obligations of the Alumni Chapter. (If desired, add: Funds may not be drawn from the Alumni Chapter or its accounts for amounts greater than \$\_\_\_\_\_ without the signature of the president or a vice president in addition to the signature of the treasurer.)
- (e) Maintain the financial books and records of the Alumni Chapter.
- (f) Prepare financial reports at least annually.
- (g) Perform other duties as assigned by the president or by the Board of Directors.
- (h) Perform all of the duties incident to the office of treasurer.

### **SECTION 8: Secretary**

The Secretary shall:

- (a) Give all notices as provided in the bylaws or as required by law.
- (b) Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and of the seal of the Alumni Chapter.
- (d) Affix the seal of the Alumni Chapter to all documents as authorized.
- (e) Keep a register of the mailing address of each member, director, and officer of the Alumni Chapter.
- (f) Perform duties as assigned by the president or by the Board of Directors.
- (g) Perform all duties incident to the office of secretary.

## **ARTICLE 6**

### **COMMITTEES**

#### **SECTION 1: Establishment of Committees**

The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include \_\_\_\_\_.

The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the president its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- (a) Amend the articles of the Alumni Chapter.
- (b) Adopt a plan of merger or a plan of consolidation with another Alumni Chapter.
- (c) Authorize the voluntary dissolution of the Alumni Chapter.
- (d) Revoke proceedings for the voluntary dissolution of the Alumni Chapter.
- (e) Adopt a plan for the distribution of the assets of the Alumni Chapter.
- (f) Amend, alter, or repeal the bylaws.



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- (g) Elect, appoint, or remove a member of a committee or a director or officer of the Alumni Chapter.
- (h) Approve any transaction to which the Alumni Chapter is a party and that involves a potential conflict of interest as defined in paragraph 7.04, below.
- (i) Take any action outside the scope of authority delegated to it by the Board of Directors.
- (j) Take final action on a matter that requires the approval of the members.

### **SECTION 2: Authorization of Specific Committees**

There shall be the following committees: \_\_\_\_\_ [e.g., Membership, Nominating, and Program Committees]. The Board of Directors shall define the activities and scope of authority of each committee by resolution.

### **SECTION 3: Term of Office**

Each member of a committee shall continue to serve on the committee [e.g., until the next annual meeting of the members of the Alumni Chapter and until a successor is appointed]. However, the term of a committee member may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

### **SECTION 4: Chair and Vice-Chair**

One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be [elected by the members of the committee or appointed by the president of the Alumni Chapter]. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

### **SECTION 5: Notice of Meetings**

Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than seven nor more than 30 days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

### **SECTION 6: Quorum**

One-third (1/3) of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

### **SECTION 7: Actions of Committees**

Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the bylaws. A committee member who is present at a meeting and abstains from a vote is [if desired, add: not] considered to be present and voting for the purpose of determining the act of the committee.



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### **SECTION 8: Proxies**

A committee member may [if desired, add: not] vote by proxy [if voting by proxy is permitted, add: executed in writing by the committee member. No proxy shall be valid after \_\_\_\_\_ [e.g., 11] months from the date of its execution].

### **SECTION 9: Compensation**

Committee members shall not receive salaries for their services.

### **SECTION 10: Rules**

Each committee may adopt rules for its own operation not inconsistent with the bylaws or with rules adopted by the Board of Directors.

## **ARTICLE 7**

### **TRANSACTIONS OF THE ALUMNI CHAPTER**

#### **SECTION 1: Contracts**

The Board of Directors may authorize any officer or agent of the Alumni Chapter to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Alumni Chapter.

#### **SECTION 2: Deposits**

All funds of the Alumni Chapter shall be deposited to the credit of the Alumni Chapter in banks, trust companies, or other depositories that the Board of Directors selects.

#### **SECTION 3: Gifts**

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

#### **SECTION 4: Prohibited Acts**

7.05. As long as the Alumni Chapter is in existence, and except with the prior approval of the Board of Directors [if applicable, add: or the members], no [if applicable, add: member,] director, officer, or committee member of the Alumni Chapter shall:

- (a) Do any act in violation of the bylaws or a binding obligation of the Alumni Chapter.
- (b) Do any act with the intention of harming the Alumni Chapter or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Alumni Chapter.
- (d) Receive an improper personal benefit from the operation of the Alumni Chapter.
- (e) Use the assets of this Alumni Chapter, directly or indirectly, for any purpose other than carrying on the business of this Alumni Chapter.
- (f) Wrongfully transfer or dispose of Alumni Chapter property, including intangible property such as good will.
- (g) Use the name of the Alumni Chapter (or any substantially similar name) or any trademark or trade name adopted by the Alumni Chapter, except on behalf of the Alumni Chapter in the ordinary course of the Alumni Chapter's business.
- (h) Disclose any of the Alumni Chapter business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE 8**

### **BOOKS AND RECORDS**

#### **SECTION 1: Required Books and Records**

The Alumni Chapter shall keep correct and complete books and records of account. The Alumni Chapter's books and records shall include:



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- (a) A file-endorsed copy of all documents relating to the Alumni Chapter, including, but not limited to, the articles of in Alumni Chapter, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of the bylaws, and any amended versions or amendments to the bylaws.
- (c) Minutes of the proceedings of the members, Board of Directors, and committees having any of the authority of the Board of Directors.
- (d) A list of the names and addresses of the members, directors, officers, and any committee members of the Alumni Chapter.
- (f) A financial statement showing the income and expenses of the Alumni Chapter for the three most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Alumni Chapter's federal, state, and local tax status.

### **SECTION 2: Inspection and Copying**

Any member, director, officer, or committee member of the Alumni Chapter may inspect copies of all books and records of the Alumni Chapter required to be kept by the bylaws. Such a person may inspect if the person has a proper purpose related to the person's interest in the Alumni Chapter and if the person submits a request in writing. Any person entitled to inspect the Alumni Chapter's books and records may do so through a duly authorized representative. A person entitled to inspect the Alumni Chapter's books and records may do so at a reasonable time no later than five working days after the Alumni Chapter's receipt of a proper written request.

### **SECTION 3: Audits**

Any member shall have the right to have an audit conducted of the Alumni Chapter's books. The member requesting the audit shall bear the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject the Alumni Chapter to an audit more than once in any fiscal year.

### **ARTICLE 9**

#### **FISCAL YEAR**

The fiscal year of the Alumni Chapter shall begin on the first day of January and end on the last day in December in each year.

### **ARTICLE 11**

#### **NOTICES**

##### **SECTION 1: Notice by Mail or Telegram**

Any notice required or permitted by the bylaws to be given to a member, director, officer, or member of a committee of the Alumni Chapter may be given by mail or telegram. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Alumni Chapter, with postage prepaid. If given by telegram, a notice shall be deemed to be delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the records of the Alumni Chapter. A person may change his or her address by giving written notice to the secretary of the Alumni Chapter.

##### **SECTION 2: Signed Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of in Alumni Chapter or the bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.



## ***SAMPLE BYLAWS***

### **SECTION 3: Waiver of Notice by Attendance**

The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE 12**

### **SPECIAL PROCEDURES CONCERNING MEETINGS**

#### **SECTION 1: Meeting by Telephone**

Then members, Board of Directors, and any committee of the Alumni Chapter may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

#### **SECTION 2: Decision Without Meeting**

Any decision required or permitted to be made at a meeting of the [if desired, add: members,] Board of Directors, or any committee of the Alumni Chapter may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Alumni Chapter minute book and kept with the Alumni Chapter's records.

#### **SECTION 3: Action By Non-unanimous Written Consent**

In accordance with the articles of in Alumni Chapter, action may be taken by use of signed written consents by the number of members, directors, or committee members whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of the person signing it. A consent signed by less than all of members, directors, or committee members is not effective to take the intended action unless consents signed by the required number of persons are delivered to the Alumni Chapter within 60 days after the date of the earliest dated consent delivered to the Alumni Chapter. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Alumni Chapter's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Alumni Chapter's principal place of business, the consent must be addressed to the president or principal executive officer. The Alumni Chapter will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of state, the filed documents will indicate that the written consent procedures have been followed. A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or a photographic, facsimile, or similar reproduction of a signed writing, is to be regarded as being signed by the member, director, or committee member.

#### **SECTION 4: Voting by Proxy**

A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the secretary or other designated officer shall remain in force and effect until the first of the following occurs:

(a) An instrument revoking the proxy is delivered to the secretary or other designated officer.



### ***SAMPLE BYLAWS***

- (b) The proxy authority expires under the terms of the proxy.
- (c) The proxy authority expires under the terms of the Bylaws.

### **ARTICLE 13**

#### **AMENDMENTS TO BYLAWS**

The bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors. The notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

### **ARTICLE 14**

#### **MISCELLANEOUS PROVISIONS**

##### **Construction of Bylaws**

The bylaws shall be construed in accordance with the laws of the State of \_\_\_\_\_. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended' from time to time. The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws. Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular. The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words " \_\_\_\_\_ " [name of Alumni Chapter], " \_\_\_\_\_," in one circle and the word "Incorporated" together with the date of in Alumni Chapter of the Alumni Chapter in the other circle.

#### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of \_\_\_\_\_ [name of Alumni Chapter] and that the foregoing Bylaws constitute the Bylaws of the Alumni Chapter. These Bylaws were duly adopted at a meeting of the Board of Directors held on \_\_\_\_\_ [date].

DATED: \_\_\_\_\_ [date].

\_\_\_\_\_[signature]  
\_\_\_\_\_[typed name]  
Secretary of the Alumni Chapter