BY-LAWS OF THE DELTA THETA SIGMA

CORPORATION OF MADISON, WISCONSIN

Approved X.XX.XXXX

Article One

Name

 The name of this organization shall be The Delta Theta Sigma Corporation of the Gamma Chapter of the Delta Theta Sigma Fraternity, hereinafter referred to as the Corporation.

Article Two

Purpose

 Section One. Nonprofit Purpose. This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

 Section Two. Specific Purpose. To operate and maintain an agricultural fraternity at the University of Wisconsin-Madison for students interested in the study of agriculture and to financially support members of the fraternity in the form of housing, scholarship, and leadership development. The assets of the Corporation shall be dedicated to this cause for as long as the Corporation exists.

 Section Three. Prohibited Activities. The Corporation shall not conduct the following activities.

1. Participate in political campaigns at any level of government.
2. Lobbying.
3. Use earnings or funds raised to materially benefit any individuals or tangent organizations.
4. Supporting activities unrelated to the operations of the corporation.
5. Supporting any activity deemed to be illegal or violate fundamental public policy.

Article Three

Board of Directors

 Section One. The Board of Directors shall consist of the four (4) Principal Officers of the Corporation, namely, the President, Vice-President, Recording Secretary, and Treasurer, and one (1) member-at-large. Directors will serve a staggered three-year term. Officers and the at-large director will be elected at the annual meeting when 3-year terms are completed. The election, and the acceptance of the results, shall automatically make them members of the Board of Directors. If there is a vacancy on the Board of Directors after the election the president may appoint an individual to fill out the balance of the term.

 Section Two. Any Alumni member of the Corporation, whether present at the annual meeting or not, shall be eligible for any office in the Corporation.

 Section Three. Any vacancy occurring in the officers of the Board of Directors during the period between annual meetings shall be filled by appointment of the president. Any officer(s) so appointed shall hold office until the term expires.

 Section Four. The Board of Directors may appoint a Nominating Committee to select suitable candidates for vacancies to be filled at the next annual meeting of the Corporation. Alumni nominated from the floor, at the annual meeting, shall also be accepted as candidates for office.

Section Five. The Officer/Director(s) of the Corporation shall be elected by the vote of the Alumni members of the Corporation; said vote to be taken by any means acceptable to the current Board of Directors.

Section Six. Powers of the Board of Directors. The Board of Directors shall have charge of and legal custody of the property of the Corporation and shall have the power to transact all lawful business of the Corporation at and between meetings.

Section Seven. Meetings of the Board of Directors shall be held at such time and place as the directors may determine. A majority of the Board of Directors present shall constitute a quorum at any Board meeting as long as three (3) Board members are present. The vote of three (3) members of the Board shall be necessary to decide all issues voted upon by the directors.

Article Four

Duties of Officers

The duties of officers shall be as follows according to the Articles of Incorporation of the Corporation.

Section One. The four (4) Principal Officers of the Board of Directors shall be the President, Vice-President, Recording Secretary, and Treasurer.

Section Two. Duties of the President. The principal duties of the president shall be to preside at all meetings of the members and the Board of Directors, to appoint committees and related Chairs and to have a general supervision of the affairs of the Corporation.

Section Three. Duties of the Vice-President. To fulfill the duties of the president in his absence and other responsibilities as assigned by the president.

Section Four. Duties of the Recording Secretary. The principal duties of the recording secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, to keep a record of the proceedings of the Board of Directors, and to keep all books, papers, records, and documents belonging to the Corporation, or in any way pertaining to the business thereof.

 Section Five. Duties of Corresponding Secretary. The corresponding secretary shall be appointed by the president and shall serve for a term of one (1) year. The principal duties of the corresponding secretary shall be to keep a record of Alumni member contact information, to notify members of meetings and other events, and to send information to members that the Board of Directors deems appropriate.

Section Six. Duties of the Treasurer. The principal duties of the treasurer shall be to keep and account for all moneys, credits, and property, of any and every nature, of the Corporation, which shall come into his hands, and keep an accurate account of all moneys received and disbursed, and proper vouchers for moneys disbursed, and to render such accounts, statements and inventories of moneys received and disbursed, and of money and property on hand, and generally of all matters pertaining to this office, as shall be required by the Board of Directors.

 Section Seven. The Board of Directors may provide for the appointment of such additional positions as they may deem for the best interests of the Corporation.

 Section Eight. Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person. However, no one person shall hold two of the Principal Offices.

 Section Nine. The said officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the by-laws.

Article Five

Meetings of the Corporation

 Section One. Annual Meeting. The annual meeting of the members of the Corporation shall be held on or around the weekend of the annual Homecoming of the University of Wisconsin-Madison. The time and place of the meeting shall be determined by the Board of Directors. The date of the annual meeting may change to a different weekend at the discretion of the Board of Directors; with a thirty (30) day advanced notice to all Alumni and Active Chapter members. General notice shall also be posted on available formats such as the Delta Theta Sigma web site, newsletter, or social media, or mailed via U.S. Postal Service.

 Section Two. Special Meetings. The Board of Directors shall have power to call a special meeting of the Corporation whenever such a meeting is deemed necessary by the Board of Directors. All Alumni members of the Corporation and members of the Active Chapter shall be notified with seven (7) days advanced notice of the time and place of all special meetings of the Corporation.

 Section Three. Voting Privileges

1. All Alumni are granted voting rights at both annual and special meetings.
2. Honorary Alumni and visitors from other chapters do not have voting privileges at any meeting of the Corporation.

 Section Four. Voting Method Voting may be done by any means deemed appropriate by the Board of Directors.

 Section Five. Formality. The consideration and disposition of all ordinary items of business shall be conducted in conformity with “Robert’s Rules of Order.”

 Section Six. Quorum. A majority of the Board of Directors present shall constitute a quorum at any meeting as long as three (3) Board members are present.

Article Six

Conflict of Interest and Compensation

 Section One. Purpose. The purpose of the conflict-of-interest policy is to protect this tax-exempt organization’s (Corporation) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

 Section Two. Definitions. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors or appropriate committee decides that a conflict of interest exists.

 Section Three. Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
	1. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
	2. The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
	3. After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
	4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy.
	1. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
	2. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

 Section Four. Records of Proceedings.

1. The minutes of the Board of Directors and all committees with board delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors’ or committee’s decision as to whether a conflict of interest in fact existed.

1. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

 Section Five. Compensation.

1. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member’s compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member’s compensation.
3. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

 Section Six. Annual Statements. Each director, principal officer and those spending funds on behalf of the corporation shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Corporation is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signatures will be collected by the recording secretary.

 Section Seven. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, period reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

 Section Eight. Use of Outside Experts. When conducting the period reviews, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

Article Seven

Amendments

 Section One. These by-laws may be amended by a two-thirds majority of voting members present at any annual meeting of the Corporation and/or at any special meeting of the Corporation if thirty (30) days advance notice of the proposed amendment is sent by the corresponding secretary with the announcement of the meeting. The vote shall be by any means deemed appropriate by the Board of Directors.

 Section Two. The provisions and clauses of these by-laws shall always supersede the Articles of Incorporation. Any part of the by-laws which is contrary to either the Constitution or the Articles of Incorporation shall be deemed superior to all other documents. It is the philosophy of the Corporation that the periodic update of the by-laws will be the tool to keep the organization relevant to unknown issues in future years.

Article Eight

Dissolution of the Corporation

 Section One. This Corporation may only be dissolved according to the following requirements.

1. A motion to dissolve is made at a scheduled meeting, followed by discussion. The motion shall be postponed for a period of not less than sixty (60) days.
2. The corresponding secretary shall contact all Alumni who are listed in any corporate directories and advise them of the pending dissolution not less than thirty (30) days prior to the date a vote on the motion is to be taken. The method of contact shall include a written notice signed by the president and attested by the recording secretary. Notification may be via electronic or physical mail.
3. At a subsequent meeting, once at least sixty (60) days have passed from the original introduction of a motion to dissolve, discussion shall be reopened. A two-thirds majority vote of dissolution is required for the Corporation to be dissolved.
4. Upon affirmative vote to dissolve the president shall contact the National Chapter of Delta Theta Sigma to inform them of the decision.
5. Upon affirmative vote to dissolve the decision is immediate and the Board of Directors alone is charged with disposition of assets.

 Section Two. Approval of a Successor Organization. Should the Corporation be dissolved and a successor organization for the Corporation is to be designated, the successor organization must be approved with the consent of a two-thirds majority of Alumni members expressed by vote. All assets of the Corporation will be transferred to the approved successor organization.

 Section Three. No Approved Successor Organization. If there is no approved successor to the Corporation, all assets must be donated to one or more of the following organizations.

1. A 501(c)(3) organization on the University of Wisconsin-Madison campus which supports students of the College of Agriculture & Life Sciences.
2. The National Chapter of Delta Theta Sigma or any Delta Theta Sigma local chapter(s), provided they have obtained 501(c)(3) status.
3. The University of Wisconsin Foundation for the benefit of CALS related scholarships.

(Note: all language below this line is for historical reference only)

UNITED STATES OF AMERICA

\_\_\_\_\_\_\_\_\_\_\_\_

 STATE OF WISCONSIN )

 ) ss:

 DEPARTMENT OF STATE )

To All Whom These Presents Shall Come, Greeting:

 I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary of State of the State of Wisconsin, do hereby certify that the original Articles of Organization of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

of which the hereto attached is a verified copy, was on the \_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_, accepted and filed in the Department of State.

 In Testimony Whereof, I have hereunto set my hand,

and affixed my official seal at the Capitol, in the city of Madison, the \_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Secretary of State

ARTICLES OF INCORPORATION

KNOW ALL MEN By these presents, that the undersigned, adult residents of the State of Wisconsin, have associated, and do hereby associate themselves together, for the purpose of forming a corporation under Chapter 180 of the Wisconsin Statutes.

ARTICLE FIRST – The business and purpose of such corporation shall be: To operate and maintain an agricultural fraternity at the University of Wisconsin for students of and others interested in the study of agriculture and to purchase, lease or otherwise acquire title or interest in and to such real and personal property as its directors shall believe advisable.

DELTA THETA

ARTICLE SECOND – The name of said corporation shall be \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

the city of Madison, Dane County

SIGMA CORPORATION

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and its location shall be in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Wisconsin.

ARTICLE THIRD – The corporation shall be non-stock and no dividends or pecuniary profits shall be declared to the members thereof.

ARTICLE FOURTH – The general officers of said corporation shall be a President, Secretary, and Treasurer, and the Board of Directors shall consist of \_\_\_\_\_\_\_\_\_\_\_\_\_ members. Directors to be elected for a term of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

one year

five

ARTICLE FIFTH – The principal duties of the President shall be to preside at all meetings of the members and the Board of Directors and to have a general supervision of the Affairs of the Corporation.

The principal duties of the Secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto, and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any wise pertaining to the business thereof.

The principal duties of the Treasurer shall be to keep and account for all moneys, credits and property, of any and every nature, of the corporation, which shall come into his hands, and keep an accurate account of all moneys received and disbursed, and proper vouchers for moneys disbursed, and to render such accounts, statements and inventories of moneys received and disbursed, and of money and property on hand, and generally of all matters pertaining to this office, as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person.

The said officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the by-laws.

In event of a vacancy in any office the directors shall appoint a successor to act until the members elect a successor.

ARTICLE SIXTH – The directors and officers shall be elected by the active members of said corporation.

ARTICLE SEVENTH – The method and conditions upon which members shall be accepted and discharged or expelled shall be as follows.

The membership shall consist of active and inactive members. Active members shall have voting privileges and shall constitute those members who have graduated or left the active chapter for other reasons and in good standing which persons shall be considered active members for a period of three years from the date of graduation or from the date of leaving the chapter in good standing. Inactive members shall have no voting privileges and shall constitute those persons who do not attend an annual meeting of the membership of said corporation during the three year period subsequent to their graduation or subsequent to their having left the active chapter for other reasons but in good standing. An inactive member may become active for the said three year period by attending an annual meeting of the said membership of the corporation. Persons who attended the annual meeting of the membership of the Farm House Housing Corporation for the year 1936 shall be considered active members for a period of three years from the date of the signing of these Articles. All other members of the said Farm House Housing Corporation shall be considered inactive members but may become active members by attending an annual meeting of the membership of the corporation.

All active members of the Delta Theta Sigma Chapter at the University of Wisconsin shall also be active members of this corporation.

Any person who complies with the following requirements shall automatically be a member of this corporation:

1 – By being admitted to the Delta Theta Sigma Chapter at the University of Wisconsin as a regular or honorary member.

2 – A person who is a member of any other Delta Theta Sigma Chapter and has left that chapter in good standing can be admitted to membership only by a vote of a majority of the active members of this corporation present at a regular annual meeting.

Any active or inactive member of this corporation may be expelled from membership in this corporation by a vote of the majority of the active members present at a regular annual meeting.

The requirements above referred to for automatically becoming a member of this corporation shall constitute the only way that new members shall be taken in.

ARTICLE EIGHTH – These articles may be amended by resolution setting forth such amendment or amendments adopted at any meeting of the members by a vote of at least one-half of all the active members of said corporation.

ARTICLE NINTH – The names and residences of the persons forming this corporation are:

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Residing at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Residing at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Residing at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 In Witness Whereof, We have hereunto set our hands, this \_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_.

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 STATE OF WISCONSIN )

 ) ss:

County of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ )

 Personally came before me this \_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_ the above name \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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to me known to be the persons who executed the foregoing instrument, and acknowledged the same.

 (Notarial Seal) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Notary Public, Wisconsin

 My commission expires \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 STATE OF WISCONSIN )

 ) ss:

County of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ being each duly sworn, doth each for himself depose and say that he is one of the original signers of the above declaration, and articles; that the above and foregoing is a true, correct, and complete copy of such original declaration and articles, and of the whole thereof.

Subscribed and sworn to before me, this \_\_\_\_\_\_\_

day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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 Notary Public, Wisconsin To be signed by two incorporators