

**BY-LAWS**  
**OF**  
**LAMBDA PHI EPSILON ALUMNI ASSOCIATION**

**COMPANION APPENDIX**

Purpose: The purpose of this Companion Appendix to the By-Laws is to provide some explanation and clarification to the Revised By-Laws that are being distributed to our membership for approval. This appendix will highlight some of the changes in structure and content of each section so that the changes will be easier to follow as you read thru the new By-Laws.

**Article I**

**Name and Office**

Much the same as the original Section I with some clarification and wording changes.

**Article II**

**Definitions**

New section, containing the initial part of old Section II – “Members”.

Will be of significant interest to the Alumni Membership.

Immediately the reader will note that this section has redefined membership to “Alumni” to remove the current ambiguity associated with how the term “Active” is used regarding today’s student members of our Fraternity.

The conditions to be a member of the “Alumni Association” have been tweaked. Membership in the Alumni Association has been expanded to include members who may not have graduated but have been formally separated from the university. However, understanding that completing a degree is of utmost importance, there is a provision whereby membership in the Alumni Association will be suspended should someone wish to go back to school, participate in the fraternity, and graduate. This suspension will be until until his graduation from the University or he is once again separated for a minimum of 1 year.

The rationale behind much of this is to separate the roles and responsibilities of our student fraternity members and our Alumni Association. To remove conflicts of interest that may arise from situations such as Renter in the House and the Alumni Landlords, voting for Board of Trustee Members, influencing the new endowment funding, etc.

### **Article III**

#### **Membership Status**

Also taken from the old Section II – Members is somewhat repetitive from Article II – Definitions and again highlights

- How to become a member of the Alumni Association,
- Requirements to become a member
- And maintaining a permanent address, physical or email, in order to contact you.

### **Article IV**

#### **Meeting of Members**

Also of interest. Originally taken from old Section II – Members and Discusses the “Annual Meeting”, any “Special Meetings”, “Notice of Meetings”, and “Quorum”.

The new Article III allows for

- Annual Meeting to be held during the summer Alumni Weekend.
- Distinct provision for Special Meetings.
- Electronic notice of meetings
- Defines a Quorum as needing 40 members to vote as opposed to a majority of the Alumni Association membership. Reaching a majority of our over 700 members is unlikely to ever happen.

### **Article V**

#### **Board of Trustees: Selection Term of Office**

This is a new section laying out the organization of the Board of Trustees, requirements to be on the Board, how meetings will be held (to include electronically), and protocol during both Board Meetings and General Meetings.

### **Article VI**

#### **Meeting of Trustees**

Also very similar to Section IV of the previous By-Laws. Incorporates provisions for the Purpose of an Annual Meeting prior to the full Alumni Annual Meeting, and separates out Regular vs Special Meetings that had previously been combined.

## **Article VII**

### **Board of Trustees Organization**

Also in this Article are provisions for Voting and Proxies. The later of which are only now only temporary and applied to the meeting in which they are announced.

## **Article VIII**

### **Officers**

Remains much the same as Section VI – Officers with some clarification and the addition of the Parliamentary and some clarification of duties of some of the positions.

Example of revised duties is the Vice-Chairman who will now “be the main liaison with the current undergraduate Chancellor and the Officers of the Lambda Phi Epsilon Chapter of Tau Epsilon Phi Fraternity at Clarkson College.”

## **Article IX**

### **Board of Executive Trustees**

Broken out from previous By-Laws, Section V – Committes and Advisory Board, the is new Article lays out a smaller Executive Board, designated within the Board of Trustees and comprised of the Officers in Article VIII, how this board will operate, and the duties and limitations of this board.

## **Article X**

### **Positions and Committees**

Also taken from previous By-Laws, Section V – Committees and Advisory Board, this new Article lays out how the Board of Trustees will designate special positions and Board Committees, how these positions will be voted on within the board, duration of duties, and reporting to the Board.

## **Article XI**

### **Endowment Fund**

#### **PLEASE READ THIS SECTION CAREFULLY.**

The old Section VIII “Member Certificates” has been eliminated in its entirety as membership will now be maintained electronically thru the website and email.

This new Section VIII is an entirely new section and is intended to provide the framework for the “ENDOWMENT FUND”, definition of terms used, voting conditions by the BoT, and general framework for how the Endowment Fund will be handled by the Board..

Rather than expand further in this Companion Appendix the BoT recommends you read this very carefully and send any questions you may have to the Secretary.

#### **AGAIN, PLEASE READ THIS SECTION CAREFULLY.**

## **Article XII**

### **Transactions with Trustees or Officers**

Old Section VII and is more streamlined and restrictive to eliminate/reduce potential conflict of interest that may arise from BoT members benefitting by developing any financial interest in the lodge.

## **Article XIII**

### **Publications**

Was Section IX under the previous revision.

Provides an update as to expectation of the Alumni Newsletter, its electronic transmission, and a frequency of no less than once per year.

Replacing the old provision for a “General Directory” is a new paragraph detailing the maintenance of the Alumni Website and information to be posted to it.

## **Article XIV**

### **Amendments**

Was Section XII of the previous revision.

The revised section is a major revision to the existing Amendment Provision so please read this carefully as well.

A major change is the provision for a 3-Year review of the By-Laws by a Committee formed by the Parliamentarian and whose objective is bring any recommendations for change to the Chairman and the Board of Trustees.

The previous revision appears dated back to 1997 and dated information, terms, etc was a leading cause of much of the confusion experienced in prior years.

### **Article XV, XVI, XVII, and XVIII**

#### **Financials, Indemnification, Miscellaneous, and Dissolution**

No major modifications other than renumbering, some clarification, and the date on the corporations fiscal year.