**THE OHIO STATE UNIVERSITY**

**ASSOCIATION OF ACACIA**

**(“Corporation” or “Housing Corporation”)**

**AMENDED CODE OF REGULATIONS**

**Adopted January \_\_, 2019**

**RULE I**

**MEETINGS AND VOTING**

* 1. **Time and Place:** There shall be Annual Meetings of all Members of this Corporation, which meetings shall be held on a Saturday during the 1st calendar quarter of each year. The time and place of the meeting shall be set by the majority vote of the Board of Trustees. Notice of the time and place of the annual meeting shall be furnished to all members by mail. The notice is to be mailed not later that fifteen (15) days prior to the date of the Annual Meeting. Special meetings of the members may be called at any time, at any place within two hundred miles of Columbus, Ohio, by a majority vote of the Board of Trustees or by the president; provided that members shall be given fifteen (15) days notice, by mail (via USPS or electronic delivery if the member elects to receive e-mail instead), of the time and place of such meetings.
	2. **Order of Business:** The following shall be the order of business governing each Annual Meeting:
		1. Reading of the minutes of the preceding Annual Meeting and any special meetings held subsequent to that meeting.
		2. Report of the Board of Trustees Officers
		3. Report of Board of Trustees Committees
		4. Offering of Resolutions
		5. Appointments by the Board of Trustees President
		6. Election of the Chapter Advisor (biennially in even number years) and announcement of results of elections for Board of Trustees
		7. Good of the Corporation

Any matter may be made a special order by a majority vote of those present and voting.

* 1. **Quorum:** The Members present at any duly called meeting of members shall constitute a quorum, and the affirmative vote of the majority of the members voting upon any question shall decide that question, except as otherwise provided in this Code of Regulations. Provided the questions of borrowing moneys and dissolution or liquidation shall require the affirmative vote of two-thirds of the members present and voting to carry and shall have been previously announced in writing and mailed to all members at least forty-five (45) days prior to such meeting considering such resolution
	2. **Resolutions:** Actions by members at meetings shall be by motions or resolutions. Resolutions shall be offered in writing only. Movements to adopt motions may be offered orally; provided that the chairman may require that any movement be reduced to writing and delivered to the chair. Any matter involving the amendment of the Articles of Incorporation or the Code of Regulations of this corporation, borrowing of money, dissolution or liquidation shall be presented by resolution only and shall have been previously announced to all members at least forty-five (45) days prior to such meeting considering such resolution.
	3. **Ballot:** Between annual or special meetings of the members, legislation may be conducted by mail when so voted by two-thirds of the membership of the Board of Trustees. The proposed legislation must be fully described on the ballot, which shall be mailed to all members whose addresses are known to the secretary of the Board of Trustees. The vote of the majority of the ballots returned to the secretary within fifteen (15) days after the date of mailing shall decide the question.
	4. **Meeting Rules**: All meetings shall be conducted utilizing Robert’s Rules of Order Newly Revised 11th Edition, or whichever edition is current, for all meetings conducted by this Corporation (Annual or Board of Trustees).
1. **RULE II**

**BOARD OF TRUSTEES**

* 1. **Power:** All activities of this corporation shall be guided by, and its ordinary power vested in, a Board of Trustees which shall consists of fifteen (15) authorized members in addition to any emeritus and honorary members.
	2. **Authorized Members:** Twelve (12) of such members shall be elected as provided in Section 7 of this rule, a Chapter Advisor, and two (2) “Active Class” members, as prescribed in the Amended Articles of Incorporation of the Corporation and as may be prescribed in a constitution adopted by the members of the “active class”, shall be Authorized Members of the Board of Trustees. Each Authorized Member of the Board of Trustees shall be considered for quorum purposes, along with any Emeritus Members, and each shall have the right to vote upon any matter.
	3. Chapter Advisor: The Chapter Advisor shall be elected and according pursuant to the Laws of Acacia (Article 13). Pursuant to the Laws of Acacia, the election of the Chapter Advisor shall be one at which there is a joint meeting of the active and alumni members.
	4. **Emeritus Members:** The President of the Board of Trustees from time to time may appoint members to serve on the Board of Trustee as Emeritus Members. The appointment by the President must be approved by a two-thirds vote of the Authorized Members. Emeritus Members shall have the right to vote upon any matter except those noted in this Code of Regulations, and each shall have the right to vote upon any and all matters.**Honorary Members:** The President of the Board of Trustees from time to time may appoint members to serve on the Board of Trustee as Honorary Members of the Board of Trustees. The appointment by the President must be approved by a two-thirds vote of the Authorized Members. Honorary Members shall have all rights as a trustee of the Board of Trustees except the right to vote on any matter.
	5. **Term:** Each trustee shall hold office for a period prescribed in this section or until his successor is duly elected.
		1. Elected Authorized - Shall hold office for three (3) years; starting at the close of an Annual Meeting where duly elected and ending three Annual Meetings later.
		2. Chapter Advisor - Shall hold office for a period of two (2) years starting at the close of the first Board of Trustees meeting following an even calendar year Annual Meeting.
		3. Emeritus - Shall hold office as long as they are Members as prescribed in the Amended Articles of Incorporation of this Corporation.
		4. Honorary - Shall hold office for three calendar year from approval of appointment.
	6. **Active Class:** Not more than an aggregate number of two (2) members who are members of the “Active Class” may be elected to, or hold office of, trustee.
	7. **Election:** Trustees shall be elected by either a mail ballot or via an electronic method (with security that can ensure prevention of any fraud or duplicate voting), submitted to all members of this Corporation not earlier than thirty (30) days prior nor later than fifteen (15) days prior to the annual meeting in each year. Each Member of this Corporation shall be entitled to cast one (1) vote for each trustee to be elected, and the candidates who receive the majority of votes on the ballots returned to the Secretary by the Annual Meeting shall be declared elected and shall take office at the close of the Annual Meeting.
	8. **Selection:** Candidates for the election to the Board of Trustees shall be selected from the membership of this Corporation by a nominating committee to be appointed by the President prior to each election. The names of the candidates selected shall be printed on a ballot mailed to all members whose addresses are known to the secretary. A petition bearing the signatures of at least fifteen (15) members shall be an order to the secretary to place a specified nominee of the ballot. The ballot must also provide space for writing in the name of at least three (3) other un-named members. The nominating committee shall, where practicable, nominate members who are representative of all the members in terms of age groups and geographical areas of residence.
	9. **Vacancy:** Vacancies on the Board of Trustees occurring between election dates shall be filled for the un-expired terms by presidential appointment and approval of two-thirds of the board of trustees remaining incumbent.
	10. **Meetings:** The Board of Trustees shall meet at least once each calendar quarter in person, and as many additional times as is deemed necessary by a majority of the Board of Trustees or by the President. The last meeting of each year shall be within forty-hours (48) prior to the Annual Meeting. The first meeting each year shall immediately follow the Annual Meeting and shall consists of only one new business item which shall be the election of the Executive Officers described below in Rule 3 §2.

The time and place of the meetings shall be decided by the President, provided the place so designated is within two hundred mile radius of Columbus, Ohio, and convenient to a quorum of trustees. Announcements of meetings shall be mailed to all trustees by the secretary at least seven (7) days in advance of each meeting by a method that is agreeable to each Trustee (except for the first and last meetings of each year). Any trustee who is absent from more than one-half of the duly called meetings during his term of office shall not be eligible for re-election for a period of two (2) years. A proxy does not constitute present for any Trustee for purposes of the preceding sentence.

* 1. **Quorum:** The necessary quorum for transactions of business at any duly called meeting of the Board of Trustees shall by two-thirds of the Authorized Members, described in this rule, which is ten (10). Authorized and Emeritus Members of the Board of Trustees present shall be considered when determining a quorum. If unable to attend any meetings, trustees may vote on any previously announced matter by mail (in a manner acceptable by the President and Secretary) or may be represented at the meeting by proxy, providing the ballot or proxy is delivered to the Secretary in writing before the meeting is opened. No Board of Trustee shall have no more than (2) proxies at any meeting.
	2. **Power:** Business of this corporation shall be transacted by the Board of Trustees who shall have the power to act on behalf of this corporation in all matters except for borrowing of moneys and dissolution or liquidation of this corporation.
	3. **Committees:** The Board of Trustees, by two-thirds affirmative vote, may delegate any power to a committee of members, committee of trustees, or an officer. Any power so delegated shall not extend beyond a time certain except for standing committees described in rule iv (4). Any act done by a person or persons pursuant to and within the scope of such delegated power shall be the act of the Board of Trustees.
1. **RULE III**

**OFFICERS**

* 1. **Election:** Executive officers of this Corporation shall be elected by the Board of Trustees from their own number of Authorized Members at a meeting to be held immediately following the Annual Meeting (as described in Rule II §11). Only Trustees present may vote for the Executive Officers (i.e., no proxy votes will be permitted). All other officers, as defined in Rule III §3 below, shall be elected within sixty (60) days after the Annual Meeting. All other committee chairmen shall be appointed by the President and approved of by two-thirds of the Board of Trustees Authorized Members.
	2. **Officers:** The Executive Officers shall be the President, Treasurer, Secretary, and Chapter Advisor. Other standing officers shall consists of Coordinator of Alumnus Relations, Coordinator of Rush Activities, and Coordinator of House Development. No trustee may hold more than one executive office at one time. Vacancies in the offices occurring between elections shall be filled by appointment of the president with the approval of two-thirds of the board of trustees members.
	3. **Term:** Officers shall be elected to a term of one year and shall hold office until their successors are elected.
	4. **Duty:** The duties and powers of the offices shall be as follows:
		1. **President:** The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of members and of the Board of Trustees. It shall be his duty to advise the other officers of their duties, to appoint all committees and supervise their functions, and to generally direct all functions of this corporation. The President, at his discretion, may require written reports of any officer or committee. Each year he shall address the members of the “Active Class” concerning the organization and functions of the corporation. He shall prepare an annual report of this corporation’s activities for presentation at the annual meeting and distribution to the entire membership.
		2. **Treasurer:** The Treasurer shall be the Chief Financial Officer of the Corporation and shall receive and distribute all moneys of this Corporation and issue and sign all checks in the name of and in behalf of this Corporation. He shall prepare written reports and annual budgets for presentation at each annual meeting and distribution to the entire membership. He shall also be responsible for compliance with all federal, state, and local laws concerning taxes and reporting requirements.
		3. **Secretary:** The Secretary shall keep accurate written minutes of all meetings of the members and of the Board of Trustees. He shall provide copies of the minutes to each meeting to each trustee. He shall be responsible for the mailing of all notices and ballots, and shall furnish the trustees with a written report attesting the results of all balloting by mail. He shall preserve all records of this Corporation, safe-guard all of the deeds and other important documents, and maintain or oversee an up-to-date mailing list of all members. He shall keep and maintain the membership record and all other records required by law. He shall cooperate with the Coordinator of Alumnus Relations to see that all members are frequently informed of the activities and plans of the Board of Trustees through the Corporation’s newsletter and otherwise.
		4. **Chapter Advisor:** The Chapter Advisor shall be the Chief Operating Officer and shall assume the powers and duties of the President in the latter’s absence or inability to serve. He shall perform the duties described in Section 1-1301 of The Laws of Acacia. He shall assist and counsel the members of the “Active Class” in every way and shall frequently attend meetings of such members. He shall be subject to such limitations as are prescribed in Sections 1-1301 to 1-1305, inclusive, of The Laws of Acacia.
		5. **Coordinator of Alumnus Relations:** The Coordinator of Alumnus relations shall plan, instigate, and supervise any program, policies, or communications which will serve to promote members contacts with one another and to perpetuate friendship among the members.
		6. **Coordinator of Rush Activities:** The Coordinator of Rush Activities shall assist and counsel the members of the “Active Class” in every manner concerning rushing activities and communicate the “Active Class” activities to the Board of Trustees.
		7. **Coordinator of House Development:** The coordinator of house development shall be responsible for all of the corporation’s real and personal property. He shall have all authority to maintain and purchase assets within the budget provided to him and also recommend to the Board of Trustees items that may require additional moneys above and beyond his budget for the benefit of the corporation. He shall prepare an annual report of the status of the corporations real and personal property for presentation at the annual meeting and distribution to the entire membership.
	5. **Removal:** Any officer or Trustee may be removed from his office or position for cause by the affirmative vote of three-fourths (¾) of the authorized members of the Board of Trustees. Such removal shall operate to remove such officer from his office as trustee, also.
1. **RULE IV**

**COMMITTEES**

* 1. **Standing:** The following standing committees shall be appointed:
		1. **Finance:** The Finance Committee shall be chaired by the Treasurer of the Board of Trustees and shall keep well informed as the financial conditions of the corporation, assist in the collection of dues, charges, assessments, or subscriptions, and to solicit donations. This committee shall advise and assist, and at the discretion of the Board of Trustees, may supersede, the treasurer of the “Active Class” in directing the financial affairs of the “Active Class”. It shall prepare an annual and periodic budget reports for this corporation and shall establish schedules of charges to the members of the “Active Class”.
		2. **Alumnus Relations:** The Alumnus Relations committee shall be chaired by the Coordinator of Alumnus Relations and shall arrange reunions, including the annual meeting of this corporation, publish periodic directories of membership, maintain liaison with any nearby alumni chapters of The Acacia Fraternity, visit members who may be ill, represent this corporation to a deceased member’s family, attempt to bring out mutually satisfactory connections between employers and prospective employees who are members of the corporation or of The Acacia Fraternity, arrange frequent social meetings of members, and functions in every way possible to promote friendship and good relations among the members of this corporation.
		3. **House Maintenance:** The House Maintenance committee shall be chaired by the Coordinator of House Development and shall be responsible for real and personal property owned, leased, or rented by this corporation and the “Active Class”, compliance with all laws regarding operating and maintaining all property stated previously, keep well informed of work-in-process construction and maintenance, approve any additions, deletions, or modifications of property of this corporation or the “Active Class”, advise and assist the “Active Class”, and at the discretion of the Board of Trustees, may supersede, the officers of the “Active Class” in directing the activities dealing with any capital asset of this corporation or of the “Active Class”. It shall prepare periodic reports for presentation and establish schedules of maintenance and capital improvements to the members of the Board of Trustees.
		4. **Development:** The Development Committee shall be chaired by presidential appointment and shall be responsible for the capital development account of the Board of Trustees, advise and recommend any non-annual dues solicitation to the members of this corporation, and prescribe increases to the annual budget of this corporation and to charges made to the “Active Class”. It shall prepare an annual budget for presentation to the Board of Trustees and distribution to the entire members of this body.
		5. **Rush:** The Rush Committee shall be chaired by the Coordinator of Rush Activities and shall be responsible for advising and directing the “Active Class”, and at the discretion of the Board of Trustees, may supersede, the officers of the “Active Class”, in any activity related to recruitment of members to The Ohio State University Chapter of The Acacia Fraternity, keep well informed of university policies dealing with recruitment, recommend new, existing, and old methods for recruitment, maintain liaison with any nearby rush or recruiting committees of chapters of The Acacia Fraternity. It shall prepare periodic and annual reports for presentation to the Board of Trustees and distribution to its members.
		6. **Executive:** The Executive Committee shall be composed of all the officers noted in Rule III §2 of this Code of Regulations in addition to one trustee appointed at large and shall be chaired by the President. It shall advise and assist the President in the operating and direction of this corporation.
	2. **Interim:** Interim committees may be appointed by the President as are needed as long as the Rule II §13 is adhered to.
1. **RULE V**

**DUES, ASSESSMENTS, & SUBSCRIPTIONS**

* 1. **Dues:** Membership dues, which from time-to-time are changed in an amount approved by the Board of Trustees, will be solicited from each member of the “Alumni Class” under the supervision of the Board of Trustees, but such dues will be voluntary, and non-payment shall have no affect on membership status.
	2. **Allocation:** Funds obtained from such dues will be used to finance any and all projects in the interest of better members relations, including a newsletter, membership directories, reunion notification and promotion, annual reports, ballots, appeal for aid, and social events.
	3. **Assessments:** Additional assessments and subscriptions may be authorized from time-to-time by the Board of Trustees, provided such appeals are voluntary and non-contributors suffer no loss of membership.
1. **RULE VI**

**RIGHTS**

* 1. **Rights:** Each member shall have the right to examine any record of this corporation, excepting the minutes of the Board of Trustees in executive session.
	2. **Responsibility:** Each “Active Member” who elects to become an “Alumnus Member” pursuant to Section 2(a) of Article IV of the Articles of Incorporation of this corporation shall, in order to effectuate such change, notify the Secretary in writing. Upon receipt of the required notification by the Secretary, such change in membership status shall become effective.
	3. **Limitations:** Upon the affirmative vote of three-fourths (¾) of its membership, the Board of Trustees may suspend, for a time certain, the voting rights of any member. This section shall not operate to suspend the voting rights of any trustee acting as trustee.
1. **RULE VII**

**CAPITAL DEVELOPMENT ACCOUNT**

* 1. **Establishment:** The Board of Trustees shall establish a Capital Development Account to be held and accounted for separately by the treasurer.
	2. **Deposits:** The deposits to the Capital Development Account shall be acquired from the following sources:
		1. **Active Class:** Each person who is or become a member of the “Active Class” shall be charged a rate, which may be changed from time-to-time, determined by the Board of Trustees during the period of his membership in the “Active Class”.
		2. **Operating:** The Board of Trustees may allocate funds from the annual budget to this account for use as described in the rule.
		3. **Other:** Any other source or donation that is so named to be allocated to this fund.
	3. **Distribution:** Moneys to the credit of this account may be distributed, at the direction of the Board of Trustees, for the following purposes:
		1. **Interest:** To pay interest on any obligation of the corporation
		2. **Principal:** To pay principal on any obligation of this corporation
		3. **Improvements:** To fund major improvements or repairs to the real property of this corporation
1. **RULE VIII**

**AMENDMENTS AND BY-LAWS**

* 1. **Enactment:** The Board of Trustees may enact such Bylaws as will not be in conflict to this Code of Regulations or the Articles of Incorporation of this corporation.
	2. **Changes:** Changes in the Code of Regulations or the Articles of Incorporation shall require the affirmative vote of two-thirds of the members at any Annual Meeting or by mail legislation.
	3. **Reference:** References made in the Articles of Incorporation of this Corporation and this Code of Regulations to The Laws of Acacia are references to the laws adopted or amended, and compiles or codified, by The Acacia Fraternity in Conclave and proclaimed by the National President thereof; which fraternity has its principal office in Indianapolis, Indiana.
1. **RULE IX**

**FISCAL YEAR**

* 1. **Year:** The fiscal year of this corporation shall begin on the first day of September and end on the last day of August of the following year.