**BYLAWS OF THE BOARD OF ADVISORS**

Beta-Eta Chapter of Tau Kappa Epsilon Fraternity

Last Amended: 10/14/18

**ARTICLE I**

**Name**

**Section 1** The name of this Board shall be the Board of Advisors of the Beta-Eta Chapter of Tau Kappa Epsilon Fraternity.

**ARTICLE II**

**Purpose and Powers**

**Section 1** The purpose of this Board shall be to supervise the finances and property of the Missouri Corporation of Missouri School of Mines (MSM) TEKE, Incorporated at the Beta-Eta Chapter of Tau Kappa Epsilon Fraternity (the “Chapter”) at the Missouri University of Science and Technology (the “University”) and to provide guidance and counsel to the collegiate members of the Chapter (the “active chapter”).

**Section 2** The Board shall possess and may exercise all of the powers as outlined in the International Constitution and Bylaws of Tau Kappa Epsilon Fraternity in *The Black Book*.

**Section 3** The Board shall have the power to adopt resolutions for the guidance of the officers and the management of the affairs of the Board, which resolutions shall not be inconsistent with these Bylaws, the International Constitution and Bylaws of Tau Kappa Epsilon Fraternity in *The Black Book*, or the laws of the State of Missouri.

**ARTICLE III**

**Membership**

**Section 1** Any collegiate or alumnus member of the Chapter or any individual unaffiliated with the Chapter who remains in good standing with Tau Kappa Epsilon Fraternity (the “Fraternity”) shall be eligible for membership in this Board.

**Section 2** The Board shall consist of the elected alumni officers, the President of the Alumni Association of the Beta-Eta Chapter of Tau Kappa Epsilon Fraternity (the “Alumni Association”), the Prytanis (President) and Crysophylos (Treasurer) of the active chapter, and any additional members-at-large that the Board elects to add by a majority vote of members.

**Section 3** Each member of the Board, regardless of collegiate or alumnus status, shall be entitled to full membership rights.

**Section 4** Upon the death of a member or upon the termination of his or her membership from the Fraternity, his or her membership in this Board shall cease.

**ARTICLE IV**

**Meetings of Members**

**Section 1** All meetings of members shall be held at the Chapter’s property at 3 Fraternity Drive, Rolla, MO 65401 or at any other time and place specified by the Chairman or by a majority of the Board’s members. Meetings of members may also be held via conference call, and any members participating in a meeting by such means shall be considered present.

**Section 2** At least four (4) regular meetings of members shall be conducted every calendar year. Two (2) of the regular meetings of members shall occur during the University events of St. Pat’s and Homecoming every calendar year, unless otherwise specified by the Chairman or by a majority of the Board’s members.

**Section 3** Notice of a regular meeting of members shall be given by the Chairman or the Secretary to the full membership of the Board and active chapter at least one (1) week prior to the day of the regular meeting.

**Section 4** Special meetings of members may be called at any time for any purpose either by the Chairman or by the request of a majority of the Board’s members.

**Section 5** Notice of a special meeting of members shall be given by the Chairman or the Secretary to the full membership of the Board and active chapter at least twenty-four (24) hours prior to the time of the special meeting.

**Section 6** Any meeting of members requires a quorum which shall consist of a majority of the Board’s members.

**Section 7** Any meeting of members may be adjourned without notice from day to day, or from time to time, if its business is not completed or a quorum is not present.

**Section 8** The Chairman, or in his or her absence the Vice Chairman, shall call the meetings of members to order and shall act as presiding officer. In the absence of the Chairman and Vice Chairman, the Secretary, or in his or her absence a Chair elected by the members, shall preside over such meeting.

**Section 9** At each meeting of members, each member shall have the right to one (1) vote, regardless of the number of officer and/or committee positions held. The members entitled to vote shall be limited to those who are listed as members at the commencement of the meeting, and any newly elected member of the Board shall not have the right to vote until the commencement of the next meeting.

**Section 10** Any action required or permitted to be taken by the Board may be taken without a meeting of members if unanimous written consent is provided by all members, which may include any electronic means of providing written consent including e-mail and internet communication. If unanimous written consent of members is not obtained, a regular or special meeting of members shall be held to discuss and vote upon the action.

**ARTICLE V**

**Officers and Committees**

**Section 1** The elected alumni officers of this Board shall be a Chairman, Vice Chairman, Secretary, Treasurer, Rush Advisor, House Management Advisor, Chapter Advisor, and Faculty Advisor.

**Section 2** Each officer shall hold office for two (2) years or until his or her successor is elected. No term limits shall exist for officers.

**Section 3** No officer may hold more than one (1) office at a time.

**Section 4** The officers of the Board shall serve without compensation.

**Section 5** The Chairman shall be the chief executive officer of this Board and shall have the following duties and powers:

(a) Preside at all meetings of members

 (b) Have general charge of the business of this Board

 (c) Have power to call all regular and special meetings of members

 (d) Have power to execute in the name of the Board all deeds, bonds, contracts, and other obligations and instruments when authorized by the Board with the approval (when required) of the Fraternity

(e) Perform such other duties as are incident to his or her office or may be assigned to him or her by the Board

**Section 6** The Vice Chairman shall have the following duties and powers:

(a) Perform all duties of the Chairman in case of the absence or disability of the Chairman

(b) Update and maintain the Bylaws and corporate documents of the Board

**Section 7** The Secretary shall have the following duties and powers:

 (a) Keep the minutes of all proceedings of members and of the Board

(b) Send a copy of all minutes to the full membership of the Board and active chapter

 (c) Issue notices for all meetings of members

 (d) Keep the current membership list of the Board

(e) Keep in his or her charge all minutes of meetings, Bylaws, and such other books and records as the Board may direct

 (f) Maintain website and social media information pertaining to the Board

 (g) Execute, with the Chairman, in the name of the Board all deeds, bonds,

contracts, and other obligations and instruments authorized by the Board with the approval (when required) of the Fraternity

(h) Perform such other duties as are incident to his or her office or may be assigned to him or her by the Board

**Section 8** The Treasurer shall have the following duties and powers:

(a) Keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books and records to be kept for that purpose

(b) Receive and deposit, or cause to be received and deposited, all monies, securities, and other choices in action of this Board, in such depositories as may be designated by the Board

(c) Disburse the funds of this Board as may be directed by the Board, taking proper vouchers for such disbursements

(d) Render to the Chairman and to the Board, whenever they may require, accounts of all his or her transactions as Treasurer, and of the financial condition of the Board

(e) Communicate and collaborate with the active chapter in areas of budget responsibilities

(f) Perform such other duties as are incident to his or her office, subject to the control of the Board, or may be assigned to him or her by the Board

**Section 9** The Rush Advisor shall have the following powers and duties:

(a) Provide guidance, advice, and support to the active chapter for all recruitment activities

(b) Ensure, with the Alumni Association, the involvement and support of alumni in recruitment activities

(c) Execute, in the name of the Board, all obligations required to provide and sustain recruitment for the Chapter

(d) Perform such other duties as are incident to his or her office or may be assigned to him or her by the Board

**Section 10** The House Management Advisor shall have the following powers and duties:

(a) Provide guidance, advice, and support to the active chapter for all maintenance of the Chapter property

(b) Ensure regular and emergency maintenance services are performed on the Chapter property

(c) Ensure proper completion of vendor services, and proper resolution of any disputes among vendor services, including but not limited to equipment deficiencies, warranty conflicts, and any damage to the Chapter property incurred

(d) Develop maintenance plans for periods of time in which limited occupancy of the Chapter property is expected such as those periods outside of the academic sessions of the University

(e) Execute, in the name of the Board, all obligations required to manage the Chapter property

(f) Perform such other duties as are incident to his or her office or may be assigned to him or her by the Board

**Section 11** The Chapter Advisor shall have all powers and duties as outlined in the International Constitution and Bylaws of Tau Kappa Epsilon Fraternity in *The Black Book*.

**Section 12** The Faculty Advisor shall have all powers and duties as outlined in the International Constitution and Bylaws of Tau Kappa Epsilon Fraternity in *The Black Book* (specifically to those sections pertaining to the “Campus Advisor”).

**Section 13** The Board may appoint one (1) or more committees, each composed of one (1) committee chairman elected by the Board and any committee members appointed by the committee chairman, and may delegate to such committee(s) routine matters; provided, however, that the committee(s) shall have no discretionary power in the following matters and shall act in such matters only upon specific authorization and approval by the Board:

(a) To amend or repeal these Bylaws and/or any resolutions which may be adopted by the members

(b) To sell, mortgage, pledge, exchange, rent, or otherwise dispose of any of the Board’s property, real or personal

(c) To authorize or make any expenditure

(d) To perform any act requiring approval of the members of this Board

**Section 14** Each elected committee chairman shall preside over the committee for a duration designated by the Board or until his or her successor is elected. No term limits shall exist for committee chairmen.

**Section 15** Any member of the Board may serve as both an officer and as a committee chairman or committee member concurrently.

**Section 16** The Board may elect to disband any appointed committee at any time.

**Section 17** Any officer, committee chairman, committee member, or member of the Board may be removed by the Board by a majority vote of members at any time, with or without cause.

**Section 18** If an office or committee chairman becomes vacant by reason of death, resignation, removal, or otherwise, the Chairman may appoint a member of the Board as an interim officer or committee chairman who shall hold and fulfill the duties of the office or committee until his or her successor is elected by the Board.

**ARTICLE VI**

**Finances**

**Section 1** The monies of this Board shall be deposited in such financial institution as the Board shall designate and shall be drawn out only by the Chairman or Treasurer.

**Section 2** The Treasurer, or any other person entrusted with the handling of funds or property of the Board, shall be covered by a fidelity bond obtained through the Fraternity.

**Section 3** The Board may have the Treasurer’s accounts audited or reviewed at any time.

**Section 4** The members and officers of this Board shall not be personally liable for any obligations or debts of this Board.

**ARTICLE VII**

**Indemnification**

**Section 1** Indemnification by the Board. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was an officer of the Board shall be indemnified by the Board against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding:

(a) if such person is wholly successful with respect thereof, or

(b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article VII to have acted in good faith, in what he or she reasonably believed to be the best interests of the Board (or, in any case not involving the person’s official capacity with the Board, in what he or she reasonably believed to be not opposed to the best interests of the Board) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful).

The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of *nolo contendere*, or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VII.

**Section 2** Definitions.

(a) As used in this Article VII, the terms “claim, action, suit, or proceeding” shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Board, any other corporation, or otherwise), civil, criminal, administrative or investigative, whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

(i) by reason of his or her being or having been an officer of the Board or of any corporation where he or she served as such at the request of the Board, or

(ii) by reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust or other organization or entity where he or she served as such at the request of the Board, or

(iii) by reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been occurred.

(b) As used in this Article VII, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgment, fines or penalties against, and amounts paid in settlement by or on behalf of, a person.

(c) As used in this Article VII, the term “wholly successful” shall mean:

(i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her,

(ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or

(iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

**Section 3** Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification:

(a) if special independent legal counsel, which may be regular counsel of the Board or other disinterested person or persons, in either case selected by the Board, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the Board a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Article VII and

(b) if the Board, acting upon such written finding, so determines.

The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Board shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee’s finding that is within the possession or control of the Board.

**Section 4** Relationship to Other Rights. The right of indemnification provided in this Article VII shall be in addition to any rights to which any person may otherwise be entitled.

**Section 5** Extent of Indemnification. Irrespective of the provisions of this Article VII, the Board may, at any time and from time to time, approve indemnification of officers or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

**Section 6** Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Board prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

**Section 7** Purchase of Insurance. The Board is authorized and empowered to purchase insurance covering the Board’s liabilities and obligations under this Article VII and insurance protecting the Board’s officers or other persons.

**ARTICLE VIII**

**Conflicts of Interest**

**Section 1** General Policy. It is the policy of the Board that the Board's officers and members carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Board’s officers and members shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Board. This policy shall be further subject to the following principles:

(a) Officers and members of the Board shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Board in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Board.

(b) Officers and members of the Board shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the Board, any gifts, entertainment, or other favors relating to their positions with the Board that exceed common courtesies consistent with ethical and accepted business practices.

(c) If an officer or member, or an officer’s or member’s relative (the term “relative” includes spouses, ancestors, and descendants), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Board, the officer or member shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.

(d) Officers and members of the Board shall not conduct business on behalf of the Board with a relative or a business entity in which the officer, member, or his or her relative owns a significant financial interest or by which such officer, member, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the members of the Board.

(e) The Board may require the Board’s officers or members to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a person’s participation as a director, trustee, officer, or employee of any other nonprofit organization. The Board shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

**Section 2** Effect of Conflict Provisions. The failure of the Board or any of its officers or members to comply with the conflict of interest provisions of these Bylaws shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Board that otherwise is valid and enforceable under applicable law.

**ARTICLE IX**

**Parliamentary Authority and Amendments**

**Section 1** The rules contained in the current edition of *Robert’s Rules of Order* shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules or order the Board may adopt.

**Section 2** These Bylaws may be amended at any regular or special meeting of members by a majority vote of members.

**Summary of Changes**

|  |  |
| --- | --- |
| **Amendment Date** | **Changes** |
| October 14, 2018 | Bylaws were completely revised. |