

CODE OF REGULATIONS of the CHI ALPHA NU CLUB & ALUMNAE OF MUSKINGUM UNIVERSITY, INC.

ARTICLE I BOARD OF TRUSTEES

Section 1. Board of Trustees; General Powers

- A. All of the authority of this Corporation shall be exercised by the Board of Trustees except as otherwise provided in the Articles of Incorporation or by Chapter 1702, Ohio Revised Code.
- B. A Trustee shall perform her duties as a Trustee in good faith, in a manner she reasonably believes to be in the best interests of the Corporation and with the care that an ordinarily prudent person in a like position would use under similar circumstances.
- C. In performing her duties, a Trustee, when acting in good faith, is entitled to rely upon information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (1) one or more Trustees, Officers, Members or employees of the Corporation whom the Trustee reasonably believes are reliable and competent in the matters prepared or presented; (2) counsel, public accountants or other persons as to matters that the Trustee reasonably believes are within the person's professional or expert competency; or (3) a committee of the Trustee upon which she does not serve, duly established in accordance with Article 1, section 8, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence.
- D. A Trustee shall not be found to have failed to perform her duties, unless it is provided, by clear and convincing evidence, in an action brought against the Trustee that she has not acted in good faith, in a manner she reasonably believes to be in or not opposed to the best interests of the Corporation, or with the care that ordinarily includes, but is not limited to and action that involves or affects any of the following:
 - a. A change or potential change in control of the Corporation;
 - b. A termination or potential termination of her service to the corporation as a Trustee;
 - c. Her service in any other position or relationship with the Corporation.
- E. Subject to Sections 1702.30 (D)(2) and 1702.30 (D)(3) of the Ohio Revised Code, a Trustee is liable in damages for any act that she takes or fails to take as Trustee only if it is proved, by clear and convincing evidence, in a court with jurisdiction, that the act or omission of the Trustee was one undertaken with a deliberate intent to cause injury to the Corporation or was one undertaken with a reckless disregard for the best interests of the Corporation.
- F. In determining that a Trustee reasonably believes to be in or not opposed to the best interests of the Corporation, a Trustee shall consider the purpose of the Corporation and may consider any of the following:
 - a. The interests of the employees, suppliers, creditors and customers of the Corporation;
 - b. The economy of the this State and of the Nation;
 - c. Community and societal considerations;
 - d. The long-term and short-term best interests of the Corporation, including, but not limited to, the possibility that those interests may be best served by the continued independence of the Corporation.

Section 2. Number, Requirements, Election, Vacancy, Term and Removal

- A. The Board of Trustees of this Corporation shall consist of three (3) Members of the Corporation plus the Advisor to the Active Members of the Chi Alpha Nu club.
- B. The Advisor to the Active Members of the Chi Alpha Nu club will be a permanent member of the Board of Trustees only to be replaced when she resigns her duties as the Advisor at which time

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the new Advisor will take her place as a Member of the Board of Trustees. The Advisor is a full voting member without restriction and may serve on committees and is not subject to term limits. The Advisor shall not serve as Head Trustee.

- C. Trustees must be able to attend, in person or by acceptable electronic means, the regularly scheduled meetings of the Board of Trustees. An individual Trustee may be removed from office by a majority vote of the remaining Trustees for failure to meet this requirement.
- D. At any time the majority of the Board of Trustees may vote to add another Trustee but the entire Board shall never consist of more than six (6) members.
- E. The Board of Trustees shall be elected by the process outlined in Article II, Section 6.
- F. After such election, the Board of Trustees shall designate a Head Trustee to act as the leader of the group, including but not limited to; keeping meeting minutes, drafting proposals, creating committees and delegating responsibilities.
- G. Each Trustee shall serve for a term of three (3) years and until her successor is elected or until her earlier resignation, removal from office or death.
- H. Upon resignation, removal or death the majority of the remaining Trustees may appoint a Member of the Corporation to serve the remainder of the former Trustee's term.
- I. Each Trustee is held to a term limit of six (6) years of continuous service or two (2) elected terms as a Trustee. However, a Trustee may seek re-election after at least three (3) years have passed since the last day of the previous Trusteeship.
- J. Commencing Calendar Year 2009, the Trustees positions shall hereinafter be divided into three positions, with the termination date of each term staggered, as follows:
 - The Trustee position currently held by Sara Yackey shall terminate in the year 2012 and shall be open for election.
 - The Trustee position currently held by Devon Stokes shall terminate in the year 2013 and shall be open for election.
 - The Trustee position currently held by Maria Kalis shall terminate in the year 2014 and shall be open for election.
- K. All of the Trustees or any individual Trustee may be removed from office by a vote of the majority of the Members of the Corporation, if a quorum is present. Upon removal the Board of Trustees may appoint a Member to fulfill the vacant Trustee position.

Section 3. Annual Meeting, Special Meetings and Action without Meeting

- A. The annual meeting of the Board of Trustees shall be held immediately following the election of the Trustees. Upon notification by the Secretary, the Trustees will conference by telephone, email, or other means to determine a time, date and place, no more than sixty (60) days from date of notification, to adjourn the annual meeting.
- B. Members of the Corporation need not receive notification of the meetings held by the Board of Trustees unless the Members are requested or required to attend such meeting.
- C. The President, Vice President, Secretary and Treasurer and other Officers may attend each meeting of the Board of Trustees.
- D. A Special Meeting of the Board of Trustees may be called by the Head Trustee, President, Vice President or any two (2) Trustees.
- E. All meetings of the Board of Trustees may be held at the office of the Corporation in New Concord, OH or at any other location within or without the State as designated by the President or the Board of Trustees. Meetings of the Board of Trustees may also be held by any means of

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communication, including but not limited to email, teleconferencing, videoconferencing or person-to-person communication.

- F. Any action which may be authorized or taken at a Trustees' meeting may be authorized or taken without a meeting in a writing or writings signed by all of the Trustees who would be entitled to notice of a meeting of the Trustees held for such purpose, and such writing or writings shall be made part of the records of this Corporation.

Section 4. Notice of Meetings

- A. At the annual meeting of the Board of Trustees the Board shall schedule no less than three (3) meetings to take place before the next annual meeting. Notice of these meetings shall be given to the President and any other appropriate Officers.
- B. The Head Trustee shall notify by telephone or email each member of the Board of Trustees no less than thirty (30) days before the next scheduled meeting to remind each member about the meeting.
- C. In the case that a Special meeting is called, the Head Trustee shall notify by telephone or email each Trustee, the President, Vice President and Secretary of the date, location, time and purpose of the meeting. If attendance by Members of the Corporation is requested or required, the Secretary shall notify each Member in accordance with Article II, Section 4.

Section 5. Quorum

At all meetings of the Board of Trustees a majority of the whole authorized number of Trustees is necessary to constitute a quorum for the meeting of such Board of Trustees, except that a majority of the Trustees in office constitutes a quorum for filling a vacancy.

Section 6. Provisional Trustee and Bylaws

- A. Upon the petition of not less than two (2) of the Trustees of this Corporation, the Court of Common Pleas of Muskingum County, Ohio, may pursuant to Section 1702.521, Ohio Revised Code, appoint a provisional Trustee for this Corporation. Such appointment may be made even though a different number of Trustees has been fixed or pursuant to Article I, section 2.
- B. For the government of its actions, the Board of Trustees may adopt bylaws consistent with the Articles of Incorporation and this Code of Regulations.

Section 7. Conflicts of Interest

- A. No contract, action or transaction shall be voided or voidable with respect to the Corporation because the contract, action or transaction is between or affects the Corporation and one or more of its Trustees or Officers, or is between or affects the Corporation and any other person in which one or more of its Trustees or Officers have a financial or personal interest, or because one or more interested Trustees or Officers participate in or vote at the meeting of the Board of Trustees or a committee thereof that authorizes the contract, action or transaction, if any of the following applies: (1) the material facts as to her or their relationship or interest and as to the contract, action or transaction are disclosed or are known to the Trustees or the Committee and the Trustees or committee in good faith reasonably justified by the material facts, authorizes the contract, action or transaction by the affirmative vote of the majority of the disinterested Trustees, even though the disinterested Trustees constitute less than a quorum of the Trustees or committee; (2) the material facts as to her or their relationship or interest and as to the

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contract, action or transaction are disclosed or are known to the Members entitled to vote thereon and the contract, action or transaction is specifically approved at a meeting of the Members held for such purpose of voting on the contract, action or transaction by the affirmative vote of a majority of the Members of the Corporation not interested in the contract, action or transaction; (3) the contract, action or transaction is fair as to the Corporation as of the time it is authorized or approved by the Trustees or a Committee thereof.

- B. Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Trustees or of a Committee thereof which authorizes the contract, action or transaction.
- C. The Trustees, by the affirmative vote of the majority of those in office and irrespective of any financial or personal interest of any of them, shall have authority (1) to establish reasonable compensation, which may include pension, disability, and death benefits for services to the Corporation by Trustees and Officers, or (2) to delegate such authority to one or more Officers or Trustees.
- D. A Trustee is not an interested Trustee solely because the subject of the contract, action or transaction may involve or effect a change in control of the Corporation or her continuation in office as a Trustee of the Corporation.

Section 8. Committees of the Board of Trustees

- A. The Board of Trustees may create an Executive Committee that shall consist of such number of Trustees, not less than one (1), and Members of the Corporation, number to be determined by the Head Trustee.
- B. The Executive Committee shall serve at the pleasure of the Board of Trustees, shall act only in the intervals between meetings of the Board of Trustees, and shall be subject to the control and direction of the Board of Trustees.
- C. The Executive Committee may act by a majority of the Members of the Executive Committee at a meeting or in writing or writings signed by all of its members.
- D. The Board of Trustees may create such additional standing committees or ad hoc committees as the Board of Trustees shall deem appropriate, with such membership, powers and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of the Corporation, and shall elect the Members thereof.

ARTICLE II MEMBERS OF THE CORPORATION

Section 1. Members

- A. Members of the corporation shall be women who have been approved for membership in accordance with the Constitution of the Chi Alpha Nu club.
- B. The Board of Trustees shall determine an appropriate amount for annual dues, which each member will be required to pay on a yearly basis.
- C. Failure to pay annual dues by the Saturday of Homecoming Weekend held at Muskingum University of each year will result in loss of voting privileges and the privilege of receiving the Chi Alpha Nu Alumnae Newsletter and access to the Kianu members' only database

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Section 2. Annual Meeting

- A. The annual meeting of the Members of the Corporation shall be held for the purpose consideration of reports or information relevant to the Corporation.
- B. The annual meeting of the Members of the Corporation shall be held at the Corporation's principal office in New Concord, OH or such other place within or without this State, as determined by the Board of Trustees or the President.
- C. The annual meeting of the Members of the Corporation shall be held on the Saturday of the annual Muskingum University Homecoming weekend, commencing year 2009, at a time to be determined by the Board of Trustees or the Officers.

Section 3. Special Meetings

- A. Special meetings may be held within or without this State when called by any of the following: (1) Majority of the Board of Trustees; (2) The President; (3) The Vice President; (4) The Secretary; or (5) by written request by any member delivered to the President or Secretary, which includes the purposes for which such a meeting is called.
- B. Upon receipt of the written request, the President or Secretary shall inform in writing, by electronic means or otherwise, all Members of the Corporation, within 30 days of request. In accordance with Article II, Section 4, said meeting shall be held within sixty (60) days of the written request.

Section 4. Notice of Meetings

- A. Written notice of the annual and all special meetings shall state the time, date, location and purposes thereof and shall be given by the President, Vice President or Secretary to each member by personal delivery, email, or USPS no less than thirty (30) days and no more than ninety (90) days before the date of said meeting.
- B. If the notice of the meeting is sent via USPS, the notice shall be addressed to the Member at her last known address, per Corporation records.
- C. A Member may waive notice of the annual and special meetings by (1) written request or (2) personal communication with the Board of Trustees, President or Secretary.

Section 5. Quorum

- A. A Quorum of the Members, for purposes of adjourning meeting without voting, shall be no less than ten (10) women.
- B. A Quorum of the Members, for purposes of adjourning meeting with voting or mail-in / electronic voting shall be a simple majority of the dues paying members who will participate in the voting. The Treasurer shall keep a record of all dues paying members and shall provide a complete list to the President and Secretary before each meeting or mail-in vote.

Section 6. Voting

- A. At any meeting of Members, so long as there is a quorum as outlined in Article II, section 5, each person who is a Member of the Corporation on the date fixed, pursuant to Article II, Section 10, is entitled to vote at such a meeting.

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- B. So long as there is a quorum as outlined in Article II, section 5, voting may be held at an actual meeting of the Members of the Corporation or may be held via mail-in or electronic vote.
- C. A Mail-in or electronic vote can be organized by the Secretary, upon request of the Board of Trustees or the President, and shall be mailed with the biannual newsletter or by special mailing. Each eligible member shall receive a ballot and a deadline to return their ballot, no less than sixty (60) days from mailing of the ballot by the Secretary.
- D. In the case of an upcoming election, the Secretary shall mail nomination forms along with the newsletter preceding by at least four (4) months the actual election date. Nomination forms must include a deadline for return no more that sixty (60) days of the mailing of the forms by the Secretary. After receipt of the nomination forms, the Secretary shall compile all nominations and create a voting ballot. Each person receiving two (2) or more nominations will be placed on the voting ballot. The Secretary shall mail ballots and biographies of each candidate to each voting Member of the Corporation or shall post this information to the Chi Alpha Nu Website (www.kianu.org) no less than sixty (60) days in advance of the upcoming election date.
- E. After the sixty (60) day voting period has lapsed, the Secretary shall count all votes and determine a winner for each election category. The winner shall be the woman with the most votes. The winners will be contacted directly by the outgoing Secretary or President, either by telephone or email, to be notified of the results and to schedule a meeting whereby pertinent information can be exchanged. The election results will be posted on the Chi Alpha Nu website (www.kianu.org) and on the XAN yahoo group. The next newsletter will also include results of the election.

Section 7. Rescission

The authorization or taking of any action by vote, consent, waiver or release by the Members of this Corporation may be rescinded or revoked by the same vote, consent, waiver or release as at the same time of rescission or revocation would be required to authorize or take such action in the first instance, subject, however to the rights of third parties in contact.

Section 8. Membership Database

- A. This Corporation, specifically the Secretary, shall maintain a membership database, which shall contain the name, address and date of admission of each Member of the Corporation.
- B. Only those women whose name is reflected in the Membership Database on the date fixed pursuant to Article I, Section 10, shall be entitled to vote on any matter properly submitted to the Members for their vote, consent, waiver or release or other action.

Section 9. Order of Business and Action without Meeting

- A. At all meetings of the Members of the Corporation, the business of the Corporation shall be considered in such order as the Board of Trustees, the President or a majority of the Members present deem advisable and expedient.
- B. Any action that may be authorized or taken at a Members meeting may be authorized or taken without a meeting in a writing or writings signed by a majority of the Members who would be entitled to notice of a meeting of the Members held for such purposes, and such writing or writings shall be made a part of the records of the Corporation.

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Section 10. Initiation Fees, Dues and Assessments

- A. The initiation fees and dues shall be determined by the Board of Trustees and shall be payable at such times and in such manners as the Board of Trustees determines, the Saturday of Homecoming weekend held at Muskingum University every calendar year.
- B. Payment of these initiation fees and/or dues is mandatory. Members in arrears for dues to the Corporation shall be notified of such arrearage by the Secretary, and, at the option of the Board of Trustees, shall be suspended from all privileges of the Corporation from the date of notification until arrearages are paid.
- C. If said indebtedness is not paid in accordance with the Constitution and notice of such suspension has been given with no response from the indebted Member for thirty (30) days since notification, the Board of Trustees may declare such membership forfeited and such Member shall not be eligible for reinstatement until all such indebtedness has been paid.
- D. The Board of Trustees must act upon any application for such reinstatement in the same manner as a new application.
- E. A Member, who is suspended more than two (2) times for failing to pay her debt, may forever lose her Member privileges, as determined by the Board of Trustees on a case by case basis.
- F. A Member who requests in writing to withdraw herself from active participation in the Corporation, including not paying her dues, may be approved to do so by the Board of Trustees and therefore shall not be required to pay any arrearages upon return to active membership in the Corporation.

Section 11. Admission of Members

- A. Members will be admitted according to the Constitution and will automatically become Alumnae members upon graduation from Muskingum University.
- B. All applications for membership, not automatically granted, must be in writing on such forms as approved by the Board of Trustees and must be endorsed by the Members of the Corporation in accordance with the Constitution.
- C. All Members of the Corporation must be notified in writing of the application of a new member. Notification must include the prospective member's name, place of residence, profession or occupation, as well as other information concerning her qualifications for membership as deemed appropriate by the Board of Trustees.
- D. The Board of Trustees shall vote upon all applications and a majority vote of the Board of Trustees shall be necessary to approve membership. Any person whose application is rejected for Membership shall not be proposed for membership for one (1) year from the date of such rejection.

Section 12. Resignation and Suspension

- A. All resignations of Members must be submitted in writing to the Board of Trustees in accordance with the Constitution.
- B. The Board of Trustees may suspend the privileges of any member for any improper conduct of such Member that may be at variance with the Articles of Incorporation, Code of Rules and Regulations.

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ARTICLE III
OFFICERS OF THE CORPORATION

Section 1. Officers; General Provisions

- A. The Officers of the Corporation shall consist of a **President, Vice President, Secretary and Treasurer**. In order to be elected or nominated the Member of the Corporation must be a dues paying Member in good standing. The Board of Trustees and Officers may, from time to time, direct the Members to elect fellow Members to hold the following Officer positions:
 - a. Webmaster
 - b. Alumnae Outreach Area Coordinator- five (5) total vacancies
 - c. Fundraising Chairwoman
- B. The Board of Trustees may create such Officer and appoint such other Officers and Assistant Officers as it may determine appropriate for the Corporation.
- C. No Officer may hold two offices at the same time or be elected to the Board of Trustees while serving as an elected Officer or vice versa.
- D. No Officer shall expect to receive monetary compensation for any service they provide to the Corporation.
- E. The Board of Trustees may determine that Officers will receive compensation, monetary or otherwise. Upon this determination a contract will be developed and the Officer will be informed of such compensation.

Section 2. Term of Office

- A. The Secretary and Treasurer of the Corporation shall hold office for a term of three (3) years and until their qualified successors are chosen, unless sooner removed by the Board of Trustees or should circumstances warrant.
- B. Until calendar year 2015, the President and Vice President shall hold office for a term of three (3) years. The Vice President shall serve as the President-Elect and will assume the office of President at the end of the three (3) year term of the current President, unless sooner removed by the Board of Trustees or should circumstances warrant. Commencing in calendar year 2015, the President and Vice President shall hold office for a term of two (2) years. The Vice President shall serve as the President-Elect and will assume the office of President at the end of the two (2) year term of the current President, unless sooner removed by the Board of Trustees or should circumstances warrant.
- C. The Webmaster, Alumnae Outreach Coordinators, and the Fundraising Chairwoman are not subject to term limits.
- D. The Secretary and Treasurer are held to a term limit of six (6) years of continuous service or two (2) elected terms in the same office. Since the Vice President assumes the Presidency upon completion of the term cycle, these positions require a four (4) year commitment which is considered the term limit. Any Officer may seek re-election after at least three (3) years have passed since the last day of the previous office held.
- E. The Board of Trustees may remove any Officer at any time, with or without cause, by a majority vote. The Board of Trustees may fill any vacancy in any office, however created.

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Section 3. Officers; Position Descriptions

- A. **President:** Shall preside at all meetings of the Members, shall attend all Trustee meetings and is considered the Chief Executive Officer of the Corporation. In her absence or inability to act, the Vice President shall discharge the duties of the President and shall perform such other duties as shall be determined by the Board of Trustees.
- The President shall:
- a. Have general supervision, management, control and oversight of the business of the Corporation;
 - b. Be subject to this Code of Regulations;
 - c. Be Subject to Orders of the Board of Trustees;
 - d. Perform all the duties usually incident to the Office of President;
 - e. Perform all duties imposed or required by the Members or Board of Trustees.
 - f. Perform duties relating to outreach efforts, in conjunction with the Vice President.
- B. **Vice President:** Shall attend all meetings of the Members and shall attend meetings of the Board of Trustees. In her absence or inability to act, the Secretary shall discharge the duties of the Vice President and shall perform such other duties as shall be determined by the Board of Trustees.
1. The Vice President shall:
 - a. In the President's absence or inability to act, the Vice President shall discharge the duties of the President and shall perform such other duties as shall be determined by the Board of Trustees.
 - b. Oversee and manage all Alumnae fundraising activities and direct the fundraising chairwoman as necessary;
 - c. Be subject to this Code of Regulations;
 - d. Be subject to Orders of the Board of Trustees;
 - e. Perform all duties usually incident to the Office of President;
 - f. Perform all duties imposed or required by the Members or Board of Trustees.
 - g. Perform duties relating to outreach efforts, in conjunction with the President, and shall oversee all alumnae outreach area coordinators.
 - h. Maintain the membership database and distribute it to dues-paying Members upon request for a flat fee.
 2. The Vice President shall assume the office of President automatically following the end of the President's three-year term.
- C. **Secretary:** Shall attend all meetings of the Members and shall attend meetings of the Board of Trustees. In her absence or inability to act, the Treasurer shall discharge the duties of the Secretary and shall perform such other duties as shall be determined by the Board of Trustees.
1. The Secretary shall:
 - a. Keep minutes of all meetings of the Members and of the Board of Trustees;
 - b. Keep minutes of all actions by written consent and waivers of notice;
 - c. Give notice of all meetings of Members and Trustees, in accordance with Article I, section 4 and Article II, section 4, except as otherwise provided by this Code of Regulations;
 - d. Keep such books as may be required by the Board of Trustees, including a Membership Database, registering all of the Members of the Corporation;

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- e. Perform such other duties as may be assigned to her from time to time by the Board of Trustees or by the President;
 - f. Compile, create, copy and mail every six (6) months the Chi Alpha Nu Alumnae Newsletter to all dues paying Members of the Corporation.
 - g. Notify, in writing or by other accepted means, all Members who are indebted to the Corporation (1) their total amount of indebtedness; (2) deadline when payment is due; and (3) if debt has not been paid in a reasonable time, the Member's loss of privilege and Suspension per the Board of Trustees.
 - h. In accordance with Article 11, section 6, oversee, ensure and manage all voting procedures.
2. All books and papers pertaining to the office of the Secretary shall be subject at any time to the inspection of any Member of the Board of Trustees, and, on the expiration of the Secretary's term of office, the Secretary shall deliver all books, papers and other property of the Corporation in her possession or under her control to the President or the Secretary's successor in office.
- D. **Treasurer:** Shall attend all meetings of the Members and shall attend meetings of the Board of Trustees. In her absence or inability to act, the Head Trustee shall discharge the duties of the Treasurer and shall perform such other duties as shall be determined by the Board of Trustees.
- 1. The Treasurer shall:
 - a. Have general supervision of all finances;
 - b. Receive and safely keep all moneys belonging to the Corporation
 - c. Perform other duties assigned by the Board of Trustees;
 - d. Keep proper books and keep accurate account of the finances;
 - e. Present at all meetings, the statement of profit and loss and surplus, including a summary of the profits and other changes in the surplus account of the Corporation;
 - f. Present a balance sheet containing a summary of the assets and liabilities, stated capital and surplus on a monthly basis and at the close of the Corporation's fiscal year to the legal representation of the Corporation;
 - g. Furnish the Board of Trustees summary statements of the financial condition of the Corporation as of the date requested by the President or Board of Trustees.
 - 2. The financial statement produced by the Treasurer shall have appended thereto a certificate signed by the President or Vice President and the Treasurer or by a public accountant or a firm of public accountants, to the effect that the financial statement presents fairly the financial position of the Corporation and the results of its operations in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding period or such other certificate as is in accordance with sound accounting practice.
 - 3. Upon the expiration of her term of office, the Treasurer shall deliver all money, books, papers and other property of the Corporation that shall be in her possession or under her control to the President or her successor in office.
- E. **Webmaster:** Shall attend all meetings, if reasonably possible, of the Members and may attend meetings of the Board of Trustees. In her absence or inability to act, the President or Vice President shall discharge the duties of the Webmaster and shall perform such other duties as shall be determined by the Board of Trustees.

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The Webmaster shall:

- a. Develop, maintain, update and expand the website, www.kianu.org;
- b. Keep abreast of changes in technology and incorporate those changes, when applicable, into the website;
- c. Ensure the security of information contained within the website;
- d. Work with the Secretary to ensure that every Member is fully informed regarding recent Active or Alumnae activities.

- F. **Alumnae Outreach Area Coordinators:** Shall attend all meetings, if reasonably possible, of the Members and may attend meetings of the Board of Trustees. In her absence or inability to act, Vice-President shall discharge the duties of the Alumnae Outreach Area Coordinators and shall perform such other duties as shall be determined by the Board of Trustees.

The Alumnae Outreach Area Coordinators shall:

- a. Live in one of the counties listed in the area that she is coordinating;
- b. Organize and implement a plan to involve Alumnae in the area;
- c. Develop and implement meetings, activities and other events in her area, with the help of the Alumnae Outreach Director, Board of Trustees and the President.
- d. Carry out any duties that the Alumnae Outreach Director, Board of Trustees or the President determines to be necessary.

- G. **Fundraising Chairwoman:** Shall attend all meetings, if reasonably possible, of the Members and may attend meetings of the Board of Trustees. In her absence or inability to act, the Vice President shall discharge the duties of the Fundraising Chairwoman and shall perform such other duties as shall be determined by the Board of Trustees.

The Fundraising chairwoman shall:

- a. Work directly with the Board of Trustees and all other Officers to develop a plan to raise money for needed house repairs, furniture or other reasons determined to be necessary by the Board of Trustees.
- b. Implement a fundraising campaign;
- c. Mail fundraising information, collect money, send money to the Treasurer and report progress during meetings;
- d. Carry out any duties that the Alumnae Outreach Director, Board of Trustees or the President determines to be necessary.

ARTICLE IV MISCELLANEOUS

Section 1. Indemnification of Trustees and Officers

- A. Each Trustee, Officer, Director, Agent, employee or volunteers of this Corporation and any Trustee, Officer, Director, Agent, employee or volunteers of any other Corporation serving as such at the request of this Corporation shall be indemnified by this Corporation under the standards set by and to the fullest extent allowable under section 1702.12(E), Ohio Revised Code, as the same shall be amended from time to time.
- The foregoing right of the indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of Members or disinterested Trustees of this Corporation or otherwise.

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Section 2. Amendments

- A. The Members at a meeting held for such a purpose, may adopt an amendment to these Regulations by the affirmative vote of two-thirds (2/3) of the Members present if a quorum is present.
- B. In addition to or in lieu of adopting an amendment to the Regulations, the members may adopt amended Regulations by the same action or vote, as that required to adopt the amendment.

Section 3. Fiscal Year

The fiscal year of the Corporation shall end on June 30th in each year or on such other day as may be fixed by the Board of Trustees.

Section 4. Mortgages

- A. The Board of Trustees may authorize any mortgage or pledge of all or any of the property of this Corporation or any description, or any interest therein, for the purpose of securing the payment or performance of any obligation or contract of this Corporation. A meeting with all officers shall be held prior to the Board entering into such mortgage or pledge to allow full discussion on the matter; the Board of Trustees, however, has the sole authority to authorize such mortgage or pledge, with or without vote.
- B. No vote or consent of the Members of this Corporation or authorization from a court pursuant to section 1715.39, Ohio Revised Code, is necessary for such action.

Section 5. Property and Sale or Disposition of Assets

- A. All property acquired by this Corporation by purchase, gift, bequest, or otherwise shall be the absolute property of this Corporation, unless at the time of acquiring such property it is otherwise specified in writing.
- B. The Board of Trustees of this Corporation may authorize the lease, sale, exchange, transfer or other disposition of any of the assets of this Corporation without the necessity of procuring authorization from the court pursuant to section 1715.39, Ohio Revised Code, and any money or other property, including shares of other securities or promissory notes of any Corporation for profit.

Section 6. Books and Records

The books and records of this Corporation may be examined by any Member or any Trustee or the agent or attorney of any Member or any Trustee for any reasonable and proper purpose at any reasonable time.