

CONSTITUTION & BY-LAWS
of the
IKTINOS ALUMNI ASSOCIATION OF
ALPHA RHO CHI (APX)

ARTICLE I

The name of the corporation is: Iktinos Alumni Association of Alpha Rho Chi (APX).

ARTICLE II

The purpose or purposes for which the corporation is organized are: to foster, encourage and promote the artistic, scientific and practical efficiency of its members and the architectural students of The University of Michigan, in association with the Iktinos Chapter, Iktinos Building Association, and all other Chapters and Alumni Associations of Alpha Rho Chi (APX) Fraternity.

ARTICLE III

The corporation is organized upon a nonstock basis.

ARTICLE IV

Sec. 1. Until changed by amendment to these by-laws, or the articles of incorporation, the location and post office address of this corporation shall be at 9255 Crabb Rd., Temperance, Michigan.

ARTICLE V

QUALIFICATIONS OF MEMBERS

Sec. 1. Members of this corporation shall be persons who were members of the Iktinos Chapter of Alpha Rho Chi Fraternity who are not taking under-graduate work at The University of Michigan, and members of Alpha Rho Chi Fraternity from other Chapters provided they be resident in the County of Washtenaw in the State of Michigan. The President of the Iktinos Chapter of Alpha Rho Chi Fraternity shall during the term of office be a member of this corporation and the Faculty Advisor shall also be a member of the Board of Directors.

ARTICLE VI

MEETINGS OF MEMBERS

Sec. 1. The annual meeting of the members of this Corporation shall be held on the day designated as Founders Day. This day shall be on or around April 14th. This Corporation's annual meeting will be immediately following the Iktinos Building Corporation's annual meeting of its Board of Directors.

Sec. 2. Special meetings of the members may be called by the President, any member of the Board of Directors, by the Secretary, or by any members of the corporation, by filing with the Secretary a written call of such meeting, stating the time, place and object thereof.

Sec. 3. Notice of the annual meeting of this Corporation shall be mailed by the Secretary to all members whose address is known no later than (2) two weeks before such meeting. This Notice shall be done in conjunction with the required Notice for the Annual Meeting of the Iktinos Building Corporation and published in the Iktinos Chapter Newsletter.

Sec. 4. The Secretary shall mail to each member, whose address is known, a written or printed notice of the holding of any special meeting, and such notice shall be mailed at least five days before the time when such meeting is to be held.

Sec. 5. At all meetings of members, whether annual or special, each member shall be entitled to cast one vote upon each proposition submitted at the meeting. A member may vote in person or by proxy, provided the appointment shall be made in writing.

Sec. 6. At any meeting of the members of this corporation, ten members must be present in person, or by proxy, to constitute a quorum for the transaction of business, but the members present at any meeting although less than a quorum may adjourn the meeting to some later date and hour.

Sec. 7. In the event that any annual or special meeting of the members may be adjourned to a later date by less than a quorum, the Secretary shall immediately give two days' written notice to the members of the corporation of the date of such adjourned meeting in the manner provided for the giving of notice of special meetings of the members.

Sec. 8. The members of this corporation at each annual meeting shall elect members of this corporation as directors thereof, and such members as elected as such directors shall hold office until their successors are duly elected and qualified.

Sec. 8A. The Directors of this Corporation as outlined in Article VII shall be elected at the annual meeting of the corporation and shall serve in this capacity in (2) two-year terms. The election of these Board Members shall be such that (1/2) one-half of the Board Members shall be elected or re-elected at each annual meeting.

Sec. 8B. The Directors of this Corporation may be motion at the annual meeting be the same persons as those just elected to the Board of the Iktinos Building Corporation. If there is objection to this motion, then election of the Board shall proceed as described herein.

Sec. 9. The President and Secretary of this corporation shall act as the President and Secretary at each meeting of the members, provided that the members at the meeting may, in case the President or Secretary respectively are absent, appoint some other member to act in their place and stead.

Sec. 10. At any special or other meeting of the members of this corporation where a quorum is present, any matter lawfully within the powers of the corporation may be acted upon and will become and be binding and lawful. although no notice may have been given thereof, provided a majority of the members present of the corporation ratify the action taken at such meeting by affixing their signature to the minutes of said meeting or by authorizing in writing the same to be done.

ARTICLE VII

POWERS, DUTIES, AND MEETINGS OF DIRECTORS

Sec. 1. The control and management of the affairs and funds of this corporation shall be and rest in a Board of Ten Directors, and include one Director who shall be the President of Iktinos Chapter of Alpha Rho Chi Fraternity and one Director who shall be a member of the Alpha Rho Chi Endowment Committee other than an officer of this Board. In addition to the ten members mentioned above, a member of the faculty of the University of Michigan School of Architecture appointed by the Iktinos Chapter shall be considered voting member of this Board.

Sec. 2. The Directors shall elect all of the officers of the corporation and appoint all of its agents. Any vacancy occurring in the Board of Directors by death, resignation or otherwise, may be filled by the remaining Directors in a special meeting called for that purpose, provided that any person elected as a Director to fill a vacancy shall have the same qualifications as his predecessor.

Sec. 3. A Quorum of the members of the corporation at any meeting called for that purpose may by a majority vote ask for, demand, receive and accept the resignation of any Director of the corporation, and upon refusal to tender such resignation or resign, may by further specific vote in that behalf, dismiss such Director from office and declare the office vacant and elect a successor, provided that any person so elected a Director, shall have the qualifications of the person being replaced.

Sec. 4. No person shall be eligible to the office of Director who is not a member of the corporation. No Director shall receive any salary or compensation for his services to the corporation as Director, but may receive compensation for special work actually done and expenses incurred pursuant to resolution duly passed at any regular or special meeting.

Sec. 5. Regular annual meetings of the Board of Directors shall be held immediately after the adjournment of each regular annual meeting of the members of the corporation and at the same place.

Sec. 6. Special meetings of the Board of Directors may be held at any place in Michigan and may be called at any time by the President, by the Secretary, or by a majority of the Board of Directors, by filing with the Secretary a written call for such meeting, and by the Secretary writing to each Director a written or printed notice stating the time and place of such meeting at least three days before the time thereof.

Sec. 7. At all meetings of the Board of Directors (5) five members of the Board of Directors shall constitute a quorum for the transaction of business, but a smaller number may adjourn the meeting to another day or hour.

Sec. 8. At each regular annual meeting of the members of this corporation, the Board of Director shall present a statement and report of the assets and liabilities of the corporation and of its financial condition. This report shall be incorporated into the minutes of said meeting.

Sec. 9. The Board of Directors of this corporation, in addition to the powers and authority herein expressly and specifically conferred upon them, may exercise all such other powers and do all such other things as they may lawfully be authorized to do as such Directors by the laws of the State of Michigan.

ARTICLE VIII

OFFICERS

Sec. 1. The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer, who shall be elected by the Directors, from among their number, and who shall perform the usual duties pertaining to their respective offices. Said officers shall hold their offices for one year and until their successors are duly elected and qualified. One person may hold the Office of Secretary and Treasurer, or one person may hold the office of President and Treasurer. The President of Iktinos Chapter of Alpha Rho Chi Fraternity, a member of the Board of Directors, shall not be eligible to be elected as, or to hold the office of President, Vice President, Secretary or Treasurer of this corporation.

Sec. 2. No person shall be eligible to the office of President, Vice President, Secretary or Treasurer who is not a Director of this corporation, and no person shall be eligible to the office of Director who is not a member of the corporation. Should the President, Vice President, Secretary or Treasurer or any Director, at any time, cease to be a member of the corporation, they shall thereupon at the same time also cease to be such officer or Director therein.

Sec. 3. The Directors of this corporation may at any time by a majority vote ask for, demand, receive and accept the resignation of any officer, agent or employee of this corporation. Upon their refusal to tender such resignation or resign, the majority of said Board of Directors by further specific vote in that behalf may immediately dismiss them from office and declare the office vacant, and elect a successor. In the event that any officer may voluntarily resign, the Board of Directors may proceed at once to elect a successor for the unexpired term.

Sec. 4. The Directors may, by resolution, require any or all of said officers of this corporation to give bond or bondability to this corporation, with good and sufficient security, for the faithful performance of their respective duties and offices, but the corporation shall pay the necessary premiums for the securing of such bonds as said bonds may be required.

Sec. 5. The duties of the officers of this corporation shall be as follows:

President:

(a) The President shall preside at all meetings of members of this corporation, and at all meetings of the Board of Directors.

(b) The President shall have general supervision and direction over the affairs of the corporation, and shall have general supervision and direction over all other officers of the corporation and shall see that their duties are properly performed.

- (c) The President shall execute, acknowledge and deliver, in the name of the corporation, certificates, contracts, or other instruments necessary in carrying on the affairs of this corporation, when he/she shall be so specifically authorized by authority duly conferred therefore. He/She shall also have power to attach the seal of the corporation to any instrument requiring such seal.
- (d) The President shall also perform such other duties as may be assigned to him/her by the Board of Directors, or by amendment of these by-laws.
- (e) The President shall maintain an active communication with the Iktinos Chapter of Alpha Rho Chi.
- (f) The President shall personally or by direction maintain an active communication with the Grand Council of Alpha Rho Chi and the National Office.
- (g) If the President of this corporation is different than the President of the Iktinos Building Corporation, then (e) and (f) above must be done by the Iktinos Building Corporation President, unless he/she delegates these responsibilities to this President.

Vice President:

- (a) The Vice President shall, in the absence of the President, be vested with all powers and have authority to perform all duties of that office.
- (b) The Vice President shall assist the President in the performance of duties.
- (c) The Vice President shall assist the Iktinos Chapter of Alpha Rho Chi in the scheduling and organization of Founders Day, and take the responsibility for its occurrence.
- (d) The Vice President shall be the historian of the active chapter and the alumni association.
- (e) If the Vice President of this corporation is different than the Vice President of the Iktinos Building Corporation, then (c) and (d) above must be done by the Iktinos Building Corporation Vice President, unless he/she delegates these responsibilities to this Vice President.

Secretary:

- (a) It shall be the duty of the Secretary to keep the records and proceedings of any meetings of the Board of Directors and of the members.
- (b) The Secretary shall have power, concurrently with the President, to affix the seal of the corporation to any instrument requiring the same, and shall attest the authenticity of such instrument as Secretary of the corporation when so required.
- (c) The Secretary shall have custody and be charged with the safe-keeping of the seal of the corporation and of all records, papers, documents and books of the corporation.
- (d) The Secretary shall serve all notices required either by law or by the by-laws of this corporation.
- (e) Whenever Directors of this corporation shall be elected, a certificate, under the seal of the corporation, giving the names and addresses of those elected and the terms of their office, shall be recorded with the President and any organizations requiring same.
- (f) The Secretary shall help the Iktinos Chapter in the publication of the Chapter Newsletter and be responsible for the regular publication of the same.
- (g) The Secretary shall be responsible for the publication of an alumni directory at the request of the members of the Board, but not less often than ten years.
- (h) If the Secretary of this corporation is different than the Secretary of the Iktinos Building Corporation, then (f) and (g) above must be done by the Iktinos Building Corporation Secretary unless he/she delegates these responsibilities to this Secretary.

Treasurer:

(a) It shall be the duty of the treasurer to keep full and accurate account of the receipts and disbursements of the corporation in books belonging to the corporation, and the treasurer shall deposit in such bank or banking institutions as may, from time to time, be selected by the Board of Directors, all funds, moneys and other reliable effects of the corporation in the name and to the credit of the corporation.

(b) The Treasurer shall be the chief disbursing officer of the corporation. The treasurer shall make proper vouchers and receipts for such disbursements and shall render to the Board of Directors, at least annually and more often if required, a faithful, true, complete and accurate account of all such transactions.

(c) The Treasurer shall keep the President advised of any expenditures to be incurred or funds to be provided in order that the President may make arrangements for the consummation of such financial matters.

(d) The Treasurer shall also perform such other duties as the Board of Directors may, from time to time, direct or require.

(e) Treasurer is responsible for the issuance of Alumni Dues which shall be mailed to the membership each year after Founders Day. The amount of dues shall be fixed by the Board of Directors.

Faculty Advisor:

(a) The Faculty Advisor shall notify the President and the Board of University policy which could affect the corporation.

(b) The Faculty Advisor shall act as liaison between the Corporation and the School of Architecture of The University of Michigan.

(c) The Faculty Advisor shall assist the Iktinos Chapter in the fulfillment of their objectives.

(d) The Faculty Advisor shall maintain close and active communication with the active chapter.

(e) If the Faculty Advisor of this corporation is different than the Faculty Advisory of the Iktinos Building Corporation, then (c) and (d) above must be done by the Iktinos Building Corporation Faculty Advisor unless he/she delegates these responsibilities to this Faculty Advisor.

Sec. 6. In the event of the absence, inability or refusal to act of any officer of this corporation, the Board of Directors may appoint someone of their number to perform their respective duties for that particular occasion.

ARTICLE IX

CHECKS, NOTES AND BONDS

Sec. 1. All moneys and funds belonging to this corporation shall be subject to check in the name of the corporation by any two officers, or by one officer with the written delegation of another officer.

Sec. 2. Upon dissolution of this corporation, its assets (after payment of all just corporate debts) shall be given, and conveyed first to the Iktinos Building Corporation of Alpha Rho Chi, and then, if that corporation does not exist, shall be conveyed to The Grand Council of Alpha Rho Chi Fraternity. If said The Grand Council of Alpha Rho Chi Fraternity is not then in existence, then the assets of this corporation shall be given, granted, and conveyed to the School of Architecture of The University of Michigan, Ann Arbor, Michigan, and placed in the Alpha Rho Chi Endowment Fund.

ARTICLE X

RESIGNATIONS

Sec. 1. Any Director or officer of this corporation may resign his office at any time. Such resignation shall be made in writing and shall take effect from the time of its acceptance.

ARTICLE XI

SEAL

Sec. 1. The corporation shall have a corporate seal which shall be identified by the following words thereon: "Alpha Rho Chi Iktinos Alumni Corporation Corporate Seal, Michigan."

ARTICLE XII

CONTRACTS

Sec. 1. No contract or agreement involving this corporation to the extent of more than \$200.00 shall be entered into by the corporation except by resolution of the Board of Directors.

ARTICLE XIII

NOTICE AND WAIVER

Sec. 1. Whenever any notice is required by the laws of the State of Michigan or by the bylaws of this corporation to be given to the members or Board of Directors, such notice may be either given by the delivery of the notice, personally to such member or Director, or such notice may be deposited in any United States post office or mail box in a sealed, postpaid wrapper, properly addressed to the last known place of residence of such Director or member, and the notice shall be deemed to be given as of the time of the mailing thereof.

Sec. 2. Any member or Director may at any time waive in writing any notice required to be given under these by-laws.

ARTICLE XIV

CHANGES OF ARTICLE OF ASSOCIATION

Sec. 1. This corporation may change its articles of association at any regular meeting of the members of the corporation, or at any special meeting of the members of the corporation called for that purpose, whereat a quorum is present, upon adoption of a resolution by the affirmative vote of a majority of the members then present. And thereupon a certificate thereof made by the Secretary and verified by oath of the President under the seal of the corporation shall be filed in the office of the Secretary of State and recorded in the office of other interested organizations. The above method of change of the articles of association of this corporation shall be and remain in effect unless and until the name is changed by amendment to these by-laws, in the manner hereinafter prescribed or unless the same shall be changed by the laws of the State of Michigan.

ARTICLE XV

AMENDMENTS

Sec. 1. These by-laws, and any part thereof, may be modified, altered, repealed, amended, abridged, added to, changed, enlarged or diminished at the regular annual meeting of any adjourned session thereof of the members of this corporation, or at any special meeting called for that purpose by the affirmative vote of the majority of the members present at any such meeting, provided that a quorum be present at the meeting upon taking of such vote.