

THE ALPHA OMEGA GRADUATE ASSOCIATION, INC
ANNUAL MEMBERSHIP MEETING
JUNE 27, 2009

**AOGA
MEMBERS
PRESENT:**

Tim Adams '88, John Cassese '76, John Clark '79, John Rotunno '92,
Dan Hall '89, Mike Hennessy '89, Ken Sechler '71, Ron Sages '73,
Rob Valoric '88, Charlie Weckman '93 , Jerry Winkler '90, Jason Phillips '95,
John Sweeney '88, Geoff Darling '88, Chad Miller '01, Gary Kleptach '88,
John Gibson OSU '75, Chris Ferguson '89, *Tiger Thiel '85,
Brian Duermit '90, Tom Wild '84, Jeff Reed, '71, *Kevin McGraw '90.

(* - indicates late arrival, as noted in minutes)

**MEETING
CALLED
TO ORDER:**

The Annual Membership Meeting of The Alpha Omega Graduate Association, Inc. (AOGA) was called to order in a meeting room at the Airport Marriott, in Columbus, Ohio by President Jerry Winkler '90 on Saturday, June 27, 2009. The time was approximately 12:10pm. 21 members were present at the start of the meeting with Brother Kevin McGraw arriving at 12:40pm and Brother Tiger Thiel arriving at 1:55pm.

Brother President Jerry Winkler and Brother Archon Ron Sages welcomed everyone present and proceeded with an explanation of the state of Alpha Omega Chapter.

Brother Ron Sages addressed the Brothers present , explaining the current status of the Undergraduate Chapter and suspension of the Charter of Alpha Omega Chapter. He indicated that the earliest possible window for recolonization at Ohio University by Phi Gamma Delta would be a minimum of four academic years. The concept would be that all remaining individuals that were part of the currently existing undergraduate membership will be departed from the University's campus.

Brother Sages pointed out that while these are uncharted waters for Alpha Omega, it is not the first time that an Undergraduate Chapter had seen a charter suspension. He pointed out his recent positive experience with the recolonization of Columbia Chapter. Brother Sages also pointed out that time for healing of the membership from this event will be needed and that, as explained in a communication by Brother Bill Martin, that the event will impact the lives of OU Fijis and their relationship with Ohio University from this point forward.

**RECORDING
SECRETARY'S
REPORT:**

Brother Tim Adams reported that the meeting minutes from the previous meeting held on April 26, 2008 were distributed. Members were given an opportunity to review the minutes and asked for additions or corrections by President Winkler. In the interest of time it was agreed that the distributed minutes would not be read aloud and the question was called if there were additions or corrections to these meeting minutes of the Alpha Omega Graduate Association. A correction was made to brother Ken Sechler's graduation date which had been listed as "7x" to "71." A motion was next entertained to approve the meeting minutes of the Alpha Omega Graduate Association.

**APPROVAL
OF MINUTES:**

MOTION FOR APPROVAL: Brother Chris Ferguson '89 moved for approval, Brother Rob Valloric '88 seconded the motion. The meeting minutes were unanimously approved by voice vote. (note: Brother McGraw arrived at approximately 12:40pm, was present for this vote and all votes that followed).

RESOLVED:

That all of the actions of the Board of Trustees of the Corporation in the conduct of the corporate business and all of the actions of the officers of the Corporation from the date of incorporation up to and inclusive of the date of this meeting are hereby ratified, approved and adopted. Brother Chris Ferguson '89 moved for approval, Brother Rob Valloric '88 seconded the motion. The motion was unanimously approved by voice vote.

An interim financial report was next presented to the membership.

**MOTION TO
APPROVE:**

Resolved that the 2009 Interim Financial Report be approved as presented. Brother Michael Hennessey '89 moved for approval, Brother Charlie Weckman '93 seconded the motion. The motion was unanimously approved by voice vote.

**COMMITTEE
REPORTS:**

**GRADUATE
RELATIONS:**

Brother Gary Staley was unable to attend the meeting, however Brother Sages noted that a key to recolonization is that Alpha Omega Graduate Brothers must be engaged and actively ready to support a recolonization. Brother Sages concluded by stating that efforts must be undertaken to keep Graduates connected to the Chapter despite the absence of an undergraduate unit on the Athens, Ohio campus.

**LEGAL
COUNSEL:**

Brother Dan Hall explained that the condition of the physical structure, damages and necessary repairs were still being evaluated at present. Brother Hall explained that this was step one of the process of closing out the contracts for the current academic year.

Brother Hall continued by explaining that step would include collection and assessment of reports and information from the House Proctor, University officials, law enforcement, House Corporation employees and contracted security personnel, among others. The contents of such reports and information gathered, explained Brother Hall, might lead to pursuing additional monetary assessments from individuals who did damage or caused additional expense beyond the amount of their security deposits.

Brother Hall also indicated that an outstanding issue was that of retrieval of property by individuals that had been left on site at 20 South College Street.

**PIG
DINNER:**

As everyone is aware by now, Pig Dinner was cancelled in April, due to the deteriorating situation with the Undergraduate Chapter, it was stated.

Several alternate dates were discussed in the meeting with the concept to get the graduates together as soon as possible. It was pointed out that of the possible dates, September 5th is move in weekend, October 24th is a home football game (Kent State) and November 7th is also open. A lengthy discussion amongst members present took place about the merits of holding Pig Dinner in Columbus versus Athens, Ohio. The discussion resolved with the general consensus that a location would be determined and announced for a gathering in the Fall of this year (2009). Brother McGraw raised a point that membership was not notified of this meeting. Brother Adams corrected him by pointing out that emails were sent out to every Graduate Brother for which an email address was available and that postcard notifications were mailed out for all others and additionally that information was posted on the Alpha Omega Website.

SCHOLARSHIP:

President Jerry Winkler and Brother Ron Sages offered general commentary on the Alpha Omega restricted scholarship fund and updated the members present as to the status of the fund.

**BCA
REPORT:**

Brother John Gibson, OSU gave an update on the efforts that had taken place over the past year, in an attempt to get the Undergraduate Chapter on a proper path. Brother Gibson extended his thanks, as did others in the room, to Brother Jeff Bunch – Virginia '79, as well as thanks to Alpha Omega Graduate Brothers Hennessey, Hoy, Mayne, Promenshenkel, D. Taseff, Thiel, Wild, Platt and others who stepped up to help the cause of guiding Alpha Omega. It was recognized that while the efforts were not ultimately successful, that groundwork laid could be instrumental in an Alpha Omega re-colonization effort.

**OLD
BUSINESS:**

No old business was raised in this portion of the meeting agenda.

**BY-LAW
CHANGES:**

The following by-law changes were proposed at this meeting. Amendments to the composition of the Board offered today are in the spirit of making the Board more agile and to transition it to more of a “property management association.” The motions and corresponding votes are noted, along with some brief explanatory narrative, as follows:

Pursuant to ARTICLE VI (A), Amendments, the following amendments to the Code of Regulations are proposed for consideration and action at the AOGA Annual Meeting of Members:

ARTICLE I.

Board of Trustees

A. Composition - (Proposed Amendment)

The powers, property and affairs of this Corporation, subject to the limitations contained in the Revised Code of Ohio, or in these regulations, shall be exercised, conducted and controlled by an Executive Board of Trustees, comprised of at least five (5) Trustees, *who may also be elected as Officers of the Association. The Executive Board may designate, or the members may elect, such additional Trustees as may be needed from time to time to execute the Association’s mission.* Alpha Omega Chapter’s Purple Legionnaire shall serve ex-officio as a non-voting Member of the Executive Board.

Discussion:

Presently, the Executive Board must consist of at least 5 Trustees **and** 4 Officers. Much of the business of the Association in between formal meetings is transacted via “Resolutions Without A Meeting,” which, under OHIO Law, requires unanimity in order to pass any action item. In today’s world, it has been repeatedly challenging to synchronize the schedules of nine (9) Graduate Brothers even with advance notice. This amendment clarifies that Trustees may be elected as Officers of the Corporation and that the **minimum number** of Board Members required is reduced to 5 from 9 in order to simplify the transaction of business.

Brother Rob Valloric ’88 moved for approval, Brother John Cassese ’74 seconded the motion. The motion was unanimously approved by voice vote.

ARTICLE II.

Members

B. Voting Rights – (Proposed Amendment)

Each Member *in good standing* shall have one vote *to be exercised in person or by Proxy. Proxies must be in writing and filed with the Secretary before being counted. The person named in a Proxy may vote at any adjournment of the meeting for which the Proxy was given, but the Proxy shall terminate after final adjournment of the meeting. No Proxy dated more than six (6) months before the meeting named in it shall be valid.*

Discussion:

While not specifically prohibited by our By Laws, no provision expressly exists to permit Members’ votes by Proxy. As the number of Alpha Omega Graduate Brothers increase, locate/relocate around the world and age, voting by proxy will enable them to remain engaged, participate in, and contribute to, AOGA, Inc. affairs. The Proposed Amendment above establishes the method by which Proxy Votes may be employed.

Brother Ron Sages ’73 moved for approval, Brother Chris Ferguson ’89 seconded the motion. **The motion was withdrawn in favor of a study committee being formed with recommendations to be made at the next regularly scheduled meeting of the Alpha Omega Graduate Association.**

(note: Brother Tiger Thiel arrived at the meeting at approximately 1:55pm. He was present for this discussion and for all votes which followed).

D. Notice of Members' Meetings – (Proposed Amendment)

Notice of Annual or Special Members' Meetings (*issued* by the President or Secretary), stating the purpose, time and location of such Meeting, shall be provided to each Member by duly *e-mailing* the same to his address *as it appears in the records of the Association*, at least, twenty-one (21) days prior to the date of such Meeting. *The Secretary shall simultaneously post, or cause to be posted, such notice on the Website of AOGA, Inc. in a location identified for such purpose.* At Special Meetings of Members, no business may be transacted other than as indicated in the notice of Meeting.

The accidental omission to give notice, or the failure by any person entitled thereto to receive notice thereof, shall not invalidate the proceedings at any meeting.

Discussion:

Presently, this Section of the By-Laws requires that Notices be **either mailed or emailed** to **each** Member.

The process of mailing physical meeting announcements thru the U S Postal System to over 800 Alpha Omega Graduate Brothers has become very inefficient, time consuming and costly. Most individuals communicate digitally via email and text message and it is recommended that AOGA, Inc. exclusively embrace this method of communication.

Brother Ron Sages '73 moved for approval, Brother Rob Valloric '88 seconded the motion. The motion was unanimously approved by voice vote.

E. Good Standing – (Proposed Addition)

All duly initiated and affiliated members of Alpha Omega Chapter of Phi Gamma Delta shall be considered to be “in good standing” and eligible for membership and continuing membership in The Alpha Omega Graduate Association, Inc. under Article II (A) hereof, unless any of the following shall have occurred at any time:

- 1. A member shall have voluntarily resigned his membership in The Fraternity of Phi Gamma Delta, in the manner prescribed according to the Acts of the Ekklesiai;*
- 2. A member shall have been expelled as a member of The Fraternity of Phi Gamma Delta, in the manner prescribed according to the Acts of the Ekklesiai;*
- 3. A member shall have been placed on “Denial of Chapter Privileges” Status by a Trusteeship Board that has been duly appointed by The Archons of The Fraternity of Phi Gamma Delta;*
- 4. A member shall have been expelled by Ohio University for violation of any Code of Conduct or Policy of the University;*

5. *A member shall have graduated from, transferred from, or terminated his academic studies at, Ohio University leaving any unfulfilled financial obligation due Alpha Omega Chapter or The Alpha Omega Graduate Association, Inc.*

Discussion:

Currently no definition exists as to what constitutes “in good standing” to determine eligibility for membership in AOGA, Inc. This proposed By Law addition clarifies that every duly initiated and affiliated member is deemed to be in good standing by default and that loss of this status occurs by definition of behavior that is contrary to or in violation of the values, ideals, principles and policies of The Fraternity of Phi Gamma Delta, Alpha Omega Chapter, The Alpha Omega Graduate Association and/or Ohio University.

Brother Ron Sages '73 moved for approval, Brother Tiger Thiel '85 seconded the motion. The motion was unanimously approved by voice vote.

**ARTICLE III.
Officers**

H. Division of Authority – (Proposed Addition)

Any two or more offices may be held by the same person except the offices of president and vice president.

Discussion:

The proposed addition permits the offices of Treasurer and Secretary to be combined, as needed, to effect AOGA, Inc. corporate business.

Brother Ron Sages '73 moved for approval, Brother Tiger Thiel '85 seconded the motion. The motion was unanimously approved by voice vote.

OPERATING RESOLUTIONS: The following by-law changes were proposed at this meeting by Brother Ron Sages '73.

RESOLVED: That the Board of Directors of The Alpha Omega Graduate Association, Inc. declare that a *Fiscal Emergency* exists for the 2008 – 2009 fiscal year (ending July 31). No contribution shall be made in this fiscal period out of Operating Funds to the House Capital Reserve Fund.

Brother Ron Sages '73 moved for approval, John Cassese '76 seconded the motion. The motion was unanimously approved by voice vote.

RESOLVED: That the AOGA, Inc. Executive Board authorize payment of outstanding expenses due The Fraternity of Phi Gamma Delta by the Alpha Omega Chapter up to the amount of \$2,000.

Brother Ron Sages '73 moved for approval, Brother Tom Wild seconded the motion. The motion was unanimously approved by voice vote.

RESOLVED: That The Alpha Omega Graduate Association, Inc. appoint the firm of Eslocker & Oremus, LLP, Athens, Ohio as Special Legal Counsel for any services it may require during the 2009-2010 fiscal year.

Brother Ron Sages '73 moved for approval, Brother Tom Wild seconded the motion. The motion was unanimously approved by voice vote.

RESOLVED: That Diane L. Reeves be appointed Bookkeeper for AOGA, Inc. during the 2009 – 2010 fiscal year and that she be added as an authorized signer to the AOGA, Inc. Operating Fund Checking Account at Peoples Bank, NA.

Brother Ron Sages '73 moved for approval, Chris Ferguson '89 seconded the motion. The motion was unanimously approved by voice vote.

RESOLVED: That, in accordance with the AOGA, Inc. Quarterly Scholarship Program and the approved budget for the 2008-09 fiscal year, the sum of \$1,350 be awarded and paid to Christopher J. Noonan '09 for achieving a perfect 4.0 accum each academic quarter and for earning the highest overall accum in Alpha Omega Chapter each academic quarter during the 2008-09 academic year.

Brother Ron Sages '73 moved for approval, Brother Tom Wild seconded the motion. The motion was unanimously approved by voice vote.

RESOLVED: That the Graduate Brothers of the Alpha Omega Chapter of The Fraternity of Phi Gamma Delta express and by this RESOLUTION do express their heartfelt appreciation and profound thanks to The Fraternity of Phi Gamma Delta Archon President William R. Miller (Indiana '62, Purdue GA'96), Executive Director & Editor William A. Martin, III (Mississippi State '75), Director of Chapter Services J.B. Goll (Nebraska '01), Director of Chapter Development Justin R. Burns (Ohio State '07), Director of Expansion Joshua P. Laufenberg (Illinois 2008) and Field Secretary Jonathan Hilliard (Virginia 2007) for their extensive fraternal support, involvement, guidance and efforts during the 2008 – 2009 academic year in behalf of Alpha Omega Chapter of The Fraternity of Phi Gamma Delta.

Brother Ron Sages '73 moved for approval, Brother John Casesse '73 seconded the motion. The motion was unanimously approved by voice vote.

RESOLVED: That the Graduate Brothers of the Alpha Omega Chapter of The Fraternity of Phi Gamma Delta express and by this RESOLUTION do express their heartfelt appreciation and profound thanks to Phi Gamma Delta Graduate Brother John E. Gibson, IV (Ohio State '75) for his service, dedication and fraternal support as Chair of the Alpha Omega Board of Chapter Advisers.

Brother Ron Sages '73 moved for approval, Brother John Clark seconded the motion. The motion was unanimously approved by voice vote.

BE IT FURTHER RESOLVED: That the Graduate Brothers of the Alpha Omega Chapter of The Fraternity of Phi Gamma Delta express and by this RESOLUTION do express their heartfelt appreciation and profound thanks to Phi Gamma Delta Graduate Brother Jeffrey S. Bunch (VA '79), Alpha Omega Graduate Brothers Michael C. Hennessy '89, Jason A. Hoy '99, Bret J. Mayne '89, Chad R. Miller '97, Christopher J. Moehring '74, Ryan J. Neises '07, Cole G. Platt '09, George H. Promenschenkel '86, Jeffrey L. Reed '71, Andrew A. Roeder '98, Richard C. Smudz '07, John L. Sweney '88, Damon M. Taseff '00, Walter R. "Tiger" Thiel, Jr. '85, and Thomas W. Wild '85 for their service as members of the Alpha Omega Board of Chapter Advisers and Board of Graduate Trustees during the 2008-09 academic year.

Brother Ron Sages '73 moved for approval, Brother John Cassese '73 seconded the motion. The motion was unanimously approved by voice vote.

RESOLVED: That the Graduate Brothers of the Alpha Omega Chapter of The Fraternity of Phi Gamma Delta express and by this RESOLUTION do express their heartfelt appreciation and profound thanks to Alpha Omega Graduate Brother Charles J. Weckman '93 for his service, dedication, time, loyalty and expertise as Graduate House Manager and Trustee of The Alpha Omega Graduate Association, Inc.

Brother Ron Sages '73 moved for approval, Brother John Cassese '73 seconded the motion. The motion was unanimously approved by voice vote.

RESOLVED: That the Graduate Brothers of the Alpha Omega Chapter of The Fraternity of Phi Gamma Delta express and by this RESOLUTION do express their heartfelt appreciation and profound thanks to Ohio University Vice President of Student Affairs Kent J. Smith, Ohio University Assistant Vice President of Student Affairs and Director of Campus Life Anne E. Lombard and Ohio University Assistant Director of Campus Life for Greek Life Carol Preston for their expertise, support and dedication to the Greek System at Ohio University and to Alpha Omega Chapter of The Fraternity of Phi Gamma Delta.

Brother Ron Sages '73 moved for approval, Brother Geoff Darling '88 seconded the motion. The motion was unanimously approved by voice vote.

**CHAPTER
HOUSE
DISCUSSION:**

At this point in the meeting, discussion among members turned toward the physical structure owned by Alpha Omega Graduate Association, located at 20 South College Street in Athens, Ohio.

Brother Ron Sages pointed out the following options as currently existing:

- 1.) Vacant property: A budget was distributed in this meeting which demonstrated what the cost would be to leave the property vacant.
- 2.) Sale of house: Brother Sages pointed out that there is no “capital gains” offset, per se. The sale of the property would be taxed as a regular corporate activity tax. Brother Ken Sechler pointed out and Brother Ron Sages confirmed that proceeds from a property sale would revert to the International Fraternity. Brother Sages explained that Phi Gamma Delta would allow Alpha Omega Graduate Association to continue to operate as a property association. It was explained that a sale would likely leave the AOGA in a position of great difficulty in obtaining suitable property in the event of re-colonization.
- 3.) Tennant option: Brother Sages explained that there were at least two prospective fraternal organizations in Athens that are presently actively interested in leasing the AOGA property. Brother Sages also pointed out, when asked, that Ohio University currently has “plenty of vacancies” in student housing and therefore an option to lease to the University is not viable. When asked, Brother Sages indicated that the two prospective tenant fraternal organizations are Sigma Pi and Phi Kappa Psi, both recently colonized on the Ohio University-Athens Campus.

A lengthy discussion among members took place at this point about the potential for recolonization. Brother Ron Sages explained that a minimum of four years off campus was the understanding between Phi Gamma Delta International Headquarters and Ohio University Administration.

Brother Ron Sages explained that the International Fraternity was colonizing in an aggressive fashion. Brother Sages pointed out that the minimum time from start of a Delta Colony to Chartering of a Phi Gamma Delta Chapter is approximately 18 months.

RESOLVED:

That the intent of Alpha Omega Graduate Association is to empower its’ officers to enter negotiations to lease the property.

Brother John Clark moved for approval, Brother Rob Valloric ’88 seconded the motion. The motion was unanimously approved by voice vote.

**NON-BINDING
VOTE OF
SENTIMENT:**

That the sentiment of members present at this Annual Meeting of the Alpha Omega Graduate Association is to not sell the Chapter House.

Brother Tiger Thiel '85 moved for approval, Brother Jon Rotunno seconded the motion. The motion was unanimously approved by voice vote.

RESOLVED:

That the current operating budget be adopted as presented.

Brother Ron Sages '73 moved for approval, Brother Chris Ferguson '89 seconded the motion. The motion was unanimously approved by voice vote.

**ELECTION OF
OFFICERS AND
BOARD:**

For the office of President, two candidates were nominated. A division of the membership was taken and by show of hands the following vote resulted:

Brother Ron Sages:	17
Brother Kevin McGraw:	2

For the office of Vice President/Treasurer, two candidates were nominated. A division of the membership was taken and by show of hands the following vote resulted:

Brother Geoff Darling:	12
Brother Jon Rotunno:	4

For the office of Secretary, Brother Tim Adams was nominated to continue in this capacity. No other candidate being offered Brother Adams was approved by unanimous voice vote.

For the position of Legal Counsel and Board Member, Brother Dan Hall was nominated to continue in this capacity. No other candidate being offered Brother Hall was approved by unanimous voice vote.

**TIME AND
PLACE OF
NEXT
MEETING:**

It was decided by consensus that the Board of AOGA would notify members of the time and place of the next scheduled AOGA meeting and Annual Meeting.

ROUNDTABLE: Brother Thiel announced that Brother William Mason is in town and upon completion of family duties would be meeting up with Brothers in the evening.

A discussion of securing Fraternity “esoteric” items was undertaken. It was explained that arrangements for all esoteric items and other items of Fraternal value such as composites, awards and ephemera are being made and that the items will be secured in a place under the exclusive control of the Alpha Omega Graduate Association.

**Motion to Adjourn by Brother Tiger Thiel ‘85, seconded by Brother Chris Ferguson ‘89.
Approved unanimously by voice vote. The meeting was adjourned.**

Respectfully submitted,

Tim Adams ’88,
Recording Secretary
The Alpha Omega Graduate Association, Inc.