

CODE OF REGULATIONS

THE ALPHA OMEGA GRADUATE ASSOCIATION, INC.

Revised May 13, 2011

**CODE OF REGULATIONS
OF
THE ALPHA OMEGA GRADUATE ASSOCIATION**

**ARTICLE I.
Board of Trustees**

A. Composition

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.

B. Eligibility

Each such Trustee and Officer shall be a Member in good standing of this Corporation. Trustees and Officers shall not simultaneously serve as Members of Alpha Omega Chapter's Board of Chapter Advisors during their elected tenure as Trustees or Officers of the Executive Board.

C. Election of Trustees

Trustees shall be elected, by the Alpha Omega Graduate Association membership, at the Annual Meeting of Members for terms of two (2) years each. The number of Trustees to be so elected in any one year shall not exceed one-half of the number of Trustees mandated by these By Laws or, alternately, as determined by the AOGA Membership to be necessary to execute the mission of the Association. Trustees so elected shall continue in office until their successors be elected and qualified.

D. Vacancies Of Trustees

If the position of any Trustee becomes vacant, by reason of death, resignation or incapacity to act (such incapacity to be conclusively determined by the remaining Officers and Trustees), a majority of the remaining Officers and Trustees shall fill the vacancy for the time remaining for the term of the individual he is succeeding.

E. 2010 Transitional Year

At the 2010 Annual Meeting of Members, one-half the number of Trustees proposed for election shall be elected for a term of one year each and the remaining one-half of Trustees proposed for election shall be elected for a term of two years each.

F. Meetings Of The Executive Board

Meetings of the Executive Board shall be held not less than twice each fiscal year. Other Meetings of the Executive Board shall be held as provided in the Code of By-Laws.

G. Notice Of Executive Board Meetings

Notice (signed by the President or Secretary and giving the purpose) of such Meetings shall be given to each Trustee and Officer by duly mailing the same to his address ten (10) days prior to the date of such Meeting, unless such notice be waived in writing.

H. Quorum And Voting

At all Meetings of the Executive Board there shall be present a majority of the total number of Trustees and Officers combined to constitute a quorum.

A majority vote of those present and entitled to vote at any combined Meeting, duly called and held, at which a quorum is present, shall constitute the action of the entire Executive Board.

I. Removal From Office

A Member of the Executive Board may be removed from office, as determined by a majority vote of the Officers and Trustees, for reasons of felony, misdemeanor, financial malfeasance, moral turpitude, non-performance of duties and responsibilities as a Member of the Executive Board, violation of AOGA Inc.'s Articles of Incorporation, Code of Regulations (By-Laws), resolutions or policies, or violation of the laws of The Fraternity of Phi Gamma Delta.

ARTICLE II.

Members

A. Eligibility

All duly initiated and affiliated members of Alpha Omega Chapter of Phi Gamma Delta, in good standing with Alpha Omega Chapter, The Fraternity of Phi Gamma Delta, and Ohio University, who are no longer pursuing an undergraduate degree, are members of The Alpha Omega Graduate Association, Inc.

B. Voting Rights

Each member shall have one vote.

C. Meetings Of Members

An Annual Meeting of the members shall be held at a time and place to be set by the President. Special Meetings of the members may be called by the President, or by order of the Executive Board, or upon written request of not less than ten percent (10%) of the members. All members present, in person or by proxy, shall constitute a quorum of any membership meeting.

D. Notice Of Members' Meetings

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.

E. Good Standing

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.

F. Honorary Members

(1) All duly initiated and affiliated members of The Fraternity of Phi Gamma Delta, in good standing with The Fraternity of Phi Gamma Delta, who are no longer pursuing an undergraduate degree, may become Honorary Members of The Alpha Omega Graduate Association, Inc.

(2) Honorary Members may attend all meetings of the Association, including Annual and Special Meetings of Members, and may participate in all discussions in matters coming before the Association for consideration.

ARTICLE III.

Officers

A. Officers

The Officers of The Alpha Omega Graduate Association, Inc., shall be a President, Treasurer, Secretary and such other Officers as may be from time to time designated by the Executive Board.

B. Election Of Officers

Officers shall be elected, by the Alpha Omega Graduate Association membership, at the Annual Meeting of Members for terms of two (2) years each, and shall be phased in according to the following schedule:

1. Commencing with the Annual Meeting of Members held in the year 2011, the offices of President and Secretary shall be elected at the Annual Meeting of Members for a term of two (2) years and at each Annual Meeting of Members convened thereafter during odd-numbered years.

2. Commencing with the Annual Meeting of Members held in the year 2010, the office of Treasurer shall be elected at the Annual Meeting of Members for a term of two (2) years and at each Annual Meeting of Members convened thereafter during even-numbered years.

Officers so elected shall continue in office until their successors be elected and qualified.

C. Vacancies Of Officers

If the position of any Officer becomes vacant, by reason of death, resignation, or incapacity to act (such incapacity to be conclusively determined by the remaining Officers and Trustees), a majority of the remaining Officers and Trustees shall fill the vacancy. The Officer so chosen shall hold office for the time remaining for the term of office of the individual he is succeeding.

D. Term Limits

Any individual who is elected to the Office or position of President, Treasurer, Secretary or Trustee may only be re-elected to the office or position in which he is presently serving for an additional two consecutive terms.

E. President

The President shall be the Chief Executive Officer of The Alpha Omega Graduate Association Inc., and shall preside at all Meetings of the Executive Board and the Members. He shall appoint all committee chairmen and committee members and shall fill vacancies of all appointed positions, occasioned by death, resignation, incapacity to act or non-performance. He shall serve ex-officio as a member of every standing and temporary committee of the Association. He shall enforce compliance with the Articles of Incorporation, the Code of Regulations and all resolutions approved by the Executive Board. He shall execute all contracts and other instruments of writing authorized by the Executive Board and subject always to the direction of the Executive Board, he shall exercise such other authority and perform such other duties as the Board may from time to time prescribe. He shall serve ex-officio as a non-voting Member of Alpha Omega Chapter's Board of Chapter Advisors. With the approval of a majority of AOGA's Officers, nominate Members of Alpha Omega Chapter's Board of Chapter Advisers (in accordance with Section 16.32 of the Acts of the Ekklesia).

F. Treasurer

The Treasurer shall have supervision and custody of all Association monies and other assets, real or personal; shall cause to be kept full and accurate accounts of the receipts and disbursements of the Association, in such accounts and in such depositories, as may be designated by the Executive Board; shall disburse and supervise the disbursement of funds of the Association, in accordance with the authority of the Executive Board, taking proper vouchers thereof; shall render to the President and Executive Board, at regular meetings of the Board, or whenever the President or the Board require, a written detailed account of his transactions as Treasurer and of the financial condition of the Association, including a statement of all its assets, liabilities and financial transactions; shall perform such other duties as the President or Executive Board directs and such other duties as usually pertain to the Office of Treasurer. The Treasurer shall be relieved of all responsibility for any securities or monies, or the disbursement thereof, committed by the Board to the custody of any other person or corporation, or, to the supervision of which is delegated by the Board to any other officer, agent, or employee, and he shall not be responsible for any actions of an Assistant Treasurer or other officer, agent or employee of the Association, operating under his direction, but at the appointment of the Executive Board.

The Treasurer shall prepare and submit annual and supplemental Budgets to the Executive Board for review and action; prepare Monthly and End of Year Financial Statements; produce and authorize all official financial reports of the Corporation; manage and project cash flow requirements and timing of expenditures on an outgoing basis; enter all depreciation/journal entries as needed; communicate all approved budget amounts to AOGA Portfolio Chairs and to the Bookkeeper and Cook; establish online access to banking accounts; incorporate technology into the financial function of the Corporation; reconcile all bank statements; and oversee preparation and filing of taxes.

G. Secretary

The Secretary shall record, or cause to be recorded, all proceedings and votes taken in a Minutes Book provided for that purpose. The Secretary shall disseminate

Minutes of Meetings to the Executive Board and make Minutes available to Members of AOGA, Inc. within thirty (30) days following the Meeting date.

I. Division of Authority

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

ARTICLE IV.

Fiscal Policy

A. Fiscal Policy

AOGA, Inc.'s Fiscal Year shall begin August 1st and end July 31st.

B. Savings

It shall be AOGA, Inc. policy to maintain House Capital Reserve Funds in an amount equivalent to, at least, one year's combined mortgage payments, property taxes, property insurance and estimated utility and maintenance costs. Whenever, House Capital Reserve Funds drop below such an amount, it shall be AOGA, Inc. policy to immediately establish a financial plan which remunerates House Capital Reserve Funds to a level which, at minimum, is equivalent to one year's combined mortgage payments, property taxes, property insurance, and estimated utility and maintenance costs.

Unless a fiscal emergency is declared by a majority of the Executive Board, a minimum of 10% of AOGA, Inc.'s annual Fiscal Year budgeted revenues shall be deposited into the permanent House Capital reserve Fund, in accordance with an annual schedule to be adopted by the Executive Board, in order to provide sound organizational financial planning for future capital needs of the Chapter House.

ARTICLE V.

Permanently Endowed Scholarship Fund with Phi Gamma Delta Educational Foundation

A. Permanently Endowed Scholarship Fund

A permanently endowed Scholarship Fund shall be established with The Fraternity of Phi Gamma Delta's §501(c)3 Educational Foundation for the purpose of providing annual undergraduate Tuition Scholarships and graduate Fellowships to Brothers, and Delta Colony Initiates and Pledges of Alpha Omega Chapter who have demonstrated "distinguished scholarship, capacity for leadership, and good citizenship, as indicated by community, college and fraternal service".

AOGA's Scholarship Endowment Committee composed of Scholarship Fund contributors (in an amount to be determined by the Executive Board), shall oversee the formulation of fund raising goals, implementation of development programs, expansion of the donor base, compilation and distribution of development data, determination and review of eligibility criteria, and selection of the annual scholarship recipient(s).

The Scholarship Fund's endowed principal shall not be available for award, disbursement or distribution.

Earnings of no more than 5% of the value of the Scholarship Fund's endowed principal, as of May 31st, shall be awarded annually as one, or more, Tuition Scholarships.

B. Scholarship Reserve Fund

A permanent Scholarship Reserve Fund shall be established for the purpose of providing academic scholarships, fellowships, awards, incentives and recognitions; educational seminars; and memorial contributions to The Phi Gamma Delta Educational Foundation/Ohio Chapter Restricted Scholarship Endowment. The Scholarship Reserve Fund shall maintain funds in an amount equivalent to, at least one year's Quarterly Scholarship Awards (approximately \$1,500).

ARTICLE VI.
Amendments

A. Amendments

This Code of Regulations may be amended or repealed by a two thirds (2/3) vote of the members present, in person or by proxy, and entitled to vote at the Annual Meeting of the Members or at a Special Meeting of the Members called for that purpose.