

ARIZONA COUNCIL BYLAWS EPSILON SIGMA ALPHA INTERNATIONAL

ARTICLE I NAME

The name of this non-profit organization shall be Arizona Council of Epsilon Sigma Alpha International.

ARTICLE II PURPOSE

- a. The purpose of this organization shall be to unite all chapters in the State of Arizona and those chapters which, for any reasons, may desire to affiliate with the Arizona Council, for charitable and educational purposes.
- b. The Arizona Council delegate body shall encourage its members to participate in projects organized for charitable purposes at the Chapter, State and International levels.
- c. It shall be the duty of the Council delegate body to consider all items of business brought before the Council.

ARTICLE III MEMBERSHIP

Membership in the Arizona Council shall consist of all chapter members in good standing who pay Chapter, State and ESA Headquarters dues and abide by the terms of their member pledge.

ARTICLE IV ORGANIZATION

Section 1 Affiliations

- a. The Arizona Council will sustain a membership with Epsilon Alpha International Council, a non-profit organization.
- b. The Arizona Council will also sustain a membership with ESA Foundation, a tax exempt philanthropic and educational organization.

Section 2 Delegate Body

- a. The delegate body of the Arizona Council shall be composed of the chapter president and two representatives elected from each chapter to serve for a period of one year.
- b. The State Council President's chapter shall be entitled to a fourth council representative, since the State President is not privileged to vote.
- c. There shall be no limitation placed on the number of years a representative may be serve.
- d. Council Representatives must be Jewel Degree members. These members shall represent a chapter at least six months old or a new (less than six months old) chapter whose members include five or more Jewel Degree members and who have met both the Council and their Epsilon Sigma Alpha International obligations.
- e. These representatives shall take office immediately following the close of the annual State Convention.

- f. Chapters shall be encouraged to establish educational programs for the development of the members.

Section 3 Officers

The officers of the Arizona Council shall be President, First Vice-President/President Elect, Second Vice-President, Secretary, Treasurer, and Past President/ Parliamentarian. These officers shall be installed during the convention.

Section 4 Eligibility for Office

Only Council Representatives are eligible to serve on the Executive Board with the exception of the Past President.

Section 5 Eligibility for President

- a. To be eligible for the Presidency of the Arizona Council a representative must have served as Chapter President for at least one year and as an elected State Council Officer for a minimum of two years, and must have attended at least two State Conventions, and at least one International Convention.
- b. The elected First Vice-President shall be known as President Elect, and shall automatically succeed to the Office of President and shall fulfill all requirements of Section 5, paragraph a.

Section 6 Eligibility for Treasurer

To be eligible for the office of Treasurer of the Arizona Council, a representative must have served for at least one year as Chapter Treasurer and/or have knowledge of simple bookkeeping.

Section 7 Elections

Elections of Arizona Council shall be held annually during the State Convention. If there are no contested offices, election by acclamation is acceptable.

- a. Council representative shall nominate from the floor and elect a First Vice-President/President Elect, Second Vice-President, Secretary, and Treasurer. In the event the First Vice-President/President Elect is unable to assume the duties of the President, the Council Representatives shall nominate from the floor and elect a President before the election of the other officers. When there is a contested election, the candidate with a majority vote wins the election.
- b. Officers' terms begin at the Second General Assembly of the Annual Convention with the presentation of the gavel to the incoming President.
- c. Officers shall hold office for a term of two years or until their successors are elected.
- d. The Secretary, Treasurer and Second Vice Chair may hold the same office for a maximum of two consecutive terms.

ARTICLE V DUTIES OF OFFICERS

Section 1 President

The President shall preside at all Council Meetings and shall appoint from the Advisory Board an Auditor, Financial Secretary, and Head Teller and shall make all other appointments as deemed necessary. The President shall serve as an ex-officio, non-voting, member of all Arizona Council Committees and shall be responsible for instructing their Appointed Board members in their duties.

Section 2 First Vice President/President Elect

The First Vice-President/President Elect shall be Membership Director. The First Vice-President/President shall select their own committee and assist Chapter Vice Presidents and shall work in

close cooperation with the President, accept such duties as are assigned to them by the President and preside at meetings in the absence of the President. The First Vice-President/President Elect shall be responsible to honor new members and re-affiliating members annually. If candidates are submitted, they shall be responsible for the administration of the Gladys Bagley Schaefer Outstanding Pledge Award annually. The First Vice-President/President Elect will attend the International Council Leadership Conference. If the First Vice-President/President Elect is unable to attend, the Executive Board may select a representative per Article XL.

Section 3 Second Vice President

The Second Vice-President shall be Philanthropic Chairperson. They shall select their own committees and assist Chapter Philanthropic Chairpersons, as well as coordinate their reports. They shall preside at meetings in the absence of the President, First Vice President/President Elect, and perform such other duties as may be assigned them by the President. The Second Vice President is responsible for ensuring that a statewide council effort in support of an ESA International project takes place.

Section 4 Secretary

The Secretary shall keep an accurate record of all meetings and attendance, shall keep a file of all correspondence, write all letters in the name of the Council at the direction of the President and shall perform such other duties as may be required by the President.

Section 5 Treasurer

The Treasurer shall collect all Council Monies and pay all Council bills with the exception of the State Convention monies. Unbudgeted items must be approved by the Executive Board in advance of expenditure. The Treasurer shall be authorized to sign all checks and be responsible for the banking of all Council funds, including State event funds designated for St. Jude Children's Research Hospital, the Easterseals Society, Disaster Fund, and any other Council Philanthropy. The Treasurer shall exchange information on an agreed upon regular schedule with the Financial Secretary regarding all account transactions. The books shall be closed annually June 30 and submitted for Audit semiannually on January 15 and July 15. The Treasurer shall be bonded.

Section 6 Past President

The Past President shall be Disaster Fund Chairperson and Parliamentarian and shall advise the Council President on questions pertaining to parliamentary procedure. They shall maintain and keep a permanent record of all Bylaw and Standing Rules changes.

ARTICLE VI EXECUTIVE BOARD

The Executive Board shall be composed of the Arizona Council Officers as described in Article IV, Section 3.

- a. In the event of the resignation or death of the President, whereby the first Vice-President/President Elect automatically becomes President for the unexpired term; the Second Vice-President shall then become the First Vice-President (but not the President-Elect.)
- b. In the event of the resignation or death of the First Vice-President/President Elect, the Second Vice-President shall become the First Vice-President for the unexpired term (but not the President Elect).
- c. The Executive Board shall have the power to fill any other vacancy in a Council elected office for the unexpired term by appointment.
- d. The Executive Board shall consider all matters brought to its attention pertaining to the welfare and growth of member chapters.
- e. **ACTION WITHOUT MEETING** For purposes of taking action without a meeting, solicitation via electronic balloting and voting shall be permitted hereunder for the Executive Board. Such procedure shall be initiated by the electronic distribution of ballots and all related materials for consideration by

the Executive Board to all of the Officers at the time of such distribution. Thereafter, such Officers shall be permitted to cast their votes electronically in response to the distributed ballots.

ARTICLE VII COMMITTEES

Section 1 Bylaws Committee

The Parliamentarian shall serve as Chairperson and they shall appoint a committee consisting of at least one member from the Executive Board, one member from the Advisory Board and three members from the general membership. The Bylaws Committee shall exist for the purpose of considering appropriately submitted, proposed, and signed bylaw changes and periodic review of the bylaws as necessary. After review of proposed changes, the committee will submit the proposed changes to the membership for a vote according to Article XV. Persons submitting proposed bylaw changes not approved by the Bylaws Committee shall be notified in writing by the Chairman giving time to allow individual to present their proposed changes to the membership.

Section 2 Educational Committee

The Educational Committee shall guide and assist with Chapter educational programs to further the aims of Epsilon Sigma Alpha. This committee shall consist of the Educational Director, Educational Co-Director, if one is appointed by the State President, and members appointed from the Council membership by the Educational Director. A current Educational Director may serve on the Educational Committee but cannot vote on matters within the committee if their chapter has submitted an Educational Report.

Section 3 Membership Committee

The Membership Committee shall consist of the First Vice President/President Elect and members appointed from the Council membership. This committee shall encourage and assist chapters in all aspects of membership growth and retention.

Section 4 Philanthropic Committee

The Philanthropic Committee shall consist of the Second Vice President, and members appointed from the Council Membership. This committee shall assist the Second Vice President and work closely with Chapter Philanthropic Chairperson.

ARTICLE VIII ADVISORY BOARD

Section 1

The Advisory Board shall serve in an advisory capacity and no member shall have voting privileges in the Council in their capacity as Advisory Board members. They shall be available upon request, to assist any member, chapter or the Executive Board. The Advisory Board has their own bylaws and standing rules which govern as long as they do not conflict with these bylaws.

Section 2

The Advisory Board is composed of:

- a. Arizona Council Presidents, past and present.
- b. Other members appointed to the Board by the Advisory Board because of their outstanding ability and leadership, and their value in providing continuity to the Arizona Council.

Section 3

The Advisory Board shall elect from its members a State Director and any other officers deemed necessary.

Section 4

Only Advisory Board members who are not Council Representatives shall collect and tabulate votes of Council Representatives on occasions when ballots are required.

ARTICLE IX MEETINGS AND QUORUMS

Section 1

Council meetings, frequency and dates thereof shall be defined in the Standing Rules. A State Calendar for all Council Meetings of the Arizona Council shall be set at a business meeting of the Convention for the ensuing year.

Section 2

All Arizona Council meetings shall be open to all members of Epsilon Sigma Alpha, with voting privileges restricted to Council Representatives or their alternates. Business brought before the Council for consideration without prior notice to the chapters shall be decided by individual Council Representative vote. Business which is referred to chapters for consideration shall be deemed a chapter decision and shall be decided on the basis of one vote per chapter.

Section 3

A simple majority of Council Representatives (or alternate) of the chapters in good standing shall constitute a quorum for the transaction of the Arizona Council business.

Section 4

Where it is not possible or practical for any Executive Board Member to be physically present at any scheduled Executive Board meeting, any Executive Board Member may attend Regular and Special Meetings through an electronic method of communicating by which all participating members may simultaneously hear each other during the meeting.

ARTICLE X INTERNATIONAL DELEGATE

The Arizona Council shall sponsor one official delegate to the International Council Convention. This delegate shall be the Arizona Council President or a representative selected by the Executive Board. An amount of money shall be budgeted and allotted to pay the delegate's registration fee and transportation at the least expensive air rate available, excluding First Class.

ARTICLE XI INTERNATIONAL COUNCIL LEADERSHIP CONFERENCE

The Arizona Council shall sponsor a representative(s) to the International Council Leadership Conference. This representative(s) shall be the First Vice President/President Elect or a representative(s) selected by the Executive Board. An amount of money shall be allotted to pay the representatives' registration fee and transportation at the least expensive air rate available.

ARTICLE XII INTERNATIONAL COUNCIL BOARD CANDIDATE

Section 1

The Arizona Council shall endorse no more than one candidate for an International Council Office.

Section 2

Any chapter seeking endorsement of their candidate by the Arizona Council shall submit a written request to the State President before September 15 of the calendar year preceding the International Council Election. A vote by the Arizona Council shall determine the candidate to be endorsed in the event more than one chapter submits a written request.

ARTICLE XIII ROSTER

The Council shall commission a printed annual roster which shall contain names of all chapters and their locations, names and addresses of members, the Council's yearly calendar, a list of Council Officers and other pertinent information as decided by the Executive Board. The chapters are obligated to pay for Rosters ordered.

ARTICLE XIV BULLETIN

The Arizona Council Bulletin shall be published monthly except July and August during which period special bulletins may be issued at the discretion of the President.

ARTICLE XV FINANCE

Section 1

Annual council membership dues shall be addressed in the Standing Rules.

Section 2 Other Funds:

All Arizona Council funds raised for International Council projects shall be administered by the State Treasurer and recorded by the Financial Secretary, with the exception of State Convention funds which shall be administered by the Convention Committee.

Chapters or Committee Chairpersons may request advance funds in order to secure an event location per the Standing Rules.

Section 3 Budget

An annual budget shall be prepared by the immediate Past Treasurer, Financial Secretary, the incoming Treasurer and reviewed by the new Executive Board. The proposed Budget shall be printed in the September Bulletin and presented to the Council delegate body for its approval at the September Council meeting. Any expenses paid prior to the acceptance of the budget shall be approved by the Executive Board.

Section 4 Debts

All chapters must pay debts owed the Arizona Council within sixty (60) days of the date the debt is incurred or lose their voting privileges until the debt is paid.

Section 5 Auditor

The auditor shall have a working knowledge of bookkeeping and shall audit the Arizona Council books twice a year and the books of the State Convention once a year. A statement of findings shall be submitted to the Executive Board within thirty days after receipt of the books.

Section 6 Financial Secretary

The Financial Secretary shall maintain a system of accounting whereby the budget is readily accountable and shall keep a record of the names of the members who pay dues, and maintain accurate financial records, including posting all journals, ledgers and reconciling the bank statements. The Financial Secretary shall exchange information on all account transactions with the State Treasurer on a regular schedule established between the State Treasurer and the Financial Secretary. The books shall be closed annually June 30 and submitted for audit semiannually on January 15 and July 15. The Financial Secretary shall be responsible for filing the Tax Facts and the IRS report for the current fiscal year. The Financial Secretary will be bonded.

ARTICLE XVI AMENDMENTS

These Bylaws may be amended at any regular meeting of the council, a quorum being present, by an affirmative vote of two thirds (2/3) of eligible chapters present.

Written notice of proposed amendments to the bylaws must be communicated to the membership at least thirty (30) days in advance of a regular meeting of the council.

ARTICLE XVII PARLIAMENTARY PROCEDURE

Robert's Rules of Order, Newly Revised, shall be used as a guideline for the procedure of the Council, except, and insofar as they may not be consistent with these Bylaws.