

**BY-LAWS  
OF  
SAN ANTONIO IVY EDUCATIONAL FUND, INCORPORATED  
(SAIEF)**

**ARTICLE I – NAME**

- 1.01 This organization shall be known as the San Antonio Ivy Educational Fund, Inc.

**ARTICLE II – PURPOSE**

- 2.01 The purpose of this corporation shall be to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations of the Internal Revenue Code, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereinafter be amended.

**ARTICLE III – MEMBERSHIP**

- 3.01 All financially active members of Alpha Tau Omega Chapter of Alpha Kappa Alpha Sorority, Incorporated, shall be members of the corporation.

**ARTICLE IV – BOARD OF DIRECTORS**

- 4.01 The day-to-day affairs of the corporation shall be managed by its Board of Directors. All members of the Board of Directors must be financial members of Alpha Tau Omega Chapter, Alpha Kappa Alpha Sorority, Inc. during their entire respective terms of office.
- 4.02 The Board of Directors shall consist of thirteen (13) Directors.
- 4.03 All SAIEF Directors shall be elected by the members of the Alpha Tau Omega Chapter, Alpha Kappa Alpha Sorority, Inc., with the exception that three positions of the Board of Directors shall be filled by those elected to fill the offices of President, Vice-President/Program Chairman, and Treasurer of Alpha Tau Omega Chapter, Alpha Kappa Alpha Sorority, Inc.
- 4.04 At any regular or special meeting duly called, any one or more of the Directors may be removed for cause by a vote of the majority of the members. Any Director whose removal has been proposed by the Board or by the members shall be given an opportunity to be heard.

- 4.05 Any vacancy occurring in the Board of Directors by resignation, death or any directorship to be filled by reason of an increase in the number of Directors shall be filled by a vote of the majority of the members of the corporation. A Director elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office.
- 4.06 All Directors shall serve a term of five (5) consecutive years except the President, Vice President/Program Chairman, and Treasurer of Alpha Tau Omega Chapter whose term of office on the Board shall be concurrent with their term of office in Alpha Tau Omega Chapter. Directors who complete their full five-year term of service will receive a plaque in recognition of their Board service.
- 4.07 No director shall serve more than five (5) consecutive years on the Board with the following exceptions:
- A. A person elected to fill an unexpired term is eligible to be elected to serve a second regular five (5) year consecutive term in addition to the unexpired term.
  - B. A person elected as President, Vice President/Program Chairman, or Treasurer of Alpha Tau Omega Chapter is eligible to serve consecutive terms.
- 4.08 Any director willing to serve on the Board of Directors following the completion of a consecutive five (5) year term becomes eligible to run for office as a Board member after a waiting period of one (1) year. The prospective Board member may apply during the Alpha Tau Omega Chapter's next election cycle. The prospective Board member's application must be in compliance with all the requirements established by Alpha Tau Omega Chapter.

#### **ARTICLE V – MEETINGS**

- 5.01 The Board of Directors shall meet on the first Tuesday of January, February, March, April, May, June, August, September, October, November and December.
- 5.02 Special or called meetings of the Board of Directors may be called by or at the request of the Board President or any two Directors. The Directors requesting the called or special meeting must use the following procedure: 1) Notify the President and Vice-President before the meeting can be scheduled. 2) The Directors must submit the written agenda to the President. 3) The President, Secretary, or the President's designee shall send out the notification of the special or called meeting. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Texas, as the place for holding any special meeting of the Board.
- 5.03 Notice of any special meeting of the Board of Directors shall be given at least forty-eight (48) hours prior, by written notice. The notice shall be delivered personally, electronically or by mail, to each Director at her address as shown by the records of the corporation.
- 5.04 The corporation shall hold semi-annual meetings in the months of May and December.

- 5.05 All financially active members of Alpha Tau Omega Chapter of Alpha Kappa Alpha Sorority, Incorporated, shall be voting members of the corporation at the semi-annual meetings.
- 5.06 Seven members of the Board is a quorum for the transaction of business at any meeting of the Board. If less than seven Directors are present at said meeting, a majority of the Directors present shall set another time and date that a quorum may be achieved.
- 5.07 No Board member shall miss more than three (3) Board meetings each calendar year. A Board member who misses more than three meetings in a year is subject to removal at the next regular scheduled board meeting. (Ref. Sec. 4.04)
- 5.08 The Board shall have the power to conduct, manage and control the day-to-day affairs and business of the corporation, and to make such rules and regulations in accordance with the Articles of Incorporation and the Bylaws.

#### ARTICLE VI – OFFICERS

- 6.01 The officers of the corporation shall be President, Vice-President, Secretary, Treasurer, Assistant Treasurer, Financial Secretary and Assistant Financial Secretary.
- 6.02 The officers of the corporation shall be elected annually by the Board of Directors.
- A. All officers shall be elected annually by plurality vote at the October Board meeting.
  - B. Any member of the Board of Directors is eligible to run for any Board office with the following exception: The President, Vice-President, or Treasurer of Alpha Tau Omega Chapter shall not hold the office of SAIEF Treasurer to avoid a conflict of interest in the grantor-grantee relationship between Alpha Tau Omega and the SAIEF.
  - C. All officers shall be installed at the December Board of Directors Meeting or at the December Semi-Annual Meeting. Term of office shall begin January 1.
  - D. New offices may be created and filled at any meeting of the Board of Directors.
- 6.03 Any officer elected or appointed by the Board of Directors may be removed by two-thirds of the members of the Board of Directors present and voting whenever in its judgment the best interest of the corporation would be served. The removal shall be without prejudice to the rights of the officer so removed.
- 6.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- 6.05. Duties and responsibilities
- A. President – The President shall be the principal executive officer of the corporation. The President shall supervise and control all of the business and affairs of the corporation. She may sign with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts and other instruments, which the Board has authorized to be executed. The

President shall name all committee chairpersons and shall be an ex-officio member of all standing committees.

- B. Vice President – In the absence of the President, or in the event of her inability to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President will be a third signature on the checking account and sign checks in the absence of the President.
- C. Secretary – The Secretary shall keep the minutes of all meetings of the Board of Directors to include regular, called, and/or special meetings; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the corporate seal; affix the seal of the corporation to all documents; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her by the President or by the Board of Directors.
- D. Financial Secretary – The Financial Secretary shall receive all funds directed to and received by the corporation. She shall maintain a written or electronic record of funds
- E. Assistant Financial Secretary – In the absence of the Financial Secretary, or in the event of her inability to act, the Assistant Financial Secretary shall perform the duties of the Financial Secretary, and when so acting shall have all the powers of and be subject to all restrictions upon the Financial Secretary.
- F. Treasurer – The Treasurer with the President shall sign all checks and drafts. The Treasurer shall oversee accounts of the properties, business and transactions of the corporation's assets, liabilities, receipts, disbursements, gains, losses and capital. The Treasurer shall render to the President and the Board an account of all transactions and the financial condition of the corporation. The Treasurer shall perform such other duties as prescribed by the President or by the Board of Directors. Financial audits shall be conducted annually by an independent Certified Public Accountant. The Treasurer shall also be responsible for ensuring compliance with all state and federal rules for renewing the corporations 501(c)(3) status and shall perform such other duties as from time to time may be assigned to her by the President or by the Board of Directors.
- G. Assistant Treasurer – In the absence of the Treasurer, or in the event of her inability to act, the Assistant Treasurer shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all restrictions upon the Treasurer.

## ARTICLE VII – STANDING COMMITTEES

7.01 The SAIEF Standing Committees shall be the following: Audit and Corporate Compliance, Budget/ Finance/Investment, Community Relations, Fundraising, Governance, Scholarship, and Technology.

- A. Audit and Corporate Compliance Committee - The committee shall conduct annual internal audits preparatory to submitting Board financial books every three (3) years to an independent external auditor in order to comply with the requirements of the U.S.

Internal Revenue Service and the Texas Secretary of State compliance requirements for non-profit organizations.

- B. Budget/Finance/Investment Committee – The committee shall consist of at least three other Board committee chairs. This committee is responsible for recommending financial policies, goals, and budgets that support the mission, values, and strategic goals of the organization. The committee reviews the organization’s financial performance against its goals and proposes major transactions and programs to the Board. The committee shall also prepare and supervise the operation of the annual budget for the Board, promote support for any current fundraising activities, and be responsible for self-auditing of all financial accounts.
- C. Community Relations Committee – The committee shall develop effective and fluid communication with community resources which enhances our presence in the community
- D. Fundraising/Community Relations Committee – The committee shall develop and implement plans for income-producing projects to augment and support the organization’s goals.
- E. Governance Committee – The committee shall develop and provide policies and processes for the Board to operate effectively and efficiently. Responsibilities include developing a slate of officers as needed, providing orientation and Board materials for new members, and management of the Board’s tenure list which is to be provided to the President of Alpha Tau Omega Chapter in January each year.
- F. Scholarship Committee - The Board shall annually distribute the designated scholarship(s) to the SAIEF adopted HBCU, St. Philip’s College.
- G. Technology Committee – The committee shall develop procedures and coordinate with commercial entities to develop materials to promote Board functions and activities and to facilitate – “on-line” financial transactions.

#### **ARTICLE VIII – FISCAL YEAR**

- 8.01 The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

#### **ARTICLE IX – CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

- 9.01 The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.
- 9.02 All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by the President and the Treasurer or the Treasurer and the Vice President as needed.
- 9.03 All funds of the corporation shall be deposited immediately to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

- 9.04 The Board of Directors may accept, on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.
- 9.05 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees.
- 9.06 No Director shall be personally liable to the corporation or its members for monetary damages for acts or omission in the Director's capacity as a Director which occurs from an adoption of any action, except in the following situations:
- A For any breach of the Director's duty of loyalty to the corporation and its nonprofit programs;
  - B. For any act or omission not in good faith, or which involves intentional misconduct, or knowingly violating the laws, rules and regulations, or other program guidelines;
  - C. For any transaction from which the Director received an improper benefit, whether or not the benefit resulted from action taken within the scope of the Director's office;
  - D. For any act or omission for which the liability of the Director is expressly provided by statute, rules and regulations, or other program guidelines; and
  - E. For any act related to an unlawful distribution of the corporation's assets.

#### **ARTICLE X – ENDOWMENTS**

- 10.1 The Board shall manage the funds and procedures for the SAIEF Diamond Endowment. Funds for the endowment shall be managed in a separate SAIEF account. The Board shall establish and execute a strategic plan to ensure the endowment is fully endowed in a timely manner. To achieve maximum local impact for contributions made by the community and to foster the national objective of supporting HBCU institutions, the St. Philip's College of San Antonio will be designated for the establishment of the SAIEF Diamond Endowment Scholarship.
- 10.2 The Dr. Jacqueline O. Dansby Endowment has been fully endowed in accordance with the Bylaws and Directives of the Alpha Kappa Alpha Educational Advancement Fund for former or current Alpha Kappa Alpha Directorate Members. All matters pertaining to the Dansby Endowment are managed by the Alpha Kappa Alpha Educational Advancement Foundation.

#### **ARTICLE XI – PRESIDENT EMERITA**

- 11.01 In honor of her dedication, timeless service, and vision in the formation of the Alpha Tau Omega Educational Foundation during her term as President of Alpha Tau Omega Chapter of Alpha Kappa Alpha Sorority, the late Gloria Jean McMurray Malone (1941-2019) was designated as President Emerita of the Board of Directors of the San Antonio Ivy Educational Fund, Inc.

#### **ARTICLE XII –**

## PARLIAMENTARY AUTHORITY

- 12.01 The rules contained in the current edition of Robert's Rules of Order shall govern the San Antonio Ivy Educational Fund, Inc. in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules or order the SAIEF, Inc. may adopt in the future.

## ARTICLE XII – DISSOLUTION

- 13.01 Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations as the Board shall determine.

## ARTICLE XIII - AMENDING BYLAWS

- 14.01 The power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. Amendments to the Bylaws may be proposed in writing to the Board by any Director. All Board members shall receive a copy by mail or by electronic mail for review in advance of the Board meeting at which the proposed amendment will be voted upon. The Bylaws shall be amended by an affirmative vote of two-thirds of those present and voting. At least fourteen (14) days written notice must be given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

Revised and Approved by the Board of Directors 7<sup>th</sup> day of December 2021

Sandra Reese Jolla  
Sandra Reese Jolla  
Board President

## SECRETARY'S CERTIFICATE

These Bylaws were approved and adopted by the Board of Directors at a regular Board meeting duly called and convened on December 7, 2021

ATTEST:

Maria Stevenson Greene  
Maria Stevenson Greene  
Board Secretary