

By-Laws of the Saint Anthony Trust of Rhode Island

(revised April, 2007)

Article I. General Provisions

Section A. Name

The name of this corporation is the *Saint Anthony Trust of Rhode Island* (to be abbreviated "SATRI").

Section B. Purpose

The purpose of this Corporation is to provide non-discriminatory guidance and logistical support to the Kappa Chapter of Saint Anthony Hall chartered to Brown University, Providence, R.I. (hereinafter "Kappa") and to encourage the Kappa Chapter's literary, academic and social growth. Non-discriminatory, as used above, means this organization will not discriminate on the basis of age, sex, creed, race, sexual orientation or handicap.

Section C. Offices

Subsection 1.

SATRI shall maintain a registered office within the State of Rhode Island at a location to be determined by [the Board of Trustees](#).

Subsection 2.

The Corporation may also have offices at such other places as [the Board of Trustees](#) may appoint or the activities of the Corporation may require.

Section D. Fiscal Year

The fiscal year of the Corporation, unless otherwise authorized by [the Board of Trustees](#) or [the members](#) at [Annual Meeting](#), shall end on April 30 each year.

Section E. Seal

The corporate seal shall have inscribed thereon the [name of the corporation](#), the date of its incorporation, the words "Corporate Seal, R.I. & P.P." and such other design as [the Board of Trustees](#) shall authorize.

Article II. Members

Section A.

Membership in this Corporation is to be elective. Nominations for and elections of new members will occur at every [annual meeting](#) and at other times set by the Board of Trustees. The incorporator shall set the membership for purposes of the initial meeting . All members of Kappa who will leave or have left their undergraduate course of studies as of the end of the academic year shall be considered automatically eligible for election at the annual meeting during that academic year. Nominations for other memberships may be made by any member and can be acted upon if seconded.

Section B.

[The Board of Trustees](#) shall determine from time-to-time the amount of initiation fee, if any, and annual dues payable by the members.

Section C.

The Board of Trustees may suspend or expel any member for cause after an appropriate hearing, by an affirmative vote of three-quarters of all the members of the Board (i.e. regardless of quorum). The Board may suspend or expel any member by reason of insanity or conviction for a felony, by a majority vote of all the members of the Board (i.e. regardless of quorum). The Board may suspend the membership privileges of any member for a period of not more than one year.

Section D.

If a written request signed by a former member is filed with [the Secretary](#), [the Board of Trustees](#) may, by the affirmative vote of three-quarters of the full Board, reinstate such former member to membership upon such terms as the Board of Trustees may deem appropriate.

Section E.

Membership in this Corporation is not transferable or assignable.

Section F.

Any member may, by written request to the President, opt to suspend their voting membership, thereby declining all attendant rights and privileges; voting membership may be reinstated upon written request to the President, following approval by a majority of the Board of Trustees.

Article III. Meetings

Section A.

Meetings of the members shall be held at either the registered office, at Brown University in Providence,

R.I., or at such other place or places, either within or without the State of Rhode Island and Providence Plantations as may, from time-to-time, be fixed by [the Board of Trustees](#).

Section B.

The annual meeting of the Members of the Corporation shall be held on a date to be decided at the discretion of [the Board of Trustees](#).

Section C.

[The President](#), or a majority of the voting members of the Board of Trustees may, at the request of ten percent of [the members](#) of the Corporation, call a Special Meeting of the Corporation at any time. Written cause must be given to the Members for calling a Special Meeting.

Section D.

[The Secretary](#) shall prepare an agenda for every meeting of the Corporation. Submissions for the agenda will be due the later of: a) 10 days before the time set for meeting, or; b) seven days after date of [notice of the meeting](#) (measured by the postmark attached on the prepared notice). Where a [Special Meeting](#) is called, [the Board of Trustees](#) shall have the power to exclude agenda items which are not germane to the subject of the meeting as stated in the notice of the meeting. Only written submissions are to be accepted.

Section E.

[The Secretary](#) shall, for each and every meeting of the Corporation, give notice to each and every [Member](#) of the Corporation. Such notice shall be given by mail to the Member's last known address, postmarked no later than thirty days before the date of meeting. Notice shall include time, date and place of meeting as set by [the Board of Trustees](#). Notice shall also include a statement of the purpose of the meeting and [the proposed agenda](#).

Section F.

A meeting of [Members of SATRI](#) shall not be organized for the transaction of business unless a quorum is present, including members represented via proxy by a present member. A quorum of members for meeting shall be ten percent of the voting membership unless otherwise set by [the Board of Trustees](#). A valid proxy is one that has been submitted to a present member via any means listed in III.H., below.

Section G.

Each [annual meeting of SATRI](#) shall elect members to serve on the Board of Trustees, to replace Members of the Board whose terms have expired, or whose positions have become vacant. All of [the officers of the Board](#) will also be elected at each annual meeting.

Section H.

Every [member of SATRI](#) shall be entitled to one vote at each meeting. No vote shall be sold in any manner. Members may vote by mail on those items within [the notice sent](#), as well as by any technological means approved as equivalent or proxy to written or spoken communication by law in our

jurisdiction. Members can also participate by telecommunications at their own expense.

Article IV. Board of Trustees

Section A.

The government and management of SATRI shall be vested in a Board of Trustees (the "Board") consisting of the [President](#), [Vice-President](#), [Secretary](#), [Treasurer](#) and from 4 to 10 other trustee-members to be [elected](#) by [the members of SATRI](#) at their [annual meeting](#) from amongst themselves. The Board shall also choose at least one undergraduate member of Kappa to sit on the Board, for a one-year term, as a trustee and fully privileged member of SATRI at all times. The Board shall attempt to engage in an advice and consent process with a slate of undergraduate candidates proposed by Kappa. The Board will attempt to have an even number of members at all times.

Section B.

[The Board](#) shall be divided into two classes, equal in number, but not including the undergraduate Member in either class. Each class shall serve for two years or until such time as their successors are elected. The terms of the classes may not expire in the same year so that the term of the elder class shall expire at [the annual meeting](#) following the [election](#) of the cadet class.

Section C.

One half of [the members of the Board](#) shall constitute a quorum for any full [Board meeting](#).

Section D.

[The Board](#) shall meet at least once every other month at such time and place as it may from time-to-time appoint or in any manner it chooses including teleconference.

Section E.

The President of the Saint Anthony Club of Rhode Island shall have the privilege to sit on [the Board](#) in a non-voting, ex-officio capacity.

Section F.

In addition to the powers and authorities expressly conferred upon them by these By-Laws, [the Board of Trustees](#) may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-Laws prohibited or required to be exercised or done by [the Members of the Corporation](#).

Section G.

Written or personal notice of every [meeting of the Board of Trustees](#) shall be sent or given to each [trustee](#) at least seven (7) days prior to the day named for the meeting.

Section H.

The Board may, by resolution adopted by majority of [the trustees in office](#), establish one or more committees to consist of one or more trustees of the Corporation. Any such committee, to the extent provided in the resolution of the Board of Trustees or in the By-Laws, shall have and may exercise all of the powers and authority of the Board of Trustees, except that no such committee shall have any power or authority as to the following:

- a. The Submission to [members](#) of any action required by statute to be submitted to the members for their approval.
- b. The [filling of vacancies](#) in [the Board of Trustees](#).

Section I.

[The Board](#) may appoint an Executive Committee to exercise all powers of the Board and SATRI subject to Article IV.H.

Section J.

Any [members of the Board](#) who shall absent themselves from three consecutive [regular meetings of the Board](#), unless they shall previously have obtained permission to do so from the Board, or shall present at the next regular meeting of the Board an excuse for their absence satisfactory to one half of the members present, shall cease to be a member of the Board and, if they be such, [an officer of the Corporation](#).

Section K.

The entire [Board of Trustees](#), or an individual trustee, may be removed from office without assigning any cause by an affirmative vote of $\frac{3}{4}$ of all members of the Corporation who would be entitled to cast a vote at any [annual](#) or other regular [election](#) of the trustees. In case the Board or any one or more trustees are so removed, new trustees may be elected at the same meeting.

Section L.

[The Board of Trustees](#) may declare vacant the office of a trustee if he is declared of unsound mind by an order of court or is convicted of a felony, or if within thirty days after notice of his selection, he does not accept such office either in writing or by attending [a meeting](#) of the Board of Trustees, and fulfill such other requirements of qualification as the By-Laws may specify.

Section M.

No [member of the Board of Trustees](#) may receive monetary compensation from SATRI for services rendered except in reimbursement of monies advanced to SATRI. SATRI may fund the expenses of [the undergraduate member of the Board](#) incurred in travelling to and from and participating in [Board meetings](#).

Article V. Officers

Section A.

The executive officers of the Corporation shall be chosen by [the Board of Trustees](#), and shall be a [President](#), [Vice President](#), [Secretary](#), [Treasurer](#) and such other officers and assistant officers, as the needs of the Corporation may require, from among [the Members of the Corporation](#).

Section B.

Elections for all Officers shall be held at [the Annual Meeting](#). Officers will assume their duties as of the close of the Annual Meeting in the year of their election and shall hold office until the end of following Annual Meeting except as otherwise provided.

Section C.

At any time, the Board of Trustees shall attempt to divide Officers between the Board's classes.

Section D.

[The Board](#) may create additional offices beyond those defined below and define the duties thereof as it may deem necessary, filling such offices by election from among [the members of the Corporation](#).

Section E. Duties of Officers

Subsection 1.

The President, and in her absence [the Vice President](#), shall be the chief executive officer of SATRI and shall preside at all [meetings of SATRI](#) and [of the Board](#) at which she shall be present. She may appoint [committees](#) and may at any time require a report from any officer of committee as to the state or progress of the work or duty entrusted to her or them. The President shall be a member, *ex officio*, of every committee appointed by her or by the Board. She shall bear the sole responsibility for enforcement of these by-laws.

Subsection 2.

The Vice President shall assist [the President](#) in the performance of his duties. In the absence of the President, for any cause, he shall assume all the duties of the President.

Subsection 3.

The Secretary shall keep the records of the Corporation, including the minutes of [the meetings of SATRI](#) and [of the Board](#). She shall keep a membership address record, a newsletter and shall perform such

other duties as may be assigned her by [the Board of Trustees](#). She shall be responsible for sending copies of minutes of SATRI meetings to all [members of the Board](#) and notifying [the membership](#) that minutes are available, no later than 30 days before the next [annual meeting](#). She shall also be responsible for sending copies of the minutes of Board meetings to all members of the Board no later than two weeks before the next meeting. She shall be responsible for making all reports of SATRI required by the Secretary of State of the State of Rhode Island and Providence Plantations.

Subsection 4.

The Treasurer shall collect all moneys due SATRI, record the transactions of SATRI, and shall disburse funds and invest funds under the direction of [the Board](#). Each year at [the Annual meeting](#), he shall make a report to SATRI of its financial condition as per . The Board of Trustees may choose to require an audit at any time. Within 90 days of the end of [the fiscal year](#), he shall send a full report of SATRI's financial condition to the Board. He shall also prepare a budget for the income and expenses of the following year, for approval by the Board of Trustees and [Members of the Corporation](#) at the annual meeting. The Treasurer shall be responsible for making all financial filings required by the Secretary of State of the State of Rhode Island and Providence Plantations and the U.S. Internal Revenue Service.

Section F. Suspension or Removal

An officer may be suspended or removed, with or without cause, by vote of three-quarters of the Board of Trustees then in office. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

Section G. Vacancies

Subsection 1.

If the office of any officer or agent, one or more, becomes vacant for any reason, [the Board of Trustees](#) may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

Subsection 2.

Vacancies in [the Board of Trustees](#), including vacancies resulting from an increase in the number of trustees, and not filled by the [members](#) at the [meeting](#) authorizing the increase, shall be filled by a majority vote of the remaining [members of the Board](#), though less than a quorum, and each person so elected shall be a trustee until his successor is [elected](#) by the members, who may make such election at the next [annual meeting of the members](#), or at any [special meeting](#) duly called for that purpose and held prior thereto.

Article VI. Books and Records

Section A.

The Corporation shall keep an original or duplicate record of [the proceedings of the members](#) and [the trustees](#), the original or a copy of its By-Laws, including all amendments thereto to date, certified by [the Secretary of the Corporation](#), and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the

membership of each. The Corporation shall also keep appropriate, complete and accurate books or records of account.

Section B.

Every [member](#) shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agency or attorney, during the usual hours for business, for any purpose, the membership register, books and records of account, and records of [the proceedings of the Members](#) and [Board of Trustees](#), and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the Corporation at its registered office or at its principal place of business wherever situated.

Article VII. Transaction of Business

Section A.

The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise deal in real property unless authorized by a vote of three-quarters of the members serving on [the Board of Trustees](#). Unless otherwise restricted in these By-Laws, no vote or consent of [the members](#) shall be required to make effective such action by the Board.

Section B.

All incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among [the members](#), [trustees](#) or [officers](#) of the Corporation.

Section C.

All checks or demands for money and notes of the Corporation shall be signed by such [officer or officers](#) as [the Board of Trustees](#) may from time to time designate.

Article VIII. Annual Reports to Members by Officers

Section A.

Each [officer](#) on [the Board of Trustees](#) shall present an account of the events of the previous year to [the members](#) present at [the annual meeting](#).

Section B.

[The Board of Trustees](#) shall present annually to [the members](#) a report, verified by the Treasurer and either the President or a majority of the Board of Trustees, showing in appropriate detail the following:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of [the fiscal year](#) immediately preceding the date of the report.
2. The principal changes in assets and liabilities including trust funds, during [the fiscal year](#) immediately preceding the date of the report.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for [the fiscal year](#) immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during [the fiscal year](#) immediately preceding the date of the report, including separate data with respect to each trust fund held by the Corporation and separate data regarding future debts and contractual obligations outstanding.
5. The number of [members of the Corporation](#) as of the date of the report, together with a statement of increase or decrease in such number during [the fiscal year](#) immediately preceding the date of the report, and a statement of the place where the names of and addresses of the current members may be found.

This report shall be filed with the minutes of [the meeting of members](#).

Article IX. Notices

Section A.

Each [member](#) shall furnish [the Secretary](#) an address to which all notices and communications shall be sent. Whenever, under the provisions of these By-Laws, notice is required to be given to any member or [member of the Board](#), such notice may be given in writing, by mail, by depositing the same in a post office or letter box, post paid, addressed to the address last furnished to the Secretary. Such notice shall be deemed to be given at the time when the same shall be thus mailed. Any member not furnishing a valid address waives their right to all such communication until they have furnished the Secretary with a valid address.

Section B.

Any notice required to be given under the By-Laws, the Certificate of Incorporation, or by the State of Rhode Island and Providence Plantations may be waived in writing, signed by the person or persons entitled to such notice, before or after the time stated therein. Further, any person or persons required to receive notice under the By-Laws may agree to accept such notice via electronic mail or facsimile transmission, rather than via postal mail, by placing his or her electronic mail address or facsimile number on record with [the Secretary](#).

Article X. Miscellaneous Provisions

Section A.

One or more persons may participate in [a meeting of the Board](#) or [of the members](#) by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can be heard. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section B.

As the Corporation shall be organized on a nonstock basis, [the Board of Trustees](#) shall have authority to provide for [the members](#) to make capital contributions in such amounts and upon such terms as are fixed by [the trustees](#).

Section C.

[The Board of Trustees](#), by resolution of three-quarters, may authorize the Corporation to accept subventions or loans from [members](#) and non-members and to issue certificates therefor. Reason for the loan and its papers, which detail its provisions, shall be sent with the [notice of meeting](#).

Section D.

The [members](#), [directors](#) and [officers](#) of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation or of Kappa. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation or of Kappa, may look only to the funds and property of the Corporation or of Kappa for the payment of any such contracts or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Article XI. Amendments

The By-Laws shall not be amended, altered or repealed except by a three-quarters vote of [the members](#) present, in person or by proxy, at [an annual Meeting](#) of the Corporation, or at [a Special Meeting](#) duly called for the purpose. [Notice](#) of the proposed amendment and a copy thereof shall be sent by [the Secretary](#) to every member of the Corporation at least thirty days before such meeting.
