

Articles of Incorporation

of
(*State and Chapter Designation*)
of
SIGMA ALPHA EPSILON

KNOW TO ALL MEN BY THOSE PRESENTS:

That the undersigned incorporators, being natural persons of the age of twenty-one (21) years or more and desiring to form a non-profit corporation pursuant to the provisions of State Statute (*Name of State*) non-profit corporation act as amended, do hereby sign, verify, and deliver in duplicate to the Secretary of State of the State of _____, these Articles of Incorporation.

ARTICLE I NAME

1.1 The name of the corporation will be: (*State and Chapter Designation*) of Sigma Alpha Epsilon House Corporation.

ARTICLE II PERIOD OF DURATION

2.1 The period of duration of this corporation is perpetual.

ARTICLE III PERIOD OF DURATION

3.1 The principal/registered office of the corporation in (Name of State) is _____, County of _____; and the name of its initial registered agent at such address is _____.

**ARTICLE IV
PROCEDURES**

4.1 This corporation is organized, and will be operated, exclusively for holding title to property within the meaning of Internal Revenue Code. *Sec. 501(c)(7)*. (*NOTE: Your attorney must carefully consider which alternative is appropriate in your particular situation.*) If for some reason you feel that you are eligible for a different designation, *501(c)(2)* or *501(c)(3)*, you can consult your attorney or the SAE Permanent Committee on Chapter Housing.

**ARTICLE V
INITIAL BOARD OF DIRECTORS**

5.1 The initial Board of Directors of the corporation shall consist of _____
(_____) person(s) whose name(s) and address are as follows:

NAME	ADDRESS
_____	_____
_____	_____

**ARTICLE VI
DISTRIBUTION OF EARNINGS, POLITICAL ACTIVITY AND OTHER ACTIVITIES**

6.1 No part of the net earnings of the corporation shall inure to the benefit of, or to be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

6.2 No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), and political campaign on behalf of any candidate for public office.

6.3 Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

**ARTICLE VII
DISSOLUTION**

7.1 A voluntary transfer for value of all, or substantially all, of the assets of this corporation, if the corporation is not insolvent, must be approved in the manner required for discussion.

7.2 A voluntary transfer for less than full or valuable consideration of all, or substantially all of the assets of this corporation shall be void unless such transfer is to the Sigma Alpha Epsilon Fraternity, 1856 Sheridan Road, Evanston, Illinois 60201, to be administered by the directors of said Fraternity for the benefit of the local chapter or its successor.

7.3 Should this corporation, for any reason whatsoever, dissolve or have its corporate rights, authority, and powers revoked, then title to all assets of the corporation shall pass to and vest in the Sigma Alpha Epsilon Fraternity, 1856 Sheridan Road, Evanston, Illinois, 60201, to be administered by the directors of said Fraternity for the benefit of the local chapter or any successor chartered within five years after termination of the existing charter. If no such successor is chartered, then such assets shall become part of the general unencumbered assets of such Fraternity.

7.4 If, at the time property is to be transferred to the said Sigma Alpha Epsilon Fraternity, such fraternity is either no longer in existence or is no longer an exempt organization under the Internal Revenue Code, the following shall govern:

- (a) The property shall be held in trust for a period of not more than five (5) years by a trustee appointed by the Court for the County in which the principal office of the corporation is then located for the benefit of a local chapter which may exist or be established or re-established during that time and which chapter shall qualify as exempt organization under the Internal Revenue Code.
- (b) At the end of that five (5)-year period, if no such chapter has been established or re-established, the property shall be disposed of by said trustee under the direction of said Court exclusively for such purposes or to such organization or organizations as are organized and operated for such purposes as would qualify the same under I.R.C., Sec. 501(c).

**ARTICLE VIII
MEMBERS AND VOTING POWER**

- 8.1** There shall be two (2) classes of membership, namely:
- (a) Class I: Active members in good standing with the local chapter; and
 - (b) Class II: Any other member of the Chapter National.

8.2 Voting power shall be limited to those members who are current and in good standing as regards to dues and other requirements set forth in the By-Laws.

**ARTICLE IX
QUALIFICATIONS**

- 9.1** All directors and officers of this corporation shall be members.
- 9.2** No less than two-thirds of the directors shall be Class II members.
- 9.3** No less than one director (after the initial corporate meeting) shall be a Class I member.
- 9.4** The registered agent of this corporation shall be a Class II member.

**ARTICLE X
POWERS AND DUTIES**

10.1 The Treasurer shall issue an annual report within ninety (90) days of the close of the fiscal year.

10.2 The Treasurer shall deposit, in the name and to the credit of the corporation, in a bank or banking institution selected by the directors, all funds and monies and other valuable effects of the corporation; such deposits shall be made without delay and shall be made so that they cannot be removed except on order signed by the Treasurer and counter-signed by some other officer or director as provided in the By-Laws.

10.3 An auditing committee shall be appointed at each annual meeting of the members to audit the books and accounts. This committee may be a professional CPA firm and need not be made up of members.

10.4 A quorum for a corporate meeting shall be fifteen (15) or a majority of the members in good standing as defined in the By-Laws, whichever is less.

10.5 Any director absent from a meeting of the Board or any committee thereof may be represented by any other director or member, who may cast the vote according to the written instructions, general or specific, of the absent director.

10.6 Any matters not specifically provided for herein shall be governed by the following, in the order listed:

- (a) The By-Laws of the Corporation
- (b) Colorado Revised Statutes (1973) Subsection 7-20-101 etc. seq; (whatever is applicable in your state).
- (c) The latest revised edition of *Robert's Rules of Order*.

**ARTICLE XI
POWERS AND DUTIES OF ESR**

11.1 The Eminent Supreme Recorder of Sigma Alpha Epsilon (ESR) shall be a special officer of this corporation.

11.2 If a period of time in excess of two years should pass without having been a corporate meeting for the purpose of electing directors, then the ESR may be vested with all of the powers and duties of all of the officers of the corporation.

11.3 Such investiture shall be effected by the posting of a notice to that effect in the local chapter house, if still in existence, and by written notice to the last corporate agent registered with the Secretary of State.

11.4 (a) The following shall be conclusive proof of the failure to meet: (1) failure to file an annual report required by the *Fraternity Laws, Section 103(2)(b)* two (2) times out of any three (3) year period;

or

(b) If at any time the ESR, through his own investigation, determines that the operative facts are present, he may proceed as provided in *Section 11.2*, above. Investiture pursuant to such a determination shall be effective, notwithstanding the incorrectness of such determination, unless and until the ESR or the Supreme Council revokes the investiture and reinstates all former officers and directors.

11.5 The investiture shall continue until such time as the ESR relinquishes the offices, or any one of them, in writing or until the Supreme Council determines that the investiture was improper or for other reasons undesirable.

11.6 At the time of such investiture all directors and officers shall be *ipso facto* removed from office.

**ARTICLE XII
DEFINITIONS**

12.1 Unless otherwise stated, the following definitions apply to the words and phrases used in the articles and By-Laws of this corporation:

- (a) Σ AE: Sigma Alpha Epsilon Fraternity, whose Fraternity Office is located at 1856 Sheridan Road, Evanston, IL 60204.
- (b) Fraternity Laws: The Fraternity Laws of Σ AE as most recently amended.
- (c) Local Chapter: That chapter of Σ AE located at the University (College) of _____, in the City of _____, State of _____, or its successor.
- (d) Chapter National: As defined in the *Fraternity Laws (Section 114.)*
- (e) Eminent Supreme Recorder: Executive Director of Σ AE as provided in the Fraternity Laws (Section 26.)
- (f) Eminent Supreme Archon, Eminent Supreme Deputy Archon: As provided in the Fraternity Laws (*Sections 21 and 22*).
- (g) Member: A member of either class of this corporation.
- (h) I.R.C.: Internal Revenue Code of 1986, Title 26 of the United States Code. Reference always includes the corresponding provision of any future United States Internal Revenue Law.