1. Name. LGBT Devils’ Pride

2. Fiscal Year
The chapter fiscal year is the same as the fiscal year of the ASU Alumni Association, July 1 of each year through June 30 of the following year.

3. Membership
3.1. All former students and advisors of Arizona State University (including students when the university had a different name) are members of the chapter.
3.2. Active Members
All former ASU students and advisors who pay annual or lifetime dues to the ASU Alumni Association and to this chapter are active members of this chapter. Active members are entitled to vote and have other rights and privileges as determined by the board of directors.
3.3. Associate Members
Friends of the university may become associate members of this chapter by applying and by paying annual or lifetime dues. Associate members may not vote, but have other rights and privileges as determined by the board of directors.
3.4. Honorary Members
The board of directors of this chapter may grant honorary membership in the chapter to individuals who contribute to the well being and improvement of the university.
3.5. Dues
The board of directors may set dues for the classes of active members, as it deems necessary.
3.6. Meetings and Voting
The board of directors shall establish the procedures for giving notice of meetings. Procedures shall identify those eligible to vote, the means to identify the subject of each meeting, the size of a quorum, and the procedures for voting. The board of directors may permit a mail ballot of eligible voting members, determine the subject of the ballot, and establish the procedures for such a ballot.

4. Board of Directors
4.1. Powers
The board of directors shall manage the business of, and may exercise all powers of, this chapter.
4.1.1. Budgets
Approval of the board of directors is required for the operating budgets of this chapter subject to review and approval by the ASU Alumni Association’s board of directors.
4.1.2. Policies
The board of directors shall adopt policies for the functioning of this chapter and its programs. The board shall record policies in the minutes. Board policies are subject to review and approval by the ASU Alumni Association’s board of directors.
4.1.3. Scholarships and Awards
The board of directors may make available annual or renewable scholarships and awards to students, faculty, friends of the university, and other individuals.
The board of directors shall establish rules and regulations for determining the recipients subject to review and approval by the ASU Alumni Association’s board of directors.

4.2. **Board Members**
The board of directors consists of 5 persons including the following:

4.2.1. **Officers of the Board**
- the president
- the vice president
- the treasurer
- the secretary

4.2.2. The following persons are ex-officio but non-voting directors: Community and Outreach Director and Public Relations Director

4.3. **Qualification of Directors**
No person is eligible to serve as a voting director unless the person is an active (paid) member of the Arizona State University Alumni Association and of this chapter.

4.4. **Term**
The term of office of directors-at-large is 2 years. The terms of as near as practical to one third of the directors-at-large expire on June 30 annually.

4.5. **Election of Directors-at-Large**
The directors elect the directors-at-large at their regular spring meeting, or at another meeting selected by the board of directors, using written procedures established by the board of directors. The term of office of directors is 2 years and begins July 1 of the following fiscal year.

4.6. **Filling Vacancies**
4.6.1. **Directors-at-large**
If an at-large director's position becomes vacant, the board of directors may fill the vacancy.

4.6.2. **Director vacancies** arising from election as officer of the board. If an at large director is appointed as an officer of the board before his or her term as a director expires, the director's position becomes vacant and will be filled in the manner established above.

4.6.3. **Term**
A director who fills a vacancy is entitled to serve for the un-expired term to which he or she is elected.

4.7. **Meetings**
4.7.1. **Regular Meetings**
The board of directors shall hold as its regular meetings a summer, fall, winter, and spring meeting. The board of directors or the president may designate the dates for the regular meetings.

4.7.2. **Special Meetings**
The president may, and on written request of two directors shall call special meetings of the board of directors.

4.8. **Notice of Meetings**
The president shall notify all members of the board of directors and the executive committee of regular and special meetings. Meetings may be held on not less than (a) two day's notice to each director personally, by telephone, by facsimile, or by electronic mail or (b) five days' notice to each director by mail.

4.9. **Absence as Resignation**
Unexcused absences from three consecutive meetings by any member of the board of directors or, from two consecutive executive committee meetings by an executive committee member, constitutes an offer of resignation. The Executive Committee shall determine whether an absence is excused. A resignation becomes effective, and the position is vacated, upon vote of the board to accept the resignation.
5. **Meetings and Procedures for the Board and Committees**

5.1. **Quorum for the Board of Directors and Committees**

Except as otherwise specifically provided by statute, by the articles of incorporation, or by the resolution establishing a committee,

5.1.1. a majority of the directors then in office constitutes a quorum of the board of directors, and

5.1.2. a majority of the members of a committee constitutes a quorum of the committee.

If a meeting is commenced with a quorum, business may continue until adjournment of the meeting notwithstanding the withdrawal or temporary absence of sufficient persons to reduce the number present to less than a quorum.

5.2. **Vote Required**

If a quorum is present, the vote of a majority of those present and voting is sufficient to conduct the business of the board or committee.

5.3. **Conduct of Meetings**

The board of directors and committees shall conduct all meetings in accordance with Roberts Rules of Order, as revised.

5.4. **Participation in Meetings**

At the discretion of the board of directors or committee, the board of directors or committee may allow members to participate in meetings using conference telephone or similar communications equipment that permits all persons participating in the meeting to hear each other.

5.5. **Attendance of Guests**

The board of directors or a committee may invite any person who is not a director or a committee member to attend a meeting of the board of directors or committee. The president of the board or of the committee may exclude persons who are not directors or committee members from all or part of any meeting.

5.6. **Adjournment**

If a quorum is not present, the directors or committee members present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum is present.

5.7. **Action by Consent**

The board of directors or a committee may take action without a meeting if all directors or committee members consent in writing. The chapter shall file the writing or writings with the minutes of the board of directors or committee. A consent may be signed in counterparts.

5.8. **Waiver of Notice**

Any director or committee member may waive notice of a meeting by executing a written waiver of notice. A director or committee member who attends a meeting waives notice unless the director or committee member (a) attends the meeting for the express purpose of objecting to the notice or call of the meeting and (b) announces this purpose at the commencement of the meeting.

5.9. **Minutes of Meetings**

The president shall keep or have kept minutes of meetings of the board of directors. The chairman or chairwoman of each committee designated by the board of directors will determine whether to keep minutes for meetings of the committee and, if they are kept, will keep them or have them kept. The president will file the minutes as part of the chapter's official records.
6. Appointment of Officers

6.1. Appointment of Officers
The officers of the board include the president, president-elect, immediate past president, secretary and treasurer. The board of directors shall appoint the officers of the board for one-year terms. Officers serve at the pleasure of the board of directors.

6.2. Qualification for Officers of the Board
Only persons who have demonstrated qualified are eligible to serve as an officer.

6.3. Procedure for Election
The board of directors shall elect the board officers to take office in the succeeding year at its winter meeting. The president-elect is automatically nominated as, and will succeed to the office of president on July 1 of the succeeding year.

6.4. Vacancies
The board of directors may fill a vacancy in any office, except the office of president.

6.5. Order of Succession
If the president dies, resigns, is removed, or is otherwise unable to serve, the president-elect succeeds to the office the president. If both the president and president-elect die, resign, are removed, or are otherwise unable to serve, the treasurer becomes the president. The president-elect is automatically nominated as and will succeed to the office of president on July 1 of the succeeding year.

6.6. Temporary Disability
If the president is unable to perform his or her duties due to a temporary disability, the president-elect serves as acting president as long as the temporary disability lasts.

7. Duties of Officers of the Board

7.1. President
The president is the presiding officer of the board of directors. The president shall:
- preside at board of directors and executive committee meetings,
- officially represent the chapters as requested by the board of directors and as is otherwise appropriate,
- appoint the chair and members of committees established by the board of directors,
- serve as a member of the executive committee,
- perform other duties as requested by the board of directors or executive committee.

7.2. Vice President
The vice president will:
- work with the chapter's staff and the executive committee in planning to assume the duties as president,
- serve as a member of the executive committee,
- serve as chair of the Nominating Committee,
- perform other duties as requested by the board of directors or executive committee.

7.3. Treasurer
The treasurer will:
- serve as a member of the Executive Committee,
- maintain or supervise custody of the funds and securities of the chapter and the books of account,
- provide oversight for the deposits of the funds of the chapter in the bank or banks the board of directors designates,
- have the books of account monitored on a current basis,
- see that financial statements and other reports are provided to the officers, board of directors, and executive committee at proper times,
- see that adequate and correct accounts of the financial transactions of the chapter are kept, using accepted accounting and bookkeeping methods.
7.4.  Secretary
The Secretary will:
• take minutes of meetings
• distribute minutes of meetings to the board of directors
• other duties (specify)

8.  Committees and Other Support Chapters
8.1.  Executive Committee
  8.1.1.  Membership
The board of directors will elect an executive committee consisting of:
• the 5 officers of the board, and directors
8.1.2.  At-large members of the executive committee serve at the pleasure of, and may
be removed with or without cause at any time by, the board of directors. If a
vacancy occurs on the executive committee, only the board of directors may fill
the vacancy.
8.1.3.  Powers of Executive Committee
The executive committee has the powers of the board of directors between
meetings of the board of directors, and the power specified in the articles of
incorporation, but does not possess any authority of the board of directors
prohibited to it by law or by the articles of incorporation. The board of directors of
the chapter and of the Arizona State University Alumni Association may further
restrict the power and authority of the executive committee.
8.1.4.  Duties
The executive committee shall advise, counsel with, and make recommendations
to the president, and the board of directors, regarding finances, management,
policy, and other business coming before the chapter.
8.1.5.  Required Meetings
The executive committee will meet no less than 4 times each year (in meetings
separate from board of directors meetings) on dates selected by the president or
the president.

8.2.  Other Committees
The board of directors may establish other regular, special, or advisory committees,
councils, and other groups. These shall at least include a nominating committee. The
resolution establishing a committee will establish its powers and duties. At the discretion
of the board of directors, persons serving on a committee need not be directors.

8.3.  Notice of Committee Meetings
Committees shall meet at times and places determined by the president or by the
chairman or chairwoman of the committee. Committees shall provide the same notice as
is required for special meetings of the board of directors. Committees may establish
regular meeting dates.

8.4.  Service on Committees
Committee members serve at the pleasure of the Board.

9.  Indemnification of Directors and Officers.
9.1.  Indemnification
The chapter shall hold harmless and indemnify each of its directors, officers and
committee members ("indemnitee") against all liability and expense incurred by
indemnitee in connection with any threatened or actual proceeding resulting from
indemnitee's service to the chapter or to another entity at the chapter's request. The
chapter shall provide indemnity under the procedure set forth in these Bylaws and to the
fullest extent allowable under A.R.S. § 10-2305 et seq.
9.2. **Exclusions**
Except as permitted by law (including specifically A.R.S. § 10-2305), the chapter shall not indemnify indemnitee for acts listed in A.R.S. § 10-305.C.8.

9.3. **Procedure**
- Indemnitee is required to notify the chapter promptly of the threat or commencement of any proceeding for which indemnitee intends to seek indemnification.
- The chapter is entitled to assume indemnitee's defense with counsel reasonably satisfactory to indemnitee, unless indemnitee provides the chapter with an opinion of counsel reasonably concluding that there may be a conflict of interest between indemnitee and the chapter in the defense of the proceeding or legal action.
- If the chapter assumes the defense, the chapter is not liable to indemnitee for legal or other expenses subsequently incurred by indemnitee.

9.4. **Expense Advances**
The chapter only with prior notice advance expenses incurred or to be incurred by indemnitee in defending a proceeding if:
- indemnitee furnishes the chapter with a written affirmation of the indemnitee's good faith belief that the indemnitee has met the proper standard of conduct;
- indemnitee or a representative furnishes the chapter with a written undertaking to repay the advance if it is ultimately determined (after expiration or exhaustion of any appeal rights) that the indemnitee did not meet the standard of conduct; and
- the chapter determines that the facts then known to it would not preclude indemnification.

9.5 **Settlement of Claims**
The chapter is not obligated to indemnify indemnitee for any amounts incurred in settlement if settlement is made without chapter's prior written consent. Chapter shall not enter into any settlement that would impose any penalty or limitation on indemnitee without indemnitee's prior written consent. Neither chapter nor indemnitee may unreasonably withhold consent to any proposed settlement.

9.6 **Effect of Repeal**
In order that indemnitee may rely on the indemnification promised by this bylaw, no repeal or amendment of this bylaw may reduce the right of indemnitee to payment of expenses or indemnification for acts of indemnitee taken before the date of repeal or amendment.

10. **Dissolution**
10.1. In case of dissolution, the assets of this chapter may only be used as follows:
10.1.1. to pay all indebtedness of the chapter
10.1.2. Remainder of the assets be paid to the Arizona State University Alumni Association

11. **Amendments and Corrections**
11.1. **Amendments**
The board of directors may amend these bylaws by a three-fourths (3/4) vote of the directors, but notice of the amendment to be considered (including a copy of the proposed amendment) is required to be given to each director at least 15 days before the meeting.

11.2 **Correction of Bylaws**
The president may correct punctuation, grammar, numbering, or form appropriate as in the bylaws if the correction does not change the meaning.
12. **Repeal of Previous Bylaws**

These bylaws replace and supersede all previous bylaws of the chapter. All previous bylaws are repealed and have no further effect after the date of these bylaws.

These bylaws are adopted by a three-fourths (3/4) vote of the members of the board of directors of the Greek Alumni of the Arizona State University Alumni Association.

Date: April 29, 2011