**Sphinx Alumni Society**

**Constitution**

Article I – Name

The name of this organization is The Ohio State University Sphinx Alumni Society (the “Society”).

Article II – Purpose

The Society is formed to promote the advancement of the best interests of The Ohio State University Sphinx Senior Class Honorary (the “Sphinx Class Honorary”) by providing fellowship and the furtherance of professional relationships among the alumni, students, faculty, staff and friends of the Sphinx Class Honorary and the Society. This can be done in ways both general and specific, including but not limited to, maintaining Sphinx Plaza and other designated spaces on campus, awarding our annual scholarships, coordinating and supporting Society activities, managing and utilizing our Sphinx endowment distributions to assist current students and support Society activities, and supporting the Sphinx Class Honorary selections process in conjunction with the current class of the Sphinx Class Honorary.

The Society shall be an integral part of The Ohio State University Alumni Association, Inc. (the “OSUAA”), the official alumni organization of The Ohio State University. The Society will also promote and support the mission of OSUAA.

Article III - Membership and Dues

Section 1: All former student and honorary members of the Sphinx Class Honorary, known as Tried Links, are considered members of the Society.

Section 2: Tried Links who are active members of OSUAA are eligible to sit on Sphinx Council.

Article IV – Sphinx Council

Section 1: Sphinx Council is the governing body of the Society. The governance and the decisions of the Society and the direction and execution of its activities, including those not specifically addressed within the constitution or bylaws, shall be vested in Sphinx Council and its officers.

Section 2: Any member of the Society is eligible to sit on Sphinx Council pursuant to Article V, below, so long as the individual is an active member of OSUAA, as defined by Article 1, Section 3 of OSUAA’s constitution. Sphinx Council shall consist of at least one Tried Link from each of the current and previous five (5) decades, with preference for two (2) per decade, not to exceed fifteen (15) elected members. There should be a minimum of ten (10) elected members of Sphinx Council at any one time.

* + 1. Four (4) different members of Sphinx Council shall be elected to and hold the officer positions of President, Vice President, Secretary, and Treasurer, respectively, of the Society. The duties of each officer are listed in the bylaws.
    2. The remaining elected members of Sphinx Council shall be at-large members.

Section 3: In addition to elected Sphinx Council members above, the following ex officio members shall also be a part of Sphinx Council:

A. The President/CEO, or designee, of the OSUAA, as an ex officio voting member. It is preferred that this ex officio member be a Tried Link.

B. The Faculty/Staff Advisor(s) of Sphinx Class Honorary as ex officio voting members. One (1) faculty/staff advisor should serve as the Liaison to the Society Treasurer for any funding transfers and distributions to the student organization.

C. Two (2) student liaisons from the Sphinx Class Honorary to serve as ex officio voting members.

Section 4: Sphinx Council shall have full power to fill all vacancies and, if necessary, remove a Sphinx Council member. Removal and replacement shall be consistent within the process found in the bylaws.

Section 5: Sphinx Council shall hold at least two (2) meetings per year, and others at the discretion of the President. A meeting of Sphinx Council may be called by the President of the Society, or upon request of at least three (3) members of Sphinx Council.

Article V – Elections and Terms

Section 1: Any Society member may nominate a Tried Link to Sphinx Council. Members of Sphinx Council shall hold their Sphinx Council position for a term of three (3) years. The terms of all elected Sphinx Council members will be staggered. Elections will be held annually to replace Sphinx Council members whose terms have expired. Sphinx Council members may serve up to two (2) terms.

Section 2: On an annual basis, nominations for Sphinx Council will be solicitated from all Society members. The Membership Committee will examine all nominations and forward a slate of candidates, consistent with Article IV, Section 2, that best fill all vacancies to Sphinx Council. Once approved by Sphinx Council, the slate shall be presented to all Society members for a vote. A majority of votes cast shall determine the new members of Sphinx Council.

Section 3: Officer positions on Sphinx Council (President, Vice President, Treasurer, and Secretary) will be chosen by a majority vote of Sphinx Council members. Officer positions are held for a term of two (2) years. If a Sphinx Council member’s term would expire while holding an officer position, the officer’s term on Sphinx Council shall be extended in order to complete the term of office. Sphinx Council members may serve, at most, two (2) terms in any one officer position.

Section 4: Terms of ex officio members of Sphinx Council will be held for the length that they hold their position within OSUAA or the Sphinx Class Honorary.

Section 5: Terms for elected Sphinx Council members will otherwise run from July 1 through June 30.

Article VI - Membership Meetings

Section 1: Consistent with OSUAA’s directive, at least one (1) annual all-membership meeting shall be held each year.

Section 2: There may be other membership meetings each year called by and at the discretion of the President, with the advice of Sphinx Council.

Section 3: The President of the Sphinx Council shall call an all-membership meeting upon the request of twenty (20) members of the Society. Upon failure of the President to call such a meeting within one (1) month of such request, the meeting shall be called by any other officer or member of Sphinx Council, or by the petitioning members. In such an instance, OSUAA shall be notified, and OSUAA shall send due notice of the time, place and purpose of the meeting to all members of the Society.

Section 4: Where the constitution fails to provide authority for procedure, Robert’s Rules of Order shall be used.

Article VII – Bylaws

The Society is permitted to establish bylaws at any regular Sphinx Council meeting, as long as a quorum of three-quarter (3/4) of Sphinx Council is present, provided that notice of such proposed bylaw(s) was provided to all Sphinx Council members at least ten (10) days before such meeting. Amendments or additions to bylaws may be made by a two-third (2/3) vote of all Sphinx Council members present provided that any such amendments or revisions are consistent with the constitution.

Article VIII – Adoption

The constitution shall be officially adopted upon its approval by a majority vote of the members of the Society in attendance at any regular or special meeting of the Society. It shall take effect upon the granting of the charter of the Board of Directors of OSUAA, authorizing its functioning as one of the official alumni constituent societies of The Ohio State University.

Article IX – Amendments

The constitution may be amended by a majority vote of all members present at any duly-called meeting of the members of the Society. No amendments shall take effect until duly approved by the Board of Directors of OSUAA.

**3.2021**

**Approved, 5.2021, OSU Alumni Association Board of Directors**

**Sphinx Alumni Society**

**Bylaws**

Article I – Officer Duties

Section 1 - President: The President shall preside at all meetings of the Society, serve as the chairperson of Sphinx Council, organize and lead all Sphinx Council meetings, and represent the Society in official matters. The President shall cast the tie-breaking vote of Sphinx Council and/or of the Society for any vote that ends in a tie.

Section 2 – Vice President: In the absence of the President or at the request of the President, the Vice President shall perform the duties of the President. If the office of President becomes vacant, the Vice President shall become President for the unexpired term. The Vice President shall sit on the Engagement Committee.

Section 3 - Secretary: The Secretary shall keep the records of the Society, including membership information, distribution lists, minutes, and official Society documents. The Secretary shall send out all notices of meetings and shall send reports of all meetings and activities of the Society to OSUAA. The Secretary shall sit on the Membership Committee.

Section 4 - Treasurer: The Treasurer shall supervise all receipts, expenditures and endowment distributions. The Treasurer is charged with creating the annual budget and shall oversee the Society bank account. The Treasurer shall sit on the Fundraising and Stewardship Committee.

Article II – Sphinx Council Removal and Replacement

Section 1 – Removal of a Sphinx Council Member: Any Sphinx Council member may be relieved of his/her seat on Sphinx Council due to misconduct by a three-quarter (3/4) vote of Sphinx Council members. The Sphinx Council member shall be notified in writing of the possible removal from Sphinx Council, along with the reasoning, at least 72 hours prior to the vote and shall be allowed to address Sphinx Council concerning the relevant charges prior to the vote of removal.

Misconduct is defined as lack of attendance or responsiveness, not upholding responsibilities and duties, improper or unprofessional behavior, or violation of The Ohio State University and OSUAA rules, regulations, or values.

Section 2 – Resignation of a Sphinx Council Member: A Sphinx Council member no longer wishing to serve on Sphinx Council shall submit his/her resignation to the President at least two (2) weeks in advance. If the President wishes to resign, his/her resignation shall be submitted to all other Sphinx Council members. Prior to leaving Sphinx Council, all documents, materials, and information relating to the Society shall be forwarded to a replacement or interim.

Section 3 – Filling Vacancies on Sphinx Council: Any vacancies that arise among Sphinx Council members shall be filled at the next annual election.

Section 4 – Filling Vacant Officer Positions: In the event that an officer, with the exclusion of President, is removed or resigns, the current Sphinx Council members shall replace that position with a current Sphinx Council member upon by a majority vote. The replacement shall serve until the next annual election.

Article III – Committees

Section 1: The President of the Society shall appoint the following standing committees, upon approval by a majority vote of Sphinx Council:

1. Engagement: It shall be the function of this committee to organize all programs and engagement initiatives of the Society, including the marketing and promotion of them to society members.
2. Membership: It shall be the responsibility of this committee to recommend Tried Links to be considered for Sphinx Council membership and to vet any nominations for Sphinx Council. This committee shall encourage members to do their share in furthering the interests of the Sphinx Class Honorary and engaging in society programs and activities. The committee will also encourage active membership in OSUAA, whenever possible.
3. Fundraising and Stewardship: It shall be the responsibility of this committee to organize fundraising materials and events.
4. Scholarship: It shall be the duty of this committee to oversee the application process for the scholarship and award any annual scholarship(s) to a student(s) found deserving under the guidelines of the scholarship(s).

Section 2: The President of the Society, upon approval by a majority vote of Sphinx Council, shall appoint such additional committees the Society may require, and may prescribe the duties of such committees.

Section 3: Committees shall each have a chairperson. The President, on advice from Sphinx Council, shall appoint/confirm all committee chairs.

Section 4: Committee chairs must be Sphinx Council members, however other members of the Society may sit on any committee.

**3.2021**

**Approved, 5.2021, OSU Alumni Association Board of Directors**