Constitution of the Zamobuckeyes Association at The Ohio State University



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## ARTICLE I – NAME, PURPOSE, AND NON-DISCRIMINATION POLICY OF THE ORGANIZATION

### Section 1 – Name

Zamobuckeyes, a student organization at The Ohio State University, is constituted in the state of Ohio of the United States of America on April 10th of 2023.

### Section 2 – Purpose

There is a rich history of collaboration between Zamorano University in Honduras and Ohio State University that includes exchanges of faculty members, visits by researchers, and alumni who pursue graduate studies at Ohio State. In 2019, an MOU between the two institutions was renewed. Zamobuckeyes is a graduate student organization for Zamorano alumni enrolled at The Ohio State University to promote engagement and collaboration with other OSU graduate students who are interested in engaging with the Zamorano and Latin American culture.

Zamorano alumni are those students who completed their undergraduate and/or graduate education at the Escuela Agricola Panamericana, “Zamorano University” in Honduras, Central America. The National Zamorano Alumni Association (AGEAP-USA) was established in 1993 and promotes collaboration across disciplines related to agriculture between former graduates and those interested in Latin America and other regions of the world where alumni are located. It has approximately 450 members from 20 different nationalities in 12 Universities throughout the United States.

The purpose of this organization is, but is not limited to, to promote its members’ academic, professional, and personal development and foster activities to contribute to the community by sharing interests, ideas, and cultural experiences. Furthermore, this organization aims to promote networking between OSU graduate students, the Zamorano community at The Ohio State University, the national Zamorano Alumni Association in the United States, and other organizations interested in the region of Latin America.

Zamobuckeyes is a group open to any OSU graduate student who is interested in understanding and enhancing their connections with international agriculture and Latin American communities. Upper-level undergraduates, especially those considering their path into graduate school, are welcome to apply.

### Section 3 – Non-Discriminatory Policy

Zamobuckeyes does not discriminate on the basis of age, ancestry, color, disability, gender identity or expression, genetic information, HIV/AIDS status, military status, national origin, race, religion, sex, sexual orientation, protected veteran status, or any other bases under the law, in its activities, programs, admission, and employment.

## ARTICLE II – MEMBERSHIP: QUALIFICATIONS AND CATEGORIES OF MEMBERSHIP

Within the Zamobuckeyes, there shall be the following classes of members:

### Section 1 – Voting members

Although any student currently enrolled in The Ohio State University could be a member, Zamobuckeyes is primarily focused on graduate students and upper-level undergraduate students at the Columbus and Wooster campuses. This person has the right to voice and vote in the General Assemblies of members and to participate in all the activities of Zamobuckeyes.

### Section 2 – Non-voting member

Faculty, alumni, The Ohio State University visiting scholars, and benefactors. This member shall only have the right to speak at the General Assemblies of members and to participate in all Zamobuckeyes activities. Their appointment shall correspond to the Executive Committee of the Zamobuckeyes.

All members shall be subject to the requirements set forth in these Constitution and the Bylaws of the Zamobuckeyes.

## ARTICLE III – METHODS FOR REMOVING MEMBERS AND EXECUTIVE OFFICERS

If a member conducts themselves in such a manner deemed detrimental to advancing the purpose of this organization or is in violation of the Ohio State University Student Code of Conduct, they can be removed through a majority vote of the other voting membership or unanimous vote of the officers, with the consultation of the advisor.

Any elected officer of the chapter may be removed for sufficient cause. Sufficient cause for removal includes but is not limited to violation of the constitution or by-laws or any conduct deemed prejudicial to the best interests of the chapter. Prior to a vote on the matter of removal of an elected officer, the Chapter Executive Committee shall hold a formal hearing. The officer shall have the opportunity to personally appear at the formal hearing or be represented by counsel. The officer may present any defense to the charges before any action is taken. The chapter Executive Committee shall adopt rules to ensure due process to the officer. The Executive Committee may act for removal upon a two-thirds affirmative vote of the Executive Board.

## ARTICLE IV – ORGANIZATION LEADERSHIP: TITLES, TERMS OF OFFICE, TYPE OF SELECTION, AND DUTIES OF THE LEADERS

### Organizational Leadership

Zamobuckeyes acts through the following Board of Directors also referred to as Student Officers:

Primary Leader, secretary, and treasurer

Board of Directors must be enrolled as full-time students and meet minimum GPA requirements, based on minimum requirements for good standing as set by the Office of Academic Affairs, Graduate School, and individual professional colleges.

Also, student officers must not be registered officers in more than three student organizations.

### Pr​imary Leader

The Primary Leader shall be elected by all members, and their term of office shall last one year and may be re-elected for equal periods of up to three years.

The primary Leader must have completed the Student Organization President Training every year.

The powers of the Primary Leader are as follows:

i. To preside and adjourn the meetings of Zamobuckeyes, directing the deliberations, establishing the agenda, and setting the place and time of the meetings.

ii. To represent Zamobuckeyes before all public and private organizations.

iii. Exercise its power of double vote in case it is necessary to avoid a tie vote.

iv. To organize, together with the Secretary, the agendas for the meetings.

v. Sign, together with the Treasurer, checks, deposits, payment orders, securities, and any other commercial document in which Zamobuckeyes is involved.

vi. Sign the minutes of the meetings after the members have approved them.

vii. Adopt any urgent measures necessary for the proper functioning of all Zamobuckeyes activities.

viii. To perform all other duties incident to the office of Primary Leader.

### Se​cretary

The Secretary shall be elected by the members of Zamobuckeyes, and his term of office shall be for one year, re-electable for equal periods of up to three years.

The duties of the Secretary are as follows:

* 1. On behalf of the Primary Leader, the Secretary shall issue the notices of the meetings to be held by Zamobuckeyes.
  2. The​ Secretary shall issue certifications with the approval of the Primary Leader and/or Board of Directors.
  3. The Secretary shall keep minutes, minutes, and registers of members in the terms that legally correspond.
  4. Kee​p a complete record of the participants of the meetings.
  5. The Secretary shall be the custodian of Zamobuckeyes' documentation, ensuring that all communications and other registrable agreements are sent to the corresponding Registries.
  6. Receive and distribute correspondence addressed to Zamobuckeyes.
  7. Send​ notes and communications on behalf of Zamobuckeyes approved by the Primary Leader and/or Treasurer.
  8. Suppo​rt the Primary Leader and/or Treasurer in administrative and communication tasks of Zamobuckeyes.
  9. Man​age credentials of active Zamobuckeyes members.
  10. To​ prepare and issue, with the signature of the Primary Leader, diplomas, distinctions, and recognitions approved by the members of Zamobuckeyes.
  11. Pub​lish Zamobuckeyes reports and/or bulletins.
  12. Collaborate with the drafting of the Annual Report.

### Tr​easurer

The Treasurer shall be elected by the members of Zamobuckeyes, and his term of office shall be for one year, re-electable for equal periods of up to three years.

The Treasurer must complete the Student Organization Treasurer Training every year. The Treasurer's duties are as follows:

* 1. To ​collect and manage the funds belonging to Zamobuckeyes, ordinary and extraordinary, and to comply with the payment orders issued by the Primary Leader.
  2. Manage the bank account, make collections, receive payments, and make cash payments.
  3. Join​tly sign checks and/or documents of a mercantile nature with the Primary Leader.
  4. To have custody of the books and accounts of Zamobuckeyes, presenting them with his signature to the members of Zamobuckeyes.
  5. Su​pervise compliance with the economic and financial obligations and activities of Zamobuckeyes.
  6. Pre​pare the budget and annual accounts for consideration by the Council on Student Affairs for approval.
  7. Coll​aborate with the drafting of the Annual Report of Zamobuckeyes.
  8. Submi​t economic and financial reports to the Council of Student Affairs regarding the activities organized by Zamobuckeyes.
  9. Sub​mit a detailed financial report to the members of Zamobuckeyes at the end of the academic year.

## ARTICLE V – ADVISER(S): QUALIFICATION CRITERIA

### Section 1 – Qualification Criteria

The Adviser(s) shall be elected by the members of Zamobuckeyes, and their term of office shall be for one year, re-electable for equal periods of up to three years.

The Adviser(s) must be certified by the Office of Student Life every two years by completing Student Organization Advisor Training.

The Advisor may not serve as a primary advisor to more than three student organizations at the same time unless their job description requires advising more than three student organizations.

### Section 2 – Duties

1. Review and approve the Constitution, Bylaws, and other regulations of Zamobuckeyes.
2. Review and approve the goals for the current year of Zamobuckeyes.
3. Review and approve the financial statements and budgets of Zamobuckeyes. **ARTICLE VI - MEETINGS OF THE ORGANIZATION: REQUIRED MEETINGS AND THEIR FREQUENCY**

### Section 1 – Nature of the Meetings

The meetings of Zamobuckeyes shall be Ordinary and Extraordinary General Assemblies:

### a. Ordinary General Assembly

Assembly shall occur twice a year to consider the following matters:

i. Evaluation and approval of the annual financial report.

ii. Election of the members of the Board of Directors.

iii. Evaluation and approval of the work plan and operating budget for the incoming term of Zamobuckeyes.

iv. The setting of ordinary (membership) and extraordinary dues.

v. Approval and/or ratification of the admission of honorary members.

vi. Approval and/or modification of the Constitution, Bylaws, and regulations of Zamobuckeyes by a vote of at least three-fourths of the members forming a quorum of the Ordinary meetings.

### b. Extraordinary General Assembly

This will occur when so deemed by the Board of Directors or requested by at least half plus one of the members to deal with the following matters:

i. Report and control of partial activities.

ii. Execution of educational and social events.

iii. Approval of amendments to the Constitution, Bylaws and Regulations.

iv. Others that are considered of importance to Zamobuckeyes and that are not discussed during Ordinary meetings.

### Section 2 – Votes Required for Decision-Making

Resolutions and accords, both in Ordinary and Extraordinary General Assemblies, shall be adopted by a simple majority of votes (half plus one) of the persons present when the votes in favor outnumber those opposed, and null votes, blank votes, and abstentions shall not be counted for these purposes.

In the event of a tie, the Primary Leader shall decide. However, resolutions relating to the modification of the regulations, disposition, or alienation of assets belonging to Zamobuckeyes or the dissolution of Zamobuckeyes shall require at least two-thirds of the members present.

## ARTICLE VII: METHOD OF DISSOLUTION AND LIQUIDATION

### Section 1 – Extinction

Zamobuckeyes will be terminated for the following reasons:

1. Because the purpose for which it was constituted is impossible.
2. For not operating in accordance with its Bylaws and Regulations.
3. By unanimous decision of the members of Zamobuckeyes.

### Section 2 – Liquidation

Once the termination of Zamobuckeyes has been decided, the members shall nominate a Liquidation Commission composed of two active members of Zamobuckeyes.

The Liquidation Committee shall proceed with the liquidation of the entity, making inventories of assets and liabilities and instructing the preparation of the corresponding balance sheet.

The liquidators shall be responsible for this:

1. Ensure the integrity of Zamobuckeyes assets.
2. Conclude pending operations and carry out new ones necessary for the liquidation.
3. Collect Zamobuckeyes credits.
4. Liquidate assets and pay creditors.

## ARTICLE VIII: GENERAL PROVISIONS

### Section 1 – Statute Reform

This Constitution may be amended, adjusted or modified during ordinary or extraordinary meetings of the members. The changes shall be submitted for consideration and approval only by resolution of the members. Approval of the proposed changes shall be by at least two-thirds of the active full members present at the meeting.

### Section 2 – Specific Regulations

The Board of Directors is empowered to prepare the Specific Internal Regulations required by Zamobuckeyes to guarantee the operability of this Constitution and the Bylaws. These regulations must be approved by two-thirds of the full-active members of Zamobuckeyes.

The regulations and provisions issued by the Board of Directors shall not conflict with what is established in this Constitution and Bylaws of Zamobuckeyes.

# Bylaws of the Zamobuckeyes Association at The Ohio State University

Last update: June 9th, 2023

## ARTICLE I – PARLIAMENTARY AUTHORITY

The rules contained in Robert’s Rule of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the by-laws of this organization. This statement indicates that “though the minority shall be heard and absentees protected, the majority will decide.”

## ARTICLE II- MEMBERSHIP

### Section 1 – Membership Categories

The membership of Zamobuckeyes shall be open to all individuals, regardless of gender, sex, sexual orientation, or gender identity. Within the Zamobuckeyes, there shall be the following classes of members:

### Full Member

A person who has satisfactorily completed a bachelor’s and/or Master's degree curriculum offered by Zamorano University and is physically located in the state of Ohio in the United States of America. A person who is currently enrolled at The Ohio State University as a graduate student or upper-level undergraduate.

**b. Full-Active Member**

A person who complies with the obligations contained in these Bylaws and assigned by the Board of Directors. This person has the right to voice and vote in the General Assemblies of members and to participate in all the activities of Zamobuckeyes.

c. **Full-Passive Member**

A person who does not comply with the obligations established in these Bylaws and assigned by the Board of Directors. This person does not have the right to speak and vote in the General Assemblies of members but may participate in the activities of Zamobuckeyes.

### d. Honorary Member

A person whose work, moral, or intellectual assistance contributes to the objectives of Zamobuckeyes. This member shall be exempt from the annual membership fee established by the Board of Directors and shall only have the right to speak at the General Assemblies of members and to participate in all Zamobuckeyes activities. Their appointment shall correspond to the General Assembly of members at the proposal of the Board of Directors and Committees.

### Benefactor Member

A Benefactor Member is a natural or juridical person who, due to their economic support to Zamobuckeyes, is worthy of such distinction. This member shall be exempt from the membership fee established by the Board of Directors and shall only have the right to speak at the General Assemblies of members and to participate in all Zamobuckeyes activities. All members shall be subject to the requirements set forth in these Bylaws.

### Section 2 – Causes for Exclusion and/or Loss of Membership Status

Zamobuckeyes members shall be excluded and lose membership for any of the following reasons:

### Voluntary

To be made in writing to the Zamobuckeyes Board of Directors.

### Death

The Zamobuckeyes Board of Directors shall remove the name of the deceased member from the Register of Members.

### Expulsion

Can only be decreed when the member's conduct harms the prestige, values and/or interests of Zamobuckeyes, in any case, a file shall be opened detailing this situation. The Zamobuckeyes Board of Directors shall be competent in the opening and resolution of the file, against whose resolution the interested party may appeal to the General Assembly of members that, in its most immediate meeting, shall resolve in sole and final instance the situation of the member. The decision of the General Assembly of members in this regard may not be appealed.

### Section 3 – Duties and Obligations of Full-Active Members

Zamobuckeyes members shall have the following duties and obligations:

1. To abide by and comply with the provisions of these Bylaws, the internal regulations of Zamobuckeyes, and the resolutions validly adopted at the General Assemblies of members and the Board of Directors.
2. In a timely manner, to make ordinary and extraordinary payments to members.
3. Meet monthly.
4. Actively cooperate with the achievement of Zamobuckeyes' objectives.
5. Perform to the best of their ability any responsibility assigned to them.
6. To fulfill the commissions assigned by the Board of Directors and the General Assembly of members.
7. Keep the Secretary of the Board of Directors informed of changes of residence, work or study center.
8. To attend punctually the ordinary and extraordinary sessions of the General Assembly of members.
9. To know the Bylaws that govern Zamobuckeyes. Partial or total ignorance of them does not justify contempt.

### Section 4 – Rights of Full-Active Members

Full-active members of Zamobuckeyes shall have the following rights:

1. To take part in all activities organized by Zamobuckeyes in the fulfillment of its purpose.
2. Enjoy all the advantages and benefits that Zamobuckeyes members can obtain.
3. Participate in the General Assemblies of members with voice and vote.
4. To elect or be elected to any executive office of Zamobuckeyes.
5. Receive information on the resolutions adopted by the Zamobuckeyes Board of Directors or any other relevant information by written or virtual means.
6. To present projects, initiatives and suggestions to the Board of Directors and General Assembly of Zamobuckeyes members in order to better fulfill its purpose.
7. To be informed about the organizational structure and representation of Zamobuckeyes, as well as its financial statements and the development of its activities.
8. To challenge the resolutions of the Board of Directors and its Committees of Zamobuckeyes that they deem contrary to the Law or this Bylaws.

### Section 5 – Honorary and Benefactor Members' Rights

Honorary members and benefactors of Zamobuckeyes shall have the following rights:

1. Take part in the activities organized by Zamobuckeyes.
2. Participate in the General Assemblies of members with voice.
3. Receive information on the resolutions adopted by the Board of Directors and the General Assembly of members.
4. To make suggestions to the members of the Zamobuckeyes Board of Directors in order to better fulfill the purposes of Zamobuckeyes.
5. To be informed about the composition of the governing and representative bodies of Zamobuckeyes.

## ARTICLE III- ELECTION/APPOINTMENT OF GOVERNMENT LEADERSHIP

The election of new Representatives in the organization shall be held during the first Ordinary General Assembly meeting, with the presence of the current Board of Directors, adviser, and all members. The following rules shall guide the process:

* 1. Elections for the new Board of Directors shall be held once a year
  2. A full-active member can only be officially nominated for a role in the Board of Directors if at least two active members have supported that nomination.
  3. Null votes, blank votes, and abstentions shall not be counted.

## ARTICLE IV- EXECUTIVE COMMITTEE

### Section 1 – Members of the Board of Directors

The Board of Directors, also referred as Executive Committee or Student Officers, shall be composed of a total of three members, whose term of office shall be one year, and who may be re-elected for three terms in a row.

The Board of Directors shall be composed of the following members:

1. Primary Leader
2. Secretary
3. Treasurer

The term of office shall be tacitly extended for as long as the Assembly delays in electing or re- electing them.

The term of office may be terminated early in the event of incapacity, impediment, prohibition, resignation or any other legal cause or cause established in the Bylaws for which the members of the Board of Directors must cease to hold office.

### Section 2 – Roles and Responsibilities

### Primary Leader

The Primary Leader shall be elected at a meeting of the General Assembly of members to form the Board of Directors and his term of office shall last one year and may be re-elected for equal periods of up to three years.

The powers of the Primary Leader of the Board of Directors are as follows:

* 1. To preside and adjourn the meetings held by the General Assembly and the Board of Directors, directing the deliberations of both, establishing the agenda, setting the place and time of the meetings.
  2. To legally represent Zamobuckeyes before all AGEAP chapters and sub-chapters and all kinds of public and private organizations.
  3. Exercise its power of double vote in case it is necessary to avoid a tie vote in the General Assembly of members and in the Board of Directors.
  4. To organize, together with the Secretary, the agendas for the meetings of the Board of Directors, Board of Directors and Executive Committees, and the General Assembly of members.
  5. Sign, together with the Treasurer, checks, deposits, payment orders, securities and any other commercial document in which Zamobuckeyes is involved.
  6. Sign the minutes of the meetings after they have been approved by the members of the Board of Directors.
  7. Sign, together with the members of the Board of Directors, the contracts entered into by Zamobuckeyes, as well as the powers of attorney granted by it, and other documents expressly authorized by the Board of Directors.
  8. Sign and issue membership cards of honorary and benefactor members, recognitions, diplomas and scrolls authorized by the General Assembly of members and the Board of Directors.
  9. To know and confirm correspondence received by the Board of Directors.
  10. To inform the Board of Directors and the General Assembly of members of the functioning of Zamobuckeyes.
  11. Receive the reports of the Execution Committees and submit them to the Board of Directors for consideration.
  12. Adopt any urgent measures necessary for the proper functioning of all Zamobuckeyes activities.
  13. To perform all other duties incident to the Primary Leader.

### Secretary

The Secretary shall be elected at a meeting of the General Assembly of members to form the Board of Directors and his term of office shall be for one year, re-electable for equal periods of up to three years. The duties of the Secretary are:

* 1. The Secretary shall issue, on behalf of the Primary Leader, the notices of the meetings to be held by the General Assembly and the Board of Directors.
  2. He/she shall act as Secretary at the meetings held by the General Assembly and the Board of Directors.
  3. He/she shall issue certifications with the approval of the Primary Leader and/or Board of Directors.
  4. It shall keep minutes and registers of members in the terms that legally correspond.
  5. Keep a complete record of the participants of the meetings of the General Assembly of members and the Board of Directors.
  6. It shall be the custodian of Zamobuckeyes' documentation, ensuring that all communications regarding the appointment of members of the Board of Directors and other registrable agreements are sent to the corresponding Registries.
  7. Receive and distribute correspondence addressed to Zamobuckeyes.
  8. Send notes and communications on behalf of Zamobuckeyes approved by the Primary Leader and/or Board of Directors.
  9. Support the Primary Leader and/or Board of Directors in administrative and communication tasks of Zamobuckeyes.
  10. Manage credentials of active Zamobuckeyes members.
  11. To prepare and issue, with the signature of the Primary Leader, diplomas, distinctions and recognitions approved by the General Assembly and/or Board of Directors.
  12. Publish Zamobuckeyes reports and/or bulletins on the first Tuesday of each academic semester.
  13. Collaborate with the drafting of the Annual Report of the Board of Directors.
  14. In case it is impossible for the Secretary to act as Secretary, both in the General Assembly of members and in the Board of Directors, a member present at the meeting shall act as temporary Secretary, if he/she is not the Primary Leader.

### Treasurer

The Treasurer shall be elected at a meeting of the General Assembly of members to form the Board of Directors and his term of office shall be for one year, re-electable for equal periods of up to three years.

The Treasurer's duties are:

1. To collect and manage the funds belonging to Zamobuckeyes ordinary and extraordinary and to comply with the payment orders issued by the Primary Leader and/or Board of Directors.
2. Manage the bank account, make collections, receive payments, and make cash payments.
3. Jointly sign checks and/or documents of a mercantile nature with the Primary Leader.
4. To have custody of the books and accounts of Zamobuckeyes, presenting them with his signature to the Board of Directors and to the General Assembly of members.
5. Supervise compliance with the economic and financial obligations and activities of Zamobuckeyes.
6. Prepare the budget and annual accounts for consideration by the Board of Directors for approval.
7. Collaborate with the drafting of the Annual Report of the Board of Directors.
8. Submit economic and financial reports to the Board of Directors on a monthly basis regarding Zamobuckeyes.
9. Submit a detailed financial report to the Board of Directors at the end of the year.

### Section 3 – Powers of the Board of Directors

The attributions of the Zamobuckeyes Board of Directors shall be:

1. Comply with and enforce compliance with the Zamobuckeyes Bylaws and Regulations, the resolutions issued by the General Assemblies, as well as the decisions adopted by the Board of Directors.
2. Ensuring the calling of the meetings and respective agendas of the General Assembly of members. Calling meetings through the Secretary.
3. Propose the annual membership of Zamobuckeyes members. At the same time propose extraordinary dues when deemed necessary.
4. Identify, define and/or modify committees necessary for the operation of Zamobuckeyes.
5. Identify and appoint capable members to lead the Zamobuckeyes Activity Implementation Committees.
6. Request, evaluate and approve annual work plans for each of the Zamobuckeyes Activity Implementation Committees.
7. Direct and manage the activities of the Zamobuckeyes.
8. Propose and organize projects that benefit Zamobuckeyes.
9. To safeguard, care for and protect the assets, interests, and rights of Zamobuckeyes.
10. To decide on the admission of new members, as well as to propose to the General Assembly the appointment of honorary and benefactor members.
11. To carry out all kinds of legal acts and to agree, enter and subscribe all kinds of contracts, agreements and documents, whether public, private or otherwise, that may be necessary for the development of its activities and the fulfillment of its objectives, subject to the limitations and restrictions set forth in these Bylaws.
12. To carry out extrajudicial and judicial proceedings and formalities before all kinds of natural or juridical persons, authorities, courts, tribunals, agencies, whether public or private, national, foreign or international, in the country or abroad, whatever their nature, hierarchy or jurisdiction, with sufficient capacity and legal standing and without any limitation whatsoever.
13. Manage and obtain loans and financing, reimbursable or non-reimbursable for Zamobuckeyes members.
14. Carry out all kinds of banking operations, draw, accept, endorse and negotiate all kinds of documents and securities.
15. Accept and manage donations, bequests or other gifts in favor of Zamobuckeyes.
16. Analyze and approve financial statements and inventories for each year.
17. Present for consideration of the General Assembly, the economic, financial and operational reports of the activities of Zamobuckeyes annually and when specifically required by the General Assembly.
18. Approve and/or reject in the first instance, the budget, annual report and financial statements of Zamobuckeyes to be submitted to the consideration of the General Assembly.
19. To elaborate the Specific Internal Regulations that will govern Zamobuckeyes, which will be submitted to the General Assembly for approval.
20. To hear, approve and/or reject the reports of the Committees.
21. To grant votes of confidence, honorable mentions, decorations, and awards by approval of a simple majority of the members of the Board of Directors.
22. To authorize the attendance to the meetings of the General Assembly of members to persons outside Zamobuckeyes.
23. To resolve any matter not provided for in these Bylaws; if it does not affect its assets and that it is not an attribution of the General Assembly.
24. Establish and approve short-, medium- and long-term policies, plans and projects, subject to the approval of the corresponding General Assembly.
25. Organize the performance of an internal audit every three years, the report of which shall be presented to the General Assembly. The audit must be performed by individuals or companies not affiliated with any member of the Zamobuckeyes Board of Directors.
26. Any other attribution that does not fall within the exclusive competence of the General Assembly of members.

### Section 4 – Meetings, Resolutions, and Minutes of the Board of Directors

The Board of Directors shall hold regular meetings once a month. In addition, it may hold extraordinary meetings as often as necessary according to the development of Zamobuckeyes' activities, at the call of the Secretary. The meetings of the Board of Directors may include the presence of the person in charge of a committee related to the matters to be dealt with in the agenda.

The Board of Directors shall make its decisions with the 51% approval of the members present at the meeting. The resolutions shall be recorded in the respective Minutes, which shall be transcribed in the Minutes Book of the Board of Directors, signed by the Primary Leader and the Secretary.

For the meetings of the Board of Directors to be valid, the Chairman or, in his absence, the Vice- Chairman must be present. In the event of a tie, the Chairman shall have the casting vote.

### Section 5 – Prohibitions of the Board of Directors

The Board of Directors is forbidden to involve Zamobuckeyes or to commit its assets in activities outside its purpose or to guarantee obligations of its members or third parties, under liability for damages judged by the General Assembly of members of Zamobuckeyes.

### Section 6 – Representation of the Board of Directors

The legal representation before any chapter or sub-chapter of AGEAP shall be exercised by the Primary Leader of the Board of Directors of Zamobuckeyes, who shall perform all acts and sign all contracts and documents authorized by the Board of Directors or the General Assembly of members. The Primary Leader shall act jointly with the Vice-Primary Leader, Treasurer and/or the Secretary in the cases determined in these Bylaws.

### Section 7. Delegation of Powers

The Board of Directors may delegate, totally or partially, to one or more of the full-active members and/or those in charge of the Zamobuckeyes Implementation Committees, the powers conferred upon it by these bylaws, regulations, and work plans.

### Section 8. Vacancies on the Board of Directors

Vacancies that may occur during the term of office of any of the members of the Board of Directors shall be provisionally covered by the Board, appointing another or other members to cover them, until the election or ratification by the General Assembly of members.

### Section 9 Removal of Members of the Board of Directors

The members of the Board of Directors shall be terminated for the following reasons:

* 1. Voluntary resignation communicated in writing to the Board of Directors and the General Assembly.
  2. Failure to comply with the obligations entrusted to them, as determined by the Board of Directors and the General Assembly.
  3. Expiration of the term of office or its extension.

## ARTICLE V- STANDING COMMITTEES

At the beginning of each term, the Board of Directors will create the Implementation Committees necessary for the optimal development of Zamobuckeyes. Each Implementation Committee shall be headed by one or more Officers to be selected and appointed by the Board of Directors. The Officers of the Implementation Committees must be full active members of Zamobuckeyes. The term of office of the Officers shall be one year, re-electable for equal periods of up to three years.

The functions of each Implementation Committee Chairperson are:

1. To prepare an Annual Work Plan at the beginning of their term containing the following information.
   1. Mission or purpose of the Implementation Committee
   2. General Objective
   3. Specific objectives
   4. Goals
   5. Activities
   6. Calendar of activities
   7. Resources (e.g., financial, human)
   8. Evaluation and follow-up
2. Develop and execute the activities or tasks programmed in accordance with the Annual Work Plan.
3. Together with members of the Board of Directors, identify and appoint full active members of Zamobuckeyes to assist in the optimal functioning of the Implementation Committee.
4. Submit an Activity Report every four months and present it to members of the Board of Directors.
   1. Details of activities carried out.
   2. Detail of the use of financial and human resources
   3. Goals achieved.
   4. Difficulties or barriers to achieving activities.
   5. Lessons learned for the future.
5. Prepare an end-of-term report and present it to members of the Board of Directors.
   1. Summary of management activities
   2. Detail of the use of resources
   3. Goals achieved during management.
   4. Difficulties or barriers to achieving activities.
   5. Lessons learned for the future.
6. Collaborate with members of the Board of Directors in the development of the Final Management Report.
7. Attend all meetings of the General Assembly of members, both ordinary and extraordinary.
8. Attend meetings called by members of the Board of Directors
9. Train the person in charge of the Implementation Committee for the next administration for a minimum period of one month from the date of appointment of the new Implementation Committees.

## ARTICLE VI – ADVISER (S) / ADVISORY BOARD RESPONSIBILITIES

The organization shall have an official adviser or representative which main goal is to oversee and guide the decisions made by the members of the organization and how they are implemented through the Board of Directors. The adviser shall have knowledge about both AGEAP and be part of the OSU community, as well as have previous experience with students’ organizations.

The adviser shall attend the General Assemblies and events developed by the organization.

## ARTICLE VII - MEETING REQUIREMENTS

### Section 1 – General Assembly

The General Assemblies of Zamobuckeyes shall be Ordinary and Extraordinary:

The Ordinary General Assembly shall meet twice a year to consider the following matters:

First Ordinary General Assembly:

1. Evaluation and approval of the annual financial report of the previous or outgoing Board of Directors.
2. Evaluation of the management of the previous or outgoing Board of Directors.
3. Approval of the Zamobuckeyes Annual Report.
4. Election of the members of the Board of Directors.

Second Ordinary General Assembly:

1. Evaluation and approval of the work plan and operating budget for the incoming term of the Zamobuckeyes Board of Directors.
2. Setting of ordinary (membership) and extraordinary dues.
3. To agree on the cancellation and exclusion of Zamobuckeyes members.
4. Approval and/or ratification of the admission of honorary and benefactor members.
5. Approval and/or modification of the Bylaws and its current Bylaws of Zamobuckeyes by a vote of at least three-fourths of the members forming a quorum of the General Assembly.
6. Define and ratify the date of the Ordinary General Assembly for the following year.
7. Decree the dissolution of Zamobuckeyes, with the prior written approval of three quarters of the members.

### Section 2 – Extraordinary General Assembly

The Extraordinary General Assembly may meet when so deemed by the Board of Directors or requested by at least half plus one of the members of the General Assembly to deal with the following matters:

1. Report and control of partial activities.
2. Execution of educational and social events.
3. Approval of amendments to the Bylaws and Regulations.
4. Others that are considered of importance to Zamobuckeyes and that are not delegated to the Ordinary General Assembly.

### Section 3 – Notice of Meetings

Notices of General Meetings, whether Ordinary or Extraordinary, shall be issued at the discretion of the Board of Directors through the Secretary, by all available means of communication, stating the place, day, time, and agenda of the meeting.

The calls shall be made ten days in advance for Ordinary General Meetings and five days in advance for Extraordinary General Meetings.

### Section 4 – Constitutional Quorum

The General Assembly, both Ordinary and Extraordinary, shall be validly constituted, in first call, when half plus one of the full-active members of Zamobuckeyes with voting rights are present. In the second call, the General Assembly shall be held when one third of the full-active members of Zamobuckeyes are present. If there is no initial quorum, one hour after the convocation, the General Assembly shall be held with the members present.

The decisions of the General Assemblies shall be recorded in Minutes, which shall be transcribed in the Minutes Book of the General Assembly and signed by all the members of the Board of Directors (Primary Leader, Vice-Primary Leader, Treasurer and Secretary).

### Section 5 – Votes Required for Decision Making

Resolutions and accords, both in Ordinary and Extraordinary General Assemblies, shall be adopted by simple majority of votes (half plus one) of the persons present when the votes in favor outnumber those opposed, and null votes, blank votes and abstentions shall not be counted for these purposes.

In the event of a tie, the Chairman of the Board of Directors shall decide.

However, resolutions relating to the modification of the Statutes, disposition or alienation of assets belonging to Zamobuckeyes or the dissolution of Zamobuckeyes shall require at least two thirds of the members present.

## ARTICLE VIII - METHOD OF AMENDING BY-LAWS

By-laws may be amended by proposing the changes in writing and reading them with the General Assembly composed by all members of the organization. The decision will be made during an Ordinary or Extraordinary Assembly, bringing the proposed change up for a vote at the with a 2/3 majority vote of the membership present (a quorum being present).