

## BYLAWS

### BYLAWS FOR THE REGULATION, EXCEPT AS OTHERWISE PROVIDED BY STATUTE OR IT'S ARTICLES OF INCORPORATION, OF

#### SIGMA CHI HOUSE CORPORATION OF EPSILON UPSILON An Arizona non-profit corporation

### ARTICLE I

#### PURPOSE

Section 1. The purposes for which the Sigma Chi House Corporation Of Epsilon Upsilon, is formed are: To maintain and conduct a society, the general object of which shall be to cultivate fraternal relations among the alumni and active members of the Epsilon Upsilon Chapter, to advise and cooperate with the active chapter in all matters pertaining to the welfare of the chapter, to establish and maintain a journal for the purpose of disseminating useful information among the alumni, to buy, own, hold, lease, sell and convey such real or personal property as may be necessary or desirable in carrying out the full purpose of the Association, and, in general, to advance and promote the interest of the Fraternity.

### ARTICLE II

#### OFFICES AND CORPORATE SEAL

Section 1. Principal Office. The corporation shall maintain a principal office, which shall be located at 606 Alpha Drive, Tempe, Arizona 85281

Section 2. Other Offices. The corporation may also maintain offices at such other place or places, either within or without the State of Arizona, as may be designated from time to time by the Board of Directors, and the business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principle office.

Section 3. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation, but nevertheless if in any instance a corporate seal be used, the same shall be in a circle having on the circumference thereof "SIGMA CHI HOUSE CORPORATION OF EPSILON UPSILON" and in the center thereof "INCORPORATED 2002".

### ARTICLE III

#### MEMBERSHIP

Section 1. Members. The membership shall be composed of individuals who are initiated or affiliates of Epsilon Upsilon Chapter, in good and regular standing, who by graduation, or withdrawal from college, shall terminate their connection with the active chapter, and who shall automatically become members of the Sigma Chi House Corporation Of Epsilon Upsilon; every such member shall be entitled to vote at all business meetings of the Corporation which he attends in person.

Such other members as may be voted into the Corporation by the Board of Directors being Alumni members of Sigma Chi Fraternity from other Chapters.

Section 2. Membership Suspension. Should an alumnus member of the corporation return to Arizona State University as an undergraduate; his membership in this corporation shall be suspended during such period of time unless the Board of Directors shall authorize his membership to continue.

Section 3. Junior Members. All initiates of Epsilon Upsilon who are still active members of the active chapter, in good and regular standing, are automatically Junior Members of the Sigma Chi House Corporation Of Epsilon Upsilon, and are entitled to be present at all regular and special meetings of the Corporation, and are entitled to the privilege of the floor and to be heard, but such Junior Members shall not be entitled to vote.

## ARTICLE IV

### MEETINGS

Section 1. Annual Meeting. The annual meeting of the corporation shall be held at the principal office of the corporation at such date and hour as may be set by the Board of Directors each year, but shall be no later than July 1<sup>st</sup>, for the purpose of the election of officers and for such other business as may come before such annual meeting.

Section 2. Special Meetings. Special Meetings of the corporation may be called by the President, by the Secretary, or by a majority of the Board of Directors, by filing with the Secretary a written call for such meeting, stating the time and place and object thereof and at such meeting only the specific business mentioned in the call shall be acted upon.

Section 3. Notice. The Secretary shall mail to each member, who has attended at least one of the two immediately prior meetings, at his last known address, a written or printed notice of the holding of any regular or special meeting, and such notice shall be mailed at least fifteen (15) days before the time when such meeting is to be held.

Section 4. Proxy. At all meetings, whether regular or special, only members present in person shall be entitled to vote. There shall be no voting by proxy.

Section 5. Quorum. At any meeting of the corporation seven members must be present in person to constitute a quorum for the transaction of business.

Section 6. Election of Trustees. Election of Trustees shall be held at the annual meeting of the Corporation, and shall be conducted by two inspectors of election, appointed by the President for that purpose. The election shall be by ballot. Each member shall be entitled to cast one vote. At the first annual meeting of the Corporation when this Constitution is adopted, and at any other annual meeting held following a lapse of more than two years in which no annual meeting has been held, six Trustees shall be elected from the membership, two (2) to serve for a term of one (1) year, two (2) for a term of two (2) years; and two (2) for a term of three (3) years. At each annual meeting thereafter, two (2) Trustees shall be elected for a term of three (3) years, to take the place of the two (2) Trustees whose terms have expired. These six Trustees, together with the Junior Members currently holding the offices of Consul, and Quaestor of the Epsilon Upsilon active chapter and the Chapter Advisor of the Epsilon Upsilon Chapter appointed by the Grand Praetor, shall constitute the directorate of this Corporation and shall be known as the Board of Directors. If in the opinion of the Directors present at the first meeting the election of the Trustees, it is deemed wise to select a seventh Trustee at large from the general membership of the Sigma Chi Fraternity resident in or near Tempe, Arizona to serve for a term of one year, such action may be taken and such Trustee elected by the Board of Directors and he shall become for the period of his one year term a fully recognized member of the Board of Directors and entitled to all the rights and privileges thereunto appertaining including the right to hold office in this Corporation.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. Management. The business and property of the Corporation shall be managed by the Board of Directors who shall be selected as heretofore provided and shall serve until the election and qualification of their successors.

Section 2. Vacancy. Any vacancy occurring in the Board of Directors by reason of the resignation, removal, or inability to act on the part of any Trustee may be filled for the unexpired term by a majority vote of the remaining members of the Board of Directors.

Section 3. Election of Officers. At the first meeting of the Board of Directors after the election of Trustees, a President, Vice President, Secretary and a Treasurer shall be elected to serve for the ensuing year and until the election and qualification of their respective successors. Any vacancies that may occur among the officers or committees may be filled by the Board of Directors for the unexpired term.

Section 4. Dismissal of Directors. A quorum of the members of the corporation may, by a majority vote, demand the resignation of any Director of the corporation, and upon refusal to tender such resignation may, by further specific vote to that effect, dismiss said Director from office and elect his successor by nominations from the floor and

without written nominations prescribed by Article IV, Section 6. Any Director so elected shall have the same powers and privileges as his predecessor.

Section 5. Regular Meetings. Regular Meeting of the Board of Directors shall be held during the school year following the annual meeting of the corporation. The Directors may postpone the annual Directors meeting for a period that may suit the convenience of the Board of Directors, but which may not exceed thirty days.

Section 6. Special Meetings. Special meetings of the Board of Directors may be held at any place, and may be called at any time by the President, by the Secretary or by a majority of the Board of Directors, by filing with the Secretary a written or printed notice stating the time and the place thereof.

Section 7. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, but in the absence of a quorum a small number may adjourn the meeting to another day and hour.

Section 8. Majority Vote. A majority vote of all the Directors present shall be necessary to carry any motion except as provided in Section 7 of this article in regard to adjournment.

Section 9. Financial Statement. At each annual meeting of this corporation the Board of Directors shall present a financial statement of the Receipts and Disbursements, and of the Assets and Liabilities of the corporation and report of the financial condition. The house corporation budget for the coming year shall be approved at this meeting and this budget, along with the financial condition report, shall be incorporated into the minutes of said meeting.

Section 10. Statute Powers. The Board of Directors, in addition to the powers and authority herein expressly and specifically conferred upon them, may exercise any and all such powers and do such other things as they may lawfully authorized to do by the laws of the State of Arizona.

Section 11. Resolution by Mail. In any case requiring immediate action, the Board of Directors may pass any resolution within their powers by a majority vote of the Board by mail. Such resolution shall be lawful and binding provided that the Secretary shall mail a copy of the same to each Director for vote.

## ARTICLE VI

### OFFICERS & DUTIES

Section 1. Officers. The officers of this corporation shall be President, Vice President, Secretary and Treasurer, who shall be elected by the Directors from among their members provided however, that the Directors from the undergraduate membership of Epsilon Upsilon Chapter shall not hold one of these offices, and said officers shall

perform the usual duties pertaining to their respective offices. Said officers shall be elected at the annual meeting of the Board of Directors and shall hold office for one year: Where circumstances dictate the advisability of doing so, a single individual may hold more than one office except that he officers of President and Treasurer may not be held by the same person.

Section 2. Removal of Officers. The Directors may at any time, by a majority vote, demand the resignation of any officer, agent or employee of this corporation. Upon his refusal to tender such resignation, the majority of the Board of Directors may by further vote to that effect, summarily dismiss him from office and elect his successor for his unexpired term. In the event of the voluntary resignation of any officer, agent, or employee, the Board of Directors may elect his successor for the unexpired term.

Section 3. Bonds. The Directors may, by resolution, require any or all of said officers of the corporation to give bonds or bond to this corporation with good and sufficient security, for the faithful performance of their respective duties and offices, but the corporation shall pay the necessary premiums of such bonds.

Section 4. Duties. The duties of the officers of this corporation shall be as follows:

**PRESIDENT:**

- A. The President shall preside at all meetings of the members of this corporation, and at all meetings of the Board of Directors.
- B. The President shall have general supervision and direction over all other officers of the corporation and shall see that their duties are properly performed.
- C. The President shall execute, acknowledge and deliver in the name of the corporation all deeds, certificates, contracts, or other instruments necessary in carrying on the affairs of the corporation when he shall be so specifically authorized by vote of the Board of Directors. He shall also have the power to attach the seal of the corporation to any instrument required such seal.
- D. The President shall also perform such duties as may be assigned to him by the Board of Directors or by amendment to these By-Laws.

**VICE PRESIDENT:**

- A. The Vice President shall, in absence of the President, be vested with all his powers and have authority to perform all his duties. He shall also act as an ex officio member on all standing and special committee of the corporation.

**SECRETARY:**

- A. It shall be the duty of the Secretary to keep the records and proceedings of all meetings of the corporation and of the Board of Directors.
- B. The Secretary shall have the custody and be charged with the safekeeping of all records, papers, documents, and books of the corporation.

- C. The Secretary shall serve notices required either by law or by the By-Laws of this corporation.
- D. The Secretary shall keep and maintain at all times a current list of the members of this corporation, and such list when certified by the Secretary, shall be a prima-facie evidence to the right of the persons named therein to participate in the affairs of this corporation as members thereof.

**TREASURER:**

- A. It shall be the duty of the Treasurer to keep a full and accurate account of the receipts and disbursements of the corporation on the books belonging to the corporation and he shall deposit in such bank or banking institution as may from time to time be selected by the Board of Directors, all funds and moneys and other valuable effects of the corporation in the name and to the credit of the corporation.
- B. The Treasurer shall be the chief disbursing officer of the corporation. He shall make proper vouchers and receipts for such disbursements and shall render to the Board of Directors at least annually and more often, if required, a complete and accurate account of such transactions.
- C. The Treasurer shall keep the President advised of any expenditures to be incurred or funds to be provided, in order that the President may make arrangements of the consummation of such financial matters.
- D. The Treasurer shall also perform such other duties as the Board of Directors may, from time to time, direct.
- E. The Treasurer shall submit to the undergraduate chapter a complete financial account or statement annually and explain said statement to the chapter upon request.

Section 5. Appointment of Replacement Officer. In the event of the absence, inability or refusal to act as any office of this corporation, the Board of Directors may appoint one of their number to perform the office's duties.

**ARTICLE VII**

**COMMITTEES**

Section 1. Executive Committee. The internal management of the Corporation between meetings of the Board of Directors shall be in the hands of an Executive Committee composed of the President, The Treasurer and the Consul of the Epsilon Upsilon Active Chapter. The Chapter Advisor shall be an ex-officio member of this committee.

Section 2. Other Committee. The President shall have the authority and the power to appoint such committees, from time to time, as the members of the Board of Directors may order, or as in the judgment of he President he may deem best.

**ARTICLE VIII**

## FINANCES

Section 1. Dues. Each member shall pay dues to the Corporation payable to the Secretary or Treasurer thereof, in the amount of Ten Dollars (\$10.00) per annum, payable in April of each year. The funds so collected are to be handled by the Board of Directors as a general fund and used for chapter house maintenance, furniture, building, publication of a bulletin, general expenses, and such other purposes as are by the Board of Directors deemed proper.

Section 2. Chapter House Rent. The Epsilon Upsilon active chapter shall pay to the Corporation an annual rent to be determined by the Board of Directors which shall be handled as a chapter house maintenance fund and which shall be used for any or all of the following purposes: interest, insurance premiums; maintenance of property; furniture; taxes; and such other purposes as are by the Board of Directors deemed proper.

Section 3. Endowment Fund. An endowment fund shall be established and handled by the Board of Directors to accumulate funds for the building or improving the Epsilon Upsilon Chapter house and for paying any loans made incident hereto and for such other purposes as are by the Board of Directors deemed proper. All receipts from notes, pledges, or gifts made by Alumni shall be placed in this fund as well as the payments of \$5.00 per man per month paid by the active Epsilon Upsilon Chapter. Also in this fund go all that part of the initiation fee of each man initiated into Epsilon Upsilon Chapter, which is not remitted to the general headquarters office of the Sigma Chi Fraternity, which is remitted to the Sigma Chi House Corporation Of Epsilon Upsilon by the Quaestor of the active Epsilon Upsilon Chapter.

## ARTICLE IX

### DISSOLUTION

Section 1. Inactive Charter. (Sigma Chi Statute 5.05) In the event the chapter charter becomes inactive for any reason whatsoever, the regular assets of the corporation shall be held subject to the direction and orders of any two members of the Property Committee comprised of the Grand Consul; The President of the house Corporation or if there is no President, a nominee of the chapter, corporation, trustee, individual, association or other person that holds title to the property; and a third member of the Sigma Chi Fraternity elected at a meeting of alumni of the chapter duly called by any five of such alumni for the purpose of such election on not less than twenty days notice, or their respective delegates, which committee shall determine the true and ultimate disposition of such property or the proceeds thereof and any other assets of the Corporation, including principal and interest.

Section 2. Charitable Gifts. Any monies collected, as charitable gifts under Section 501 C3 of the U.S. Internal Revenue Code shall be transferred to the Sigma Chi Foundation, a Colorado Corporation, headquartered in Evanston, Illinois. (Canadian

chapter House Corporations should transfer their charitable monies to Sigma Chi Canadian Foundation to satisfy the Canadian government tax laws.)

## ARTICLE X

### AMENDMENTS

This Code of Regulations may be amended at any annual meeting by a two-thirds (2/3) vote of the duly qualified members of the Corporation present at said meeting in person.

Adopted by Unanimous Vote 2/16/02