

**BYLAWS
OF
THE CORPORATION OF
ALPHA ZETA DELTA OF CHI PSI**

**ARTICLE I
MEMBERS**

SECTION 1. MEMBERSHIP. Any undergraduate member of Alpha Zeta Delta of Chi Psi Fraternity in good standing with the Alpha shall automatically become a member of this corporation upon payment of his initiation dues so long as he remains in good financial standing with the Alpha. Any graduate or non-graduate member of Alpha Zeta Delta of Chi Psi Fraternity who graduated or left the University of Illinois in good financial standing with the Alpha not already a member of this corporation shall automatically become a member of this corporation upon graduating or leaving the University upon payment of the membership dues as defined by these bylaws. Any member of Chi Psi Fraternity in good standing of any Alpha of Chi Psi Fraternity, whether graduate, undergraduate, or non-graduate, may become a member of this corporation on being elected thereto by a majority vote of the board of directors hereinafter mentioned, and on payment of the membership dues as defined by these bylaws. Nothing contained shall alter or affect the membership status of anyone who was already a member of the corporation as of the effective date of these bylaws.

SECTION 2. TERMINATION OF MEMBERSHIP. The board of directors, by an affirmative vote of two-thirds of all of the members of the board, may suspend or expel any member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted membership meeting, terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues.

SECTION 3. RESIGNATION. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

SECTION 4. REINSTATEMENT. Upon written request signed by a former member filed with the secretary, the board of directors may, by the affirmative vote of two thirds of the members of the board, reinstate such former member to membership on such terms as the board of directors may deem appropriate.

SECTION 5. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

SECTION 6. NO MEMBERSHIP CERTIFICATES. No membership certificates of the corporation shall be required.

ARTICLE II MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING. An annual meeting of the full membership of the corporation shall be held on the Saturday of the Fall alumni reunion weekend held prior to the weekend of Homecoming of each year for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members may be called either by the president or the board of directors, or by not less than 1/20 of the members having voting rights, for the purpose or purposes stated in the call of the meeting.

SECTION 3. PLACE OF MEETING. The board of directors may designate any place as the place of meeting for any special meeting called by the board of directors. If no designation is made or if a special meeting is otherwise called, the place of the meeting shall be the Zeta Delta Lodge.

SECTION 4. NOTICE OF MEETINGS. Either written or electronic notice stating the place, date, and hour of any meeting of members shall be delivered to the members not less than 5 nor more than 60 days before the date of such meeting. In case of a special meeting, or when required by statute or by the bylaws, the purpose for which the meeting is called shall be stated in the notice.

If such notification is provided by U.S. Mail, the notice of a meeting shall be provided to all members and shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

If such notification is provided electronically, the notice of meeting shall be deemed delivered when (1) sent from the corporation's official email account to the member at his email address as it appears on the records of the corporation; (2) posted on the corporation's official website, and (3) posted on at least one social media platform maintained by the corporation, including but not limited to its Facebook Group page, Twitter account, or any other social media platform utilized by the board of directors to communicate with the corporation's members. If electronic notice is

provided, notice is only required to be emailed to those members who have provided the corporation with a valid email address.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the corporation, or any other action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (a) by all the members entitled to vote with respect to the subject matter thereof or (b) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only (a) if, at least five days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (b) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing.

SECTION 6. FIXING OF RECORD DATE. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the board of directors of the corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than 60 days and, for a meeting of members, not less than 5 days, or in the case of a merger, consolidation, or dissolution or a sale, lease, or exchange of assets, not less than 20 days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

SECTION 7. QUORUM. Eleven members of the corporation in good standing must be present, either in person or by proxy, including seven members of the board of directors, to constitute a quorum for consideration of such matter at any meeting of members; provided that, if less than the required number of members are present at said meeting, either in person or by proxy, a majority of those present may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members. At any adjourned meeting at which a quorum shall be present, any business may be

transacted that might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 8. VOTING. Any member of this corporation who has paid his membership dues in a given year shall be considered in good standing and shall have voting rights for the duration of that year. Each alumni member shall be entitled to one vote in each matter submitted for a vote at a meeting of members. Undergraduate members of the corporation elected to serve as trustees on the board of directors shall be entitled to one vote in each matter submitted for a vote at a meeting of members without the necessity of paying membership dues to the corporation. Undergraduate members of the corporation who are not elected to serve as trustees on the board of directors shall not be entitled to vote in matters submitted for a vote at meetings of members unless he chooses to pay membership dues to the corporation. Each member entitled to vote may do so either in person or by proxy as provided in Article XII.

SECTION 9. VOTING BY BALLOT. Voting on any question or in any election may be by voice unless the chair of the meeting shall order, or any member shall demand that voting be by ballot.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The control and management of the affairs of this corporation shall be vested in a board of directors.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The board of directors shall consist of thirteen members of this corporation, one of whom shall be the immediate past president for a term of one year, and four of whom shall be the duly-elected #1, #2, #3, and #4 of Alpha Zeta Delta of Chi Psi who shall serve as undergraduate trustees for the duration of their respective terms as #1, #2, #3 and #4, respectively.

The remaining eight members of the board of directors shall always consist of alumni members, four of whom shall be elected as trustees for a term of two years. The terms for trustees shall be staggered, with two trustees being elected for a two-year term in odd-numbered and two being elected for a two-year term in even-numbered years at each annual membership meeting. The remaining four members of the board of directors shall be elected for a term of one year and shall be the president, vice president, secretary and treasurer, who shall be elected at each annual membership meeting and who shall hold office for a term of one year and until their successors are elected. Directors need not be residents of Illinois but must be members of the corporation.

SECTION 3. REGULAR MEETINGS. Three (3) regular meetings of the board of directors shall be held every year without notice other than these bylaws on the following days at the Zeta Delta Lodge: (1) on the Saturday following Initiation in the Fall semester; (2) on the Saturday following Initiation in the Spring semester; and (3) on ~~the a weekend of the Zeta Delta Scholarship Luncheon~~ held in August, at the beginning of the Fall semester of each year. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings of the board without other notice other than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the board of directors shall be given at least 2 days previous thereto by written or electronic notice to each director at his or her address as shown by the records of the corporation except that no special meeting of directors may remove a director unless notice of the proposed removal is delivered to all directors at least 20 days prior to such meeting. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

SECTION 6. QUORUM. Seven members of the board of directors, including at least two undergraduate members, must be present, either in person or by proxy, to constitute a quorum to transact business at any regular or special meeting of the board of directors, or at any adjourned session thereof.

SECTION 7. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation.

SECTION 8. VACANCIES. Any vacancy occurring in the board of directors shall be filled by the board of directors unless the articles of incorporation, a statute, or these bylaws provide that a vacancy shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 9. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the board of directors. A director may be removed with or without cause, as specified by statute.

SECTION 10. INFORMAL ACTION BY DIRECTORS. The authority of the board of directors may be exercised without a meeting if the action proposed to be taken is communicated in writing or electronically to all directors entitled to vote and a majority of directors so entitled to vote consent to the proposed action.

SECTION 11. COMPENSATION. No director shall receive any compensation for his services. Expenses incurred by a board member in furtherance of the corporation's mission, including expenses associated with attending the Annual Convention of Chi Psi Fraternity, may be reimbursed at the discretion of the executive committee.

SECTION 12. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the board of directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a president, vice president, secretary and treasurer. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. No two offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually at the annual membership meeting. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death, or until he shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. PRESIDENT. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, he shall be in charge of the business and affairs of the corporation; he shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, he shall discharge all duties incident to the office of president and such

other duties as may be prescribed by the board of directors. He shall preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, he may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed, and he may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

SECTION 4. VICE PRESIDENT. The vice president shall assist the president in the discharge of his duties as the president may direct and shall perform such other duties as from time to time may be assigned to him by the president or the board of directors. In the absence of the president or in the event of his inability or refusal to act, the vice president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions on the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, the vice president may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed, and he may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

SECTION 5. SECRETARY. The secretary shall (a) record the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office address and email address of each voting and non-voting member that shall be furnished to the secretary by such member; and (e) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. He shall (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors. If required by the board of directors, the

treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine.

SECTION 7. SALARIES. No officer shall receive a salary.

ARTICLE V COMMITTEES, COMMISSIONS, AND ADVISORY BOARDS

SECTION 1. AD HOC COMMITTEES. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more ad hoc committees, each of which will consist of at least one director and such other members as the board of directors designates. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed on it, or him, by law.

SECTION 2. STANDING COMMITTEES. In addition to any ad hoc committee designated pursuant to Section 1 above, the following standing committees are hereby designated: Executive Committee, Alpha Relations Committee, Alumni Events and Outreach Committee, Property and Risk Management Committee, Scholarship Committee, Fundraising Committee and Rituals and Traditions Committee. The Executive Committee shall consist of the corporation's president, vice president, secretary and treasurer. Each of the other standing committees shall consist of at least one director and such other members as the board of directors designates.

SECTION 3. COMMISSIONS OR ADVISORY BODIES. Commissions or advisory bodies not having and exercising the authority of the board of directors in the corporation may be designated or created by the board of directors and shall consist of such persons as the board of directors designates. A commission or advisory body may or may not have directors as members, as the board of directors determines. The commission or advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the board of directors or to the officers of the corporation.

SECTION 4. TERM OF OFFICE. Each member of a committee, advisory board, or commission shall continue until his or her successor is appointed, unless the committee, advisory board, or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board, or commission by the board of directors, or unless such member shall cease to qualify as a member thereof.

SECTION 5. CHAIR. One member of each committee, advisory board, or commission shall be appointed chair. A chair need not be a director or officer of the corporation.

SECTION 6. VACANCIES. Vacancies in the membership of any committee, advisory board, or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. QUORUM. Unless otherwise provided in the resolution of the board of directors designating a committee, advisory board, or commission, a majority of the whole committee, advisory board, or commission shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board, or commission.

SECTION 8. RULES. Each committee, advisory board, or commission may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

SECTION 9. INFORMAL ACTION. The authority of a committee may be exercised without a meeting if the action proposed to be taken is communicated in writing or electronically to all committee members entitled to vote and a majority of those members so entitled to vote consent to the proposed action.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the president or a vice president of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. GIFTS. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

**ARTICLE VII
BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE VIII
FISCAL YEAR**

The fiscal year of the corporation shall be fixed by resolution of the board of directors.

**ARTICLE IX
DUES**

Each alumnus and inactive member of the corporation shall, on or before the day of the annual membership meeting of each year, pay to the treasurer annual dues of no less than fifty-five dollars (\$55.00) unless such alumnus graduated from or left his university within the preceding five (5) years, in which case such member is only required to pay annual dues of forty-five dollars (\$45.00). Undergraduate members of the corporation are not required to pay dues to the corporation as long as they remain in good standing with their Alpha. The amount of membership dues may be increased from time to time by a majority vote at any annual membership meeting or special meeting without the need to further amend these bylaws.

**ARTICLE X
DISPOSITION OF FEES AND DUES**

All moneys received from annual dues and fees may be used for any purpose at the discretion of the board of directors for the good of Alpha Zeta Delta of Chi Psi.

**ARTICLE XI
PROPERTY AND TITLE THERETO**

The interest of any member of the corporation in any of its property shall terminate and vest in the corporation upon the termination of his membership therein by death, resignation, expulsion or otherwise. No real property of the corporation shall be sold or mortgaged unless such selling or mortgaging shall first be authorized by a

resolution passed by a two-thirds majority vote of all of the members of the corporation present at a regular or special membership meeting.

ARTICLE XII PROXIES

At any meeting of the corporation or board of directors, any member, officer or director may be represented by proxy with full power to debate and vote; provided no one person shall, at any time, hold the proxies of more than two absent members, officers or directors. Proxies may be transmitted in written or electronic form.

ARTICLE XIII SEAL

The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

ARTICLE XIV WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XV AMENDMENTS

These bylaws may be amended at any regular or special meeting of the corporation by a two-thirds vote of the members voting, in person or by proxy.

ARTICLE XVI CONFLICT RESOLUTION

Any claim or dispute arising from or related to these Bylaws shall be settled by mediation and, if necessary, legally binding arbitration.

The parties shall retain a mutually agreed-on neutral mediator. Such mediator shall be retained from a reputable source or organization such as the Center for Conflict Resolution (located in Chicago, Illinois). In the event that the parties cannot agree on a mediator, then each party shall select a mediator. The two individually selected mediators shall jointly identify a third mediator, who then will be responsible for facilitating a binding resolution of the parties' dispute at a mutually agreed-on time and place. The mediation shall be confidential and conducted in accordance with the rules of the organization from which the mediator who facilitates the parties' dispute is retained. The fees and costs of the mediator who facilitates the mediation shall be borne equally by the parties. The fees and costs of any mediator whom a party retains individually shall be borne by that party.

In the event that the mediation process does not result in an agreement within 45 days after a party requests mediation, a party to the conflict may request arbitration. In such case, the parties shall submit the conflict to the American Arbitration Association for arbitration in accordance with its rules. Notwithstanding the foregoing, at the appropriate hearing, the arbitration case shall be presented by the parties involved. In addition, each party shall be bound by the majority decision of the arbitration panel. The parties also further shall bear equally the costs and fees of the arbitration panel and otherwise bear individually the costs of presenting each party's case.

These methods shall be the sole legal remedy for any controversy or claim arising out of these Bylaws. No party shall bring any dispute under these Bylaws to any court of law or chancery except to enforce a mediation agreement or arbitration decision.

CERTIFICATION

The undersigned certifies that these bylaws were adopted by a two-thirds majority vote at the annual membership meeting of the Corporation of Alpha Zeta Delta of Chi Psi on October 19, 2019.

Mathew B. Murphy, ZΔ '90
Secretary