

**CODE OF REGULATIONS
OF
THE DELTA PHI OF BETA THETA PI
ALUMNI ASSOCIATION**

ARTICLE I. PURPOSE

The purpose of the corporation shall be to foster social relations among alumni of the Delta Phi Chapter of Beta Theta Pi Fraternity; provide a means of keeping said alumni informed about said Chapter and the General Fraternity; provide a medium for support and encouragement of said alumni consistent with the goals and purposes of Beta Theta Pi; to seek financial and other support for the Delta Phi Chapter, the General Fraternity, and the corporation; to generally encourage and foster the spirit and ideals of Beta Theta Pi generally; and to do all things incident to the foregoing.

ARTICLE II. MEMBERS

Section 1. Classes of Members. The corporation shall have one class of members.

Section 2. Qualification of Members. Those individuals initiated as members of the Delta Phi Chapter of Beta Theta Pi (Wright State University), or who are initiated as members of other Chapters of Beta Theta Pi and were subsequently active members of the Delta Phi Chapter, but who are no longer enrolled at the Wright State University as an undergraduate shall constitute all the members of the corporation.

Section 3. Voting Rights. Each member current on all dues payments at the time of voting shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. Any member who ceases to be a member in good standing of Beta Theta Pi Fraternity shall also be terminated as a member of this corporation.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 6. Transfer of Membership. Membership in the corporation is not transferable or assignable.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at such time and place as specified by the Board of Trustees, for the purpose of electing Trustees and for the consideration of reports. If the annual meeting is not held or Trustees are not elected thereat, they may be elected at a special meeting called for that purpose.

Section 2. Special Meetings. Special meetings of the members may be called by the President, or, in the case of the President's absence, death, or disability, by the Vice President; or by a majority of the Board of Trustees; or by at least 25 members.

Section 3. Place of Meeting. The Board of Trustees may designate any place as the place of meeting for any annual meeting of the members or for any special meeting. If no designation is made, the place of meeting shall be the Delta Phi Chapter house but if all of the members shall meet at any time and place, either within or without the State of Ohio, and consent, in writing, to waiver of notice either before or after the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting any corporation action may be taken.

Section 4. Notice of Meetings. Written notice stating the time and place of a meeting of the members shall be given either by personal delivery or by mail, to each member not less than fourteen (14) days nor more than sixty (60) days before the date of the meeting, by or at the direction of the President or the Secretary or any other person required or permitted to give notice, or the officers or persons calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice and no other matters may be addressed at the special meeting. If mailed, the notice shall be addressed to the member at his address as it appears on the records of the corporation. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 5. Quorum. The members present at any meeting shall constitute a quorum at such meeting. A majority of the voting members present at a meeting may adjourn such meeting from time to time.

Section 6. Proxies. Members shall not be entitled to vote by proxy or any purpose.

Section 7. Voting by Mail. Where Trustees are to be elected by members, such election may be conducted by mail.

ARTICLE IV. BOARD OF TRUSTEES

Section 1. General Powers; Qualifications. The affairs of the corporation shall be managed by its Board of Trustees. All Trustees shall be members of the corporation.

Section 2. Authority. The Board of Trustees has the authority: to purchase or otherwise acquire, lease as lessee or lessor, invest in, hold, use, encumber, sell, exchange, transfer and dispose of property of any description or any interest therein, to make contracts; to conduct its affairs in this state or elsewhere; to borrow money and issue, sell, and pledge its notes, bonds, debentures and other evidences of indebtedness; to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of the property of this corporation; to guarantee or secure obligations to any person; and to do all things permitted by law and exercise all authority within the purposes stated in the articles of incorporation or incidental thereto. The Board of Trustees has the power to invest its funds the currently needed in carrying out the purposes of this corporation in any shares or other securities of another corporation, business or undertaking, subject to investment only in accordance with the laws of Ohio applicable to investment of funds by Trustees of non-profit corporations. The Board of Trustees may authorize any mortgage, pledge, or deed of trust of all or any of the property of this corporation of any description, or any interest therein, for the purpose of securing the payments of performance of any obligation or contract. No vote or consent of the members or authorization from a court under the Ohio Revised Code is necessary for such action.

Section 3. Number, Election, and Tenure. The number of Trustees shall be six (6). At the regular annual meeting, the existing Trustees shall elect Trustees for terms commencing on the first day of July following such election and continuing for three (3) years and until their respective successors shall have been elected and qualified. Trustees shall be divided into three (3) groups of two (2) each with terms expiring at intervals of one year. To this end, Trustees may be elected upon organizing the corporation for terms of less than three (3) years. No Trustee shall serve more than two (2) consecutive terms.

Section 4. Regular Meetings. A regular annual meeting of the Board shall be at such time and place as shall be designated by the President, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Board shall hold at least three (3) regular meetings in addition to the annual meeting; and may provide by resolution for the holding of additional regular meetings.

Section 5. Special Meetings. Special meetings of the Board of Trustees may be called by the President, Vice President, Treasurer, or any three (3) Trustees. Meetings of the Trustees may be held at any place within or without the State of Ohio.

Section 6. Notice. Written notice of the time and place of each meeting of the Trustees shall be given to each Trustees at least three (3) days before the meeting either by personal delivery or by mail. Any Trustee may waive notice of the time and place of any meeting of the Trustees, either before or after the holding of the meeting. The waiver shall be in writing and filed with or entered upon the records of the meeting. Attendance of any Trustee at any meeting without protesting the lack of proper notice at the commencement of such meeting shall constitute waiver by him of the notice of such meeting.

Section 7. Quorum. A majority of the whole authorized number of Trustees is necessary to constitute a quorum for a meeting of the Trustees, except that a majority of the Trustee in office constitutes a quorum for filling a vacancy in the Board.

Section 8. Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be an act of the Board, unless the act of a greater number is required by the Articles, or by these Regulations.

Section 9. Vacancies. The remaining Trustees, though less than a majority of the whole authorized number of Trustees may, by vote of the majority of their number, fill any vacancy in the Board for the unexpired term.

Section 10. Compensation. Trustees as such shall not receive compensation for their services, but by resolution of the Board of Trustees any Trustee may be indemnified or reimbursed for expenses and costs actually and necessarily incurred by him by reason of his being such Trustee.

Section 11. Ex Officio Members. The President of the Delta Phi Chapter shall be an Ex Officio member of the Board of Trustees. The members of the Board of Trustees may from time to time appoint one or more additional person as ex officio members of the Board. Ex officio members of the Board shall not vote or be counted in determining the existence of a quorum.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. No two (2) offices may be held by the same person, and the President, Vice President, Secretary and Treasurer shall be Trustees.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. After election of the initial President of the Corporation, the Vice President of the corporation shall automatically succeed to the office of President as of the first day of July of the year following the year in which he is elected Vice President. The Vice President shall be elected from members of the Board of Trustees with at least two (2) full years remaining on his term as Trustee. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees with or without cause whenever in its judgment the best interest of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Trustees. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws or by statute to some other officer or agent of the corporation; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6. Vice President. The Vice President shall act as the primary liaison between the corporation, and the undergraduate chapter and the chapter's advisors, and the General Fraternity. In the absence of the President or in event of his inability or refusal to act, the Vice President shall also 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. The Vice President shall also perform such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

Section 7. Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. The cost of such bond shall be paid by the corporation. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees; and, in general, 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 Trustees.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records keep a register of the post office address of each member; and, in general, 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 Trustees.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Trustees, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The cost of such bonds shall be paid by the corporation. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Trustees.

ARTICLE VI. COMMITTEES

Section 1. Standing Committees.

- a. Finance. The Finance Committee shall advise the officers and the Board concerning financial policies and procedures. The Finance Committee shall take those steps which are necessary or desirable to implement approved policies and procedures within the scope of authority delegated to it by the President and the Board concerning policies and procedures for the financial management of the assets of the corporation including such matters as budget and investment.
- b. Scholarship. The Scholarship Committee shall make recommendations to the Board of Trustees concerning the support and furtherance of scholastic achievement of, and the awarding of scholarships to active members of the Delta Phi Chapter.
- c. Alumni Relations. The Alumni Relations Committee shall advise the Board of Trustees and, with the approval of the Board, undertake activities as will establish, further and improve communications and relationships between and among the corporation and its members.
- d. Social. The Social Committee, with the approval of the Board of Trustees, shall develop, plan and conduct social events and activities for the benefit of the members of the corporation and, when deemed appropriate by the Board, Alumni of other Chapters of Beta Theta Pi.
- e. Nominating. The Nominating Committee shall submit to the Board of Trustees, at least thirty (30) days prior to the annual meeting, the names of at least three (3) persons whom it nominates for election as Trustees at the annual meeting.

Section 2. Additional Committees. Additional Committees may be created and abolished by the President or the Board of Trustees. Such Additional Committees shall discharge such responsibilities as may be assigned to them.

Section 3. Appointment. The President shall appoint the members of all committees from among the Trustees, officers, and members of the corporation and shall designate a chairman of each such committee.

Section 4. Ex Officio Members. Unless appointed as a member by the Board of Trustees, the President shall be an ex officio member of all committees. The President may from time to time appoint one or more additional persons as ex officio members of committees. Ex officio members of committees shall be entitled to all of the rights and privileges of regular committee members but shall not vote or be counted in determining the existence of a quorum.

Section 5. Term of Office. Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 6. Vacancies. Vacancies in the membership of any committee 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 Trustees designating a committee, a majority of the whole committee 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.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these regulations or with rules adopted by the Board of Trustees.

Section 9. Removal. Any member of a committee may be removed by the Chairman of the Board of Trustees whenever in his judgment the best interest of the corporation shall be served by such removal.

Section 10. Minutes. The secretary of each committee shall prepare minutes of each meeting and forward copies thereof to the President and the Secretary of the corporation.

Section 11. Expenditures. Any expenditure of corporate funds by a committee shall require prior approval of the Board of Trustees.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these regulations, 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, or Orders for Payment. All checks, drafts, or 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, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant 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 Trustees may select.

Section 4. Gifts. The Board of Trustees 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 VIII. MISCELLANEOUS

Section 1. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and committees having any of the authority of the Board of Trustees, and shall keep 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 agent or attorney, for any proper purpose at any reasonable time.

Section 2. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

Section 3. Corporate Seal. The corporation shall not be required to have seal.

Section 4. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Ohio Nonprofit Corporation Law or under the provisions of the Articles or Regulations of the corporation, a waiver thereof in writing signed by the persons or persons entitled to such notice, whether before or after the holding of such meeting, shall be deemed equivalent to the giving of such notice. The waiver, or waivers, in writing, shall be filed with or entered upon the records of the meeting.

Section 5. Additional Organizations. The Board of Trustees may authorize the formation of such auxiliary organization as would in the judgment of the Board assist in the fulfillment of the purposes of the corporation.

Section 6. Rules. The Board of Trustees may adopt, amend or repeal rules, (not inconsistent with these Regulations), for the management of the internal affairs of the corporation and the governance of its officers, agents and committees.

Section 7. Conflicts of Interest. No contract or transaction between this corporation and one or more of its trustees or officers, or between this corporation and any other corporation, partnership, association or other organization in which one or more of its trustees or officers are trustees or officers of this corporation, or have a financial interest, shall be void or voidable solely for this reason, or solely because the trustee or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if either: (a) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or the committee in good faith authorized the contract or transaction by the affirmative votes of a majority of the disinterested trustees even though the disinterested trustees be less than a quorum; or (b) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Trustees or a committee thereof duly authorized the contract or transaction.

ARTICLE IX: AMENDMENTS

The Regulations of this corporation may be amended, repealed, or added to, or new regulations may be adopted by three-fourths (3/4) of the members present at a meeting duly called for the purpose according to the Articles or Regulations.