

**By-Laws of Epsilon-Eta Zeta of
Lambda Chi Alpha, Inc.**

at

**Rensselaer Polytechnic Institute
Troy, NY**

ARTICLE I. INCORPORATION

Section 1. Name: The name of this Corporation shall be Epsilon-Eta Zeta of Lambda Chi Alpha, Inc.

Section 2. Place: The principal place of business shall be in the City of Troy, County of Rensselaer, State of New York.

Section 3. Object: The purpose of this Corporation shall be to:

- Provide and control the necessary facilities for a Chapter of the Lambda Chi Alpha Fraternity at Rensselaer Polytechnic Institute;
- Ensure the academic and educational well-being of its undergraduate members;
- Promote the interest of the members of the Corporation;
- Provide continuity to undergraduate operations;
- Foster a spirit of brotherhood in its members for life;
- Emphasize the fraternity's ritualism;
- Serve as an official Alumni Organization of Lambda Chi Alpha International Fraternity.

Section 4. Incorporation: The organization shall be regularly incorporated under the laws of the State of New York as a 201A Corporation, to be conducted not-for-profit under section 501(c)7 of the Internal Revenue Code. Should this Corporation be dissolved, all property shall be conveyed to Lambda Chi Alpha Fraternity, Inc. of Indianapolis, Indiana.

Section 5. Laws: The laws of the Corporation shall be the laws of the Lambda Chi Alpha Fraternity as stated in its Constitution and Statutory Code, these by-laws, the by-laws of the academic Chapter, and approved motions of the Corporation, academic Chapter, and executive committee.

Section 6. Fiscal Year: The Corporation's fiscal year shall run from July 1 to June 30.

ARTICLE II. MEMBERSHIP

Section 1. Membership: Membership in the Corporation shall be of two classes: Academic and Non-Academic.

An academic member shall be an associate member or fully initiated member in good standing who pays active dues to the academic Chapter.

A non-academic member is a fully initiated member of Epsilon-Eta Zeta of Lambda Chi Alpha in good standing who:

- Is a graduate of Rensselaer;
- Has permanently left Rensselaer;
- Has been granted non-active status by the International Fraternity's Grand High Zeta; or
- Has satisfied the International Fraternity's constitutional requirements for active membership.

Or is a fully initiated member in good standing of another LXA Zeta who has:

- Been appointed High Pi of the Chapter by the Grand High Pi; or
- Achieved non-active status and is approved by a 75% vote of the members present and voting at the Annual Meeting.

Membership shall only be terminated by death, resignation, expulsion, or suspension.

Section 2. Dues and Funds: An annual voluntary dues program shall be the responsibility of the Vice-President of the Board of Directors. Dues shall be used for alumni communications and programming, and shall be administered by the Board of Directors. A separate voluntary fund shall be established by

the Board for the purpose of accumulating funds for purchasing and maintaining Chapter property. An additional voluntary fund shall be established by the Board for the purposes of accumulating funds to be used by the academic Chapter for educational purposes, including undergraduate scholarships.

ARTICLE III. DIRECTORS

Section 1. Board of Directors: The affairs of the Corporation shall be managed by a Board of Directors consisting of, in ranking order, the non-academic President, Vice-President, Treasurer, Secretary, House Operations Manager, Member-at-Large, and High Pi, and the academic High Alpha, High Tau, and High Rho. The academic House Manager shall be a non-voting member of the Board, and non-voting non-academic members emeriti may be acknowledged by the Board.

Section 2. Elections: The non-academic directors, with the exception of the High Pi, shall be elected to two year terms at the Annual Meeting by a majority vote of non-academic members. The non-academic Vice-President, Secretary, and House Operations Manager shall be elected in odd years. The non-academic President, Treasurer, and Member-at-Large shall be elected in even years. The Corporation President shall fill vacant non-academic director positions with appointees for the remainder of the existing term with the majority approval of the Board. If the election for a non-academic director position has no candidate or if no one is elected, (e.g., no confidence is the result of the voting) the position will be declared vacant and will be filled by appointment by the corporate president as stated above.

The High Pi and academic directors are elected/appointed as noted in the Lambda Chi Alpha Fraternity Constitution and Statutory Code and in the academic Chapter's by-laws.

Section 3. Removal from Office: A non-academic director who fails to attend two meetings within a term of office, without being excused by the President, shall have vacated his office. A non-academic director may be removed from office for failure to exercise his duties by an affirmative vote of at least 7 Board members.

An academic director who is removed from his office by the academic Executive Committee, or by virtue of Statutory Code, vacates his position on the Board. Academic vacancies are filled by appointment of the academic Chapter's Executive Committee.

Section 4. Resignation of Directors

Non-Academic directors, excluding the President, may resign their position by requesting said resignation from the President. This resignation will be valid immediately upon acknowledgment by the President.

If the President wishes to resign, he must inform the remaining members of the Board of Directors, such resignation becoming effective immediately.

An Academic director's resignation will be handled as determined by the Constitution and Statutory Code of Lambda Chi Alpha International Fraternity.

A director's resignation does not absolve him of responsibility for any actions that he took or failed to take while he held his position, nor does it absolve him of responsibility for any consequences directly related to such actions or lack of action.

Section 5. Major Responsibilities: The Board of Directors shall:

- Purchase, sell, mortgage, rent, or lease for the Corporation any properties or rights they deem best;
- Supervise such property and rights;
- Appoint, suspend, or remove any clerk, agent, or subordinate officer they deem advisable;
- Approve and administer the provisions of the annual budget of the Corporation;

- Approve the annual budget of the academic Chapter;
- Take control of the academic Chapter finances in times of crisis by a two-thirds vote of the Board;
- Delineate the duties of each director in addition to those duties specified in the following sections; and
- Delegate the powers of a vacant office of the Board of Directors to any other Board member until said vacancy is filled.

Section 6. Duties of the President: The President of the Board shall:

- Be the chief executive of the Corporation and Chairman of the Board of Directors;
- Execute all contracts and documents required in conducting the business of the Corporation upon authorization from the Board;
- Run each Board meeting and the Annual Meeting, and make any recommendations he deems proper;
- Appoint committees he deems necessary with the approval of a majority of the Board;
- Cosign all disbursements along with the Treasurer;
- Review the Corporation finances on a monthly basis;
- Attend Institute and International Fraternity alumni meetings;
- Produce the Annual Meeting agenda and annual report;
- Run the Annual Meeting; and
- Be responsible for developing short and long range goals for the Corporation.

Section 7. Duties of the Vice-President: The Vice-President shall:

- Chair the Alumni Communications Board (ACB), which is responsible for managing voluntary dues, communications and programming for the non-academic members;
- Appoint the ACB's members;
- Perform all the duties of the President in his absence;
- Be the principal contact for the Corporation with the International Fraternity; and
- Supervise written communications to the non-academic members, including all alumni newsletters.

Section 8. Duties of the Treasurer: The Treasurer shall:

- Keep a full and accurate account of all the receipts and disbursements of the Corporation;
- Deposit all monies and other effects of the Corporation in such depositories as the Board designates;
- Disburse the funds of the Corporation as the Board orders;
- Make a report of all Corporation accounts at each Board meeting;
- Set up accounts as directed by the Board;
- Collect academic operating fees and assessments, non-academic dues, and contributions;
- Act as custodian of all financial records;
- Make all necessary financial reports to the Lambda Chi Alpha Fraternity and to appropriate governmental agencies and departments;
- Provide copies of savings, checking, and other fund statements and summaries to the President no less than once per quarter;
- Prepare the annual budget for approval by the Board of Directors, and the annual financial report to be presented to the entire membership;
- Perform an annual review of the Academic Chapter's finances; and
- Chair and appoint members to the Investment and Financial Advisory Committee.

Section 9. Duties of the Secretary: The Secretary shall:

- Act as clerk of all meetings of the Board and of the Corporation, recording all votes and minutes and providing a copy of minutes to each Board member;
- Act as custodian of all records and documents of the Corporation other than financial;
- Keep a roster of the names and addresses of all members of the Corporation;
- Give ten days notice of all meetings of the Board and the Corporation to Board members;
- Guide and supervise the academic High Gamma in keeping the undergraduate biographical and secretarial records; and

- Conduct all correspondence with the International Fraternity, and any other correspondence of the Corporation not falling within the province of other officers.

Section 10. Duties of the House Operations Manager: The House Operations Manager shall:

- Chair and appoint members to the House Operations Committee;
- Perform regular inspections of the Chapter property;
- Make recommendations to the Board for repair, maintenance, and improvements;
- Supervise the implementation of all repairs, maintenance, and improvements to the Chapter property;
- Guide and supervise the academic House Manager in the daily management of the Chapter property;
- Guide and supervise the academic High Iota on safety issues relevant to the Chapter property;
- Be responsible for developing a long term plan for the replacement of Chapter furniture and property; and
- Review and update the Reserve Fund Budget a minimum of every two years.

Section 11. Duties of the Member-at-Large: The Member at Large shall:

- Perform strategic planning as necessary to implement the Corporation's objectives; and
- Perform other duties as directed by the Board of Directors.

Section 12. Duties of the High Pi: The High Pi shall:

- Be Chancellor and Chief Judicial Officer of the Corporation;
- Chair and appoint members to the Bylaws Committee;
- Chair and Appoint members to the Alumni Advisory Board;
- Serve as liaison between the academic and non-academic members of the Corporation;
- Perform monthly reviews of the Academic Chapter's finances;
- Review or, at his discretion, sign all external contracts and housing contracts for the academic Chapter; and
- Provide the focus of guidance to the Chapter on all operations and activities.

Section 13. Duties of the Academic Officers: The academic officers' duties are enumerated in the Constitution and Statutory Code.

Section 14. Duties of Appointees: The duties of appointees made by the President and approved by the Board shall be enumerated by the President prior to Board approval.

ARTICLE IV. BOARD OF DIRECTORS MEETINGS

Section 1. Frequency: The Board shall meet at least twice each academic semester in addition to the Annual Meeting. The time and place of meetings shall be determined by the Board itself.

Section 2. Quorum: Six members shall constitute a quorum, without which a meeting may not be held.

Section 3. Voting: A vote of more than 50% of those members present at a meeting shall constitute an affirmative vote of the Corporation. All officers may vote on any motion.

Section 4. Special Meetings: The President of the Board may call a special meeting with 24 hours notice given directly by telephone, e-mail, or in person to two-thirds of the members of the Board. The meeting may be conducted by telephone, individually or in conference, or by e-mail with two-thirds of the members, and any actions must be reapproved at the next regularly scheduled meeting.

ARTICLE V. ANNUAL MEETING.

Section 1. Time and Place: The Annual Meeting of the Corporation shall be held at a time and place to be determined by the Board of Directors. Notice of such meeting will be sent to all members at least 20 days prior to the meeting.

Section 2. Content: The content shall consist of, but not be limited to, the following:

Annual Report - The President of the Board shall provide an annual report to the membership, which shall include, but not be limited to:

- A financial statement for the preceding fiscal year;
- The annual budget for the coming year;
- A summary of major actions of the Board;
- A status report on the Corporation's property; and
- A synopsis of the actions of the academic membership for the preceding 12 month period.

Non-Academic Director Elections - The High Pi shall run elections for non-academic Board members. In his absence, the highest ranking non-academic Board member not running for election shall run the election. Elections will be by secret ballot, requiring a simple majority of those non-academic members present and voting. Unopposed candidates may be elected by a show of hands. In the event that no candidate receives a majority, a second vote shall be taken between the candidates receiving the first and second most number of votes.

Candidates:

- Must be non-academic members;
- Must be nominated at any Board meeting or at the Annual Meeting, by any non-academic member in person or in writing to the Secretary prior to the meeting;
- May nominate themselves;
- Must be present at the Annual Meeting or must have sent written notice to the President that they are willing and able to serve if elected;
- May campaign in any reasonable method prior to the meeting;
- May speak for two minutes at the Annual Meeting, followed by a brief question and answer period;
- May not be present during other candidates' presentations or during discussion prior to vote; and
- May vote.

Other Business - Any other business may be presented and voted on at the Annual Meeting if previously authorized by the Board of Directors, or if presented by any member on a petition containing the signatures of at least 50 members to the Secretary of the Board no later than 20 days before the meeting.

Voting - There shall be no voting by proxy, nor absentee balloting.

Section 3. Quorum: At least six non-academic members must attend the Annual Meeting.

ARTICLE VI. COMMITTEES

Section 1. Standing Committees: The Board shall maintain the following committees:

- By-laws Committee, chaired by the High Pi, shall review these by-laws a minimum of every two years.
- Finance Committee, chaired by the Treasurer and also including the President and at least two other non-academic members, shall manage the investments of the Corporation and provide strategic planning and specific investment advice to the Board for the Corporation's funds.
- Alumni Communications Board, chaired by the Vice-President, is responsible for alumni programming and communications, as well as the voluntary dues program for alumni programming and communications.

- House Operations Committee, chaired by the House Operations Manager, is responsible for the operation and maintenance of the Chapter house.

Section 2. Other Committees: The Board may appoint any other committees it deems necessary.

ARTICLE VII. ADOPTION AND AMENDMENT

These by-laws were previously approved as amended December 6, 1986; approved and superseded on March 26, 1994; and amended on March 25, 1995; March 22, 1997; March 21, 1998; March 24, 2001; April 12, 2008; and October 22, 2011.

They may be amended first by a two-thirds vote of the Board at any of its meetings, followed by a two-thirds vote of voting members at an Annual Meeting achieving quorum providing that amendments are requested in accordance with Article V, Section 2.