

BY-LAWS
OF
THETA CHI OF PENN STATE, INC.

For better accomplishing the object and purpose set forth in its Charter, the Alumni Corporation of Omega Chapter of Theta Chi Fraternity (Alumni Corporation) does establish the following by-laws for its government.

ARTICLE I
NAME

1. The legal name of this organization shall be “Theta Chi of Penn State, Inc.”

ARTICLE II
PURPOSE

1. The purpose for which said Corporation is formed is to maintain an organization for social enjoyment and to promote fellowship among those members of Omega Chapter of Theta Chi Fraternity who shall have graduated from or otherwise severed their connection with Penn State University. The Alumni Corporation, Theta Chi of Penn State, Inc., shall be an organization, which helps, guides and serves the active undergraduate chapter.

ARTICLE III
OBJECTIVES OF THE CORPORATION

1. To enhance the social and intellectual life of its members by providing a means for brothers to continue their fraternal affiliation beyond their active chapter experience
2. To promote the interests of Theta Chi in both the community and the individual lives of its members
3. To facilitate communication between its alumni members, active members and the National Alumni Association

ARTICLE IV
MEMBERSHIP

1. Any of the following may become a member of the Alumni Corporation by signing the membership roll, and agreeing to be bound by the Regulations and Bylaws of this Corporation:
 - a. Members of Omega Chapter of Theta Chi Fraternity, in good standing, no longer attending Pennsylvania State University or enrolled in a school with no collegiate chapter of Theta Chi
 - b. Honorary members voted in by the Omega Chapter of Theta Chi Fraternity
 - c. Initiates of any Theta Chi collegiate chapter voted into the corporation by the Board of Directors
 - d. The undergraduate President and Treasurer of the Omega Chapter of Theta Chi Fraternity
2. Any member of the fraternity may be suspended or expelled by the Board of Directors for conduct unbecoming a member, as set forth in the National Chapter Bylaws and Procedures of Theta Chi Fraternity

ARTICLE V
ANNUAL CORPORATION MEETING OF THE MEMBERSHIP

1. The Alumni Corporation shall have its annual corporation meeting of the general corporation membership during the homecoming events of the Pennsylvania State University (held typically in October of each year).

- Other meeting times shall be established by a vote of the Alumni Corporation upon the recommendation of the Board of Directors.
2. The purpose of the annual corporation meeting shall be for the election of the Board of Directors and the reporting of all relevant business and transactions of the past year, including but not limited to the statement of the Alumni Corporation financial accounts.
 3. Order of business at the annual corporation meeting shall be as follows:
 - a. Roll call of members
 - b. Reading of minutes of the last annual corporation meeting by Secretary
 - c. Report of President
 - d. Report of Treasurer
 - e. Report of the Undergraduate Chapter President
 - f. Report of the Undergraduate Chapter Treasurer
 - g. Any reports deemed necessary by the Board of Directors
 - h. Transaction of old Business
 - i. Election of Directors
 - j. Transaction of new Business
 - k. Adjournment
 4. Special meetings of the corporation may be called by the President, or by written request of not less than ten (10) active corporation members, delivered in writing to the Secretary at the address listed on the alumni corporation website (www.thetachiomega.com). The Secretary shall then provide written notice to all members. The special meeting shall only be for specific business mentioned in the notice for the special meeting.
 5. The Secretary shall notify each member of the annual corporation meeting or any special meeting no later than 21 days before the date that meeting is to be held.
 6. At any Alumni Corporation Meeting, any three (3) Directors plus any other five (5) Alumni Members (Directors or general members) in good standing, as defined in Article IV, Section 1 of these By-Laws, shall constitute a quorum. All business transacted in a meeting so constituted shall be as valid as if the entire active membership of the Alumni Corporation was present and voting.
 7. Members may vote by a written proxy. Proxies may be counted in determining the existence of a quorum. Proxies must be in writing, signed and dated by the active voting member submitting the proxy. Proxy forms utilized should be similar to that as attached in Appendix A, and shall list the name, telephone number, email address (if any) of both the member and proxy holder to whom the member has assigned his voting rights, and shall be signed and dated by the proxy grantor. The President must receive proxies not less than five (5) days prior to the meeting at which they shall be counted. The President or any other Director may validate such proxies by telephone, email or other method they determine necessary. A proxy can be used only for voting; it cannot be used to make, second, or to amend a motion. To designate a proxy, send the attached form via fax, US mail, or overnight carrier to the current President at the address or fax number listed on the alumni corporation website (www.thetachiomega.com). Proxies which do not comply with these requirements, shall be void.
 8. The Proceedings of each meeting shall be reported to the Alumni Corporation via the corporation website (www.thetachiomega.com)

ARTICLE VI

BOARD OF DIRECTORS – COMPOSITION AND ELECTION

1. The Alumni Corporation shall have a Board of Directors composed of not less than Eight (8) Directors, whose primary purpose shall be ensuring the effective execution of the day-to-day operational responsibilities of the Alumni Corporation. Five (5) of these directors shall be voting Directors and be elected by the general membership of the Alumni corporation during the annual corporation meeting. There shall be at least three (3) additional members of the Board of Directors, including the undergraduate President, Treasurer, and Chapter Advisor. These three members of the Board of Directors shall be non-voting. Additional non-voting Directors, as required by national bylaws or determination of the 5 elected Directors, may be added or removed from time-to-time as circumstances warrant.
2. The general membership of the members of the Alumni Corporation shall, elect five (5) Directors who shall hold office for two (2) years. Once elected, the Directors shall elect three (3) officers from amongst

themselves: a President, a Treasurer, and a Secretary. The remaining two (2) Directors shall serve as Directors-at-Large. Each Director, regardless of officer title held, shall have one vote in the execution of the operational business of the Board.

3. The Secretary shall prepare a list of candidates for election to the Board of Directors by names submitted from the membership. Nominations should be submitted to the Secretary no later than one (1) month prior to the annual corporation meeting.
4. The Secretary shall prepare a written ballot for election by the membership, and shall forward a copy of this ballot with the notice of the annual corporation meeting. Members shall select five (5) nominees from the list of candidates.
5. The winning candidates shall be those receiving the five highest counts of votes, as indicated by written verification of the Secretary and President.
6. The general corporation membership present at the annual corporation meeting shall re-vote to break a tie.
7. In case that a quorum cannot be obtained at the annual corporation meeting, or no candidates can be obtained for the vacancies by the date of the annual corporation meeting, the responsibility to fill the position shall rest with the Board of Directors. The Board shall fill the position via appointment by majority vote of the Board. Further, the tenure of said Directors shall be extended until such time as replacements to the Board are elected or appointed. All such self-administered removal and appointments of Board members must be officially ratified by a vote of the general membership of the Corporation, via proxy (per Article V, Section 7) or in-person voting, as discretion of the Secretary may warrant.
8. If a Director position becomes vacant up to one (1) month prior to the annual corporation meeting, the responsibility to fill the position via appointment by majority vote of the Board shall rest with the Board of Directors.
9. A majority vote of the members of the Corporation present in person or via proxy (per Article V, Section 7), at any general or special meeting, may remove any of the elected Directors.
10. Any Director, given 30 days written notice to the Secretary, may resign his position.

ARTICLE VII BOARD OF DIRECTORS – RESPONSIBILITIES

1. The Board of Directors' primary purpose shall be ensuring the effective execution of the day-to-day operational responsibilities of the Alumni Corporation. To that end, the Board shall elect from amongst themselves the following officers with the following duties:
 - a. President
 - i. Shall conduct all meetings of the Corporation and of the Board
 - ii. Shall be the official spokesperson of the Corporation, and the sole media contact
 - iii. Shall coordinate all Alumni Board functions, develop meeting agendas, work at filling all Board vacancies, prepare an annual report and affirm employee contracts following a majority vote of the Board of Directors
 - iv. Shall ensure that the alumni board and chapter maintain long-term strategic plans
 - v. Shall be responsible of the interpretation of the Bylaws and Ritual
 - b. Treasurer
 - i. Shall develop the annual corporation budget and long term financial plan
 - ii. Shall be responsible for payment of all corporation bills
 - iii. Shall oversee undergraduate finances
 - iv. Shall arrange the filling of all necessary tax forms and reports for the corporation and undergraduate chapter
 - v. Shall be responsible for the annual audit of the undergraduate financial records
 - vi. Shall be responsible for the collection of alumni donations and other funds deemed necessary
 - vii. Shall make the disbursements subject to the order of the Board President or majority vote of the Board of Directors
 - c. Secretary
 - i. Shall keep the official record of the proceedings of the Corporation, including meetings of all Corporation meetings, elections and meetings of the Board.
 - ii. Shall be responsible for all mailings of meeting notices, agendas and minutes before all meetings

- iii. Shall maintain the corporation membership roll with an accurate list of contact information
 - iv. Shall work with the undergraduates to maintain undergraduate records
 - v. Shall be responsible for correspondences, including the newsletter and website
2. Additional Duties -- In addition to the listed Officers' and their respective duties, it shall be the overall responsibility of the Board of Directors to ensure the effective execution of all other day-to-day responsibilities of the Alumni Corporation, including but not limited to the following functions:
- a. Ensure the Maintenance of Physical Plant of the Chapter House, including:
 - i. Chair the facilities committee to maintain the chapter house, works closely with the house managers and outside parties pertaining to facility issues
 - ii. Make any recommendations as to the expenditures of the house maintenance and improvement funds
 - iii. Ensure compliance with all applicable city, state and federal codes and ordinances surrounding the chapter house
 - b. Chapter Advisory -- Meet with undergraduate officers on a regular basis to ensure the proper execution of the undergraduates' responsibilities to the Alumni Corporation and National Fraternity, including those surrounding member recruitment, alumni relations, financial stewardship, risk management, and physical plant maintenance.
3. Additional Resources -- In effectively executing all of the responsibilities of the Alumni Corporation, the board may engage any of the following individuals or resources deemed necessary to successfully complete its mission:
- a. Members of the Alumni Corporation who do not serve on the Board of Directors
 - b. Individuals from the office of the National Fraternity
 - c. Individuals from the University or Surrounding Community
 - d. Undergraduate Officers or Members of the Undergraduate Fraternity
 - e. Individuals or Businesses with the capacity to perform certain functions more effectively outsourced from the board, including but not limited to: bookkeeping, newsletter preparation, house maintenance, etc.
4. Additional Directors -- The board may, from time-to-time and as circumstances warrant, as required by national bylaws or by determination of the 5 elected Directors, add or remove additional non-voting directors, including, but not limited to:
- a. Chapter Counselor
 - i. Shall be appointed by the National Board of Directors of Theta Chi Fraternity
 - ii. The National Board of Directors determines the term of office of the Chapter Counselor
 - iii. In the event that a chapter Counselor is not performing the expected duties of his office, the Alumni Board may recommend the National Board of Directors replace him
 - iv. Shall attend chapter meetings and Executive Board meetings as needed.
 - b. Director of Risk Management and Legal Activities
 - i. Shall advise the corporation in all legal and contractual matters
 - ii. Shall oversee programming pertaining to legal needs
 - iii. Shall ensure that the long-range corporation activities are in the interests of the fraternity
 - c. Faculty Advisor
 - i. Shall be selected by the undergraduate chapter in counsel with the Board of Directors
 - ii. Shall be a faculty member of the university, or a person very familiar with the university policies
 - iii. Shall work closely with the chapter in matters pertaining to each undergraduate member's academic program will enrolled at the university
 - iv. Shall meet regularly with all undergraduate members whose GPA does not meet the minimum standard

ARTICLE VIII

BOARD OF DIRECTORS MEETINGS

1. The Board of Directors shall meet at least two (2) times during the calendar year. These meetings shall be held the same day as the Annual Corporation Meeting, and a second time, typically the weekend of the annual Blue and White weekend at the Pennsylvania State University (held usually in April of each year).

2. At any Board of Directors Meeting, a quorum shall be formed by three voting Directors, consisting of at least two out of three officers (President, Treasurer, or Secretary), and one other voting Director (either a officer or a director at large). This attendance can be in-person or via Proxy (per Article V, Section 7). All business transacted in any meeting so constituted shall be valid as if all of the Board of Directors was present and voting.
3. All Board of Directors Meetings are open to all Alumni Corporation Members. The Proceedings of each Board Meeting shall be reported to the Alumni Corporation via the corporation website (www.thetachiomega.com)
4. A vote of two-thirds of the Board of Directors may remove any Elected Director from his position. This position may be filled temporarily via appointment by majority vote of the Board. All such self-administered removal and appointments of Board members must be officially ratified by a vote of the general membership of the Corporation, via proxy (per Article V, Section 7) or in-person voting, as discretion of the Secretary may warrant.
5. The senior presiding officer, in order of President, Treasurer, and Secretary, shall always have the authority to break any ties on Board voting.
6. The order of Business for a Board of Directors shall be as follows:
 - a. Undergraduate Reports
 - b. Faculty Advisor Report
 - c. Risk Management Report
 - d. Chapter Counselor Report
 - e. Undergraduate Development Report
 - f. Secretary's report
 - g. Financial Operations Report
 - h. President's Report
 - i. Old Business
 - j. New Business
 - k. Adjournment

ARTICLE IX ADMENDMENT OF BYLAWS

1. These Bylaws may be amended at any corporation meeting, provided notice of such meeting was given twenty-one (21) days in advance to all members
2. Any amendment to these Bylaws shall require an affirmative vote of two-thirds of those voting, a quorum being present. If a quorum is not present, the membership may be polled by telephone to acquire the affirmative vote.
3. Upon approval, new amendments shall replace the old bylaws in the respective section.

Appendix A Proxy Form

If a Member or Director cannot attend a meeting of the General Corporate Membership or Board of Directors, his proxy may be given to someone who is attending. A proxy can be used only for voting; it cannot be used to make, second, or to amend a motion.

To designate a proxy, send the attached form via fax, US mail, or overnight carrier to the current President at the address or fax number listed on the alumni corporation website (www.thetachiomega.com).

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To the President of Theta Chi of Penn State, Inc.:

I do not expect to attend the Meeting scheduled on the date of _____ . In the event that I do not attend, I assign my voting proxy to:

Name of Proxy Holder: _____

Telephone Number: _____

E-mail Address: _____

Respectfully Submitted By:

Name of Member: _____

Telephone Number _____

E-mail Address: _____

Signature: _____

Date: _____