

## **SAMPLE BYLAWS**

### **BYLAWS OF HOUSE CORPORATION**

#### **ARTICLE I**

##### **OFFICES**

The registered office and place of business of said Corporation shall be as filed with the Secretary of State of \_\_\_\_\_. The Corporation may establish and maintain an office or offices at such other places, either within or without the state of incorporation, as the Board of Directors may from time to time determine.

#### **ARTICLE II**

##### **SEAL**

The seal of the Corporation shall be in circular form as affixed here:

#### **ARTICLE III**

##### **SECTION 1**

##### **MEMBERSHIP**

All members of said Corporation shall be persons admitted to membership in \_\_\_\_\_ Chapter of the Delta Tau Delta Fraternity (*whether by formal initiation or formal affiliation as provided under the rules and regulations of Delta Tau Delta Fraternity*) and such other members of Delta Tau Delta Fraternity who are so admitted, by a majority vote of both the Board of Directors and the members of the Corporation present at duly called meeting. Additionally, said persons must be at least twenty-one (21) years of age with a paid-up loyalty fund and graduated from \_\_\_\_\_ University, or a person who is at least twenty-one (21) years of age, not currently an undergraduate, who has paid their loyalty fund to the Fraternity in full and who has received a majority vote to be elected to membership by the Corporation's Board of Directors and the Corporation's members present at duly called meeting.

##### **SECTION 2**

##### **MEETINGS OF MEMBERS**

Meetings of the members may be held at any place within or without the state of incorporation as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at

\_\_\_\_\_ [ADDRESS OF CHAPTER SHELTER].

### **SECTION 3 ANNUAL MEETINGS**

The annual meeting of the members of the Corporation shall be held at \_\_\_\_\_ o'clock p.m., on the \_\_\_\_\_ of \_\_\_\_\_ in each year if not a legal holiday, and if a legal holiday, then at the same time on the next succeeding day not a legal holiday or on such other date decided by the Board of Directors, or such other date as designated by the President in writing to the members in accordance with notice requirements.

If the annual meeting is not held on the day designated above, any business, including the election of directors, which might properly have been acted upon at that meeting may be acted upon at any subsequent members' meeting held pursuant to these Bylaws or to a court order requiring a substitute annual meeting.

### **SECTION 4 SPECIAL MEETINGS**

Except as otherwise provided by law, special meetings of the members of this Corporation shall be held whenever called by either the President or by the Treasurer or by a majority of the Board of Directors, or whenever twenty-five (25) members who are entitled to vote shall make written application thereof to the Secretary stating the time, place and purpose of the meeting called for.

### **SECTION 5 NOTICE OF MEETINGS**

Unless waived, written notice of all members' meetings stating the time and the place, and the objects for which such meetings are called, shall be given by the President, the Treasurer or the Secretary by either mail not less than five (5) nor more than forty-five (45) days prior to the date of the meeting, to each member whose last known address is located within the [CITY, STATE] metropolitan area, or by publishing the time and place of such meeting within five (5) days prior to such meeting in a newspaper having a general circulation in [CITY, STATE].

In the case of a special meeting, the notice of meeting shall state the purpose or purposes for which the meeting is called.

### **SECTION 6 WAIVER OF NOTICE**

Whenever any notice whatever is required to be given by these Bylaws, or the Articles of Incorporation of this Corporation, or any of the applicable corporation laws, 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 thereto. Attendance at any meeting of the Corporation in person or by proxy shall be deemed to be a waiver of notice thereof.

## **SECTION 7 QUORUM**

A quorum at any member meeting shall be a minimum of \_\_\_\_\_ ( \_\_\_\_ ) members present in person for the transaction of business, but the members represented at any meeting thereof less than a quorum may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present. At any such meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called. If a quorum is present, the affirmative vote of the majority of those voting at the meeting and entitled to vote on the subject matter shall be the act of the members.

## **SECTION 8 VOTING**

Subject to the limitations provided in the Charter, at every meeting each member shall be entitled to one vote. Voting on all matters shall be by voice vote or by show of hands unless any qualified voter, prior to the voting of any matter, demands vote by ballot, in which case each ballot shall state the name of the member voting. The membership roll of \_\_\_\_\_ alumni maintained by the Secretary shall be the sole evidence as to who are the members entitled to vote at any meeting of members.

## **SECTION 9 PRESIDING OFFICER**

The President shall serve as Chairman of every members' meeting. The President shall appoint such persons as he deems required to assist with the meeting. In the absence of the President, the Vice-President shall serve as Chairman.

## **SECTION 10 ADJOURNMENTS**

Any meeting of the members, whether or not a quorum is present, may be adjourned by the holders of a majority of the members at the meeting to reconvene at a specific time and place. It shall not be necessary to give any notice of

the re-convened meeting or of the business to be transacted, if the time and place of the re-convened meeting are announced at the meeting which was adjourned. At any such re-convened meeting at which a quorum is represented or present, any business may be transacted which could have been transacted at the meeting which was adjourned.

## **ARTICLE IV**

### **SECTION 1 NUMBER AND QUALIFICATIONS OF DIRECTORS**

The Board of Directors shall consist of at least three (3) members, but not more than fifteen (15), who shall be members of the Corporation as defined in the Articles of Incorporation.

### **SECTION 2 TERM OF OFFICE OF DIRECTORS**

The Board of Directors shall hold office for a period of one (1) year or until their successor shall have been elected and qualified.

### **SECTION 3 MANNER OF ELECTION AND REMOVAL OF DIRECTORS**

The Board of Directors shall be chosen by majority vote at the annual meeting of the members or at any meeting held in place thereof provided by law, and may be elected at the special meeting of members called for that purpose. *[OPTIONAL: BOARD ELECTS ITS SUCCESSOR BOARD MEMBER POSITIONS THAT BECOME VACANT]* Directors, when elected, shall serve, unless removed as hereinafter set forth, until the next annual meeting of members or other meeting of members called for the purpose of the election of a Board of Directors, and until their successors are elected. Any Director or Directors may be removed, at any time, with or without any cause, by majority vote of the members at a duly called meeting.

### **SECTION 4 MEETING OF NEWLY ELECTED BOARD OF DIRECTORS**

A meeting of the newly elected Directors, to be known as the annual meeting of the Board shall be held at *[ADDRESS]*, or at such other place designated in a notice or waiver thereof, immediately after the adjournment of the annual meeting of the members for the election of officers for the Corporation and for the transaction of such other and further business as may properly come before the Board. No notice of such annual meeting, provided a majority of the newly elected

Directors shall be present, shall be necessary or required in order to legally constitute the meeting. If a majority shall not be present at such meeting, those present shall adjourn the meeting to a specified time in the future, and the Secretary of the Corporation shall at once mail to each of the newly elected Directors a notice specifying the time and place where such adjourned meeting shall be re-convened.

## **SECTION 5      REGULAR MEETINGS OF THE BOARD OF DIRECTORS**

Regular meetings of the Board of Directors shall be held at *[ADDRESS]*, or elsewhere within or without the state of incorporation, as specified in the notice of the meeting or the waiver of notice thereof. Regular meetings shall be held on such dates and at such times and places as may be determined by the Board of Directors and set forth in written notice given at least five (5) days prior thereto, and provided that such notice may be dispensed with if all the Directors are present at the meeting or if those present shall have waived notice thereof.

## **SECTION 6      SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

Special meetings of the Board of Directors may be called by the President or Treasurer, by giving to each Director, either personally, by mail, or by telegraph, at least five (5) days prior notice of the time, place and purpose of the meeting, and shall be called in like manner upon the written request of a majority of the Directors, provided that such notice may be dispensed with if all the Directors are present at the meeting or if those not present shall have waived notice thereof, or shall sign the minutes of the meeting.

## **SECTION 7      GENERAL PROVISIONS RELATING TO MEETINGS OF THE BOARD**

- (a) Any meeting of the Board at which all of the Directors are present shall be as valid as if held pursuant to proper notice, and in case a meeting shall be held without notice when all are not present, but the absent Directors thereafter sign the minutes of the meeting, or in case a meeting shall be held without proper notice, but all the Directors sign the minutes of the meeting, the same shall be as valuate and binding as though called upon due notice.
- (b) The Board of Directors may hold its meetings at such place or places, either within or without the state, as it shall from time to time by resolution

determine, but until and unless otherwise determined, all meetings of the Board of Directors shall be at the principal office of said Corporation.

## **SECTION 8 QUORUM OF BOARD OF DIRECTORS**

If less than seven (7) members are acting as Directors, a majority of those so serving shall constitute a quorum; if more than seven (7) directors are so serving, then four (4) members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting, but a smaller number may adjourn the meeting to a future date as set forth in Section 5 of this Article. For the transaction of any business before the Board, it shall require a vote of the majority of those present at a meeting wherein a quorum is present.

## **SECTION 9 POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors shall regulate and supervise the management and operation of the Corporation. It shall attend to all affairs of the Corporation, shall make such arrangements for carrying on the business as it deems best and in addition to the powers by these Bylaws expressly conferred upon the Board, it may exercise all of the powers of the Corporation and do all such lawful acts and things as are not by statute or by the charter or by these Bylaws required to be exercised or done by the members, to include the appointment of an Executive Committee of the Board of Directors. *(See Section 12 of this Article)*

## **SECTION 10 VACANCIES IN BOARD OF DIRECTORS**

Any vacancy in the office of any Director, however occasioned, may be *fined*, pending the election of his successor by the members, by a majority vote of the remaining Directors.

## **SECTION 11 COMPENSATION OF DIRECTORS**

The Directors shall receive no remuneration or compensation for their services in attending annual, special or regular meetings of the Board.

## **SECTION 12 COMMITTEES OF THE BOARD OF DIRECTORS**

The Board of Directors by resolution may designate from among its members an executive committee and one or more other committees, each consisting of two (2) or more Directors. Except as prohibited by laws, each committee shall have the authority set forth in the resolution establishing said committee.

## **SECTION 13 ACTION BY DIRECTORS WITHOUT A MEETING**

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto shall be signed by all the Directors and such written consent is filed with the minutes of the proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

## **SECTION 14 ADJOURNMENTS**

A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to re-convene at a specific time and place. It shall not be necessary to give notice of the re-convened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such re-convened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

# **ARTICLE V**

## **OFFICERS**

### **SECTION 1 GENERAL**

The Executive Officers of the Corporation shall consist of a President, one (*1*) or more Vice President, (as *determined by the Board*) a Secretary and a Treasurer, to be elected by the Board of Directors at a meeting for organization held after the annual meeting of members or any meeting held in lieu of said meeting for said purpose. Each of said officers shall serve for a term of one (*1*) year, or until his successor is elected. The Board of Directors may also appoint assistant officers (*e.g. assistant secretary, assistant treasurer*), or other officers or agents, as they may deem necessary. All such appointed officers shall be removable at the pleasure of the Directors. Any vacancy may be filled by the Board of Directors. All other corporate appointments and positions shall be made by the President of the Corporation.

### **SECTION 2 PRESIDENT**

The President shall be the chief executive officer of the Corporation, shall have general and active management of the business of the Corporation, shall preside at

all meetings of the members and of the Board of Directors, and generally shall perform all such duties usually incumbent upon such officers, and such as may be required of him by the Board of Directors.

The President shall also have such powers and duties as are specifically imposed upon him by law, and as may be assigned to him by the Board of Directors. He shall sign all notes and obligations of the Corporation unless otherwise directed by the Board of Directors. He shall make annual reports, submit the same to the members at their annual meeting. The President shall preside as Chairman of the meetings of the members and the Board of Directors.

### **SECTION 3** **VICE PRESIDENT(S)**

The Vice President(s) shall perform such duties as are generally performed by Vice President(s). The Vice President, or any of them, shall have such other duties and powers as the Board of Directors, or the President, may prescribe from time to time.

### **SECTION 4** **TREASURER**

The Treasurer shall receive and have such custody of all money and of all securities of the Corporation, and perform all such duties as may be required of him by the Board of Directors, or the President, and such other duties as usually devolve upon such officers.

He shall deposit to the credit of the Corporation in such banks or trust companies as the Board of Directors shall direct, and shall disburse same under the direction of the Board of Directors.

He shall keep regular books and full accounts, showing all his receipts and disbursements, which books and accounts shall be open to the inspection of the members at all times. At the end of each fiscal year, he shall submit to the Directors detailed statements of his receipts and disbursements, and shall also from time to time, upon request, make reports to the President as to the financial condition of the Corporation.

The Directors may require the Treasurer to give such security for the faithful performance of his duties as they may from time to time determine.

### **SECTION 5** **SECRETARY**

The Secretary shall have the overall care and custody of the books and minutes of

said Corporation, give the necessary notices of all meetings of the members and Board of Directors and keep and return the proceedings of all such meetings. Corporate books and records shall be kept at the main office of the Corporation, or such other location as designated by the Board of Directors, and if such care and custody requires an Assistant Secretary, he shall be so elected from time to time as the Board of Directors sees fit.

He shall have the overall custody of the seal of the Corporation and shall affix same to all instruments requiring the seal, when so authorized by the Board of Directors. Other officers shall have the right to affix the seal as well. He may sign all certificates of stock when signed by the President and affix the corporate seal to such certificates.

He shall keep such other books and returns and perform all such duties as may be assigned to him by the Chairman of the Board of Directors or the President.

## **SECTION 6            PRESIDENT NOT TO BE SECRETARY**

Any person may hold two (2) or more offices in this Corporation except that the President shall not also be the Secretary.

# **ARTICLE VI**

## **MISCELLANEOUS PROVISIONS**

### **SECTION 1                            CHECKS AND DRAFTS**

All checks and drafts shall be signed in such manner as the Board may from time to time determine.

### **SECTION 2                            DEEDS AND MORTGAGES**

All deeds and mortgages made by the Corporation and all written contracts and agreements to which the Corporation shall be party shall be executed by the President and Secretary of the Corporation, unless the Board of Directors by resolution otherwise directs and determines.

### **SECTION 3                            NOTICE AND WAIVER**

Whenever these Bylaws require notice to be given to any member or Director, the

notice shall be given as provided in the applicable provision. Whenever notice is given to a member or Director by mail, the notice shall be sent first class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the member or Director at his address as it appears on the roll book of the Corporation, and such notice shall be deemed to have been given at the time the same is deposited in the United States mail.

Whenever any notice is required to be given to any member or director by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the Director or member entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

#### **SECTION 4 INSPECTION OF BOOKS AND RECORDS**

The Board of Directors shall have power to determine which accounts, books and records of the Corporation shall be opened to the inspection of members, except such as made by law be specifically opened to inspection, and shall have the power to fix reasonable rules and regulations not in conflict with the applicable law for the inspection of accounts, books and records which by law or by determination of the Board of Directors shall be opened to inspection.

### **ARTICLE VII**

#### **INTERPRETATION CLAUSE**

##### **SECTION 1 PROVISIONS SUBJECT TO PROVISIONS OF CHARTER**

All of the provisions of these Bylaws are subject to, regulated and controlled by the Charter of the Corporation; and the powers of the members and the Directors of the Corporation are subject to the restrictions provided in the Charter of the Corporation.

##### **SECTION 2 CORPORATION GOVERNED BY CHARTER AND BYLAWS**

The Corporation shall be controlled and operated pursuant to the provisions as set forth in the Charter of the Corporation, and to the provisions as set out in these

Bylaws. If there should be conflict between the provisions of the Charter and the provisions of these Bylaws, then, and in that event, the provisions of the Charter shall always control.

## **ARTICLE VIII**

### **INDEMNIFICATION**

If an officer or director of the Corporation is hereafter made a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (*other than any action by or in the right of the Corporation*) by reason of the fact that he is or was a director, shall be indemnified by the Corporation against expenses (*including attorneys' fees*), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and done in good faith, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order levy, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

This indemnity shall continue as to an officer or director who has ceased to be a director and shall inure to the benefit of the heirs, executors, and administrators of such officer or director.

The Corporation shall, not later than the next annual meeting of the members [*unless such meeting is held within three (3) months from the date of such payment*]; and, in any event, within fifteen (15) months from the date of such payment, then by first class mail to its members of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of litigation or threatened litigation, if made pursuant to this indemnity provision.

## **ARTICLE IX**

### **AMENDMENTS**

These Bylaws may be altered or amended and additional Bylaws adopted by a

majority vote of the members in the notice of which meeting the proposed amendment or new Bylaws shall be set forth verbatim, or by a three-fourths (3/4) majority vote at any members' meeting having a quorum where the notice of such amendment or new Bylaws is not so given; however, provided that no change of the time or place for the election of Directors shall be made within fifteen (15) days next before the day on which such election is to be held.

The above and foregoing Bylaws have been voted upon this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_ , and hereby accepted and adopted, as certified by the undersigned.

\_\_\_\_\_  
PRESIDENT

The undersigned, as Secretary of the Corporation, enters the aforesaid Bylaws in accordance with the unanimous vote of the members at the annual meeting of the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_.

This \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_.

\_\_\_\_\_  
SECRETARY