

NATIONAL BYLAWS OF CHI PSI FRATERNITY

(As modified through and adopted on 24 August 2009)

Section 1 Governing Law of the Fraternity

1.1. Body Corporate. Chi Psi Fraternity (the "Fraternity") was formally incorporated under the Michigan Nonprofit Corporation Act (P.A. 1982, No. 162) (the "Act") on June 22, 1990, and shall be subject to all provisions of the Act.

1.2. Constitution. The Constitution of Chi Psi Fraternity shall be the Supreme Law of the Fraternity. For purposes of compliance with the Act, whereby certain provisions of the Act may be overridden only by the provisions of a corporation's articles of incorporation or Bylaws, the Constitution shall be deemed to be additional Bylaws of the Fraternity. In the event of any conflict between the Constitution and these Bylaws, the terms of the Constitution shall govern.

1.3. Traditions Manual. The *Traditions Manual*, as created and amended from time to time under the Constitution, shall be deemed to be a part of the Constitution for purposes of subsection 1.2.

1.4. Rules of Procedure. The "Rules of Procedure for Chi Psi Conventions," as adopted and amended from time to time, shall be deemed to be additional Bylaws of the Fraternity. In the event of any conflict between the "Rules of Procedure for Chi Psi Conventions" and these Bylaws, the "Rules of Procedure for Chi Psi Conventions" shall govern.

1.5. Bylaws. These National Bylaws of Chi Psi Fraternity (the "Bylaws") shall contain such regulations as may be necessary to carry out the Constitution and to provide for the welfare and management of the Fraternity.

Section 2 Membership

2.1. In General.

2.1.1. Requirements. Members of the Fraternity shall be men who have been duly initiated at an Alpha in accordance with the *Traditions Manual*, the Constitution, and these Bylaws, and who maintain their membership in accordance with the same.

2.1.2. Recognition. Every Member shall be known to other Members as "Brother."

2.1.3. Symbol. The Chi Psi Badge shall be the sole symbol of membership in the Fraternity.

2.1.4. Merchandise. Members may wear such items of Chi Psi clothing or jewelry as are permitted by the *Traditions Manual* and not restricted by these Bylaws.

2.1.5 Member for Life. Every Member of this Fraternity shall be a Member for life except as hereinafter provided.

2.1.6 Solicitation. Brothers may be solicited for annual contributions to the Fraternity, but their contributions or non-contribution shall in no way affect their continued membership.

2.1.7 Hazing. No Member of the Fraternity shall engage in any form or any act of hazing at any time. For all purposes related to the Fraternity, and unless otherwise defined, hazing shall be defined as set forth in the Risk Management Manual.

2.2 Members.

2.2.1 Categories. Members are either actives or alumni.

2.2.2 Active Members. Active Members of the Fraternity are those Members who are currently enrolled as undergraduate students at any institution at which an Alpha of Chi Psi is located.

2.2.3 Alumni Members. All Members who are not active Members are alumni Members.

2.3 Initiation.

2.3.1 Time of Initiation. Normally, initiation and the beginning of membership in the Fraternity occur during a Member's time as an undergraduate student. The Member progresses from pledge to active Member.

2.3.2 Initiation of Alumni.

2.3.2.1 - It is permissible for one to be initiated and begin one's membership in the Fraternity as an alumnus Member.

2.3.2.2 - Prior to initiating a man as an alumnus Member, the President of the Alpha desiring to initiate the alumnus Member and the president of the corresponding Alpha Alumni Corporation must submit a written request to initiate to the Executive Council. The Executive Council must approve any such request for initiation as an alumnus Member unless good cause can be shown why such a request should not be granted.

2.3.2.3 - Alumni initiates shall be subject to the same selection criteria standards as undergraduate initiates and shall require the same affirmative vote of the Alpha Members to be initiated as undergraduate initiates.

2.3.2.4 - Alumni initiates shall be separately designated from other initiates, although they shall be considered duly initiated alumni Members. They shall be designated a Brothers of the Alpha at which they were initiated. At the new initiate's discretion, after consultation with the Executive Director, the new initiate shall be given a year designation corresponding to one of the following years: the year he was graduated from college; the year he would have been graduated from college had he attended (i.e., the year that is four years from the year in which he finished or should

or would have finished secondary school); or the year of his initiation. This year designation policy is hereinafter referred to within the Brotherhood of Chi Psi as the “Hattendorf Designation.”

2.4 Dormant Active Members.

2.4.1 In General. An Active Member may be considered a Dormant Active Member under this section 2.4.

2.4.2 Financial Hardship. The sole basis on which an Active Member may seek to be considered a Dormant Active Member shall be a demonstrated financial hardship.

2.4.3 Procedure for Alpha Approval.

2.4.3.1 Meeting and Request. An Active Member who desires to request Dormant Active Member status (“Proposed Dormant”) shall discuss his particular situation with the President of the Alpha, and the President of the Alpha shall review with the Proposed Dormant the requirements of this section 2.4., and shall also discuss resignation. If after such discussion, the Proposed Dormant still desires to request Dormant Active Member status, he shall submit a written request for Dormant Active Member status to the President that specifies his reasons, states the period of time during which he expects to be a Dormant Active Member and explicitly acknowledges that he will abide by the restrictions in 2.4.4 and the requirements in 2.4.5.1 to pay all current and previously assessed but unpaid amounts owed if he is reinstated as an Active Member. The President shall distribute the request to the Alpha.

2.4.3.2 Alpha Vote. At the next Alpha Meeting after a request for Dormant Active Member status has been distributed to the Alpha, the Proposed Dormant shall briefly explain his reasons for seeking Dormant Active Member status and answer any questions from his fellow Actives. He shall then leave the room while the Actives discuss and vote on the request. The Proposed Dormant shall become a Dormant Active Member upon the affirmative vote of a majority of all Actives eligible to vote. The Alpha shall notify the Executive Director promptly upon an Active Member’s dormancy by sending a copy of the Dormant Active’s signed written request, and the Executive Director shall add this information to the Dormant Active’s initiation forms.

2.4.4 Dormant Active Prohibitions. A Dormant Active Member shall not - -

- a. live in the Lodge,
- b. make any social visits to the Lodge,
- c. have a vote in the Alpha's affairs,
- d. participate as a Member in the educational programs available through The Chi Psi Educational Trust,
- e. be eligible to attend the annual Convention,
- f. participate in any Chi Psi social activity; or

- g. enjoy any other benefits of active membership in the Fraternity.

The officers of the Alpha and all other Active Members shall enforce these restrictions. If a newly Dormant Active Member lives in the Lodge, he shall be afforded a reasonable time to move to other accommodations.

2.4.5 Restoration of Active Status.

2.4.5.1 - A Dormant Active Member who desires to be restored to Active status may submit a written request to the President of the Alpha stating his desire to be restored to Active status as of a specific date and confirming that he is able to pay all previously assessed but unpaid amounts plus all amounts for the period in which he is restored to Active status. The President shall distribute the request to the Alpha.

2.4.5.2 – Subject to the requirements of section 2.4.6, at the next Alpha Meeting, the Actives shall consider the Dormant Active Member’s request to be restored to Active status. The Dormant Active Member shall be invited into the meeting solely for the purpose of presenting his reasons and answering any questions. When the Dormant Active Member is no longer present, the Actives shall vote. If a majority of all Actives eligible to vote approves the request, the Dormant Active Member shall be restored to Active status upon his payment of all previously assessed but unpaid and current amounts owed. The Alpha shall notify the Executive Director of the change in status.

2.4.6 Written Notices. The written requests required by this section 2.4 must be submitted to the President at least one week prior to the next Alpha Meeting. The written notice may be handwritten, typewritten, or in electronic form, but it must be signed by the Proposed Dormant or Dormant Active Member. The President must then forward the request in full to all Actives at least three days prior to the next Alpha Meeting. Such period of time must be during the regular school calendar and cannot include vacation time or examination time.

2.4.6 Failed Vote to Approve Dormant Member Status. If the Alpha does not approve the request under section 2.4.3.2, the Proposed Dormant shall continue as an Active and shall pay all amounts due in a timely manner. If the Proposed Dormant refuses either to pay his required amounts or to resign from the Fraternity, such refusals shall be grounds for suspension under 2.6 or expulsion under section 2.7. The Alpha shall remain responsible for all amounts payable for Fraternity dues, ABF, insurance, fees, *etc.* for any Active who refuses to pay but is neither suspended nor expelled.

2.4.7 No Effect on Discipline. Nothing in this section 2.4 shall in any way diminish the authority of an Alpha to discipline an Active Member as set forth in section 2.6.1.

2.5 Resignation.

2.5.1 Actives.

2.5.1.1 - An active Member may resign from membership in the Fraternity at any time by submitting a written letter of resignation to the President of his Alpha. The President shall inform the Alpha and the Executive Director that the Member has resigned.

2.5.1.2 - The President shall be responsible, either directly or through delegation, for recovering the former Member's Badge and shall return that Badge to the Executive Director.

2.5.2 Alumni.

2.5.2.1 - An alumni Member may resign from membership in the Fraternity at any time by submitting a written letter of resignation to the Executive Director. The Executive Director shall inform all Alphas that the alumnus Member has resigned.

2.5.2.2 - The Executive Director shall be responsible, either directly or through delegation, for recovering the former Member's Badge.

2.5.3 Effects of Resignation.

2.5.3.1 - A Member who resigns shall not, by his resignation, be relieved of the oaths and responsibilities accepted by him during initiation into the Fraternity.

2.5.3.2 - A Member who resigns shall not, by his resignation, be relieved of any debts owed by him to his Alpha or to the Fraternity.

2.5.3.3 - The name of any Member who resigns shall be stricken from the roll of the Brotherhood at all Alphas and the Central Office. He shall no longer be eligible for the privileges of the Brotherhood.

2.5.3.4 - Any individual who has resigned from the Fraternity shall not be eligible for membership at a later date.

2.6 Discipline.

2.6.1 Discipline of an Active by Alpha. Any discipline less than expulsion may be imposed upon any active Member by his Alpha. In such cases, the Member affected shall be given the opportunity to be heard at a meeting of the Alpha. The Alpha shall then adjudicate a discipline by majority vote. Any such discipline may be revoked by majority vote of the Alpha.

2.6.2 Discipline of an Active by the Executive Council.

2.6.2.1 - The Executive Council, by the affirmative vote of a majority of its members, may suspend the membership privileges of an active Member.

2.6.2.2 - Such a Member whose membership has been so suspended shall be known as a "Suspended Active Member."

2.6.2.3 - A Suspended Active Member shall be treated as a dormant active Member and shall have the same restrictions placed on him that are placed on dormant active Members as set forth in section 2.4.3 of these Bylaws. If such Suspended Active Member is living in the Lodge at the time his membership is suspended, the Executive Council may permit him to continue to reside in the Lodge for the remainder of the then current academic year but no longer than such remaining academic year.

2.6.2.4 - The membership of a Suspended Active Member shall remain suspended for a period of time specified by the Executive Council at the time of the vote to suspend such member. Such period of time specified may be for a definite period of time or for an indefinite period of time. In no event shall any suspension last beyond such time as such Member would be considered an alumnus Member.

2.6.2.5 - Any Suspended Active Member may have such suspension revoked and be restored to all rights and privileges of membership by an affirmative vote of a majority of the members of the Executive Council.

2.6.2.6 - It is the affirmative responsibility of a Suspended Active Member's Alpha to enforce such suspension.

2.6.3 Discipline of an Alumnus Member. Any discipline less than expulsion may be imposed upon any alumni Member by the Executive Council. In such cases, the Member affected shall be given the opportunity to be heard, in person or in writing, at a meeting of the Executive Council. The Executive Council shall then adjudicate a discipline by majority vote. Any such discipline may be revoked by majority vote of the Executive Council.

2.7 Expulsion of an Active Member.

2.7.1 In General. Any active Member of the Fraternity may be expelled by the Alpha of which he is an active Member according to the procedure set forth in these Bylaws.

2.7.2 Alpha Expulsion Procedure. In order for an Alpha to expel an active Member the following procedure must be followed:

2.7.2.1 - At least two (2) active Members of the same Alpha as the active Member being considered for expulsion (the "Expellee") must submit an Expulsion Request to the President. The Expulsion Request must be in writing and must set forth the reasons requested for expulsion.

2.7.2.2 - A copy of the Expulsion Request must be given to the Expellee and to the President of the corresponding Alpha Alumni Corporation at or about the same time as it is given to the President.

2.7.2.3 - The Alpha must consider the Expulsion Request not more than two (2) weeks after it has been delivered but not less than seventy-two (72) hours after it has been delivered to all parties. If a formal meeting of the Alpha does not fall within this time frame, the President shall call a special meeting to consider the Expulsion Request.

2.7.2.4 - All active Members, the president of the corresponding Alpha Alumni Corporation, and the Executive Director must be notified of the date and time of the meeting at which the Expulsion Request will be considered.

2.7.2.5 - The President of the Alpha Alumni Corporation or his designate shall have the right to attend the meeting at which the Expulsion Request is considered.

2.7.2.6 - At the meeting where the Expulsion Request is considered, the active Members requesting expulsion, the President of the Alpha Alumni Corporation and the Expellee shall be given a generous opportunity to be heard in the matter of the expulsion.

2.7.2.7 - If, after ample opportunity for a thorough discussion of the Expulsion Request, four-fifths (4/5) of all active Members of the Alpha shall vote for the expulsion, the Expellee shall be immediately expelled.

2.7.2.8 - Upon expulsion, the Expellee must surrender his Badge to the President of the Alpha, who shall return it to the Executive Director.

2.7.2.9 - The President or other officer shall inform the Executive Director that the active Member has been expelled.

2.7.2.10 - The Executive Director shall inform all other Alphas of the expulsion.

2.7.3 Expulsion of Active Member by Executive Council. For grave cause, as determined by the Executive Council, any active Member may be expelled by the Executive Council.

2.7.4 Executive Council Expulsion Procedure. In order for the Executive Council to expel an active Member, the following procedure must be followed except as provided by section 3.5.6.4:

2.7.4.1 - At least two (2) active or alumni Members must submit an Expulsion Request to the Executive Director. The Expulsion Request must be in writing and must set forth the reasons requested for expulsion.

2.7.4.2 - A copy of the Expulsion Request must be given to the active Member being considered for expulsion (the "Expellee"), to the President of his Alpha, and to the President of his Alpha Alumni Corporation at or about the same time as it is delivered to the Executive Council.

2.7.4.3 - The Executive Council must consider the Expulsion request not more than six (6) weeks after it has been delivered but not less than two (2) weeks after it has been delivered. If a scheduled meeting of the Executive Council does not fall within this time frame, the Chairman of the Executive Council shall call a special meeting to consider the Expulsion Request. This special meeting may be held by telephone.

2.7.4.4 - At the meeting where the Expulsion Request is considered, the Members requesting expulsion and the Expellee shall be given a generous opportunity to be heard in the matter of the expulsion.

2.7.4.5 - If, after ample opportunity for a thorough discussion of the Expulsion Request, four-fifths (4/5) of the entire Executive Council shall vote for the expulsion, the Expellee shall be immediately expelled.

2.7.4.6 - Upon expulsion, the Expellee must surrender his Badge to the Executive Director or his designate.

2.7.4.7 - The Executive Director shall inform all other Alphas of the expulsion.

2.8 Expulsion of an Alumnus Member.

2.8.1 In General. Any alumnus Member of the Fraternity may be expelled by the Executive Council.

2.8.2 Procedure for Expulsion of Alumni Member. In order for the Executive Council to expel an alumnus Member the following procedure must be followed:

2.8.2.1 - At least two (2) active or alumni Members must submit an Expulsion Request to the Executive Director. The Expulsion Request must be in writing and must set forth the reasons requested for expulsion.

2.8.2.2 - A copy of the Expulsion Request must be given to the alumnus Member being considered for expulsion (the "Expellee") and to the President of his Alpha Alumni Corporation at or about the same time as it is delivered to the Executive Council.

2.8.2.3 - The Executive Council must consider the Expulsion request not more than six (6) weeks after it has been delivered but not less than two (2) weeks after it has been delivered. If a scheduled meeting of the Executive Council does not fall within this time frame, the Chairman of the Executive Council shall call a special meeting to consider the Expulsion Request. This special meeting may be held by telephone.

2.8.2.4 - At the meeting where the Expulsion Request is considered, the Members requesting expulsion and the Expellee shall be given a generous opportunity to be heard in the matter of the expulsion.

2.8.2.5 - If, after ample opportunity for a thorough discussion of the Expulsion Request, four-fifths (4/5) of the entire Executive Council shall vote for the expulsion, the Expellee shall be immediately expelled.

2.8.2.6 - Upon expulsion, the Expellee must surrender his badge to the Executive Director or his designate.

2.8.2.7 - The Executive Director shall inform all other Alphas of the expulsion.

2.9 Effect of Expulsion. Expulsion carries the following effects:

2.9.1 Any individual expelled from the Fraternity shall remain bound by the oaths and responsibilities accepted by him at his initiation.

2.9.2 Any individual expelled from the Fraternity shall not, by reason of expulsion, be relieved of any debts owed to his Alpha or to the Fraternity.

2.9.3 The name of any individual expelled from the Fraternity shall be stricken from the rolls of the Brotherhood forever, and he shall never again be eligible for membership.

Section 3 Alphas

3.1 Establishment. Alphas may be established in the manner set forth by the Constitution, these Bylaws, and the Executive Council at any scholastic institution that confers collegiate degrees. Alphas may not be established in any other manner.

3.2 Designation. Every Alpha shall have a separate Greek letter designation, which designation shall in all cases be preceded by the Greek letter Alpha. The designation may be a single Greek letter, or a single Greek letter followed by the Greek letter Delta or the Greek letter Tau. The Executive Council shall determine the designation.

3.3 Alpha Governance. Every Alpha of Chi Psi shall be governed by these Bylaws and by local Bylaws written and adopted by the Alpha. No local Bylaws shall conflict with the requirements of this section except as the Executive Council may provide for special exception.

3.3.1 All local Bylaws must provide that the local Bylaws are subordinate to the national Bylaws and that the national Bylaws shall control whenever any conflict exists between the local Bylaws and the national Bylaws.

3.3.2 All local Bylaws must adhere to the requirements of the national Bylaws and to any regulations of the host institution concerning recruitment, pledging, and initiation. The requirement that members must be male is not subject to any regulation by the host institution.

3.3.3 All local Bylaws must provide, at a minimum, a formal process for recruiting members and the voting process to issue bids.

3.3.5 All local Bylaws must provide that a two-thirds (2/3) affirmative vote of all current active members is required to initiate a pledge as a member.

3.3.6 All local Bylaws must provide an equitable process for the discipline of members and must provide that a four-fifths (4/5) affirmative vote of all current active members is required to expel a member.

3.3.7 All local Bylaws must provide for the regulation of meetings of Members, the election of officers, and a description of the various officers' positions.

3.3.8 All local Bylaws must provide for the management of the Alpha's financial affairs.

3.3.9 All local Bylaws must provide for rules of conduct that conform to the host institution's standards and to the Fraternity's risk management guidelines.

3.4 Colonies.

3.4.1 Limitation. The provisions of this section 3.4 are to be considered a general outline and may be modified by the Executive Council by its sole action to adapt to the peculiar circumstances of each and every Colonial situation.

3.4.2 Creation of a Colony. From time to time, in accordance with Article III of the Constitution, the Executive Council shall see to the extension of the Fraternity by establishing Colonies at an appropriate colleges or universities. The expectation is that each such Colony shall become a new Alpha or shall be the revival of a dormant Alpha. The establishment of a Colony may follow either requests by an existing group of students or action by the Fraternity to recruit a group of interested students.

3.4.3 Status of Individuals. As soon as practical after the Executive Council action, students that are to be members of the Colony shall become pledges and shall begin the pledge education process.

3.4.4 Alumni Support Group. No Colony shall be established until the Executive Council determines that a group of interested and qualified alumni has been formed, educated, and prepared to work with the Colony.

3.4.5 Procedures and Requirements. The Executive Council shall develop and implement comprehensive procedures, requirements, and expectations for creating a Colony, helping it to grow and thrive, monitoring its progress, and growing it into an Alpha. Such materials are to be updated regularly based on experience. Such procedures, expectations, and requirements shall be given to pledges and alumni support group. Each member of the initial pledge class and the president of the alumni support group shall acknowledge receipt of such procedures, expectations, and requirements in a written confirmation of acceptance of Colony status.

3.4.6 No Assurances. Each pledge of a Colony shall clearly understand that there is no assurance that the Colony will become an Alpha and that the Pledges will become Members.

3.4.7 Colony Time Period. The standard period of time during which a Colony is to be in place is twenty-four months. The Executive Council may shorten this period in exceptional circumstances, such as the recolonization of a dormant Alpha or other circumstances where alumni support is strong, campus infrastructure is suitable, expectations are met swiftly and maintained well. No Colony is guaranteed that it will ever be granted a charter to become an Alpha.

3.4.8 Recommendation for a Charter. The Executive Council shall monitor the growth and status of each Colony by receiving written reports from appropriate designees. When a particular Colony has met all expectations and requirements set forth for it, it is appropriate that the Executive Council entertain a motion to recommend to the delegates to the next annual Convention that the Colony be granted a charter to become an Alpha on a date and in a location determined by Executive Council for the Initiation of the pledges. If the Colony has not met all expectations and requirements, the Executive Council may waive one or more of them but only by disclosing such waiver to the delegates to the Convention who will vote on whether to grant the Colony a charter. Adoption of such motion shall require the affirmative vote of four-fifths of the entire Executive Council. If the next Convention fails to approve the Executive Council's recommendation, the Colony shall remain a Colony until such time as a new recommendation adopted under this paragraph is approved by a subsequent Convention or until such time as the Executive Council dissolves the Colony.

3.4.9 Support for New or Revived Alpha. For an appropriate period of time following the granting of a charter to a new or previously dormant Alpha, the Executive Council and staff shall continue to be actively involved in assisting the new Alpha, its Members and its Alumni Corporation

and in monitoring the activities of the Alpha and its Alumni Corporation as though it were still a Colony for the purpose of providing all possible assurance that the new or revived Alpha will thrive.

3.4.10 Dissolution of Colony. At any time prior to the approval by a Convention of an Executive Council recommendation to grant a charter to a Colony, the Colony may be dissolved by the affirmative vote of a majority of the entire Executive Council for any reason or reasons that such majority deems to be appropriate. Any assets of the Colony shall be distributed as determined by the Executive Council.

3.5 Alpha Status and Discipline.

3.5.1 In General. An Alpha is either in good standing, suspended, or dormant.

3.5.2 Good Standing. An Alpha is in good standing when it is not suspended or dormant.

3.5.3 Discipline.

3.5.3.1 - The Executive Council may discipline an Alpha in accordance with these Bylaws.

3.5.3.2 - As soon as any situation or circumstance at an Alpha is brought to the attention of the Executive Council that raises the concern of the Executive Council, the Executive Council shall investigate the situation.

3.5.3.3 - After investigating the situation or circumstance, if the Executive Council determines that there is a problem of any sort at that Alpha, or that the Alpha is defective in any manner, or that an Alpha is in default of any of its obligations to the Fraternity, the Executive Council may discipline the Alpha, suspend the Alpha's charter, or revoke the Alpha's charter.

3.5.3.4 - If upon due consideration the Executive Council determines that the problem or problems at an Alpha are such that the Alpha should be disciplined, the Executive Council, by majority vote, may impose any discipline it deems reasonably appropriate to the situation. Such discipline may include, but is not limited to, the imposition of a monetary fine or the limitation of Alpha activities. Immediately after voting to discipline an Alpha, the Executive Council shall direct the Executive Director to notify, as appropriate, the Alpha's officers, its active members, and its Alpha Alumni Corporation's officers in writing of the reason for the discipline, the disciplinary measure imposed, and the steps the Alpha should take to rectify the problems that lead to the imposition of the disciplinary measure.

3.5.3.5 - If upon due consideration the Executive Council determines that the problem or problems at an Alpha are such that the charter of the Alpha should be suspended, the Executive Council, by majority vote, may suspend the Alpha's charter. Immediately after voting to suspend an Alpha's charter, the Executive Council shall direct the Executive Director to notify the Alpha's officers, its active members, and its Alpha Alumni Corporation's officers in writing of the reason for the suspension of the charter, the length of the suspension, any limitations imposed upon the Alpha and its activities, and the steps the Alpha should take to correct the problems that lead to the suspension of the Alpha's charter.

3.5.3.6 – If upon due consideration the Executive Director determines that a problem or problems at an Alpha are such that the Alpha should be disciplined immediately, the Executive Director may impose any immediate discipline he reasonably deems appropriate. The Executive Director shall notify the Chairman or, in his absence, the Vice Chairman of the Executive Council promptly of any such discipline and the Executive Committee of the Executive Council must ratify each and every such act of discipline imposed by the Executive Director within 48 hours or the action taken by the #23 expires.

3.5.4 Suspended Alpha.

3.5.4.1 - A suspended Alpha is an Alpha whose charter has been suspended in accordance with the provisions set forth herein.

3.5.4.2 - A suspended Alpha may not conduct activities that are expressly prohibited or limited by the Executive Council in its notice of suspension to the Alpha.

3.5.4.3 - As soon as the Executive Council is satisfied that a suspended Alpha has corrected those matters that caused its suspension, the Executive Council may, by majority vote, lift the Alpha's suspension and restore it to active Alpha status.

3.5.5 Dormant Alpha.

3.5.5.1 - A dormant Alpha is an Alpha whose charter has been revoked in accordance with the provisions set forth in the Constitution.

3.5.5.2 - No Alpha whose charter has been revoked and which has been declared dormant by the Fraternity shall do any act whatever as an Alpha, except such acts as the Fraternity may have directed for the closing of its affairs.

3.5.5.3 - Immediately upon dormancy, all assets of such dormant Alpha, including, but not necessarily limited to, all Fraternity regalia and all records, shall be delivered to the care of the Executive Council. The Executive Council shall appoint a Dormancy Trustee to supervise the delivery of such assets to the Executive Director or to a place specified by him.

3.5.5.4 - Any dormant Alpha may be re-established as an active Alpha on the same conditions and in the same manner as provided for the establishment of a new Alpha.

3.5.5.5 - The Executive Council shall make every effort to coordinate the recolonization process with the officers of the Alumni Corporation for the dormant Alpha.

3.5.6 Membership Review.

3.5.6.1 - The Executive Council may, at any time, interview the individual active members and pledges of an Alpha or a Colony to determine each man's fitness to remain an active member or pledge. Such a series of interviews shall be called a "Membership Review."

3.5.6.2 - A Membership Review shall be conducted at any Alpha or Colony at any time that the Executive Council determines that such a Membership Review is necessary.

3.5.6.3 - When the Executive Council votes to Conduct a Membership Review, the Executive Director shall appoint one or more review panels to conduct the Membership Review. This panel or these panels shall be composed of at least two members of the Executive Council in addition to the Executive Director or his designee, with at least one member of the Executive Council on each review panel. Members of the Alpha Alumni Corporation of the Alpha under review and other interested Members may be invited to join the panel in conducting the Membership Review interviews as voting or non-voting members of the panel.

3.5.6.4 - The review panel shall conduct the Membership Review and report its findings back to the Executive Council as soon as is practicable. The review panel's report should include any appropriate recommendations. The membership review recommendations shall also be disseminated to the President of the Alpha and the President of the Alpha Alumni Corporation.

3.5.6.5 – The Executive Council may, by four-fifths (4/5) vote of the entire Executive Council, adopt the recommendation of the review panel to expel a Member, provided that the recommendation is disseminated to the Member, the President of the Alpha, and the President of the Alpha's Alumni Corporation at least two weeks prior to adoption.

3.6 Insurance. It is the responsibility of each Alpha to participate in any and all insurance policies and risk management programs as mandated by the Executive Council.

Section 4

Alpha Alumni Corporations

4.1 In General. Each Alpha of Chi Psi shall have a corresponding Alpha Alumni Corporation.

4.2 Purpose. The primary purposes of each Alpha Alumni Corporation are to assist its Alpha in whatever manner is necessary, to hold title to the Alpha's Lodge, to see to the collection of rent, the payment of taxes, procurement of insurance, and proper maintenance of the Lodge, and to hold and manage assets that may come into its possession for the benefit of the Alpha. As part of the financial management of the Lodge, the Corporation is expected to solicit annual dues support from its membership to support the Corporation's work

4.3 Creation. If no Alpha Alumni Corporation exists at a particular Alpha, the Executive Council shall establish such a corporation. If a particular corporation is non-functioning in the opinion of the Executive Council, the Executive Council shall reorganize the corporation into a functioning entity. A corporation shall be deemed “non-functioning” for purposes of this section if the corporation has been dissolved by a state regulatory agency, the corporation has not held a meeting in accordance with its bylaws, there are no longer any corporate officers, or any other situation exists that can permit the Executive Council to reasonably conclude that the corporation is non-functioning.

4.4 Recognition.

4.4.1 In General. The Executive Council shall have the right to set criteria as necessary from time to time to recognize a legal entity as an Alpha Alumni Corporation.

4.4.2 Requirements for Convention Voting Recognition. Only one alumni entity associated with an Alpha may be recognized as the Alpha Alumni Corporation for purposes of having a vote at the annual Convention. The criteria required for an entity to be recognized as the Alpha Alumni Corporation for such voting purposes are as follows:

4.4.2.1 - The corporation shall be organized as a non-profit corporation under the laws of the state in which its Alpha is located.

4.4.2.2 - The corporation shall not be delinquent in its payment of any annual fee, special fee or other assessment required by the state or in its filing of an annual report or any other documents or materials required by the state, or the required filing of any return or other similar document required by the Internal Revenue Service or any federal agency.

4.4.2.3 – In general, the corporation’s membership shall be open to all alumni Members of its Alpha. The corporation’s bylaws may permit invitations to alumni Members of other Alphas to become members of the Alpha Alumni Corporation. The corporation’s bylaws may provide that only its members who pay a fixed amount of annual dues are eligible to vote, to receive routine communications and to be offered other benefits of membership. The corporation’s bylaws may also provide for the discipline of its members, including expulsion from membership. No Active Member of the Fraternity may be a member of a corporation nor serve as an officer thereof, but Active Members may be permitted to attend corporation meetings.

4.4.2.4 - The corporation shall hold regular meetings of its members who are entitled to vote at such meeting of the corporation at such intervals as mandated by the corporation’s duly adopted bylaws. The corporation’s bylaws must provide for reasonable and timely notice of such meeting. The officers of the corporation shall be elected at such meeting and nominations for any office must be accepted from the floor. A meeting shall not qualify under this section unless there are in attendance at least five (5) voting members. Corporations are strongly encouraged to hold at least one meeting annually at the Alpha’s Lodge.

4.4.2.5 - The corporation’s articles of incorporation shall require that: (i) upon the dormancy of its Alpha, (a) the corporation shall cooperate with the Executive Council and Fraternity to ensure that the all property owned by the Alpha is turned over to the Fraternity, and (b) the corporation shall cooperate with the National Fraternity in reestablishing the Alpha; and (ii) upon the dissolution of the corporation, its assets shall be distributed to the Fraternity. Such provisions need not be contained in the corporation’s articles of incorporations in the exact wording of this section. If a corporation’s articles of incorporation do not provide as set forth in this section 4.4.2.5, a corporation may still meet this requirement by providing a resolution of its board of directors directing that the articles of incorporation be amended to conform with this section 4.4.2.5.

4.4.2.6 - The corporation shall file an annual report with the Executive Director that shall confirm that the corporation is in compliance with all requirements of this section 4.4.2 as of a date that is not more than sixty days prior to the date of the Annual Convention or other date set by the Executive Council. The corporation shall not be delinquent in its payment of any annual fee, special fee or other assessment required by the Fraternity.

4.4.2.7 - Any corporation that seeks to be recognized as the Alpha Alumni Corporation for purposes of having a vote at a Convention that has not met the criteria set forth in Section 4.4.2

required for an entity to be recognized as the Alpha Alumni Corporation for such voting purposes may petition the Executive Council to enable the corporation to be recognized as the Alpha Alumni Corporation and entitled to vote at Convention despite such corporation's failure to meet one or more of the requirements of 4.4.2. The Executive Council by the affirmative vote of 2/3 of its members may grant such a petition and permit such corporation to be recognized and vote at such Convention.

4.5 Dormant Alpha.

4.5.1 - The Alpha Alumni Corporation of a dormant Alpha shall continue to be recognized as an Alpha Alumni Corporation under these Bylaws after the vote by the Executive Council to place the Alpha into dormancy.

4.5.2 – The Executive Council, by the affirmative vote of a majority of its members, may declare that such Alpha Alumni Corporation is no longer recognized as such by the Fraternity.

4.6 Terminology. As used in this section 4, the term “non-profit” shall be defined broadly to include various statutory names for non-profit entities as used in the several States; the term “corporation” shall include any legal entity, such as corporations, limited liability companies, and any other such legal entity; the term “Articles of Incorporation” shall include any other such organizational document for any legal entity; the term “bylaws” shall include any other such regulatory document for any legal entity; and any and all terms used herein shall be broadly defined to coincide with the terminology applicable to various legal entities.

Section 5 Alpha Educational Foundations

5.1 In General. Each Alpha Alumni Corporation shall establish as soon as is practical an Alpha Educational Foundation.

5.2 Purpose. Each Alpha Educational Foundation shall exist for the purpose of promoting education and scholarship in general and for promoting individual excellence and cultural development within the Alpha.

5.3 Status. Each Alpha Educational Foundation shall be an entity legally separate from the Alpha Alumni Corporation, shall be legally established in accordance with the laws of its state, and shall be managed according to written Bylaws. Each Alpha Educational Foundation shall qualify as an entity exempt from taxation under applicable federal and state income tax laws. Each Alpha Educational Foundation shall seek tax deductible contributions and use the income on its assets to promote its purposes.

5.4 Dissolution. Each Alpha Educational Foundation shall include in its Articles of Incorporation a provision that, should the Alpha Educational Foundation be dissolved, its assets shall be distributed to The Chi Psi Educational Trust.

Section 6 Regional Alumni Associations

6.1 In General. Regional Alumni Associations are associations of alumni Members from different Alphas who live in a defined and limited geographical area and who desire to associate with one another in a formal organization.

6.2 Purpose. Regional Alumni Associations shall exist to promote the ideals and best interests of the Fraternity, to promote communication about the Fraternity, and to promote fellowship and fraternal spirit among alumni Members.

6.3 Membership. Membership in Regional Alumni Associations shall be limited to alumni Members of the Fraternity living in a defined and limited geographic area. Any alumni Member of the Fraternity may be eligible for membership in a Regional Alumni Association provided that he pay any required membership dues. The membership of a Regional Alumni Association must contain Members from more than one Alpha.

6.4 Management. A Regional Alumni Association may or may not formally organize themselves according to the laws of their local jurisdiction. If a Regional Alumni Association does formally organize itself, then it shall be governed according to a written set of Bylaws.

6.5 Recognition.

6.5.1 Qualifications. A Regional Alumni Association shall be recognized by the Fraternity for constitutional purposes such as Convention delegate accreditation and voting if:

a. it has had at least one meeting of its Members in the twelve (12) months prior to the Convention at which it seeks recognition,

b. at least fifteen (15) alumni Members attended that meeting;

c. at least one alumnus Member who attended that meeting was initiated at a different Alpha from the other fourteen (14) alumni Members who attended that meeting,

d. officers were elected at that meeting with authorization to serve as, or select, delegates to the Convention; and

e. it has filed an annual report with the Executive Director, the form and content of which have been approved by the Executive Council.

6.6 Dissolution. Any Regional Alumni Association that has been recognized or has sought recognition as a Regional Alumni Association, and which determines to dissolve or otherwise cease to function, shall at such time distribute its assets to the Fraternity.

Section 7 Conventions

7.1 Organization.

7.1.1 Schedule. The Convention of the Fraternity shall be held not less than once in each calendar year at a place and time to be determined by the Executive Council. The Convention shall be scheduled to provide sufficient time for the formal work of the Fraternity to be accomplished. Informal sessions with the delegates shall be provided for, to acquaint them with Fraternity activities and policies. The intercourse between active Members and alumni Members shall be encouraged whenever possible.

7.1.2 Procedure. The Convention shall be conducted according to the “Rules of Procedure for Chi Psi Conventions” that are adopted and amended by a Convention from time to time.

7.1.3 Officers. All Constitutional and appointed officers shall continue in office during the Convention sessions.

7.1.4 Chairman. As provided in the Constitution, the Executive Council shall appoint a Chairman of the Convention. He may be removed for Acause@ upon a two-thirds (2/3) affirmative vote of the delegates whose names appear on the accredited roll of the Convention. The successor Convention Chairman shall be nominated by the Executive Committee of the Executive Council and approved by majority vote of such delegates.

7.1.5 Minutes. The Executive Council shall see to the distribution and preservation of the Convention Minutes.

7.2 Delegate Eligibility.

7.2.1 In General. Members eligible to become accredited delegates to the Convention shall be representatives of organizations specified in Article 7.2 of the Constitution under the rules provided in the following paragraphs. No Member may represent more than one organization during a Convention.

7.2.2 Alphas. For each active Alpha, its President shall be the delegate. Alternate delegates in order of priority shall be the Treasurer, the Vice President, and then other active Members of the Alpha. Solely for purposes of this section 7.2.2, a Member who graduated from the Alpha’s host institution less than twelve (12) months prior to the Convention may be an alternate delegate after the Treasurer and the Vice-President.

7.2.3 Alpha Alumni Corporations, Regional Alumni Associations. For each recognized Alpha Alumni Corporation and Regional Alumni Association, its president shall be the delegate. One or more alternate delegates may be appointed by the president solely from among the alumni Members of the organization. Solely for the purposes of this section 7.2.3, a Member who graduated from his Alpha’s host institution less than twelve (12) months prior to the Convention shall be considered an active Member and not an alumnus Member.

7.2.4 Notification. No Member shall be a delegate or an alternate delegate unless his elected office or appointed status is either noted in the organization's annual report as delivered to the Executive Director prior to the first Convention session or, in the case of a necessary change, is noted in writing over the signature of the president and delivered to the Executive Director prior to the first Convention session.

7.2.5 Limitations on Eligibility.

7.2.5.1 Unpaid Amounts. No Alpha, Alpha Alumni Corporation, or Regional Alumni Association shall be entitled to an accredited delegate and no Member shall be an accredited delegate if that organization or that Member is delinquent in the payment of \$100 or more to the Fraternity or any related organization prior to the first Convention session. For purposes of this section 7.2.5.1, any amounts owed by an Alpha for any year with respect to annual dues, Alpha Building Fund contributions, liability insurance premiums, initiation fees, Convention fees, any other fees or any purchases of goods or services shall be taken into account.

7.2.5.2 Alpha Annual Reports. No Alpha shall be entitled to an accredited delegate if that Alpha has not filed with the Executive Director prior to the first Convention session as annual report of its activities in the form and manner designated by the Executive Council.

7.2.5.3 Alpha Alumni Corporations. No Alpha Alumni Corporation shall be entitled to an accredited delegate if -

- a. it has not complied with the requirements of section 4.4.2 regarding meetings, elections, and annual reports,
- b. if it is not recognized by the Executive Council as the Alpha Alumni Corporation for that Alpha, or
- c. it is found by the Executive Council not to be fulfilling its obligations under section 4.

7.2.5.4 Regional Alumni Associations. No Regional Alumni Association shall be entitled to an accredited delegate if it has not complied with section 6.5.1.

7.2.6 Report to Credentials Committee. The Executive Director shall provide to the Convention Credentials Committee a report that lists all the organizations seeking accreditation of delegates and alternate delegates along with names of such delegates and alternate delegates, and the Executive Director shall note on that report any Members and organizations that have failed to comply with the rules in this section 7.2 at the time of such report.

7.3 Convention Funding.

7.3.1 Revenue Sources. The Executive Council shall plan for Convention expenses in its annual budget process. Convention expenses are to be paid by a combination of annual Convention fees imposed on Alphas, Alpha Alumni Corporations, Regional Alumni Associations, and non-delegate attendees (as such fees are fixed from time to time by the Executive Council) plus

contributions from the host Alpha and host Alpha Alumni Corporation plus social event fees from other attendees plus any other resources that can be obtained.

7.3.2 Expenditures. Expenditures of Convention revenues may be made by the Executive Director for travel/housing/meal/event expenses of three active Members from each Alpha and for Fraternity staff, for purchase of support services and of printed materials for Convention activities, for meal and social events for which fees have been collected from other attendees and for any other expenses directly related to the Convention.

7.3.3 Limitations. No expenditures of Convention revenues shall be made for expenses of individual alumni, for Alpha Alumni Corporations, or for Regional Alumni Associations unless such expenses are covered by section 7.3.2.

Section 8 **Executive Council**

8.1 General Authority.

8.1.1 Authority. The Executive Council shall have the authority set forth in the Constitution and shall be authorized to bind the Fraternity legally.

8.1.2 Board of Directors. For purposes of the Act, the Executive Council shall be deemed to be the Board of Directors of the Fraternity, and each Member of the Executive Council shall be deemed a Director.

8.1.3 Actions of Convention. The Executive Council shall be bound by an action of the Convention that conforms with the Constitution.

8.2 Members.

8.2.1 Composition. The Members of the Executive Council shall be those men set forth in Article VIII of the Constitution and elected under the rules in that Article.

8.2.2 Term of Office.

8.2.2.1 - Terms of alumni Executive Council Members shall begin at the close of the Convention at which they are elected and shall end at the close of the third Convention held after the commencement of their term.

8.2.2.2 - Terms of Undergraduate Representatives on the Executive Council shall begin at the close of the Convention at which they are elected and shall end at the close of the second Convention held after the commencement of their term.

8.2.3 Chairman and Vice-Chairman.

8.2.3.1 - Annually, at the meeting immediately prior to the Convention, the Executive Council shall, by majority vote, elect a Chairman and a Vice-Chairman from among its elected alumni Members.

8.2.3.2 - The Chairman and Vice-Chairman shall serve for a term of one (1) year beginning at the end of the Convention. The Chairman and Vice-Chairman shall be eligible for re-election.

8.2.3.3 - At any meeting, the Executive Council may, by majority vote, remove the Chairman, Vice-Chairman, or both from office and elect a successor.

8.3 Meetings.

8.3.1 In General. The Executive Council shall hold at least one meeting at the time of the Convention and not less than two other meetings during the year.

8.3.2 Quorum. The presence of a majority of the Members of the Executive Council, (including a past President only if he be present) shall be required at any meeting of the Executive Council to constitute a quorum.

8.3.3 Voting.

8.3.3.1 - A Member must be present at an Executive Council meeting in order to vote.

8.3.3.2 - Proxy voting or written ballots delivered *in absentia* by Members of the Executive Council shall not be allowed.

8.3.3.3 - Where any provision of the Constitution or these Bylaws requires a certain percentage vote of the entire Executive Council, the “entire Executive Council” shall mean the President, the Executive Director, the alumni Members, the Undergraduate Representatives and only those past Presidents who are present at the meeting or who vote pursuant to the Written Consent procedure below.

8.3.4 Location of Meetings. The meetings (other than the meeting at the Convention) shall be held at various locations throughout the country so as to promote general visibility of the Executive Council and to equalize the travel time required by the Council Members. It is preferred that meetings be held near Alphas, Colonies, or in conjunction with a Regional Alumni Association meetings.

8.3.5 Conference Calls. Any meeting may be held entirely by telephone conference call provided that all Members of the Executive Council participating in the telephone conference call may speak and be heard by all other Members participating. Any one or more Member or Members may participate in a meeting through a telephone conference call. Such Member or Members participating in a meeting through a telephone conference call be considered physically present for all purposes related to the establishment of a quorum and for all purposes related to voting.

8.3.6 Notice. If possible, announcement of meeting dates and locations shall be made to all Alphas, Alpha Alumni Corporations and Regional Alumni Associations at least forty-five (45) days in advance of the meeting.

8.3.7 Members Attendance at Meetings. Meetings of the Executive Council shall be open only to Members of the Fraternity or others invited for specific reasons. All Members of the Fraternity shall be eligible to attend meetings of the Executive Council except those that, by majority vote of the Executive Council, are declared to be "executive sessions" when only Executive Council Members and specific invitees shall be present.

8.3.8 Right to Speak. At Executive Council meetings, only Members of the Executive Council and staff may speak except when the Chairman recognizes any other person attending for the purpose of presenting a report, comments, or a question.

8.3.9 Cost of Meetings. The cost of travel, meals, hotel, etc. in conjunction with a meeting will not be reimbursed to alumni Members. Reasonable expenses will be reimbursed to staff Members, the Executive Director, and the Undergraduate Representatives.

8.4 Actions Without Meeting.

8.4.1 Written Consent. Mindful of the cost of travel to meetings and the cost of telephone conference calls, except as limited hereinafter, the Executive Council may take any action that it could take at a regular or special meeting by Written Consent, provided, however, that a majority of the members of the Executive Council shall consent to such Written Consent.

8.4.2 When Written Consent Required. The Executive Director must submit a Written Consent to all members of the Executive Council, including past presidents, when directed to do so by the Chairman or when directed to do so in writing by one-half (1/2) of the members of the Executive Council. Such written instruction to the Executive Director may be in the form of a facsimile, a letter, or an e-mail.

8.4.3 Written Consent Procedure.

8.4.3.1 - Any action of the Executive Council proposed to be undertaken by Written Consent shall be submitted by the Executive Director to the Members of the Executive Council by sending such Written Consent to all members of the Executive Council by way of facsimile, first class mail, or e-mail. Any such Written Consent must be faxed, mailed, or emailed to all members on the same day.

8.4.3.2 - Upon receipt of the Written Consent, each Member of the Executive Council shall then submit his "vote" in favor of or against such action proposed by the Written Consent by return facsimile, first class mail, or e-mail within five (5) days of such Written Consent's faxing, mailing, or e-mailing.

8.4.3.3 - Any member of the Executive Council who does not return the Written Consent shall be deemed to have voted against the action proposed by such Written Consent, except that the vote of a past president who does not return the Written Consent shall not be counted for or against the act proposed by the Written Consent.

8.4.4 Effect of Written Consent. Any act proposed by Written Consent and to which a majority of the members of the Executive Council affirmatively consent in accordance with this section, shall become the act and deed of the Executive Council. Any act proposed by Written Consent

but to which a majority of the members of the Executive Council have not affirmatively consented in accordance with this section within five (5) days of such Written Consent's faxing, mailing, or e-mailing, shall be deemed null and void.

8.4.5 Limitations. Notwithstanding anything to the contrary, the Executive Council may not act by Written Consent or without holding a regular or special meeting or without holding a telephone conference to create a Colony, recommend a charter for an Alpha, declare an Alpha dormant, expel an Active or Alumnus Member, dismiss an Executive Director, or decrease the salary of an Executive Director.

8.5 Responsibilities of the Executive Council.

8.5.1 Writing Required. Each official act of the Executive Council shall be declared in writing signed by its Members or by minutes signed by its Chairman and the Executive Director.

8.5.2 Duties. The Executive Council shall -

review the minutes of each Convention to determine the specific directions of the Convention, and it shall supervise the implementation of same;

prior to each Convention, appoint a Member of the Fraternity to serve as Chairman of the Convention;

be responsible for all matters related to the engagement of the Executive Director and hiring of staff employees, specifically, determination of a salary budget, job descriptions and responsibilities, staff priorities, reimbursement of expenses, etc.

require as a prerequisite for any individual to be duly initiated the filing of request for approval to duly initiate new Members, which approval it shall delegate to the Executive Director subject to review.

receive, review, and vote on requests for the Initiation of alumni initiates prior to their Initiation.

approve an annual budget to be submitted jointly by the Executive Director and the Finance Committee.

see to it that appropriate mailings are distributed to the "Official Family" as described in these Bylaws.

shall see to the extension of the Fraternity by the establishment of Colonies as described in these Bylaws, and shall direct the Executive Director in all matters relating to the extension of the Fraternity.

act as required by these Bylaws in the expulsion of Members.

see to it that all historical materials are preserved in accordance with applicable laws and in the best interests of the Fraternity.

assist the Alphas, Alpha Alumni Corporations, and Regional Alumni Associations in the management of their affairs in whatever ways possible.

preserve and perpetuate the traditions of the Fraternity.

preserve and perpetuate those local traditions extant at the various Alphas that are appropriate for preservation and perpetuation.

insure that the *Traditions Manual* is protected from public scrutiny and that its distribution to and use by the Alphas is in conformity with the Constitution and these Bylaws.

receive an annual report from The Chi Psi Educational Trust. and

have control of the finances of the Fraternity and shall, from time to time, delegate such authority as it deems appropriate to the Executive Director.

8.6 Responsibilities of Council Members.

8.6.1 Attendance. Any elected Member of the Executive Council who fails to attend in person two consecutive regular meetings of the Executive Council shall, unless otherwise determined by the Executive Committee of the Executive Council, automatically cease to be a Member of the Executive Council and his seat shall become vacant.

8.6.2 Chairman. The Chairman of the Executive Council shall –

chair all meetings of the Executive Council,

attest to the minutes of Executive Council meetings,

communicate with the Executive Director between meetings of the Executive Council regarding implementation of the directions of the Convention, work to be done by the Executive Council Committees, Meeting and Convention Agendas, location, plans, etc., staff travel and staff priorities, and such other matters regarding the day-to-day affairs of the Fraternity as the Chairman deems advisable,

delegate any of his responsibilities as Chairman to the other Executive Council Members subject to his review, and

serve as Chairman of the Executive Committee.

8.6.3 Vice-Chairman. The Vice-Chairman shall assist the Chairman as requested and shall serve as Chairman whenever the elected Chairman is unable to serve.

8.6.4 Alumni Reimbursement. In general, alumni Members of the Executive Council shall receive no reimbursement for expenses incurred as Members of the Executive Council. Reimbursement for specific expenses may be authorized by a majority vote of the Executive Council.

8.6.5 Alpha Communications. In addition to their duties as full Members, Undergraduate Representatives shall be responsible for communicating the work of the Executive Council to the Alphas and bringing the concerns of the Alphas to the Council.

8.6.6 Contact Information. Each Member of the Executive Council shall provide the Executive Director with such member's telephone number, facsimile number, mailing address, and e-mail address and shall promptly notify the Executive Director of any change in such information.

8.7 Executive Committee. There shall be an Executive Committee composed of the Chairman, the Vice-Chairman, the President, the Executive Director, and an Undergraduate Representative appointed by the Chairman. The Executive Committee shall have authority to act on behalf of the Executive Council between meetings of the Executive Council, with the full power of the Executive Council. The actions taken by the Executive Committee shall be reported to the Executive Council at every meeting and the Executive Council must ratify each and every act of the Executive Committee. Notwithstanding anything to the contrary, the Executive Committee may not act on behalf of the Executive Council to create a Colony, recommend a charter for an Alpha, declare an Alpha dormant, expel an Active or Alumnus Member, dismiss an Executive Director, or decrease the salary of an Executive Director.

8.8 Other Committees. The Executive Council shall have such other committees as it determines from time to time. Each such other committee:

- a. shall consist of those Members designated by these Bylaws or by the Chairman;
- b. shall be chaired by that Member appointed by the Chairman;
- c. shall be responsible for preparation of a report to each Executive Council meeting;
- d. shall maintain a continual review of those matters under its jurisdiction or those referred to it;
- e. shall receive reports from the Executive Director; and
- f. shall recommend actions to the Executive Council as appropriate.

8.9 Executive Council Advisory Board. There shall be an Advisory Board composed of alumni who are interested in eventually serving on the Executive Council. Members of the Executive Council Advisory Board may serve on committees of the Executive Council.

8.9.1 Composition. The Executive Council Advisory Board shall consist of an unlimited number of Members elected by the Executive Council to serve indefinite terms.

8.9.2 Meeting Attendance. Members of the Executive Council Advisory Board shall not be required to attend meetings of the Executive Council.

8.9.3 Duties. Each Member of the Executive Council Advisory Board shall be appointed to serve on an Executive Council committee by the Chairman.

Section 9 Officers

9.1 In General. All officers of the Fraternity shall be Members of the Fraternity.

9.2 President. The President of the Fraternity shall serve as the foremost elected officer of the Fraternity. He shall preside in an honorary capacity at all ceremonies of the Fraternity. He shall also appear publicly on behalf of the Executive Council and the Fraternity.

9.3 Executive Director.

9.3.1 In General. The Executive Director shall be the general Secretary of the Fraternity and the primary custodian of the general funds of the Fraternity. He shall give bonds and be required to furnish reports to the Executive Council and Convention on the condition of his office.

9.3.2 Term. The Executive Director shall have the term of office, and be subject to removal, as set forth in the employment agreement between the Executive Director and the Executive Council.

9.3.3 Duties. The Executive Director shall be the chief administrative officer of the Fraternity and shall be responsible for:

- a. coordination of all office staff;
- b. all work requested by the Convention or Executive Council;
- c. maintaining communications with all Chi Psis;
- d. all financial matters and preparation of a budget and statements for review by the Finance Committee;
- e. all Convention arrangements;
- f. keeping minutes of all meetings of the Executive Council, written records of all actions of the Executive Council, and being the official correspondent of the Executive Council; and
- g. such other matters as might be assigned to him from time-to-time by the Chairman, the Executive Committee, or the Executive Council.

9.3.4 Initiation Requests. The Executive Director shall recommend to the Executive Council, for its consideration, requests for initiation, which approval shall be required for any Member to be duly initiated.

9.3.5 Communications. The Executive Director shall communicate with the Chairman of the Executive Council regarding all areas of his responsibility to the Fraternity.

9.3.6 Consideration by Executive Council. The Executive Director shall receive and put into proper order any requests for consideration of issues by the Executive Council.

9.3.7 Minutes. The Executive Director shall prepare the minutes of all meetings of the Executive Council.

9.3.8 Database. The Executive Director shall be responsible for maintaining a database providing information on all active and alumni Members. This database shall be a system maintained to provide for current addresses of alumni Members for use by the Alphas as well as for mailings by direction of the Executive Council. The system shall provide for selection of alumni Members by Alpha and zip code, and shall include information on dues, contributions and other gifts for the benefit of Chi Psi. The Membership address list and other related information is the property of the Chi Psi Fraternity and may be used only as directed by the Executive Council.

9.3.9 Official Family. In addition to the previously described database, there shall be maintained a separate listing of Members of the Fraternity to be known as the Official Family of Chi Psi. These individuals shall receive notice of the death of individuals currently or previously on the Official Family listing, and such other mailings as the Executive Director or Executive Council might direct. The listing shall include the Executive Council Members, the Trustees of The Chi Psi Educational Trust, certain officers of each Alpha, each Alpha Alumni Corporation, and each Regional Alumni Association, and others whom the Executive Director might wish to include. An annual directory of the Official Family shall be prepared and mailed to all who are included on the listing.

9.4 Other Officers. The Executive Council shall have the authority to establish and fill such other offices as the Executive Council deems advisable. All such other officers shall serve at the pleasure of the Executive Council.

9.5 Compensation of Officers. Salaried officers may be appointed by the Executive Council or by the Executive Director with the approval of the Executive Council. The compensation for all salaried officers shall be recommended by the Finance Committee for approval by the Executive Council. Non-salaried officers shall not receive reimbursement for expenses incurred in fulfillment of their office except as the Executive Council may specifically authorize.

Section 10 Central Office

10.1 In General. The Fraternity shall have a Central Office that shall serve as the business and fraternal headquarters.

10.2 Location. The location of the Central Office for the Fraternity shall be determined by the Executive Council.

10.3 Staff. The Executive Director, in consultation with the Executive Council, shall have the discretion to create the staff positions necessary for the operation of the Fraternity.

Section 11 Finance

11.1 Dues. The Executive Council shall establish a schedule of dues and fees to be collected from active and alumni Members that provides income sufficient to finance the operations of the Fraternity.

11.2 Alpha Building Fund.

11.2.1 In General. The Fraternity shall establish and has established an Alpha Building Fund (“ABF”).

11.2.2 Purpose. The purpose of the ABF shall be to ensure that the Alphas have a reserve fund to use to purchase or to maintain a Lodge.

11.2.3 Contributions. To fund the ABF, the Executive Council may require Alphas to make contributions to the ABF in an amount and at a frequency to be determined by the Executive Council from time to time.

11.2.4 Accounting. The ABF shall be held as a separate and collective investment fund of the Fraternity, but each Alpha shall have its own separate account. The contributions of each Alpha shall be placed into the Alpha’s separate account. The funds contained with the Alphas’ separate accounts are assets of the individual Alphas. The Executive Council shall have the authority to disburse such amounts as might be required for expenses that are incurred for the purposes of the ABF.

11.2.5 Dormancy. Upon dormancy of any Alpha, the portion of the ABF belonging to the dormant Alpha shall be treated as any other asset of the dormant Alpha.

11.2.6 Management. The Fraternity shall ensure the proper management of the ABF and may contract with third parties to do so.

11.3 Disbursements. The Executive Council shall have the authority to disburse such amounts as might be required for expenses which it deems to be appropriate in support of the Fraternity.

11.4 Investment. The Executive Council shall have the authority to hold and invest the assets of the Fraternity, to borrow money in the name of the Fraternity, and to otherwise pledge its assets where such might benefit the general Fraternity.

11.5 National Fund Raising. All fund raising efforts are to be directed and coordinated by the Executive Council.

11.6 Alpha Fund Raising. Fund raising efforts by an Alpha or an Alpha Alumni Corporation are to be directed only to actives of that Alpha or alumni Members of the same Alpha.

11.7 Regional Alumni Association Fund Raising. Regional Alumni Associations may solicit dues or other contributions from alumni within their geographical area.

Section 12 Trademarks

12.1 Trademark General Rule. The design or representation of the name CHI PSI, the Greek Letters XΨ, the Seal, the Emblem, the Badge, the Crest, the Pledge Button or any other trademark of Chi Psi Fraternity shall not be created, manufactured, used or offered for sale by any person, company or entity except as authorized in writing by the Executive Director or his designee.

12.2 Approval Process.

12.2.1 Fraternity Insignia. As used in this subsection, the defined term “Fraternity’s Insignia” shall mean the name CHI PSI, the Greek Letters XΨ, the Seal, the Emblem, the Badge, the Crest, the Pledge Button or any other trademark of Chi Psi Fraternity.

12.2.2 Use. As used in this subsection, when applied to the Fraternity’s Insignia, the word “use” shall mean commercial reproduction for profit, reproduction not for profit, or any other use of the Fraternity’s Insignia.

12.2.3 Executive Director. Only the Executive Director may authorize the use of the Fraternity’s Insignia.

12.2.4 Restrictions. The Executive Director shall not approve the use of the Fraternity’s Insignia in any manner, text or art design that casts the Fraternity in a negative light or that is otherwise contrary to the ideals of the Fraternity, specifically including, but not limited to, any use deemed to glorify or encourage the use of alcohol or illegal substances, or the use of any materials considered to be sexist or demeaning or insulting to women, minorities, or other persons.

12.2.5 Authorized Vendors. Anyone wishing to acquire merchandise bearing any of the Fraternity’s Insignia shall obtain those items only from vendors that are authorized by the Executive Council to produce or market official Chi Psi Fraternity merchandise.

12.2.6 Alpha Merchandise. Active Alphas may utilize previously unlicensed commercial firms to produce material utilizing the Fraternity’s Insignia for their own Alpha’s needs from time to time so long as such material is approved in advance and in a manner as indicated by the Executive Director. Approval shall require a submission of any text or art design along with a product description and the name of the proposed marketing entity, allowing the Executive Director to monitor the use of the Fraternity’s Insignia and the quality of such goods used in association with the Fraternity’s Insignia.

12.2.7 Traditions Manual. All reproductions of the Chi Psi Badge, Crest or Seal must comply with Section 5.G of the *Traditions Manual*.

Section 13 Related Organizations

13.1 Philip Spencer Memorial Trust. The Philip Spencer Memorial Trust (“PSMT”) was established by John Wendell Anderson, E 1890, for the benefit of the Fraternity. The members of the Executive Council served as trustees of the PSMT. The PSMT was dissolved in 2008, its purposes having been achieved.

13.2 The Chi Psi Educational Trust, Inc. The Chi Psi Educational Trust (“Old Trust”) was formally established in 1926 to serve as an endowment for the Fraternity and to provide educational assistance to Brothers. The Chi Psi Educational Trust, Inc. (“Educational Trust” or “Trust”), an Illinois not-for-profit corporation, was established in 2001. In April 2008, the assets of the Old Trust were transferred to the Educational Trust and the Old Trust was dissolved. The mission of the Trust is to provide educational programming, merit based financial assistance, and other programs permitted to be provided by an organization exempt from taxation under applicable law to the Members of Chi Psi Fraternity.

13.3 Spencer Properties, LLC. Spencer Properties, LLC, is a Tennessee limited liability company that was established by the Fraternity in 2007 to assist the Fraternity and its Alphas in the acquisition and maintenance of Lodges.

Section 14 Publications

14.1 The Purple and Gold. *The Purple and Gold*, the educational journal published by The Chi Psi Educational Trust, shall be used as is practical and possible to disseminate information on the general Fraternity and activities at the Alphas, to all alumni. The magazine shall be mailed to all Chi Psis without discrimination on the basis of dues support or other activity. In the event that The Chi Psi Educational Trust ceased to publish *The Purple and Gold*, the Fraternity shall be responsible for seeking a publisher and shall undertake the publishing of the magazine itself if financially possible.

14.2 Traditions Manual. The Executive Council shall publish the *Traditions Manual* and provide every Alpha with at least two (2) copies of the *Traditions Manual*, which copies shall be in the custody of the President of the Alpha, and which copies shall be properly preserved and protected from public scrutiny. The Executive Director shall see to it that copies of the *Traditions Manual* are kept in stock at the Central Office for such use or distribution as the Executive Director or Executive Council might consider appropriate. Changes in the *Traditions Manual* may be made by the Convention as provided in the Constitution. Any changes in the *Traditions Manual* shall be provided to all Alphas promptly. The *Traditions Manual* shall at all times be protected from public scrutiny in order to preserve the traditional secrecy of the initiation ceremony and the various historical traditions of Chi Psi.

14.3 Risk Management Manual. The Executive Council shall maintain a risk management manual. This manual shall set forth the Fraternity’s risk management policies that shall be implemented and followed by each Alpha, each Alpha Alumni Corporation, and all other organizations of the Fraternity.

14.4 Alpha Corporation Handbook. The Executive Council shall publish an Alpha Corporation Handbook. This publication shall set forth the Fraternity’s recommendations for the establishment, governance, and operation of Alpha Alumni Corporations.

14.5 Lodge Officers Handbook. The Executive Council shall publish a Lodge Officers Handbook. This publication shall set forth the Fraternity’s recommendations and techniques for the governance and operation of each Alpha.

14.6 Recruitment Handbook. The Executive Council shall publish a recruitment handbook. This handbook shall set forth the Fraternity's recommendations and techniques for the recruitment of new Members.

14.7 Alumni Directory. Periodically, the Executive Council shall publish a directory all alumni Members of Chi Psi Fraternity. The Executive Council shall make this directory available to all alumni Members.

14.8 Fraternity Extension Manual. The Executive Council shall publish an Extension Procedures Manual. Such manual shall set forth in detail all aspects of fraternity extension and shall establish procedures for establishing new Alphas in conformity with the Constitution and these Bylaws.

14.9 Other Publications. The Executive Council shall also seek to have published other periodicals, historical books, or other publications at such time and frequency as it considers appropriate.

Section 15

Awards

15.1 In General. In keeping with the traditions of the Fraternity and to recognize achievement in various areas, the awards set forth in this section are authorized for presentation.

15.2 Thayer Trophy. This award is named in honor of Philip H. Thayer of Alpha Beta Delta, class of 1910. This trophy is awarded annually to an Alpha for overall excellence. Alphas shall be judged on the basis of their excellence in the areas of scholarship, financial operations, campus and community leadership, and alumni communication. Each Alpha shall be rated by the Executive Director with a numerical score given for each of these areas which scores shall be added for a total numerical score. The President and Treasurer of the Alphas receiving the highest numerical score shall be interviewed by a committee of three composed of the President, the Chairman of the Executive Council, and the Chairman of The Chi Psi Educational Trust. This committee will select the recipient of the award. The Chairman of the Executive Council normally presents the award at the Convention Banquet.

15.3 The Founders Trophy. This trophy shall be awarded annually to that Alpha which shows from one year to the next the greatest improvement in all areas of management and operations. The recipient shall be selected by a committee of three including the Vice Chairman of the Executive Council, the Vice Chairman of The Chi Psi Educational Trust, and the Executive Director. The Executive Director normally presents the award at the Convention Banquet.

15.4 The Goodbody Trophy. This trophy is named in honor of John L. Goodbody of Alpha Theta, class of 1908. This trophy is awarded to that Alpha whose scholastic excellence and use of the educational programs offered by The Chi Psi Educational Trust exceeds the level of all other Alphas. The winning Alpha shall be selected by the Chairman of the Educational Trust, the Executive Director, and the Chairman of the Executive Council. The Chairman of the Educational Trust normally presents the award at the Convention Banquet.

15.5 The Stanley J. Birge Award. This award is named in honor of Stanley J. Birge of Alpha Chi, class of 1908. This award is presented to that upperclass undergraduate Member of Chi Psi who displays exceptional loyalty and leadership in Fraternity affairs and whose contribution to Chi Psi has strengthened the Brotherhood of our Fraternity. Explanatory nominations are submitted in writing to

the Executive Director. The recipient shall be selected by a committee consisting of the Executive Director, the Chairman of the Executive Council, the Present, and Past Presidents of Chi Psi. The President normally presents the award at the Convention Banquet.

15.6 H. Seger Slifer Award. This award is named in honor of H. Seger Slifer of Alpha Epsilon, class of 1912. This award is presented at each Alpha to a Member of the senior class who has performed outstanding service to his Alpha and exemplified the ideals of the Fraternity. The winner is to be selected by the Members of the Alpha.

15.7 Distinguished Service Award. This award was established at the Ninety-Eighth (98th) Convention. This award is presented to alumni Members who have rendered conspicuously distinguished service to Chi Psi on either the Alpha or the National level. A citation setting forth the character of the service rendered accompanies the award. Selection is made by a committee composed of three previous recipients of the award, which committee shall be self-perpetuating and shall have sole discretion in the matter of selection of additional men to receive the award.

15.8 Albert S. Bard Award. This award is named in honor of Albert S. Bard of Alpha Chi, class of 1888). This award was established at the 121st Convention and is presented by the Fraternity to acknowledge the achievements of those Members who improve the lot of mankind through their intellectual or cultural endeavors. Selection is made by a committee composed of the President of the Fraternity and two Members appointed by the Executive Council.

15.9 Chi Psi Recognition Award. This award is presented to alumni Members of Chi Psi in recognition of continued loyalty and service to the Alpha and the Fraternity. Each Alpha, Alpha Alumni Corporation, and Regional Alumni Association may nominate one Member each year for the award. The Executive Council and Executive Director may make other nominations as appropriate. The Executive Committee of the Executive Council, by majority vote, approves those nominations it chooses to approve. A report listing recipients is submitted annually to the National Convention.

15.10 The Hiram L. Kennicott Literary Awards. These awards are named in honor of Hiram L. Kennicott of Alpha Epsilon Delta, class of 1913. These awards are presented annually to Alphas that have maintained excellent communications with their alumni directly and through *The Purple and Gold*. Selection is made by the Editor of *The Purple and Gold*, the Executive Director, and the Chairman of the Executive Council.

15.11 Outstanding Treasurer Awards. These awards are presented annually to Treasurers who have displayed good organization and skill in managing the financial affairs of their Alpha, and who have kept the Central Office and Alumni aware of the Alpha's financial position by promptly filing financial statements and a budget. Selection is made by the Alpha Visitor.

15.12 Financial Honor Roll. These citations are annually presented to Alphas that have maintained good financial records, that have kept accounts receivable at a minimum, that have maintained a budget surplus for the year, and that have displayed fiscal responsibility in all areas of management. Selection is made by the Executive Director.

Section 16 Indemnification

16.1 Indemnification. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed legal action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a member of the board of trustees, officer, employee, or agent of the Corporation, or is or was serving another organization or entity at the request of the Corporation.

16.2 Full Indemnification. The indemnification provided by this section shall be to the fullest extent, and shall be determined in such manner, as now or hereafter permitted by law.

16.3 Continuing Indemnification. The indemnification shall continue to a person who has ceased to be a member of the board of trustees, officer, employee, or agent and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such person.

16.4 Reliance upon Counsel. Neither the Corporation, its board of trustees, officers, nor any person acting on its behalf shall be liable to anyone for any determination concerning the existence or absence of conduct that would provide a basis for making or refusing to make any payment hereunder or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

16.5 Misconduct. Notwithstanding any provision of this section, however, no person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence.

Section 17 Publication, Adoption, and Amendment

17.1 Publication. These Bylaws shall be printed with the Constitution and circulated to the Official Family of Chi Psi Fraternity and other Members.

17.2 Adoption. These Bylaws shall become effective immediately upon adoption by a two-thirds (2/3) vote of the Executive Council.

17.3 Amendment. These Bylaws may be amended by a two-thirds (2/3) vote of the Executive Council.

17.4 Numbering, Formatting, Spelling, Etc. Whenever these Bylaws are amended, the Governance Committee of the Executive Council, or in its absence, the designee of the Chairman of the Executive Council, is authorized to revise these Bylaws for consistency and accuracy in numbering, captioning, formatting, and spelling, provided, however, that no such revisions make substantive changes to the actual Bylaws.