

**BY-LAWS OF
ZETA LAMBDA ALUMNI CORPORATION OF
THETA CHI FRATERNITY, INC.**

**ADOPTED:
REVISED:**

**ARTICLE I
Vision, Mission Statement and Principles**

SECTION 1.1: *Vision of the Zeta Lambda Alumni Corporation (The “ZLAC”)*

The Alumni Corporation of the Zeta Lambda Chapter of Theta Chi Fraternity (hereinafter “ZLAC”) shall have for its objectives the following: the mutual benefit and assistance of its members; the forging of strong relationships amongst our fraternal brothers; the assisting of needy but deserving young men to obtain a higher education; the fostering of high scholastic achievements among its members; the extending of true charity to those who need such support; the promoting of good citizenship; the training and the development of civic leaders; and by all means within its power, the inculcation and the extension throughout the land of the highest ideals of honor, charity, tolerance and true patriotism.

SECTION 1.2: *Mission Statement*

(a) To develop and provide financial, charitable, and social resources that promote the academic, leadership, and service ideals of the Zeta Lambda Chapter of Theta Chi Fraternity, Incorporated, at Westminster College; and,

(b) To buy, sell, receive, exchange, lease, rent, grant, improve, develop, repair, manage, maintain, mortgage, and otherwise dispose of and deal with real and personal property of every kind and character and to hold the same and apply the proceeds of the same toward such objects; and,

(c) To do any and all things contemplated by an organization exempt from federal income taxes under Section 501(c)7 of the Internal Revenue Code of 1986 as in effect or herein amended, including all pertinent regulations, revenue rulings, and revenue procedures called for; and,

(d) To advance the educational interests of its members, for the promotion of social virtues among them and the creation and maintenance of a high standard of life and happiness for its members by uniting them in closer bonds of friendship and brotherly union, and the perpetuation of itself as a fraternal organization.

SECTION 1.3: *Principles of ZLAC*

ZLAC shall strive to promote communication among alumni members of Zeta Lambda Chapter of Theta Chi Fraternity; provide financial assistance for sustainability of the Zeta Lambda undergraduate chapter; and enable the growth of the fraternal bond within the life long brotherhood of Theta Chi.

ARTICLE II
Organizational Structure

SECTION 2.1: *Authority*

The affairs of the ZLAC shall be under the general direction of an Executive Council that shall administer, manage, preserve and protect the property of the ZLAC.

SECTION 2.2: *Qualifications*

Membership in the ZLAC and Executive Council shall be limited to the incorporators, to alumnus members of the Zeta Lambda Chapter of Theta Chi Fraternity, and to members approved by unanimous approval by the Executive Council. All Executive Council members must be in good standing, having no outstanding liabilities to either the undergraduate chapter or to ZLAC.

SECTION 2.3: *Classification*

There shall be two classes of members: general members and voting members. General membership shall be all initiates, undergraduates, incorporators and alumni alike, of Zeta Lambda Chapter of Theta Chi Fraternity. Voting membership shall be limited to members of the Executive Council of the ZLAC.

SECTION 2.4: *Number, Term and Election*

The Executive Council shall consist of a minimum of one voting member up to as many voting member as determined from time to time by the Executive Council.

SECTION 2.5: *Duration*

Voting membership shall cease upon the conclusion of a member's service on the Executive Council. The Executive Council shall have the authority, however, to grant lifetime voting membership to any member it declares an Executive Council member emeritus. The membership of any member of either classification who is expelled or resigns from Theta Chi Fraternity shall be terminated immediately upon said action.

SECTION 2.6: *Vacancies*

Vacancies occurring on the Executive Council by death, resignation, refusal to serve or otherwise shall be filled by the Executive Council and each member so appointed shall serve for the unexpired portion of the term of the member being replaced, and until the Officer's successor is duly elected and qualified and takes office.

SECTION 2.7: *Compensation*

No compensation shall be paid to any Executive Council Officer for services provided as an Officer but, at the discretion of the Executive Council, an Officer may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of ZLAC.

SECTION 2.8: *Meetings*

The Executive Council shall meet at such date and time as established by the Executive Council. The annual meeting of the Executive Council shall be held each April at Lake &

Grounds weekend. Special meetings shall be called by the Secretary upon the order of the President or at the written request of at least a majority of the Executive Council.

SECTION 2.9: *Sunshine Rule*

All meetings of the Executive Council shall be open to all members regardless of class. Only Officers or voting members, however, may make motions, debate issues, or cast votes. General members may ask questions of the Executive Council. A meeting may be closed to members only during a period when the Executive Council meets in executive session.

SECTION 2.10: *Quorum*

At all meetings of the Executive Council, the presence of fifty percent (50%) of the Executive Council in office and entitled to vote shall constitute a quorum. In addition to those Officers who are actually present at a meeting, Officers shall be deemed as present at such meeting if a telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the Executive Council entitled to vote at a meeting at which a quorum is present shall be the act of the Executive Council. A majority of the Officers present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Executive Council to another time and place. Notice of any such adjourned meeting shall be given to the Officers who are not present at the time of adjournment.

SECTION 2.11: *Voting*

Each Executive Council Officer entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Executive Council.

SECTION 2.12: *Notices*

Written notice of the date, time and place of each meeting of the Executive Council shall be sent to all Officers at least five (5) days in advance of the date thereof. For special meetings, the notice shall state the general nature of the business to be transacted. Such notice shall be sent at the direction of the Secretary or another designated Officer of the Executive Council and shall be delivered to each Officer, either personally or by mail, facsimile or email to each member's residence or place of business as listed on the records of ZLAC. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment.

SECTION 2.13: *Waiver of Notice*

Whenever any notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted.

SECTION 2.14: *Standard of Care and Fiduciary Duty*

Each Executive Officer shall stand in a fiduciary relation to ZLAC and shall perform the duties as an Officer, including the duties as a member of any committee of the Executive Council upon which the Officer may serve, in good faith, in a manner the Officer reasonably believes to be in the best interests of ZLAC, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as an Officer or any failure to take any action shall be presumed to be in the best interests of the ZLAC. In performing such duties, each Officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more Officers of ZLAC whom the Executive reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other persons as to matters which the Officer reasonably believes to be within the professional or expert competence of such persons; and
- (c) A committee of the Executive Council of the ZLAC upon which the Officer does not serve, as to matters within its designated authority, which committee the Executive Council reasonably believes to merit confidence.

An Officer shall not be considered to be acting in good faith if the Officer has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

SECTION 2.15: *Factors That May Be Considered by Executive Council*

In discharging the duties of their respective positions, the Executive Council, committees of the Executive Council and individual Officers may, in considering the best interests of the ZLAC, consider to the extent they deem appropriate:

- (a) The effects of any action upon any or all groups affected by such action, including employees, suppliers, customers and creditors of the ZLAC, and upon communities in which offices or other establishments of ZLAC are located;
- (b) The short-term and long-term interests of the ZLAC, including benefits that may accrue to ZLAC from its long-term plans and the possibility that these interests may be best served by the continued independence of the ZLAC;
- (c) The resources, intent and conduct (past, stated and potential) of any person seeking to acquire control of the ZLAC; and
- (d) All other pertinent factors.

The consideration of these factors shall not constitute a violation of Section 2.11 hereof.

SECTION 2.16: *Rules and Regulations*

The Executive Council may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the ZLAC and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Officers present and entitled to vote at a meeting of the Officers where a quorum is present.

SECTION 2.17: *Removal*

An Officer may be removed from the Executive Council at any time with or without cause by majority vote of the Executive Council.

SECTION 2.18: *Consents*

Any action which may be taken at a meeting of the Officers may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Officers entitled to vote and shall be filed with the Secretary of the ZLAC.

ARTICLE III
Officers

SECTION 3.1: *Enumeration*

The officers of ZLAC shall consist of a President, Vice President, Secretary and Treasurer and such other officers and assistant officers as the Executive Council, from time to time, designate. One person may hold more than one office, including the offices of President and Secretary.

SECTION 3.2: *Term of Office*

Each Officer shall serve for a term of two (2) years and until each Officer's successor is duly elected and takes office.

SECTION 3.3: *Nomination and Election of Officers*

(a) Nominations of an alumnus member for election to the Executive Council may be made by the Executive Council or any Alumnus member of the Zeta Lambda Chapter of Theta Chi Fraternity;

(b) All nominations shall be submitted to the Executive Council no later than ninety (90) days preceding the date chosen for elections. Each nominee shall be notified by the President, and his consent obtained within thirty (30) days of notification;

(c) In voting for members of the Executive Council at the pre-determined date chosen for elections, each recognized Executive Council Officer shall cast their ballot for four (4) nominees (one for each Executive Council position) for terms congruent to the desires of each nominee. Majority vote captures the position.

SECTION 3.4: *Vacancies*

Any vacancy may be filled by the Officers entitled to vote by a majority vote of the Officers.

SECTION 3.5: *President*

The President shall preside at all meetings of the ZLAC. The President shall see that all orders and resolutions of the Executive Council be carried out, subject however to the right of the Officers to delegate any specific powers, except such as may be by statute exclusively conferred on the President to any other officer or officers of the ZLAC. The President shall have the power and duties of supervision and management usually vested in the Office of President.

SECTION 3.6: *Vice President*

The Vice President shall have such duties as assigned by the President or as specified by the Executive Council. In the absence of the President, the Vice President shall have all the powers and responsibilities of the President. The Vice President shall oversee and manage the duties of the committee chairs, ensuring that all goals established by the Executive Council are met. The Vice President shall assist the Treasurer on the establishment and execution of a financial development plan.

SECTION 3.7: *Secretary*

The Secretary or his designee shall attend all sessions of the Executive Council and act as clerk thereof and record all the votes and the minutes of all of its transactions in a book to be kept for the purpose. The Secretary shall give, or cause to be given, notice of all meetings of the ZLAC, including the Executive Council, and shall perform such other duties as may be prescribed by the Executive Council or President.

SECTION 3.8: *Treasurer*

The Treasurer shall have custody of the ZLAC funds and securities and shall keep full and accurate records of receipts and disbursements in books belonging to the ZLAC, and shall keep the moneys of the corporation in a separate account to the credit of the ZLAC. The Treasurer or his designee shall disburse the funds of the ZLAC as may be ordered by the Executive Council, taking proper vouchers for such disbursements, and shall render to the President and Officers, at the regular meetings of the Executive Council, or whenever they may require it, an account of all transactions as Treasurer and of the financial conditions of the ZLAC. Treasurer support for preparation of the financial reports may be provided by the Executive Council.

SECTION 3.9: *Other Officers*

Other Officer shall have such responsibilities and perform such duties as may be prescribed by the Executive Council from time to time. Each Assistant Officer shall carry out the responsibilities and duties of the Officer, which the Assistant Officer assists in the event such Officer is unable to perform such responsibilities or duties, except that no assistant officer shall become an Officer solely by virtue of being an assistant officer.

SECTION 3.10: *Bonds*

The Executive Council may, in its discretion, require the Treasurer and any other Officer to give bond in such amount and with such surety or sureties as may be satisfactory to the Executive Council for the faithful discharge of the duties of the office and for the restoration to the ZLAC, in case of the Officer's death, resignation, retirement or removal from office, of all

books, papers, vouchers, money and other property of whatever kind belonging to the ZLAC in the Officer's possession or under the Officer's control.

ARTICLE IV **Committees**

SECTION 4.1: *Committees*

The Executive may, from time to time, establish such standing and ad hoc committees, as the Council may deem advisable in the administration and conduct of the affairs of the ZLAC. Such committees of the Council shall meet as necessary to accomplish their goals. Except as otherwise provided in the Bylaws or in the resolution creating the applicable committee, committee chairpersons shall be appointed annually by the President and may be reappointed to a committee for an unlimited number of terms. With the exception of the Executive Council, if any, persons who are not Officers are eligible to serve as committee members. Any person authorized by these Bylaws to appoint the chairman and/or members of any committee may appoint himself as chairman and/or member. The chairman of each committee shall determine the date and place of all committee meetings. Each committee may adopt its own rules of procedure not inconsistent with these Bylaws.

SECTION 4.2: *Limitation on Power of Committees*

No such committee shall have any power or authority as to the following:

- (a) Amendment or repeal of any resolution of the Executive Council; and,
- (b) Action on matters committed by the Bylaws or a resolution of the Executive Council to another committee of the Executive Council.

SECTION 4.3: *Committee Structure*

(a) The President shall have the power to designate the chairman of each committee, who shall serve for an indefinite term; and,

(b) The Executive Council may from time to time, by resolution create, designate or abolish committees of the ZLAC, each of which shall have such purposes, and such powers, as may be set forth in the original resolution of the Executive Council creating the committee, or by any subsequent resolution of the committee made by the Executive Council, hence the following:

(1) Communication

- (a) To correspond with Theta Chi Fraternity, Inc. National Chapter and provide updates as needed; and,
- (b) To produce and maintain the quarterly newsletter of ZLAC;
- (c) To maintain and update the ZLAC website; and,
- (d) To create and produce communication materials to promote events sponsored by ZLAC.

(2) *Event*

- (a) To oversee the planning and execution of Homecoming and Lake & Ground activities;
- (b) To oversee the planning and execution of events that aim to bring together Zeta Lambda alumni members and undergraduate brothers.

(2) *House*

- (a) To maintain the property belonging to the ZLAC through coordinating efforts with the undergraduate chapter;
- (b) To ensure that problems relating to the property of the ZLAC are resolved in a timely and appropriate manner; and,
- (c) To receive requests for room alterations and any physical construction of the house or its property.

(4) *Undergrad Development*

- (a) To mediate and facilitate dialogue between undergraduate chapter members and ZLAC; and,
- (b) To assist undergraduate chapter in developing community relations; and,
- (c) To lend money to, to guarantee the obligations of and to otherwise assist its members or members and pledges of Zeta Lambda Chapter of The Theta Chi Fraternity, and to invest and reinvest its funds and to take and hold real and personal property as security for the payment of funds so loaned or invested, or as security for the obligations of others to it.

ARTICLE V

Personal Liability of Officers

SECTION 5.1: *Officers' Personal Liability*

An Officer of the Executive Council shall not be personally liable for monetary damages for any action taken, or any failure to take any action, provided however that this provision shall not eliminate or limit the liability of an Officer to the extent that such elimination or limitation of liability is expressly prohibited by 15 Pa.C.S. Ch. 57, Sub. Ch. D (relating to Officers, Directors and Members) as in effect at the time of the alleged action or failure to take action by such Officer.

SECTION 5.2: *Preservation of Rights*

Any repeal or modification of this Article by the ZLAC shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Officer or former Officer may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be an Officer of ZLAC and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VI
Restrictions Regarding the Operations of ZLAC; Administration of Funds

SECTION 6.1: *No Violation of Purposes*

In no event and under no circumstances shall the Executive Council make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause ZLAC to lose its status as an organization exempt from federal income taxation under Section 501(c)(7) of the Code.

SECTION 6.2: *Tax Records*

ZLAC shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them.

SECTION 6.3: *Contracts*

Except as otherwise provided in these By-Laws, the Executive Council may authorize any officer or officers, agent or officers, agent or agents, to enter into any contract or execute and deliver any Instrument in the name of the ZLAC, and such authority may be general or confined to a specific business.

SECTION 6.4: *Checks, Drafts, Etc.*

All checks, drafts or other orders for the payment of money and all notes, bonds or other evidence of indebtedness issued in the name of the Corporation shall be jointly signed in the name of the ZLAC by the Treasurer, Secretary and any other officer.

SECTION 6.5: *Deposits*

All funds of the ZLAC shall be deposited from time to time to the credit of the ZLAC in such bank or banks as the Executive Council may select.

SECTION 6.6: *Fiscal Year*

The fiscal year of the ZLAC shall begin on the first day of July of each and every year and shall end on the last day of June.

SECTION 6.7: *Accounting System and Reports*

The Executive Council shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system, including reports.

SECTION 6.8: *Not for Profit Operation*

The ZLAC shall at all times be operated on a not-for-profit basis. No distribution of the assets of the ZLAC shall be made to any member nor shall any part of the income of the corporation inure to the benefit of any member or other individual.

ARTICLE VII
Miscellaneous

SECTION 7.1: *Corporate Acts*

The acts of a majority of the officers of the Executive Council present in person at any regular or special meeting of ZLAC at which a quorum is present shall be the corporate acts of ZLAC and shall bind the whole corporate body, except as some mandatory provision of the statutes of the Commonwealth of Pennsylvania or the United States of America, or the Bylaws of the corporation otherwise provide.

SECTION 7.2: *Standards of Accounting and Financial Reporting*

The Executive Council shall cause to be implemented throughout the ZLAC "Standards of Accounting and Financial Reporting."

SECTION 7.3: *Corporation Records*

Upon termination of the service any Officer, all corporation records in their possession shall be surrendered to the duly constituted authorities of the Executive Council.

SECTION 7.4: *Severability*

The invalidity of any particular provision of these Bylaws shall not affect its other provisions, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision has been omitted.

SECTION 7.5: *Parliamentarian*

To assist ZLAC in the prompt, consistent and equitable interpretation of these Bylaws, the ZLAC may appoint one or more alumnus to serve as Parliamentarian.

SECTION 7.6: *Gifts*

The Executive Council may accept, on behalf of the ZLAC, any contribution, gift bequest, or devise for the general or special purpose of the corporation.

SECTION 7.7: *Seal*

The ZLAC shall not have a corporate seal.

SECTION 7.8: *Conflict of Laws*

These By-Laws shall be governed pursuant to the laws, statutes, and regulations of the Commonwealth of Pennsylvania.

ARTICLE VIII
By-Law Amendments

SECTION 8.1: *Authority*

These bylaws may be altered, amended or repealed by the affirmative vote of three-fourths of all members of the Executive Council then in office, provided that no amendment or

supplement to these Bylaws shall be adopted by the ZLAC if it is contrary to, or inconsistent with, any amendment or supplement previously adopted. Article II - Section 2.2, Article VI – Section 6.8, and Article IV, however, may not be altered, amended or repealed.

SECTION 8.2: *Notice*

The Executive Council of the ZLAC shall be given at least five (5) days, prior written notice of any Executive Council meeting at which proposed changes to the Bylaws of the Corporation are to be considered or acted upon. Such written notice shall identify the specific sections of the Bylaws that are under consideration and the proposed changes thereto.

ARTICLE IX
Dissolution

SECTION 9.1: *Dissolution of Chapter*

In the event that the charter of the Zeta Lambda Chapter of Theta Chi Fraternity is revoked for any reason, and the ZLAC is unable to maintain a viable operation with sufficient alumni involvement, all the property of the ZLAC, real and personal, belonging to the ZLAC shall pass to The Foundation Chapter of Theta Chi Fraternity, a not-for-profit corporation under the laws of the State of Indiana, in trust for the following uses:

- (a) The property may be held or sold at the sole discretion of the trustee; and,
- (b) The trustee shall, if sufficient funds are available, first pay any outstanding balance of the chapter and this corporation which remain unpaid at the time the assets are transferred to the trustee; and,
- (c) If the chapter is reinstated within a period of five (5) years from the commencement of this trust, the trust shall be terminated and the proceeds distributed to a non-profit corporation that shall be organized for the same purpose(s) as this corporation; and,
- (d) In the event that the Chapter is not reinstated within a term of five (5) years, then at the end of said term this trust shall terminate and the proceeds shall be distributed to the Foundation Chapter of Theta Chi Fraternity, Inc., a non-profit Indiana corporation.

SECTION 9.2: *Dissolution of Corporation*

In the event this corporation should be dissolved while the Zeta Lambda Chapter of Theta Chi Fraternity is still an active chapter, then all property, real and personal, belonging to this corporation shall, prior to dissolution, be conveyed to a new corporation organized for the same purpose(s) as this corporation. Upon failure to organize a new corporation organized for the same purpose(s) as this corporation, all property, real and personal, shall after thirty (30) days of notice to the officers of the dissolved corporation, by postal mail to their last known address according to the records of the International Headquarters, immediately revert to The Foundation Chapter, a not-for-profit corporation under the laws of the State of Indiana, who shall then hold the property for the benefit of the chapter until such time as a new corporation organized for the same purpose(s) as this corporation is created.