

# BY-LAWS OF THE DELTA CHI EDUCATIONAL FOUNDATION

As Amended and Approved by the Board of Directors

20 July 2015

With Amendments through 27 July 2023

## Article I—Members

### Section 1. Annual Meeting

The Annual meeting of the members shall be held as the Board of Directors may set, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. In years in which The Delta Chi Fraternity, Inc. is holding an International Convention, the Board of Directors shall make every reasonable effort to hold the Annual Meeting at the same location and during the same time period as said Convention. The Foundation will hold its annual meeting during the first weekend of August in non-convention years except as may otherwise be determined by the Board of Directors.

If the Board of Directors determines, by a two-thirds (2/3) vote, that extraordinary events prevent the holding of an in-person Annual Meeting, the Annual Meeting may be conducted via technology, with no in-person attendance, to include, but not limited to, audio and video, with provisions or secure electronic voting.

### Section 2. Special Meeting

Special meetings of the members, for any purpose or purposes, may be called by the President/Chairman or the Board of Directors.

### Section 3. Place of Meeting

The Board of Directors may designate any place, either within or without the State of Indiana as the place of meeting for any meeting of the members. If no designation is made, the place of meeting shall be the principal office of the corporation in the State of Indiana or such other suitable place in the county of such office.

### Section 4. Notice of Meeting

Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not fewer than fourteen (14) days nor more than ninety (90) days before the date of the meeting, either personally or by mail, by or at the direction of the President/Chairman, or the Secretary, or other officer or person calling the meeting, to each voting member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the Membership Role of the Secretary, with postage thereon paid.

Should circumstances require that the Annual Meeting be held via technology, in lieu of notice by mail, at least two notices of the meeting shall be provided electronically to all voting members with email addresses on file with the Foundation.

### Section 5. Qualifications of Members

The membership of this corporation shall consist of the following:

1. The Directors of this Corporation.
2. Any other person or entity having made a contribution to this Corporation.

### **Section 6. Voting**

Directors of this Corporation and those members who have lifetime contributions to the Foundation of \$1,890 or have contributed \$189 in the current or prior fiscal year shall be vested with voting rights. All persons who are members as of August 1, 2022, shall remain voting members of the corporation. Members vested with voting rights may vote in person, by mail or by proxy executed in writing. A majority vote of the eligible votes cast, whether by members present in person or by proxy or voting by mail, shall prevail.

### **Section 7. Quorum**

Five per cent (5%) of the members entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the members.

### **Section 8. Proxies**

The Foundation is authorized to solicit proxies from the members, said solicitation to be in the name of the Board of Directors, as a whole. At the meeting of the members, all proxies submitted in the name of the Board of Directors shall be distributed equally among the members of the Board of Directors present at said meeting, with any proxies that cannot be distributed equally among the directors to be vested with the President/Chairman of the Foundation.

### **Section 9. Acts of the Directors**

Except as otherwise required by law or the Articles of Incorporation, the Board of Directors may take any action in respect to any matter upon which the members of this Corporation shall have power to act and such action duly taken by the Board of Directors shall bind the Corporation as to third parties at all times thereafter unless and until rescinded by action of the members of the Corporation.

## **Article II—Board of Directors**

### **Section 1. General Powers**

The Directors of the Corporation shall have and exercise the general management of its affairs, property and business, and may adopt such rules and regulations for that purpose and for the conduct of their meetings as they may deem proper. The Directors may delegate all or any part of the powers and duties of any absent or inactive officer of the corporation to any other officer or any director or member of the corporation. They may determine where the books and other records of the corporation are to be kept. In addition to the powers specified in these by-laws, the Directors may exercise all powers of the corporation and do all acts which may be lawfully done on its behalf, other than those powers and acts, if any, which are by law or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the members of the Corporation.

### **Section 2. Number, Election, and Term**

This corporation, at all times, shall have a Board consisting of a minimum of five (5) directors and a maximum of twenty-five (25) directors elected by the members for terms of three (3) years or until their successors are duly elected. Each director shall serve for a term of three (3) years or until his successor is duly elected and qualified. The terms of the directors shall be staggered such that approximately one-third of the directorships expire each year. When Directors are initially elected to the Board, terms may be set at one (1) or two (2) years to ensure appropriate staggering of terms. In addition, the Retiring "AA" of The Delta Chi Fraternity, Inc. shall serve as an ex-officio member of the Board of Directors.

### **Section 3. Qualifications**

In addition to other requirements for eligibility to be elected as a Director which may be set forth in the Articles of Incorporation or elsewhere in these by-laws, in order to serve as a Director a person must be a voting member of the corporation by virtue of his prior contributions.

### **Section 4. Vacancy**

The office of any Director shall become vacant upon his death, resignation, refusal to act, or removal from office, the expiration of his term of office, the expansion of the number of directors or any other cause specified in the Articles of Incorporation or the by-laws. Any vacancy occurring in the Board of Directors shall be filled by the remaining Directors by a vote of 75% of the Directors present at a meeting where a quorum is present, which director shall serve until the next annual meeting of the members.

### **Section 5. Regular Meetings**

A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately following the annual meeting of the members and each adjourned session thereof. The place of such regular meetings shall be the same as the place of the meeting of the members which proceeds it.

### **Section 6. Special Meetings**

Special meeting of the Board of Directors may be called by or at the request of the President/Chairman, Secretary, or any five (5) directors. The President/Chairman or Secretary calling any special meeting of the Board of Directors may fix any place, either within or without the State of Indiana as the place for holding any special meeting of the Board. If no other place is fixed in the notice of the special meeting, or in the case of a special meeting called by Directors, the place of meeting shall be the principal business office of the Corporation in Indianapolis, Indiana.

### **Section 7. Notice of Special Meetings**

Notice of the time, place, and purpose of each special meeting of the Board of Directors called pursuant to Section 6 shall be given no fewer than ten (10) days nor more than thirty (30) days before the meeting, by mailing or emailing a copy of such notice to every Director at his usual address, provided that in case of emergency, so declared in writing by the President/Chairman and filed with the Secretary, the notice of the meeting specifying the emergency matter may be reduced to five (5) days. Teleconferences can be used.

### **Section 8. Quorum, Manner of Acting, Conduct of Meetings**

(1) Except as otherwise provided by law or by the Articles of Incorporation or these by-laws, three (3) of the directors or a majority of sitting directors, whichever number is smaller, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but less than a quorum shall have the power to adjourn, from time to time, until a quorum shall be present.

(2) The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Articles of Incorporation or these by-laws.

(3) The President/Chairman of the Corporation shall serve as President/Chairman of the Board of Directors and shall preside over all meetings of the Board. The Vice President of Programs shall preside over Board meetings in the absence of the President/Chairman. The Vice President of Committees shall preside over Board meetings in the absence of both the President/Chairman and the Vice President of Programs. If the President/Chairman and both Vice Presidents are absent, the directors present shall select one of their number to preside over the meeting.

(4) The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person present to act as secretary of the meeting.

## **Section 9. Presumption of Assent**

A Director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof of which he is a member, at which meeting action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## **Section 10. Action without Meeting**

Unless otherwise specified in the Articles of Incorporation, these By-laws or applicable law, any action that may be authorized be taken at a meeting of the Board may be authorized or taken in writing, without a meeting, by unanimous written consent of the members of the Board entitled to vote, effective as of the date of consent of the last Board member to consent. Any such written action may be signed in counterparts or by facsimile transmission or both, or the consent of any such member may be evidenced by e-mail, provided in all cases, that a pertinent record of such consent shall be entered upon the corporate records of the Foundation and notification of such consent shall be provided to all members of the Board.

## **Section 11. No Pecuniary Benefit**

In the exercise of any and all power and authority vested in the Board of Directors, it shall at all times operate the Corporation, its affairs, property and business exclusively for one or more of the purposes specified in the Articles of Incorporation, and in such manner that neither the net income of the Corporation nor its capital assets shall at any time inure, in whole or part, to the pecuniary benefit of any officer, Director, or member or employee of the Corporation, except by way of payment to such individual of reasonable compensation for services actually rendered by

him to the Corporation, or reimbursement for reasonable expenses incurred in the course of corporate business.

## **Section 12. Removal**

If any Director shall fail to attend three (3) consecutive meetings without excuse presented by him to the Board of Directors and accepted by them as satisfactory, he shall be deemed to have resigned.

## **Section 13. Ambassadors**

The Board of Directors at an annual meeting may from time to time appoint non-voting Directors of the Corporation, who shall be known as Ambassadors. An Ambassador shall serve on any committee as needed or appointed and upon those terms and conditions as set forth in his appointment.

## **Section 14. Director Emeritus**

The Board of Directors may from time to time designate individuals for the position of "Director Emeritus." Nominations may be made by any sitting member of the Board of Directors to the Foundation Awards Committee for review prior to consideration by the Board of Directors at a future meeting. The Board of Directors must have no less than seventy-five percent (75%) of the Directors that are in attendance vote their approval of the nomination. Once elected to the Director Emeritus status, the Director shall be recognized and honored at all functions and meetings of the foundation for life. A Director Emeritus shall be a non-voting Director of the Corporation.

## **Section 15. Distinguished Service Award**

The Delta Chi Educational Foundation Distinguished Service Award (DSA) is given to a volunteer or employee of the Foundation who provides significant contributions to the Foundation as a Board or committee member, or as a volunteer or staff member. Someone who has received this award within the last five years is not eligible to be considered again for contributions in the same area or capacity. However, an individual who has contributed to the Foundation in multiple capacities may be eligible for service in different areas.

# **Article III - Officers**

## **Section 1. Number, Term of Office, Vacancy and Removal**

(1) The principal officers of the Corporation shall be a President/Chairman, a Vice President of Programs, a Vice President of Committees, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors, to serve a term of two (2) years, to be elected in even-numbered years, or until their successor is duly elected. These Officers shall be elected from among the Directors, such other officers or assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

(2) No Director shall serve more than two (2) consecutive full terms in any one (1) Office, and no more than eight (8) consecutive terms in an Executive Committee role. This limit shall not count any time served prior to February 2017.

(3) A vacancy in any principal office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

(4) Any officer or agent of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment or election shall not of itself create contract rights.

## **Section 2. Duties**

(1) The President/Chairman shall perform the duties usually pertaining to such office, and shall preside over all meetings of members, Board of Directors, and the Executive Committee.

(2) The Vice President of Programs shall assist the President in all duties. The Vice President of Programs is responsible for overseeing the general management of all scholarship and grant program areas.

(3) The Vice President of Committees shall act as liaison between the committee chair and the Executive Committee / Board of Directors.

(4) The Secretary shall be responsible for the keeping of minutes of all meetings of the Board of Directors and the Executive Committee, and interim minutes of all matters acted upon by the Directors between meetings of the Board and he shall perform such other duties as usually pertain to the office of secretary. The secretary may present any matter to the Board upon his own motion.

(5) The Treasurer shall be responsible for the care and custody of all funds, securities, evidences of indebtedness or of title and other valuable documents of the Corporation, and shall deposit the same in the name of the Corporation in such bank or banks or in such safety deposit company or companies or with such custodian or custodians organized under the banking laws of any state or of the United States, as the Directors may designate. The Treasurer shall be responsible for full and accurate accounts of all receipts and disbursements of the Corporation, and generally shall have the authority and exercise the powers usually vested in, and shall perform the duties usually performed by the treasurer of a corporation.

(6) Each officer shall also discharge any duties specially assigned to him by the Directors.

## **Article IV - Committees**

### **Section 1. Executive Committee Membership, Actions and Quorum**

(1) There shall be an Executive Committee consisting of seven (7) members: the President/Chairman, the Vice President of Programs, the Vice President of Committees, the Treasurer, the Secretary, the Past President/Chairman, and a Member at Large.

(2) The Immediate Past President/Chairman shall serve as a Member at Large on the Executive Committee and as the Chair of the Foundation's Awards Committee. This is subject to both the Board of Directors' and Candidate's acceptance, and is not subject to term limits. In the

event, the Immediate Past President/Chairman is unwilling or unable to serve as a Member at Large for any reason, the Board shall elect two Members At Large to serve on the Executive Committee, with one being appointed by the President/Chairman to serve as the Chair of the Foundation's Awards Committee.

(3) All actions of the Executive Committee shall be made by motion or resolution receiving an affirmative vote of the majority of members; provided, however, that the Executive Committee may act by unanimous consent under the same terms and conditions of Article II, Section 10; and provided, further, however, that a member of the Executive Committee shall be deemed to be in attendance at a meeting if he has simultaneous audio communication with all other members of the Executive Committee, such as by teleconference, videoconference or webcast.

(4) A quorum of the Executive Committee shall be a majority of the members of the committee.

(5) The Executive Committee shall hold the annual membership meeting each year as determined by the President/Chairman.

(6) Among other business, the Executive Committee shall approve a budget marketing and fundraising plan at the Executive Committee meeting following the annual meeting, for a fundraising period running from the following January 1st to the following December 31st.

## **Section 2. Executive Committee Duties**

(1) The Executive Committee shall employ all staff of the Corporation and direct and supervise any such employees in the performance of their duties. Direct, day-to-day supervision of any and all employees may be delegated to a specific officer, director or employee by the Executive Committee.

(2) The Executive Committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the Corporation, except election of the principal officers or the filling of vacancies on the Board of Directors.

(3) The Executive Committee shall also discharge any other duties as assigned by the Board of Directors.

## **Section 3. Standing Committees**

The corporation shall have eight (8) standing committees: Finance, Audit, Investment Advisory, Fundraising, Foundation Programs, Membership, Undergraduate and Young Alumni Giving, and Foundation Awards. These committees shall have no fewer than three (3) members as appointed by the President/Chairman. The President/Chairman shall designate one committee member as Chair of the committee. Although each committee shall have at least one Director in its membership, the President/Chairman need not designate a Director as Chair of any committee. No Executive Committee member may also serve as the Chair of any committee, with the following exceptions: The Vice President of Programs may serve as the Foundation Programs Committee Chairman, and the Past President/Chairman, or, in the absence of a Past President/Chairman, one Member-At-Large, may serve as the Foundation's Awards Committee Chairman. The standing committees shall have such duties and responsibilities as assigned by the Executive Committee.

#### **Section 4. Ad Hoc Committees**

The Board of Directors, the President/Chairman and the Executive Committee shall each have the authority to create such ad hoc committees as are necessary to perform their respective duties. No ad hoc committee shall exist for more than one (1) year from its original creation without approval of the Board of Directors.

### **Article V – Contracts, Loans, Checks and Deposits Special Corporate Acts**

#### **Section 1. Contracts**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or executive or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages, and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President/Chairman and by the Secretary; and when so executed no other party to such instrument or third party shall be required to make any inquiry into the authority of the signing officers.

#### **Section 2. Loans**

No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

#### **Section 3. Checks, Drafts, Etc.**

All checks, drafts, or other order for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

#### **Section 4. Deposits**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

#### **Section 5. Calendar Year**

The calendar year of the Corporation shall begin on the first day of January of each year and end on the last day of December of each year.

### **Article VI – Amendments**

#### **Section 1. By Directors**



These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority vote of the Board of Directors at any meeting of the Board at which a quorum is in attendance.

## **Section 2. By Members**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the members by affirmative vote of not less than a majority of the members present or represented at any annual or special meeting of the members at which a quorum is in attendance.

## **Section 3. Implied Amendments**

Any action taken or authorized by the members or by the Board of Directors which would be inconsistent with the by-laws then in effect, but is taken or authorized by affirmative vote of not less than the number of members or the number of directors required to amend the by-laws so that the by-laws would be consistent with such action, shall be given the same effect as though the by-laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.