

BYLAWS

ALPHA KAPPA DELTA PHI NATIONAL SORORITY, INC.

a California non-profit mutual benefit corporation

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BYLAWS
OF
ALPHA KAPPA DELTA PHI NATIONAL SORORITY, INC.
A California nonprofit mutual benefit corporation

ARTICLE 1. PURPOSES AND OFFICES

Section 1.01. **General Purpose.**

This Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. It is not organized for the private gain of any individual person.

Section 1.02 **Specific Purpose.**

The corporation is organized for the specific purpose of operating as a Fraternal Beneficiary Society for social pleasure, recreation and other non-profitable purposes, as described and defined in Section 501(c)(7) of the Internal Revenue Code of 1999, as amended from time to time (referred to as "the Code"). Notwithstanding any other provision of this Constitution, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by

(a) a corporation exempt from federal tax under Section 501 (c)(8) of the Code or

(b) a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section 1.03 **Limitations**

. (a) No substantial part of the activities of this sorority shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code, and the sorority shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office, except as provided in Section 501(h) of the Code.

. (b) The property of this sorority is irrevocably dedicated to the purposes set forth in Article I of this Constitution. No part of the net income or assets of this corporation shall inure to the benefit of any director or officer, or to the benefit of any private persons.

. (c) On the winding up and dissolution of this sorority, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this sorority shall be distributed to an organization (or organizations) organized and operated exclusively for charitable purposes which has established its tax-exempt status under Section 501(c)(3) of this Code.

(d) The purposes contained in Section 3 of Article 1 of this Constitution are limited to those meeting the requirements of Section 214 of the California Revenue and Taxation Code.

Section 1.04. **Principal Executive Office.**

This Sorority has no business or executive office. At its sole discretion, the Board of Directors is hereby granted full power and authority to fix and locate and to change the principal executive office, if any, of the Sorority from one location to another within or outside the State of California. If the principal executive office is located outside this state, and the sorority has one or more business offices in this state, the Board of Directors shall fix and designate a principal business office in the State of California, the location of which principal business office may be changed from time to time by the Board of Directors.

Section 1.05. **Other Offices.**

Other business offices may at any time be established by the Board of Directors at any place or places within or outside the State of California.

Section 1.06. **Inclusion of National Handbook**

The Sorority shall be organized under the rules and regulations provided in the National Handbook, in addition to the provisions provided herein.

Section 1.07. **University Jurisdiction**

.(a) alpha Kappa Delta Phi is under the jurisdiction of the Center of Student Involvement and Center for Fraternity & Sorority Life; therefore, adheres to all rules and regulations of all registered social and /or service sororities and fraternities of University of Houston.

.(b) Anti-Hazing Clause

This organization will not initiate, participate in, or be witness to any act that inflicts or intend to inflict physical or mental harm or discomfort or which may demean, disgrace, or degrade any person, regardless of location, intent, or consent of participants(s).

.(c) Non-Discrimination Clause

As a Registered Student Organization at the University of Houston we adhere to the University of Houston's Non-Discrimination Policy. The University of Houston is an Affirmative Action/Equal Opportunity institution. The university provides equal treatment and opportunity to all persons without regard to race, color, religion, national origin, sex, age, genetic information, disability, or veteran status except where such distinction is required by law. Additionally, the System prohibits discrimination on the basis of sexual orientation, gender identity, or gender expression.

ARTICLE II. CHAPTERS

Section 2.01. **Statuses and Qualifications of Chapters.**

The Sorority shall consist of local chapters, each recognized under one of the following statuses as follows:

- (a) Full-Fledged Chapter Status
- (b) Associate Chapter Status
- (c) Colony Chapter Status
- (d) Inactive Chapter Status

Each status shall be attained as provided under the section entitled Chapter Statuses & Regulations of the National Handbook of the Corporation.

Section 2.02. **Rights of Chapters.**

Each chapter shall be afforded the right to be organized under the name of the Sorority and all rights associated with the use of the Sorority name. Each chapter shall be afforded certain additional rights, including but not limited to voting rights, as designated by status as provided under the section Chapter Statuses & Regulations of the National Handbook of the Sorority.

Inactive Chapter Status is the only chapter status that does not have full rights of the organization. Undergraduates affiliated with the Inactive Chapter do not have any voting power, and cannot attend any Sorority functions as there is no functioning undergraduate chapter.

Section 2.03 **Responsibilities of Chapters.**

The chapters shall comply fully with all federal and state laws. All governmental investigations must be reported to the National Board and Board of Directors. It is Sorority policy to fully cooperate with any regulatory investigation, and all chapters are expected to fully cooperate with any internal or external investigations.

Each chapter, regardless of status, shall carry the responsibility of representing the Sorority in accordance with the rules and regulations provided in the National Handbook and these Bylaws, and shall recognize and agree to be governed by the National Board and Board of Directors as outlined herein. In addition, each chapter, according to their respective statuses, shall carry the responsibilities outlined in the section Chapter Statuses & Regulations of the National Handbook of the Sorority.

Section 2.04. **Chapters' Dues, Fees and Assessments.**

All chapters shall be required to pay dues, fees and assessments as determined and approved by the National Board. The Treasury will collect and allocate all funds for the sole purpose of conducting Sorority business. Furthermore, payments must be made by the given deadlines and delinquency will incur further fines.

Section 2.05. **Chapters in Good Standing.**

Chapters who have paid the required dues, fees and assessments in accordance with these bylaws, meet and follow all requirements, policies and procedures as outlined in the National Handbook and who are not suspended shall be chapters in good standing. In addition to these requirements, chapters shall be expected to uphold the integrity and honor of the Sorority.

Section 2.06. **Suspension and Termination of Chapters.**

The governing powers of National Board encompass monitoring individual chapter status, in accordance with the section Judicial Affairs of the National Handbook. The National Board has the authority to reprimand or suspend individual chapters after proper investigation for the following actions (but not limited to): failure to meet minimal chapter requirements, violations of the Constitution and its bylaws, or actions deemed unlawful or unethical. The chapter will receive an appropriate period to improve or remedy the offensive situation, upon which the chapter can regain good standing. Failure to do so may result in the National Board demoting

chapter status, or in extreme cases, revoking the charter whereupon the chapter will no longer be recognized as a chapter of the Sorority.

ARTICLE III. MEMBERS

Section 3.01. Statuses and Qualification of Members.

(a) Active Status

Any person who identifies as a female and who is currently enrolled as an undergraduate student at an institution where alpha Kappa Delta Phi has an active chapter in good standing, and who is not a current or former member of another Greek-letter social organization, shall qualify for membership in alpha Kappa Delta Phi. Active members are entitled to all benefits of the sorority.

(b) Inactive Status

Inactive status members do not pay dues and are not permitted to attend any functions of the member's chapter. Any active member may reserve the right to elect inactive status as prescribed under section Member Statuses of the National Handbook. In the event that a member's respective university places the member on academic probation, that member will automatically be placed on inactive status.

(c) Associate Status

Any active status member may attain the right to elect and be awarded associate status as prescribed under section Member Statuses of the National Handbook.

(d) Deactive Status

Any member may choose to elect deactive status at any time during their active, inactive or associate membership. Additionally, every active, inactive or associate status member shall be subject to demotion to deactive status by the member's respective chapter, under the supervision of the National Board. All procedures and policies in regard to deactive status shall be followed as prescribed in section Member Statuses of the National Handbook.

(e) Affiliate Status

Affiliate status shall be designated to active members who leave that member's chapter university for any reason other than graduation, as prescribed under the section Member Statuses of the National Handbook. Should the member transfer to a school where a Sorority chapter does not exist, that member shall remain affiliate status regardless of graduation.

(f) Alumni Status

(i) Any active, inactive or associate member shall attain alumni status should that member be recognized as an alumna of that member's respective university, as prescribed in section Member Statuses of the National Handbook.

(ii) Members of affiliate status may attain alumni status only where that member has transferred to a university where a Sorority chapter exists in addition to the requirements as outlined in section (i) above.

(g) Inactive-Affiliate Status

If a member attends a university in which the chapter charter has been suspended by the University or deemed inactive by alpha Kappa Delta Phi National Board, then they should be known as an Inactive-Affiliate. If the member graduates before the chapter is reinstated, then their status will be changed to alumna.

a. Guidelines and policies for each individual

1. Cannot attend any sorority functions including: local, regional, national and expansion.

Section 3.02. **Rights of Members.**

The active members of full-fledged chapters shall have the right to vote, as set forth in these bylaws, on the election of Directors, on the disposition of all or substantially all of the Sorority's assets, on any merger and its principal terms and any amendment to those terms, on any election to dissolve the corporation and all rights afforded under the National Handbook. In addition, all members, other than members of deactive status, shall have all rights afforded members under the Nonprofit Corporation Law of the State of California (the "Nonprofit Corporation Law").

In addition, all members, respective of their status, shall be afforded all rights as prescribed in the National Handbook.

Section 3.03 **Responsibilities of Members**

The members will comply fully with all federal and state laws in addition to these bylaws and all rules and regulations as prescribed by the Board of Directors, National Board and the respective member chapters. All governmental investigations must be reported to the National Board and Board of Directors. It is our policy to fully cooperate with any regulatory investigation, and all members are expected to fully cooperate with any internal or external investigations.

Section 3.04. **Members' Dues, Fees and Assessments.**

All members shall be required to pay dues, fees and assessments as determined and approved by the member's respective chapter. The treasury of each chapter will collect and allocate all funds for the sole purpose of conducting the chapter's business.

Section 3.05 **Members in Good Standing.**

Members who have paid the required dues, fees and assessments in accordance with these bylaws, meet and follow all requirements, policies and procedures as outlined in the National Handbook and who are not suspended shall be members in good standing. In addition to these requirements, members shall be expected to uphold the integrity and honor of the Sorority.

Section 3.06. **Suspension and Termination of Members.**

Suspension and termination of members shall be determined by the individual member's respective chapter or National Board, in accordance with all rules and regulations of the chapter and National Board. A chapter and National Board shall have the authority to reprimand or suspend individual members of the chapter after proper investigation for the following actions (but not limited to): failure to meet minimal member requirements, violations of the Constitution and its bylaws, or actions deemed unlawful or unethical. The member will receive a reasonable period, if appropriate, to improve or remedy the offensive situation, upon which the member can regain good standing. All chapter actions against members, at the

member or chapter's request, are subject to review by the National Board Judicial Committee and the rules and regulations of the National Handbook.

Section 3.07. **Transfer of Members.**

No membership or right arising from membership shall be transferred. Subject to the provisions herein, all membership rights cease on the member's death, termination or withdrawal.

ARTICLE IV. MEETINGS OF MEMBERS

Section 4.01. **Place of Meetings.**

All annual or other meetings of members shall be held a place within or outside, the State of California, designated either by the National Board or Board of Directors.

Section 4.02. **Annual Meeting (“The National Convention”)**

The annual meeting of members shall be held at such date and/or time as shall be designated by the National Board. At such meeting directors and National Board officers shall be elected, reports of the affairs of the Sorority shall be considered, and any other business may be transacted which is within the powers of the members.

Section 4.03. **Special Meetings.**

Special meetings of the members, for the purpose of taking any action permitted by the members under the Nonprofit Corporation Law and the articles of incorporation of this Sorority, may be called at any time by the Chairman of the Board or the President, the Board of Directors or majority of members. Upon request in writing that a special meeting of members be called for any proper purpose, directed to the Chairman of the board, President, Vice President or Secretary by any person (other than the board) entitled to call a special meeting of members, the officer shall cause notice to be given to members entitled to vote that a meeting will be held at a time requested by the person calling the meeting, not less than thirty-five nor more than sixty days after receipt of the request. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner and shall specify the same information as for annual meetings of members. Notice of any special meeting shall specify the general nature of the business to be transacted, and no other business may be transacted at such meeting.

Section 4.04. **Quorum.**

The presence in person entitled to vote a majority of the members, which should constitute 51% of voting membership, at any meeting shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 4.05. **Voting**

Voting at meetings of members may be by voice or by ballot; provided, however, that all elections for Directors must be by ballot upon demand made by a member at any election before the voting begins. If a quorum is present (51%), except with respect to election of Directors, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on any matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by the Nonprofit Corporation Law or the articles of incorporation. Each member shall be entitled to one vote within their respective voting chapters. National Alumnae Association Elite Membership will also carry a vote for the Board of Directors annual election. The overall elite membership voting consensus will carry the weight of a chapter vote and will be counted as one submission from the National Alumnae Association. Each voting chapter shall be entitled to one vote, designated by the majority of votes within that voting chapter. The candidates receiving the highest number of votes of members entitled to be voted for them, up to the number of Directors to be elected, shall be elected.

Section 4.06. **Validation of Defectively Called or Noticed Meetings.**

The transactions of any meeting of members, either annual or special, however called and noticed and wherever held, shall be as valid as though undertaken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, or who, though present, has at the beginning of the meeting properly objected to the transaction of any business because the meeting was not lawfully called or convened, or properly objected to particular matters of business legally required to be included in the notice, but not so included, signs a written waiver of notice, a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the National Board or made a part of the minutes of the meeting.

Section 4.07. **Inspectors of Election.**

In advance of any meeting of members, the Board of Directors may appoint any persons other than nominees for office as inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election be not so appointed,

the Chairman of any such meeting may, and on the request of any member or her proxy shall, make such appointment at the meeting. The number of inspectors shall be either two or three. If appointed at the meeting on the request of one or more members or proxies, shall determine whether two or three inspectors are to be appointed. In case any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may, and on the request of any member or a member's proxy shall, be filled by appointment by the Board of Directors in advance of the meeting, or at the meeting by the Chairman of the meeting.

The duties of such inspectors shall include: determining the existence of a quorum and the authenticity, validity and effect of proxies; receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining when the polls shall close; determining the result; and such acts as may be proper to conduct the election or vote with fairness to all members.

The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

ARTICLE V. BOARD OF DIRECTORS

Section 5.01. **Powers.**

(a) General corporate powers

Subject to limitations in the articles of incorporation and to the provisions of the Nonprofit Corporation Law as to action to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors.

(b) Specific corporate powers

Without prejudice to the General corporate powers outlined above, and subject to the same limitations, the Directors shall have the power to:

(i) Remove any officer of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with this Constitution; and fix their compensation

(ii) Change the principal executive office from one location to another; cause the Sorority to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California for the holding of any directors' meeting or meetings.

(iii) Adopt, make and use a corporate seal and alter the form of the seal and certificate.

(iv) Borrow money and incur indebtedness on behalf of the Sorority and cause to be executed and delivered for the Sorority's purposes, in the Sorority's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

Section 5.02. **Committees of the Board.**

By resolution adopted by a majority of the authorized number of Directors, the board may designate an executive and other committees, each consisting of two or more Directors, to serve at the pleasure of the board, and prescribe the manner in which proceedings of such committee shall be conducted. Unless the Board of Directors shall otherwise prescribe the manner of proceedings of any such committee, meetings of such committee may be regularly scheduled in advance and may be called at any time by any two members thereof; otherwise, the provisions of these bylaws with respect to notice and conduct of meetings of the board shall govern. Any such committee, to the extent provided in a resolution of the board, shall have all of the authority of the board, except with respect to:

(i) The approval of any action for which the Nonprofit Corporation Law or the articles of incorporation also require member approval;

(ii) The filling of vacancies on the board or in any committee;

(iii) The adoption, amendment or repeal of bylaws:

(iv) The amendment or repeal of any resolution of the board:

(v) Any distribution to the members, except at a rate or in a periodic amount or within a price range determined by the board; and

(vi) The appointment of other committees of the board or members thereof.

Section 5.03. **Number and Qualification of Directors.**

The Sorority shall be managed by the Board of Directors, which includes seven (7) directors with two (2) non-voting members who shall be the current President of the National Board and Director of Alumnae Affairs approved by the majority of the current Board of Directors. The number of Directors may be changed by amendment to these bylaws, or by repeal of this bylaw and adoption of a new bylaw, as provided for in this Constitution.

Each voting Director must be at least 18 years of age, hold a Bachelor's degree, and is an alumna of a chapter recognized by National Board. She must have previously served a minimum of three years as a National officer, and shall not hold another National officer position during her term as a Director. She must be in good standing with her chapter, National Board and the organization as a whole.

Section 5.04. **Chairman of the Board.**

The Chairman of the board, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to her by the Board of Directors or prescribed by the bylaws.

Section 5.05. **Nomination, Election and Term of Office.**

(a) **Nomination**

Candidates for Directors may be nominated to the Board of Directors if she meets the qualifications described in Section 5.03 of the bylaws.

The Board of Directors will approve the nomination of the National Board President (non-voting board member) and the Director of Alumnae Affairs, previously known as the National Alumnae Board President, (non-voting board member) each term. The Director of Alumnae Affairs must have served a minimum of three (3) years on the outgoing National Alumnae Board. Additionally, the Board of Directors will vote by majority if the former National Board President will remain as a Director for one more year should it benefit the organization.

(b) **Election**

Directors shall be nominated and elected at the annual general membership meeting by the process as outlined in Section 4.05 of these bylaws or, as needed, by the remaining Directors, by majority vote, to fill unexpired terms of office after the occurrence of events causing vacancy.

(c) **Term of Office**

Four of the seven terms of office shall be for three (3) years and shall expire at the end of the annual meeting in the year of expiration, or until a successor has been qualified and elected. One of the seven terms of office shall be for one (1) year and shall expire at the end of the annual meeting in the year of expiration, or until a successor has been qualified and elected. At each National Convention, open Director terms shall be elected to serve a three (3) year term. Subsequently, the Directors who have completed their terms will step down from their office, unless they have been re-elected for a following term.

The National Board President, non-voting board member shall have a term of two (2) years on the Board of Directors. Should the majority of the current board vote to do so, the former National Board President may stay on the Board of Directors for one (1) additional year after completing the two (2) year term of National Board President should she decide not to run for a full (3) three year term.

The Director of Alumnae Affairs, previously known as the National Alumnae Board President, non-voting member shall have a term of two (2) year on the Board of Directors. Her position will serve as a liaison between the Board of Directors and the National Alumnae Association. She will be responsible for strategic planning for the National Alumnae Association, conducting National Alumnae Board meetings as necessary, as well as reviews and exit interviews.

A Director either elected by the Board of Directors or appointed by the Board of Directors Chairman to fill an unexpired term will continue as a duly elected director until the next National Convention. After the annual meeting elections, the Board of Directors Chairman will appoint the following Director positions: Director of Finance; Director of Human Resources & Leadership; Director of Legal & Compliance; Director of Operations & Expansion.

All Directors except those voted in by the Board of Directors shall be elected at each National Convention of members but, if any such National Convention is not held or the directors are not elected thereat, the Directors may be elected at any special meeting of members held for that purpose. All Directors shall hold office until their respective successors are elected, subject to the Nonprofit Corporation Law and the provisions of these bylaws with respect to vacancies on the board.

Section 5.06. **Vacancies.**

A vacancy in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director; if a Director has been declared of unsound mind by order of court or convicted of a felony, if the authorized number of Directors be increased, or if the members fail, at the National Convention or special meeting of members at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at that meeting.

Vacancies in the Board of Directors, except for a vacancy created by the removal of a Director, may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until her successor is elected at the National Convention or a special meeting of the members. Should a member of the Board of Directors be removed for any cause, the Board of Directors has the power to appoint a qualified successor by majority vote.

Any Director may resign effective upon giving written notice to the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board of Director shall have the power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of her term of office.

Section 5.07. **Removal.**

Any or all of the Directors may be removed without cause if such removal is approved by the vote of the majority of members entitled to vote, except that no Director may be removed (unless the entire board is removed) when the votes cast against removal, or not consenting in writing to such removal, would be sufficient to elect such Director if voted cumulatively at an election at which the same total number of votes were cast (or, if such action is taken by written consent, all shares entitled to vote were voted) and the entire number of Directors authorized at the time of the Director's most recent election were then being elected.

Section 5.08. **Place of Meetings and Meetings by Telephone.**

Regular or special meetings of the Board of Directors shall be held at any place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all

Directors participating in the meeting can hear one another and all such directors shall be deemed to be present at the meeting.

Section 5.09. **Annual Meeting.**

Each member of the Board of Directors shall attend the National Convention to convene for the purposes of conducting sorority business.

Section 5.10. **Other Regular Meetings**

Other regular meetings of the Board of Directors shall be held pursuant to the discretion of the Board of Directors.

Section 5.11. **Special Meetings**

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the board or any two Directors.

Sufficient notice of the time and place of special meetings shall be delivered personally to each director or communicated to each Director by telephone or electronic mail, or by telegraph, facsimile, overnight courier or mail, charges prepaid, addressed to her at her address as it is shown upon the records of the corporation or, if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held. In case such notice is mailed it shall be deposited in the United States mail at least four days prior to the time of the holding of the meeting. In case such notice is telegraphed or delivered, personally, by facsimile, overnight courier, telephone or electronic mail, it shall be delivered to the telegraph company or so delivered at least forty-eight hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery, personally, by facsimile, overnight courier or by telephone, as above provided, shall be due, legal and personal notice to such Director.

Any notice shall state the date, place and hour of the meeting and the general nature of the business to be transacted, and no other business may be transacted at the meeting.

Section 5.12. **Action Without Meeting**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board and shall have the same force and effect as a unanimous vote of such Directors.

Section 5.13. **Action at a Meeting: Quorum and Required Vote**

Presence of a majority of the authorized number of directors at a meeting of the Board of Directors constitutes a quorum of 51% of members (minimum of the 4 of the 7 Board of Director members) for the transaction of business, except as hereinafter provided or modified by the articles of incorporation. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number after disqualifying one or more directors from voting, is required by-law, by the articles of incorporation or by these bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director, provided that any action taken is approved by at least a majority of the required quorum for such meeting.

Section 5.14. **Validation of Defectively Called or Noticed Meetings.**

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though undertaken at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the directors not present or who, though present, has prior to the meeting or at its commencement, protested the lack of proper notice to him, signs a written waiver of notice or a consent to holding such meeting or an approval

of the minutes thereof. All such waivers, consents or approvals shall be made a part of the minutes of the meeting.

Section 5.15. **Adjournment.**

A quorum of the directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the board.

Section 5.16. **Notice of Adjournment.**

If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of adjournment. Otherwise notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 5.17. **Expenses and Fees.**

Directors and members of committees may receive such reimbursement for expenses, as may be fixed or determined by resolution of the board.

Section 5.18. **Indemnification of Agents of the Corporation; Purchase of Liability Insurance.**

(i) To the fullest extent permitted by law, this corporation may indemnify its Directors, officers and other person described in Section 7237(a) of the Nonprofit Corporation Law, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any

"proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. On written request to the board by any person indemnification under Section 7237 of the Nonprofit Corporation Law, the board shall promptly decide under such Section whether the applicable standard of conduct set forth in such Section has been met, and if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are no parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237 of the Nonprofit Corporation Law whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

(ii) Upon and in the event of a determination by the Board of Directors of this Sorority to purchase liability insurance, this corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Sorority against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this Sorority would have the power to indemnify the agent against such liability under the provisions of this section.

ARTICLE VI. OFFICERS

Section 6.01. **Officers.**

The officers of the corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Sorority may also have, as determined by the Board of Directors, a Chairman of the Board of Directors, more than one Vice President, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person, except for the office of President, Vice President or Treasurer.

Section 6.02. **Election.**

The officers of the corporation, except such officers as may be appointed in accordance with this Article, shall be elected annually by the members, and each such officer shall hold office until she shall resign, be removed or otherwise disqualified to serve, or until her successor shall be elected and qualified.

Section 6.03. **Subordinate Officers.**

The National Board President may appoint, subject to the rules and regulations of section National Board Procedures and Regulations of the National Handbook and approval of the Board of Directors, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the Board of Directors may from time to time determine.

Section 6.04. **Removal and Resignation.**

Any officer may be removed, either with or without cause, by the National Board, at any regular or special meeting thereof, subject to the rules and regulations of section National Board Procedures and Regulations of the National Handbook and approval of the Board of Directors.

Any officer may resign at any time by giving written notice to the National Board, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.05. **Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by an appointment by the National Board, until such officer may be elected at the following annual meeting of members, subject to the rules and regulations of section National Board Procedures and Regulations of the National Handbook and approval of the Board of Directors.

Section 6.07. **Duties of the President.**

The President shall be the Chief Executive Officer of the Sorority and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Sorority and the activities of the officers of the National Board. The President shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of this Sorority, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board of Directors.

Section 6.08. **Duties of the Vice President.**

In the absence or disability of the President, or in the event of the President's inability or refusal to act, the most senior Vice President, if any, in order of rank as fixed by the Board of Directors or, if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these bylaws, or as may from time to time be prescribed by the Board of Directors.

Section 6.09. **Duties of the Secretary.**

The Secretary shall:

(a) Certify and keep at the principal office of the Sorority or at such place other place as the Board of Directors may determine the original or a copy of the Constitution and these bylaws as amended or otherwise altered to date.

(b) Keep at the principal office of the Sorority or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Board of Directors and National Board, and if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, the names of those present or represented at the meeting, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of the Constitution and these bylaws or as required by law.

(d) Be custodian of the records.

(e) Exhibit at all reasonable times to any Director of the Sorority, or to his agent or attorney, on request therefore, the Constitution and bylaws.

(f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by the Constitution, or by these bylaws, or which may be assigned to the Secretary from time to time by the Board of Directors.

Section 6.10. **Duties of the Treasurer.**

The Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Sorority, and deposit all such funds in such banks, trust companies, or other depositories as shall be selected by the National Board and approved by the Board of Directors.

(b) Receive, and give receipt for, monies due and payable from all persons for all lawful purposes.

(c) Disburse or cause to be disbursed the funds of the Sorority as may be directed by the Board of Directors and/or the National Board, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the Sorority's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any Director of the Sorority, or to his agent or attorney, on request therefore.

(f) Render to the President and Board of Directors, whenever requested, an account of any or all of his transactions as Chief Financial Officer and of the financial condition of the Sorority.

(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(h) In general, perform all duties incident to the office of Chief Financial Officer and such other duties as may be required by law, by the Articles of Incorporation of the Sorority, or by the Constitution or these bylaws, or which may be assigned to him from time to time by the Board of Directors and/or National Board.

ARTICLE VII. RECORDS AND REPORTS

Section 7.01. Maintenance and Inspection of Members' Records.

The Sorority shall keep and maintain, a record of its members, giving the names and addresses of all members. Such records shall be in the custody of the Secretary. The record of members shall be open to inspection and/or copying on the written demand of any member, for a purpose reasonably related to the member's interests as a member. Any inspection and copying under this Section may be made in person, by an agent or by an attorney of the member.

Section 7.02. Maintenance and Inspection of Bylaws.

The President or Secretary shall keep in her custody, the original or a copy of the bylaws as amended to date, which shall be open to inspection by the members at all reasonable times. The Secretary shall, upon the written request of any member, furnish to that member a copy of the bylaws as amended to date.

Section 7.03. Maintenance and Inspection of Other Corporate Records.

The accounting books and records and minutes of proceedings of the members, National Board and the Board of Directors and any committee or committees of the Board of Directors shall be kept at such place or places designated by the National Board, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form. The minutes and accounting books and records shall be open to inspection upon the written demand of any member, at any reasonable time for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each local chapter of the Sorority.

Section 7.04. **Inspection by Directors**

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a Director may be made in person, by an agent, or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE VIII. GENERAL CORPORATE MATTERS

Section 8.05. **Checks, Drafts, etc.**

All checks, drafts or other orders for payment of money, or notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by the Treasurer and one other member of the National Board as determined by the National Board.

Section 8.06. **Corporate Contracts and Instruments; How Executed.**

The National Board, except as otherwise provided in the bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Sorority, and such authority may be general or confined to specific instances; and, unless so authorized by the National Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 8.07. **Corporate Seal**

The Corporate Seal shall be kept at the principal office of the Sorority, or at such other place as the Board of Directors may determine. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 8.08. **Construction and Definitions.**

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

ARTICLE IX. AMENDMENTS

Section 9.01. **Power of Members.**

New bylaws may be adopted or these bylaws may be amended or repealed by the affirmative vote of a majority of the members entitled to vote, or by the written assent of the members entitled to vote, except as otherwise provided by law or by the articles of incorporation; provided, however, that if the articles of incorporation

set forth the number of authorized Directors of the Sorority the authorized number of Directors may be changed only by an amendment of the articles of incorporation.

Section 9.02. **National Handbook**

All members shall have the power to propose amendments to the National Handbook as necessary and permitted by the Constitution and these bylaws. Every proposal must be presented to the National Board for consideration and approval. Each amendment shall be voted into action by the voting process as outlined in Section 4.05 of these bylaws. Additionally, the National Board shall have the power to propose amendments to the National Handbook by its own motion, subject to the approval of the members of the Sorority.

Section 9.03. **Power of Directors.**

Subject to the rights of members and the National Board as provided herein to adopt, amend or repeal bylaws and/or National Handbook, other than a bylaw or amendment thereof changing the authorized number of directors, may be adopted, amended or repealed by the Board of Directors.