

BYLAWS  
OF  
THE ALPHA BETA  
HOUSE CORPORATION OF DELTA DELTA DELTA  
A New York Not-for-Profit Corporation

PREAMBLE

These bylaws are subject to the Articles of Incorporation (including any amendments) of Alpha Beta House Corporation of Delta Delta Delta (“**house corporation**”), and the BYLAWS OF DELTA DELTA DELTA FRATERNITY (“**Fraternity**”). In the event of a direct conflict between the provisions of these bylaws the Articles of Incorporation (including any amendments) of the house corporation, or the provisions of the BYLAWS OF DELTA DELTA DELTA FRATERNITY, the Articles of Incorporation (including any amendments) of the house corporation and the BYLAWS OF DELTA DELTA DELTA FRATERNITY will be controlling. In the event of a direct conflict between the provisions of the Articles of Incorporation (including any amendments) and the BYLAWS OF DELTA DELTA DELTA FRATERNITY, the BYLAWS OF DELTA DELTA DELTA FRATERNITY as they may then be in existence will be controlling.

ARTICLE I – NAME

The name of this corporation is Alpha Beta House Corporation of Delta Delta Delta. See Article XX, Section 1.B. of the BYLAWS OF DELTA DELTA DELTA FRATERNITY.

ARTICLE II – PURPOSE

The purposes for which this house corporation is organized shall be the social, civic and educational purposes set forth in the Certificate of Incorporation for this corporation and particularly to benefit the collegiate and alumnae members of the Alpha Beta Chapter of Delta Delta Delta Fraternity at Cornell University, and to acquire and hold title to real estate and/or personal property and provide for the management and use thereof for the sole use and benefit of the collegiate and alumnae members of the Alpha Beta Chapter of Delta Delta Delta Fraternity, all in furtherance of the objectives of Delta Delta Delta Fraternity (later the “Fraternity”).

ARTICLE III – STRUCTURE

Section 1. Registered Office and Registered Agent. This house corporation is incorporated under the laws of the State of New York. The registered office and registered agent of the house corporation shall be as designated by the filing by the house corporation in the office of

the Secretary of State of the house corporation's state of incorporation.

## Section 2. Meetings.

- A. Annual Meetings. Annual meetings shall be held during each calendar year at a date, time and place during the chapter's school year as designated by the board of directors and stated in the notice of the meeting. The members shall elect directors and transact business brought before the meeting.
- B. Special Meetings. Special meetings may be called by the president of the house corporation, by the board of directors or by written request stating the purpose of the proposed meeting and signed by at least ten members of the house corporation. Only business described in the notice may be conducted at the special meeting.
- C. Place of Meetings. All annual and special meetings shall be held at the designated chapter housing facilities unless another place is designated by the board of directors. Meetings may also be held by phone or web teleconference.
- D. Notice. Except as required by law, written or printed notice stating the date, time and place of each annual or special meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than ninety days before the date of the meeting by or at the direction of the president, secretary, or member of the house corporation calling the meeting, to each alumna member of record and to the chapter. Notice in *The Trident* or posted on the Delta Delta Delta Fraternity website and the Alpha Beta Delta Delta Delta Fraternity website may be used to comply with this notice requirement. Notice may also be given by U.S. mail or Electronic Transmission in accordance with Article V, Section 5(H). Notice by U.S. mail shall be sent to the members' last known addresses and shall be deemed delivered when deposited in the mail with prepaid postage.
- E. Quorum. A quorum shall be present at a meeting if three members are in attendance. Once a quorum is present, the members may conduct business brought before the meeting until it is adjourned. The withdrawal from the meeting of any member or the refusal of any member present to vote shall not affect quorum at the meeting.
- F. Vote. Except as provided by law, its Articles of Incorporation (including any amendments) or these bylaws, the affirmative vote of a majority of the members eligible to vote who are present and voting providing quorum is present shall be the actions of the house corporation. The directors of the house corporation shall be elected as provided in Article V of these bylaws.

## Section 3. Property Rights.

- A. Members. A member or new member of the Fraternity, or any member or director of the house corporation shall not have any right, title of interest to any property owned or used in connection with the performance of the functions of the house corporation, nor to any income or other funds received by the house corporation, and no part of the

net earnings of the house corporation shall benefit any member.

B. Transfer. The house corporation may not sell, lease, mortgage or dispose of any portion of its real property including any designated chapter housing facilities without the prior written approval of the Executive Board of Delta Delta Delta Fraternity or its designated representative.

#### ARTICLE IV – MEMBERSHIP

Section 1. Members. The following shall be members of the house corporation:

A. Collegiate Members. All members of the collegiate chapter identified in Article II who are in good standing with the Fraternity and with the collegiate chapter.

B. Alumnae Members.

(1) All alumnae members of the Alpha Beta Chapter of Delta Delta Delta Fraternity who are in good standing with the Fraternity.

(2) All members of the Ithaca Alumnae Chapter of Delta Delta Delta (“alumnae chapter”) who are members in good standing with the Fraternity and the alumnae chapter.

(3) A member in good standing with the Fraternity whose written application for membership has been approved by the board of directors of the Alpha Beta Chapter of Delta Delta Delta.

(4) Members in good standing with the Fraternity appointed by the Board of Directors of Delta Delta Delta National House Corporation, a Texas non-profit corporation.

Section 2. Membership Records. The secretary shall maintain a record containing the name and address of each member. The records shall be conclusive as to who are members for purposes of receiving notice of meetings and voting. All members shall be entitled to attend and vote at the annual and special meetings.

#### ARTICLE V – DIRECTORS

Section 1. Classification. The board of directors of the house corporation shall consist of at least three directors. All members of the house corporation are eligible for election to the office of director at the annual meeting provided that the majority of directors shall be alumnae members.

Section 2. Election.

A. Nominations. The nominating committee shall prepare a slate of nominees for directors. The slate shall be submitted to the president and secretary of the house corporation at least three weeks prior to the annual meeting and shall be given to each member at least ten days prior to the annual meeting. Nominations may be made from the floor at the annual meeting provided each nomination is seconded by at least two members.

B. Election. Election shall be by an affirmative vote of a majority of the house

corporation members eligible to vote who are present and voting providing quorum is present. If there are no additional nominations, a voice vote may be taken. If there are additional nominations, voting shall be by written ballot.

Section 3. Terms. Directors shall be elected to hold offices for one year or until their successors are elected. Directors may be elected to no more than three consecutive terms.

Section 4. Responsibilities.

- A. The business transactions and financial affairs of the house corporation shall be managed by and under the authority of the board of directors.
- B. The house corporation shall have supervision over the business transactions, financial affairs and maintenance of the physical facilities for housing or meetings of the collegiate chapter.

Section 5. Meetings.

- A. First Meeting. If a quorum is present, the newly elected board of directors may hold its first meeting immediately after the annual meeting. A notice of the meeting shall not be necessary.
- B. Place of Meetings. Meetings of the board of directors shall be held at the designated chapter housing facility or at another place designated by the board of directors at a time convenient for attendance by the collegiate members referred to in Article V, Section 5(F). Meetings may also be held by phone or web teleconference.
- C. Regular Meetings. The board of directors shall meet at least once per calendar quarter. The meetings may be held without notice by resolution of the board of directors and communicated to all directors.
- D. Special Meetings. In addition to regular meetings, a special meeting of the board of directors may be called at any time by the president or any two directors of the house corporation.
- E. Notice of Special Meetings. Notice shall be given to each director at least seven days before the special meeting stating the date, time and place designated by the director calling the meeting. This requirement may be waived in writing if signed by all the directors or if all the directors are present at the meeting. The business to be transacted or the purpose of the meeting need not be specified in the notice or the waiver of the notice. Notice of the meeting may be given by U.S. Mail or by Electronic Transmission in accordance with Article V, Section 5(H). If the notice is given by U.S. mail, it is deemed given when deposited in the U.S. Mail system.
- F. Notice to Other Members of Regular and Special Meetings of the Board. Notice of regular or special meetings of the board of directors, even if notice has been waived by all the directors, shall be sent to the president of the alumnae chapter(s), the alumna

advisor, finance and administration advisor, collegiate chapter president, vice president/finance, and house manager (suite or room chairman). These members shall be entitled to attend all meetings (including Executive Session meetings) but shall not be entitled to vote unless they are qualified as a director. Notice of the meeting may be given by U.S. Mail or by electronic transmission. If the notice is given by U.S. mail, it is deemed given when deposited in the U.S. Mail system.

G. Quorum. A majority of the directors as specified in Article V, Section 1 of these bylaws shall constitute a quorum for the transaction of business. If a quorum is not present, a majority of the directors present may adjourn the meeting until a quorum is present.

H. Electronic transmission. "Electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient of it, and that may be directly reproduced in paper form by such a recipient through an automated process.

I. Vote.

(1) Vote. Action shall be by an affirmative vote of a majority of the directors eligible to vote who are present and voting providing quorum is present unless otherwise required by its Articles of Incorporation (including any amendments) or these bylaws.

(2) Record. A vote of a director who is present at any meeting in which a vote is taken shall be presumed to be in the affirmative unless:

- a. her dissent is recorded in the minutes of the meeting;
- b. her written dissent is filed with the secretary before the adjournment of the meeting; or
- c. her dissent is forwarded by certified mail to the secretary immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of any action.

Section 6. Resignation. Any director, committee member, officer or registered agent may resign at any meeting of the board of directors or by giving written notice to the board of directors, president, or secretary of the house corporation.

Section 7. Removal and Vacancies. At any meeting called for that purpose, any director or directors of the house corporation may be removed, with or without cause, by an affirmative vote of two thirds of the members eligible to vote who are present and voting providing quorum is present except as required by law. A director position occupied by a person who ceases to be in good standing with the Fraternity shall be deemed vacant, and that person shall cease to be a director of the house corporation at such time as she ceases to be in good standing with the Fraternity. A director position shall be deemed vacant when the person who holds it becomes incapacitated, is unable to fulfill the responsibilities of the position for health or other reasons, or abandons the office.

Section 8. Filling Vacancies. A vacancy on the board of directors for the unexpired term may be filled by:

- A. a member of the house corporation elected by a majority vote of the remaining members of the board of directors; or
- B. the members of the house corporation at a special meeting called for that purpose.

If, due to resignation, death, incapacity, inability of a director to fulfill the responsibilities of the position for health or other reasons, abandonment of the position of house corporation director, or for any other reason, there are not at least three actively serving directors of the house corporation, the Board of Directors of Delta Delta Delta National House Corporation may appoint the number of directors necessary to bring the total number of actively serving directors of the house corporation to three. Any such appointed directors shall serve until replaced by a successor director pursuant to Article V, Section 2, or pursuant to a special meeting of the members of the house corporation.

## ARTICLE VI – OFFICERS

Section 1. Classification. The officers shall be president, vice president, secretary and treasurer. Any director is eligible to be elected as an officer except that the offices of president and treasurer shall not be held by the same director and shall be held by alumnae members.

### Section 2. Election.

- A. Nominations. The officers shall be elected from the board of directors at its first meeting at which quorum is present after the annual meeting or whenever a vacancy exists.
- B. Vote. An officer shall be elected by an affirmative vote of a majority of the directors eligible to vote who are present and voting providing quorum is present.

Section 3. Terms. Officers shall be elected to hold offices for one year or until their successors are elected. Any officer shall not hold the same office for more than three consecutive years.

### Section 4. Duties.

- A. President. The president shall:
  - (1) preside at the annual and special meetings of the membership and regular and special meetings of the board of directors;
  - (2) coordinate the work of the directors, officers and committees;
  - (3) be responsible for the execution of the orders and resolutions of the directors;
  - (4) be responsible for the reports of information requested by the Executive Board of Delta Delta Delta Fraternity and other designated regional housing personnel; and
  - (5) sign all contracts with the treasurer in the name of the house corporation.
- B. Vice President. The vice president shall:
  - (1) serve as president in her absence or inability to act;

- (2) be a member of the long-range planning committee and serve as chairman; and
- (3) perform the duties as assigned by the board of directors or the president.

C. Secretary. The secretary shall:

- (1) prepare minutes of the annual and special meetings of the membership and regular and special meetings of the board of directors and in her absence, the board of directors shall appoint a member to act as secretary;
- (2) maintain all minutes including committee meeting in the house corporation minute books;
- (3) provide notice of meetings when requested by any member authorized to call a meeting;
- (4) maintain the minute books, corporate seal and membership records which shall be available to any member;
- (5) perform the duties as assigned by the board of directors or the president; and
- (6) be responsible for filing all records and documents requested by the Executive Board or other designated regional housing personnel.

D. Treasurer. The treasurer shall:

- (1) maintain house corporation's funds and securities;
- (2) maintain records of receipts and disbursements;
- (3) deposit all assets to the house corporation accounts and/or depositories designated by the board of directors;
- (4) audit all payrolls and vouchers;
- (5) receive, audit and consolidate all operating and financial statements;
- (6) supervise accounting and auditing practices, including those relating to taxation;
- (7) sign all contracts with the president in the name of the house corporation;
- (8) endorse, with officers designated by the board of directors, for deposit or collection, all checks, drafts, notes, exchanges and other commercial paper payable to the house corporation;
- (9) provide receipts and discharges for all payments;
- (10) countersign, with officers designated by the board of directors, all checks, drafts, notes or orders for the payment of money;
- (11) perform the duties assigned by the board of directors or the president;
- (12) be responsible for filing all records and documents requested by the Executive Board and other designated regional housing personnel; and
- (13) be a member of the finance committee and serve as chairman.

Section 5. Removal and Vacancies. Any officer of the house corporation and any agent elected or appointed by the board of directors of the house corporation may be removed by the board of directors whenever the best interests of the house corporation will be served. An officer position occupied by a person who ceases to be in good standing with the Fraternity shall be deemed vacant, and that person shall cease to be an officer of the house corporation at such time as she ceases to be in good standing with the Fraternity. An officer position shall be deemed vacant when the person who holds it becomes incapacitated, is unable to fulfill the responsibilities of the position for health or other reasons, or abandons the office.

Section 6. Filling Vacancies. A vacancy in an office shall be filled by the board of directors for the unexpired term. If, due to resignation, death, incapacity, abandonment of a position of house corporation director, or for any other reason, there are not at least three actively serving directors of the house corporation, and there is no member of the house corporation actively serving as the president or the secretary of the house corporation, then the Board of Directors of Delta Delta Delta National House Corporation may appoint a member of the house corporation to serve for either or both of such vacated offices. Any such appointed officer shall serve until replaced by a successor pursuant to Article VI, Section 2, or pursuant to a special meeting of the members of the house corporation.

## ARTICLE VII – COMMITTEES

### Section 1. Standing Committees.

- A. Committees. The house corporation shall have the following standing committees: finance, long-range planning and nominating.
  
- B. How Constituted. The board of directors shall appoint the members of any committee unless otherwise specified in these bylaws.
  
- C. Terms, Removal and Vacancies. Each member shall serve until the expiration of her term or her removal as a committee member. Any committee vacancy shall be filled by the board of directors for the unexpired term.
  
- D. Structure.
  - (1) Finance. The finance committee shall prepare the annual budget and inspect the financial records. The treasurer shall be a member of the committee and serve as chairman. The vice president/finance and finance and administration advisor of the collegiate chapter shall be invited to each meeting.
  
  - (2) Long-Range Planning. The long-range planning committee shall supervise and implement the maintenance, furnishing, decorating and long-range plans for the continual upkeep of the chapter housing facilities. The vice president shall be a member of the committee and serve as chairman. The vice president/finance and the finance and administration advisor of the collegiate chapter shall be invited to each meeting.
  
  - (3) Nominating. The nominating committee shall consist of at least two members, one of whom shall be the president of the house corporation and one of whom shall be the collegiate president of Alpha Beta Chapter of Delta Delta Delta Fraternity. The nominating committee shall prepare a slate of nominees for the board of directors as provided in these bylaws.

Section 2. Other Committees. Other committees may be appointed by and discharged by the board of directors.

### Section 3. Meetings.



- A. Meetings. Meetings may be held without notice at a date, time and place designated by the committee and communicated to all members.
- B. Duties. Each committee shall report to the board of directors. Each committee shall provide written minutes for placement in the minute books.
- C. Quorum. A majority of the members shall constitute a quorum for the transaction of business. If quorum is not present, a majority of the members present may adjourn the meeting without notice.
- D. Vote. Action shall be by an affirmative vote of a majority of the members eligible to vote who are present and voting providing quorum is present unless otherwise required by law, its Articles of Incorporation (including any amendments) or these bylaws.

## ARTICLE VIII – FINANCES

### Section 1. Financial Management.

- A. *Operating Fee.* An operating fee as determined by Delta Delta Delta Fraternity shall be paid to Delta Delta Delta Fraternity during each fiscal year.
- B. *Bonding.* All directors handling money shall be bonded and the fee shall be paid when billed by the Executive Office of Delta Delta Delta Fraternity. See Article XVIII, Section 4.B. of the BYLAWS OF DELTA DELTA DELTA FRATERNITY.
- C. *Fundraising.* No funds shall be solicited in the name of the chapter, the Fraternity, the Corporation or the house corporation without the notification of the Executive Board of Delta Delta Delta Fraternity.
- D. *Records.* The house corporation shall maintain all documents, accounts and minutes of the house corporation, the board of directors and committee meetings.
- E. *Fiscal Year.* The fiscal year shall be August 1 through July 31 unless otherwise determined by the board of directors.
- F. *Attestation by the Secretary of deeds.* The attestation by the secretary of any deed executed by the house corporation through its officers must have written approval by the Executive Board of Delta Delta Delta Fraternity to constitute a valid and binding deed.
- G. *Disposition of Annual Income.* See Article XX, Section 5.B. of the BYLAWS OF DELTA DELTA DELTA FRATERNITY.

Section 2. Compensation. A house corporation member shall receive no compensation for the performance of her duties as a director or officer of the house corporation. Each director and officer shall be reimbursed for expenses incurred in the performance of her duties as approved by the board of directors.

Section 3. Distribution of Assets upon Inactivation of Chapter. If the collegiate chapter for the benefit of which the house corporation has been organized is inactivated, all of the house

corporation's assets shall be transferred to and vested in Delta Delta Delta National House Corporation, a Texas non-profit corporation, or an associated entity of Delta Delta Delta National House Corporation, which shall have all rights associated with the ownership of the assets, and the house corporation shall then be dissolved. See Article XVIII, Section 9.C.(3) of the BYLAWS OF DELTA DELTA DELTA FRATERNITY.

#### ARTICLE IX – PARLIAMENTARY AUTHORITY

The rules contained in the edition of Roberts' Rules of Order Newly Revised current as of the date these bylaws are adopted (stated below) shall govern this house corporation in all parliamentary procedures in respect to which they are applicable.

#### ARTICLE X – HOUSE CORPORATION BYLAWS

Section 1. Revision. The bylaws of the house corporation shall be submitted to the Executive Offices of Delta Delta Delta Fraternity every four years for review and at any other time requested by the Executive Offices of Delta Delta Delta Fraternity.

Section 2. Amendments. Amendments to these bylaws require the affirmative majority vote of the house corporation members eligible to vote who are present and voting providing quorum is present.

- A. Proposed amendments shall be presented to the membership at the annual meeting and shall be voted upon at the next annual meeting unless it is necessary to follow provision B of this section.
- B. Notice of a proposed amendment shall be given to the membership no less than one week prior to the annual meeting or a special meeting called for that purpose.

Section 3. Copy of Governing Documents to Delta Delta Delta Fraternity. Upon request, the house corporation shall provide a copy of its Articles of Incorporation (including any amendments) and its Bylaws to the Executive Director of Delta Delta Delta Fraternity or to any designated Fraternity representative appointed by the Executive Board of Delta Delta Delta Fraternity.

Section 4. Invalid Provisions. If any part of these bylaws is held invalid, the remaining parts shall remain valid.

The undersigned, the secretary of the house corporation, hereby certifies that the foregoing bylaws were adopted by required affirmative vote of the house corporation members eligible to vote and who were present and voting at a meeting held on the \_\_\_\_ day of \_\_\_\_\_, 2015 called for that purpose.

\_\_\_\_\_ (signed)

Secretary, Alpha Beta House Corporation

Original adoption date:

Reviewed and approved for Delta Delta Delta Fraternity with revision:

Reviewed and approved for Delta Delta Delta Fraternity without revision: