

**BYLAWS**  
**of**  
**ALPHA DELTA CHAPTER OF**  
**PI LAMBDA PHI FRATERNITY, INC.**



**Article I**  
**Members**

**Section 1.** The members of the corporation shall consist of the persons signing the Certificate of Incorporation and such persons as they may associate with themselves, and their successors. The election of members shall take place either at an annual meeting of the corporation or at a special meeting duly called for that purpose. An affirmative vote of two-thirds of all members of the corporation, represented either in person or by proxy, shall be required for election. Any member may withdraw from the corporation by notice in writing to the corporation.

**Section 2.** The annual meeting of the members of the corporation shall be held at the office of the corporation in the City of New York, on the fourth Friday in July of each year, or if that day falls on a legal holiday, on the next succeeding business day at 2:00 p.m., for the election of the directors and for the transaction of such other business as may come before the meeting. Notice of time and place of the annual meeting shall be served upon each member, either personally or by mail, not less than three or more than ten days before the meeting.

**Section 3.** Special meetings of the members of the corporation may be called at any time by the president of the corporation or by a majority of the members, and may be held within or without of New York State. Notice of every special meeting, stating the time, place and purpose or purposes thereof, shall be served upon each member, either personally or by mail, not less than one day before the meeting; provided, however, that a meeting of the members to change the certificate of incorporation pursuant to section 30 of the Membership Corporations Law shall be noticed as provided in Section 43 of that Law.

**Section 4.** At all meetings of the members, except as otherwise specifically provided by law, a majority of all members, represented either in person or by proxy, shall be necessary to constitute a quorum. In the absence of a quorum, the meeting may be adjourned from time to time until a quorum is present. At any such adjourned meeting at which a quorum is present, any business may be transacted at the meeting as originally called.

**Section 5.** At all meetings of the members, each member represented in person or by proxy shall be entitled to one vote, and all questions, except the election of members, the amendment of the Bylaws and such questions, the manner of which is specifically regulated by statute, shall be determined by a majority of the votes cast.

Section 6. Notices of all meetings, whether annual or special, shall be in writing and signed by the president or secretary of the corporation. It shall be the duty of such officers to prepare and serve such notices whenever requested to do so by any person or persons entitled to call any such meeting. If notice of a meeting to the members, whether annual or special, is sent by mail, it shall be directed to the member at his last address known to the corporation.

## **Article II** **Directors**

**Section 1.** The number of directors shall be five (5). Directors need not be members of the corporation. The directors shall be elected at the annual meeting of the members of the corporation for a term of one year and until their respective successors shall be elected and shall qualify.

**Section 2.** Vacancies in the Board of Directors occurring prior to the expiration of the term for which the board was elected shall be filled for the unexpired term at a meeting of the directors called for that purpose, or if a meeting of the board of directors shall so determine, at a special meeting of the members called for that purpose.

**Section 3.** A majority of the board of directors shall constitute a quorum, and a majority of the votes cast shall be necessary for the determination of any question or the passage of any resolution.

**Section 4.** Meetings of the board may be called by any director or officer giving two days notice, stating the time, place, purpose or purposes thereof, personally or by mail to the other members of the board. Meetings may be held within or without the State of New York. The board of directors may, however, fix the place for the holding of the meeting.

**Section 5.** The board of directors shall have the general power:

1. To manage and control the affairs and property of the corporation.
2. To purchase, lease or otherwise acquire and to hold, own, sell or dispose of, real and personal property of all kinds.
3. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time for the purchase of property, or for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.

All expenditures and distributions toward carrying out the purposes of the corporation as set forth in its certificate of incorporation shall rest in the absolute discretion of the board. The board may adopt such rules and regulations for the conduct of its meetings and the management of the affairs and property of the corporation, as it may deem proper, not inconsistent with the laws of the State of New York or with these Bylaws.

## **Article III** **Officers**

**Section 1.** The board of directors, immediately after the annual meeting of the members and without further notice to the directors of such meeting of the board, shall elect one of their number to be president of the corporation, and shall elect a vice-president, a treasurer and a secretary, none of who shall be directors. Each of said officers shall serve for a period of one year

or until his successor shall be elected and shall qualify. One person may hold more than one office. Officers need not be members.

**Section 2.** In any case where an office shall become vacant during the term of any incumbent, the vacancy shall be filled for the unexpired term by the board of directors at a meeting called for that purpose.

**Section 3.** Any officer may be removed at any time by the board of directors, with or without cause, irrespective of the term for which such officer may have been elected.

**Section 4.** The president shall preside at meetings of the members and of the board of directors. He shall have general charge of the activities of the corporation and between sessions of the board of directors he shall have all the powers of the board of directors. He shall keep the board of directors fully informed and shall freely consult the board with respect to the activities of the corporation. He shall verify the annual report of the affairs of the corporation and shall perform such other duties as may be assigned to him by these Bylaws or by the board of directors.

**Section 5.** The vice-president shall, in absence or incapacity of the president, preside at meetings of the members and of the board of directors, and shall also perform such other duties as may be assigned to him by these Bylaws or by the board of directors.

**Section 6.** The treasurer shall have the care and custody of the funds and securities of the corporation, subject to the discretion of the board of directors, and shall deposit the same in the name of the corporation in such banks, trust companies and safe deposit vaults as the directors may designate. He shall verify the annual report of the affairs of the corporation and shall perform such other duties as may be assigned to him by these Bylaws or by the board of directors.

**Section 7.** The secretary shall act as secretary of the meetings of the members and of the board of directors and shall keep minutes thereof. He shall have charge of the minute book and the corporate seal of the corporation, and shall perform such other duties as may be assigned to him by these Bylaws or by the board of directors.

#### **Article IV** **Contracts, Checks and Negotiable Instruments**

**Section 1.** Contracts and agreements of any kind and description, checks, negotiable instruments and endorsements thereof, in order to be valid and binding on the corporation, shall be signed by such officer or officers or by such other person or persons, whether an officer of the corporation or not, as may from time to time be designated by the board of directors.

#### **Article V** **Seal**

**Section 1.** The seal of the corporation shall be in the form of a circle and shall bear the name of the corporation, the state and year of incorporation and the words "corporate seal."

#### **Article VI** **Office**

**Section 1.** The office of the corporation shall be located at such a place in the Borough of Manhattan, City, County and State of New York, as the board of directors may time to time designate.

**Article VII**  
**Fiscal Year**

**Section 1.** The fiscal year of the corporation shall commence on the first day of July in each year.

**Article VIII**  
**Waiver of Notice**

**Section 1.** Whenever under the provisions of any of the corporate laws or of these Bylaws, the members or the directors are authorized to hold any meeting or to take any action after notice or after the lapse of any prescribed period of time, such meeting may be held or such action may be taken without notice and without the lapse of any period of time if such requirements as to notice and lapse of time be waived in writing by every member or director who is entitled to such notice, or by his attorney thereunto duly authorized in writing.

**Article IX**  
**Amendments**

**Section 1.** These Bylaws may be amended, added to or repealed at any meeting of the members, by the affirmative vote of two-thirds of all the members of the corporation, represented either in person or by proxy, provided the proposed amendment, addition or repeal is inserted in the notice of such meeting.