NATIONAL BYLAWS OF CHI PSI FRATERNITY

(As modified through and adopted on July 31, 2025)

Section 1
Governing Law of the Fraternity

1.1 Corporation. Chi Psi Fraternity (the "Fraternity") was originally founded in 1841 and formally incorporated on June 22, 1990, under the Michigan Nonprofit Corporation Act (P.A. 1982, No. 162) (the "Act"), and shall be subject to all provisions of the Act.

1.2 Constitution. The Constitution of Chi Psi Fraternity (the "Constitution") shall be the supreme law for governance of the Fraternity. For purposes of compliance with the Act, whereby certain provisions of the Act may be overridden only by the provisions of a corporation's articles of incorporation or Bylaws (as defined below), the Constitution shall be deemed to be additional Bylaws of the Fraternity. In the event of any conflict between the Constitution and these Bylaws, the terms of the Constitution shall govern.

1.3 *Ritual and Traditions of Chi Psi Fraternity*. The *Ritual and Traditions of Chi Psi Fraternity*, as created and amended from time to time under the Constitution, shall be deemed to be a part of the Constitution for purposes of subsection 1.2.

1.4 Rules of Procedure. The "Rules of Procedure for Chi Psi Conventions," as adopted and amended from time to time, shall be deemed to be additional Bylaws of the Fraternity. In the event of any conflict between the "Rules of Procedure for Chi Psi Conventions" and these Bylaws, the "Rules of Procedure for Chi Psi Conventions" shall govern.

1.5 Bylaws. These National Bylaws of Chi Psi Fraternity (the "Bylaws") shall contain such regulations as may be necessary to carry out the Constitution and to provide for the welfare and management of the Fraternity. All capitalized terms not otherwise defined herein shall be incorporated by reference, and have the same meaning, as defined in the Constitution. Use of the singular shall be deemed to include the plural, and vice versa, whenever the context requires.

Section 2
Membership

2.1 In General.

2.1.1 Requirements. Members of the Fraternity shall be men who have been duly initiated at an Alpha in accordance with the *Ritual and Traditions of Chi Psi Fraternity*, the Constitution, and these Bylaws, and who maintain their membership in accordance with the same.

2.1.2 Recognition. Every member shall be known to other members as "Brother."

2.1.3 Symbol. The Chi Psi Badge shall be the sole symbol of membership in the Fraternity.

2.1.4 Merchandise. Brothers may wear such items of Chi Psi clothing or jewelry as are permitted by the *Ritual and Traditions of Chi Psi Fraternity* and not restricted by these Bylaws.

2.1.5 Brother for Life. Every Brother shall be a Brother for life, except provided hereinafter.

2.1.6 Solicitation. Brothers may be solicited for annual contributions to the Fraternity, The Chi Psi Educational Trust, Inc. ("The Chi Psi Educational Trust"), and affiliated entities, but such contribution or non-contribution shall in no way affect their continued membership.

2.1.7 Hazing. No Brother of the Fraternity shall engage in any form or any act of hazing at any time. For all purposes related to the Fraternity, and unless otherwise defined, hazing shall be defined outlined in the Chi Psi Risk Management Policies.

2.2 Brothers.

2.2.1 Categories. Each Brother shall be considered either an active or alumnus Brother.

2.2.2 Active Brothers. An "active" Brother of the Fraternity are those Brothers who are currently enrolled as undergraduate students at any institution at which an Alpha of Chi Psi is located, except as provided in sections 2.4 and 2.6.

2.2.3 Alumni Brothers. All Brothers who are not active Brothers shall be considered an "alumnus" Brother.

2.3 Initiation.

2.3.1 Time of Initiation. Normally, initiation and the beginning of membership in the Fraternity occur during a Brother's time as an undergraduate student, when a prospective member will progress from pledge to active Brother.

2.3.2 Initiation of an Alumnus Brother.

2.3.2.1 - It is permissible for one to be initiated and begin membership in the Fraternity as an alumnus Brother.

2.3.2.2 - Prior to initiating a man as an alumnus Brother, the #1 of the Alpha desiring to initiate the alumnus Brother and the President of the corresponding Alpha Alumni Corporation or Alpha Alumni Advisory Board must submit a written request to initiate to the Executive Council. The Executive Council must approve any such request for initiation as an alumnus Brother unless good cause can be shown why such a request should not be granted.

2.3.2.3 - An alumnus initiate shall be subject to the same selection criteria standards as undergraduate initiates and shall require the same affirmative vote of the Brothers of an Alpha to be initiated as undergraduate initiates.

2.3.2.4 - An alumnus initiate shall be separately designated from other initiates, although he shall be considered duly initiated alumnus Brother. He shall be designated a Brother of the Alpha at which he was initiated. At the new initiate's discretion, after consultation with the Executive Director, the new initiate shall be given a year designation corresponding to one of the following years: the year he graduated from college; the year he should have graduated from college had he attended (i.e., the year that is four years from the year in which he finished or should have finished secondary school); or the year of his initiation. This year designation policy is hereinafter referred to within the brotherhood of Chi Psi as the "Hattendorf Designation."

2.4 Dormant Brothers.

2.4.1 In General. An active Brother may become a "dormant" Brother under this section.

2.4.2 Hardships. An active Brother may seek to be considered a dormant Brother if he has a demonstrated hardship which impacts his ability to be an active Brother. Hardships may include financial difficulties, family emergencies, illness, and academic-related needs.

2.4.3 Procedure for Alpha Approval.

2.4.3.1 Meeting and Request. An active Brother who desires to request dormant status (the "proposed dormant Brother") shall discuss his particular situation with the #1 of the Alpha, and the #1 of the Alpha shall review with the proposed dormant Brother the requirements of section 2.4, and shall also discuss resignation. If after such discussion, the proposed dormant Brother still desires to request dormancy, then he shall submit a written request for dormant Brother status to the #1 that specifies his reasons, states the period of time during which he expects to be a dormant Brother, and explicitly acknowledges that he will abide by the restrictions in section 2.4. The #1 shall distribute the request to the Alpha.

2.4.3.2 Alpha Vote. At the next Alpha Meeting after a request for dormancy has been distributed to the Alpha, the proposed dormant Brother shall become a dormant Brother upon the affirmative vote of a majority of all Actives eligible to vote. The Alpha shall notify the Executive Director promptly upon an active Brother's dormancy by sending a copy of the dormant Brother's signed written request and confirmation of the Alpha's vote.

2.4.4 Dormant Brother Prohibitions. A dormant Brother shall not:

a. Live in the official residence of the Alpha, known as the "Lodge";

b. Make any social visits to the Lodge;

c. Have a vote in the Alpha's affairs;

d. Participate as an active Brother in the educational programs available through The Chi Psi Educational Trust;

e. Be eligible to attend the annual Convention;

f. Participate in any Chi Psi social activity; or

g. Enjoy any other benefits of active membership in the Fraternity.

2.4.4.1 Enforcement. The officers of the Alpha and all other active Brothers shall enforce these restrictions. If a newly dormant Brother lives in the Lodge, he shall be afforded a reasonable time to move to other accommodations.

2.4.5 Restoration of Active Status.

2.4.5.1 - A dormant Brother who desires to be restored to active status may submit a written request to the #1 of the Alpha stating his desire to be restored to active status as of a specific date. The #1 shall distribute the request to the Alpha.

2.4.5.2 - At the next Alpha meeting, the active Brothers shall consider the dormant Brother's request to be restored to active status. If a majority of all active Brothers eligible to vote approves the request, the dormant Brother shall be restored to active status. The Alpha shall notify the Executive Director of the change in status.

2.4.6 Written Notices. The written requests required by section 2.4 must be submitted to the #1 of the Alpha at least one week prior to the next Alpha meeting. The written notice may be handwritten, typewritten, or in electronic form, but it must be signed by the proposed dormant Brother or dormant Brother. The #1 must then forward the request in full to all active Brothers at least three days prior to the next Alpha meeting. Such period of time must be during the regular school calendar and cannot include vacation time or examination time.

2.4.7 Failed Vote to Approve Proposed Dormant Brother Status. If the Alpha does not approve the request under section 2.4.3.2, the proposed dormant Brother shall continue as an active Brother and shall pay all amounts due in a timely manner. If the proposed dormant Brother refuses either to pay his required amounts or to resign from the Fraternity, such refusals shall be grounds for suspension under section 2.6 or expulsion under section 2.7. The Alpha shall remain responsible for all amounts payable for Fraternity dues, insurance, fees, and such other financial obligations for any active Brother who refuses to pay but is neither suspended nor expelled.

2.4.8 No Effect on Discipline. Nothing in section 2.4 shall in any way diminish the authority of an Alpha to discipline an active Brother as set forth in section 2.6.1.

2.5 Resignation.

2.5.1 Active Brothers.

2.5.1.1 - An active Brother may resign from membership in the Fraternity at any time by submitting a written letter of resignation to the #1 of his Alpha. The #1 informs the Alpha and the Executive Director that the Brother has resigned.

2.5.2 Alumni Brothers.

2.5.2.1 - An alumnus Brother may resign from membership in the Fraternity at any time by submitting a written letter of resignation to the Executive Director.

2.5.3 Effects of Resignation.

2.5.3.1 - A Brother who resigns shall not, by his resignation, be relieved of the oaths and responsibilities accepted by him during initiation into the Fraternity.

2.5.3.2 - A Brother who resigns shall not, by his resignation, be relieved of any debts owed by him to his Alpha or to the Fraternity.

2.5.3.3 - The name of any Brother who resigns shall be stricken from the roll of the Fraternity brotherhood. He shall no longer be eligible for the privileges of the Brotherhood.

2.5.3.4 - Any individual who has resigned from the Fraternity shall not be eligible for membership at a later date.

2.6 Discipline.

2.6.1 Discipline of an active Brother by an Alpha. Any discipline less than expulsion may be imposed upon an active Brother by his Alpha in accordance with that Alpha's bylaws. Each Alpha should have a judicial board to address discipline issues with the Brothers of the Alpha and should handle discipline based on the rules the Alpha has established for its judicial board.

2.6.2 Discipline of an Active Brother by the Executive Council.

2.6.2.1 - The Executive Council, by the affirmative vote of a majority of its members, may suspend the membership privileges of an active Brother.

2.6.2.2 - A Brother whose membership has been suspended shall be known as a "suspended Brother."

2.6.2.3 - A suspended Brother shall be treated as a dormant Brother and shall have the same restrictions placed on him that are placed on dormant Brothers outlined in section 2.4.4 of these Bylaws. If such suspended Brother is living in the Lodge at the time his membership is suspended, the Executive Council may permit him to continue to reside in the Lodge for the remainder of the then-current academic year but no longer than such remaining academic year.

2.6.2.4 - The membership of a suspended Brother shall remain suspended for a period of time specified by the Executive Council at the time of the vote to suspend such member. Such period of time specified may be for a definite period of time or for an indefinite period of time. In no event shall any suspension last beyond such time as such Brother would be considered an alumnus Brother.

2.6.2.5 - Any suspended Brother may have such suspension revoked and be restored to all rights and privileges of membership by an affirmative majority vote of the Executive Council.

2.6.2.6 - It is the responsibility of each Alpha to enforce suspensions.

2.6.3 Discipline of an Alumnus Brother. Any discipline less than expulsion may be imposed upon any alumnus Brother by the Executive Council. In such cases, the Brother affected shall be given the opportunity to be heard, in person or in writing, at a meeting of the Executive Council. The Executive Council shall then adjudicate a discipline by majority vote. Any such discipline may be revoked by a majority vote of the Executive Council.

2.7 Expulsion of an Active Brother.

2.7.1 In General. Any active Brother of the Fraternity may be expelled by the Alpha of which he is an active Brother according to the procedure outlined in these Bylaws.

2.7.2 Alpha Expulsion Procedure. In order for an Alpha to expel an active Brother the following procedure must be followed:

2.7.2.1 - At least two (2) active Brothers of the same Alpha as the active Brother being considered for expulsion (the "proposed expellee") must submit an expulsion request to the #1 of the Alpha. The expulsion request must be in writing and must set forth the reasons requested for expulsion.

2.7.2.2 - A copy of the expulsion request must be given to the proposed expellee and to the Presidents of the corresponding Alpha Alumni Corporation and Alpha Alumni Advisory Board at or about the same time as the expulsion request is given to the #1 of the Alpha.

2.7.2.3 - The Alpha must consider the expulsion request not more than two (2) weeks after it has been delivered but not less than seventy-two (72) hours after it has been delivered to all parties. If a formal meeting of the Alpha does not fall within this time frame, the #1 shall call a special meeting to consider the expulsion request.

2.7.2.4 - All active Brothers, the Presidents of the corresponding Alpha Alumni Corporation, Alpha Alumni Advisor Board, and the Executive Director must be notified of the date and time of the meeting at which the expulsion request will be considered.

2.7.2.5 - The President of the Alpha Alumni Corporation and Alpha Alumni Advisor Board, or their designate, shall have the right to attend the meeting at which the expulsion request is considered.

2.7.2.6 - At the meeting where the expulsion request is considered, the active Brothers requesting expulsion, the Presidents of the Alpha Alumni Corporation, and Alpha Alumni Advisory Board, and the proposed expellee shall be given a generous opportunity to be heard in the matter of the expulsion.

2.7.2.7 - If, after ample opportunity for a thorough discussion of the expulsion request, four-fifths (4/5) of all active Brothers of the Alpha shall vote for the expulsion, the proposed expellee shall be immediately expelled.

2.7.2.8 - The #1 of the Alpha or other officer shall inform the Executive Director that the active Brother has been expelled.

2.7.3 Expulsion of Active Brother by Executive Council. For a grave cause, as determined by the Executive Council, any active Brother may be expelled by the Executive Council.

2.7.4 Executive Council Expulsion Procedure. In order for the Executive Council to expel an active Brother, the following procedure must be followed, except as provided by section 3.5.6.4.

2.7.4.1 - At least two (2) active or alumni Brothers must submit an expulsion request to the Executive Director. The expulsion request must be in writing and must set forth the reasons requested for expulsion.

2.7.4.2 - A copy of the expulsion request must be given to the active Brother being considered for expulsion, to the #1 of his Alpha, and to the President of his Alpha Alumni Corporation and Alpha Alumni Advisory Board at or about the same time as it is delivered to the Executive Council.

2.7.4.3 - The Executive Council must consider the expulsion request not more than six (6) weeks after it has been delivered but not less than two (2) weeks after it has been delivered. If a scheduled meeting of the Executive Council does not fall within this time frame, the Chair of the Executive Council shall call a special meeting to consider the Expulsion Request. This special meeting may be held by telephone or electronically.

2.7.4.4 - At the meeting where the expulsion request is considered, the Brothers requesting expulsion and the proposed expellee shall be given a generous opportunity to be heard in the matter of the expulsion.

2.7.4.5 - If, after ample opportunity for a thorough discussion of the expulsion request, four-fifths (4/5) of the entire Executive Council shall vote for the expulsion, the proposed expellee shall be immediately expelled.

2.7.5 Expulsion of an Active Brother for Misconduct. Expulsion for some types of misconduct may require greater discretion than expulsion for other reasons.

2.7.6 Expulsion Procedure for Brother Accused of Misconduct that will not be determined by the full Alpha. In order for an Alpha to expel an active Brother for misconduct without taking the charge to the full Alpha, the following procedure must be followed:

2.7.6.1 - The #1 of the Alpha in which the accused is a member must contact the Executive Director or his designee to discuss the facts of the allegation and any other factors which might influence the decision to expel. The Executive Director or his designee shall determine if

the misconduct is of a nature that would necessitate the Alpha's Executive Committee consideration rather than the full Alpha taking an expulsion vote.

2.7.6.2 - The Executive Director or his designee shall determine if the Alpha's Executive Committee must provide an opportunity for the accused Brother to be heard before a vote to expel.

2.7.6.3 - If, after ample opportunity for a discussion, the Alpha's Executive Committee votes for the expulsion, the proposed expellee shall be immediately expelled.

2.7.6.4 - The #1 of the Alpha or other officer shall inform the Executive Director that the active Brother has been expelled.

2.7.6.5 - Based upon the factors leading to expulsion, the Executive Director or his designee and the #1 of the Alpha shall determine how Brothers of the Alpha shall be notified of the expulsion.

2.8 Expulsion of an Alumnus Brother.

2.8.1 In General. An alumnus Brother may be expelled by the Executive Council.

2.8.2 Procedure for Expulsion of Alumni Brother. In order for the Executive Council to expel an alumnus Brother the following procedure must be followed:

2.8.2.1 - At least two (2) active or alumni Brothers must submit an expulsion request to the Executive Director. The expulsion request must be in writing and must set forth the reasons requested for expulsion.

2.8.2.2 - A copy of the expulsion request must be given to the alumnus Brother being considered for expulsion and to and all alumni entities associated with the Alpha at or about the same time as it is delivered to the Executive Council.

2.8.2.3 - The Executive Council must consider the expulsion request not more than six (6) weeks after it has been delivered but not less than two (2) weeks after it has been delivered. If a scheduled meeting of the Executive Council does not fall within this time frame, the Chair of the Executive Council shall call a special meeting to consider the expulsion request. This special meeting may be held by telephone or electronically.

2.8.2.4 - At the meeting where the expulsion request is considered, the Brothers requesting expulsion and the proposed expellee shall be given a generous opportunity to be heard in the matter of the expulsion.

2.8.2.5 - If, after ample opportunity for a thorough discussion of the expulsion request, four-fifths (4/5) of the entire Executive Council shall vote for the expulsion, the proposed expellee shall be immediately expelled.

2.9 Effect of Expulsion. Expulsion carries the following effects:

2.9.1 Any individual expelled from the Fraternity shall remain bound by the oaths and responsibilities accepted by him at his initiation.

2.9.2 Any individual expelled from the Fraternity shall not, by reason of expulsion, be relieved of any debts owed to his Alpha or to the Fraternity.

2.9.3 The name of any individual expelled from the Fraternity shall be stricken from the rolls of the brotherhood forever, and he shall never again be eligible for membership.

Section 3
Alphas

3.1 Establishment. Alphas may be established in the manner set forth by the Constitution, these Bylaws, and the Executive Council at any scholastic institution that confers collegiate degrees. Alphas may not be established in any other manner.

3.2 Designation. Every Alpha shall have a separate Greek letter designation, which designation shall in all cases be preceded by the Greek letter Alpha. The designation may be a single Greek letter, or a single Greek letter followed by the Greek letter Delta or the Greek letter Tau. The Executive Council shall determine the designation.

3.3 Alpha Governance. Every Alpha of Chi Psi shall be governed by these Bylaws and by local Bylaws written and adopted by the Alpha. No local Bylaws shall conflict with the requirements of this section except as the Executive Council may provide for special exceptions.

3.3.1 All local bylaws must provide that the local bylaws are subordinate to the Fraternity Bylaws and that the Fraternity Bylaws shall control whenever any conflict exists between the local bylaws and the national Bylaws.

3.3.2 All Alpha bylaws must adhere to the requirements of the Fraternity Bylaws and to any regulations of the host institution concerning recruitment, pledging, and initiation. The requirement that members must be male is not subject to any regulation by the host institution.

3.3.3 All Alpha bylaws must provide, at a minimum, a formal process for recruiting members and the voting process to issue bids.

3.3.4 All Alpha bylaws must provide, at a minimum, that a two-thirds (2/3) affirmative vote of all current active Brothers is required to initiate a pledge as a Brother.

3.3.5 All Alpha bylaws must provide an equitable process for the discipline of Brothers and must provide that a four-fifths (4/5) affirmative vote of all current active Brothers is required to expel a Brother.

3.3.6 All Alpha bylaws must provide for the regulation of meetings of Brothers, the election of officers, and a description of the various officers' positions.

3.3.7 All Alpha bylaws must provide for the management of the Alpha's financial affairs.

3.3.8 All Alpha bylaws must provide for rules of conduct that conform to the host institution's standards and to the Fraternity's risk management guidelines.

3.3.9 All Alpha bylaws must provide, at a minimum that any Brother elected as #1 to serve as "President" of the Alpha shall have reached his junior year of college.

3.4 Colonies.

3.4.1 Limitation. The provisions of section 3.4 are to be considered a general outline and may be modified by the Executive Council by its sole action to adapt to the peculiar circumstances of each colony situation.

3.4.2 Creation of a Colony. From time to time, in accordance with Article III of the Constitution, the Executive Council shall see to the extension of the Fraternity by establishing Colonies at appropriate colleges or universities. The expectation is that each such Colony shall become a new Alpha or shall be the revival of a Dormant Alpha (as defined in section 3.5.5). The establishment of a Colony may follow either a request by an existing group of students or action by the Fraternity to recruit a group of interested students.

3.4.3 Status of Individuals. As soon as practical after the Executive Council action, student members of the Colony shall become pledges and shall begin the pledge education process.

3.4.4 Alumni Support Group. No Colony shall be established until the Executive Council determines that a group of interested and qualified alumni Brothers has been formed, educated, and prepared to work with the Colony.

3.4.5 Procedures and Requirements. The Executive Council shall develop and implement comprehensive procedures, requirements, and expectations for creating a Colony, helping it to grow and thrive, monitoring its progress, and growing it into an Alpha. Such materials are to be updated regularly based on experience. Such procedures, expectations, and requirements shall be given to pledges and to alumni support group. Each member of the initial pledge class and the president of the alumni support group shall acknowledge receipt of such procedures, expectations, and requirements in a written confirmation of acceptance of Colony status.

3.4.6 No Assurances. Each pledge of a Colony shall clearly understand that there is no assurance that the Colony will become an Alpha and that the pledges will become Brothers.

3.4.7 Recommendation for a Charter. The Executive Council shall monitor the growth and status of each Colony by receiving written reports from appropriate designees. When a particular Colony has met all expectations and requirements set forth for it, it is appropriate that the Executive Council entertain a motion to recommend to the delegates to the next annual Convention that the

Colony be granted a charter to become an Alpha on a date and in a location determined by Executive Council for the Initiation of the pledges. If the Colony has not met all expectations and requirements, the Executive Council may waive one or more of them but only by disclosing such waiver to the delegates to the Convention who will vote on whether to grant the Colony a charter. The adoption of such motion shall require the affirmative vote of four-fifths (4/5) of the entire Executive Council. If the next Convention fails to approve the Executive Council's recommendation, the Colony shall remain a Colony until such time as a new recommendation adopted under this paragraph is approved by a subsequent Convention or until such time as the Executive Council dissolves the Colony.

3.4.8 Support for New or Revived Alpha. For an appropriate period of time following the granting of a charter to a new or previously Dormant Alpha, the Executive Council and staff shall continue to be actively involved in assisting the new Alpha, its Brothers and its alumni entities as though it were still a Colony provide all possible assurance that the new or revived Alpha will thrive.

3.4.9 Dissolution of Colony. At any time prior to the approval by a Convention of an Executive Council recommendation to grant a charter to a Colony, the Colony may be dissolved by the affirmative vote of a majority of the entire Executive Council for any reason or reasons that such majority deems to be appropriate. Any assets of the Colony shall be distributed as determined by the Executive Council.

3.5 Alpha Status and Discipline.

3.5.1 In General. An Alpha is either in good standing, suspended, or dormant.

3.5.2 Good Standing. An Alpha is in good standing when it is not suspended or dormant.

3.5.3 Discipline.

3.5.3.1 - The Executive Council may discipline an Alpha according to these Bylaws.

3.5.3.2 - As soon as any situation or circumstance at an Alpha is brought to the attention of the Executive Council that raises the concern of the Executive Council, the Executive Council shall investigate the situation.

3.5.3.3 - After investigating the situation or circumstance, if the Executive Council determines that there is a problem of any sort at that Alpha, or that the Alpha is defective in any manner, or that an Alpha is in default of any of its obligations to the Fraternity, the Executive Council may discipline the Alpha, suspend the Alpha’s charter, or revoke the Alpha’s charter.

3.5.3.4 - If upon due consideration the Executive Council determines that the problem or problems at an Alpha are such that the Alpha should be disciplined, the Executive Council, by majority vote, may impose any discipline it deems reasonably appropriate to the situation. Such discipline may include, but is not limited to, the imposition of a monetary fine or the limitation of Alpha activities. Immediately after voting to discipline an Alpha, the Executive

Council shall direct the Executive Director to notify, as appropriate, the Alpha's officers, its active Brothers, and its Alpha Alumni Corporation and Alpha Alumni Advisory Board's officers in writing of the reason for the discipline, the disciplinary measure imposed, and the steps the Alpha should take to rectify the problems that lead to the imposition of the disciplinary measure.

3.5.3.5 - If upon due consideration the Executive Council determines that the problem or problems at an Alpha are such that the charter of the Alpha should be suspended, the Executive Council, by majority vote, may suspend the Alpha's charter. Immediately after voting to suspend an Alpha's charter, the Executive Council shall direct the Executive Director to notify the Alpha's officers, its active Brothers, and its Alpha Alumni Corporation and Alpha Alumni Advisory Board's officers in writing of the reason for the suspension of the charter, the length of the suspension, any limitations imposed upon the Alpha and its activities, and the steps the Alpha should take to correct the problems that lead to the suspension of the Alpha's charter.

3.5.3.6 - If upon due consideration the Executive Director determines that a problem or problems at an Alpha are such that the Alpha should be disciplined immediately, the Executive Director may impose any immediate discipline he reasonably deems appropriate. The Executive Director shall notify the Chair or, in his absence, the Vice Chair of the Executive Council promptly of any such discipline and the Executive Committee of the Executive Council must ratify every such act of discipline imposed by the Executive Director within forty-eight (48) hours or the action taken by the Executive Director expires.

3.5.4 Suspended Alpha.

3.5.4.1 - A suspended Alpha is one that has had its charter suspended by the Executive Council. An Alpha may be suspended for any reason determined by the Executive Council, including, but not limited to, the loss or neglect of the Fraternity's traditions, low membership, disciplinary problems, risk management violations, incidents of hazing, and failure to meet financial obligations. The Executive Council may set detailed criteria for suspension and the effects thereof. During the suspension period, the suspended Alpha may conduct initiations only if supervised by a designee of the Executive Council.

3.5.4.2 - A suspended Alpha may not conduct activities that are expressly prohibited or limited by the Executive Council in its notice of suspension to the Alpha.

3.5.4.3 - As soon as the Executive Council is satisfied that a suspended Alpha has corrected those matters that caused its suspension, the Executive Council may, by majority vote, lift the Alpha's suspension and restore it to active Alpha status.

3.5.5 Dormant Alpha.

3.5.5.1 - A Dormant Alpha is an Alpha whose charter has been revoked in accordance with the provisions set forth in the Constitution.

3.5.5.2 - No Alpha whose charter has been revoked and which has been declared dormant by the Fraternity shall do any act whatever as an Alpha, except such acts as the Fraternity may have directed for the closing of its affairs.

3.5.5.3 - Immediately upon dormancy, all assets of such Dormant Alpha, including, but not necessarily limited to, all Fraternity regalia and all records, shall be delivered to the care of the Executive Council. The Executive Council shall appoint a Dormancy Trustee to supervise the delivery of such assets to the Executive Director or to a place specified by him.

3.5.5.4 - Any Dormant Alpha may be re-established as an active Alpha on the same conditions and in the same manner as provided for the establishment of a new Alpha.

3.5.6 Membership Review.

3.5.6.1 - The Executive Council may, at any time, interview the individual active Brothers and pledges of an Alpha or Colony to determine each man's fitness to remain an active Brother or pledge. Such a series of interviews shall be called a "Membership Review."

3.5.6.2 - A Membership Review shall be conducted at any Alpha or Colony at any time that the Executive Council determines that such a Membership Review is necessary.

3.5.6.3 - When the Executive Council votes to Conduct a Membership Review, the Executive Director shall appoint one or more review panels to conduct the Membership Review. Members of the alumni entities of the Alpha under review and other interested Brothers may be invited to join the panel in conducting the Membership Review interviews as voting or non-voting members of the panel.

3.5.6.4 - The review panel shall conduct the Membership Review and report its findings back to the Executive Council as soon as is practicable. The review panel's report should include any appropriate recommendations. The Membership Review recommendations shall also be disseminated to the #1 of the Alpha and the Presidents of the Alpha Alumni Corporation and Alpha Alumni Advisory Board.

3.5.6.5 - The Executive Council may, by four-fifths (4/5) vote of the entire Executive Council, adopt the recommendation of the review panel to expel a Brother, provided that the recommendation is disseminated to the Brother, the #1 of the Alpha, and the Presidents of the Alpha Alumni Corporation and Alpha Alumni Advisory Board at least two weeks before adoption.

3.6 Insurance. It is the responsibility of each Alpha to participate in all insurance policies and risk management programs as mandated by the Executive Council.

3.7 Regions. The Executive Council shall, from time to time, place all active Alphas into geographic groups, and each such group shall constitute a Region for purposes of electing Undergraduate Representatives to the Executive Council. Also, the Executive Committee may

specify, from time to time, additional programs and activities which are to be undertaken by the Alphas within each Region.

Section 4
Alpha Alumni Advisory Board

4.1 In General. Each Alpha of the Fraternity shall have a corresponding Alpha Alumni Advisory Board.

4.2 Purpose. The primary purposes of each Alpha Alumni Advisory Board are to assist its Alpha in whatever manner is pertinent to the Alpha, establish an advisory structure that ensures the Alpha follows best practices, set benchmarks for undergraduate leaders, ensure efficient undergraduate leadership transitions, and when necessary inquire into the undergraduate operations to address judiciary action.

4.3 Creation. The Central Office, with the guidance of the Executive Council, shall establish an Alpha Alumni Advisory Board at every Alpha. When establishing a colony, an Alpha Alumni Advisory Board should be established prior to undergraduate recruitment.

4.4 Recognition.

4.4.1 In General. The Executive Council shall have the right to set criteria as necessary from time to time to recognize a legal entity as an Alpha Alumni Advisory Board.

4.4.2 Requirements for Convention Voting Recognition. Only one alumni entity associated with an Alpha may be recognized as the accredited Alpha entity for purposes of having a vote at the annual Convention. The criteria required for an Alpha Aluzzfmni Advisory Board to be recognized as the entity for such voting purposes are as folfregionlows:

4.4.2.1 - The Alpha Alumni Advisory Board should be an entity recognized by the Executive Council, and as a non-profit advisory board under the laws of the state in which its Alpha is located, if applicable.

4.4.2.2 - In general, the Alpha Alumni Advisory Board's membership shall be open to alumni Brothers of its Alpha, alumni Brothers of other Alphas, or any individual who may provide expertise or support for the Alpha.

4.4.2.3 - The Alpha Alumni Advisory Board shall hold regular meetings of its members, and conduct the activities defined in their bylaws. An active roster of the alumni volunteers on the Alpha Alumni Advisory Board must be kept current with the Central Office to be considered for recognition by the Executive Council.

4.4.2.4 - The board shall hold regular meetings of its members who are entitled to vote at such meeting of the board, if deemed necessary in the board's respective by-laws, at such intervals as mandated by the board's duly adopted bylaws. A meeting shall not qualify under this

section unless there are in attendance at least five (5) Brothers. Alpha Alumni Advisory Boards are strongly encouraged to hold at least one meeting annually at the Alpha's Lodge.

4.4.2.5 - Any Alpha Alumni Advisory Board that seeks to be recognized for the purposes of having a vote at a Convention that has not met the criteria set forth in section 4.4.2 required for an entity to be recognized as the Alpha Alumni Advisory Board for such voting purposes may petition the Executive Council to enable the board to be recognized as the Alpha Alumni Advisory Board and entitled to vote at Convention despite such board's failure to meet one or more of the requirements of section 4.4.2. The Executive Council by the affirmative vote of two-thirds (2/3) of its members may grant such a petition and permit such a board to be recognized and vote at such Convention.

Section 5
Alpha Alumni Corporations

5.1 In General. Each Alpha of Chi Psi which resides in a privately owned or leased Lodge, or is actively fundraising for a Lodge shall have a corresponding Alpha Alumni Corporation.

5.2 Purpose. The primary purposes of each Alpha Alumni Corporation are to assist its Alpha in whatever manner is necessary, to lease or hold title to the Alpha's Lodge, to see to the collection of rent, the payment of taxes, procurement of insurance, and proper maintenance of the Lodge, and to hold and manage assets that may come into its possession for the benefit of the Alpha. As part of the financial management of the Lodge, the Alpha Alumni Corporation is expected to solicit annual dues support from its membership to support the corporation's work

5.3 Creation. If no Alpha Alumni Corporation exists at a particular Alpha, the Executive Council shall establish such a corporation. If a particular corporation is non-functioning in the opinion of the Executive Council, the Executive Council shall reorganize the corporation into a functioning entity. A corporation shall be deemed "non-functioning" for purposes of this section if the corporation has been dissolved by a state regulatory agency, the corporation has not held a meeting in accordance with its bylaws, there are no longer any corporate officers, or any other situation exists that can permit the Executive Council to reasonably conclude that the corporation is non-functioning.

5.4 Recognition.

5.4.1 In General. The Executive Council shall have the right to set criteria as necessary from time to time to recognize a legal entity as an Alpha Alumni Corporation.

5.4.2 Requirements for Convention Voting Recognition. Only one alumni entity associated with an Alpha may be recognized as the Alpha Alumni Corporation for purposes of having a vote at the annual Convention. The criteria required for an Alpha Alumni Corporation to be recognized as an entity for such voting purposes are as follows:

5.4.2.1 - The Alpha Alumni Corporation shall be organized as a non-profit corporation under the laws of the state in which its Alpha is located and maintain good standing in accordance with the laws of that state.

5.4.2.2 - The Alpha Alumni Corporation shall not be delinquent in its payment of any annual fee, special fee, or other assessment required by the state or in its filing of an annual report or any other documents or materials required by the state, or the required filing of any return or other similar document required by the Internal Revenue Service or any federal agency.

5.4.2.3 - In general, the Alpha Alumni Corporation's membership shall be open to all alumni Brothers of its Alpha. The Alpha Alumni Corporation's bylaws may permit invitations to alumni Brothers of other Alphas to become members of the Alpha Alumni Corporation. The Alpha Alumni Corporation's bylaws may provide that only its members who pay a fixed amount of annual dues are eligible to vote, to receive routine communications, and to be offered other benefits of membership. The Alpha Alumni Corporation's bylaws may also provide for the discipline of its members, including expulsion from membership. No active Brother of the Fraternity may be a member of a corporation nor serve as an officer thereof, but active Brothers may be permitted to attend corporation meetings.

5.4.2.4 - The Alpha Alumni Corporation shall hold regular meetings of its members who are entitled to vote at such meeting of the corporation at such intervals as mandated by the corporation's duly adopted bylaws. The Alpha Alumni Corporation's bylaws must provide for reasonable and timely notice of such meeting. The officers of the corporation shall be elected at such meeting and nominations for any office must be accepted from the floor. A meeting shall not qualify under this section unless there are in attendance at least five (5) voting members. Corporations are strongly encouraged to hold at least one meeting annually at the Alpha's Lodge.

5.4.2.5 - The Alpha Alumni Corporation's articles of incorporation shall require that: (i) upon the dormancy of its Alpha, (a) the corporation shall cooperate with the Executive Council and Fraternity to ensure that all property owned by the Alpha is turned over to the Fraternity, and (b) the corporation shall cooperate with the National Fraternity in reestablishing the Alpha; and (ii) upon the dissolution of the corporation, its assets shall be distributed to the Fraternity. Such provisions need not be contained in the corporation's articles of incorporations in the exact wording of this section. If an Alpha Alumni Corporation's articles of incorporation do not provide as set forth in this section, a corporation may still meet this requirement by providing a resolution of its board of directors directing that the articles of incorporation be amended to conform with this section.

5.4.2.6 - The Alpha Alumni Corporation shall file an annual report with the Executive Director that shall confirm that the corporation complies with all requirements under this section.

5.4.2.7 - Any corporation that seeks to be recognized as the Alpha Alumni Corporation for purposes of having a vote at a Convention that has not met the criteria set forth in section 5.4.2 required for an entity to be recognized as the Alpha Alumni Corporation for such voting purposes may petition the Executive Council to enable the corporation to be recognized as

the Alpha Alumni Corporation and entitled to vote at Convention despite such corporation's failure to meet one or more of the requirements of section 5.4.2. The Executive Council by the affirmative vote of two-thirds (2/3) of its members may grant such a petition and permit such a corporation to be recognized and vote at such Convention.

5.5 Alpha Alumni Corporation of a Dormant Alpha.

5.5.1 - The Alpha Alumni Corporation of a Dormant Alpha shall continue to be recognized as an Alpha Alumni Corporation under these Bylaws after the vote by the Executive Council to place the Alpha into dormancy.

5.5.2 - The Executive Council, by the affirmative vote of a majority of its members, may declare that such Alpha Alumni Corporation is no longer recognized as such by the Fraternity.

5.6 Terminology. As used in these Bylaws, the term "non-profit" shall be defined broadly to include various statutory names for non-profit entities as used in the several States; the term "corporation" shall include any legal entity, such as corporations, limited liability companies, and any other such legal entity; the term "Articles of Incorporation" shall include any other such organizational document for any legal entity; the term "bylaws" shall include any other such regulatory document for any legal entity; and all terms used herein shall be broadly defined to coincide with the terminology applicable to various legal entities.

Section 6
Alpha Educational Foundations

6.1 In General. Each Alpha Alumni Corporation or Alpha Alumni Advisory Board may establish an Alpha Educational Foundation.

6.2 Purpose. Each Alpha Educational Foundation shall exist to promote education and scholarship in general and for promoting individual excellence and cultural development within the Alpha.

6.3 Status. Each Alpha Educational Foundation shall be an entity legally separate from the Alpha Alumni Corporation and Alpha Alumni Advisory Board, shall be legally established in accordance with the laws of its state, and shall be managed according to written bylaws. Each Alpha Educational Foundation shall qualify as an entity exempt from taxation under applicable federal and state income tax laws. Each Alpha Educational Foundation shall seek tax-deductible contributions and use the income on its assets to promote its purposes.

6.4 Dissolution. Each Alpha Educational Foundation shall include in its Articles of Incorporation a provision that, should the Alpha Educational Foundation be dissolved, its assets shall be distributed to The Chi Psi Educational Trust.

Section 7
Regional Alumni Associations

7.1 In General. Regional Alumni Associations are associations of alumni Brothers from different Alphas who live in a defined and limited geographical area and who desire to associate with one another in a formal organization.

7.2 Purpose. Regional Alumni Associations shall exist to promote the ideals and best interests of the Fraternity, to promote communication about the Fraternity, and to promote fellowship and fraternal spirit among alumni Brothers.

7.3 Membership. Membership in Regional Alumni Associations shall be limited to alumni Brothers living in a defined and limited geographic area. Alumni Brothers of the Fraternity may be eligible for membership in a Regional Alumni Association provided that he pay any required membership dues. The membership of a Regional Alumni Association must contain Brothers from more than one Alpha, if they wish to be recognized for the purpose of having a vote at Convention.

7.4 Management. A Regional Alumni Association may or may not formally organize themselves according to the laws of their local jurisdiction. If a Regional Alumni Association does formally organize itself, then it shall be governed according to a written set of bylaws.

7.5 Recognition.

7.5.1 Qualifications. A Regional Alumni Association shall be recognized by the Fraternity for constitutional purposes such as Convention delegate accreditation and voting if:

a. It has had at least one meeting of its members in the twelve (12) months before the Convention at which it seeks recognition;

b. At least ten (10) alumni Brothers attended that meeting;

c. At least one alumnus Brother who attended the meeting was initiated at a different Alpha from the other nine (9) alumni Brothers who attended; and

d. It has filed an annual report with the Executive Director, the form and content of which have been approved by the Executive Council.

7.6 Dissolution. Any Regional Alumni Association that has been recognized or has sought recognition as a Regional Alumni Association, and which determines to dissolve or otherwise cease to function, shall at such time distribute its assets to the Fraternity.

Section 8
Conventions

8.1 Organization.

8.1.1 Schedule. The Convention of the Fraternity shall be held not less than once in each calendar year at a place, and time, and method, to be determined by the Executive Council. The Convention shall be scheduled to provide sufficient time for the formal work of the Fraternity to be accomplished. Informal sessions with the delegates shall be provided to acquaint them with Fraternity activities and policies. The intercourse between active Brothers and alumni Brothers shall be encouraged whenever possible.

8.1.2 Procedure. The Convention shall be conducted according to the "Rules of Procedure for Chi Psi Conventions" that are adopted and amended by a Convention.

8.1.3 Officers. All Constitutional and appointed officers shall continue in office during the Convention sessions.

8.1.4 Chair. As provided in the Constitution, the Executive Council shall appoint a Chair of the Convention. He may be removed for cause upon a two-thirds (2/3) affirmative vote of the delegates whose names appear on the accredited roll of the Convention. The successor Convention Chair shall be nominated by the Executive Committee of the Executive Council and approved by a majority vote of such delegates.

8.1.5 Minutes. The Executive Council shall see to the distribution and preservation of the "Convention Minutes".

8.2 Delegate Eligibility.

8.2.1 In General. Brothers eligible to become accredited delegates to the Convention shall be representatives of organizations specified in Article 7.2 of the Constitution under the rules provided in the following paragraphs. No Brother may represent more than one organization during a Convention.

8.2.2 Alphas. For each active Alpha, its #1 shall be the delegate. If the #1 of an Alpha is unable to serve as a delegate, the Alpha may select an alternative delegate.

8.2.3 Alpha Alumni Corporations, Alpha Alumni Advisory Boards, and Regional Alumni Associations. For each recognized Alpha Alumni Corporation, Alpha Alumni Advisory Board, and Regional Alumni Association, its President shall be the delegate. One or more alternate delegates may be appointed by the president solely from among the alumni Brothers of the organization. Solely for the purposes of this section, a Brother who graduated from his Alpha's host institution less than twelve (12) months prior to the Convention shall be considered an active Brother and not an alumnus Brother.

8.2.4 Notification. No Brother shall be a delegate or an alternate delegate unless his elected office or appointed status is either noted in the organization's annual report as delivered to the Executive Director prior to the first Convention session or, in the case of a necessary change, is noted in writing over the signature of the president and delivered to the Executive Director prior to the first Convention session.

8.2.5 Limitations on Eligibility.

8.2.5.1 Unpaid Amounts. No Alpha, Alpha Alumni Corporation, Alpha Alumni Advisory Board, or Regional Alumni Association shall be entitled to an accredited delegate and no Brother shall be an accredited delegate if that organization or that Brother is delinquent in the payment of one hundred dollars ($100) or more to the Fraternity or any related organization prior to the first Convention session. For purposes of this section, any amounts owed by an Alpha for any year with respect to annual dues, ABF contributions, liability insurance premiums, initiation fees, Convention fees, any other fees, or any purchases of goods or services shall be taken into account.

8.2.5.2 - Alpha Annual Reports. No Alpha shall be entitled to an accredited delegate if that Alpha has not filed with the Executive Director before the first Convention session an annual report of its activities in the form and manner designated by the Executive Council.

8.2.5.3 - Alpha Alumni Corporations and Alpha Alumni Advisory Boards. No Alpha Alumni Corporation or Alpha Alumni Advisory Boards shall be entitled to an accredited delegate if:

a. It has not complied with the requirements of section 5.4 regarding meetings, elections, and annual reports;

b. If it is not recognized by the Executive Council as the Alpha Alumni Corporation or Alpha Alumni Advisory Board for that Alpha; or

c. It is found by the Executive Council not to be fulfilling its obligations under section 4.4

8.2.5.4 - Regional Alumni Associations. No Regional Alumni Association shall be entitled to an accredited delegate if it has not complied with section 7.5.1.

8.2.6 Report to Credentials Committee. The Executive Director shall provide to the Convention Credentials Committee a report that lists all the organizations seeking accreditation of delegates and alternate delegates along with names of such delegates and alternate delegates, and the Executive Director shall note on that report any Brothers and organizations that have failed to comply with the rules in this section 8.2 at the time of such report.

Section 9
Executive Council

9.1 General Authority.

9.1.1 Authority. The Executive Council shall have the authority outlined in the Constitution and shall be authorized to bind the Fraternity legally.

9.1.2 Board of Directors. For purposes of the Act, the Executive Council shall be deemed to be the "Board of Directors" of the Fraternity, and each member of the Executive Council shall be deemed a "Director".

9.1.3 Actions of Convention. The Executive Council shall be bound by any act of the Convention that conforms with the Constitution.

9.2 Membership on the Executive Council.

9.2.1 Members. The members of the Executive Council shall be those Brothers outlined in Article VIII of the Constitution. The alumni members of the Executive Council shall be elected under the rules provided in such Article. The Undergraduate Representatives of the Executive Council shall be elected under the rules provided in section 9.2.4.

9.2.2 Term of Office.

9.2.2.1 - Terms of alumni Executive Council members shall begin at the close of the Convention at which they are elected and shall end at the close of the third Convention held after the commencement of their term.

9.2.2.2 – Each Undergraduate Representative shall serve for a term of one year, beginning at the close of the Convention at which they are elected and ending at the close of the next Convention.

9.2.3 Chair and Vice-Chair.

9.2.3.1 - Annually, at the meeting immediately prior to the Convention, the Executive Council shall, by majority vote, elect a Chair and a Vice-Chair from among its elected alumni Brothers.

92.3.2 - The Chair and Vice-Chair shall serve for a term of one (1) year beginning at the end of the Convention. The Chair and Vice-Chair shall be eligible for re-election.

9.2.3.3 - At any meeting, the Executive Council may, by majority vote, remove the Chair, Vice-Chair, or both from office and elect a successor.

9.2.4 Election of Undergraduate Executive Council Members.

9.2.4.1 - One undergraduate Executive Council Member shall serve annually from each Region.

9.2.4.2 - On a rotating basis using founding order, each active Alpha within a Region shall elect or appoint a rising junior to represent the region in his senior year. During his junior year he will serve as an alternate to the current member if the current member cannot attend an Executive Council meeting. No active Brother shall be eligible for nomination unless he intends to be a member of an active Alpha within that region during the full academic year which will be included in his term of office and he commits to fulfill other requirements which are established from time to time by the Executive Council under section 9.6.5.

9.2.4.3 - In the event a seated Undergraduate Representative is unable to attend the Executive Council meeting at the Convention where their term concludes, the remaining Executive Council members may designate the incoming Undergraduate Representative from that Region as a voting alternate for such meeting

9.3 Meetings.

9.3.1 In General. The Executive Council shall hold at least one meeting at the time of the Convention and not less than two other meetings during the year.

9.3.2 Quorum. The presence of a majority of the members of the Executive Council, (including a past President, only if he be present) shall be required at any meeting of the Executive Council to constitute a quorum.

9.3.3 Voting.

9.3.3.1 - A member of the Executive Council must be present at an Executive Council meeting in order to vote.

9.3.3.2 - Proxy voting or written ballots delivered *in absentia* by members of the Executive Council shall not be allowed.

9.3.3.3 - Where any provision of the Constitution or these Bylaws requires a certain percentage vote of the entire Executive Council, the "entire Executive Council" shall mean the President, the Executive Director, the alumni Brothers, the Undergraduate Representatives and only those past Presidents who are present at the meeting or who vote pursuant to the Written Consent procedure below.

9.3.4 Location of Meetings. The meetings (other than the meeting at the Convention) shall be held at various locations throughout the country to promote the general visibility of the Executive Council and to equalize the travel time required by the Executive Council members. It is preferred that meetings be held near Alphas, Colonies, or in conjunction with a Regional Alumni Association meetings.

9.3.5 Telephone or Video Conference Meeting. Any meeting may be held entirely by

telephone conference call or video meeting provided that all members of the Executive Council participating may speak and be heard by all other members participating. Any one or more members may participate in a meeting through a telephone conference call or video meeting. Such member participating in a meeting through a telephone conference or video meeting call be considered physically present for all purposes related to the establishment of a quorum and for all purposes related to voting.

9.3.6 Notice. If possible, an announcement of meeting dates and locations shall be made to all Alphas, Alpha Alumni Corporations, Alpha Alumni Advisory Boards, and Regional Alumni Associations at least forty-five (45) days in advance of the meeting.

9.3.7 Members Attendance at Meetings. Meetings of the Executive Council shall be open only to Brothers of the Fraternity or others invited for specific reasons. All Brothers of the Fraternity shall be eligible to attend meetings of the Executive Council except those that, by a majority vote of the Executive Council, are declared to be "executive sessions" when only Executive Council Members and specific invitees shall be present.

9.3.8 Right to Speak. At Executive Council meetings, only Members of the Executive Council and staff may speak except when the Chair recognizes any other person attending to present a report, comments, or a question.

9.3.9 Cost of Meetings. The cost of travel, meals, hotel, and other expenses in conjunction with a meeting will not be reimbursed to alumni Brothers. Reasonable expenses will be reimbursed to staff Members, the Executive Director, and the Undergraduate Representatives.

9.4 Actions without a Meeting.

9.4.1 Written Consent. The Executive Council may take any action that it could take at a regular or special meeting by written consent ("Written Consent"), provided, however, that a majority of the members of the Executive Council shall approve to such Written Consent.

9.4.2 When Written Consent Required. The Executive Director must submit a Written Consent to all members of the Executive Council, including past Presidents, when directed to do so by the Chair or when directed to do so in writing by one-half (1/2) of the members of the Executive Council. Such written instruction to the Executive Director may be in the form of a facsimile, a letter, or electronic communications.

9.4.3 Written Consent Procedure.

9.4.3.1 - Any action of the Executive Council proposed to be undertaken by Written Consent shall be submitted by the Executive Director to the members of the Executive Council by sending such Written Consent to all members of the Executive Council by way of facsimile, first-class mail, or by electronic communication. Any such Written Consent must be faxed, mailed, or sent by electronic communication to all members on the same day.

9.4.3.2 - Upon receipt of the Written Consent, each member of the Executive Council shall then submit his "vote" in favor of or against such action proposed by the Written Consent by return facsimile, first class mail, or by electronic communication within five (5) days

of such Written Consent's faxing, mailing, or by electronic communication.

9.4.3.3 - Any member of the Executive Council who does not return the Written Consent shall be deemed to have voted against the action proposed by such Written Consent, except that the vote of a past President who does not return the Written Consent shall not be counted for or against the act proposed by the Written Consent.

9.4.4 Effect of Written Consent. Any act proposed by Written Consent and to which a majority of the members of the Executive Council affirmatively consent in accordance with this section shall become the act and deed of the Executive Council. Any act proposed by Written Consent but to which a majority of the members of the Executive Council have not affirmatively consented in accordance with this section within five (5) days of such Written Consent's faxing, mailing, or by electronic communication, shall be deemed null and void.

9.4.5 Limitations. Notwithstanding anything to the contrary, the Executive Council may not act by Written Consent or without holding a regular or special meeting or without holding a telephone or video conference to create a Colony, recommend a charter for an Alpha, declare an Alpha Dormant, expel an Active or Alumnus Brother, dismiss an Executive Director, or decrease the salary of an Executive Director.

9.5 Responsibilities of the Executive Council.

9.5.1 Writing Required. Each official act of the Executive Council shall be declared in writing signed by its members or by minutes signed by its Chair and the Executive Director.

9.5.2 Duties. The Executive Council shall, but not be limited to, the following:

a. Review the minutes of each Convention to determine the specific directions of the Convention, and it shall follow and supervise the implementation of same;

b. Prior to each Convention, appoint an alumni Brother of the Fraternity to serve as Chair of the Convention;

c. Be responsible for all matters related to the engagement of the Executive Director and have a establish a committee to provide an annual review of the Executive Director;

d. Receive, review, and vote on requests for the initiation of alumni initiates prior to their initiation;

e. Approve an annual budget to be submitted jointly by the Executive Director and the Finance Committee;

f. Shall see to the extension of the Fraternity by the establishment of Colonies as described in these Bylaws, and shall direct the Executive Director in all matters relating to the extension of the Fraternity;

g. Act as required by these Bylaws in the expulsion of Brothers;

h. See that all historical materials are preserved in accordance with applicable laws and in the best interests of the Fraternity;

i. Preserve and perpetuate the traditions of the Fraternity;

j. Insure that the *Ritual and Traditions of Chi Psi Fraternity* is protected from public scrutiny and that its distribution to and use by the Alphas is in conformity with the Constitution and these Bylaws;

l. Receive an annual report from The Chi Psi Educational Trust; and

m. Have control of the finances of the Fraternity and shall, from time to time, delegate such authority as it deems appropriate to the Executive Director.

9.6 Responsibilities of Council Members.

9.6.1 Attendance. Any elected member of the Executive Council who fails to attend in person two (2) consecutive regular meetings of the Executive Council shall, unless otherwise determined by the Executive Committee of the Executive Council, automatically cease to be a member of the Executive Council and his seat shall become vacant.

9.6.2 Chair. The Chair of the Executive Council shall:

a. Chair all meetings of the Executive Council;

b. Attest to the minutes of Executive Council meetings;

c. Communicate with the Executive Director between meetings of the Executive Council regarding the implementation of the directions of the Convention, work to be done by the Executive Council Committees, Meeting and Convention Agendas, location, plans, staff travel and staff priorities, and such other matters regarding the day-to-day affairs of the Fraternity as the Chair deems advisable;

d. Delegate any of his responsibilities as Chair to the other Executive Council members subject to his review; and

e. Serve as Chair of the Executive Committee.

9.6.3 Vice-Chair. The Vice-Chair shall assist the Chair as requested and shall serve as Chair whenever the elected Chair is unable to serve.

9.6.4 Alumni Reimbursement. In general, alumni Brothers of the Executive Council shall receive no reimbursement for expenses incurred as members of the Executive Council.

Reimbursement for specific expenses may be authorized by a majority vote of the Executive Council.

9.6.5 Undergraduate Representatives. In addition to their duties as otherwise required by this Section 8.6, the Undergraduate Representatives shall undertake such work and responsibilities as are specified in writing from time to time by the Executive Council. The Executive Council shall also specify from time to time a policy with respect to reimbursing the expenses of Undergraduate Representatives and, at its discretion, of the active Brothers who have been elected to serve as Undergraduate Representatives.

9.6.6 Contact Information. Each member of the Executive Council shall provide the Executive Director with such member's contact information and shall promptly notify the Executive Director of any change in such information.

9.7 Executive Committee. There shall be an Executive Committee composed of the Chair, the Vice-Chair, the President, the Executive Director, and an Undergraduate Representative appointed by the Chair. The Executive Committee shall have the authority to act on behalf of the Executive Council between meetings of the Executive Council, with the full power of the Executive Council. The actions taken by the Executive Committee shall be reported to the Executive Council at every meeting and the Executive Council must ratify every act of the Executive Committee. Notwithstanding anything to the contrary, the Executive Committee may not act on behalf of the Executive Council to create a Colony, recommend a charter for an Alpha, declare an Alpha Dormant, expel an active or alumnus Brother, dismiss an Executive Director, or decrease the salary of an Executive Director.

9.8 Other Committees. The Executive Council shall have such other committees as it determines from time to time. Each such other committee shall:

a. Consist of those members designated by these Bylaws or by the Chair;

b. Be chaired by that member appointed by the Chair;

c. Be responsible for preparing a report of each Executive Council meeting;

d. Maintain a continual review of those matters under its jurisdiction or those referred to it;

e. Receive reports from the Executive Director; and

f. Shall recommend actions to the Executive Council as appropriate.

9.9 Executive Council Advisory Board. The Executive Council may establish an Advisory Board composed of alumni who are interested in eventually serving on the Executive Council. Members of the Executive Council Advisory Board may serve on committees of the Executive Council.

9.9.1 Composition. The Executive Council Advisory Board shall consist of an unlimited number of members elected by the Executive Council to serve indefinite terms.

9.9.2 Meeting Attendance. Members of the Executive Council Advisory Board may, but shall not be required to, attend meetings of the Executive Council.

9.9.3 Duties. Each member of the Executive Council Advisory Board shall be appointed to serve on an Executive Council committee by the Chair.

Section 10
Officers

10.1 In General. All officers of the Fraternity shall be Brothers of the Fraternity.

10.2 President. The President of the Fraternity shall serve as the foremost elected officer of the Fraternity. He shall preside in an honorary capacity at all ceremonies of the Fraternity. He shall also appear publicly on behalf of the Executive Council and the Fraternity.

10.3 Executive Director.

10.3.1 In General. The Executive Director shall be the Secretary of the Fraternity and the primary custodian of the general funds of the Fraternity. He shall give bonds and be required to furnish reports to the Executive Council and Convention on the condition of his office.

10.3.2 Term. The Executive Director shall have the term of office, and be subject to removal, outlined in the employment agreement between the Executive Director and the Executive Council.

10.3.3 Duties. The Executive Director shall be the chief administrative officer of the Fraternity and shall be responsible for:

a. Coordination of all Central Office staff;

b. All work requested by the Convention or Executive Council;

c. Maintaining communications with all Brothers of Chi Psi;

d. All financial matters and preparation of a budget and statements for review by the Finance Committee;

e. All Convention arrangements;

f. Keep minutes of all meetings of the Executive Council, written records of all actions of the Executive Council, and being the official correspondent of the Executive Council; and

g. Such other matters as might be assigned to him from time-to-time by the Chair, the Executive Committee, or the Executive Council.

10.3.4 Initiation Requests. The Executive Director shall recommend to the Executive Council, for its consideration, requests for initiation, which approval shall be required for any Brother to be duly initiated.

10.3.5 Communications. The Executive Director shall communicate with the Chair of the Executive Council regarding all areas of his responsibility to the Fraternity.

10.3.6 Consideration by Executive Council. The Executive Director shall receive and put into proper order any requests for consideration of issues by the Executive Council.

10.3.7 Minutes. The Executive Director shall prepare the minutes of all meetings of the Executive Council.

10.3.8 Database. The Executive Director shall be responsible for maintaining a database providing information on all active and alumni Brothers. This database shall be a system maintained to provide for current addresses of alumni Brothers for use by the Alphas as well as for mailings at the direction of the Executive Council. The membership address list and other related information are the property of the Chi Psi Fraternity and may be used only as directed by the Executive Council.

10.4 Other Officers. The Executive Council shall have the authority to establish and fill such other offices as the Executive Council deems advisable. All such other officers shall serve at the pleasure of the Executive Council.

10.5 Compensation of Officers. Salaried officers may be appointed by the Executive Council or by the Executive Director with the approval of the Executive Council. The compensation for all salaried officers shall be recommended by the Finance Committee for approval by the Executive Council. Non-salaried officers shall not receive reimbursement for expenses incurred in fulfillment of their office except as the Executive Council may specifically authorize.

Section 11
Central Office

11.1 In General. The Fraternity shall have a physical business office that shall serve as the business and fraternal headquarters (the "Central Office").

11.2 Location. The location of the Central Office for the Fraternity shall be determined by the Executive Council.

11.3 Staff. The Executive Director, in consultation with the Executive Council, shall have the discretion to create the staff positions necessary for the operation of the Fraternity.

Section 12
Finance

12.1 Dues. The Executive Council shall establish a schedule of dues and fees to be collected from active Brothers and seek donations from alumni Brothers that provides an income sufficient to finance the operations of the Fraternity.

12.2 Alpha Building Fund.

12.2.1 In General. The Fraternity shall establish and has established an Alpha Building Fund ("ABF").

12.2.2 Purpose. The purpose of the ABF shall be to ensure that the Alphas have a reserve fund to use to purchase or to maintain a Lodge.

12.2.3 Contributions. To fund the ABF, the Executive Council may require Alphas to make contributions to the ABF in an amount and at a frequency to be determined by the Executive Council from time to time.

12.2.4 Accounting. The ABF shall be held as a separate and collective investment fund of the Fraternity, but each Alpha shall have its own separate account. The contributions of each Alpha shall be placed into the Alpha's separate account. The funds contained with the Alphas' accounts are assets of the individual Alphas. The Executive Council shall have the authority to disburse such amounts as might be required for expenses that are incurred for the purposes of the ABF.

12.2.5 Dormancy. Upon dormancy of any Alpha, the portion of the ABF belonging to the Dormant Alpha shall be treated as any other asset of the Dormant Alpha.

12.2.6 Management. The Fraternity shall ensure the proper management of the ABF and may contract with third parties to do so.

12.3 Disbursements. The Executive Council shall have the authority to disburse such amounts as might be required for expenses which it deems to be appropriate in support of the Fraternity.

12.4 Investment. The Executive Council shall have the authority to hold and invest the assets of the Fraternity, to borrow money in the name of the Fraternity, and to otherwise pledge its assets where such might benefit the general Fraternity.

12.5 National Fund Raising. All fund raising efforts are to be in alignment with the strategic vision and directives as set by the Executive Council from time to time.

12.6 Alpha Fund Raising. Fund raising efforts by an Alpha or an Alpha Alumni Corporation are to be directed only to actives of that Alpha or alumni Brothers of the same Alpha.

12.7 Regional Alumni Association Fund Raising. Regional Alumni Associations may solicit dues or other contributions from alumni within their geographical area.

Section 13
Trademarks

13.1 Trademark General Rule. The design or representation of the name CHI PSI, the Greek Letters XΨ, the Seal, the Emblem, the Badge, the Crest, the Pledge Button or any other trademark of Chi Psi Fraternity shall not be created, manufactured, used or offered for sale by any person, company or entity except as authorized in writing by the Executive Director or his designee.

13.2 Approval Process.

13.2.1 Fraternity Insignia. As used in this subsection, the defined term "Fraternity's Insignia" shall mean the name CHI PSI, the Greek Letters XΨ, the Seal, the Emblem, the Badge, the Crest, the Pledge Button or any other trademark of Chi Psi Fraternity.

13.2.2 Use. As used in this subsection, when applied to the Fraternity's Insignia, the word "use" shall mean commercial reproduction for profit, reproduction not for profit, or any other use of the Fraternity's Insignia.

13.2.3 Executive Director. Only the Executive Director may authorize the use of the Fraternity's Insignia.

13.2.4 Restrictions. The Executive Director shall not approve the use of the Fraternity's Insignia in any manner, text or art design that casts the Fraternity in a negative light or that is otherwise contrary to the ideals of the Fraternity, specifically including, but not limited to, any use deemed to glorify or encourage the use of alcohol or illegal substances, or the use of any materials considered to be sexist or demeaning or insulting to women, minorities, or other persons.

13.2.5 Authorized Vendors. Anyone wishing to acquire merchandise bearing any of the Fraternity's Insignia shall obtain those items only from vendors that are authorized by the Executive Council to produce or market official Chi Psi Fraternity merchandise.

13.2.6 Alpha Merchandise. Active Alphas may utilize previously unlicensed commercial firms to produce material utilizing the Fraternity's Insignia for their own Alpha's needs from time to time so long as such material is approved in advance and in a manner as indicated by the Executive Director. Approval shall require submission of any text or art design along with a product description and the name of the proposed marketing entity, allowing the Executive Director to monitor the use of the Fraternity's Insignia and the quality of such goods used in association with the Fraternity's Insignia.

13.2.7 *Ritual and Traditions of Chi Psi Fraternity*. All reproductions of the Chi Psi Badge, Crest or Seal must comply with Section 5.G of the *Ritual and Traditions of Chi Psi Fraternity.*

Section 14
Publications

14.1 *The Purple and Gold. The Purple and Gold*, the educational journal published by The Chi Psi Educational Trust, shall be used as is practical and possible to disseminate information on the general Fraternity and activities at the Alphas, to all alumni. The magazine shall be mailed to all Chi Psis without discrimination on the basis of dues support or other activity. If The Chi Psi Educational Trust ceased to publish *The Purple and Gold*, the Fraternity shall be responsible for seeking a publisher and shall undertake the publishing of the magazine itself if financially possible.

14.2 *Ritual and Traditions of Chi Psi Fraternity*. The Executive Council shall publish the *Ritual and Traditions of Chi Psi Fraternity* and provide every Alpha with at least two (2) copies of the *Ritual and Traditions of Chi Psi Fraternity*, which copies shall be in the custody of the #1 of the Alpha, and which copies shall be properly preserved and protected from public scrutiny. Changes in the *Ritual and Traditions of Chi Psi Fraternity* may be made by the Convention as provided in the Constitution. Any changes in the *Ritual and Traditions of Chi Psi Fraternity* shall be provided to all Alphas promptly. The *Ritual and Traditions of Chi Psi Fraternity* shall at all times be protected from public scrutiny in order to preserve the traditional secrecy of the initiation ceremony and the various historical traditions of Chi Psi.

14.3 Other Publications. The Executive Council shall also seek to have published other periodicals, historical books, or other publications at such time and frequency as it considers appropriate.

Section 15
Awards

15.1 In General. The Central Office shall maintain a listing of recognition awards for individuals and Alphas, and manage the process for selection and presentation of awards. The Central Office, Executive Council, and The Chi Psi Educational Trust will periodically review the criteria for all awards.

Section 16
Indemnification

16.1 Indemnification. The Fraternity shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed legal action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a member of the Executive Council, officer, employee, or agent of the Fraternity.

16.2 Full Indemnification. The indemnification provided by this section shall be to the fullest extent, and shall be determined in such manner, as now or hereafter permitted by law.

16.3 Continuing Indemnification. The indemnification shall continue to a person who has ceased to be a member of the board of trustees, officer, employee, or agent and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such person.

16.4 Reliance upon Counsel. Neither the Fraternity its Executive Council, officers, nor any person acting on its behalf shall be liable to anyone for any determination concerning the existence or absence of conduct that would provide a basis for making or refusing to make any payment hereunder or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

16.5 Misconduct. Notwithstanding any provision of this section, however, no person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence.

Section 17
Publication, Adoption, and Amendment

17.1 Publication. These Bylaws shall be printed with the Constitution and available to the Brothers of Chi Psi Fraternity.

17.2 Adoption. These Bylaws shall become effective immediately upon adoption by a two-thirds (2/3) vote of the Executive Council.

17.3 Amendment. The Bylaws may be amended by a two-thirds (2/3) vote of the Executive Council.

17.4 Numbering, Formatting, and Spelling. Whenever these Bylaws are amended, the Governance Committee of the Executive Council, or in its absence, the designee of the Chair of the Executive Council, is authorized to revise these Bylaws for consistency and accuracy in numbering, captioning, formatting, and spelling, provided, however, that no such revisions make substantive changes to the actual Bylaws.