

**BYLAWS OF
THE LEHIGH CHAPTER OF DELTA CHI FRATERNITY, INC.**

ARTICLE I

PURPOSE, AUTHORITY AND NAME OF THE CORPORATION

A. The general nature of business to be transacted by this Corporation shall be to purchase, erect, own, operate and equip a chapter house for the Lehigh Chapter of Delta Chi Fraternity, including the power to erect buildings, buy, own, rent, lease, mortgage, and sell lands and buildings, and to improve the same, and to equip such buildings with furniture and other equipment, and all the other powers incident to the foregoing.

B. The Corporation shall have the authority to invest funds devoted to its objectives and purposes as outlined herein, to borrow money from time to time for the carrying out of its objectives and purposes, make and issue its notes or bonds, and secure the same by mortgage, deed or trust, or otherwise, on any or all of its real or personal property, and such other powers as permitted by its Articles of Incorporation, and as are permitted nonprofit Corporations under the laws of the Commonwealth of Pennsylvania.

C. The name of this nonprofit corporation is the Lehigh Chapter of Delta Chi Fraternity, Inc. (hereinafter referred to as the "Corporation").

D. The registered office of the Corporation shall be designated by the Board of Directors from time to time.

E. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

ARTICLE II

MEMBERSHIP OF THE CORPORATION

A. The members of this Corporation shall consist of the active, inactive, and alumni members of the Lehigh Chapter of Delta Chi Fraternity, the "BB" (Chapter Advisor), and alumni members of the Delta Chi National Fraternity living in the general area of Lehigh University, the latter of whom submit written request for membership.

B. A member in good standing is a member who has either (1) voted in the most recent Corporate-wide vote (prior to the current one) or (2) votes in the current Corporate-wide vote.

ARTICLE III

BOARD OF DIRECTORS AND OFFICERS OF THE CORPORATION

A. Membership of Board.

1. Nine members of the Corporation shall constitute the Board of Directors (hereinafter referred to as the Board). The ex-officio members shall consist of the Chapter President ("A"), Chapter Treasurer ("D"), and the Chapter Advisor ("BB") or the Acting Chapter Advisor ("acting BB") and six alumni members. If any of the ex-officio positions are vacant, the remaining Board Members may fill said position until such time as the ex-officio position is otherwise filled.

2. Any other members of Delta Chi, active or alumni, may be called upon to act as advisory members, without the right to vote on any matter coming before the Board.

B. Term of Office of Alumni Members.

1. The terms of office of the alumni members of the Board shall be six years, and shall be so arranged that every two years the terms of two members begin.

2. Elections to fill unexpired terms shall be held during the last calendar quarter of each odd numbered year.

3. Members elected to the Board shall take office January 1st of the year following their election.

4. If a vacancy arises on the Board because of a resignation or other reason, the President shall appoint, subject to the approval of the Board, a member to fill the vacancy until the next regular election. If the original term of office expires at a date after the next regular election, a member will be elected to fill the unexpired term at that time.

C. Nominations for Alumni Members.

1. Nominations for alumni members will be submitted by the Board. Nominations may also be submitted by any other member in good standing as provided for in Art. III, Sec. C-2 and C-3.

2. Nominations not by the Board shall be by petition, signed by three members including the nominee.

3. Petitions must be received by the Secretary in time to be included in the mailing of the ballot as prescribed in Art. V, Sec. D.

D. Officers of the Corporation.

1. The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer. Each of such officers shall perform the duties and exercise the powers as generally appertain to such office, or as may be stated or required of them by these Bylaws, the Constitution and Bylaws of the Delta Chi Fraternity, or by the Board.

2. The President of the Corporation shall act as Chairman of the Board.

3. The Officers of the Corporation shall be elected by a simple majority vote of the Board for terms of two years. These elections shall take place at the first Board meeting following the installation of new members of the Board. One person may hold more than one office concurrently.

4. In case of vacancy in any office, the Board shall elect an officer to fill the unexpired term at its next meeting.

5. An Officer or agent may be removed by the Board of Directors whenever, in their judgment, the best interests of the Corporation shall be served thereby.

6. The Secretary shall attend all sessions of the Board of Directors' meetings and act as a clerk thereof and record all votes of the Corporation and the minutes of all of its transactions in a book to be kept for that purpose. He shall give, or cause to be given, notice of all of the meetings of the members of the Board of Directors and shall perform such other duties as may be prescribed by the Board or the President.

E. Meetings.

1. Meetings of the Board shall normally be held at such times and at such place or places the President of the Board or the Board of Directors may designate upon due notice to the Directors. Meetings may

also be called, upon due notice to the Directors, by any Director. In the event that the Offices of President and Vice President are both vacant, the next meeting of the Board shall be called by the Secretary.

2. At all meetings of the Board, a majority of the Directors, including three alumni members, shall constitute the quorum necessary for the transaction of business.

F. Responsibilities.

1. The Board shall assume the responsibilities and powers of the "Finance Control Board" as required by the Constitution and Bylaws of the Delta Chi Fraternity.

2. The budget of the active chapter must be approved by the Board. The Board has the responsibility of assuring that the active chapter effectively adheres to the budget. The chapter in turn has the responsibility of notifying the Board of any substantial variation from the budget of income or expenditure.

3. In the event that the active chapter exceeds its total budget in whole, or within any item of said budget, or in the event that any person makes, incurs or contracts for any expenditure not authorized by the Board, the Board may, at its discretion, giving consideration to such factors as it may deem relevant, assess the amount of such excess or unauthorized expenditure, in whole or in part, prorata among, the members and pledges of the active chapter, or against the person responsible for incurring such excess or unauthorized expenditure.

4. Any member or pledge who is not in a position to pay his bill when due shall present his case to the Board in writing. Every application for an extension of time for the payment of an obligation shall be filed with the Secretary not later than the third day after receiving the bill on which credit is being sought.

5. Any member or pledge who fails to pay his bill within ten days after it is rendered, and has not arranged for credit with the Board, may be deemed in arrears and shall, upon recommendation of the Board, be expelled from the Fraternity as provided in the Constitution and Bylaws of the Delta Chi Fraternity. Any pledge who is in arrears shall, upon recommendation of the Board, have his pledge broken.

6. The Board shall meet administrative Corporate expenses and obligations of the Corporation from the Building Fund, if necessary.

7. Upon initiation into the active chapter, each member shall pay an initiation fee. The amount of the initiation fee shall be determined by the Board. Any change in this fee shall require joint approval of the Board and the active chapter.

8. In the event that the Corporation owns the house or properties, the Board shall have the power to levy a charge against the active chapter, to cover expenditures for the retirement of mortgages, property taxes, liability and fire insurance on any property, real or personal, owned by the Corporation, and a charge for the Boards estimate of major repairs and maintenance. This charge will be based on the annual and future projection of estimated needs, and the amounts not used shall accumulate from year to year.

9. The Board shall maintain control of the Building Fund as outlined in Art. IV.

10. In addition to the responsibilities expressly conferred upon the Board, it may exercise all such responsibilities and powers and do all such lawful acts and things that are not required to be exercised or done by the Corporation or active chapter which are appropriate to the attainment of the purposes for which the Corporation was formed.

ARTICLE IV BUILDING FUND

A. Purpose.

A Building Fund shall be maintained for the purpose of the anticipation of acquisition, or the actual acquisition and/or replacement of all real property, furniture and fixtures therein owned or anticipated to be owned by the Corporation for use as chapter housing, and other expenses referred to in Section III F 6.

B. Sources of Funds.

1. As determined necessary in the discretion of the Board, each member of the active chapter maybe assessed Building Fund dues. This assessment, if made, will be collected by the "D" (Treasurer) of the active chapter and turned over to the Treasurer or duly authorized party designated by the Board.

2. All dues, donations, bequests and devises directed to the Corporation which are not specifically designated for another purpose by the donor or the Board, shall be added to the Building Fund.

C. Management of Funds.

1. The Board, subject to the delegation of investment activities as provided herein, shall have control of all such monies, securities, real property and personal property constituting the Building Fund. The Board, or its authorized delegate, shall deposit all monies and securities in the name and to the credit of the Corporation, in such banking and investment institutions, attorneys, safe deposit boxes and the like, as it may designate.

2. The Board, subject to the delegation of the investment activities as provided herein, shall manage and control all such personal and real property received to the best interest of the Corporation until the property is made use of or disposed by the Corporation.

3. The Board is authorized to delegate its investment decisions to an investment advisor so long as the Board exercises reasonable care, skill and caution in (a) selecting, directing and monitoring the investment advisor (b) establishing the scope and specific terms of the delegation and (c) reviewing periodically the investment advisor's actions in order to monitor the investment advisor's performance and compliance with the scope and specific terms of the delegation.

4. The Board shall develop and review from time to time, its investment policy and guidelines. Said policy shall emphasize investments in domestic stocks and investment grade debt instruments, including government and corporate obligations and money market funds. Puts, calls, options and various forms of derivatives are not permitted.

D. Expenditure of Funds.

The Board may approve the expenditure of up to \$10,000 without the approval of the Members on preliminary building plans and similar activities in connection with the exploring chapter-housing propositions. Additionally, the Board may approve the expenditure of funds without the approval of the Members in order to maintain the legal and financial viability of the Corporation. Amounts in excess of \$10,000 or disposition of real property, require the approval of the Members.

ARTICLE V
VOTING OF THE MEMBERS OF THE CORPORATION

A. Each member of the Corporation who is in good standing shall have one vote in person or by proxy on the following matters: the purchase, sale, or initial lease of any real property; the authorization and issuance of notes, bonds or mortgages; the giving as security for a loan, by any means, any or all of its real or

personal property; the election of Directors of the Corporation; the effecting of the dissolution of the Corporation; the change of By-Laws of the Corporation; and the acting upon any other matter deemed necessary by the Board.

B. A vote of the members of the Corporation shall be considered valid only if a simple majority of members in good standing cast a vote. A simple majority of all votes cast shall decide all matters brought before the Corporation except as otherwise stated in the Bylaws.

C. Any matter pertaining to the items covered in Art. V, Sec. A, may be brought to a vote by the Board or by a petition to the Board of any fifteen (15) alumni members in good standing.

D. A vote on any item in Article V, Section A, except the election of directors or change of Bylaws, shall be concluded at a Corporate meeting. Ballots must be sent to each member at least fifteen days prior to the effective deadline date set by the Board of Directors.

E. In any vote of the members of the Corporation, those votes cast by regular mail or electronic mail must be sent to the Secretary.

ARTICLE VI CORPORATE MEETINGS

A. The annual meeting shall be held in the Bethlehem, Pennsylvania area or other region as may be designated by the Board on such dates as may be determined by the Board. Notice shall be sent to all members at least four weeks prior to the annual meeting.

B. Special meetings may be called by the President or by the Board upon a minimum of fifteen days notice to all members.

C. Any properly called annual or special meeting shall be a legally constituted meeting.

ARTICLE VII CHANGE OF BYLAWS OF THE CORPORATION

A three-fourths affirmative vote of all members in good standing shall be necessary to change, delete, amend or add any Bylaw of the Corporation.

ARTICLE VIII DISSOLUTION OF THE CORPORATION

A. A three-fourths affirmative vote of all members in good standing shall be necessary to effect a dissolution. The dissolution ballot must be accompanied by a complete written explanation. There must be a two months time lapse between the mailing and counting of votes. All explanations and ballots must be sent by certified mail.

B. Upon dissolution of the Corporation, all property, after settlement of all debts and obligations of the Corporation, shall be equally between Lehigh University, Bethlehem, Northampton County, Pennsylvania, to be added to and made a part of its Endowment Fund or directed to other University Funds at the discretion of the Corporation's Board, and the Delta Chi Fraternity, to be added to its Educational Foundation, unless the Board determines a vote of the membership is necessary, upon which the designated organization shall qualify under Internal Revenue Code Section 501(c)(3).

ARTICLE IX
MISCELLANEOUS PROVISIONS

A. The fiscal year of the Corporation shall begin on the first day of July.

B. One or more persons may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE X
INDEMNIFICATION

A. Indemnification for Board Members.

The Corporation shall indemnify each person who is or was a member of the Board of Directors, trustee, officer or employee of the Corporation, or of any other corporation which he served as such at the request of the Corporation, against any and all liability and reasonable expenses that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the Corporation or such other corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been a trustee, officer, or employee of the Corporation or of such other corporation, or by reason of any past or future action taken or not taken in his capacity as such trustee, Director or employee, whether or not he continues to be such at the time such liability or expense is incurred, provided such person acted in good faith in what he reasonably believed to be the best interests of the Corporation or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding, where he had no reasonable cause to believe that his conduct was unlawful. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by, a trustee, officer or employee, other than amounts paid to the Corporation itself or to such other corporation served at the Corporation's request.

B. Termination of Claim.

The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a trustee, Director or employee did not meet the standards of conduct set forth in the first sentence of this Article, except where there shall have been a judgment rendered specifically finding that the action or conduct of such trustee, Director or employee constituted gross negligence or willful misconduct.

C. Conditions of Indemnification.

Any such trustee, Director or employee referred to in this Article who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suite or proceeding of the character described herein shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the Corporation, but only if (1) the Board of Directors of the Corporation, acting by a quorum consisting of Directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit or proceeding, shall find that the trustee, Director, officer or employee has met the standards of conduct set forth in the first sentence of this Article, or (2) independent legal counsel (who may be the regular counsel of the Corporation) shall deliver to it their written advice, that, in their opinion, such trustee, Director, officer or employee has met such standards. Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he is entitled to indemnification under this Article.

Expenses incurred with respect to any such claim, action, suit, or proceeding against a trustee or trustees shall be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of such trustee or trustees to repay such amount unless it shall ultimately be determined that he is entitled to indemnification under this Article.

D. Indemnification In Addition to Existing Rights.

The rights of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by contract as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XI
AMENDMENTS

These Bylaws may be altered, amended or repealed through the voting provisions of Article V herein, at any regular or special meeting of the member or members, duly convened after notice as is provided in the Bylaws for a Special Meeting. The notice shall be sent fifteen days prior to the meeting and shall set forth in general language the intent of the proposed amendment and the amendment adopted at the meeting must reasonably conform to this intent. In addition, the amendment shall not violate the Articles of Incorporation or be contrary to any law of the Commonwealth of Pennsylvania.

ARTICLE XII
ENACTING RESOLUTION

Be it resolved that these Bylaws shall, upon approval, become effective January 1, 2001, and shall supersede all Bylaws previously in effect.