

BY-LAWS TO THE
THETA XI HOUSE CORPORATION

ARTICLE I.

NAME

The name of this corporation shall be THETA XI HOUSE CORPORATION.

ARTICLE II.

PURPOSE

SECTION 1, Purpose, The purposes for which this Corporation is organized are to promote the social virtues of the membership, to create a high standard of life and happiness for the membership by uniting in closer bonds of friendship and brotherly union, and the perpetuation of the Corporation as a fraternal organization through the homecoming activities and other social events connected with the Theta Xi Chapter of the Pi Kappa Alpha Fraternity located at Texas A&M University – Commerce (nee East State Texas University), the Theta Xi Alumni Association, and the THETA XI HOUSE CORPORATION and through the acquisition and holding of property.

This Corporation is organized and operated exclusively for non- profit purposes, and no part of any net earnings shall inure to the benefit of any private member or shareholder.

SECTION 2, Corporation Street Address, The street address of the registered office of the Corporation is ~~~~~~, and the name of the registered agent is ~~~~~~ President THETA XI HOUSE CORPORATION.

ARTICLE III.

MEMBERSHIP

SECTION 1, Qualifications. Active membership in the Corporation shall be limited to the incorporators, and to active members of the Theta Xi Alumni Association of the Pi Kappa Alpha Fraternity. Each of the above shall pay One Hundred Dollars (\$100.00) or more to the THETA XI HOUSE CORPORATION. Charter members to the Theta Xi Alumni Association who pay Fifty Dollars (\$50. 00) to the THETA XI HOUSE CORPORATION may be members.

Active members of the Pi Kappa Alpha Fraternity, Theta Xi Chapter, may become ex-officio members of the Corporation by paying Fifty Dollars (\$50.00) or more to the THETA XI HOUSE CORPORATION. An active membership in the Corporation will be granted to such an ex-officio member upon his joining of the Theta Xi Alumni Association of the Pi Kappa Alpha Fraternity.

Membership may also be granted to any Alumni Association member by paying One Hundred Dollars (\$100.00) or more in four (4) quarterly payments of Twenty-Five Dollars (\$25.00) or more within a 12-month period. For active membership in the House Corporation, one must remain an active member of the Theta Xi Alumni Association and be current on quarterly payments to the THETA XI HOUSE CORPORATION. All members, in order to maintain an active membership with voting privileges in the THETA XI HOUSE CORPORATION, must remain an active member of the Theta Xi Alumni Association.

SECTION 2, Active Members of the Theta Xi Alumni Association.

Active membership status constitutes that those members have paid the Thirty Dollar (\$30.00) annual membership fee of the Theta Xi Alumni Association of the Pi Kappa Alpha Fraternity.

SECTION 3. Active Members of the THETA XI HOUSE CORPORATION. Active membership status constitutes that those members are active members in the Theta Xi Alumni Association of the Pi Kappa Alpha Fraternity who have paid the membership fee of the THETA XI HOUSE CORPORATION.

SECTION 4. Voting Privileges. Each active member of the Corporation shall have one vote and shall have the power to cast it upon any and all occasions that require a vote of the membership to be taken.

SECTION 5, Non-Liability for Debts, No member shall be liable or responsible for any debts or liabilities of the Corporation. The private property of the members shall be from execution or liability for any debt of the Corporation.

ARTICLE IV.

MEETING OF MEMBERS

SECTION 1, Annual Meeting, The annual meeting of the Corporation shall be held in the morning on Saturday of the East Texas State University Homecoming weekend at the regular and/or designated meeting place of the Theta Xi Chapter of the Pi Kappa Alpha Fraternity at East Texas State University, Commerce, Texas.

SECTION 2. Special Meetings. A special meeting of the Corporation may be called by the President, by any two directors requesting it, or by five percent (but at least three in number) of the members on record at any time and place named in the call, by giving five (5) days written notice mailed to the last known address of each member of record or via email and/or by posting on the House Corporation's Facebook page stating the purpose of the meeting.

SECTION 3, Quorum. A majority, present in person or by proxy, of the total number of members, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person or by proxy may adjourn the meeting from time to time without further notice. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the membership.

ARTICLE V.

DIRECTORS

SECTION 1. Membership. The Board of Directors shall consist of seven (7) active members. The four officers of the THETA XI HOUSE CORPORATION (President, Vice-President, Treasurer, and Secretary) and three additional active members of the Corporation (Chapter Advisor, Chapter Housing Corporation Representative from the Theta Xi Chapter and one active Theta Xi Alumni Association member at large).

Exceptions:

1. Directorship in the THETA XI HOUSE CORPORATION by the Chapter Housing Corporation representative from Theta Xi Chapter is by appointment and does not require active membership in the THETA XI HOUSE CORPORATION or the Theta Xi Alumni Association.

2. Directorship in the THETA XI HOUSE CORPORATION by the Chapter Advisor is by appointment and does not specifically require active membership in the THETA XI HOUSE CORPORATION or the Theta Xi Alumni Association, but should be considered when evaluating candidates' qualifications for Chapter Advisor. It is also implied that the Chapter Advisor, if inactive, will seek to obtain active membership in both groups as soon as it is reasonably possible.

The names and addresses of the persons who are to serve as directors are:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Chapter Advisor
6. Alumni Association Member
7. Chapter Representative

SECTION 2. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors at any regular or special meeting. The Board of Directors shall have in addition to such powers as are hereinafter expressly conferred upon it, all of the powers of the Corporation except such as are by law, the Certificate of Incorporation or these By-Laws conferred upon or reserved to the members.

SECTION 3. Special Powers. The Board of Directors shall have the power to purchase or otherwise acquire property, rights, or privileges for the Corporation, which the Corporation has power to take, at such prices and on such terms as the Board of Directors may deem proper; to pay for such property, rights, or privileges in whole or in part with money, securities or property of the Corporation; to create, make and issue mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgages or otherwise and to do every other act and thing necessary to effectuate the same.

SECTION 4. Election and Tenure of Office. The incorporators shall constitute the first Board of Directors and will serve until the next annual meeting of the Corporation or until their successors shall be duly elected by the membership of the Corporation at a subsequent annual meeting or a subsequent special meeting.

SECTION 5. Vacancies. A vacancy occurring in the Board shall be filled by an affirmative vote of the majority of the remaining directors for the unexpired portion of the term.

SECTION 6. Compensation. Directors shall not receive any salary or payment for their services.

ARTICLE VI.

MEETINGS OF DIRECTORS

SECTION 1. Regular Meetings. A regular meeting of the Board shall be held without notice, immediately after, and at the same place as, the annual meeting of the members.

SECTION 2. Special Meetings. Special meetings of the Board may be called by the President or by any director, at any time or place named in the call, by giving five (5) days written notice mailed to the last

known address of each director or via email and/or by posting on the House Corporation's Facebook page, or by mutual consent of all the directors.

SECTION 3. Quorum. A majority of the members of the Board shall constitute a quorum, provided, that if less than such majority of the directors present may adjourn the meeting from time to time; and provided further, that the Secretary shall notify any absent directors of the time and place of such adjourned meeting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 4. Informal Action by Directors. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

ARTICLE VII.

OFFICERS

SECTION 1. Number of Officers. The Officers of the Corporation shall be a President, Vice-President, Treasurer, and Secretary. They shall serve on the Board of Directors.

SECTION 2. Election and Term of Office. The officers shall be elected by ballot annually by the Board at the meeting of the Board held immediately after the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the Board following the next succeeding annual meeting of the members or until his successor shall have been elected. Except as otherwise provided in these By-Laws, a vacancy in any office shall be filled by the Board at any regular or special meeting of the Board for the unexpired portion of the term.

SECTION 3. Removal of Officers and Agents by Directors. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby.

SECTION 4. President. The President shall be the chief executive officer of the Corporation. It shall be his duty to preside at all meetings of the Corporation and of the directors, to see that all orders and resolutions of the Board of Directors are carried into effect, to execute all contracts and agreements authorized by the Board of Directors to sign the name of the Corporation to any instrument requiring the same. The President shall create such Committees and appoint Chairs for same at the discretion of the Board.

SECTION 5. Vice-President. The Vice-President shall be vested with all the powers of the President in his absence or disability, and shall perform such other duties as may be prescribed by the Board of Directors.

SECTION 6. Treasurer. The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts, receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements and shall render to the Board of Directors, whenever they require it, an account of all his transactions and of the financial condition of the Corporation, and shall prepare an annual financial report for the period from July 1 to June 30 of each year, beginning with the year 1979 and shall see that a copy of said financial report is mailed to each member of the Corporation at his last known address or via email not later than the 10th day of September of each year.

SECTION 7. Secretary. The Secretary shall attend all meetings of the Corporation and of the Board of Directors. He shall record all of the proceedings of such meetings in a book kept for that purpose, and shall give proper notice of meetings of the Corporation and directors. He shall maintain these BY-LAWS and the ARTICLES OF INCORPORATION OF THE THETA XI HOUSE CORPORATION and file all appropriate State and Federal forms pursuant thereto.

SECTION 8. Bonds of Officers. The Treasurer and any other officer or agent of the Corporation charged with responsibility for the custody of any of its funds or property shall give bond in such sum and with such surety as the Board shall determine. The premium shall be paid by the Corporation.

ARTICLE VIII.

FINANCIAL MATTERS

SECTION 1. Chapter Fee. Theta Xi Chapter of The Pi Kappa Alpha Fraternity of Texas A&M University – Commerce (nee East State Texas University) shall collect from its members and pay to the THETA XI HOUSE CORPORATION the agreed upon per member monthly fee. It is also agreed that the Chapter will not adjust or withhold any monies unless prior written notice has been received and accepted by the Board of Directors. The Board of Directors reserves the right to increase the fee at any time and will provide, in writing, 30 days prior notice to Theta Xi Chapter of the Pi Kappa Alpha Fraternity of Texas A&M University – Commerce (nee East State Texas University) of said increase.

SECTION 2. Contracts. Except as otherwise provided in these By-Laws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific business.

SECTION 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money and all notes, bonds or other evidence of indebtedness issued in the name of the Corporation shall be signed in the name of the Corporation by the Treasurer and/or any other designated officer(s).

SECTION 4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in a bank or banks as the Board may select.

SECTION 5. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July of each and every year and shall end on the last day of June.

SECTION 6. Accounting System and Reports. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system, including reports.

ARTICLE IX.

NON-PROFIT ORGANIZATION

The Corporation shall at all times be operated on a non-profit basis. No distribution of the assets of the Corporation shall be made to any member nor shall any part of the income of the Corporation inure to the benefit of any member or other individual.

ARTICLE X.

SEAL

The Corporation shall not have a Corporate Seal.

ARTICLE XI.

DISSOLUTION

SECTION 1. Dissolution of Chapter. In the event that the charter of the Theta Xi Chapter of the Pi Kappa Alpha Fraternity is suspended or revoked for any reason, all the property, real and personal, belonging to the Chapter and to the Corporation shall pass to the Pi Kappa Alpha Holding Corporation, a non-profit Tennessee Corporation, in trust for the following uses: The property may be held or sold in the sole discretion of the trustee. The trustee shall, if sufficient trust funds are available, first pay any outstanding liabilities of the Chapter and the Corporation which remain unpaid at the time the assets are transferred to the trustee. If the Chapter is not reactivated within a period of twenty (20) years, then at end of said term this trust shall terminate and the proceeds shall be distributed to the Chapter House Fund of the Pi Kappa Alpha Fraternity, a non-profit Tennessee Corporation.

SECTION 2. Dissolution of the Corporation. Should the Corporation be dissolved while the Theta Xi Chapter of the Pi Kappa Alpha Fraternity is still an active chapter, all property, real and personal, belonging to the Corporation shall, prior to dissolution, be conveyed to a new corporation organized for the same purposes as this Corporation. Upon failure to organize a new corporation, all property, real and personal, shall, after thirty (30) days' notice to the officers of the dissolved corporation, by mail addressed to their last known addresses according to the records of the Pi Kappa Alpha Memorial Headquarters, immediately revert to the Pi Kappa Alpha Holding Corporation, a non-profit Tennessee Corporation, Memphis, Tennessee.

The Pi Kappa Holding Corporation, or its assigns, will then hold the property for the benefit of the Chapter.

ARTICLE XII.

MISCELLANEOUS

SECTION 1. Waiver of Notice. Any member or director may waive in writing any notice of a meeting required to be given by these By-Laws. The attendance of a member or director at any meeting shall constitute a waiver of notice of such meeting by such member or director, except in a case where a member or director shall attend a meeting for the expressed purpose of objection to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

SECTION 2. Rules and Regulations. The Board of Directors shall have the power to make and adopt such rules and regulations, not inconsistent with the law, the Certificate of Incorporation or these By-Laws, as is deemed advisable for the management of the business and the affairs of the Corporation.

SECTION 3. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE XIII.

AMENDMENTS

These By-Laws may be altered, amended or repealed by the affirmative vote of at least two-thirds of the directors present at any regular or special meeting, provided a quorum as provided in these By-Laws be present and provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal. Notwithstanding the foregoing, Section 5 of Article III (Membership), Section 6 or Article V (Directors), Article IX (Non-Profit Operation) and Article XI (Dissolution) of these By-Laws may not be altered, amended or repealed.

Board of Directors:

President

Vice-President

Secretary-Treasurer

Chapter Advisor

Alumni Association Member

Chapter Representative

Modifications:

February 2015 –

Article II Section 1 and Article VIII Section 1 modified to reflect name change of university.

Article IV Section 2, Article VI Section 2 and Article VII Section 6 modified to reflect changes in social media.

July 2015 –

Office of Secretary/Treasurer split into separate board positions