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BYLAWS

Of The

Delta Tau Housing Corporation

April 23, 2017

Version 1.0

Effective May 1, 2017

Record of Change

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Change #	Effective Date of Change	Authority for Change

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BYLAWS
THE DELTA TAU HOUSING CORPORATION
OF THE
DELTA TAU ALUMNI CHAPTER

Prepared 01/05/2017

1) ARTICLE I – Name and Purpose

- a) The name of this Corporation is Delta Tau Housing Corporation (DTHC) (“Housing Corporation”).
- b) The purpose of the Corporation is to serve as the “Housing Corporation” as that name is defined herein for the Sigma Nu Delta Tau Chapter House located at 143 NW, 10th Street, Corvallis, Oregon 97330. In general, the Corporation’s Board of Director’s responsibilities are:
 - To fix rents, assessments, and fees;
 - To manage, operate, and exercise oversight of all properties and facilities under the ownership of the Corporation;
 - To enforce policies affecting any property to the extent the federal, state, county, or city statute, law, code, or ordinance require compliance by the Corporation and refer to proper law enforcement agencies unlawful activities, code violations, and involvement in activities of a harmful nature to National Security;

Bylaws of the DT Housing Corporation

- 77 • To set policy, procedures, processes, and protocols by which the
78 Corporation conducts its business affairs, to include, but not limited to,
79 personnel, equipment, facilities, administration, and other such activities
80 within the purview of the Corporation;
81
 - 82 • To ensure federal, state, county, or city (law, code, statute, ordinance)
83 compliance changes that are promulgated to all governing Corporation
84 documents such as Bylaws, Policies, Operating Manuals, and other
85 related governing documents as necessary to be lawful;
86
 - 87 • To advise and support an educational relationship with the Delta Tau
88 Alumni Chapter (the “Alumni Chapter”), Delta Tau Chapter of Sigma Nu
89 (the “Chapter”), and Sigma Nu Fraternity Educational Foundation (the
90 “National Fraternity”), not-for-profit fraternal organizations chartered in
91 accordance with The Law of Sigma Nu Fraternity, Bylaws, Policies,
92 Procedures, and Manuals of Sigma Nu Fraternity, the Corporation’s
93 scholarship program, and all other educational programs offered by Sigma
94 Nu Fraternity, Lexington, Virginia; and
95
 - 96 • To advise and support the Delta Tau Alumni Chapter, the Delta Tau
97 Chapter of Sigma Nu / Colony, the Alumni Advisory Board (AAB), and / or
98 associated Officers or Directors of these organizations and any related or
99 affiliated members, within, and without, the bounds of Oregon State
100 University with matters pertaining to property located at 143 NW, 10th
101 Street, Corvallis, Oregon 97330.
102
- 103 c) The Corporation shall be governed by a Board of Directors (“the Board”), selected
104 by members in good standing of the Delta Tau Alumni Chapter (DTAC) general
105 membership as hereinafter defined DTAC. The Board shall be comprised of no
106 fewer than three (3), nor more than five (5), elected Directors.

Bylaws of the DT Housing Corporation

107 d) Individuals who are still enrolled as an undergraduate of the Oregon State
108 University shall not serve in any capacity, voting or non-voting, for the
109 Corporation.

110 e) The Corporation is organized as a nonprofit and mutual benefit Corporation
111 pursuant to United States Code, Internal Revenue Code and Oregon Revised
112 Statutes. The Corporation shall have no stock, and no dividends or pecuniary
113 profits shall be declared to the Directors, or Officers. All income and earnings of
114 the Corporation shall be used to further the purposes and objectives of the
115 Corporation. Nothing contained herein, however, shall prohibit payments by the
116 Corporation to Directors or Officers as reasonable compensation or
117 reimbursement for services rendered to the Corporation.

118

119 **2) ARTICLE II: Place of Business**

120

121 The principal office of the Corporation shall be in the same location as the Sigma
122 Nu Chapter house (if any) at Oregon State University; however, the Board may
123 designate another address for service of process and/or receipt of corporate
124 correspondence, or change the address of said designation, without such action
125 being considered an amendment of these Bylaws. If there is no Chapter house,
126 then the principal office shall be the address designated for service of process.

127

128 **3) ARTICLE III: Board Members / Positions**

129

130 a) The DTHC has no membership other than the Board members and Officers
131 fulfilling positions as designated by these Bylaws. Board members are elected to
132 the DTHC through the DT Alumni Chapter Bylaws election processes, rules,
133 procedures, and regulations. However, DTAC members in good standing are
134 eligible to attend DTHC meetings.

135

136 b) The DTHC Officers shall be as follows: President, Secretary, and Treasurer.

Bylaws of the DT Housing Corporation

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c) Individuals eligible as Board members and / or Board positions in the Corporation are limited to:

i.) Any person who has been initiated into the Delta Tau Chapter of Sigma Nu, and remains in good standing with, the Delta Tau Alumni Chapter, and under the regulations of Oregon State University, and which person has been an undergraduate at Oregon State University; or

ii) Any person who is an initiated member of a Sigma Nu National Fraternity at any other University or College, and remains in good standing with the Sigma Nu National Fraternity, may by a majority vote of Corporation Board of Directors present at any regular meeting of the Corporation Board of Director's be entitled to hold a board position in the Corporation.

d) The Board of Directors is authorized to enforce compliance with the provisions of the Articles of Incorporation, these Bylaws, and any policies, rules of conduct, or regulations governing the Corporation as promulgated by the Board of Directors from time to time and may suspend or expel a Board member thereof upon a two-thirds (2/3) vote of the Board of Directors and approval of the DT Alumni Chapter Board President after thirty (30) days' notice has been given to the member of the grounds for removal and an opportunity is afforded to be heard at least ten (10) days prior to such suspension or expulsion from membership. Upon request of the Board member, a right of appeal to the membership shall be granted at the next meeting of the membership following the imposition of the penalty.

4) ARTICLE IV: Meetings

Bylaws of the DT Housing Corporation

167 a) The annual meeting of the DTHC, may be combined with Delta Tau Alumni
168 Chapter annual meeting at such location, date and hour as may be set by the
169 DTAC, Board of Directors each year, but shall be no later than November 15th,
170 for the purpose of the election of Directors, and for such other business as may
171 come before such annual meeting.

172

173 b) Special meetings of the Corporation may be called by the President, by a
174 majority of the Board of Directors, by filing with the Secretary a written call for
175 such meeting, stating the time and place and object thereof, and at such meeting
176 only the specific business mentioned in the call shall be acted upon. If a special
177 meeting is called by DTAC Board, the request shall be submitted in writing,
178 specifying the purpose of the meeting, and shall be sent by registered mail to the
179 president at the Corporation's principal office. The DTHC President forthwith
180 shall cause notice to be given to the Board members entitled to vote that a
181 meeting will be held, and the date for such meeting, which shall be not less than
182 35 or more than 90 days following the receipt of the request. If the notice is not
183 given within the 14 days after receipt of the request, the persons requesting the
184 meeting may give the notice.

185

186 c) The DTHC Secretary shall electronically transmit to each DTHC Board member
187 at his or her last known email address a notice of the holding of any meeting not
188 less than 20 nor more than 90 days before the date of the meeting. The notice
189 shall specify the place, date, and hour of the meeting and (i) in the case of a
190 special meeting, the purpose of the meeting, or (ii) in the case of the annual
191 meeting, a list of the nominees for Directors and any other matter which the
192 Board of Directors intends to present for action by the members. The notice of
193 meeting shall also state that no business other than that stated in the call may be
194 transacted.

195

Bylaws of the DT Housing Corporation

- 196 d) At all meetings, only DTHC Board members in good standing shall be entitled to
197 vote. Agenda designated membership meeting votes are limited to changes or
198 amendments to the Articles of Incorporation, no proxy voting shall be permitted.
199
- 200 e) At any meeting of this Corporation, a majority of Board members must be present
201 to constitute a quorum for the transaction of business. If a quorum is present, the
202 affirmative vote of the majority of the members represented at the meeting shall
203 be the act of the members, unless the vote of a greater number is required by
204 Oregon Nonprofit Corporation law.
205
- 206 f) Subsequent to the initial meeting of DTHC Board members in 2017, the Board
207 members of the Corporation shall at each annual meeting elect two members to
208 the Board of Directors, and such members shall hold office for three (3) years.
209 Upon petition of any one member in good standing with the DT Alumni Chapter,
210 the name of any other member in good standing may be entered into nomination,
211 provided such petition shall have been presented to the Secretary before the
212 annual meeting is called to order. A self-nomination is acceptable. Only such
213 members as shall have been nominated in the previously mentioned manner
214 shall be eligible for election. At the initial meeting of Board members in 2017, the
215 following election procedure shall apply: A minimum of one member shall be
216 elected to a three-year term; a minimum of one member shall be elected for a
217 two-year term; and a minimum of one member shall be elected to a one-year
218 term. After this process a staggered election process shall apply.
219
- 220 g) The regular meeting of the Board of Directors shall be held immediately following
221 the annual meeting of the Corporation. The Directors may adjourn this annual
222 Directors' meeting for a period that may suit the convenience of the Board of
223 Directors, not to exceed thirty days.
224
- 225 h) Special meetings of the Board of Directors may be held at any place, and may be
226 called at any time by the president, by the Secretary, or by a majority of the

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227 Board of Directors, by filing with the Secretary a written or printed notice stating
228 the time and place thereof.

229
230 i) The President, the Treasurer, shall preside, and the Secretary shall act as
231 Secretary at each Corporation meeting. In their absence, the board members of
232 the Corporation shall appoint the necessary substitutes by majority vote.

233

234 **5) ARTICLE V: Directors**

235

236 a) Subject to the provisions of the Oregon Nonprofit Mutual Benefit Corporation Law
237 and any limitations in the Articles of In Corporation and these Bylaws relating to
238 action required to be approved by the members, the business and affairs of the
239 Corporation shall be managed, and all corporate powers shall be exercised, by or
240 under the direction of the Board of Directors.

241

242 b) The Directors, consisting of no fewer than three (3) and no more than five (5)
243 shall elect all Officers of the Corporation and appoint all of its agents at their first
244 Directors meeting following the annual meeting of the Corporation. Such
245 elections and appointments shall be for a term of one year. Any vacancy
246 occurring on the Board, or among the Officers or agents of the Corporation, may
247 be filled by the Board of Directors at any meeting. In the absence of a quorum at
248 said meeting, the president shall order the Secretary to take ballots by electronic
249 mail, and such election shall be lawful.

250

251 c) A quorum of the Board members of the Corporation may, by a majority vote,
252 demand the resignation of any Director of the Corporation, and upon refusal to
253 tender such resignation may, by further specific vote to that effect, dismiss said
254 Director from office, and elect his or her successor by nominations prescribed by
255 Article IV, Section f. Any Director so elected shall have the same powers and
256 privileges as the predecessor.

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- d) At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of any business, but in the absence of a quorum, a smaller number may adjourn the meeting to another day and hour.

- e) A majority vote of all Directors present shall be necessary to carry any motion except as provided in Section VII of this Article in regard to adjournment.

- f) At each annual meeting of this Corporation, the Board of Directors shall present a financial statement of receipts and disbursements, and of the assets and liabilities of the Corporation, and a report of the financial condition. Copies of each shall be provided to the undergraduate chapter president, alumni advisory board (AAB) chapter advisor(s), and Alumni Chapter.

- g) The Board of Directors may formulate its own rules for the conduct of its business.

- h) In any case requiring immediate action, the Board of Directors may pass any resolution within its powers by a majority vote of the Board by mail, electronic mail, or facsimile. Such resolution shall be lawful and binding, providing that the Secretary mails, e-mails, or faxes a copy of the same to each Director for vote.

- i) Neither the Directors nor the Officers shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

- j) The Corporation shall indemnify any past or present director, officer, committee member, employee, or agent against expenses, including without limitation, attorneys' fees, judgements, fines and amounts incurred while acting within the scope of his or her authority as a director, Officer, committee member, employee or agent of the Corporation by Oregon law; provided that the Board of Directors shall determine in good faith that such individual such individual did not act, fail to

Bylaws of the DT Housing Corporation

289 act, or refuse to act, willfully or with gross negligence or with fraudulent or
290 criminal intent with regard to the matters involved in this action. The DTHC Board
291 shall insure that indemnification insurance is reviewed periodically with the Sigma
292 Nu Fraternity regarding coverages to indemnify Board members

293
294 k) As a non-profit, tax exempt Corporation, Directors are not to be reimbursed for
295 computer and printer equipment. Directors are not compensated for meeting
296 travel expense unless agreed upon previously by a quorum of Directors.

297

298 **6) ARTICLE VI: Officers**

299

300 a) The minimum number of Officers of this Corporation shall be three (3): the
301 President, Treasurer, and Secretary, who shall be elected by the Directors from
302 among their numbers and said Officers shall perform the usual duties pertaining
303 to their respective offices. Said Officers shall be elected at the first meeting of
304 the Board of Directors following the annual meeting of the Corporation, and shall
305 hold office for one year. Officers may serve an unlimited number of terms.

306

307 b) Officers must not have a criminal felony record pertaining to a transaction in
308 securities, consumer fraud or antitrust, misrepresentation, theft by false
309 pretenses, or restraining the trade or monopoly in any state or federal jurisdiction
310 within the seven year period immediately preceding a board nomination.

311

312 c) Additional officer positions may be created, at any time deemed necessary, by a
313 majority vote of the Board of Directors. These additional officer positions may be
314 dissolved by a majority vote of the Board of the Directors at any time.

315

316 d) The Board of Directors is authorized to enforce compliance with the Articles of In
317 Corporation (AOI), these Bylaws, and any policies, rules of conduct, or
318 regulations of this Corporation as promulgated by the Board of Directors from
319 time to time, and may suspend or expel an Officer or member thereof upon a

Bylaws of the DT Housing Corporation

320 two-thirds vote of the Board of Directors after thirty (30) days' notice has been
321 given to him of the grounds for removal and an opportunity is afforded to be
322 heard at least ten (10) days prior to the vote on suspension and/or expulsion.
323 Upon request of the Officer or director, a right of appeal to the membership of the
324 Corporation shall be granted at the next meeting of the membership following
325 imposition of the penalty.

- 326
- 327 e) The Directors may, by resolution, require any of said officers of the Corporation
328 to give a bond or bonds to this Corporation with good and sufficient security for
329 the faithful performance of their respective duties and offices, but the Corporation
330 shall pay the necessary premiums of such bonds.

331

332 **7) ARTICLE VII: Officer Duties**

- 333
- 334 a) The duties of the President shall be as follows:

335

336 i) The President shall preside at all meetings of the Board members of this
337 Corporation, and at all meetings of the Board of Directors.

338

339 ii) The President shall have general supervision and direction over all other
340 Officers of the Corporation, and shall see that their duties are properly
341 performed.

342

343 iii) The President shall execute, acknowledge, and deliver in the name of the
344 Corporation, all deeds, certificates, contracts, or other instruments necessary
345 in carrying on the affairs of the Corporation when he shall be so specifically
346 authorized by vote of the Board of Directors. The President shall also have
347 the power to attach the seal of the Corporation to any instrument requiring
348 such a seal.

Bylaws of the DT Housing Corporation

350 iv) The President shall also perform such other duties as may be assigned to him
351 by the Board of Directors, or by amendment to these Bylaws.

352

353 b) The duties of the Secretary shall be as follows:

354

355 i) It shall be the duty of the Secretary to keep the records and proceedings of all
356 meetings of the Corporation and of the Board of Directors.

357

358 ii) The Secretary shall have the custody, and be charged with the safekeeping,
359 of all records, papers, documents, and books of the Corporation.

360

361 iii) The Secretary shall serve all notices required either by law or by the Bylaws
362 of this Corporation.

363

364 iv) The Secretary shall keep and maintain at all times a roster of the Board
365 members in good standing of the Corporation.

366

367 v) The Secretary shall take all notes needed at Corporation meetings, and if
368 unavailable shall appoint someone attending the meeting this duty. The
369 Secretary will use these notes to create and post minutes so all members
370 have access within (10) ten working days.

371

372 vi) The Secretary shall also perform such other duties as may be assigned to
373 him by the Board of Directors, or by amendment to these Bylaws.

374

375 c) The duties of the Treasurer shall be as follows:

376

377 i) It shall be the duty of the Treasurer to keep a full and accurate account of the
378 receipts and disbursements of the Corporation on the books belonging to the
379 Corporation, and he shall deposit in such bank or banking institutions, as may
380 from time to time be selected by the Board of Directors, all funds and monies

Bylaws of the DT Housing Corporation

381 and other valuable effects of the Corporation in the name and to the credit of
382 the Corporation.

383

384 ii) The Treasurer shall be the chief disbursing Officer of the Corporation. He
385 shall make proper vouchers and receipts for such disbursements and shall
386 render to the Board of Directors, at least annually and more often if required,
387 a complete and accurate account of such transactions.

388

389 iii) The Treasurer shall keep the President advised of any expenditures to be
390 incurred or funds to be provided, in order that the President may make
391 arrangements for the consummation of such financial matters.

392

393 iv) The Treasurer shall, at the completion of his term, turn over all records
394 pertaining to the Corporation to his successor, and the Board may conduct an
395 audit of those records. A copy of the completed audit, if any, shall be provided
396 to the Corporation Board members and DT Alumni Chapter.

397

398 v) The Treasurer shall create and propose to the Board of Directors an annual
399 budget prior to the fiscal year end.

400

401 vi) The Treasurer shall also perform such other duties as the Board of Directors
402 may, from time to time, direct.

403

404 d) In the event of absence, inability, or refusal to act as any Officer of this
405 Corporation, the Board of Directors may appoint one of its Board members to
406 perform the duties.

407

408 **8) Article VIII: Assets**

409

410 a) Any and all assets, funds or other property, whether personal or real, cash or
411 non-cash, which are held by or titled to the Corporation or any of its affiliates or
412 subsidiaries, are trust funds which shall be held, managed and administered by

Bylaws of the DT Housing Corporation

413 the Corporation for the benefit of the local undergraduate Chapter and to
414 promote the ideals and interests of the National Fraternity, all in accordance with
415 the charter, Bylaws and Administrative Policies and Procedures of the National
416 Fraternity.

- 417
- 418 b) Legal title to all land, buildings and furnishings therein acquired and/or occupied
419 for use by the Chapter is to be held in the name of the Corporation, and such
420 property shall be held in trust for the benefit of the Chapter. This property is
421 considered trust property, and upon the dissolution, forfeiture, withdrawal or
422 suspension of the undergraduate Chapter charter, whether voluntary, by
423 surrender of charter, or involuntary, by forfeiture or withdrawal of charter
424 pursuant to the Bylaws or Administrative Policies and Procedures of the National
425 Fraternity, such property shall be either (1) retained and held by the Corporation,
426 to be held in trust for the Delta Tau Chapter, or (2) transferred, whether by deeds
427 of conveyance, bills of sale or by transfer of ownership and control of the
428 Corporation to the National Fraternity or its affiliates, to be held by the National
429 Fraternity or its affiliates in accordance with the Chapter Continuation Fund of the
430 National Fraternity.

431

432 **9) ARTICLE IX – Contracts, Loans, Checks**

- 433
- 434 a) **CONTRACTS:** The Board of Directors may authorize any Officer or Officers,
435 agent or agents, to enter into any contract or execute and deliver any instrument
436 on behalf of the Corporation, and such authority may be general or confined to
437 specific instances.

- 438
- 439 b) **LOANS:** Loans shall be contracted on behalf of the Corporation with the approval
440 of DTAC board.

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442 c) CHECKS AND DRAFTS: All checks, drafts or other orders for the payment of
443 money issued in the name of the Corporation shall be signed by such Officer or
444 Officers, agent or agents, of the Corporation and in such manner as shall from
445 time to time be determined by resolution of the Board of Directors.

446
447 d) The fiscal year of the Corporation shall begin on the first day of July and end on
448 the last day of June in each year.

449
450 **10) Article X: Records**

451
452 a) The Corporation shall keep at its principal office, or at such other location as has
453 been designated pursuant to Article II, the original or a copy of the Articles and
454 Bylaws as amended to date, which shall be open to inspection by the members
455 at all reasonable times during office hours.

456
457 b) The accounting books, records and minutes of proceedings of the members and
458 the Board of Directors and any committees shall be kept at the principal office of
459 the Corporation, or at such other location as has been designated pursuant to
460 Article II, Section a. The minutes and accounting books and records shall be
461 open to inspection on the written demand of any member, at any reasonable time
462 during usual business hours, for a purpose reasonably related to the member's
463 interests as a member.

464
465 c) Every director shall have the absolute right at any reasonable time to inspect all
466 books, records and documents of every kind, and the physical properties of the
467 Corporation, except for the personnel records of employees (if any). This
468 inspection by a director may be made in person or by an agent or attorney, and
469 the right of inspection includes the right to copy and make extracts of documents.

470
471 d) In the absence of a governing provision in these Bylaws or in the laws of the
472 State of Oregon, the Corporation shall be guided by the then-current editions of

Bylaws of the DT Housing Corporation

473 the Bylaws, Administrative Policies, and Procedures of the DT Alumni Chapter or
474 the Sigma Nu Fraternity.

475

476 **11) Article XI – Amendments**

477

478 These Bylaws may be amended by a majority vote of the Board of Directors and with
479 the review the DTAC Board.

480

481 **12) Article XII - Dissolution**

482

483 No individual person or persons shall possess any property right in or to the property
484 or assets or possessions of the Corporation. On dissolution or final liquidation of the
485 Corporation, the Board of Directors shall, after paying or making provision for the
486 payment of all lawful debts and liabilities of the Corporation, distribute the assets of
487 the Corporation to one or more of the following qualified recipients: (a) a non-profit
488 organization or organizations that may have been created to succeed the
489 Corporation and/or (b) a non-profit organization or organizations engaged in
490 activities substantially similar to those of the Corporation and which may be selected
491 as a qualified recipient of such assets. The Delta Tau Alumni Chapter shall be given
492 the first right to succession.

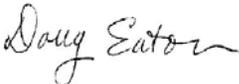
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Statement of Approval

495 The foregoing Bylaws of the DTHC this 25th day of April, 2017 were duly approved and
496 adopted by the DT Housing Corporation, Board of Director members appointed by the
497 DT Alumni Association at a general board meeting on the October 29th, 2016 when all of
498 their board members and officers announced their resignations the same day.

499 Date: April 26th, 2017

500 

501 DTHC PRESIDENT



DTHC SECRETARY