

These bylaws were revised by the Beta Theta Pi house corporation board at College of William & Mary in summer 2012. The chapter facility is owned by the college; however, there is an active house corporation board that collaborates with the chapter and college for ongoing management and maintenance of the facility.

The Cornerstone Housing Program is providing this as a sample of well-written bylaws and as resource to other house corporation boards. Editorial comments are in italic red text.

By-Laws of the House Corporation of the Zeta Upsilon Chapter of Beta Theta Pi Fraternity

Revised August 2012

Bylaws should always include the last revision date to ensure that all volunteers are working from the same version.

Statement of Purpose

The House Corporation of the Zeta Upsilon Chapter of Beta Theta Pi Fraternity was established to maintain an exceptional facility and environment that serves as home to Active Members and as a welcome place to visit for Alumni Members, Family, and Friends of the Zeta Upsilon Chapter.

Article I: Principal and Registered Office

Section 1: The Principal and registered office of the corporation shall be located in the chapter house of the fraternity in the City of Williamsburg, on the campus of the College of William and Mary in the Commonwealth of Virginia.

The registered agent with the Virginia Secretary of State / Commonwealth should be a more consistent address than the chapter facility, to ensure that any important correspondence from the state (such as the annual re-registration required for corporations) isn't getting lost.

Section 2: Other offices of the transaction of the business shall be located at such places as the Board of Directors may from time to time determine.

Article II: Corporate Seal

The House Corporation shall have a common corporate seal, an impression of which is herewith affixed.

Article III: Corporation Membership and Voting Rights

Section 1: All persons who have been initiated or who shall have been initiated as full members of the Zeta Upsilon Chapter of Beta Theta Pi shall have one vote and shall be eligible to stand as members of the Corporation provided they are no longer active chapter members. Other full alumni members of Beta Theta Pi (including honorary fraternity members), not initiated into Zeta Upsilon but having been initiated into another chapter, parents of fully initiated members of the Zeta Upsilon Chapter, and friends of the fraternity shall also be eligible to stand as Board members, however they shall not be entitled to a vote. Such an agreement might allow, for example, for a faculty member of the College to serve on the Board. Each Member of the Board shall have one vote.

This is nicely worded and gives the house corporation flexibility to recruit board members from a broader pool, including non-Betas.

Section 2: Undergraduate Zeta Upsilon Chapter members are invited to all board meetings unless notice to the contrary is publicized. Active Chapter members input to board meetings will be sought so that the board is fully aware of all facts, situations, and consequences that may affect the transaction of corporation business.

This is nicely worded and very inclusive, so that current chapter members know that their input is valued by the house corporation. Also shows transparency.

Section 3: Honorary members of the Zeta Upsilon Charter of Beta Theta Pi are invited to all Corporation meetings unless notice to the contrary is publicized. Honorary members may provide special insight or experiences that may affect the transaction of corporate business.

Section 4: At any meeting of the members, the presence of not less than four (4) Corporation members shall be necessary to constitute a quorum unless the presence of a greater number is required by law, in which event the quorum shall be such number as the law requires.

Nicely worded and exactly what we recommend to be in compliance with state law.

Section 5: The seven members of the Corporation will at all times include four (4) alumni of the Zeta Upsilon Chapter of Beta Theta Pi, and three (3) members chosen from amongst non-ZY Betas, honorary Betas, friends of Beta, or parents of Zeta Upsilon Betas past or present.

This allows non-Zeta Upsilon and non-Betas to serve on the board, which broadens the pool of potential volunteers but keeps a majority of voting members as Zeta Upsilon.

Section 6: In order to ensure the active chapter has a say in the proceedings of the House Corporation the chapter shall designate two liaisons. One of these two liaisons shall be the elected active chapter Housing Manager, who shall attend all Corporation meetings and be able to cast a vote in all

matters equal to that of the other Corporation members. The other brother serving as the chapter's liaison will be the current President of the Zeta Upsilon Chapter, or by his designation the elected Alumni Relations Chair if he is unable to attend. The two active chapter liaisons, however, will not be able to cast a vote when it pertains to the selection of new Corporation members or by-law changes.

Great idea to include the house manager and alumni relations chair in the work of the house corporation. This wording assumes that the chapter elects the house manager and alumni relations positions; in some chapters these are appointed, not elected. Bylaws should reflect whatever the chapter's practice.

Section 7: Because the Corporation is made of seven (7) members, with another 2 votes cast by the representative of the active chapter, nine (9) votes will be cast on most ordinary business (not including the selection of new Corporation members or by-law changes). The current Chapter Counselor will only be able to cast a tie-breaking vote in Corporation business in the event of a tie between the ordinary seven (7) voting members and the two active chapter student representatives.

Section 8: If only three (3) Corporation members are present at a meeting, the presence of an active chapter liaison and the Chapter Counselor will nevertheless fail to constitute a quorum. At least four (4) Corporation members must be present.

Section 9: At least two (2) of the seven (7) members of the Board shall live not more than 75 miles from The College of William and Mary campus in Williamsburg.

Assuming this is a stipulation that can be met with the available volunteer pool, this is a great way to ensure that the house corporation will always have two sets of "eyes and ears" close to campus

Article IV: Corporation Members and Meetings

Section 1: The annual meeting of the Corporation for the election of Members and the transaction of such other business as may come before the meeting shall be held at the Zeta Upsilon Chapter House, College of William and Mary, Virginia, on the Saturday of homecoming Weekend in each year at a time to be stipulated by the presiding officer. Other meetings will generally be held in the fall when classes commence, in the winter following Winter break and in the spring before final exams. The presiding officer will stipulate times and exact dates.

Section 2: The business and affairs of the Corporation shall be managed by a Board of seven (7) directors chosen from amongst the alumni, non-Zeta Upsilon Betas, parents of Zeta Upsilon Betas past or present, honorary inductees to Beta, and friends of Beta. Two (2) directors shall be elected each year.

- Section 3: The term of the office of each of the Directors shall be for three (3) years and until their successors have been duly elected.
- Section 4: Directors shall be elected at the annual meeting.
- Section 5: The Board of Directors shall exercise all rights, powers and duties of Directors of a non-profit corporation.
- Section 6: The Board of Directors shall have full power and authority to prescribe the manner in which the business and affairs of the Corporation shall be transacted, the time and place for holding meetings of the Corporation, the manner in which such meetings shall be conducted and the notice thereof which shall be required to be given.
- Section 7: Subject to the exercise of the power mentioned in Section 6 of this Article, written notice of every meeting of the Corporation shall be delivered personally to or (e)mailed to each of the members of the Corporation at least five (5) days prior to the date named for the meeting. Notice of any meeting may be waived by a certificate to that effect in writing signed by the Directors so waiving notice and filed with the records of the meeting either before or after the holding thereof.
- Section 8: At any meeting of the Board the presence (in person if during the annual meeting or via video or teleconference if a quarterly meeting) of not less than four (4) Directors shall be necessary to constitute a quorum unless the presence of a greater number is required by law, in which event the quorum shall be such number as the law requires. The annual meeting shall be required to be conducted in person to the extent possible, whereas the quarterly meetings of the Corporation may be conducted in person, teleconferencing, video conferencing, or a combination of the three.
- Section 9: If a member of the Corporation vacates his or her (in the case of a parent or friend) office, or for any reason whatsoever is unable to perform his or her duties in accordance with the official By-Laws of the Corporation before the expiration of the term of office of such Director or Directors, said unexpired term shall be filled by a majority vote of the remaining members of the Corporation at any regular or special meeting and each person so elected shall fill the unexpired term to which he or she was so elected.
- Section 10: Any member of the Corporation may be removed from office in the manner provided from time to time by the Non-Profit Corporation Law of Virginia.
- Section 11: In addition to their regular meetings, the Housing Corporation, while assembled during their Homecoming meeting, shall make an annual presentation to the active chapter membership in an effort to maintain transparency, solicit feedback, and improve communication.

This is absolutely a best practice for house corporations and an important part of communicating and building relationships with the undergraduate members. Most house corporations don't include this in their bylaws but having it here is a great way to show that this is priority for the board and to ensure it will get done.

Section 12: The Housing Corporation will maintain contact with the undergraduate members of the chapter, being in contact with the two active chapter liaisons to the Board on at least a monthly basis, and having those two liaisons distribute the monthly information or updates to the chapter at large as they see fit.

This shows a deep commitment to collaboration with the undergraduate chapter.

Article V: Officers and Responsibilities

Section 1: The head of the Corporation shall be the Corporation President. There shall also be a Secretary and Treasurer, each of whom shall be elected by the members of the Corporation following the annual meeting of the Corporation. Each of said officers shall be elected for the term of two (2) years and until his successor shall have been elected and qualified. Both the offices of Secretary and Treasurer may be held by one individual, as well as the position of President.

Section 2: The President shall be the chief executive officer of the Corporation. He/she shall preside at all meetings and shall be ex-officio a member of all committees and shall perform all duties incident to the office of President of a non-profit corporation organized and existing under the laws of the Commonwealth of Virginia. He is authorized to sign and execute in the name of the Corporation all authorized deeds, mortgages, bonds, checks, promissory notes, contracts, stock certificates and other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation or when the amount requires a dual signature as required the by Corporation. The President is responsible for assuring other responsibilities by Board members are completed on time and in accordance with Board instructions and will work with the Chapter Counselor and serve as the primary point of contact between the Board and the College.

Section 3: The representatives of the active chapter shall prepare a report on behalf of the chapter that will be delivered to the Corporation members at each meeting of the Corporation. The presentation will consist of chapter updates relevant to the business and interests of the Corporation.

Section 4: The Secretary shall keep the minutes of the meetings in books provided for that purpose; he shall distribute copies of said 'minutes to all Corporation members immediately following a Corporation meeting; he shall see that all notices are duly given in accordance with the provisions

of law and of these by-laws; he shall be custodian of the corporate seal and of all reports, books, records and documents of the Corporation other than the books and records of the Treasurer; he shall see that the corporate seal is affixed to all documents, the execution of which, on behalf of the Corporation, under its seal, is required by law or by these by-laws, and when so affixed may attest the same; and in general, he shall perform all duties incident to the office of Secretary of a non-profit corporation organized and existing under the laws of the Commonwealth of Virginia and such other duties as may from time to time be assigned to him by the Corporation.

Section 5: The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation and shall deposit or cause to be deposited in the name of the Corporation all monies of the Corporation in such depositories as shall from time to time be selected by the Corporation; he or she shall perform all the duties incident to the office of Treasurer of a non-profit corporation organized and existing under the laws of the Commonwealth of Virginia, and such other duties as may from time to time be assigned to him by the Corporation. The Housing Corporation shall require dual signatures on any Housing Corporation checking account or establish an amount at which dual signatures shall be required. The Treasurer shall serve as one signatory, as well as the President or his/her designee amongst the five (5) remaining corporation members.

Article VI: Committees and Responsibilities

Section 1: The Corporation by resolution may create standing committees or special committees from time to time, which committees shall perform such functions as may be provided in the resolution creating such committees.

Section 2: If a vacancy occurs on any committee, it shall be filled in the same manner as the original appointment thereto.

Article VII: Conducting Business

Section 1: Business may be brought before the Corporation for action as required by these By-Laws or by motion of any member present at the annual meeting each year, or at any other formal meeting of the Corporation. The majority vote of five (5) shall be necessary for any business to be approved.

Section 2: Conditions may present themselves from time to time which require the transaction of certain business between normally scheduled meetings, yet may not be of such magnitude to warrant the necessity of calling a special meeting of the full Corporation to take action. Under such conditions,

when deemed appropriate, the President may so elect to transact such business via telephone conference, email, Skype, letter or another means of communication with the Corporation.

It's a best practice to allow any means of conducting business. Many older house corporations include provisions for only written notice, which of course should be revised to reflect contemporary communication methods.

Section 3: The President shall be responsible for notifying and informing the Corporation of the business requiring action and shall then receive and record their votes. A vote of five (5) or more shall constitute a majority. No by-laws shall be permitted to be waived or amended by this process. All votes and the final outcome shall be immediately posted and distributed to the Corporation prior to the President initiating any resulting action to be taken on behalf of the Corporation. The Secretary shall see that any such action taken by the Corporation through these provisions shall be properly recorded in the minutes of the next regular or special meeting.

Article VIII: Day-to-Day House Operation

Section 1: The Active Chapter shall have jurisdiction over all of its Active Members and therefore maintains responsibility for individual and collective actions of all Active Chapter members.

Section 2: The day-to-day operation of the Chapter House shall be managed and governed by the Active Chapter, subject to the guidance and counsel of its House Corporation. The Active Chapter shall formulate and adopt rules and regulations or internal by-laws necessary for the efficient operation of the Active Fraternity. Said Active Chapter Rules and Regulations or By-laws relating to the Chapter House shall be submitted to the House Corporation for its review. These by-laws shall address who is required to live in; prioritized room selection for members desiring to live in, and a process for filling vacancies when the facility is not voluntarily filled, along with all other processes required for the responsible running and treatment of the chapter house.

Article IX: Fiscal Rights and Responsibilities

Section 1: The fiscal year of the Corporation shall begin on the first day of June of each calendar year and shall end on the last day of May, in accordance with the practices of the General Fraternity.

This is a best practice that we recommend and makes it easier to use tools like Billhighway and to be included on the General Fraternity's group return (for chapter). For ease of reporting and to be in synch, the chapter and the house corporation should be on the same fiscal year.

- Section 2: The Corporation shall have the power from time to time to designate the depository or depositories for the funds of the Corporation and those officers of the Corporation who are authorized and empowered to make deposits therein and withdrawals there from.
- Section 3: All gifts, grants, donations, bequests and devises which may be made to the House Corporation and all monies or property otherwise received by the Corporation shall be administered by the Corporation in such a manner as will at all times be in accord with and accomplish the purposes for which the Corporation has been incorporated, as provided in its charter. The Housing Corporation shall establish an operating budget and facilitate fund collection for any chapter facility fees, as well as establish, maintain and administer "reserve funds," collected over time, for furnishings, decorative enhancements, replacements and other House upgrades as deemed necessary.
- Section 4: The Housing Corporation shall collaborate with the chapter officers, members, and advisors to develop and maintain a written House Improvement Plan for a 24-month cycle, noting that all summer project list submissions are due to the College's Residence Life Office by February 1st.
- Section 5: The Housing Corporation shall determine a fair revenue gathering fee structure with the active chapter to ensure Corporation viability.
- Section 6: The Housing Corporation shall work with the Office of Greek Life and Office of University Development to consider the creation of a Foundation Account for the Housing Corporation to allow for tax-deductible fundraising opportunities.

This is a campus-specific section but it's nice that fundraising is spelled out as an important fiduciary duty of the house corporation. Other house corporations may consider more generic language such as "The Housing Corporation will develop and implement a fundraising strategy that could include partnering with the university to develop tax-deductible opportunities for donors."

Article X: Dissolution of the Corporation

In the event that the _____ Chapter of Beta Theta Pi Fraternity ceases to exist on the campus of _____, this corporation shall be dissolved in accordance with the laws of the State of _____, and, after the payment of all outstanding creditors, all remaining assets of the corporation shall be turned over to Beta Theta Pi Fraternity, an Ohio corporation, with its principle place of business in Oxford, Ohio.

The articles of incorporation and the bylaws should include a dissolution clause so that the house corporation has a plan, should the undergraduate chapter close. In theory, if a chapter closes and we (General Fraternity and local leaders) jointly determine that Beta will not return to that campus any time soon, the corporation would be dissolved and the assets would be transferred to the General Fraternity

to be held in escrow for a future re-colonization. If we thought that the chapter could return within a reasonable time frame (not more than a few years), then the house corporation should remain active.

Article X: Indemnification and Limitation of Liability

Any person who shall be or who has been involved in or who shall be or who has been made a party to any claim, action, suit or proceeding by reason of the fact that he, his testator or his intestate is or was a director or officer of the Corporation shall be indemnified by the Corporation against all costs and expenses, including attorney’s fees, reasonably incurred by or imposed upon him in connection with or arising out of such claim, action, suit or proceeding, or in connection with or arising out of any appeal therein (such expenses to include the cost of reasonable settlements made with a view to curtailment of costs of litigation), except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer or director is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be exclusive of any other right or rights to which such director or officer may be entitled as a matter of law. Any amount payable by way of indemnity in accordance with the provisions of this Section shall be determined and paid in such manner as the Corporation may determine not inconsistent with such provisions.

This section specifies that the house corporation board members are protected from personal liability when performing duties on behalf of the house corporation.

Article XI: Amendments

These by-laws may be amended by a majority of the Corporation (a vote of 5) at any regular or special meeting, provided, however, that notice of the proposed amendment is set forth in the call for the said meeting, the notice setting forth in substance the nature of the proposed amendment.

Adopted: _____, 2012

Bylaws generally have a section at the end that shows when the latest version was adopted, along with the corporate seal and signature of one or more officers.