

BY-LAWS
OF THE
LAMBDA CHI ALPHA ALUMNI CHAPTER
at
VIRGINIA TECH



Adopted 3-7-2017 Amended 7-28-2022

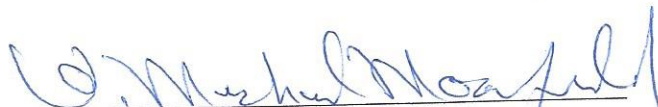
CERTIFICATION AND AMENDMENT

These Bylaws shall be in full force and effect from and after adoption by the Board. Subject to such limitations as may be contained in the Act, the Board may adopt amendments or restatements to these Bylaws by majority vote of the Directors at any meeting at which a quorum is present.

These Bylaws were adopted at a meeting of the Board of Directors of THE LAMBDA CHI ALPHA ALUMNI CHAPTER at VIRGINIA TECH July 28, 2022.



Barry D. Buschow, President



W. Michael Moorefield, Secretary

ARTICLE I: Objects, Name and Composition, Incorporation and Purpose

Section 1. Objects of the Fraternity

We, the alumni members of Sigma Omega Tau/Sigma-Lambda Zeta of Lambda Chi Alpha believe that the best way to better ourselves in our relations, both social and other, with our fellow man is through the exchange of ideas and fraternity of common interests, and that these bonds are supreme among those things which bring men together.

We also believe that a mutual trust, respect, and admiration among members of any group are essential to its existence. Holding these beliefs to be dominant truths, we feel that we are justified and compelled to unite ourselves to common purposes of fostering true brotherhood.

Section 2. Name and Composition

The official name of the alumni organization of Lambda Chi Alpha Fraternity (formerly Sigma Omega Tau Fraternity) located at Virginia Polytechnic Institute and State University shall be the LAMBDA CHI ALPHA ALUMNI CHAPTER AT VIRGINIA TECH (Alumni Chapter). The Board of Directors (the "Board", or, individually, the "Officers" and "Directors") has adopted these bylaws (the "Bylaws") pursuant to the Articles of Incorporation of the Corporation (the "Articles of Incorporation") and pursuant to the provisions of the nonprofit corporation law of the State of VIRGINIA as it may be amended from time to time (the "Act"). These Bylaws contain provisions for regulating and managing the affairs of the Corporation that are deemed not inconsistent with any law or with the Articles of Incorporation.

The Alumni Chapter shall be composed of all duly initiated members in good standing of Lambda Chi Alpha at Virginia Tech, or its predecessor, Sigma Omega Tau, who by means of graduation or otherwise have terminated their academic activities at Virginia Tech.

Section 3. Incorporation

The Alumni Chapter shall remain incorporated with the State Corporation Commission under the laws of the Commonwealth of Virginia. This incorporated body shall remain known as the LAMBDA CHI ALPHA ALUMNI CHAPTER AT VIRGINIA TECH and shall have a Board of Directors as hereinafter provided for. The principal office of the Corporation shall be at such location as may be established by the Board from time to time. The Corporation may also have offices at such other places as the Board may from time to time determine.

Section 4. Purpose

The purpose of the Alumni Chapter is to advance and further the cause and spirit of fraternal brotherhood in accordance with all Federal, State, and local laws in addition to the Constitution, Statutory Code, Ritual and other rules and regulations of Lambda Chi Alpha Fraternity. At various times, the Alumni Chapter may also have a House Corporation, an Alumni Advisory Board and/or an Alumni Board. While there may be some commonality among the members, Directors and/or officers of these entities, their strict legal separation shall be recognized. The Alumni Chapter may interact with and support the undergraduate members of the Sigma Lambda Zeta and the other chapter-related entities, but the Corporation does not exercise oversight or control over the behavior or the undergraduate members of any of them and the Alumni Chapter is not controlled by them.

ARTICLE II: Organization

Section 1. Composition and Name of the Governing Body

The governing body of the Alumni Chapter shall be known as the Board of Directors. This Board shall be composed of the voting Alumni officers as follows: President, Vice-President, Secretary, Treasurer, Immediate Past President (IPP) and the Directors. The Board shall have the authority to appoint any and all other DIRECTORS and ADVISORS that it deems necessary or are appropriate to the operation and maintenance of the Corporation. Such Directors and Advisors shall serve for such period as the Board may designate and shall perform such duties as assigned by the President or the Board. Advisors are non-voting members and not officially Board members. The four elected officers and IPP shall also serve as an Executive Committee whose duties and powers are defined herein.

The Board shall exercise control and management over the affairs of the Alumni Chapter and House Corporation, and shall exercise all such powers and perform all such lawful acts as are permitted by law, by the Articles of Incorporation, or by these Bylaws. Without limiting the foregoing, the Board shall have power and authority: (a) to purchase, lease, and otherwise acquire property on behalf of the Alumni Chapter; (b) to borrow money on behalf of the Alumni Chapter and otherwise to incur indebtedness on behalf of the Alumni Chapter, and to authorize the execution of promissory notes or other evidence of indebtedness of the Alumni Chapter, and to agree to pay interest thereon; (c) to sell, convey, alienate, transfer, assign, exchange, lease, or otherwise dispose of, mortgage, pledge, hypothecate, and otherwise encumber the property of the Alumni Chapter; and (d) generally to do and perform, or cause to be done and performed, any and every act which the Alumni Chapter may lawfully do and perform.

Section 2. Election

All Alumni Chapter officers who serve on the Board, with the exception of the Immediate Past President, shall be elected at the Annual Meeting, or other such designated meeting, in every even numbered year for a term of two (2) years. An Engagement Committee shall reach out to alumni members to discuss their interest in serving the alumni association and propose a slate of officers from those members who have expressed an interest in holding office. Additional nominations may be taken from the floor at the Annual meeting. The meeting to elect officers may be held in person or by electronic means in which members have an opportunity to: hear the nominations and qualifications of the candidates, participate in discussions, and vote in person or by electronic means.

Election to office shall be by a simple majority vote of those present at the Annual meeting and those present by phone or electronic means. An individual nominated for an office shall not have a vote in the balloting for that office. Proxy votes shall not be allowed for the purpose of electing officers. The outgoing President of the Board of Directors shall, upon the election of a new President, automatically assume the position of Immediate Past President and shall serve on the Alumni Chapter's Board of Directors for the following two (2) years.

If any alumni officer is unable to serve his entire term and more than six months remain in his term, the remaining officers shall appoint an alumnus in good standing to fulfill the unexpired term. - If term has less than six (6) months remaining, then the Board may choose to leave the office vacant, or the Board may appoint an interim officer for any vacant office deemed important to the successful operation of the Corporation, i.e., President, Treasurer, etc.

Section 3. Quorums

Three (3) or more of the elected Board members shall constitute a quorum for the transaction of business at any meeting of the Board or any committee of the Board. Any matter shall be deemed approved by the Board if the votes cast favoring an action exceed the votes cast opposing the action. At all meetings of the Board and of each committee of the Board, each Officer and Director shall have one vote. Advisors are non-voting members and are ex-officio Board members.

Section 4. Removal of Officers

At any officially designated meeting of the Board of Directors where there is a quorum present, any member(s) of the Executive Committee may petition the Board to voluntarily vacate his elected office, or in certain circumstances, to be brought up for removal from office by the written request of two or more Board members. The written request shall be made to the President of the Board of Directors, stating the request for removal and the reasons for the request. The President shall notify the Officer in question of the request for removal. The President shall then inform all members of the Board of Directors of the request for removal and cause the item to be placed on the agenda of the upcoming meeting of the Board of Directors. Such reasons may include, but are not limited to:

1. Death or disability of the Board Member
2. Conviction of a felony or other such serious legal infraction that may reflect negatively on the Board and/or Corporation
3. Failure to satisfactorily perform those duties of Office or those duties to which he has volunteered or been assigned by the Board
4. Personal actions of a member which are at odds with the decisions of the Board or are of a questionable enough nature to reflect negatively on the Board or Corporation

In the event that the President is being brought up for removal, the duties of this Section shall be carried out by the Vice President. Following discussion of the item at the meeting, a minimum of five (5) members of the Board of Directors must vote in favor of the removal from office. The officer in question shall not be present during the voting on this matter.

The unexpired term of any officer removed from office shall be filled in accordance with Article II, Section 2 of these By-Laws.

Section 5. Tie Votes

In the event that the Board of Directors at any official meeting cause a tie vote, then the President shall reopen discussion on that matter. A second vote will then be taken. If a tie vote occurs on the second vote as well, then that matter fails.

The matter may be brought up again at the next official meeting of the Board in which there is a quorum. The above procedures shall also apply if the Executive Committee at any official meeting causes a tie vote.

Section 6. Compensation

No Officer, Director, or Advisor shall receive any compensation for his services as such. Notwithstanding the foregoing, an Officer, Director or Advisor is entitled to reasonable compensation for professional services rendered in carrying out one or more of the purposes of the Corporation. All elected Officers of the Corporation may engage outside professional support as necessary to accomplish their duties and responsibilities as outlined herein, and as approved by the vote of the Board of Directors.

ARTICLE III: Duties of the Board of Directors and Its Officers

Section 1. Duties of the Board of Directors

The Board of Directors is empowered to act on behalf of the Alumni Chapter and Corporation on all matters.

Prior to taking any action on the following items, and with at least 30 days prior notice, the Board shall consult with and seek simple majority approval from members of the Alumni chapter who are present at an official meeting, both in person or electronically, for the purposes of deciding important matters. Such matters may include but are not limited to:

1. Sale of the real estate at 413 E. Roanoke Street, Blacksburg, VA or other such valuable property or assets of the Corporation.
2. Dissolution of the House Corporation
3. Dissolution of the Alumni Chapter
4. Purchase of significant property or assets which cause the Corporation to assume debt or spend funds in excess of the cash reserves of the Corporation.

The Board, after consulting with the membership will decide the above four matters with at least three fourths (3/4) of the Board members, in a quorum present, voting in the affirmative.

In the event that emergency repairs need to be made to the House or other assets owned by the Corporation, the Executive Committee is empowered to act to accomplish such repairs and incur such expense as is needed to restore normal operations. Should such repairs or expenses require a capital expenditure in excess of ten thousand dollars, (\$10,000) for which cash reserves are not available, the Executive Committee should consult the entire Board of Directors prior to making a decision.

The Board may permit any one or more Officer, Director or Advisor to participate in any meeting of the Board or a committee of the Board by conference telephone or any other means of communication by which all Officers, Directors or Advisors participating may simultaneously hear each other during the meeting. An Officer, Director, or Advisor participating in a meeting by this means is considered to be present in person at the meeting for all purposes. It shall be the duty of the Board of Directors to keep the alumni of Sigma Omega Tau/Lambda Chi Alpha Fraternity at Virginia Tech organized and informed of all fraternal functions. Furthermore, the Board of Directors shall serve as a resource to the undergraduate chapter as needed.

The legal owner of the property at 413 E. Roanoke St., Blacksburg, VA is the Lambda Chi Alpha Alumni Chapter at Virginia Tech. The Board of Directors shall be ultimately responsible for the care and wellbeing of all real property owned by the Alumni Chapter. No member or advisor of

the Board shall have any interest in the property, assets or privileges of the Alumni Chapter. No property owned or acquired by the Alumni Chapter shall be sold, transferred, assigned, or encumbered, without the affirmative vote of the Board. The Alumni Chapter shall purchase and maintain property insurance coverage on any property owned by the Alumni Chapter and any and all other insurances as required by local or state laws or as deemed necessary by the Board.

The Alumni Chapter shall properly maintain any such property through all appropriate processes and filings, including the adoption and maintenance of appropriate life safety policies. The Board of Directors shall be responsible for the disbursement of funds from alumni funds and from any other monies which it collects.

Section 2. Duties of the Executive Committee

The Executive Committee, as herein defined in Section 1, shall have the same powers and authority as the Board of Directors except those powers and authority as defined in Article III, Section 1 having to do with the sale of property or capital assets, dissolution of the Corporation or Alumni Chapter, or to encumber the Corporation with capital debt.

Section 3. Duties of the President

It shall be the duty of the President to preside at all meetings of the Board of Directors and Executive Committee of the Alumni Chapter. He shall call and convene meetings as necessary each fiscal year of the Board of Directors; including the Annual meeting as required by the State Corporation Commission. He shall submit an Annual Report to the Alumni and include a State of the Fraternity message therein. The State of the Fraternity Message shall be delivered to all members that have provided contact information.

Section 4. Duties of the Vice-President

It shall be the duty of the Vice-President to preside at all meetings at which the President is absent. It shall also be the duty of the Vice-President to assist in the coordination of any gathering of the alumni membership of the fraternity. He shall also submit a report on participation in fraternity events to the President for inclusion in his Annual Report to the Alumni, no later than the Annual meeting of each year. Further, it shall be the duty of the Vice-President to raise money for the Alumni Support Fund and for any other funds established by the Board of Directors. He shall have the power to appoint and organize subcommittees to aid him in carrying out these duties and in developing and implementing scholarship/ leadership award committees. He shall submit a report to the President on the successes and failures of fund-raising efforts during the preceding year by the Annual meeting of each year for inclusion in the Annual Report to the Alumni.

Section 5. Duties of the Secretary

It shall be the duty of the Secretary to maintain a permanent file of all correspondence of the Board of Directors and its Executive Committee. He shall also be responsible for recording the minutes of all alumni meetings and Board of Directors Meetings. He shall maintain a directory within the Board of Directors of all its officers and their contact information. The directory shall be revised each time any information is changed. He shall submit a summary of the actions taken by the Board of Directors during the preceding year by the Annual meeting of each year for inclusion in his Annual Report to the Alumni. He shall have overall responsibility for the publication of the Alumni Newsletters annually. In addition to such newsworthy items that he finds fit to publish in these Newsletters he shall, in a Newsletter at least four (4) weeks prior to

the Annual meeting each year, incorporate the entire text of the President's State of the fraternity Message. The Secretary shall also keep the contact information for all Alumni that provide such information.

Section 6. Duties of the Treasurer

It shall be the duty of the Treasurer to control and be responsible for the Alumni Support Fund and all other alumni monies except those specifically delegated by the Treasurer to another member or group of members. He shall, at all meetings of the Board of Directors, submit to the Board interim financial reports so as to keep the Board current on the Alumni Chapter's financial status. He shall be required to submit an annual report to the President no later than the Annual meeting of each year inclusive in his Annual Report to the Alumni. The Treasurer shall also be responsible for all financial documents including any loans, mortgages, accounts receivable and tax returns. The Treasurer shall also file all financial and tax return documents.

Section 7. Duties of the Immediate Past President

It shall be the duty of the Immediate Past President to attend all meetings of the Board of Directors. He shall apply his talents to special projects and areas of need and interest identified by the Board of Directors.

ARTICLE IV: Officially Designated Events and Fiscal Year

Section 1. Officially Designated Events and Fiscal Year

The following events are officially designated as Alumni events for the purpose of calling Alumni meetings:

1. The Annual meeting
2. Periodic Board meetings
3. Special called meetings of the Board
4. Regional social events (at the Board's discretion)

In addition to the above meetings, the Board may designate from time-to-time official Alumni events which may or may not be exclusively social occasions. Such social occasions may be coupled with a Board/Alumni meeting at the Board's discretion.

Section 2. Fiscal Year

The fiscal year for all funds controlled by the Board of Directors will begin on October 1 of each year and end on September 30 of the next year.

ARTICLE V: Amendment of the By-Laws

At any official meeting in which there is a quorum present, and with sufficient notice, the By-Laws may be amended as needed by a three-fourths (3/4) majority vote of the Board.

ARTICLE VI: Rules governing meetings

Robert's Rules of Order, in its latest version, has been adopted by the Board as the general guideline governing official meetings of the Board.

Should the By-Laws not address any issue of procedure, not clarified by Robert's Rules of Order, the President may have the matter researched to resolve the procedure.