

BYLAWS  
OF  
BETA EPSILON ASSOCIATION OF THETA XI  
(AS AMENDED \_\_\_\_\_)

ARTICLE I. CORPORATE POWERS.

The corporate powers of this corporation shall be vested in, and the business and property of this corporation shall be exercised, conducted and controlled by a Board of Directors, eleven in number, who shall be members of this corporation, and who shall be elected as provided in these bylaws. The business of this corporation shall be transacted by the Board sitting at such regular or special meetings of the Directors as provided herein. The Board of Directors shall have power to appoint and remove at pleasure all agents and employees of the corporation and prescribe such duties for each of them as are not inconsistent with the law or these bylaws and fix their compensation and require from them security for their faithful service, when necessary; and to conduct, manage and control the affairs of this corporation and generally to exercise all the powers and carry out the purposes of this corporation as prescribed by law and the Articles of Incorporation. A majority of the Directors shall constitute a quorum for the transaction of business but no resolution shall be considered passed by the Board of Directors unless it shall have received the affirmative vote of a number equal to a majority of all directors present.

ARTICLE II. MEMBERSHIP.

Section 2.1. Qualification of Members.

No person shall be qualified to become a member of this corporation unless he shall first (a) have become a member of Beta Epsilon Chapter of Theta Xi Fraternity, and shall be a member in good standing of that organization; (b) have contributed to this corporation at least the sum of \$100.00 or he shall have made a partial payment and shall have legally obligated himself to pay the balance of that sum in not to exceed four years, subject to the following provisions: this sum may be paid in monthly payments of at least \$2.50 per month based on a ten-month school year; in the event that said member shall cease to attend the University of California at Davis during said four-year period, legal obligation for further payments shall cease, except that should he again enter the university as a student, the monthly payments of \$2.50 shall be resumed until at least the said sum of \$100.00 shall have been paid or he permanently ceases to attend the University of California at Davis. As of July 1, 2022, the contributions referenced above shall be increased to \$1,000.00 or \$28.00 per month based on a 9-month school year, with legal obligations for further payments ceasing when the member ceases to attend the University of California at Davis.

Section 2.2. Disqualification of Members.

Whenever any member of this corporation shall for any reason cease to be a member in good standing of Beta Epsilon Chapter of Theta Xi Fraternity, or shall have failed to pay when finally due any financial obligation which has been the basis of qualification for membership herein, he shall without further notice or hearing cease to be a member of this corporation and it shall be the duty of the Secretary of this corporation to cancel his certificate of membership and report the same and make a record thereof on the minute book of this corporation at the next regular meeting of its Board of Directors, and all his interest and rights in this corporation shall thereupon cease and terminate, and no person ceasing to be a member of this corporation shall be entitled to any recompense or payment to him of any kind whatsoever.

### Section 2.3. Reinstatement to Membership.

Any person who shall have been disqualified for membership in this corporation as provided for in Section 2 of this Article, and shall have been reinstated to membership in good standing in the Beta Epsilon Chapter of Theta Xi Fraternity, or shall have fully paid all delinquent financial obligations, as the case may be, may, upon application by a unanimous vote of the Board of Directors be reinstated to membership in this corporation.

### Section 2.4. Property Rights of Members.

Membership in this corporation shall not entitle the member to any actual property right in the assets of this corporation whatsoever. The sole and only rights accruing to members by membership in this corporation shall be the right to a voice in the management of its affairs as contained and provided for in the Laws of the State of California, together with the Articles of Incorporation and Bylaws of this corporation. Neither membership in this corporation nor any interest in the property thereof shall be transferable or assignable in any form either by voluntary or involuntary act of any member nor shall it descend to the heirs, legatees, or devisees of any member.

No interest of any member of this corporation shall be subject to attachment, execution or any other process of law, nor become an asset of the estate of any deceased member or of any member who may become insolvent or bankrupt. In the event of a levy of execution or attachment on any membership, or in the event of a transfer or attempted transfer either by voluntary act of the member or otherwise, said membership shall immediately become and be considered cancelled and revoked.

## ARTICLE III. MEETINGS OF MEMBERS.

### Section 3.1. Annual Meetings.

There shall be an annual meeting of the members of this corporation to be held during the month of April of each calendar year; and so long as there shall be an annual University of California at Davis picnic, on the Friday evening preceding said picnic, provided said meeting will be in the month of April.

### Section 3.2. Special Meetings.

Special meetings of the members may be called at any time either by resolution of the Board of Directors, by the President of the Board of Directors or by any ten members of the corporation. Such calls shall be in writing and state the time, place and purpose of the meeting, and be filed with the Secretary.

### Section 3.3. Notice of Meetings.

Ten days prior to the date of the annual meeting and in like manner ten days prior to the date of any special meeting called as herein provided, the Secretary shall provide a notice containing the time, place, and purpose of said meeting, together with information as to whether said meeting is regular or special and by whom called to be given personally, by electronic transmission or by United States Mail, postage prepaid, and addressed to each member as his address appears with the Secretary.

#### Section 3.4. Place of Meetings.

Whenever practical all regular and special meetings provided for herein shall be held at the Beta Epsilon Chapter House or at any other place designated by the Board of Directors within the State of California. If authorized by the Board of Directors, and subject to the requirements of consent in Corporations Code section 20(b) and guidelines and procedures the Board of Directors may adopt, meetings of members may be conducted by electronic transmission or electronic video screen communication, and members may vote at a meeting by means of such electronic or video screen communication subject to the requirements of these bylaws.

#### Section 3.5. Registration.

Each member of this corporation shall register his address (including email address) with the Secretary and the use of the last address in the Secretary's possession shall fulfill the requirements of notice as provided to be given by the provisions herein contained.

### ARTICLE IV. MEMBERS' VOTING POWERS

#### Section 4.1. Quorum.

A quorum shall consist of 25 members, either present in person or represented by proxy at any meeting, and shall be competent to transact all business. If a quorum is not present the members present may adjourn the meeting from time to time until a quorum be present.

#### Section 4.2. Voting.

The voting power and rights of each member of this corporation on all matters submitted to the members shall be equal to that of every other member of the corporation. Each member shall be entitled to one vote on all propositions submitted to the members. At all annual and special meetings of the members, each member present or represented by proxy shall be entitled to one vote on each resolution, motion or question acted upon at such meeting. Each member shall be entitled to one vote for each director to be elected.

#### Section 4.3. Proxy Voting.

Simultaneous with notice of regular or special meetings to be sent by the Secretary, under Article III, Section 3 of these bylaws, the Secretary shall enclose a proxy to be returned by the member and used at said meeting unless the member be present in person. Such proxy may designate any member as the one to exercise the vote by proxy in the absence of the member.

### ARTICLE V. DIRECTORS.

#### Section 5.1. Active Chapter and Alumni Apportionment.

The Board of Directors of this corporation shall be composed of two directors who are active members of the Beta Epsilon Chapter of Theta Xi so long as that chapter exists (Active Directors), and nine directors who are not active members and are commonly known as alumni (Alumni Directors), unless otherwise provided herein.

Section 5.2. Election of Directors.

A. At the annual meeting of the members, alumni directors for the ensuing year may be elected by nomination and ballot to serve for three years and until their successors are elected and accept office.

The terms of office of the respective alumni directors shall be arranged so that the office of one-third of the Board shall expire in one, two and three years respectively. An alumni director shall be declared elected at any annual meeting of the Association when he receives two-thirds of the votes present.

B. The two active directors of the Beta Epsilon Chapter of Theta Xi shall be the President and Treasurer of said Chapter elected by active members of the Beta Epsilon Chapter pursuant to and for the term provided in said Chapter bylaws. Provided, however, should Beta Epsilon Chapter cease to function and no successor chapter exist which is able to elect the two active Board members, said two active directors may be elected by nomination and ballot from the membership as a whole at the annual meeting, by two-thirds of the votes present, in person or by proxy, to serve one-year terms.

Section 5.3. Term of Office.

The term of office of the directors shall begin immediately after election and they shall hold office for the term provided in Section 2 above and until their successors are elected excepting where their office is declared vacant as provided in these bylaws and with the further exception that the terms of office of the first directors shall be so arranged at the time of their election that one-third of the Board of Directors shall expire each succeeding year.

Section 5.4. Removal of Directors.

The office of any director shall be declared vacant for any of the following reasons as determined by the board of directors:

A. Where the director ceases to be a member of this corporation as provided for in these bylaws.

B. Death or resignation of any director.

C. Failure to attend two consecutive regular meetings when properly called and without legitimate excuse.

D. When a director elected as an active Chapter Board member ceases to be an active member of the Beta Epsilon Chapter of Theta Xi or otherwise no longer qualifies as an active director.

E. When the Beta Epsilon Chapter of Theta Xi or its successor for any reason fails to elect a qualified member as a director.

Section 5.5. Vacancies in the Board of Directors.

Any vacancy in the Board of Directors through death, resignation, disqualification or other cause as provided for in these bylaws shall be filled by an appointee of the Board of Directors who shall hold office for the unexpired period, excepting however, a vacancy in the office of a director required to be an active

member of the Beta Epsilon Chapter of Theta Xi shall be filled by said Chapter according to its bylaws. If said Chapter or its successor shall no longer be in existence, such vacancy shall be filled by an appointee of the Board of Directors as otherwise provided in this section.

Section 5.6. Minute Book.

It shall be the duty of the Board of Directors in addition to other duties imposed upon them by law and by these bylaws to cause to be kept a complete record of all their minutes and acts and of the proceedings of the members and present a full statement at the annual meeting of the members showing in detail the assets and liabilities of the corporation and generally the condition of its affairs.

Section 5.7. Regular Meetings of Directors.

Regular meetings of the directors shall be held immediately after the adjournment of the annual meeting of the members at whatever hour such adjournment occurs and during every calendar month of the year on the first Monday following the 10th calendar day of said month; notice of all regular meetings of the Board is hereby dispensed with. If any such Monday shall be a legal holiday the meetings shall be held at the same hour on the next Monday not a legal holiday.

Section 5.8. Special Meetings of Directors.

Special meetings of the directors may be called at any time by the President or by three or more of the directors. Such call shall be in writing signed by the person or persons making the call and shall state the purposes of the meeting and shall be filed with the Secretary. The Secretary shall forthwith fix the day and hour for such meeting, allowing necessary time to give notice thereof.

Section 5.9. Notice of Special Meetings of Directors.

Written notice of special meetings of directors stating the day and hour, the place and purpose of the meeting and by whom called shall be given by the Secretary to each director at least 24 hours prior to the time set for such meeting. Said notice shall be delivered by being placed in the United States Mail, postage prepaid, and addressed to each member at least 48 hours prior to the date set for the meeting or by serving same upon members either personally or by electronic transmission 24 hours prior to the date set for the meeting.

Section 5.10. Special Meeting Without Notice.

Any special meeting of the directors may be held at any time without notice if all the directors waive notice thereof in writing and consent in writing to the meeting.

Section 5.11. Address of Directors.

Each director shall register with the Secretary the address (including an email address, if any) where he desires all notices to be sent to him as provided for in these bylaws.

Section 5.12. Order of Business.

All matters of the Board of Directors and business transacted shall be in such order as the Board may determine from time to time by resolution. Any board meeting may be held by telephone conference, video screen communication, or other communication equipment. Participation by a director by such means shall constitute presence in person at the meeting if (1) each director participating can communicate with the other directors during the meeting, (2) each director is provided the means to participate in all matters before the Board of Directors, including voting, and (3) the number of directors participating in the meeting is sufficient to constitute a quorum.

Section 5.13. Place of Meeting of Board of Directors.

All meetings of the Board of Directors shall be held in the Chapter House of Beta Epsilon Chapter of Theta Xi, or at any other place designated by the Board of Directors.

Section 5.14. Financial Duties of Board; Reserve Transfers.

- A. The Board of Directors of the corporation shall do all of the following:
- (1) Review a current reconciliation of the corporation's operating accounts and reserve accounts on at least a quarterly basis.
  - (2) Review, on at least a quarterly basis, the current year's actual reserve revenues and expenses compared to the current year's budget.
  - (3) Review the latest account statements prepared by the financial institutions where the corporation has its operating and reserve accounts.
  - (4) Review an income and expense statement for the corporation's operating and reserve accounts on at least a quarterly basis.
- B.
- (1) The Board of Directors shall not expend funds designated as reserve funds for any purpose other than the repair, restoration, replacement, or maintenance of, or litigation involving the repair, restoration, replacement, or maintenance of, major components that the corporation is obligated to repair, restore, replace, or maintain and for which the reserve fund was established.
  - (2) However, the board may authorize the temporary transfer of moneys from a reserve fund to the corporation's general operating fund to meet short-term cash flow requirements or other expenses. If the board authorizes the transfer, the board shall issue a written finding, recorded in the board's minutes, explaining the reasons that the transfer is needed, and describing when and how the moneys will be repaid to the reserve fund. The transferred funds shall be restored to the reserve fund within one year of the date of the initial transfer, except that the board may upon making a finding supported by documentation that a temporary delay would be in the best interests of the corporation, temporarily delay the restoration. The board shall exercise prudent fiscal management in maintaining the integrity of the reserve account within the time limits required by this section.

C. Beginning in the 2023-2024 fiscal year, and at least once every three years thereafter, the board of directors shall cause to be conducted a reasonably competent and diligent visual inspection of the accessible areas of the major components that the corporation is obligated to repair, replace, restore, or maintain as part of a study of the reserve account requirements of the corporation. The board shall review this study, or cause it to be reviewed, annually and shall consider and implement necessary adjustments to the board's analysis of the reserve account requirements as a result of that review. The study required by this subdivision shall at a minimum include:

- (1) Identification of the major components that the corporation is obligated to repair, replace, restore, or maintain that, as of the date of the study, that have a remaining useful life of less than 30 years.
- (2) Identification of the probable remaining useful life of the components identified in paragraph (1) as of the date of the study.
- (3) An estimate of the cost of repair, replacement, restoration, or maintenance of the components identified in paragraph (1).
- (4) An estimate of the total annual income necessary to defray the cost to repair, replace, restore, or maintain the components identified in paragraph (1) during and at the end of their useful life, after subtracting total reserve funds as of the date of the study.
- (5) A reserve funding plan that indicates how the corporation plans to fund the income identified in paragraph (4) to meet the corporation's obligation for the repair and replacement of all major components with an expected remaining life of 30 years or less, not including those components that the board has determined will not be replaced or repaired.

D. As used in this section, "reserve accounts" means both of the following:

- (1) Moneys that the corporation's board of directors has identified for use to defray the future repair or replacement of, or additions to, those major components that the corporation is obligated to maintain.
- (2) The funds received, and not yet expended or disposed of, from either a compensatory damage award or settlement to the corporation from any person or entity for injuries to property, real or personal, arising from any construction or design defects. These funds shall be separately itemized from funds described in paragraph (1).

E. As used in this section, "reserve account requirements" means the estimated funds that the corporation's board of directors has determined are required to be available at a specified point in time to repair, replace, or restore those major components that the corporation is obligated to maintain.

#### Section 5.15. Honorary Members.

Any person of high standing in the community and not otherwise qualified for membership in this corporation, may by unanimous vote of the Board of Directors, be elected an honorary member of the Board of Directors of this corporation. Such members when duly elected shall be extended the privileges of the

floor at all directors' meetings but shall have no vote and shall assume no liability of any character-as-a-member of this corporation, and shall hold office at the will and pleasure of the Board of Directors.

## ARTICLE VI. OFFICERS.

At the first meeting of the directors after the annual meeting of the members, the directors shall elect from the members of the Board, a President, Vice President, Secretary, and Treasurer who shall hold their respective offices for one year and until their successors are elected or appointed unless sooner removed. All of the officers shall serve without compensation. Directors may also appoint such other officers and agents as they may deem proper. One director may be elected or appointed to hold one or more offices. The directors may at any time at their pleasure with or without assigning any cause therefor remove any officer, agent, or employee elected or appointed by them.

## ARTICLE VII. DUTIES OF OFFICERS.

### Section 7.1. President.

The President shall preside over all meetings of the members and directors and shall have the deciding vote. He shall sign as President all certificates of membership in the corporation and all contracts, documents, deeds, mortgages, instruments and agreements in writing which have been first approved by the Board of Directors as provided herein. He shall call special meetings of the directors whenever he deems it necessary and subject to the advice and approval of the Board of Directors shall direct the affairs of the corporation generally and shall discharge such other duties as may be required of him by law or by these bylaws.

### Section 7.2. Vice President.

In the absence or inability of the President to act, the Vice President shall be and is vested with all the powers and shall perform all the duties of the President. In such acts and in the execution of such duties, it shall not be necessary to recite the absence or in- ability of the President to act.

### Section 7.3. Secretary.

The Secretary shall attend all meetings of the members and of the directors and record all votes and minutes of their proceedings in a permanent and accessible record kept for this purpose; he shall keep the corporate seal and the books of certificates of membership, countersign all certificates issued, and he shall affix the corporate seal to all papers requiring a seal. He shall keep an accurate roll of members. He shall serve all notices required either by law or by these bylaws. He shall countersign all contracts, documents, deeds, mortgages, instruments and agreements in writing which have been first approved by the Board of Directors and signed by the President. He shall generally perform such other duties pertaining to his office as may be required of him by law, by these bylaws or the Board of Directors.

### Section 7.4. Treasurer.

The Treasurer shall safely keep all monies and funds of the corporation which may come into his hands from time to time and shall approve in writing on the face of any check or draft of the corporation the expenditure of all funds of the corporation as further provided herein. The Treasurer shall sign all checks or drafts upon funds of the corporation, as provided herein, and he shall cause to be kept and supervise and



control the keeping of the accounts and books of the corporation. The Treasurer shall generally perform such other duties pertaining to his office as may be required of him by law, by these bylaws or the Board of Directors. With the approval of the Board of Directors, the Treasurer may designate an Assistant Treasurer to act in his stead with respect to any reserve account.

### ARTICLE XIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

#### Section 8.1

A. This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an officer, director, or agent of this Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the director, officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §5238 has been met shall be made by a majority vote of a quorum of directors who are not parties to the proceeding. If the number of directors who are not parties to the proceeding is less than two-thirds of the total number of directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

B. This Corporation shall have the power, but not the obligation, to purchase and maintain insurance on behalf of any director, officer, or agent of the Corporation, against any liability asserted against or incurred by the director, Officer, or agent in any such capacity or arising out of the director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 8.1A. of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any director, officer, or agent of the Corporation for any self-dealing transaction, as described in Corporations Code section 5233.

### ARTICLE IX. DEPOSITORY.

The Board of Directors shall from time to time designate one or more banks to act as depository or depositories of this corporation with which the funds of this corporation and its securities shall be deposited. Such funds shall be withdrawn from such depository only by check or draft of the corporation signed by the President, Vice President, Secretary or Treasurer, as designated by the Board of Directors. All securities of this corporation shall immediately upon receipt thereof by the corporation or any director or officer thereof be forthwith deposited by the Secretary or Treasurer with a depository of this corporation for safekeeping, and after such deposit such securities shall be withdrawn only upon resolution of the Board of Directors.

ARTICLE X. BOOKS AND PAPERS.

The books and papers of this corporation shall at all times during business hours be subject to inspection by any member of the corporation.

ARTICLE XI. FISCAL YEAR.

The fiscal year of this corporation shall begin on the first day of July of each year and end on the 30th day of June of the succeeding year.

ARTICLE XII. DISTRIBUTION.

In the event that the Beta Epsilon Chapter of Theta Xi shall for any reason become nonexistent and there be no active chapter of Theta Xi on the campus of the University of California at Davis which shall be its successor, then in that event the Board of Directors of the Beta Epsilon Association shall continue to administer and carry out the powers of said nonprofit association for educational and charitable purposes as set forth in the Articles of Incorporation thereof and by these bylaws and make loans, grants, and scholarships available as set forth in those powers. If the Board of Directors of the Beta Epsilon Association finds it expedient to wind up the affairs of this nonprofit corporation, upon the dissolution thereof, and the discharge of its debts and the settlement of its affairs, any funds of this association and property remaining thereafter shall be conveyed to such organizations as may then be existent and exempt under Sections 501(c), (2), (3), or (7) of the Internal Revenue Code of 1954 as amended or under such consecutive provisions of the Code as may be in effect at the time of dissolution, and provided that no part of such funds shall inure to the benefit of any private shareholder or any individual, with the exception of any donations or contributions to the corporation that are not used for their intended stated purpose may be refunded to the contributor upon a vote of the Board of Directors.

ARTICLE XIII. SEAL.

This corporation shall have a corporate seal consisting of a circle having on its circumference Beta Epsilon Association of Theta Xi with an appropriate unicorn shown in the center thereof.

ARTICLE XIV. AMENDMENTS.

These bylaws may be altered or amended by new bylaws adopted by written assent of a majority of all members of the corporation, or by the affirmative vote of two-thirds of the members of the corporation present at any annual meeting or at any special meeting called for such purpose. These bylaws supercede, replace and repeal all previous bylaws of the Beta Epsilon Association.

Adopted: \_\_\_\_\_

\_\_\_\_\_  
Corporate Secretary