

BY-LAWS
of
THE ALPHA DELTA PHI

Adopted August 7, 1999, at the 167th Convention in Ithaca, New York

PREAMBLE.

By the authority of Article X Section 2 of THE CONSTITUTION OF THE ALPHA DELTA PHI we do hereby ordain these BY-LAWS OF THE ALPHA DELTA PHI.

ARTICLE 1, SCOPE.

These By-Laws shall apply to THE ALPHA DELTA PHI FRATERNITY, an unincorporated association founded by Samuel Eells at Hamilton College in Clinton, New York in 1832, hereinafter referred to as "the fraternity", "Alpha Delta Phi", or "THE ALPHA DELTA PHI". These By-Laws are to provide for the routine operation of The Fraternity, and to amplify and interpret various provisions of The Constitution of THE ALPHA DELTA PHI. These By-Laws shall not contradict any portion of the Constitution. However, if any provision of these By-Laws is found to be contrary to a provision of The Constitution, to be unlawful, or otherwise invalid, the remaining provisions of these By-Laws shall remain in full force and effect.

There also exists a New York Corporation called Alpha Delta Phi International Inc. except as specified in its own By-Laws, these By-Laws are not intended to apply to it. Alpha Delta Phi International Inc. holds the Registered Trade Mark for the name "Alpha Delta Phi", and to all the other intellectual property of the Fraternity.

ARTICLE II, MEMBERSHIP.

Section 1, Candidacy for Membership: Candidates for Initiation into the Fraternity shall be selected by the several Chapters, as provided in the Constitution. The requirement for "good general scholarship" in Article I Section 4 shall be interpreted to mean, at minimum, that the Candidate is in good academic standing as defined by his College or University, although a Chapter is free to impose more stringent requirements. Candidates shall be designated prior to their initiation, for a length of time to permit their education in the History and Traditions of the Fraternity, such that when they are initiated they will be able to fully participate in the affairs of THE ALPHA DELTA PHI. This training period shall in no case exceed six school weeks, not counting vacation or break periods. Furthermore, in addition to the Constitutional prohibition against subjecting any indignity upon any candidates, during this training period they shall not be under any obligation or duty not directly related to their education in the History and Traditions of THE ALPHA DELTA PHI. As a part of this education, each Candidate shall be advised of the Financial Obligations attendant to Membership immediately upon his Designation. Should a

candidate not be Initiated for any reason, any monies collected from him shall be promptly and fully refunded.

Section 2, Honorary Candidacy for Membership: Any request, made by a Chapter to the Board of Governors, to waive the provisions of the Constitution pertaining to eligibility for membership under Article IV Section 1 of the Constitution, shall be made 30 days prior to the proposed initiation, or at the preceding Meeting of The Board of Governors, whichever is earlier. Such requests shall be made only for individuals who by their extraordinary character, prior service to the Fraternity, or contributions to society, will be a credit to THE ALPHA DELTA PHI. Upon their initiation, they shall become regular Members, with all the duties, rights, privileges, and obligations of any other Member.

Section 3, Initiation: An Initiation Ceremony shall be deemed to have never occurred and shall have no effect as to its participants' membership, unless it shall be attended by an Observer appointed by the Board of Governors, or if the required fees have not been paid to the Office of the Fraternity or to the Observer acting as its agent, or if it is determined by the Observer or the Board of Governors that the provisions of this Article or of the Constitution were not obeyed. The designated Observer shall be empowered to halt the proceedings should he witness a violation as specified in this section. After notifying the President of the Chapter, the Observer shall report any violations observed to the Board of Governors for final determination as to the status of the initiations performed. It shall not be necessary for the Observer to actually halt the proceedings in order for the provisions of this Section to apply. The Observer shall submit to the Board of Governors a report listing those initiated, in such form and by such date as it shall specify.

ARTICLE III, CHAPTERS.

Section 1, New Chapters: A group of students at a College or University may petition The Fraternity to form a Chapter. Should the Board of Governors determine that they have sufficient interest, that their College or University might be a suitable host for a Chapter, and that it is a suitable time to add a Chapter to the Fraternity, it may designate them as an Affiliate Group.

It shall be a focus of the Board of Governors to encourage each Affiliate Group to subsequently qualify for a Charter. To that end, the individual members of such an Affiliate Group may become Members of the Fraternity upon initiation by another Chapter. The Board of Governors shall establish standards that an Affiliate Group shall satisfy, prior to its recommendation that the Convention grant a Charter. These standards may specify such items as number of members, financial strength, academic standing of its members, relations with its host College or University, arrangements for a Chapter House, or other requirements that the Board of Governors may deem appropriate.

The Board of Governors shall appoint a Committee for the purpose of assisting each Affiliate Group in meeting the requirements to gain its Charter. Upon granting of its Charter, this group

shall become the Chapter Alumni Committee as provided herein or in the Constitution, with all the attendant rights and duties. In particular, once the new Chapter is granted its Charter, this Committee shall be empowered to elect an Alumnus Delegate to the Convention, to insure that the interests of the new Chapter are equitably represented.

Section 2, Requirements for a Chapter to Remain in Good Standing: In the general, a Chapter must continue to meet the requirements set forth for new Chapters in Section 1 of this Article. In the specific, it must remit the fees to the Fraternity as specified in the Constitution, these By-Laws, or by the Convention, in a timely manner. The Board of Governors may enact penalties for delinquent payment of fees. The range of penalties may include, but is not limited to, surcharges assessed against amounts owed, the loss of privileges such as voting rights at the Convention, or a requirement for Community Service in association with a designated charitable organization. Upon petition by the affected organization, the Board may also enact waivers of fees or extended payment schedules. The Board's decisions as to penalties or waivers are subject to the appellate jurisdiction of the Convention.

Each Chapter, in conjunction with its Chapter Alumni Organization or Chapter Alumni Committee, regardless of whether or not it owns or leases any real property, shall safeguard the interest of the entire ALPHA DELTA PHI against legal claim, by maintaining a current liability insurance policy. The Board of Governors shall set minimum coverage standards for such policies, and may enter into a group arrangement. Should it become necessary for the Board of Governors to provide coverage to an organization which has failed to do so itself, the costs of that coverage shall become collectable in the same manner, and with the same range of penalties for nonpayment, as any other duly assessed fee.

Section 3, Termination of a Charter: It shall be a primary purpose of the Board of Governors to assist Chapters and Alumni Organizations which are deficient in meeting the requirements to remain in Good Standing, to regain that standing. The Board of Governors shall not suspend the Charter of a Chapter or Alumni Organization unless it determines that the group has become incapable of regular operations, is flagrantly disregarding its obligations, has made itself immune to the exhaustive efforts of the Board of Governors to rebuild its strength, has disregarded the Board of Governors' directives concerning relations with its host institution, is presenting an undue exposure to legal liability, or has otherwise become a discredit to the name and reputation of THE ALPHA DELTA PHI.

It shall be the duty of the Board of Governors to insure that the provisions of the Constitution, with regards to assets held by a Chapter, Chapter Alumni Organization, or Chapter Alumni Committee, are followed upon its suspension or dissolution. The Board of Governors may act to seize those assets on behalf of THE ALPHA DELTA PHI. Should a suspended Charter not be subsequently revoked, but instead be restored to good standing, any seized assets shall be returned to the chartered organization.

For the purposes of this article of these By-Laws and of the Constitution, any entity which holds title to assets in connection with a Chapter of Alpha Delta Phi, shall be deemed to hold said title in Trust for THE ALPHA DELTA PHI, and shall be subject to the provisions herein and in the Constitution.

ARTICLE IV, THE BOARD OF GOVERNORS.

Section 1, Regions: The regions are hereby designated as Northeast, Southeast, Midwest, and West.

Section 2, Maximum Term of Office for Governors: Article IV Section 3 of the Constitution shall be interpreted to mean that no Governor shall serve a continuous term of more than nine years, and may not be elected again until one year after he completed his service.

Section 3, Officers: Elections for Officers shall be held annually by the Board of Governors, at a meeting held immediately after the adjournment of the Annual Convention, in the same location as the Convention. Officers may be reelected.

In addition to the offices of President, Vice President, Secretary, Treasurer, and Honorary Chairman which are delineated in the Constitution, the Board of Governors may appoint an Assistant Treasurer, Legal Advisor, Comptroller, Chaplain, or such other Officers as it determines are necessary to carry out its affairs. These officers need not be Governors or Members of the Fraternity, and they shall have the customary power and duties of those offices. The Board of Governors shall from time to time appoint Initiation Observers, who must be Alumni Members of the Fraternity, but need not be Governors, to oversee specific initiation ceremonies conducted at individual Chapters. An Initiation Observer shall be an Officer of the Fraternity for the duration of the Ceremony that he is appointed to observe.

The Board of Governors is empowered to engage Legal Counsel for any matter that it deems necessary.

The Student Delegates to the Annual Convention may elect an Assistant Secretary from among their number, who shall serve for a one year term. The Assistant Secretary shall be responsible for publications intended for Student Members, and for insuring that news of Chapters and of Student Members is disseminated. In the absence of the Secretary, he may be designated by the Board of Governors to serve as acting secretary. Should the office of Assistant Secretary become vacant for whatever reason, the Board of Governors may elect a replacement, who should be a Student Member if at all practicable.

Section 4, Terminations: An Officer may be removed from his office, prior to the next election as specified above, by a two-thirds vote of the Board of Governors. Such removals may only be for cause.

The Constitution provides that Governors serve at the pleasure of the Convention; therefore the removal of a Governor may only be by an Annual or Special Convention, and need not be for cause. Should a Convention remove a Governor who is serving in an office which requires him to be a Governor, that office shall immediately become vacant.

Section 5, Meetings: The Board of Governors shall hold Regular Meetings at least three times per year, one of which shall be concurrent with the Annual Convention. As far as practicable, such meetings shall be held at Chapters, and shall be rotated among the Chapters. Regular Meetings shall be called by the President.

All Governors shall be notified of each Regular Meeting at least 30 days in advance, and all Governors shall be notified as close to simultaneously as possible. Notices of regular Meetings shall specify the date, time, and location of the meeting, and shall specify the business to be undertaken at the meeting in general terms. Notice of a Meeting shall be considered to have been given when mailed by First Class Mail to the Governor's last known address on the records of the Fraternity. Meetings may be conducted by telephone conference call or other electronic means, to the extent permitted by law.

Special Meetings may be called by the President, or by a majority of the Governors. A special meeting shall be held not sooner than 5 days, nor later than 12 days after the call or request is received in the Office of the Fraternity. Notice of a Special Meeting shall specify the date, time, place, and the nature of the business which necessitates the meeting.

All Meetings shall be conducted under the most current edition of Robert's Rules of Order. Voting by proxy shall not be permitted, however absent governors may vote by telephone. In the absence of a quorum, or the absence of a unanimity in certain matters as required by the Constitution, any action taken shall be recommendatory only. The Board of Governors may approve a proposed action mailed to all its members by the President, by written vote of a quorum of its members, or a unanimity in those cases required by the Constitution, and such action shall have the full force and effect as though it had been enacted at a duly called meeting.

Section 6, Compensation: Governors and Officers shall not be compensated for their service. No person who has a business relationship with the Fraternity may serve as a Governor or Officer. However, Governors and Officers may optionally be reimbursed for expenses they incur in their service, such as for travel to duly called Meetings.

Section 7, Conflict of Interest: No governor shall vote on a matter which involves fiscal matters related exclusively to a Chapter or Alumni Organization of or for which he is or has been a member, officer, delegate, or agent, or in the property of which he has a pecuniary interest.

Section 8, Indemnification: THE ALPHA DELTA PHI shall indemnify each Governor and each Officer, for the defense of civil or criminal actions or proceedings as hereinafter provided in this Section, and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

THE ALPHA DELTA PHI shall indemnify each of its Governors and Officers as aforesaid, from, and against, any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding, or any appeal therein, imposed upon or asserted against him by reason of being, or having been, such a Governor or Officer, and acting within the scope of his official duties, but only when the determination shall have been made judicially or in the manner herein provided that he acted in good faith for a purpose which he reasonably believed to be in the best interest of THE ALPHA DELTA PHI and, in the case of criminal action or proceeding, in addition, had no reasonable cause to believe that his conduct was unlawful. This indemnification shall be made only if THE ALPHA DELTA PHI shall be advised by its Board of Governors acting (1) by a quorum consisting of Governors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Governors, it may rely as to all questions of law, on the advice of independent legal counsel.

Every reference herein to a member of the Board of Governors or an Officer, shall include every Governor or Officer thereof and former Governors and former Officers thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which any Governor or Officer might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE V, THE CHAPTER ALUMNI COMMITTEE.

Section 1, Structure: Each Chapter shall have a Chapter Alumni Committee, which shall be responsible for that Chapter and shall be accountable to THE ALPHA DELTA PHI, the Board of Governors, and the Chapter Alumni Organization for the state of that Chapter. The members of such Committee shall be Alumni Brothers. The members and their number shall be determined by the Board of Governors. The Director or Deputy Director of the Region shall be a member.

Section 2; Default Membership: In the absence of specific action by the Board of Governors to designate its members at a particular Chapter, its membership shall consist of the Directors of the Chapter Alumni Organization and the Director or Deputy Director of that region.

Section 3, Officers: Unless circumstances otherwise require, three members of each Chapter

Alumni Committee shall serve as its Chairman, Secretary, and Treasurer, and the Chairman, who shall have been a Student Brother of that Chapter, shall be elected annually by the members of the Chapter Alumni Committee. The Secretary and the Treasurer shall be appointed annually by the Chairman.

Section 4, Function and Powers: The Chapter Alumni Committee shall be responsible for liaison between its Chapter and THE ALPHA DELTA PHI and, to that end, shall carry out such duties as the Board of Governors may assign. In the event that no Chapter Alumni Organization exists or is chartered at a Chapter, or if it fails to act, the Chapter Alumni Committee may elect an Alumnus Delegate to the Convention in its stead. A Chapter Alumni Committee may hold assets on behalf of a Chapter, either before a Chapter Alumni Organization is granted a Charter, or after its Charter is revoked.

ARTICLE VI, THE CONVENTION.

Section 1, Eligibility of Delegates: A Credentials Committee shall be appointed by the Board of Governors to accredit the designated delegations and the individual delegates. It shall consider the Constitution, these By-Laws, and the Rules which were in effect at the adjournment of the preceding Convention in determining eligibility. In the event that a delegation or individual delegate is found to be ineligible, the Credentials Committee shall, to the maximum extent possible, notify the affected organization sufficiently in advance of the Convention to permit the designation of suitable replacement representation. To that end, the Credentials Committee shall also review the credentials of any Alternate Delegates which are submitted to it, in the event that one of them must subsequently serve as the Primary Delegate.

A Member shall be eligible to serve as a Student Delegate if he was a Student Member at the time of the Call to the Convention. A Member shall be eligible to serve as an Alumnus Delegate if he is an Alumnus Member at the time of the Convention. It is the intent of the preceding two provisions to overlap, and allow certain Members to serve as either Student or Alumnus Delegates to a Convention, but not both simultaneously. However, if at all possible, Student Delegates should be selected from among those whose studies will continue for at least one academic term after the time of the convention. Jurisdiction for determining eligibility under this section shall be in the Credentials Committee, with appellate jurisdiction in the Convention.

Section 2, Convention Costs: The Board of Governors may establish the plans for an annual Convention, including the budget for the convention, what fees are to be charged to delegates, alternate delegates, and other attendees to cover those costs, and which delegate expenses shall be eligible for reimbursement, without prior approval of a Convention.

ARTICLE VII, FINANCES.

Section 1, Fiscal Year: The fiscal year of the Fraternity shall be designated by the Board of Governors.

Section 2, Allowed Activities: In carrying out the purposes and goals set forth in the Constitution, THE ALPHA DELTA PHI shall not carry on any activities not permitted for an organization described in section 501 (c) (7) of the U.S. Internal Revenue Code.

Section 3, Currency: Unless otherwise specified, all money amounts shall be stated in United States Dollars, or the equivalent amount in other currencies, according to exchange rates established from time to time by the Board of Governors.

ARTICLE VIII, THE EXECUTIVE.

The Board of Governors shall make provision for the operational needs of the Fraternity through the establishment of an Executive function, which shall be separate from the Board. It may make whatever arrangements are in the best interests of the Fraternity in this regard. This function shall include the operation of an Office, which shall provide for the day-to-day operation of the Fraternity. The expenses of the Office shall be specified in the Budget which is approved by the Convention. The Board of Governors may deputize the Office to make routine disbursements of monies needed for day-to-day operations without specific authorization of each expenditure.

The Office need not exist in real property owned or controlled by the Fraternity, so long as the functional requirements are met.

The Board of Governors may employ an Executive Director to oversee the operations of the Office, with duties and a level of compensation that it shall determine.

The Board of Governors may also employ field agents, who shall visit the several Chapters, assist them, and report on the state of their affairs to the Board. The Board may specify the number, title, activities, tenure, and compensation of such agents, within the confines of the Budget.

Persons employed by the Fraternity, or contracted to provide services to the Fraternity, may be Members of the Fraternity, but shall not be Governors or Officers.

ARTICLE IX, ADOPTION AND AMENDMENT.

These By-Laws shall be adopted, and may be amended in part or in whole, or temporarily set aside, by a two-thirds vote of The Convention.