

BY-LAWS FOR THE REGULATION EXCEPT AS  
OTHERWISE PROVIDED BY STATUTE OR ITS  
ARTICLES OF INCORPORATION  
OF  
SAN DIEGO COUNTY DELTA UPSILON FRATERNITY  
ALUMNI ASSOCIATION, INC.

Including amendments through July 14, 2016

ARTICLE I

NAME AND PLACE OF BUSINESS

Section 1: NAME. The name of this corporation is San Diego County Delta Upsilon Fraternity Alumni Association, Inc., hereafter referred to as “the Corporation”.

Section 2: PRINCIPAL ADDRESS. The principal address of the Corporation is P. O. Box 99120, San Diego, California 92169. The Board of Directors is hereby granted full power and authority to change said principal address from one location to another in said County. Any such change may be accomplished by an amendment to these By-Laws.

ARTICLE II

PURPOSES

Section 1: The purposes of this Corporation shall be those set forth in its Articles of Incorporation.

ARTICLE III

MEMBERSHIP

Section 1: ELIGIBILITY. Any alumnus of a college or university who shall have been a member of an active chapter of Delta Upsilon International Fraternity shall be eligible for membership upon payment of dues as hereinafter provided.

Section 2: RIGHTS OF MEMBERS. The privileges of holding office and voting shall belong to all members. Each member shall be entitled to one vote and may vote or act by proxy. Cumulative voting shall be prohibited. Memberships may not be transferred. All memberships shall continue in effect from year to year so long as the member continues to pay the annual dues, provided that any member may resign by filing a written resignation with the Secretary of the Corporation.

Section 3: DUES AND ASSESSMENTS. Each member shall pay annually in advance

such dues as shall from time to time be established by resolution duly adopted by the Board of Directors. Yearly dues are set at \$20.00 per year, are due on the first of the year, and there is no proration of dues. No assessments shall be levied against the membership.

Section 4: SPECIAL MEETINGS. Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the President, the Board of Directors, or not less than one-tenth of the members having voting rights. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given by email, telephone or U.S. mail. Notices of special meetings shall specify, in addition to the place, day and hour of such meetings, the general nature of the business to be transacted thereat.

Section 5: QUORUM. The members holding twenty percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6: INFORMAL ACTION BY MEMBERS. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

## ARTICLE IV

### DIRECTORS

Section 1: POWERS. Subject to the limitations of the Articles of Incorporation, of the By-Laws and of the California Non-Profit Corporation Law as to action to be authorized or approved by the members and subject to the duties of Directors as prescribed in the By-Laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

First: To select and remove all of the other officers, agents and employees of the Corporation and to prescribe such powers and duties for them as are not inconsistent with law, with the Articles of Incorporation, or with the By-Laws.

Second: To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations therefor not inconsistent with law or with the Articles of Incorporation or with the By-Laws, as they deem best.

Third: To change the principal office for the transaction of business of the Corporation from one location to another; to designate any place for the holding of any

meetings of members and of the meetings of the Board of Directors; to adopt, make and use a corporate seal, as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

Fourth: To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt, and securities therefor.

Fifth: To fix, from time to time, the amount and method of collection of dues.

Sixth: To appoint such officers, agents and employees, other than those named in these By-Laws, as shall be deemed necessary for the transaction of the business of the Corporation.

Section 2: NUMBER AND QUALIFICATIONS. The number of Directors shall be twelve. All Directors shall be members of the Corporation. Ex-officio members, serving without a vote, are the immediate past President of the Corporation, immediate past President of the undergraduate chapter, current President of the undergraduate chapter and the alumni chapter advisor for the undergraduate chapter, unless they are duly elected Directors.

Section 3: TERM OF OFFICE. Each Director shall be given a term of two years. Each Director elected to fill a vacancy on the Board of Directors created by the expiration of the term of a Director shall hold office for a term of two years, and until his successor shall have been elected.

Section 4: ELECTION OF DIRECTORS. Directors will be elected at the annual meeting of the Board of Directors held in August of each year. Failing an annual meeting, the Board may elect Directors at the regularly scheduled Board meeting closest to August.

Section 5: VACANCIES. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office for the unexpired term of his predecessor in office.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of death, resignation or removal of any Director, if the authorized number of Directors be increased, or if the Directors fail at any annual election or at any special meeting at which any Directors are elected, to elect the full authorized number of Directors to be voted for at that election or meeting.

If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board shall have power to elect a successor to take office when the resignation is effective. No reduction of the authorized number of Directors shall have the effect of removing

any Director prior to the expiration of his term of office.

Directors may have one (1) excused absence per year, upon advanced notification to the President or another officer. The Board, at its discretion, may declare the seat of any Director who misses a meeting without excuse to be vacant and immediately elect a replacement.

Section 6: SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or the Vice President or any four Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State, as the place for holding any special meeting of the Board called by them.

Section 7: NOTICE. Notice of any special meeting of the Board of Directors shall be given at least five days prior thereto by email, telephone or US mail to each Director, at his email or US mail address or telephone number, as shown by the records of the Corporation. Notice is complete upon receipt thereof, provided that those Directors calling the special meeting must provide satisfactory evidence to the remainder of the Board of Directors of their efforts to contact the remaining Directors. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 8. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. However, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if either before or after the meeting each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 11. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors under any provision of the California Corporations Code may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed in

the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provisions of the California Corporations Code which relates to the action so taken shall state that the action was taken by written unanimous consent of the Board of Directors without a meeting, and that the By-Laws authorize the Directors to so act.

## ARTICLE V

### OFFICERS

Section 1: OFFICERS. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, such other officers and honorary officers as may be desired by the Board. Every officer must be a member of the Corporation and a resident of San Diego County. Officers other than the President need not be Directors.

Section 2: ELECTION. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article V, shall be elected annually by the Board of Directors at the meeting held closest to August in each year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected.

Section 3: SUBORDINATE OFFICERS. The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and such duties as the Board of Directors may from time to time determine.

Section 4: REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board of Directors, or, in the case of a subordinate officer, by an officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the date specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5: VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the By-Laws for regular appointments to such office.

Section 6: PRESIDENT. The President shall be the principal executive officer of the

Association and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings, however called. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President may appoint an Honorary Director, to serve without a vote, and to serve the same term as the President.

Section 7: VICE PRESIDENT. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8: SECRETARY. The Secretary shall keep the minutes of the meetings; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Association (if any), and in the event of a seal see that the seal of the Corporation is affixed to all necessary documents; keep a register of the US mail address, email address and telephone number of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9: TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## ARTICLE VI

### CONTRACTS, CHECKS, DEPOSITS, ETC.

Section 1: CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to

enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2: CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and counter-signed by the Secretary or the Treasurer of the Corporation. Any check, draft or other payment for more than one thousand dollars (\$1,000.00) shall be signed by three officers or other members of the Board of Directors who have been made signatories on the accounts of the Corporation.

Section 3: DEPOSITS: All funds of the Association shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: GIFTS: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5: FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

## ARTICLE VII

### BOOKS AND RECORDS

Section 1: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings and shall keep a record of the names and addresses of the members, at the home of each officer charged with keeping such records. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

## ARTICLE VIII

### WAIVER OF NOTICE

Section 1: Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Law of California or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons

entitled to such notices, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

AMENDMENTS TO BY-LAWS

Section 1: New By-Laws may be adopted or these By-Laws may be repealed or amended by the Board of Directors.

ARTICLE X

DISSOLUTION

Section 1: Upon dissolution of the corporation, all remaining assets shall be transferred to Delta Upsilon International Fraternity, Inc.

IN WITNESS WHEREOF, the undersigned, constituting all of the incumbent Board of Directors of the San Diego County Delta Upsilon Fraternity Alumni Association, Inc., have hereunto subscribed our names this 22nd day of June, 2009.

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Bruce Howard

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Mike Hartell

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Lee Marshall

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John Orendain

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Bill Deering

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Ken Bobadilla

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David Maiolo

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Ron Zappelli

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Phi Nyguen

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Kim C. Cox

As amended from the initial By-Laws, adopted August 22, 1966, by the incorporators of the Association: Robert B. Gage, F. David Corbett, John R. Ehrich, John V. Barger, Stanley Menas, and John C. Addleman.