SECTION 1.
NAME, PURPOSES, LOCATION, CORPORATE SEAL, FISCAL YEAR, TAX-EXEMPT STATUS

1.1 NAME

The name of the corporation shall be Beta Chapter of Theta Chi Fraternity, Inc.

1.2 PURPOSES

The purposes of the corporation shall be to promote and inspire friendship, learning, and justice in accordance with the traditions and ideals of Theta Chi Fraternity; to extend a helping hand to all who seek it; to advance cultural, recreational, and social interaction among its members; to further and improve the usefulness and well-being of the Beta Chapter of Theta Chi, a fraternity at the Massachusetts Institute of Technology; to support the educational goals of M.I.T.; to acquire and hold title to real estate, real property, and all appurtenances thereto, and to engage in such acts and transactions that may be appropriate or incidental in this connection for this purpose; to provide a place of residence for undergraduate members attending M.I.T.; and to provide an organized means of promoting the active interest of the members in Beta Chapter and of perpetuating the ideals of this fraternity.

1.3 LOCATION

The principal office of the corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the articles of organization of the corporation. The directors may change the location of the principal office in The Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.4 CORPORATE SEAL

The directors may adopt and alter the seal of the corporation.

1.5 FISCAL YEAR

The fiscal year of the corporation shall, unless otherwise decided by the director, end on May 31 in each year.

1.6 TAX-EXEMPT STATUS

The corporation is organized for the purposes stated above and no part of the net earnings of the corporation shall accrue to the benefit of any member. In addition, the corporation shall not discriminate against anyone for reasons of race, color, or religion.

SECTION 2.
MEMBERS

2.1 CLASSES

There shall be four classes of members of the corporation: Corporate Members, Alumni Members, Undergraduate Members, and Pledge Members.

2.2 NUMBER, ELECTION, AND QUALIFICATION
(a) Corporate Members

Every Alumni Member formerly an Undergraduate Member of Beta Chapter of Theta Chi who notifies in writing the clerk of the corporation of his acceptance of the rights and responsibilities of a Corporate Member shall be designated a member of said class. There shall be no other qualifications for Corporate Members unless the Corporate Members otherwise designate. No such designation shall disqualify a Corporate Member in office when the designation is made.

(b) Alumni Members

Every person who has at any time prior to the formation of the corporation been an active member in good standing of Beta Chapter of Theta Chi Fraternity, and who is not a regularly enrolled undergraduate student at the Massachusetts Institute of Technology (“MIT”) at the time the corporation is formed, shall be an Alumni Member of the corporation. Every Undergraduate Member who ceases to be a regularly enrolled undergraduate student at MIT shall thereupon cease to be an Undergraduate Member and shall become an Alumni Member. By two-thirds vote of Alumni Members present and voting at any meeting of Alumni Members, any person who is a non-undergraduate member of another chapter of Theta Chi Fraternity may be elected an Alumni Member of the corporation, but may not serve as a Corporate Member.

(c) Undergraduate Members

Every person who is a member of Beta Chapter of Theta Chi Fraternity, and who is a regularly enrolled undergraduate student at MIT, shall be an Undergraduate Member of the corporation.

(d) Pledge Members

Every person who is pledged to membership in Beta Chapter of Theta Chi Fraternity, but has not yet become a member, and who is a regularly enrolled undergraduate student at MIT, shall be a Pledge Member of the corporation.

2.3 TENURE

Each Corporate Member shall hold office until his death, resignation, removal, or disqualification. Each Alumni Member shall have membership until his death or resignation. Each Undergraduate Member shall have membership until becoming an Alumni Member or until his earlier death, resignation, or removal. Each Pledge Member shall have membership until becoming an Undergraduate Member or until his earlier death, resignation, or removal, but in each case only so long as he remains pledged to membership in Theta Chi Fraternity.

2.4 POWERS

(a) Corporate Members

Corporate Members have the right to elect the Corporate Member directors as provided in Section 4.1, the right to ratify amendments to the by-laws as provided in Section 9, and such other powers and rights as are vested in them by law, the articles of organization, these by-laws, or the directors.

(b) Undergraduate Members

The undergraduate members have the right to elect the Undergraduate Member directors as provided in Section 4.1. The undergraduate members shall have all powers and rights reasonably necessary or convenient for the normal operations of the corporation as an undergraduate chapter of Theta Chi Fraternity, including the power to elect officers of the undergraduate chapter, to adopt by-laws, rules, and regulations for the conduct of the normal operations of the undergraduate chapter, and the power to select new Pledge and Undergraduate Members of the corporation. The powers and rights of the undergraduate
members, in reference to corporation matters, shall be subject to the control of the directors, but the
directors shall exercise such control so as to interfere as little as possible with the control of the normal
operation of the undergraduate chapter by the Undergraduate and Pledge Members.

(c) Additional Powers and Rights

Alumni Members, Undergraduate Members, and Pledge Members shall have such other powers and rights
as the directors may designate.

2.5 SUSPENSION OR REMOVAL

(a) Corporate Members

Upon failure to vote in two consecutive annual elections, Alumni Members will forfeit their membershi pin
the Corporate Member class and be removed from its roll of members. Membership will be reestablished
upon notifying the clerk of the corporation once again (see Section 2.2a). A Corporate Member will be
suspended or removed with cause by a ¾ majority vote of all Corporate Members. A member may be
removed for reasons other than failure to vote only after reasonable notice and opportunity to be heard.

(b) Alumni Members

An Alumni Member will not be suspended or removed.

(c) Undergraduate and Pledge Members

Suspension or removal of Undergraduate and Pledge members is governed by the by-laws of the
undergraduate chapter. A member may be removed only after reasonable notice and opportunity to be
heard.

2.6 RESIGNATION

A member of any class may resign by delivering his written resignation to the president, treasurer, or clerk
of the corporation; to a meeting of the members of his class; to a meeting of the directors of the
corporation; or to the corporation at its principal office. Such resignation shall be effective upon receipt
(unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make
it effective unless it so states.

2.7 VACANCIES

The number of Corporate, Alumni, Undergraduate, and Pledge Members shall be deemed to be fixed at the
number qualifying for such memberships at any time pursuant to Section 2.2 and Section 2.3 and no
vacancy shall ever be deemed to exist in such memberships.

2.8 ANNUAL MEETING

The annual meeting of the Corporate Members shall be held at 7:00 P.M. on the first Tuesday in April in
each year. The annual meeting may be held at the principal office of the corporation or at such other place
within the United States or Canada as the president, Corporate Members, or directors shall determine. No
change in the date fixed in these by-laws for the annual meeting shall be made within sixty days before the
date stated herein. Notice of any change of the date fixed in these by-laws for the annual meeting shall be
given to all members at least sixty days before the new date fixed for such meeting. No annual meeting of
other classes of members shall be required.

If an annual meeting is not held as herein provided, a special meeting of the Corporate Members may be
held in place thereof with the same force and effect as the annual meeting, and in such case all references in
these by-laws, except in this Section 2.8, to the annual meeting of the Corporaate Members shall be deemed
to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 2.10 and 2.11.

2.9 REGULAR MEETINGS

Regular meetings of any class of members may be held at such places within the United States and Canada and at such times as such class of members may determine.

2.10 SPECIAL MEETINGS

Special meetings of any class of members may be held at any time and at any place as such class of members may determine. Special meetings of any class of members may be called by the president or by the directors, and shall be called by the clerk, or in the case of the death, absence, incapacity, or refusal of the clerk, by any other officer, upon written application of three or more members of such class.

2.11 CALL AND NOTICE

(a) Meetings of Corporate Members

The call and notice of the time and place of any meeting of the Corporate Members shall be given to each Corporate Member as per Section 2.11.b. The call and notice of the meeting must specify the purposes of the meeting and provide all necessary documents, as decided by the directors, for Corporate Members to vote on the issues to be decided at the meeting.

(b) Sufficient Notice

Sufficient notice for a meeting of the Corporate Members shall be postmarked at least forty days before the meeting to the usual or last known business or residential address of Corporate Members. Sufficient notice may also be given in writing in person at least thirty days before the meeting.

(c) Waiver of Notice

Whenever notice of a meeting of Corporate Members is required, such notice need not be given to any Corporate Member if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

(d) Notice of Meetings of Alumni, Undergraduate, and Pledge Members

All requirements for the call and notice of meetings of Undergraduate Members and of Pledge Members shall be as contained in by-laws, rules, and regulations adopted by the Undergraduate Chapter pursuant to the authority provided in Section 2.4. In recognition of the fact that Alumni Members will be scattered nationally and will be under no obligation to provide the corporation with their addresses, there shall be no formal call or notice requirements for meetings of Alumni Members, but the directors shall make reasonable efforts to provide actual notice of such meetings to as many Alumni Members as possible.

2.12 QUORUM

At any meeting of the Corporate Members, 15 members (or a majority if a majority represents less than 15 members), whether present in person or duly represented, shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than 90 days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. Quorum requirement for meetings of Undergraduate and Pledge members shall be established by the Undergraduate Chapter pursuant to Section 2.4. Ten Alumni Members (whether present in person or duly represented) shall constitute a quorum at any meeting of the Alumni Members.
2.13 ACTION BY VOTE

Each member of any class shall have one vote at a meeting of members of his class. When a quorum is present at any meeting of any class, a majority of the votes properly cast by members of that class present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the articles of organization, or these by-laws.

2.14 PROXIES

Members of any class may vote either in person or by written proxy dated not more than six months before the meeting named therein, which proxies shall be filed with the clerk or other person responsible for recording the proceedings of the meeting before being voted. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

2.15 COMPENSATION

The board of directors shall determine the amount of compensation, if any, to which a member is entitled for services rendered to the corporation. Expenses of attendance incurred by members also may be reimbursed by the corporation at the directors' discretion. Members shall not be precluded from serving the corporation in any other capacity and receiving compensation for any services.

SECTION 3.
SPONSORS, BENEFactors, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

SECTION 4.
BOARD OF DIRECTORS

4.1 NUMBER AND ELECTION

(a) Number

The board of directors shall consist of Corporate Member directors and Undergraduate Member directors. The board of directors may change the number of Corporate Member directors (but not to less than three) at least sixty days before the annual meeting of Corporate Members. The number of Corporate Member directors may be reduced to eliminate any vacancies, but it may not be reduced below the number of Corporate Member directors who have another year of their term remaining. The number of Corporate Member directors shall always constitute a majority of the board. The Undergraduate Members shall have two directors from their membership.

(b) Election of Corporate Member Directors

At their annual meeting the Corporate Members shall elect the number of Corporate Member directors allocated under Section 4.1 whose terms have expired or been newly created. Corporate Member directors must be Corporate Members.

(c) Election of Undergraduate Member Directors
The treasurer of the undergraduate chapter automatically shall be one of the Undergraduate Member directors. The second Undergraduate Member director shall be selected at the discretion of the undergraduate chapter president at the undergraduate chapter election meeting held during the Spring Term of every academic year.

4.2 TERM OF OFFICE

The initial directors shall serve only until the first annual meeting of Corporate Members and until their successors are duly elected and qualified. After the first annual meeting of Corporate Members, the Corporate Member directors elected shall be divided into two classes. The first class shall serve a term of office of one year; the second class shall serve a term of office of two years. If the number of Corporate Member directors is changed as set forth in Section 4.1(a), the newly elected directors shall be divided into two classes, one class serving one year, the second serving two years, until the number of Corporate Member directors elected each year once again equals one-half (rounded off) of the number of Corporate Member directors. The Undergraduate Treasurer shall serve a term of office coinciding with his term of office as Undergraduate Treasurer. The second Undergraduate Member director shall serve a term of one year. All directors shall hold office until their successors are duly elected and qualified or until they sooner die, resign, are removed, or become disqualified.

4.3 POWERS

The affairs of the corporation shall be managed by the board of directors which shall have and may exercise all the powers of the corporation, except those powers reserved to any class of members by law, the Articles of Organization, or these by-laws

4.4 COMMITTEES

The directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the directors are delegated shall consist solely of directors. The members of any committee shall remain in office at the pleasure of the directors.

4.5 SUSPENSION OR REMOVAL

A director may be suspended or removed with cause by vote of a majority of the class of members that elected him or by vote of a majority of the directors then in office. A director may be removed with cause only after reasonable notice and opportunity to be heard.

4.6 RESIGNATION

A director may resign by delivering his written resignation to the president, treasurer, or clerk of the corporation, to a meeting of the body that elected him or of the directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

4.7 VACANCIES

A vacancy in the board of directors of a Corporate Member director, except a vacancy resulting from enlargement (which must be filled in accordance with Section 4.1), may be filled by appointment by the directors. A vacancy in the board of directors of an Undergraduate Member director may be filled by appointment by the undergraduate chapter president. Each successor director shall hold office for the unexpired term or until he sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.8 REGULAR MEETINGS
Regular meetings of the directors may be held at such places and at such times as the directors may
determine.

4.9 SPECIAL MEETINGS

Special meetings of the directors may be held at any time and at any place when called by the president of
the board of directors or by two or more directors.

4.10 CALL AND NOTICE

(a) Regular Meetings

No call or notice shall be required for regular meetings of directors, provided that reasonable notice (i) of
the first regular meeting following the determination by the directors of the times and places for regular
meetings shall be given to absent members, (ii) specifying the purpose of a regular meeting shall be given
to each director if there are to be considered at the meeting contracts or transactions of the corporation with
interested persons, amendments to these by-laws, or removal or suspension of a director or an officer and
(iii) shall be given as otherwise required by law, the articles of organization, or these by-laws.

(b) Special Meetings

Reasonable notice of the time and place of special meetings of the directors shall be given to each director.
Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of
organization, or these by-laws or unless there is to be considered at the meeting (i) contracts or transactions
of the corporation with interested persons, (ii) amendments to these by-laws, (iii) increase or decrease
in the number of directors, or (iv) removal or suspension of a director or an officer.

(c) Sufficient Notice

Except as otherwise expressly provided, it shall be sufficient notice to a director to send notice by mail at
least seven days before the meeting addressed to him at his usual or last known business or residence
address or to give notice to him in person or by telephone at least seventy-two hours before the meeting.

(d) Waiver of Notice

Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver
of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with
the records of the meeting, or to any director who attends the meeting without protesting prior thereto to at
its commencement the lack of notice to him. A waiver of notice need not specify the purpose of the
meeting unless such purposes were required to be specified in the notice of such meeting.

4.11 QUORUM

At any meeting of the directors a majority of the Corporate Member directors then in office shall constitute
a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not
a quorum is present, and the meeting may be held as adjourned without further notice.

4.12 ACTION BY VOTE

When a quorum is present at any meeting, a majority of the directors present and voting shall decide any
question, including election of officers, unless otherwise provided by law, the articles of organization, or
these by-laws.

4.13 ACTION BY WRITING
Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.14 PROXIES

Directors may vote either in person or by written proxy dated not more than four weeks before the meeting named therein, which proxies shall be filed with the clerk or other person responsible for recording the proceedings of the meeting before being voted. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

4.15 COMPENSATION

Directors shall be entitled to receive for their services such amount, if any, as the directors may from time to time determine, which may include expenses of attendance at meetings. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

SECTION 5
OFFICERS AND AGENTS

5.1 NUMBERS AND QUALIFICATION

The officers of the corporation shall be president, treasurer, clerk, and such other officers, if any, as the directors may determine. Corporate Member directors shall fill the offices of president, treasurer, clerk, and if there is one, vice president. Other officers, if any, shall be Corporate Members. The corporation may also have such agents, if any, as the directors may appoint. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time.

5.2 ELECTION

The president, treasurer, and clerk shall be elected annually by the directors at their first meeting following the annual meeting of the Corporate Members. Other officers, if any, may be elected at any time.

5.3 TENURE

The president, treasurer, and clerk shall each hold office until the first meeting of the directors following the next annual meeting of the Corporate Members and until their successors are chosen and qualified. Each other officer shall hold office until the first meeting of the directors following the next annual meeting of the members unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified; provided, however, that officers selected by the Undergraduate Members shall hold office at the pleasure of the Undergraduate Members and until their successors are selected and qualified. Each agent shall retain his authority at the pleasure of the directors.

5.4 PRESIDENT AND VICE PRESIDENTS

The president shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall preside at all meetings of the Corporate Members and at all meetings of the directors, except as the Corporate Members or directors otherwise determine.

The vice president or vice presidents, if any, shall have such duties and powers as the directors shall determine. The vice president, or first vice president if their are more than one, shall have and may
exercise all the powers and duties of the president during the absence of the president or in the event of his inability to act.

5.5 TREASURER

The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs, funds, securities, and valuable papers and shall keep full and accurate records thereof. He shall annually render a full written report to the Corporate Members and have such other duties and powers as designated by the directors or the president. He shall also be in charge of its books of account and accounting records, and of its accounting procedures.

5.6 CLERK

The clerk shall record and maintain records of all proceedings of the Corporate Members and directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any Corporate Member. Such book or books shall also contain records of all meetings of incorporators, the original, or attested copies, of the articles of organization and by-laws, and names of all Corporate Members and directors and the address of each. If the clerk is absent from any meeting of Corporate Members or directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

5.7 SUSPENSION OR REMOVAL

An officer may be suspended or removed with cause by vote of a majority of directors then in office. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.8 RESIGNATION

An officer may resign by delivering his written resignation to the president, treasurer or clerk of the corporation, to a meeting of the Corporate Members or directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

5.9 VACANCIES

If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term and, in the case of the president, treasurer, or clerk, until his successor is elected and qualified. In each case, until he sooner dies, resigns, is removed, or becomes disqualified.

SECTION 6
EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the corporation shall be signed by the president or by the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the president or a vice president and the other is the treasurer or an assistant treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, by-laws, resolutions, or votes of the corporation.

SECTION 7
PERSONAL LIABILITY
The members, directors, and officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

SECTION 8
PRIZES AND SCHOLARSHIPS

The corporation may establish and award prizes or scholarships to reward excellence in academics or other endeavors, in keeping with the purposes of this corporation as set forth in Section 1.2. A prize or scholarship shall be established upon a majority vote of the Corporate Members and the manner of selection and award will be decided at that time. Such prizes or scholarships may be awarded either to students of the MAssachusetts Institute of Technology in general, or to members of Beta Chapter of Theta Chi Fraternity in particular.

SECTION 9
AMENDMENTS

These by-laws may be altered, amended, or repealed in whole or in part by vote of a 2/3 majority of the Corporate Members. Any alterations or amendments to these by-laws shall be subject to the restriction of not diminishing the powers and rights of the undergraduate chapter as set forth in Section 2.4.

SECTION 10
AMENDMENT OR RESTATEMENT OF THE ARTICLES OF ORGANIZATION; CONSOLIDATION OR MERGER; DISSOLUTION

Any amendment or restatement of the Articles of Organization, any consolidation or merger, or any dissolution of the corporation must be approved by vote of a ¾ majority of the Corporate Members, or by such lesser vote as is authorized by law for such action, at a meeting duly called for the purpose.