

AMENDED AND RESTATED BYLAWS
OF
TTU KAPPA SIGMA ALUMNI ASSOCIATION, INC.

ARTICLE I
OFFICES

The corporation shall have and continuously maintain in the state of Tennessee a registered agent (whose office shall be identical with such registered office), and may have other offices within or without the state of Tennessee as the board of directors may from time to time determine.

1.1 Name.

The name of the Corporation is TTU Kappa Sigma Alumni Association, Inc.

1.2 Historical Names; Continuity.

The Corporation acknowledges that it was originally incorporated under the name Kappa-Mu Chapter Housing Corporation by Corporate Charter filed on December 5, 1977 with the Tennessee Secretary of State (Document No. 00100775), and that the corporate name was changed effective January 1, 2003, with Articles of Amendment accepted on April 3, 2003. These Bylaws confirm that the Corporation has remained the same Tennessee nonprofit corporation throughout; the foregoing names are historical names of the same legal entity.

1.3 References in Legacy Documents.

Any reference in prior or existing contracts, deeds, accounts, policies, minutes, or other records to “Kappa-Mu Chapter Housing Corporation” (or variants thereof) shall be deemed a reference to TTU Kappa Sigma Alumni Association, Inc., and shall not impair or alter the rights, obligations, title, or priorities of the Corporation.

1.4 No Substantive Change.

This amendment is confirmatory and ministerial in nature. It effects no change in the Corporation’s governance powers, member rights, or Board composition and does not modify any existing obligation, lien, or contract except to clarify the Corporation’s name history and entity continuity.

ARTICLE II
BOARD OF DIRECTORS

2.1 Authority.

The affairs of the Corporation shall be managed by its Board of Directors (the “Board”). Except as limited by law, the Articles, or these Bylaws, the Board possesses all corporate powers.

2.2 Size; Range; Setting the Number.

The Board shall consist of not fewer than five (5) and not more than thirteen (13) Directors. The initial number is nine (9). The exact number within that range may be set or changed from time to time by Board resolution, provided that any change does not shorten the term of a sitting Director and is disclosed in the notice for the next Member election.

2.3 Election; Who Elects.

Directors are elected by the Members of the Corporation at the annual meeting (or a special meeting called for that purpose) as provided in Article IX.

2.4 Terms of Office (Directors).

Each Director serves a three (3) year term until a successor is elected and qualified, unless earlier removed or the Director resigns.

2.5 Non-Voting Board Participants.

The undergraduate Grand Master, Grand Treasurer, and the Alumnus Advisor may attend Board meetings and participate in discussion; they are non-voting, not Directors, and are not counted for quorum or Board size.

2.6 Vacancies.

Any vacancy on the Board may be filled by the Board to serve until the next Member election, at which time the Members shall elect a Director to serve any remaining balance of the term (if applicable).

2.7 Removal of Directors.

Any Director may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the Other Directors then in office at a meeting called with notice stating removal will be considered. The Director whose removal is at issue shall not vote and is not counted for quorum or threshold on that agenda item. (Action by unanimous written consent of 2/3 of the Other Directors is an alternative.)

2.8 Meetings; Quorum; Action.

The Board shall hold an annual organizational meeting and such regular or special meetings as it deems necessary. A majority of the Directors then in office constitutes a quorum. The act of a majority of Directors present at a meeting with a quorum is the act of the Board, unless a greater vote is required by these Bylaws or law. The Board may act by unanimous written consent.

2.9 Compensation.

Directors serve without compensation, but reasonable expenses of attendance may be reimbursed if approved by the Board.

2.10 Procedure.

The President presides at Board meetings; the Secretary keeps minutes and records.

ARTICLE III EXECUTIVE COMMITTEE AND OFFICERS

3.1 Officers; Dual Capacity.

The officers of the Corporation are the President, Vice President, Secretary, and Treasurer (collectively, the “Board Officers”). The Board may also elect or appoint assistant officers (including an Assistant Treasurer) and other agents as it deems advisable. The Board Officers serve as officers of the Board and of the Corporation.

3.2 Election; Who Elects; Eligibility.

The Directors elect the officers at the Board’s annual organizational meeting (and may fill officer vacancies at any time). Unless otherwise provided by Board resolution, officers shall be chosen from among the sitting Directors.

3.3 Officer Terms.

Board Officers serve one (1) year terms and until their successors are elected and qualified, subject to earlier removal or resignation. Assistant officers serve at the pleasure of the Board for terms set by the Board.

3.4 Duties

- i. *President*: chief board officer; presides at Member and Board meetings; general supervision.
- ii. *Vice President*: performs the President’s duties when required; such other duties as assigned.
- iii. *Secretary*: records minutes; issues notices; maintains corporate records and seal.

- iv. *Treasurer*: custody of funds; receipts and disbursements; financial reporting; banking authority per Board resolution.
- v. *Assistant Treasurer* (if appointed): serves as back-up to the Treasurer to the extent authorized by Board resolution; not a Director solely by virtue of office.

3.5 Removal; Resignation; Officer Vacancies.

Any officer may be removed by the Board whenever the Board judges it in the best interests of the Corporation. Any officer may resign by written notice. Officer vacancies are filled by the Board for the balance of the unexpired term.

ARTICLE IV OPERATING COMMITTEES

4.1 Committees

The board of directors from time to time appoints committees from within and outside of the board of directors for various projects and objectives. A board member shall be chairman of all committees otherwise appointed by the board.

ARTICLE V MEMBERSHIP

5.1 Membership

Annual dues are required to become an eligible candidate for membership in the housing corporation. An eligible candidate shall be defined as any initiate of the Kappa Sigma Fraternity, and who is in good standing with the chapter and the national fraternity. Exceptions to eligibility must receive ratification of the majority of the board of directors. The board may distinguish contributors by classification, but each member will have only one vote.

5.2 Privileges

Each member shall be accorded the privileges of periodic literature pertaining to the corporation and corporate activities, invitations to special events sponsored by the corporation and such other privileges as the board of directors may from time to time determine, but shall not vote except to nominate, elect, or ratify candidates for the board.

5.3 Dues

The Board of Directors shall set the amount of annual dues by resolution each year and shall publish the dues schedule to the membership prior to the annual meeting. Publication may be accomplished by any reasonable means designated by the Board, including email, website posting, or inclusion with the meeting notice.

ARTICLE VI CONTRACTS, LOANS, CHECKS, DEPOSITS, AND GIFTS

6.1 Contracts

The board of directors may authorize any officer or agent 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.

6.2 Borrowing

No loan shall be contracted on behalf of the corporation and no evidence on indebtedness shall be issued in its name unless by resolution of the board of directors. Such authority may be general or confined to specific instances.

6.3 Checks, Drafts, Etc...

All checks, drafts, or other 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 a manner as shall from time to time be determined by resolution of the board of directors, such instruments shall be signed by the treasurer.

6.4 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the board of directors may select.

6.5 Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise from the general purpose or for any specific purpose of the corporation.

ARTICLE VII
MEMORIAL FUND

7.1 Structure

The corporation shall administer an endowed memorial scholarship fund to accept, retain, and distribute funds contributed in the name of brothers. An independent committee of trustees will administer this program. This fund is established as a lasting tribute to those that have been a part of the success of the Kappa Mu Chapter.

7.2 Endowment

The Kappa Sigma Memorial Scholarship Fund will be managed by the appropriate office(s) designated for the purpose within Tennessee Technological University. It will be invested under the direction of the University's Chief Fiscal Officer in a manner which will provide the best possible return while preserving the security of the fund. A percentage, to be defined by the university and calculated as of December 31, of the endowment may be disbursed for scholarships each year.

7.3 Administration.

A. Trustees

A committee of up to five (5) members of the alumni association and the president (ex-officio) shall administer the program. Members of this committee shall be known as the Trustees of the Kappa Sigma Memorial Scholarship Fund. The trustees shall appoint one person to act as administrative chair.

B. Appointment

The board of directors shall appoint the trustees from the eligible membership of the alumni association, and their terms shall continue perpetually at the pleasure of the board. Notice must be posted 30 days prior to any appointment of an open seat so that any interested alumni association member that has an interest in serving as a trustee may submit their name for consideration.

C. Removal and Resignation

Guidelines for removal and resignation will be consistent with those of the board of directors. Each trustee must remain a member in good standing of the alumni association. Any vacancies will be filled at the next regularly scheduled board of directors meeting following the mandatory 30-day notice

7.4 Meetings

The chairman, with the proper notice, will call meetings as needed.

7.5 Reporting

An annual report will be submitted by the chairman of the memorial fund to the board of directors at the annual housing corporation meeting.

7.6 Scholarship Funds

Scholarships will be created in the name of Kappa Mu brothers with the appropriate funding designated for that purpose. Contributions can be designated for specific funds once established.

7.7 Contributions

Contributions to the fund will be designated toward a specific scholarship fund, with the chairman of the committee maintaining a current list of contributors. Undesignated giving will go into the general scholarship fund for future allocation.

7.8 Distribution

The committee of trustees shall have administrative authority for the evaluation of scholarship application and recommendation of a list of candidates each year. The Office of Financial Aid will administer the endowment and make final selection from the list of candidates provided by the trustees.

7.9 Communication

The trustees will announce the recipients each year, with the scholarships awarded for the next academic year. Trustees have authority for all communication with the university related to the endowed scholarship fund and in the communication and notification that may be required and appropriate with the family for whom the scholarship is named.

ARTICLE VIII MISCELLANEOUS

8.1 Books and Records

The corporation shall keep correct and complete books and records of account, and the minutes of the proceedings of the board of directors and executive committee.

8.2 Fiscal Year

The fiscal year of the corporation will begin at 12:00 AM on the Sunday of Homecoming for Tennessee Technological University as established by the Office of Alumni Affairs. This year will end at this same time on the designated weekend for the following year.

8.3 Conflicts of Interest

No contract or transaction between this corporation and one or more of its directors or officials, or between this corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers of this corporation, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if either:

- (a) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or the committee in good faith authorized the contract or transaction by the affirmative votes of the majority of the disinterested directors even though the disinterested directors be less than a quorum; or
- (b) The contract or transaction is fair to the corporation as of the time it is authorized, approved, or ratified by the board of directors or a committee thereof duly authorized. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee that authorized the contract or transaction.

8.4 Seal

The board of directors shall provide a corporate seal.

8.5 Loans to Officers and Directors

The corporation shall make no loans to its officers or directors.

8.6 Additional Organizations

The board of directors may authorize the formation of such auxiliary organizations as would in the judgement of the board assist in the fulfillment of the purposes of the organization.

8.7 Amendments

These Bylaws may be amended or restated only by the Board of Directors. An amendment requires either:

(a) the affirmative vote of at least two-thirds (2/3) of the Directors then in office at a meeting of the Board at which a quorum is present; or

(b) unanimous written consent of all Directors then in office.

The notice of any Board meeting at which an amendment is to be considered shall include the text of the proposed amendment or a fair summary thereof.

ARTICLE IX ELECTION PROCEDURES

9.1 Annual Election of Directors by Members.

At each annual meeting, the Members shall elect the number of Directors fixed for that year within the range of §2.2.

9.2 Board Election of Officers.

Following the Member election (or as soon thereafter as practicable), the Board shall convene to elect the officers for one-year terms under Article III.

9.3 Administration/Transition

The administration of the election process will be the responsibility of the secretary and the vice president under the supervision of the board of directors.

To implement three-year Director terms without wholesale turnover, upon first adoption of these amendments the Board shall assign Directors to **three classes** of as nearly equal size as practicable: Class I (initial 1-year term), Class II (initial 2-year term), Class III (initial 3-year term). Thereafter, each class shall be elected for full three-year terms, resulting in approximately one-third of the Board standing for election each year. This phasing does not shorten any current Director's elected term without that Director's consent.

9.4 Nomination and Election Process

(a) Nominating Committee—Appointment and Composition.

At least one hundred twenty (120) days before each annual meeting, the Chair (the presiding officer of the Board, typically the President) shall appoint a Nominating Committee of three (3) or more Members in good standing. The Committee selects its own chair and operates under a charge from the Board.

(b) Committee Duties; Minimum Slate; Consent to Serve.

The Nominating Committee shall nominate at least one (1) Member for each vacancy, including any unexpired-term vacancy, for which elections are being held at the upcoming annual meeting; shall verify eligibility of each nominee; and shall obtain each nominee's affirmative consent to be placed in nomination and to accept office if elected.

(c) Member Nominations to the Committee.

At least ninety (90) days before the annual meeting, the Secretary shall notify all Members eligible to vote that they may submit nominations to the Nominating Committee for all vacancies to be filled. The notice shall state the closing date for receiving nominations and the method(s) for submission.

(d) Posting of the Slate.

At least thirty (30) days before the annual meeting, the Secretary shall post the Committee's nominations to the membership by any reasonable means authorized by the Board, which may include email to last-known addresses, website posting, or inclusion with the meeting notice.

(e) Ballot; Seats; Unexpired Terms.

The ballot shall list each open Director seat (including any unexpired-term seat) and the corresponding nominees. Unexpired-term seats, if any, shall be clearly designated and elected for the remainder of the term.

(f) Election; No Floor Nominations.

At the annual meeting, the Members shall elect Directors for the open seats from the candidates provided by the Nominating Committee. No further nominations will be accepted from the floor, and write-in votes (if any) shall not be counted unless otherwise authorized by Board policy consistent with these Bylaws.

(g) Counting of Time; Good Standing.

All time periods in this Section are measured in calendar days counting back from the date of the annual meeting. Only Members in good standing may serve on the Nominating Committee, be nominated, submit nominations, or vote.

(h) Vacancies After Posting.

If a nominee withdraws or becomes ineligible after the slate is posted, the Nominating Committee may name a replacement nominee, and the Secretary shall promptly update the posting; the election shall proceed on the updated slate.