

**AMENDED AND RESTATED BY-LAWS
OF
METROPOLITAN SYRACUSE SIGMA CHI FRATERNITY
ALUMNI ASSOCIATION, INC.
(to be known hereafter as: 737 Comstock Avenue, Inc.)**

A NEW YORK NOT-FOR-PROFIT CORPORATION

ARTICLE ONE – NAME OF CORPORATION; STATEMENT OF PURPOSE: OFFICES

Section 1.1. Name. The name of the corporation is Metropolitan Syracuse Sigma Chi Fraternity Alumni Association, Inc., to be known hereafter as 737 Comstock Avenue, Inc.

Section 1.2 Purpose. In addition to the general statement of purposes set forth in the corporation’s certificate of incorporation, the purpose of the corporation is to operate and manage the corporation’s real and personal property which is currently located at 737 Comstock Avenue in Syracuse, New York.

Section 1.3. Principal Office. The principal office of this corporation in the State of New York shall be located at 737 Comstock Avenue, in the City of Syracuse, County of Onondaga.

Section 1.4. Other Offices. The corporation may have such other offices within the State of New York as the board of directors may from time to time determine.

ARTICLE TWO - MEMBERSHIP

Section 2.1. Classes of Membership. The corporation shall have two classes of members:

“General Members”; and “Active Members”

Section 2.2. General Members

- (a) Qualifications for General Membership. General Membership shall be restricted to:
- (i) duly initiated members of the Psi Psi Chapter of the Sigma Chi Fraternity who are twenty-two (22) years of age or older or have successfully completed a four-year program of study at Syracuse University and have earned a university degree;
 - (ii) duly initiated members of any other chapter of the Sigma Chi Fraternity who have transferred to Syracuse University for undergraduate or graduate studies, have affiliated with the Psi Psi Chapter by becoming dues-paying members of the undergraduate chapter or of Central New York Sigma Chi Alumni Association and are twenty-two (22) years of age or older OR have completed a four year program of university studies and earned a university degree; and
 - (iii) any duly initiated member of the Sigma Chi Fraternity, regardless of chapter affiliation, who has been elected to serve on the corporation’s board of directors in accordance with Section 5.2(b).

- (b) Rights of General Members. General Members shall be welcome at all meetings of the corporation and of the board of directors, and shall be entitled to speak at such meetings. General Members shall not have any voting rights.

Section 2.3 Active Members

- (a) Qualifications for Active Membership. To qualify as an Active Member of the corporation, an individual must be both: (i) a General Member; and (ii) a dues-paying member in good standing of the Central New York Sigma Chi Alumni Association.
- (b) Rights of Active Members. Active Members shall have all of the rights of general membership. In addition, Active Members shall be entitled to vote, as required by and provided for by these by-laws, on all corporation matters including the election of directors. Each Active Member shall have one vote.
- (c) Roll of Active Members. The Secretary of the corporation shall maintain a current roll of all Active Members of the corporation. This active membership roll shall be used for providing notice in accordance with the procedures set forth in the New York State Not-For-Profit Law and these by-laws, and shall also be used for determining quorums and voting eligibility.

Section 2.4. Admission to Membership. The directors may from time to time prescribe the form and manner in which a formal application for membership, either General or Active, may be made.

Section 2.5. Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of such property or assets be distributed to any member on its dissolution or winding up.

Section 2.6. Liability of Members. No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

Section 2.7. Transfer, Termination, and Reinstatement. Membership in this corporation is non-transferable. Membership shall terminate on the resignation or death of a member, or, if the board of directors has instituted a mandatory membership dues policy pursuant to Article Four, immediately upon a member's failure to pay the required dues within 60 days of the due date. A member whose membership has been terminated may apply for reinstatement.

ARTICLE THREE - MEMBERSHIP FEES AND DUES

Section 3.1. Initiation Fee and Annual Dues. In addition to the payment of annual dues to the Central New York Sigma Chi Alumni Association ~~or~~ to qualify for Active Membership in the Metropolitan Syracuse Sigma Chi Fraternity Alumni Association, Inc., the board of directors may, from time to time and in its sole and absolute discretion, impose mandatory initiation fees and/or mandatory annual membership dues in such amounts as may be determined by the board.

Section 3.2. Payment of Fees and Dues. Mandatory dues, if payable, shall be paid in advance on the first day of July in each fiscal year. Dues of prospective new members shall be prorated from the first day of the month in which such prospective new member is qualified for membership for the remainder of the fiscal year of the corporation, and shall be payable, together with any initiation fee at the time the prospective new member is qualified for membership.

Section 3.3. Default and Termination of Membership. In accordance with Section 2.7, when any member shall be in default in the payment of mandatory dues for a period of 60 days, that person's membership shall be immediately terminated.

ARTICLE FOUR - MEETINGS OF MEMBERS

Section 4.1. Annual Meeting. An annual meeting of members shall be held at a time and place to be determined by the board of directors during the weekend of the annual Syracuse University Homecoming Football game. The meeting may, in the board's discretion, be held at the undergraduate chapter house or at such other place within the County of Onondaga, State of New York, as the board of directors may designate. Appropriate for consideration at such meetings shall be the election of directors, and such other corporate business as may come before the meeting.

Section 4.2. Special Meetings. Special meetings of members may be called by the president, any three (3) members of the board of directors, or by written petition to the board of not less than twenty percent (20%) of Active Members in good standing.

Section 4.3. Place of Meeting. The board of directors may designate any place, either within or outside of New York State, as the place of meeting for any duly called special meeting of members-

Section 4.4. Notice of Meetings. Written notice stating the place, day, and hour of any meeting of members shall be delivered personally or by mail, to each Active Member in good standing and entitled to vote at such meeting as then reflected on the corporation's roll of Active Members. Such notice shall be provided not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the president, secretary, or such officers or persons as are calling the meeting. In the case of special meetings, or when required by these by-laws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the records of the corporation at the time of mailing.

Section 4.5. Informal Action by Active Members. Any action required or permitted to be taken at any meeting of members, may be taken without such meeting if a consent in writing, setting forth the action to be taken, shall be signed by all Active Members entitled to vote with respect thereto.

Section 4.6. Quorum. Active Members holding ten per cent (10 %) of the total 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 members, a majority of those Active Members present may adjourn the meeting from time to time without further notice.

Section 4.7. Proxies. At any meeting of members, an Active Member entitled to vote may vote by proxy executed in writing by the Active Member or by the Active Member's duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from its date of execution unless otherwise provided in the proxy.

Section 4.8. Voting by Mail. Where directors or officers are to be elected, such election may be conducted by mail in such manner as the board of directors shall determine.

Section 4.9. Voting Rights. General Members of the corporation shall have no voting rights. Each Active Member of the corporation shall be entitled to one vote.

Section 4.10. No Cumulative Voting. At any election for directors of this corporation, each Active Member in good standing and entitled to vote may vote for as many candidates for director as equals the number of candidates to be elected (example: if three (3) directors are to be elected, then a member may vote for as many as three (3) of the candidates nominated to fill those three open seats). An Active Member may not cast more than one vote for the same candidate.

The candidates for director receiving the highest number of votes up to the number of directors to be elected, shall be deemed to be elected.

ARTICLE FIVE – DIRECTORS Revised by Unanimous Vote 10/5/2013

Section 5.1. Number. The board of directors of the corporation shall consist of twelve (12) ~~nine (9)~~ directors.

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Section 5.2. Qualifications of Directors.

(a) Except as otherwise provided in Section 6.2 (b), directors must be duly qualified Active Members of the corporation.

(b) Directors may be elected from the general, non-Psi Psi Chapter membership of the Sigma Chi Fraternity provided that any such director candidate agrees to become an active, dues-paying member of the Central New York Alumni Association of Sigma Chi. Any such duly-elected director shall have equal rights and privileges of an Active Member of the corporation, but shall lose such rights and privileges when he ceases to be a director. No more than three (3) directors may be non-Psi Psi Chapter members at any one time.

Section 5.3. Term of Office. Board members shall be elected to serve three (3) year terms. Board members' terms shall be staggered so that four (4) ~~three (3)~~ board seats shall be open for election annually. The current members of the board of directors and their respective terms are as

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follows:

<u>Name:</u>	<u>Term Expires:</u>	<u>Position/Committee</u>
Hank Suominen	2013	President and Treasurer
John Bersani	2013	Vice President
Bill Gerbig	2012	Secretary
Doug Sedgwick	2014	
Steve Olivia	2012	
John Trop	2014	
Bill Beach	2014	Past President
Brad Short	2012	President-Alumni Association
Mike Yates	2013	Treasurer-Alumni Association
<u>Evan Monahan</u>	<u>2015</u>	
<u>Chris Dowd</u>	<u>2016</u>	
<u>Vacant</u>	<u>2014</u>	

Section 5.4. Powers. Except as otherwise provided in the certificate of incorporation or by applicable law, the powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors. The board may, however, in its sole and absolute discretion, delegate the performance of any duties or the exercise of any powers to such officers and agents of the corporation as the board may from time to time, by resolution, designate.

Section 5.5. Replacement of Directors.

(a) Whenever a vacancy exists on the board of directors, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new director by the president of the corporation, and if that power is not exercised within sixty (60) days after the president receives notice of the vacancy, by appointment by a majority of the remaining directors at a regular or special meeting of the board. Any person appointed or elected to fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated.

(b) Any director may be removed, with or without cause, by the unanimous vote of all other members of the board of directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled as stated above.

Any director who has three or more consecutive, unexcused absences from duly-called and scheduled directors' meetings shall be deemed to have resigned. The President shall determine what constitutes an unexcused absence. Upon such deemed resignation, the majority of the board may select another member to serve as an interim director to until the next annual meeting of members, at which time the membership shall elect another director to serve out the remainder of the term of the director deemed to have resigned.

(c) Any person appointed or elected to fill a vacancy in the board of directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated above.

Section 5.5. Compensation. No member of the board of directors shall receive any compensation from the corporation. The Corporation is permitted to reimburse directors for expenses incurred during the performance of their duties for the corporation to the extent permitted by New York Not-for-Profit Law.

Section 5.6. Board Meetings.

(a) Meeting Venue: Participation via Teleconference. Meetings shall be held at such place or places as the President, the Vice President or the Secretary of the corporation may from time to time designate. Any director or any member who is unable to attend a meeting in person but still wishes to participate shall be entitled to participate via teleconference, provided each director may hear and be heard by all participants. Both conventional teleconferencing and internet-based conferencing systems shall be arranged by the officers of the corporation for all meetings of the board, and instructions for participating via such teleconferencing options shall be provided with meeting notices.

(b) Regular Meetings. Regular board meetings shall be held as and when deemed advisable by the President, but in no event less than once during each Syracuse University academic semester. Notice of such meetings shall be signed by the secretary and mailed to each director via U.S. mail at the address last provided by each director as then-reflected on the corporation's roster of directors, not less than ten (10) nor more than fifty (50) days before the date of the meeting. The notice requirements of this paragraph may be waived by resolution of the board of directors.

(c) All meetings of the corporation, of the board and of all committees shall be open to all members, both General Members and Active Members, and to all duly initiated members of Sigma Chi, regardless of chapter affiliation. Only Active Members are eligible to vote. Non-members may be permitted to speak at the discretion of the president.

(d) The president may, as the president deems necessary, and the secretary shall, if so requested in writing by three (3) directors acting together, call a special meeting of the board. In such event, twenty (20) days written notice to each director, given in the manner specified in Section 6.6(b), shall be deemed sufficient.

(e) 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 any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(f) Except as may otherwise be provided in these by-laws, or in the certificate of incorporation of this corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

(g) All meetings of the board of directors shall be governed by Robert's Rules of Order, including such revisions of those rules as may from time to time be published, and except as those rules are inconsistent with these by-laws, with the certificate of incorporation of this corporation, or with applicable law.

Section 5.7. Action Without Meeting. No meeting need be held by the board to take any action required or permitted to be taken by law, provided all members of the board shall individually or collectively consent in writing to such action, and such written consent or consents is filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the certificate of incorporation or by-laws authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Section 5.8. Liability of Directors. The directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

ARTICLE SIX - OFFICERS

Section 6.1. Designation of Officers. The officers of the corporation shall be a president, one or more vice presidents (as shall be determined by the board of directors), a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 6.2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors immediately following the election of directors at the corporation's annual meeting of members as provided in Section 4.1. If, for any reason, the election of officers shall not be held at such annual membership meeting, such election shall be held as soon as may be convenient. New offices may be created and filled at any meeting of the board. Each officer shall hold office until his or her successor shall have been duly elected and shall have been qualified.

Section 6.3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the interests of the corporation would be best served. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6.4. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 6.5. President. The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president:

- (a) Shall preside at all meetings of members and of directors and shall be an ex-officio member of all committees;
- (b) Shall be empowered to select members of committees and sub-committees.
- (c) May sign, with the secretary or other officer duly authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of such instruments has been expressly delegated by the board of directors, by these by-laws, or by applicable law to some other officer or agent of the corporation;
- (d) Shall prepare an annual report to the membership on the progress of the chapter and the activities of the corporation. This report shall be delivered at the annual meeting; and
- (e) Shall perform all other duties generally incident to the office of president and such other duties as may be prescribed by the board of directors.

Section 6.6. Vice President. In the absence of the president or in the event of the president's 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 additional duties as may from time to time be assigned to him by the president or by the board of directors.

Section 6.7. Treasurer. If so required by the board of directors, the treasurer shall:

- (a) Give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board of directors may deem appropriate;
- (b) Have charge and custody of, and be responsible for, all funds and securities of the corporation;
- (c) Receive and give receipts for monies due and payable to the corporation from any source 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;
- (d) Shall produce an annual report and accounting of all monies received and spent and

provide a written copy of this report at the annual meeting for approval by the corporation; and

(d) Perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the president or by the board of directors.

Section 6.8. Secretary. The secretary shall:

(a) Keep the minutes of meetings of members and of the board of directors, in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with these by-laws or as required by law;

(c) Be custodian of the corporate records and of the seal of the corporation;

(d) Keep a membership book containing the names and addresses of all members and directors of the corporation, and with respect to any membership which has been terminated, record that fact together with the date of termination;

(e) Exhibit to any director of the corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these by-laws, the certificate of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation.

Section 6.9. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries, in general, shall perform such duties as may be assigned to them by the board of directors, the president, the treasurer, or the secretary of the corporation. If so required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors may deem appropriate.

ARTICLE SEVEN - COMMITTEES

Section 7.1. Executive Committees. By majority vote of the directors in office, the board of directors may, by resolution duly adopted, establish an Executive Committee, which shall consist of three or more officers, which committee, to the extent provided by such resolution, shall have and exercise the authority of the board of directors in the management of the corporation; provided, however, that the designation of and delegation of authority to such Executive Committee shall not relieve the board of directors, or any director individually, of any responsibility imposed on the board of directors or any individual director by these by-laws, or by law.

Section 7.2. Other Committees. Other committees, not having and exercising the managerial authority of the board of directors, may be established by resolution duly adopted by majority vote of the board of directors. Except as may be provided by resolution, members of committees shall be members of the corporation, and shall be appointed by the president. Any member may be removed by the president, whenever in the judgment of the president the interests of the corporation would be

best served by such removal.

Section 7.3. Terms of Office. Each member of a committee shall continue as such until the next annual meeting of members of the corporation and until his or her successor is appointed, unless such committee shall be sooner abolished, or unless such member be removed or cease to qualify as a member of the committee.

Section 7.4. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 7.5. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his predecessor.

Section 7.6. Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Section 7.8. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however that such rules and regulations shall be consistent with these by-laws, and provided further that regular minutes of all proceedings shall be kept.

ARTICLE EIGHT - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 8.1. Contracts. The board of directors may, by resolution duly adopted, 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 to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 8.2. Gifts and Contributions. The board of directors or an executive committee may:

(a) Accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and special charitable purposes of the corporation, on such terms as the board or committee shall approve;

(b) Hold such funds or property in the name of the corporation or of such nominee or nominees as the board or committee may appoint;

(c) Collect and receive the income from such funds or property;

(d) Devote the principal or income from such donations to such benevolent and charitable

purposes as the board or Executive Committee may determine;

(e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the board or Executive Committee devote the principal or income from that donation according to the agreement.

Section 8.3. Deposits. All funds of the corporation 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 8.4. Checks, Drafts, Orders for Payment. 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 the board of directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer or an assistant treasurer, and countersigned by the president or a vice president of the corporation.

ARTICLE NINE - MISCELLANEOUS

Section 9.1. Books and Records. The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, board of directors, and committees, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any director or member, or the agent or attorney of either, at any reasonable time.

Section 9.2. 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.

Section 9.3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Not-for-Profit Corporation Law of New York or under the provisions of the certificate of incorporation or the by-laws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TEN - AMENDMENTS

Section 10.1. Power of Members to Amend By-Laws. The by-laws of this corporation may be amended, repealed, supplemented, or replaced by new by-laws by the vote or written assent of a majority of a quorum of members present, either personally or by proxy, at a duly called meeting of members

Section 10.2. Power of Directors to Amend By-Laws. In addition to the members' power provided in Section 11.1, and subject to any limitations of the certificate of incorporation, these by-laws, and the Not-for-Profit Corporation Law of New York, concerning corporate action that must be authorized or approved by the members of the corporation, the by-laws of this corporation may also be amended, repealed, supplemented, or replaced by new by-laws by a resolution of the board of directors approved at two consecutive board meetings and passed by a two-thirds majority vote.

Adopted by action of the Incorporators on October 5, 201~~3~~
Adopted by the Board of Directors [or Membership] at its meeting on October 5, 201~~3~~