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THE CONSTITUTION OF DELTA UPSILON FRATERNITY

ARTICLE I. THE FRATERNITY

Section 1: The Name

This society, founded at Williams College in 1834 and incorporated in 1909 in New York State as a not-for-profit corporation, shall be called the Delta Upsilon Fraternity.

Section 2: The Founding Principles

The principles of the Fraternity shall be:

The Promotion of Friendship
The Development of Character
The Diffusion of Liberal Culture
The Advancement of Justice

Section 3: A Non-Secret Fraternity

The Fraternity shall be non-secret.

Section 4: The Purpose

The purpose of the Fraternity shall be to establish and promote Undergraduate Chapters to enhance the development and education of Undergraduate Members.

Section 5: The General Powers

The Fraternity shall have full power and authority to do all acts that are in furtherance of its purpose, including conducting business and acting for the common good of the Fraternity, its members and in fulfillment of its Founding Principles. Specifically, but not by way of limitation, the Fraternity shall have full power and authority to collect, receive, hold and disburse funds for the general purposes of the Fraternity and to collect, receive, hold and disburse funds and property for the benefit of any Undergraduate Chapter, Colony or Alumni Chapter.

Section 6: The Laws

The Laws of the Fraternity shall consist of the Fraternity's Constitution and By-Laws, and all amendments thereto, adopted into law by the Convention and the Assembly of Trustees and the Fraternity's Policies and Procedures adopted and published by the Board of Directors. To the extent that any provisions of the Fraternity's By-Laws or the Fraternity's Policies are inconsistent with any provisions of the Fraternity's Constitution, the provisions of the Constitution shall control. To the extent that any provisions of the Fraternity's Policies are inconsistent with any provisions of the Fraternity's By-Laws, the provisions of the By-Laws shall control.

ARTICLE II. THE MEMBERS

Section 1: Membership by Initiation

The Fraternity shall consist of all Members duly initiated by taking the Oath of Initiation in accordance with the Fraternity's Ritual. All Members so initiated shall share equally the rights and responsibilities of Membership in the Fraternity.

Section 2: The Undergraduate Members

(a) Any male undergraduate enrolled in a college or university at which an Undergraduate Chapter of the Fraternity is chartered, who is in good standing with the college or university and who has been elected to Membership in the Fraternity by the Members of that Undergraduate Chapter, may be initiated by taking the Oath of Initiation in accordance with the Fraternity's Ritual. Such Member shall be an Undergraduate Member of the Fraternity.

(b) Any member of a Colony of the Fraternity who is a male undergraduate enrolled in the college or university at which the Colony is located, who is in good standing with that college or university and who has been elected to Membership in the Fraternity by an installation committee in connection with the installation of the Colony as an Undergraduate Chapter of the Fraternity, may be initiated by taking the Oath of Initiation in accordance with the Fraternity's Ritual. Such Member shall be an Undergraduate Member of the Fraternity.

(c) Any Member who is enrolled in a graduate or professional program at a college or university at which an Undergraduate Chapter of the Fraternity is chartered, who has been elected to affiliate with that Chapter by its Undergraduate Members, shall remain an Undergraduate Member of the Fraternity until he graduates or withdraws from the graduate or professional program.

Section 3: The Alumni Members

(a) Any Member who graduates or withdraws from the college or university at which is located the Undergraduate Chapter of the Fraternity at which he was initiated or with which he has affiliated as an Undergraduate Member, or who has been declared to be an Alumni Member by a reorganization committee in connection with a reorganization of an Undergraduate Chapter, shall be an Alumni Member of the Fraternity.

(b) Any male person who had been a member of a Colony and who has been elected to Membership in the Fraternity by an installation committee in connection with the installation of the Colony as an Undergraduate Chapter of the Fraternity, may be initiated by taking the Oath of Initiation in accordance with the Fraternity's Ritual. Such Member shall be an Alumni Member of the Fraternity.

(c) Any male person who has distinguished himself as a civic, cultural, educational, religious, business or professional leader, who has provided or may provide valuable contributions to any Undergraduate Chapter, Colony, Alumni Chapter or the Fraternity and who has been elected to Membership in the Fraternity by the Members of an Undergraduate or Alumni Chapter or the Board of Directors, may be initiated by taking the Oath of Initiation in accordance with the Fraternity's Ritual. Such Member shall be an Alumni Member of the Fraternity. The International Fraternity Headquarters shall maintain a Roll Book for all Members taking the Oath of Initiation in accordance with the Fraternity's ritual and who otherwise have no chapter affiliation.

Section 4: The Associate Members

Any male undergraduate enrolled in a college or university at which an Undergraduate Chapter of the Fraternity is chartered or a Colony of the Fraternity is established, who is in good standing with that college or university, may be invited by the Members of that Undergraduate Chapter, the members of that Colony or by an organizing committee in the establishment of a new Colony, to pledge to Membership in the Fraternity. Anyone so pledged shall be an Associate Member, but shall not be a Member of the Fraternity nor have the rights of Membership in the Fraternity until he is initiated by taking the Oath of Initiation in accordance with the Fraternity's Ritual.

Section 5: Not a member of Any Other Society or Fraternity

No Member of the Fraternity shall also belong to any society, membership in which shall be inconsistent with the principles of the Fraternity, nor shall any Member also belong to any other fraternity, except honorary or professional fraternities.

Section 6: Suspension From Membership

For cause, an Undergraduate or Alumni Chapter or the Board of Directors, by a vote of a majority of the Members of that Undergraduate or Alumni Chapter present at a meeting of that Chapter or the Directors present at a meeting of the Board, in accordance with the procedures provided in the Fraternity's By-Laws, may temporarily suspend a Member from Membership in the Fraternity for a period not to exceed three years. An Undergraduate Chapter may suspend only an Undergraduate Member of that Chapter, and an Alumni Chapter may suspend only an Alumni Member of that Chapter, except as provided below. A Member suspended from Membership in the Fraternity by his Chapter or the Board of Directors may appeal such suspension to the next Assembly of Trustees, whose decision shall be final. Where necessary to remove any threat to life, safety or well-being of the members, or if there is an obvious breach of member responsibilities or Fraternity principles, which harms the Fraternity or otherwise compromises the integrity of its operations, suspension from membership of an individual must be agreed to by two of the following: the Fraternity's Executive Director, the Fraternity's Chairman of the Board of Directors, or the Fraternity's President. A member so suspended may appeal in accordance with the Bylaws.

Section 7: Expulsion From Membership

For cause, an Undergraduate or Alumni Chapter or the Board of Directors, by a vote of two-thirds of the Members of that Undergraduate or Alumni Chapter present at a meeting of that Chapter or the Directors present at a meeting of the Board, in accordance with the procedures provided in the Fraternity's By-Laws, may permanently expel a Member from Membership in the Fraternity. An Undergraduate Chapter may expel only an Undergraduate Member of that Chapter. An Alumni Chapter may expel only an Alumni Member of that Chapter. A Member expelled from Membership in the Fraternity by his Chapter or the Board of Directors may appeal such expulsion to the next Assembly of Trustees, whose decision shall be final.

Section 8: Resignation From Membership

A Member of the Fraternity may resign his Membership in the Fraternity by sending a notice of his resignation to the Secretary of the Fraternity and to his Undergraduate or Alumni Chapters.

ARTICLE III. THE UNDERGRADUATE CHAPTERS, THE COLONIES AND THE ALUMNI CHAPTERS

Section 1: The Organization of the Fraternity

The Fraternity shall be organized into Undergraduate Chapters chartered by the Fraternity, Colonies established by the Fraternity and Alumni Chapters formed to support each Undergraduate Chapter or Colony and the Fraternity.

Section 2: The Undergraduate Chapters

Each Undergraduate Chapter chartered by the Fraternity shall be established to enhance the development and education of its Undergraduate Members. An Undergraduate Chapter shall consist of all Undergraduate Members of the Fraternity initiated and Associate Members pledged at that Chapter and any other Member of the Fraternity who is enrolled in the college or university at which that Undergraduate Chapter is chartered, who is in good standing with the college or university and who has been elected to affiliate with that Chapter by its Undergraduate Members. Every Undergraduate Member shall share equally the rights and responsibilities of his Chapter.

Section 3: The Colonies

Each Colony shall be established with the intent to become an Undergraduate Chapter of the Fraternity and to enhance the development and education of its members. A Colony shall consist of all Associate Members pledged at that Colony and any Member of the Fraternity or member of another Colony who is enrolled in the

college or university at which that Colony is established, who is in good standing with the college or university, and who has been elected to affiliate with that Colony by its members or by an organizing committee in the establishment of a new Colony. Every member of the Colony shall share equally the rights and responsibilities of the Colony.

Section 4: The Alumni Chapters

Each Undergraduate Chapter chartered by the Fraternity or Colony established by the Fraternity shall have an Alumni Chapter formed to advise, counsel, support and encourage the Undergraduate Chapter or Colony in its several operations and activities or to assist in the organization or the reorganization of such Undergraduate Chapter or Colony. An Alumni Chapter shall consist of all Alumni Members of the Fraternity initiated at the related Undergraduate Chapter or that Alumni Chapter or any other Alumni Member of the Fraternity who has been elected to affiliate with that Alumni Chapter by its Alumni Members. Every Alumni Member shall share equally the rights and responsibilities of his Chapter.

Section 5: The Undergraduate Chapters' Authority

(a) Except as otherwise provided in the Fraternity's Laws, each Undergraduate Chapter (i) shall have full power and authority to do all acts that are in furtherance of its purposes; (ii) may adopt such by-laws and such organizational requirements and may undertake such operations as it deems appropriate, subject to certain minimum organizational requirements provided in the Fraternity's By-Laws; and (iii) shall have exclusive control over its separate assets and funds and the uses and disposition of such assets and funds, subject to the supervision and direction of the related Alumni Chapter, except that the Chapter's membership and financial records shall be the property of the Fraternity.

(b) Notwithstanding subsection (a), the Board of Directors may establish insurance and loss prevention programs and policies, require Undergraduate Chapters to fully comply, and levy assessments to fund such programs and policies as provided by the Fraternity's By-Laws.

(c) Notwithstanding subsection (a), the Board of Directors may establish minimum standards for Undergraduate Chapters and may specify, in the Fraternity's Policies, further causes for which the Board may institute a reorganization of a Chapter, or seek to suspend or revoke a Chapter's charter and operations.

Section 6: The Colonies' Authority

(a) Colonies shall be under the supervision, direction and control of the Fraternity's professional staff, which shall have full power and authority to supervise, direct and control any and all operations of the Colony until it is installed as an Undergraduate Chapter.

(b) The Board of Directors may establish insurance and loss prevention programs and policies, require Colonies to fully comply, and levy assessments to fund such programs and policies as provided by the Fraternity's By-Laws.

Section 7: The Alumni Chapters' Functions and Authority

(a) The Alumni Chapter's functions shall be to: (i) provide counselors to advise and assist the officers and Undergraduate Members of the related Undergraduate Chapter or members of the related Colony; (ii) furnish competent and qualified corporate officers to serve a corporation, which shall own or lease and exclusively manage any real or personal property for the use and benefit of the related Undergraduate Chapter or Colony; and (iii) solicit, promote and encourage alumni interest in and support for the related Undergraduate Chapter or Colony and the Fraternity as a whole.

(b) Except as otherwise provided in the Fraternity's Laws, each Alumni Chapter (i) shall have full power and authority to do all acts that are in furtherance of its purposes; (ii) may adopt such by-laws and such organizational structure and requirements and may undertake such operations as it deems appropriate; (iii) shall have exclusive control over its separate property and funds and the uses and disposition of such property and funds, except that the Chapter's membership and financial records shall be the property of the Fraternity; and, (iv) such other duties such as reporting to the Board of Directors on the status of the related Undergraduate Chapter and Alumni Chapter and the collecting and remitting of fees, as the Board may establish in the Fraternity's Policies.

Section 8: Establishment of a Colony

The Board of Directors, by a vote of the majority of Directors, may establish and organize a local group at any college or university as a Colony of the Fraternity. The Board of Directors, by a vote of the majority of the Directors, may recognize a petitioning group at any college or university seeking to affiliate as a Colony of the Fraternity. The Board of Directors shall appoint a committee to organize the Colony. The organizing committee shall have authority to pledge Associate Members and to establish the initial organizational requirements for the Colony.

Section 9: Chartering of an Undergraduate Chapter

The Board of Directors, by a vote of two-thirds of the Directors, may grant a charter to and authorize the installation of an Undergraduate Chapter of the Fraternity located at any college or university that meets the minimum requirements for such charter as provided in the Fraternity's By-Laws and Fraternity's Policies. The Board of Directors shall appoint a committee to install the Chapter. In connection with the installation of an Undergraduate Chapter of the Fraternity, the installation committee may initiate as a Member of the Fraternity any member of that Colony or any male person who had been a member of that Colony.

Section 10: Reorganization of an Undergraduate Chapter

For cause, the Board of Directors, by vote of a majority of the Directors, in accordance with the procedures provided in the Fraternity's By-Laws, may institute a reorganization of any Undergraduate Chapter. The Board of Directors shall appoint a committee which may or may not include Alumni Members of the related Alumni Chapter to undertake such reorganization. The reorganization committee shall have full power and authority to direct and manage any or all of the operations of the Undergraduate Chapter. In connection with the reorganization of any Undergraduate Chapter, the reorganization committee may declare any Undergraduate Member of that Chapter to be an Alumni Member.

Section 11: Suspension of an Undergraduate Chapter

For cause, the Board of Directors, by vote of two-thirds of the Directors, in accordance with the procedures provided in the Fraternity's By-Laws, may suspend the charter and any or all of the operations of any Undergraduate Chapter of the Fraternity. Any Member of that Undergraduate Chapter, or Alumni Member may appeal such suspension to the next Assembly of Trustees, whose decision shall be final. Where necessary because of any threat to life, safety or well-being of the members, or if there is an obvious breach of member responsibilities or Fraternity principles, which harms the Fraternity or otherwise compromises the integrity of its operations, emergency suspension of an Undergraduate Chapter must be agreed to by two of the following: the Fraternity's Executive

Director, the Fraternity's Chairman of the Board of Directors, or the Fraternity's President. A Chapter so suspended may appeal in accordance with the Bylaws.

Section 12: Revocation of an Undergraduate Chapter

For cause, the Board of Directors, by vote of two-thirds of the Directors, in accordance with the procedures provided in the Fraternity's By-Laws, may revoke the charter and dissolve the operations of any Undergraduate Chapter of the Fraternity. Any Member of that Undergraduate Chapter, member of that Colony or Alumni Member of the related Alumni Chapter may appeal such revocation of the charter to the next Assembly of Trustees, whose decision shall be final.

Section 13: The Provinces

The Undergraduate Chapters and Colonies shall be further organized into Provinces to facilitate and enhance the administration of services by the Fraternity to the Undergraduate Chapters and Colonies. The Board of Directors may designate such Provinces and the Undergraduate Chapters and Colonies to be located in such Provinces.

Section 14: The Alumni Clubs

The Board of Directors may provide for the establishment of Alumni Clubs for the social and educational purposes of the Alumni Members of the Fraternity residing in a geographical area.

ARTICLE IV. THE CONVENTION AND THE ASSEMBLY OF TRUSTEES

Section 1: The Legislative Authority

The legislative authority of the Fraternity shall be vested jointly in the Convention and the Assembly of Trustees. They shall have full power to adopt, amend or repeal the Fraternity's Laws and to do all things necessary and proper to carry out the operations and to effect the purpose of the Fraternity. Except as otherwise provided by the Fraternity's Laws, no action shall be law until both the Convention and the Assembly of Trustees have approved it.

Section 2: The Convention

The Convention shall meet annually at such date, time and place as the Board of Directors may determine. The Convention shall consist of one Delegate from each Undergraduate Chapter that is in good standing with the Fraternity. Each Undergraduate Chapter shall select its Delegate to the Convention; provided that such delegate shall be an Undergraduate Member of the Fraternity and that Chapter.

Section 3: The Assembly of Trustees

The Assembly of Trustees shall meet annually at such date, time and place as the Board of Directors may determine. The Assembly of Trustees shall consist of one Trustee from each Alumni Chapter of a related Undergraduate Chapter that is in good standing with the Fraternity. Each Alumni Chapter shall select its Trustee to the Assembly of Trustees; provided that such Trustee shall be an Alumni Member of the Fraternity and that Alumni Chapter. In the event that any Alumni Chapter does not select a Trustee or the Trustee is unable to attend the Assembly of Trustees, the Board of Directors may appoint an Interim Trustee to represent that Alumni Chapter, who shall be an Alumni Member of the Fraternity but need not be a member of that Chapter. No Trustee or Interim Trustee may represent more than one Alumni Chapter at the same Assembly of Trustees.

Section 4: The Province Meetings

The Undergraduate Chapters and Colonies within each Province shall meet annually at such date, time and place as the Board of Directors may determine. Each Province Meeting shall consist of a delegate from each Undergraduate Chapter and Colony in that Province. Each Undergraduate Chapter or Colony shall select its delegate to the Province Meeting; provided that such delegate shall be an Undergraduate Member of that Chapter or a member of that Colony. During Province Meetings that are held in an even year the Undergraduate Chapters that are in good standing with the Fraternity and are in an even numbered Province shall elect one Undergraduate Member to the Undergraduate Advisory Board for a two-year term. During Province Meetings that fall during an odd year, The Undergraduate Chapters that are in good standing with the Fraternity and in an odd numbered Province shall elect one Undergraduate Member to the Undergraduate Advisory Board for a two year term. The Undergraduate Chapters and Colonies in that Province shall consider such other business as that Province or the Board of Directors may prescribe.

ARTICLE V. THE OFFICERS AND THE BOARD OF DIRECTORS

Section 1: The Board of Directors

The Board of Directors of the Fraternity shall be an odd number neither fewer than 9 nor more than 21 members, as fixed in the Fraternity's By-Laws. The Board of Directors shall consist of (a) each of the Officers of the Fraternity elected by the Assembly of Trustees; (b) three Undergraduate Directors, when the Directors on the Board number 15 or more, or two Undergraduate Directors, when the Directors on the Board number fewer than 15, elected annually at the Convention; and (c) the other Directors elected by the Assembly of Trustees for staggered terms of two years. The President and Treasurer shall be elected concurrently to a two-year term by the Assembly of Trustees in even-numbered years. The Chairman of the Board and the Secretary shall be elected concurrently to a two-year term by the Assembly of Trustees in odd-numbered years. Any Director who has served on the Board for six or more immediately preceding consecutive years shall not be eligible for renomination to the Board, provided however that time served or to be served as President, Chairman, Secretary or Treasurer shall not be taken into consideration in such limitation.

Section 2: The Board of Directors' Authority

The executive and administrative authority of the Fraternity shall be vested in the Board of Directors. The Board of Directors shall manage the affairs of the Fraternity and shall report to and be under the direction and control of the Assembly of Trustees. All power and authority exercised by the Board of Directors or any Officer or Director shall be in accordance with the Fraternity's Constitution and By-Laws.

Section 3: The Officers

The Officers of the Fraternity shall be the President, the Chairman of the Board, the Secretary, and the Treasurer, each of whom shall be elected by the Assembly of Trustees. The President and Treasurer shall be elected concurrently to a two-year term in even-numbered years. The Chairman of the Board and the Secretary shall be elected concurrently to a two-year term in odd-numbered years. In addition, the Board of Directors may appoint from its number one or more Vice Presidents and a Vice Chairman of the Board.

Section 4: The President

The President shall be the Chief Rituals Officer of the Fraternity, shall appoint the Nominating Committee with the approval of the Board, as provided in the Fraternity's By-Laws, shall preside at the Assembly of Trustees, shall make an annual report to the Convention and the Assembly of Trustees as to the state of the Fraternity, and shall perform such other duties as the Assembly of Trustees or the Board of Directors may require.

Section 5: The Chairman of the Board

The Chairman of the Board shall be the Chief Executive Officer of the Fraternity, shall preside at all meetings of the Board of Directors, shall appoint all committees of the Board of Directors, with the approval of the Board, and shall perform such other duties as the Assembly of Trustees or the Board of Directors may require.

Section 6: The Secretary

The Secretary shall be the Chief Recording Officer of the Fraternity, shall keep the records of the Fraternity and the minutes of the Assembly of Trustees, and meetings of the Board of Directors, shall attest to all contracts executed by a duly authorized officer of the Fraternity and affix the seal of the Fraternity when so required, and shall perform such other duties as the Assembly of Trustees or the Board of Directors may require.

Section 7: The Treasurer

The Treasurer shall be the Chief Financial Officer of the Fraternity, shall collect, receive and have the care and custody of all moneys and securities of the Fraternity, shall have responsibility, under the direction of the Board of Directors, for managing the financial affairs of the Fraternity in accordance with the Fraternity's Laws, shall make an annual report to the Convention and the Assembly of Trustees as to the financial condition of the Fraternity, and shall perform such other duties as the Assembly of Trustees or the Board of Directors may require.

Section 8: The Vice Presidents

If the Board of Directors should appoint one, the Vice Presidents, during the absence or disability of the President and in the order of precedence established by the Board of Directors, shall perform the duties of the President and shall perform such other duties as the President or the Board of Directors may require.

Section 9: The Vice Chairman of the Board

If the Board of Directors should appoint one, the Vice Chairman of the Board, during the absence or disability of the Chairman of the Board, shall perform the duties of the Chairman of the Board and shall perform such other duties as the Chairman of the Board or the Board of Directors may require.

Section 10: Succession of Officers and Directors

In the event of a vacancy in the office of any elected Officer or Director, the Board of Directors, by a majority vote of the Directors present at a meeting of the Board, may fill such vacancy until the next Assembly of Trustees at which an election shall be held to fill the unexpired term of such office.

Section 11: Removal of Officers or Directors

For cause, the Assembly of Trustees or the Board of Directors, by a two-thirds vote of the Trustees present at the Assembly of Trustees or the Directors present at a meeting of the Board, may remove from office any elected Officer or Director.

Section 12: The Undergraduate Advisory Board

The Undergraduate Advisory Board shall meet at a date, time and place as the Board of Directors may determine. The Undergraduate Advisory Board shall consist of one Undergraduate Member from each Province elected annually by the Undergraduate Chapters in that Province and one Undergraduate Member from the Canadian Conference elected annually by the Undergraduate Chapters in Canada; provided that no Member of the same Chapter as the Undergraduate Advisory Board member elected by the Canadian Conference may also serve as the Undergraduate Advisory Board member elected by any Province during the same term. The Undergraduate Advisory Board shall advise the Board of Directors on matters of importance to the Undergraduate Members and the Undergraduate Chapters and Colonies, shall elect from its members the Undergraduate Directors, shall elect from its members the officers of the Convention, and shall approve concurrently with the Board of Directors the amount of

any fees, dues and assessments.

Section 13: The Executive Director

The Board of Directors shall select the Executive Director who shall serve at the will of the Board. The Executive Director shall be the Chief Operating Officer of the Fraternity, shall be a full-time employee of the Fraternity, shall organize, train and manage the Fraternity's professional and permanent staff, shall manage the day-to-day operations of the Fraternity, shall carry out the policies and directives of the Board of Directors and shall perform such other duties as the Assembly of Trustees or the Board of Directors may require

Section 14: The Chaplain

The chairman of the Board, with the approval of the Board of Directors, may appoint a volunteer alumni member to serve as the Chaplain of the Fraternity. The Chaplain shall be responsible for the spiritual care and counseling of the Fraternity and shall perform such other duties as the Assembly of Trustees or the Board of Directors may require.

Section 15: The Province Governor

The Chairman of the Board, with the approval of the Board of Directors, shall appoint for each Province at least one volunteer Alumni Member to serve at the pleasure of the Chairman as Province Governor for a term of two years. Appointments shall occur in even-numbered years for even-numbered provinces and in odd-numbered years for odd-numbered provinces. Province Governors shall solicit, promote and encourage alumni interest in and support for Undergraduate Chapters, Colonies and Alumni Chapters and the Fraternity as a whole. Province Governors shall report to the Board of Directors on the status of Undergraduate Chapters, Colonies and Alumni Chapters in their Province, and such other duties as the Board of Directors may assign.

Section 16: The Board of Province Governors

The Board of Province Governors shall consist of at least one Province Governor from each province. The Board of Province Governors shall meet at a date, time and place as the Board of Directors may determine. The Board of Province Governors shall advise the Board of Directors on matters of importance to the Provinces.

ARTICLE VI. THE FINANCES

Section 1: The Funds

The funds of the Fraternity shall be obtained by means of fees, dues and assessments to Undergraduate Chapters and Colonies, as provided for in the Fraternity's By-Laws, and placed in the Fraternity's Operating Fund, except for the Loss Prevention Fees which shall be placed in the Fraternity's Loss Prevention Fund and used to fund the Fraternity's loss prevention and insurance programs. All fees, dues and assessments shall be collected by the Treasurer of the Fraternity. The amount of such fees, dues and assessments shall be established concurrently by the Board of Directors and the Undergraduate Advisory Board and published in the Fraternity's Policies.

Section 2: Annual Financial Reporting

The Treasurer of the Fraternity shall submit to the Convention and the Assembly of Trustees an annual report on the financial condition of the Fraternity. Such report shall include the appropriate financial statements, including but not limited to, the statement of revenues and expenses, the statement of fund balance, the statement of changes in fund balance, and other appropriate financial statements. The Treasurer's report to the Convention and the Assembly of Trustees may include preliminary unaudited year-end financial statements. The complete annual

report on the financial condition of the Fraternity, including the appropriate financial statements and the report of a Certified Public Accountant who has audited the Fraternity's financial statements, shall be published in the Delta Upsilon Quarterly.

Section 3: Annual Audit

The Board of Directors or a committee of the Board, which shall not include the Treasurer of the Fraternity, shall arrange for the Fraternity's financial statements to be audited annually at the end of the fiscal year by an independent Certified Public Accountant who shall issue a report to the Board regarding the Fraternity's financial statements.

Section 4: Fidelity Bond

Each of the elected Officers and Directors of the Fraternity, as well as each of the Fraternity's professional and permanent staff, shall be insured under a blanket fidelity bond at the Fraternity's expense.

ARTICLE VII. AMENDMENTS

Section 1: Authority and Notice of Amendments

This Constitution may be amended by two-thirds vote of the Delegates present at the Convention and the Trustees present at the Assembly of Trustees; provided that, at least 60 days prior to either such vote, notice of any proposed amendments shall have been provided to each Undergraduate and Alumni Chapter.

THE BY-LAWS OF DELTA UPSILON FRATERNITY

ARTICLE I. THE FRATERNITY'S INSIGNIA AND HERALDRY

Section 1: The Ritual and Oath of Initiation

The Board of Directors or a Ritual Committee appointed by the Board shall establish and publish the Fraternity's Ritual of Initiation and other rituals. The Ritual of Initiation shall include the Oath of Initiation as follows:

I, of my own free will and accord, in the presence of God and of these witnesses, do hereby solemnly declare that the principles of this Fraternity as they have been explained to me accord entirely with my own views; and I solemnly promise that as a member of this Fraternity I will faithfully adhere to those principles endeavoring in every way to perfect myself morally, intellectually and socially, and endeavoring also to act toward others according to that high standard of conduct required by the Fraternity.

I solemnly promise that I will be loyal to the Delta Upsilon Fraternity and to this chapter, abiding by their rules, discharging my obligations to them faithfully and using all honorable means to promote their interests.

I solemnly promise that I will share with my brothers the duties of my chapter; that I will uphold and encourage them in all that is honorable and right; that I will ever extend to each brother the right hand of sympathy; and that at all times and in all circumstances I will endeavor to cultivate those sentiments which should ever exist between brothers.

All this I solemnly promise upon my honor, without any equivocation, mental reservation, or secret evasion of mind whatsoever.

Section 2: The Seal

The Seal of the Fraternity shall be as follows: within a circular band bearing the words "Delta Upsilon Fraternity 1834-1909," a shield bearing on a balance scale proper on chief azure seven mullets of the first, four and three.

Section 3: The Coat of Arms

The coat-of-arms of the Fraternity shall be as follows:

DELTA UPSILON beareth; or a balanced scale proper on chief azure seven mullets of the first, four and three. Crest, on a knight's helmet with visor raised, the badge of the Fraternity all proper. Motto, the words ΔΙΚΑΙΑ ΥΠΟΘΗΚΗ. Supporters, the bannerets of the arms of the Convention and the Assembly of Trustees.

The CONVENTION beareth; or an oak tree rooted, branched and leaved proper on a chief azure five linked rings of the first in fesse.

The ASSEMBLY beareth; azure a chevron between five coronets or, two, one and two.

The arms of the Fraternity shall be uniform throughout the Chapters.

Section 4: The Colors

The colors of the Fraternity shall be Old Gold and Sapphire Blue.

Section 5: The Badge

The badge of the Fraternity shall be a monogram of the letters Delta and Upsilon overlapping, and shall bear upon the arms of Upsilon in Greek letters the motto Δικαία Υποθήκη. The badge shall not be worn by any person other than a duly initiated Member of the Fraternity, or the mother, wife, or fiancée of such a Member.

Section 6: The Recognition Pin

The recognition pin of the Fraternity shall be a miniature of the badge. The recognition pin shall not be worn by any person other than a duly initiated Member of the Fraternity or the mother, wife or fiancé of such member.

Section 7: The Flag

The flag of the Fraternity shall be in the following proportions: length of fly, 30 parts, length of hoist, 20 parts, end stripes each 9 parts wide and Sapphire Blue in color, middle stripe 12 parts wide and Old Gold in color. Upon the middle stripe there shall be the monogram of the letters Delta and Upsilon 10 parts high and 9 parts wide and Sapphire Blue in color.

Section 8: Other Insignia

The Board of Directors may authorize and approve other official insignia of the Fraternity and may proscribe limitations on its uses and displays.

Section 9: Founders' Day

The fourth day of November shall be known as Founders' Day and should be appropriately commemorated by the Undergraduate Chapters and Colonies and the Alumni Chapters.

Section 10: The Delta Upsilon Quarterly

The Fraternity shall publish and distribute a magazine for and about the Fraternity, the Members, the Undergraduate Chapters, Colonies and Alumni Chapters, and matters of importance to each of them. The magazine shall be called the Delta Upsilon Quarterly.

ARTICLE II. THE MEMBERS

Section 1: Member's Responsibilities

Each Undergraduate, Alumni and Associate Member of the Fraternity shall:

- (a) Uphold and abide by the Oath of Initiation and Founding Principles of the Fraternity, to preserve and promote by all honorable means the interests and good name of the Fraternity, its Members and its Chapters;
- (b) Uphold and abide by the Fraternity's Laws and the rules and regulations of his Chapter and discharge his obligations to the Fraternity, other Members and his Chapter faithfully and share in the duties of the Fraternity and his Chapter, including all financial obligations to the Fraternity or his Chapter; and
- (c) Abide by applicable federal, state, provincial and local laws, ordinances, rules and regulations.

To the extent not inconsistent with the Fraternity's Laws, the Board of Directors may specify, in the Fraternity's Policies, further Member's responsibilities and the causes for which a Member may be suspended or expelled from Membership in the Fraternity.

Section 2: Non-discrimination

In any membership decision, including recruitment, pledging, suspension, expulsion, or electing one to Membership in the Fraternity, a Member, Associate Member, Undergraduate Chapter, Colony, Alumni Chapter or the Board of Directors may not discriminate against any person on the basis of his race, color, ethnicity, age, religion, sexual orientation, national origin, citizenship or physical disability.

Section 3: Anti-hazing

No Member, Associate Member, Undergraduate Chapter, Colony or Alumni Chapter may haze or cause another person to haze another Member, Associate Member or person. "Hazing" includes, but is not limited to, taking any action or creating any situation that produces in another person mental or physical discomfort, embarrassment, harassment or ridicule.

Section 4: Procedures for Suspension or Expulsion From Membership

(a) No Member may be suspended or expelled from Membership in the Fraternity except upon written or electronic notice of the cause and an opportunity to be heard.

(b) The Undergraduate or Alumni Chapter or the Board of Directors, whichever is to consider the matter, shall provide the Member notice setting forth a statement of the alleged cause, the possibility that he may be suspended or expelled, the date, time and place at which the Undergraduate or Alumni Chapter or the Board of Directors shall meet for a hearing on the matter and a statement of the rights and procedures to which the Member is entitled at such hearing. The Undergraduate Executive Board or Alumni Chapter, or the International Fraternity shall cause the notice to be delivered to the Member at least 14 days prior to the scheduled hearing, except in the event of an emergency suspension.

(c) The Undergraduate or Alumni Chapter or the Board of Directors may appoint a committee to present the alleged cause at the hearing. The Member shall be entitled to the aid and assistance of any other Member to respond to the alleged cause. The Member shall be entitled to present such witnesses or other evidence as he feels appropriate and necessary to respond to the alleged cause. Should the Member fail to appear at the hearing as set forth in the written notice, the alleged cause shall be deemed admitted and conclusively established. During the course of the hearing and at all times, the Undergraduate or Alumni Chapter or the Board of Directors shall extend to the Member every assistance to establish the truth or to present any mitigating circumstances.

(d) At the conclusion of the hearing the Undergraduate or Alumni Chapter or the Board of Directors shall vote first upon the alleged cause and, if found to be established, then upon whether to suspend or expel the Member from Membership in the Fraternity. If a Member is suspended or expelled, a statement setting forth the cause found to be established, the vote, and whether the Member was suspended or expelled, shall be submitted. An appropriate officer of the Undergraduate or Alumni Chapter shall provide to the International Fraternity Headquarters a statement setting forth the cause found to be established, the vote and whether the Member was suspended or expelled. The Member shall be suspended or expelled from Membership in the Fraternity effective immediately. A suspended or expelled Member's rights in the Fraternity shall not be reinstated unless and until the period of suspension expires or the Assembly of Trustees reverses the suspension or expulsion and reinstates the Member. The Board of Directors may vote electronically or telephonically so long as such vote is ratified at the next regularly scheduled meeting of the Board of Directors.

(e) Within 30 days of the vote of the Undergraduate or Alumni Chapter or the Board of Directors, the

Member may appeal the decision by sending a notice of appeal to the International Fraternity Headquarters setting forth a brief statement of any substantive or procedural reason why he should not be suspended or expelled. The appeal shall be heard at the next Assembly of Trustees. The Undergraduate or Alumni Chapter or Board of Directors and the suspended or expelled Member each may appear and may make a statement. The Assembly of Trustees, by majority vote, may affirm, reverse or modify the order of suspension or expulsion and to reinstate the Member. The International Fraternity Headquarters, at the direction of the Assembly of Trustees, shall provide notice of the decision of the Assembly of Trustees to the suspended or expelled Member and to his Chapter.

ARTICLE III. THE UNDERGRADUATE CHAPTERS, THE COLONIES AND THE ALUMNI CHAPTERS

Section 1: Undergraduate Chapters in Good Standing

Each Undergraduate Chapter chartered by the Fraternity shall be in good standing with the Fraternity, except during any period in which: (a) the Chapter is in reorganization under the direction of a reorganization committee; (b) the Chapter's charter and any or all of its operations are suspended by the Board of Directors; (c) the Chapter's charter is revoked and its operations dissolved by the Board of Directors; or (d) the Chapter is 90 days or more late in paying any fees, dues, or assessments due to the Fraternity.

Section 2: Minimum Organizational Requirements for Undergraduate Chapters

(a) The Officers of an Undergraduate Chapter shall include, but not be limited to: 1. President; 2. Vice President-Member Education; 3. Vice President-Loss Prevention; 4. Vice President-External Relations; 5. Vice President-Recruitment; 6. Vice President-Academic Excellence; 7. Vice President-Finance; and 8. Vice President-Administration. No person shall be elected as an officer of a Chapter who is not an Undergraduate Member in good standing at the college or university where the Chapter is located. If an officer of a Chapter shall cease to be qualified, his term shall terminate immediately and his office shall become vacant.

(b) The President of the Undergraduate Chapter shall preside at all meetings of the Chapter, shall ensure that the Chapter and each of the Undergraduate and Associate Members observe and uphold the Fraternity's purposes and the Founding Principles, and shall perform such other duties as may be prescribed by the Fraternity's Laws or the Chapter.

(c) The Vice President-Member Education shall coordinate the Chapter's pledge education and Member education programs and such other activities that educate Members about and promote the Fraternity's purposes and the Founding Principles and shall perform such other duties as may be prescribed by the Fraternity's Laws or the Chapter.

(d) The Vice President-Loss Prevention shall ensure that the Chapter and each of the Undergraduate and Associate Members complies with the Fraternity's Loss Prevention programs, shall educate Members about such programs and shall perform such other duties as may be prescribed by the Fraternity's Laws or the Chapter.

(e) The Vice President External Relations shall plan, direct and coordinate the Chapter's public relations program, including, but not limited to, relations with the college or university at which the Chapter is located, the community, the Chapter's Alumni Members, other fraternities, other Undergraduate Chapters of the Fraternity, and parents, shall plan direct and coordinate the Chapter's philanthropy programs and community service projects, and shall perform such other duties as may be prescribed by the Fraternity's Laws or the Chapter.

(f) The Vice President Recruitment shall plan, direct and coordinate the Chapter's rushing, recruiting and pledging of new Associate Members and shall perform such other duties as may be prescribed by the Fraternity's Laws or the Chapter.

(g) The Vice President Academic Excellence shall plan, direct and coordinate the Chapter's scholarship programs and shall perform such other duties as may be prescribed by the Fraternity's Laws or the

Chapter.

(h) The Vice President-Finance shall manage and maintain the Chapter's financial affairs, subject to the supervision and under the direction of the Alumni Chapter, and shall perform such other duties as may be prescribed by the Fraternity's Laws or the Chapter. The Treasurer shall be elected by the Undergraduate Members of the Chapter for a term of not less than one year, subject to the approval of and removal by the Alumni Chapter.

(i) The Vice President-Administration shall keep all Chapter records, shall keep written minutes of all Chapter meetings, and shall perform such other duties as may be prescribed by the Fraternity's Laws or the Chapter.

(j) To the extent any Undergraduate Chapter seeks to deviate from the minimum organizational requirements set forth in this section, the Chapter may petition in writing to the Board of Directors for specific approval of a proposed alternative organizational structure.

Section 3: Emergency Suspension of a Chapter or Member

When in the best interests of the Fraternity or others, and consistent with the Constitution, an Undergraduate Chapter or Member may be temporarily suspended without a hearing pending an investigation if agreed to by two of the following: the Fraternity's Executive Director, the Fraternity's Chairman of the Board of Directors, or the Fraternity's President. The suspension shall be no longer than 60 days.

Section 4: Procedures for Reorganization of an Undergraduate Chapter

If the Board of Directors institutes a reorganization of an Undergraduate Chapter, the Secretary of the Fraternity, at the direction of the Board, shall provide written notice to the Undergraduate Chapter and the related Alumni Chapter that a reorganization is underway, the purpose or reason for the reorganization and the members of the reorganization committee. The reorganization committee shall have full power and authority to direct and manage any or all of the operations of the Chapter. In the course of a reorganization, the reorganization committee may interview each of the Undergraduate Members and Associate Members of such Chapter who wish to participate in the reorganization. Based on those interviews, the reorganization committee may declare any Undergraduate Member to be an Alumni Member or any Associate Member to be no longer affiliated with that Chapter. Upon completion of the reorganization, the Board of Directors, on its own recommendation or the recommendation of the reorganization committee, shall declare the reorganization completed and return the Chapter's authority to the Undergraduate Members.

Section 5: Procedures for Suspension or Revocation of an Undergraduate Chapter

(a) The Board of Directors shall not suspend or revoke an Undergraduate Chapter's charter, or any Chapter's operations, except upon notice of the cause and an opportunity to be heard.

(b) The Fraternity Headquarters shall provide the Undergraduate Chapter notice setting forth a statement of the alleged cause, the possibility that the Chapter's charter and operations may be suspended or revoked, the date, time and place at which the Board of Directors shall meet to hear the matter and a statement of the rights and procedures to which the Chapter is entitled at such hearing. The Fraternity Headquarters, at the direction of the Board, shall cause the notice to be delivered to the Undergraduate Chapter at least 14 days prior to the hearing.

(c) The Board of Directors may appoint a committee to present the alleged cause at the hearing. The Undergraduate Chapter and the related Alumni Chapter may appear at the hearing. The Undergraduate Chapter and related Alumni Chapter shall be entitled to the aid and assistance of any Alumni Member or any other Member of the Fraternity to respond to the alleged cause. The Undergraduate Chapter or related Alumni Chapter shall be entitled to present such witnesses or other evidence as it feels appropriate and necessary to respond to the alleged cause. Should a representative of the Undergraduate Chapter or related Alumni Chapter fail to appear at the hearing as set forth in the notice, the alleged cause shall be deemed admitted and conclusively established. During the

course of the hearing and at all times, the Board of Directors shall extend to the Undergraduate Chapter and related Alumni Chapter every assistance to establish the truth or to present any mitigating circumstances.

(d) At the conclusion of the hearing, the Board of Directors shall vote first upon the alleged cause and, if found to be established, then upon whether to suspend or revoke the charter and any of the operations of the Undergraduate Chapter. If the Undergraduate Chapter suspended or revoked, the Fraternity Headquarters, at the direction of the Board, shall record in the minutes a statement setting forth the cause found to be established, the vote and whether the Chapter was suspended or revoked. The Fraternity Headquarters, upon the direction of the Board, shall provide notice of the decision to the Undergraduate Chapter and the related Alumni Chapter. Upon a decision to suspend or revoke an Undergraduate Chapter, the Chapter shall be suspended or revoked effective immediately. A suspended or revoked Chapter shall not be reinstated unless and until the period of suspension expires or the Assembly of Trustees reverses the suspension or expulsion and reinstates the Chapter.

(e) Within 30 days of the vote, the Undergraduate Chapter and the related Alumni Chapter, may appeal the decision by sending a notice of appeal to the Fraternity Headquarters, setting forth a brief statement of any substantive or procedural reason why the Chapter should not be suspended or revoked. The appeal shall be heard at the next Assembly of Trustees. Any Member of the Undergraduate Chapter or related Alumni Chapter or any member of the Board of Directors, may appear and may make a statement. The Assembly of Trustees, by a majority vote of the Trustees present, may affirm, reverse or modify the order of suspension or revocation. The Fraternity Headquarters, at the direction of the Assembly of Trustees, shall provide notice to both the Undergraduate Chapter, and the related Alumni Chapter, of the Assembly of Trustees' decision.

ARTICLE IV. THE CONVENTION AND THE ASSEMBLY OF TRUSTEES

Section 1: Notice of the Convention and the Assembly of Trustees

The Fraternity Headquarters, at the direction of the Board of Directors, shall notify each of the Undergraduate Chapters, Colonies and Alumni Chapters of the date, time and place of the regular annual sessions of the Convention and the Assembly of Trustees at least 60 days in advance. The Fraternity shall provide each Undergraduate Chapter, Colony and Alumni Chapter the agenda of legislation to be considered at the Convention and the Assembly of Trustees at least 60 days in advance. Notice may be electronic.

Section 2: The Convention Quorum and Voting

Delegates representing a majority of the Undergraduate Chapters that are in good standing with the Fraternity shall constitute a quorum of the Convention. Except as otherwise provided in the Fraternity's Constitution, all actions by the Convention shall be by a majority vote of the Delegates present at the Convention. The right of any Delegate to exercise his judgment on any matter before the Convention and to vote accordingly shall not be affected by any instructions from his Chapter nor shall he be held to answer for any deviation from any such instructions. Only Delegates present may vote at the Convention. No Undergraduate Chapter may grant its proxy to any other Undergraduate Chapter's Delegate.

Section 3: The Assembly of Trustees Quorum and Voting

Trustees representing thirty-three percent (33%) of the Alumni Chapters of related Undergraduate Chapters that are in good standing with the Fraternity shall constitute a quorum of the Assembly of Trustees. Except as otherwise provided in the Fraternity's Constitution, all actions by the Assembly of Trustees shall be by a majority vote of the Trustees present at the Assembly of Trustees. The right of any Trustee to exercise his judgment on any matter before the Assembly of Trustees and to vote accordingly shall not be affected by any instructions from the Alumni Chapter that he represents, nor shall he be held to answer for any deviation from any such instructions. Only Trustees present may vote at the Assembly of Trustees. No Alumni Chapter may grant its proxy to any other Alumni Chapter's Trustee.

Section 4: The Officers of the Convention

The officers of the Convention shall be the Chairman and the Recorder and such other officers as may be required. The Convention Chairman shall be elected by and from the Undergraduate Advisory Board, shall preside at the Convention and shall perform such other duties as may be required of such office. The Convention Recorder shall be elected by and from the Undergraduate Advisory Board, shall keep the records of the Convention and shall deliver them to the Fraternity Headquarters upon adjournment and shall perform such other duties as may be required of such office. Other officers of the Convention shall be elected by the Undergraduate Advisory Board.

Section 5: The Officers of the Assembly of Trustees

The President of the Fraternity shall preside at the Assembly of Trustees. The Secretary of the Fraternity shall keep the records of the Assembly of Trustees. Other officers of the Assembly of Trustees shall be appointed by the Board of Directors.

Section 6: Eligibility

The Delegates present at the Convention and the Trustees present at the Assembly of Trustees shall be the sole judges of the eligibility of any Delegate or any Trustee to vote on any matter brought before the Convention or the Assembly of Trustees.

Section 7: The Order of Business

The Convention and the Assembly of Trustees shall determine the rules of their proceedings and the order of business to be brought before them. Except to the extent other rules are adopted, the Convention and the Assembly of Trustees shall be governed by Robert's Rules of Order Revised.

Section 8: Resolutions

All resolutions offered at the Convention or the Assembly of Trustees shall be submitted in writing to the Convention Recorder or the Secretary of the Fraternity. The Convention Recorder shall submit to the Fraternity Headquarters all resolutions adopted by the Convention. The Secretary of the Fraternity or designee shall present all such resolutions to the next Assembly of Trustees.

Section 9: Open Sessions

The Convention and the Assembly of Trustees shall be open. Any Member of the Fraternity may attend the Convention or the Assembly of Trustees. The privileges of the floor, but not the right to vote, shall be extended to all Members on any matter brought before the Convention or the Assembly of Trustees.

Section 10: Recess, Adjournment and Recall

The Convention or the Assembly of Trustees may recess to another date and time for any purpose including awaiting action by the other body on any proposed legislation or otherwise to continue its business; provided that it shall not recess for more than three days. If the Convention or the Assembly of Trustees recesses, the Delegates or Trustees shall continue to serve. The Convention or Assembly of Trustees may adjourn sine die upon completion of its business, except that the Board of Directors may recall within three days of such adjournment either or both the Convention or the Assembly of Trustees for any purpose.

Section 11: Minutes of the Convention and the Assembly of Trustees

The Fraternity shall make available, by print or electronically, to each Undergraduate Chapter, Colony and Alumni Chapter, within 90 days, the minutes of the Convention and the Assembly of Trustees, including all resolutions adopted by both and the names of the Officers and Directors elected by the Assembly of Trustees.

Section 12: Special Sessions

Ten percent or more of the Undergraduate Chapters that are in good standing with the Fraternity or ten percent or more of the Alumni Chapters of the related Undergraduate Chapters that are in good standing with the Fraternity may require the Board of Directors to call a special session of either or both of the Convention and the Assembly of Trustees by providing the Fraternity Headquarters written demand setting forth the purpose for such special session. The Board of Directors shall call such special session within 90 days of receipt of the written demand. No business shall be considered in a special session except that which is set forth in the written demand. The Fraternity Headquarters, at the direction of the Board, shall provide written notice of the date, time and place of any special session to each of the Undergraduate Chapters, Colonies and Alumni Chapters.

Section 13: Joint Sessions

The Board of Directors may convene a joint session of the Convention and the Assembly of Trustees, if it finds it expedient, to hear Officer and committee reports or for other informational purposes. No legislation may be considered or approved in such joint session, but may only be considered and approved when the Convention and the Assembly of Trustees are in their separate sessions.

Section 14: The Leadership Institute

A Leadership Institute for officers and members of Undergraduate Chapters, Colonies and Alumni Chapters shall be held annually at such date, time and place as the Board of Directors may determine.

Section 15: The Regional Leadership Academies

The Board of Directors may provide for Regional Leadership Academies for the officers and members of Undergraduate Chapters and Colonies in one or more Provinces to be held in conjunction with Province Meetings.

ARTICLE V. THE OFFICERS AND THE BOARD OF DIRECTORS

Section 1: The Number of Directors

The Board of Directors shall be an odd number, neither fewer than nine nor more than twenty-one members, as provided by the Fraternity's Constitution. The number of Directors may be changed by amendment to these By-Laws; provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

Section 2: The Nominating Committee

(a) At least six months prior to the next Assembly of Trustees, the President of the Fraternity, with the approval of the Board of Directors, shall appoint a Nominating Committee of five members to solicit, evaluate, and nominate candidates to stand for election for the office of each elected Officer and Director. To the extent practicable, the members of the Nominating Committee shall be constituted as follows: no two members of the Nominating Committee may be from the same Alumni Chapter and related Undergraduate Chapter or Colony; at least one member of the Nominating Committee must be from each country in which the Fraternity has an Undergraduate Chapter that is in good standing with the Fraternity; at least one member of the Nominating Committee must be a past President or Chairman of the Board of the Fraternity; and at least one member of the Nominating Committee must be a president of an existing and active Alumni Chapter.

(b) In soliciting, evaluating and nominating candidates to stand for election for the office of each elected Officer or Director, the Nominating Committee should give strong consideration to Alumni Members who have had direct experience recently with an Undergraduate Chapter or Colony, have served as an officer of an Alumni Chapter, or have served as a member of the Fraternity's professional staff. The Nominating Committee should seek to nominate Alumni Members who will provide the Board of Directors the greatest ethnic, generational, geographical, national, professional, occupational and Chapter diversity that is, nevertheless, consistent with the highest quality of leadership available to serve the Fraternity.

(c) The Nominating Committee shall publish its report to each of the Undergraduate Chapters, Colonies, and Alumni Chapters at least two months prior to the Assembly of Trustees. The report shall include the names of those candidates nominated with the pertinent biographical information considered under Article V, Section 2, Paragraph (b).

Section 3: Nominations for Officers and Directors

Notwithstanding section 2 of this Article, the Assembly of Trustees shall not be bound in any respect by the report of the Nominating Committee. Nominations for election to the office of any elected Officer or Director shall be opened to the floor of the Assembly of Trustees. Any Member may nominate any Alumni Member of the Fraternity as a candidate to stand for election to any office of any elected Officer or Director.

Section 4: Regular Meetings of the Board of Directors

The Board of Directors shall meet regularly at such date, time and place as the Chairman of the Board may determine. The Fraternity Headquarters, at the direction of the Chairman of the Board, shall provide written or electronic notice of such meetings to each Officer and Director.

Section 5: Special Meetings of the Board of Directors

Any three Officers and Directors may require the Chairman of the Board to call a special meeting by providing the Chairman of the Board and the Secretary of the Fraternity written or electronic demand setting forth the purpose for a special meeting. The Chairman of the Board shall call a special meeting within 30 days of receipt of the demand. The Fraternity Headquarters, at the direction of the Chairman of the Board, shall provide notice of the date, time and place and the purpose of such special meeting to each Officer and Director. Special meetings of the Board of Directors may be conducted by telephone.

Section 6: The Board of Directors Quorum and Voting

A majority of Directors shall constitute a quorum of the Board of Directors and, except where otherwise provided by the Fraternity's Constitution, all actions by the Board of Directors shall be by a majority vote of the Directors. The Board may also act by a vote of a majority of Directors electronically or telephonically. All Directors must be notified of such votes and such votes must be recorded in the minutes of the next regular or special meeting of the Board of Directors. Except to the extent that other rules are adopted, meetings of the Board of Directors shall be governed by Robert's Rules of Order.

Section 7: Ex Officio Members of the Board of Directors

Every Past President of the Fraternity shall be a member ex officio of the Board of Directors, without the right to vote.

Section 8: Compensation of the Officers and Directors

The Officers and Directors shall receive no compensation for their service, except that the Fraternity may reimburse the Officers and Directors for reasonable expenses they incur in performing their duties on behalf of the Fraternity, under written guidelines approved by the Board of Directors and published in the Fraternity's Policies.

Section 9: The Committees

The Board of Directors may establish such Committees as it deems necessary to assist it in its duties, which may include the Committee on Administration, Alumni Chapter, Expansion, Finance, Graduate Activities, Housing, and Undergraduate Activities. The Board of Directors shall designate the duties to be performed by the Committees. Except as otherwise provided in the Fraternity's laws, the Board of Directors may not delegate its constitutional duties or functions to a Committee of less than the whole Board.

Section 10: Qualifications and Compensation of the Executive Director

The Board of Directors shall conduct an open search for selection of the Executive Director. The Executive Director shall be qualified by education or experience for such position and who has demonstrated (a) a commitment to the purpose of the Fraternity, (b) an ability to work with Undergraduate and Alumni Members, and (c) an ability to manage the operations of the Fraternity. The compensation of the Executive Director shall be specifically approved by the Board of Directors. The Fraternity may reimburse the Executive Director for reasonable expenses he incurs in performing his duties for the Fraternity, under guidelines approved by the Board of Directors.

ARTICLE VI. THE FINANCES

Section 1: The Budget

The Board of Directors shall establish an annual budget for the Fraternity's operations. The Board of Directors shall set forth in the Fraternity's Policies written procedures for the preparation, review and approval of an annual budget and for the management and control of expenses.

Section 2: The Associate Membership Fees

The Fraternity may assess each Undergraduate Chapter and Colony an Associate Membership Fee for each person pledged as an Associate Member, in an amount established by the Board of Directors and the Undergraduate Advisory Board concurrently. The Associate Membership Fee shall be payable at the time of pledging. No Undergraduate Chapter or Colony may initiate an Associate Member as a Member of the Fraternity unless the Associate Membership Fee has been paid. Each Undergraduate Chapter and Colony shall report to the Fraternity Headquarters the name of each man pledged within seven days after pledging. The Fraternity may assess any Undergraduate Chapter or Colony that fails to pay timely the Associate Membership Fee a late fee, in an amount established by the Board of Directors and the Undergraduate Advisory Board concurrently.

Section 3: The Initiation Fees

The Fraternity may assess each Undergraduate Chapter, in an amount established by the Board of Directors and the Undergraduate Advisory Board concurrently. The Fraternity may assess a Colony an Initiation Fee for each Member initiated at the time the Colony is installed as an Undergraduate Chapter of the Fraternity, in the same amount as the Initiation Fees for Undergraduate Chapters. The Fraternity may assess an Initiation Fee for each Graduate Member initiated as a Graduate Member by any Undergraduate or Alumni Chapter or the Board of Directors in the same amount as the Initiation Fee for Undergraduate Chapters. The Initiation Fee shall be payable at the time of initiation. Each Undergraduate Chapter or Colony to be installed shall report to the Fraternity Headquarters the name of each man to be initiated as a Member of the Fraternity at least seven days before the initiation date. The Fraternity may assess a late fee in an amount established by the Board of Directors and the Undergraduate Advisory Board concurrently, to any Undergraduate Chapter or Colony to be installed that fails to pay timely the Initiation Fees.

Section 4: The Undergraduate Membership Fees

The Fraternity may assess each Undergraduate Chapter and Colony Undergraduate Membership Fees for each Member and Associate Member of that Undergraduate Chapter or Colony, in an amount established by the Board of Directors and the Undergraduate Advisory Board concurrently. Undergraduate Membership Fees may be payable in two installments as established by the Board of Directors. Each Undergraduate Chapter and Colony shall report to the Fraternity Headquarters the name of each Member and Associate Member annually. The Fraternity may assess any Undergraduate Chapter or Colony that fails to pay timely the Undergraduate Membership Fees installments, a late fee in an amount established by the Board of Directors and the Undergraduate Advisory Board concurrently.

Section 5: The Loss Prevention Fees

The Fraternity may assess each Undergraduate Chapter and Colony an annual Loss Prevention Fees for each Member and Associate Member of that Undergraduate Chapter or Colony, in an amount established by the Board of Directors and the Undergraduate Advisory Board concurrently. The Loss Prevention Fees may be payable in installments as established by the Board of Directors. The Board of Directors may vary the Loss Prevention Fees between Undergraduate Chapters and Colonies based on insurance underwriting criteria and other risk factors. The Board of Directors may waive all or part of the Loss Prevention Fees for any Undergraduate Chapter or Colony that can demonstrate that it has purchased insurance coverage that is equal to or better than the insurance coverage provided through the Fraternity's loss prevention program. The Fraternity may assess any Undergraduate Chapter or Colony that fails to pay timely the Loss Prevention Fees a late fee, in an amount established by the Board of Directors and the Undergraduate Advisory Board concurrently.

Section 6: The Loss Prevention Fund

The Board of Directors shall establish and maintain a Loss Prevention Fund to be funded by the Loss Prevention Fees to the Undergraduate Chapters and Colonies. The Loss Prevention Fund shall be used to fund the Fraternity's loss prevention and insurance programs including insurance coverage. Any excess funds in the Loss Prevention Fund at the end of the fiscal year may be retained to fund future loss prevention and insurance programs or may be refunded to the Chapters and Colonies, as the Board of Directors may determine.

Section 7: The Permanent Trust Fund

The Board of Directors shall establish and maintain a Permanent Trust Fund as an endowment fund for the Fraternity's future. The Permanent Trust Fund shall be funded by gifts, devises or bequests to the Fraternity or other contributions, which may include contributions from the Fraternity's Operating Fund as the Board of Directors may determine. Any use of the principal of the Permanent Trust Fund shall require the approval of the Board of Directors by a three-fourths vote of the Directors present at a meeting of the Board of Directors. The Treasurer of the Fraternity shall provide a complete accounting of the use of any principal of the Permanent Trust Fund during the prior fiscal year in his report to the Convention and the Assembly of Trustees and the Fraternity's financial statements published in the Delta Upsilon Quarterly. Any interest, dividends or other income earned on the principal of the Permanent Trust Fund during any fiscal year may be used to fund the Fraternity's Operating Fund and the general operations of the Fraternity or for other purposes or may be retained as principal in the Permanent Trust Fund, as the Board of Directors may determine.

Section 8: Operating Fund

The Board of Directors shall establish and maintain an Operating Fund to account for the income and expenses from the Fraternity's general operations, and to provide funds for the Educational Fund. The Operating Fund shall be funded by Initiation Fees, Associate Membership Fees and Undergraduate Membership Fees and by gifts, devises or bequests to the Fraternity or other contributions, which may include contributions from the Fraternity's Permanent Trust Fund as the Board of Directors may determine.

Section 9: Other Funds

The Board of Directors may establish and maintain such other funds in addition to the Fraternity's General Fund, Insurance Fund and Permanent Trust Fund and may establish the uses and limitations on the uses of such funds.

ARTICLE VII. AMENDMENTS

Section 1: Authority and Notice of Amendments

These By-Laws may be amended by a majority of the Delegates present at the Convention and a majority of the Trustees present at the Assembly of Trustees; provided that, at least 60 days prior to such vote, notice of any proposed amendments shall be provided to each Undergraduate and Alumni Chapter.