

**AMENDED BY-LAWS  
OF  
DELTA NU HOUSING CORPORATION**

**ARTICLE I**

Section 1: The name of this corporation is DELTA NU HOUSING CORPORATION, a non-profit corporation organized and existing under the laws of the Commonwealth of Kentucky, with ARTICLES OF INCORPORATION of record in the office of the Clerk of Calloway County Court in INCORPORATION BOOK \_\_\_\_\_, PAGE \_\_\_\_\_, or as they may be amended.

Section 2: The principal office of the corporation shall be in Benton, Kentucky, until changed by amendment to these by-laws. Mailing address shall be:

Delta Nu Housing Corporation  
Jeffrey G. Edwards  
909 Main Street  
PO Box 571  
Benton, KY 42025

**ARTICLE II**

Section 1: Members of the corporation shall be:

- a. All Alumni members of Delta Nu Chapter of Kappa Alpha Order.
- b. The incorporators and such other members as may be voted into the corporation by the Board of Directors.
- c. The undergraduate representative of Delta Nu Chapter, whose membership is provided for in Article IV, Section 1; and the Controller of Delta Nu Chapter, whose membership is provided for in Article VI, Section 4; but neither of these shall have the right to vote. This is subject to these members being part of a fully active and Kappa Alpha National Chartered Chapter of Delta Nu at Murray State University.

Section 2: Should an Alumnus member of the corporation return to Murray State University as an undergraduate, his membership in this corporation shall be suspended during such period of time unless the Board of Directors shall authorize his membership to continue.

Section 3: Persons who have become members of the corporation under provisions of Section 1 may be removed from membership by a two-thirds (2/3) vote of the members present at any regular or special meetings of the corporation. Membership of undergraduate representatives who are members of the corporation under the provisions of Article IV, Section 1 and Article VI, Section 4, shall cease at the time they no longer hold such offices.

### **ARTICLE III**

Section 1: The annual meeting of the corporation shall be held at the principal office of the corporation, or at such other location as designated by the Board with appropriate notice, at such date and hour as may be set by the Board of Directors each year. Such annual meeting; however, shall be no later than 8:00 a.m. on the 30<sup>th</sup> day of December each year, for the purpose of election of officers and such other business as may come before such annual meeting. Such annual meeting may be held virtually via electronic medium, via conference call, or other similar means where all members have the opportunity to participate.

Section 2: Special meetings of the corporation may be called by the President, by the Secretary, or by a majority of the Board of Directors, by filing with the Secretary a written call for such meeting, stating the time and place and object thereof, and at such meeting only the specific business mentioned in the call shall be acted upon

Section 3: The Secretary shall post the notice at [kadelta.org](http://kadelta.org) at least ten (10) days prior to the meeting and email same to all members that have requested same and provided a current email address.

Section 4: At all meetings, whether regular or special, only members actually present at such meeting, either in person or confirmed electronic or telephone attendance, shall be entitled to vote.

Section 5: At any meeting of this corporation, three (3) members must be present in person to constitute a quorum for the transaction of business.

Section 6: The members of the corporation shall, at the first annual meeting and every two (2) years thereafter, elect three (3) members to the Board of Directors, and such members shall hold office for two (2) years. The Board of Directors shall prepare a list of three (3) or more nominees for these positions and mail this list to the members with the notice of the meeting. Upon petition of any three (3) members, the name of any other member or members shall be added to this list, provided such petition shall have been presented to the Secretary before the annual meeting is called to order. Only such members as shall have been nominated in the previously mentioned manner shall be eligible for election. In case a quorum cannot be obtained for the annual meeting or adjourned annual meeting the Board of Directors shall elect the three (3) members from the list of nominees.

Section 7: The original incorporators of the corporation, to-wit: Mr. Hunt Smock, Mr. J. Preston White, and Mr. Gaylon Varden shall constitute the Board of Directors until the first annual meeting, and they shall elect a director in accordance with the provisions of ARTICLE IV, Section 1, to serve only until the first annual meeting with them.

At the first annual meeting, three (3) directors shall be elected for a two (2) year term and one non-voting director for a one (1) year term in accordance with the provisions of ARTICLE IV, Section 1. Following the first annual meeting, election of Directors shall follow the regular procedure set out in these By-Laws.

Section 8: The President, or in his absence, the Vice President shall preside, and the Secretary shall act as Secretary at each corporation meeting. In their absence the members of the corporation shall appoint the necessary substitutes by a majority vote.

Section 9: For purposes of record, the Board of Directors as of the date of these bylaws' revision on October 23, 2021 include: Sandy Fitzgerald, President; Jeffrey Edwards, Vice President; Thomas Murray, Secretary; Dennis Arndt, Treasurer; and Harris Bowers, Director. It is intended that the Board of Directors, from this date forward, will consist of five (5) members of the Corporation elected for three (3) year terms, from which four (4) officers will be selected and one director will serve as an at-large director. For management continuity purposes, the Board will endeavor to have staggered three (3) year terms such that all directors need not be elected at the same time.

## **ARTICLE IV**

Section 1: The control and management of the affairs and funds of the corporation shall be and rest in a Board of Directors of five (5) members and one (1) director from the undergraduate membership of the Delta Nu Chapter, who shall be elected for a term of one (1) year (or for the term provided for in Section 7 of Article III for the period preceding the first annual election) by the other five (5) Directors of the corporation at the first Directors' meeting following the annual meeting of the corporation, and who shall be a member of the corporation during his term of office as Director. Such undergraduate member shall not vote as a Director or member.

Section 2: The Directors shall elect all officers of the corporation and appoint all its agents at the first Directors' meeting, or adjourned meeting of the same, following the annual meeting of the corporation. Such elections and appointments shall be for a term of one (1) year. Any vacancy occurring on the Board or among the officers or agents of the corporation may be filled by the Board of Directors at any meeting. In the absence of a quorum at such a meeting, the President shall order the Secretary to take ballots by mail or by validated electronic submission of ballots, and such election shall be lawful.

- Section 3: A quorum of the members of the corporation may, by a majority vote, demand the resignation of any director of the corporation, and upon refusal to tender such resignation may, by further specific vote to that effect, dismiss said Director from office and elect his successor by nominations from the floor and without written nominations prescribed by Article III, Section 6. Any director so elected shall have the same powers and privileges as his predecessor and shall serve out the unexpired term of his predecessor, unless also requested to resign.
- Section 4: No person shall be eligible for the office of Director who is not a member of the corporation except the undergraduate representative of the Delta Nu Chapter of Kappa Alpha Order on the Board of Directors.
- Section 5: The regular meeting of the Board of Directors shall be held immediately following the annual meeting of the corporation. The Directors may adjourn this annual meeting of the Directors for a period that may suit the convenience of the Board of Directors, but which period may not exceed thirty (30) days.
- Section 6: Special meetings of the Board of Directors may be held at any place and may be called at any time by the President, by the Secretary, or by a majority of the Board of Directors, by filing with the Secretary a written or printed notice stating the time and place thereof.
- Section 7: At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transacting of business, but in the absence of a quorum, a smaller number may adjourn the meeting to another day and hour.
- Section 8: A majority vote of all Directors present shall be necessary to carry any motion.
- Section 9: At each annual meeting of the corporation, the Board of Directors shall present a financial statement of Receipts and Disbursements, and of the Assets and Liabilities of the corporation and a report of the financial condition. The Delta Nu Housing Corporation budget for the coming year shall be approved at this meeting, and this budget, along with the financial condition report, shall be incorporated into the minutes of said meeting.
- Section 10: The Board of Directors, in addition to the powers and authority herein expressly and specifically conferred upon them, may exercise any and all such other powers and do such other things as they may be lawfully authorized to do by the laws of the Commonwealth of Kentucky, acting in the best interest of the Corporation and its members.

Section 11: In any case requiring immediate action, the Board of Directors may pass any resolution within its powers by a majority vote of the Board by mail, electronic mail, or video or telephonic communication, and document such meeting and vote. Such resolution shall be lawful and binding providing that the Secretary provides each Director with a copy of such resolution and vote and that such action is adequately documented for the Corporate records.

Section 12: Any reference to a majority in connection with the Board of Directors shall mean majority of the voting Board members. The undergraduate elected by the Directors to the Board of Directors shall have no power to vote, either as a member of the corporation by virtue of his position, or as a Director; however, he may enter into discussion with the other Directors or members at a meeting as to matters brought up before them. His position on the Board of Directors is for the purpose of liaison between the other undergraduate members of Delta Nu Chapter of Kappa Alpha Order and the corporation. This liaison undergraduate member will customarily, but necessarily be the No. I officer of the undergraduate chapter.

## **ARTICLE V**

Section 1: The officers of the corporation shall be a President, a Vice President, Secretary, and Treasurer, who shall be elected by the Directors from among their numbers, provided, however, the then Director selected from the undergraduate members of Delta Nu Chapter of Kappa Alpha Order shall not be eligible to hold any of these offices; said officers shall perform the usual duties pertaining to their respective offices. Said officers shall be elected at the annual meeting of the Board of Directors and shall hold office for one (1) year.

Section 2: The Directors may, at any time, by a majority vote, demand the resignation of any officers, agent, or employee of the corporation. Upon his or her refusal to tender such resignation, the majority of the Board of Directors may, by further specific vote to that effect, set the issue to be heard by the membership at a regular meeting or at a special called meeting. A majority vote of the members present shall be required for removal. In the event that any officer, agent, or employee may voluntarily resign or otherwise become unable to serve, the Board of Directors may elect his or her successor for the unexpired term.

Section 3: The Directors may, by resolution, require any or all said officers of the corporation to give bond or bonds to the corporation with good and sufficient security for the faithful performance of their respective duties and offices, but the corporation shall pay the necessary premiums of such bonds.

Section 4: The duties of the officers of the corporation shall be as follows:

1. President:

- a. The President shall preside at all meetings of the members of the corporation, and at all meetings of the Board of Directors.
- b. The President shall have general supervision and direction over all other officers of the corporation and shall see that their duties are properly performed.
- c. The President shall execute, acknowledge, and deliver in the name of the corporation all deeds, certificates, contracts, or other instruments necessary in carrying on the affairs of the corporation when he shall so specifically directed or authorized by vote of the Board of Directors. He shall also have the power to attach the seal of the Corporation to any instrument requiring such seal.
- d. The President shall also perform such other duties as may be assigned to him by the Board of Directors, or by amendment to these by-laws.

2. Vice President:

- a. The Vice President shall, in the absence of the President, be vested with all his powers and have authority to perform all his duties.
- b. He shall also act as an ex officio member on all standing and special committees of the corporation.

3. Secretary:

- a. It shall be the duty of the Secretary to keep the records and proceedings of all meetings of the corporation and of the Board of Directors.
- b. The Secretary shall have the custody and be charged with the safekeeping of all records, papers, documents, and books of the corporation.
- c. The Secretary shall keep and maintain at all times a current list of the members of this corporation, and such list, when certified by the Secretary, shall be prima-facie evidence of the right of the persons named therein to participate in the affairs of the corporation as members thereof.

4. Treasurer:

- a. It shall be the duty of the Treasurer to keep a full and accurate account of the receipts and disbursements of the Corporation, and he shall deposit in such bank or Banking institutions as may, from time to time, be selected by the Board of Directors, all funds and monies and other valuable effects of the Corporation, in the name of and to the credit of the Corporation.
- b. The Treasurer shall be the chief disbursing officer of the corporation. He shall make proper vouchers and receipts for such disbursements and shall render to the Board of Directors at least annually, and more often if required, a complete and accurate account of such transactions.
- c. The Treasurer shall keep the President advised of any expenditures to be incurred or funds to be provided, in order that the President may make arrangement for the consummation of such financial affairs.

- d. The Treasurer shall perform such other duties as the Board of Directors may, from time to time, direct.
- e. The Treasurer shall submit to the undergraduate chapter a complete financial statement annually and explain each statement to the undergraduate chapter upon request.

Section 5: The offices of the Secretary and Treasurer may be combined if the Board of Directors so desires.

Section 6: In the event of the absence, inability, or refusal to act as any officer of this corporation, The Board of Directors may appoint one of its number to perform his duties.

## **ARTICLE VI**

Section 1: The No. VI shall be the financial manager of the Delta Nu Chapter of Kappa Alpha Order for purposes of transacting business pertaining to the Housing Corporation; he shall collect all assessments of the members and pledges under regulations and procedures approved by the Board of Directors. He shall transmit a predetermined monthly remittance to the Treasurer of the corporation on a date each month determined by the Board of Directors.

Section 2: The collection of money from the undergraduate members and pledges shall be in accordance with the annual budget prepared by the Treasurer and No. VI and accepted by the Board of Directors and Delta Nu Chapter of Kappa Alpha Order.

Section 3: The No. VI, shall be eligible to attend all meetings of the corporation and Board of Directors, but shall not be allowed to vote.

## **ARTICLE VII**

Section 1: The By-laws, and any part thereof, may be amended by a majority vote of the members present and voting at any corporation meeting, provided notice of the proposed amendment shall have been posted by the Secretary at [kadelta.org](http://kadelta.org) and emailed to every member at least thirty (30) days prior to the meeting at which action is to be taken.

Section 2: The By-Laws and any part thereof may be amended by a majority vote of the Board of Directors at any regular meeting or at a special meeting, provided written notice of the proposed amendment(s), or valid electronic notice, shall have been given to each member of the Board of Directors at least ten (10) days prior to the date of such regular or special meeting.

Section 3: Any amendment in the By-Laws, or any part hereof, adopted by the Board of Directors shall be submitted to the Corporation meeting for approval at the next regular meeting of the members of the corporation, with the Directors being allowed to explain, before the vote, the necessity and reason for such amendment. If the members, at their meeting, fail to ratify such amendment by the Board of Directors, then the Board of Directors shall not have the power to amend the By-Laws to affect the same result in a future meeting, but shall abide by the desire of the majority of the members. Any action taken by the Board of Directors after adoption of a change in the By-Laws, before same shall have been vetoed by the members, shall have full force and effect.

Section 4: These By-Laws shall become effective when adopted by a majority of the members present and voting at the meeting called by the officers after due notice.

The undersigned officers and Directors of the Delta Nu Housing Corporation have endeavored to update and amend these By-Laws as of October 23, 2021 and have, accordingly, voted to adopt these By-Laws on such date. The officers will also undertake to file these amended By-laws with the appropriate state and county authorities in order to be able to make these By-laws effective and binding on a prospective basis.



Signature Page of Directors at Date of Adoption of Amended By-Laws:

\_\_\_\_\_  
G. Sandy Fitzgerald, President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Jeffrey G. Edwards, Vice-President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Thomas Murray, Secretary

\_\_\_\_\_  
Date

\_\_\_\_\_  
Dennis Arndt, Treasurer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Harris Bowers, Director

\_\_\_\_\_  
Date

Individual signature pages are recognized as valid for purposes of consolidated approval of these By-Laws and may be considered as one document.