

ARTICLES OF INCORPORATION
of
YOUR CHAPTER
Tau Kappa Epsilon Fraternity
YOUR SCHOOL NAME
YOUR CITY, STATE, ZIP

The undersigned incorporators, desiring to form a corporation (hereinafter referred to as "the Corporation") pursuant to the provisions of the State of *YOUR STATE* (hereinafter referred to as the "Act"), executed the following Articles of Incorporation.

ARTICLE 1

NAME

The name of the Corporation is **Tau Kappa Epsilon Fraternity, Incorporated of *YOUR SCHOOL***, a Chapter of Tau Kappa Epsilon International Fraternity, located at *YOUR SCHOOL, YoUR CITY, STATE, ZIP*.

ARTICLE 2

PURPOSE

The purposes for which the Corporation is formed are:

Section 1. To promote fraternity, brotherhood, scholarship, leadership, standards and recreation among its members and all members of *YOUR CHAPTER* of Tau Kappa Epsilon International Fraternity (the Fraternity"), and the general welfare, campus prestige and educational interests of the Chapter, in accordance with the principles, traditions and ritual of the International Fraternity and of *YOUR SCHOOL*.

Section 2. to acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of, property, real or personal, tangible or intangible, in furtherance of the purposes enumerated in Section 1.

Section 3. To purchase, improve, operate, manage, own, use or lease, in whole or in part, any building or other structure located on real property owned or leased by the Corporation, or by any other person or entity for use as a chapter house by Undergraduate Members and Associate Members of the Fraternity.

Section 4. To borrow money, to issue evidences of indebtedness, and to mortgage, pledge and grant security interests in its property.

Section 5. To enter into and perform cancel or rescind agreements and contracts of any nature.

Section 6. To sue and be sued in its own name.

Section 7. To accept gifts, bequests, contributions and donations from individuals, corporations, associations, foundations or other entities, with or without restrictions.

Section 8. To carry out its purposes in this state or elsewhere, in compliance with all applicable laws.

Section 9. To exercise any and all powers and privileges which it might now or hereafter be lawful for any corporation to exercise, and to have all rights, powers, privileges and immunities, under and pursuant to the Act, or any other law that now or hereafter may be applicable to the Corporation.

Section 10. To make by-laws for the government and regulations of the Corporation's affairs.

Section 11. To do any and all other acts and things necessary, convenient or expedient for the furtherance of the purposes for which the Corporation is formed.

Construction and Limitation of the Foregoing Sections. The foregoing sections shall be construed as purposes, objects and powers. The implementation by the Corporation of its purposes and the exercise of its powers shall be subject to the following restrictions:

(a) It is intended by the provisions of these articles of Incorporation that the Corporation shall be an organization exempt from federal income taxation under the provisions of Section 501(c) (7) of the Internal Revenue Code of 1954, as now or hereafter amended ("Section 501(c) (7)"), and all provisions of these Articles of Incorporation shall be construed so as to effect such intention. The Board of Directors, the Officers and the members shall have no power or authority to do any act which would prevent the Corporation from being an organization described in Section 501(c) (7).

(b) The power and authority of the Board of Directors, Officers and Members are expressly made subject to the general control and supervision of the International Fraternity and the activities of the Corporation shall be conducted in accordance with the laws, regulations and traditions of the Grand Council and Grand Chapter of the International Fraternity and of *YOUR SCHOOL*.

ARTICLE 3

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE 4

Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is: *YOUR REPRESENTATIVE, at (full address)*

Section 2. Principal Office. The post office address of the principal office of the Corporation is: *YOUR REPRESENTATIVE, at (full address)*.

ARTICLE 5

Membership

Section 1. Classes. There shall be four classes of members - "Voting Members", "Undergraduate Members", "Associate Members" and "Alumni Members".

Section 2. Rights, Preferences, Limitations and Restrictions of Classes.

The class of **Voting Members** shall consist of those persons who are the initial members of the Board of Directors of the Corporation and of those persons who are duly elected and qualified as members of the Board of Directors of the Corporation. Any person who ceases to be a member of the Board of Directors, shall cease to be a Voting Member.

No person may become a Voting Member of the Corporation who is not a member in good standing of the Fraternity. Any person who ceases to be a member in good standing of the Fraternity shall cease to be a Voting Member of the Corporation. Any person who ceases to be an Associate Member of the Chapter shall cease to be an Associate Member of the Corporation.

The class of **Undergraduate Members** shall consist of all members of the Undergraduate Chapter of the Fraternity at *YOUR SCHOOL, YOUR CITY, STATE, ZIP*, who have been duly initiated into the Fraternity and are registered with the International Fraternity. Any person who ceases to be a student at *YOUR SCHOOL* shall cease to be an Undergraduate Member of the Corporation.

The class of **Associate Members** shall consist of the Associate Members of the undergraduate Chapter of the Fraternity at *YOUR SCHOOL, YOUR CITY, STATE, ZIP*. These are men who are students at *YOUR SCHOOL*, 'pledged' to the Fraternity, and are awaiting initiation into the Fraternity.

The class of **Alumni Members** shall consist of any Member of the Kappa Kappa Chapter of Tau Kappa Epsilon Fraternity at *YOUR SCHOOL*, who has been graduated from, or is no longer attending, *YOUR SCHOOL*.

Section 3. Voting Rights of Classes. Each Voting Member shall be entitled to one vote upon each question that may properly come before the members of the

Corporation. Undergraduate Members, Associate Members and Alumni Members shall have no voting rights.

ARTICLE 6

Directors

Section 1. Number of Directors. The initial Board of Directors shall be composed of at least six (6) members. The exact number of Directors shall be prescribed in the Bylaws; provided, however, that under no circumstances shall the minimum number of Directors be less than six (6) and the maximum number of Directors not greater than fifteen (15).

Section 2. Names and Post Office Addresses of the Directors. The name and post office addresses of the initial Board of Directors are:

See Attachment A

ARTICLE 7

Incorporators

Section 1. Name and Post Office Address. The name and post office address of the Incorporators of the Corporation are as follows:

See Attachment B

ARTICLE 8

Statement of Property

A statement of the property and an estimate of the value thereof, to be taken over by the Corporation at or upon its incorporation are as follows: None

ARTICLE 9

Provisions for Regulation and conduct of the Affairs of the Corporation

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the Corporation, of the Directors or of the members or any class or classes of members are as follows:

Section 1. Authority of Board of Directors. Subject to the express provisions of the Act and to these Articles of Incorporation, the Board of Directors shall have complete and plenary power to manage, control and conduct all of the affairs of the Corporation, to exercise all of the powers, rights and privileges of the Corporation, and to do all acts and things which may be done by the Corporation, without limitation and without any vote or other action by the members.

Section 2. Election of Directors. At each annual meeting of the members, the Voting Members shall elect Directors to hold office until the next succeeding annual meeting. Each Director shall hold office for the term for which he is elected and until his successor is elected and qualified, unless he shall die, resign or be removed. Vacancies occurring in the Board of Directors shall be filled in the manner prescribed in the Bylaws.

Section 3. Qualification of Directors. No person shall qualify as a member of the Board of Directors of the Corporation unless he shall also be a member of the Board of Advisors of the Chapter and his duties as a Director shall also include the faithful discharge of this duties as an Advisor. Any person who ceases to be a member of the Board of Trustees of the Chapter shall cease to be a Director.

Section 4. Meetings. Meeting of both the Board of Directors and the Members may be held either within or without the State of New Jersey, as provided from time to time by the Bylaws. Each Undergraduate Member and Alumnus Member of the Corporation shall have the right to attend each meeting of the Board of Directors.

Section 5. Removal of Directors. Any or all members of the Board of Directors may be removed, with or without cause, at a meeting of the members called expressly for that purpose, by a majority vote of the members then entitled to vote at an election of Directors.

Section 6. Non-liability of Members and Directors. No member or Director of the Corporation shall be liable for any of its obligations.

Section 7. Indemnification. To the extent not inconsistent with New Jersey law as in effect from time to time:

(a) Every person (and the heirs and personal representatives of such person) who is or was a Director, Officer or employee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (i) if such Director, Officer or employee is wholly successful with respect thereto or (ii) if not wholly successful, then if such Director, Officer or employee is determined, as provided in paragraph (e), to have acted in good faith, in what he reasonably believed to be the best interests of the Corporation and, in addition, with respect to any criminal action or proceeding is determined to have had no reasonable cause to believe that his conduct was unlawful. The termination of any claim, action suit or proceeding, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a Director, Officer or employee did not meet the standards of conduct set forth in this section.

(b) The terms "claim, action, suit or proceeding" shall include every claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation or any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a Director or Officer or employee of the Corporation (or his heirs and personal representatives) may become involved, as a party or otherwise:

(1) by reason of his being or having been a Director, Officer or employee of this Corporation or of any other Corporation which he has served as such at the request of this Corporation, or

(2) by reason of his acting or having acted in any capacity in a partnership, association, trust or other organization or entity where he served as such at the request of this Corporation, or

(3) by reason of any action taken or not taken by him in any such capacity, whether or not he continues in such capacity at the time such liability or expense shall have been incurred.

(c) The terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a Director, Officer or employee.

(d) The term "wholly successful" shall mean **(i)** termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against him, **(ii)** approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or **(iii)** the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same; without any payment or promise made to induce a settlement.

(e) Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification **(i)** if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Corporation a set forth the preceding subparagraph (a) and **(ii)** if the board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee, answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he relies for indemnification. The Corporation shall, at the request of the

referee, make available facts, opinions or other evidences in any way relevant to the referee's finding which are within the possession or control of the Corporation.

Section 8. Disposition of Assets. In the event that **(a)** the charter granted to the Chapter by the Fraternity shall be withdrawn, surrendered or suspended, and such condition shall continue for a period of five years, or **(b)** the Board of Directors, or the members shall determine to terminate the existence of the Corporation, then and in either such event, and after making provision for the payment of the liabilities of the Corporation, the Board of Directors or the members shall, in accordance with the provisions of the International Constitution and International Bylaws and Traditions of the Fraternity, provide for the payment or transfer off remaining money and property to the TKE House Fund, Inc., or its successor, which in either case shall be an organization described in Section 504 (c) (7), or to YOUR SCHOOL .

Section 9. Amendments. The Corporation shall have the power to amend or repeal any provision contained in its Articles of Incorporation and Bylaws to the extent and in the manner prescribed by the Act; provided, however, that the power and authority of the Board of Directors, and members to take any action to amend or repeal the articles of Incorporation or Bylaws shall be subject to their obligations as members of the Board of Advisors of the Chapter and to the general control and supervision by the fraternity in accordance with the laws, regulations and traditions of the Grand Council and the Grand Chapter of the International Fraternity.

