



*Bylaws of  
Iota Phi Theta® Fraternity, Inc.*

As amended, Miami, Florida, 2009

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## **ARTICLE I - GENERAL**

### **Section (1) Name**

- 1.1 These are the By-laws to the constitution of Iota Phi Theta® Fraternity, Incorporated as ratified and amended.

### **Section (2) Purpose**

- 2.1 The development and perpetuation of Scholarship, Leadership, Citizenship, Fidelity, and Brotherhood among men.
- 2.2 To prepare the Brotherhood for future Leadership and Professional advancement opportunities through training and development.
- 2.3 Iota Phi Theta Fraternity, Inc. is a social service organization, geared toward providing monetary, scholastic and social enrichment for people of color.

## **ARTICLE II - MEMBERSHIP**

### **Section (1) Membership**

- 1.1 Membership in this organization shall be open to all men without regard to race, color, creed, religion, national origin having met the qualifications described herein.
- 1.2 Members are entitled to all the rights and privileges provided they adhere to all rules and regulations of the Fraternity and remain in good standing as defined in Section (7) of this Article.

### **Section (2) Definitions**

- 2.1 A "Financial Member" of the Fraternity is one who pays both chapter and national dues or is a "Member-at-Large" as defined in Section 2.5 of this Article and Section 6.1 of this Article.
- 2.2 An "Undergraduate Member" of the Fraternity is one who was initiated into the Fraternity at the collegiate level or any level post high school except an Alumni member as defined in Section 2.3 in this Article.
- 2.3 An "Alumni Member" of the Fraternity is one who has successfully obtained his baccalaureate degree from a four-year institution. An alumni member



may also be a member who has not obtained an undergraduate degree and is not enrolled in an undergraduate institution and has chosen to remain active in the Fraternity. An alumni member may also be a member who has not obtained an undergraduate degree and is not enrolled in an undergraduate institution but who is currently an active member of the military (one of the armed forces of the United States).

- 2.4 A "Life Member" of the Fraternity is defined as a member who has paid in full the Life Membership Fee.
- 2.5 A "Member-at-Large" of the Fraternity is a member who pays dues to the National office but chooses not to affiliate with a chapter.
- 2.6 An "Honorary Member" of the Fraternity is one who is initiated in recognition of his distinction in a particular occupation or professional field for which he has received national and/or international recognition.
- 2.7 "Chapter" is understood to mean an official Greek letter designation given by the Grand Council authorizing the use of the Fraternity's intellectual property and the Fraternity's official designation. Chapters may be designated at educational institutions and in designated geographical areas to include, but not limited to, undergraduate institutions, military bases and alumni members in geographical areas.
- 2.8 "Military Member" shall mean an alumni member who is currently serving or formerly served in the military (one of the 4 armed forces of the United States).

### **Section (3) Structure**

- 3.1 Membership shall be attained through the completion of the Brotherhood Intake Program (BIP) through undergraduate or military or alumni chapters or through the Honorary Member process.

### **Section (4) Undergraduate**

- 4.1 Initiation shall be available to all individuals enrolled in an accredited four-year institution offering baccalaureate degrees, provided all of the following is met:
  - a. They are in good standing with their institution financially and academically. Candidates are considered in good academic standing if they have a cumulative 2.5 grade point average based on a 4.0 scale or the appropriate equivalent. In the event the academic requirements of



the candidate's institution are higher than the Fraternity's requirement, the institution's requirement shall supersede the Fraternity's; and

- b. They have completed one (1) full semester, quarter or trimester and have a minimum credit hours or its equivalent, which determine a full time student. In the event the academic requirements of the candidate's institution are higher than the Fraternity's requirement, the institution's requirement shall supersede the Fraternity's; and
- c. They have demonstrated they are of sound moral character.

## **Section (5) Alumni**

5.1 Initiation shall be available to all individuals provided:

- a. They have successfully obtained their baccalaureate degrees from an accredited four (4) year institution or (1) is currently holding a rank in the military of at least an E-5 and (2) has completed a minimum of 5 years of military service (excluding the reserves component and national guard) and (3) has a military transcript of a minimum of 30 credits; and
- b. With the exception of military, professional and service organizations, they are not members of another Greek fraternal organization; and
- c. They must have demonstrated a high standard of ethical conduct and professionalism.

## **Section (6) Honorary**

- 6.1 An "Honorary Member" shall be one who has singularly achieved national distinction in a particular occupational or professional field and whose achievements have received national and/or international distinction.
- 6.2 A candidate for Honorary Membership is recommended by individual Fraternity members or chapters.
- 6.3 The procedures, policies and criteria for honorary membership will be specified in the Honorary Membership Policy.

## **Section (7) Good Standing and Termination**

- 7.1 A member is considered in good standing provided he adheres to all rules, policies, the constitution, bylaws and regulations and is financial.



- 7.2 A member is considered financial if he has paid his annual membership dues.
- 7.3 A member not in good standing is not entitled to the rights and privileges of Iota Phi Theta® Fraternity, Inc. and shall be prohibited from participating as a member of Iota Phi Theta® Fraternity, Inc. in any capacity.
- 7.4 Voluntary disassociation (Termination) from this organization shall be accomplished by a member submitting his letter of resignation to both, the Regional Polaris and the Grand Polaris.
- 7.5 Involuntary disassociation from this organization shall be invoked upon a finding that a member has willingly and wantonly violated material rules and regulations and/or defaced this organization. Joining another "Greek-letter" Social Service Fraternity is prohibited. Any such violation automatically terminates membership in Iota Phi Theta® Fraternity, Inc. The name of the member in violation will be permanently removed from the record. Involuntary disassociation being the most severe punishment that can be imposed upon a member may be imposed by the Grand Council by majority vote. For purposes of voting for Involuntary Disassociation, the Grand Council will consist of Grand Polaris, Grand Vice-Polaris, 2nd Grand Vice-Polaris, Grand Executive Secretary and Grand Treasurer.

### **Section (8) Membership Dues**

- 8.1 Annual individual membership dues must be paid on or before January 1<sup>st</sup> of each year. The amount to be paid for individual membership dues shall be determined by the Grand Council. The Grand Council must consider the recommendation of the Board of Directors after consulting with the Finance Committee when determining the amount to be paid for National Dues. Membership dues may only be modified during the Conclave. These dues are independent from annual chapter membership dues, which are determined by individual chapters.

### **Section (9) Life Membership**

- 9.1 Life Membership is available to any member pursuant to the Life Membership Policy at a cost predetermined by the Board of Directors.
- 9.2 The procedures, policies and criteria for life membership will be specified in the Life Membership Policy.



## **Section (10) Chapter Dues**

- 10.1 Chapter dues must be paid on or before January 1<sup>st</sup> of each year. The amount to be paid for chapter dues shall be determined by the Grand Council. The Grand Council must consider the recommendation of the Board of Directors after consultation with the Finance Committee when determining the amount to be paid for National Dues. Chapter dues may only be modified during the Conclave.

## **Section (11) Intake Fees**

- 11.1 The amount to be paid for intake fees by prospective members meeting the requirements of undergraduate and alumni membership shall be determined by the Grand Council. The Grand Council must consider the recommendation of the Board of Directors after consultation with the Finance Committee when determining the amount to be paid for the intake fee. Intake fees may only be modified during the Conclave.
- 11.2 The sponsoring chapter of a prospective intake may assess each prospective undergraduate and alumni member a chapter intake fee not to exceed an amount to be determined by the Grand Council. The Grand Council must consider the recommendation of the Board of Directors after consultation with the Finance Committee when determining the amount of the chapter intake fee. Chapter intake fees may only be modified during the Conclave.

## **ARTICLE III - OFFICERS**

### **Section (1) Officers**

- 1.1 The officers shall consist of the Grand Polaris, Grand Vice-Polaris, Second Grand Vice-Polaris, Grand Executive Secretary, Grand Treasurer, hereby to be known as the Grand Council. The Grand Council shall also consist of each Regional Polaris and each Intermediate Officer.
- 1.2 The Grand Polaris shall have the power of appointment of Intermediate Officers and any other officers deemed necessary. The Grand Polaris shall have the power of removal of all non-elected Grand Council members.
- 1.3 The position of Regional Polaris shall be an appointed office. A region shall select a field of candidates for the office and forward the candidate(s) names to the Grand Polaris, who shall make the appointment from the list





submitted or otherwise. If a region cannot select a candidate, the Grand Polaris shall appoint a member to this position.

- 1.4 With the exception of the Second Grand Vice-Polaris, the Grand Council shall consist of members from an Alumni Chapter.

## **ARTICLE IV - OFFICE OF THE GRAND POLARIS**

### **Section (1) Duties of the Grand Polaris**

- 1.1 Be the Chief Executive Officer of the Fraternity.
- 1.2 Preside at and convene all national meetings (Conclaves, Conferences or Special Meetings) of the Fraternity.
- 1.3 Enforce the Constitution, By-laws, Standing Rules, policies and other regulations of the Fraternity.
- 1.4 Co-sign all checks and official documents of the organization.
- 1.5 Conduct national meetings in accordance with the rules of parliamentary procedure.
- 1.6 Appoint all committees of the Grand Council.
- 1.7 Shall have authority to assess fines.
- 1.8 Notify the Grand Executive Secretary of all fines imposed.
- 1.9 Supervise all matters connected with obtaining evidence of violators of the Constitution, By-laws, Standing rules, policies or other regulations of the Fraternity.
- 1.10 Where an emergency arises in relation to the business of the organization, the authority to provide for such shall be exercised by the Grand Polaris.
- 1.11 Where an appointed officer of this organization has failed to perform his delegated duties, the authority to dismiss said officer from his office shall be vested in and exercised by the Grand Polaris. In such cases, the vacancy will be filled by an appointment of the Grand Polaris, with the succeeding officer serving out the remainder of the term of office.
- 1.12 Shall be an ex-officio member of all Grand Council committees.



- 1.13 Serve as an ex-officio member on the Board of Directors.

## **ARTICLE V - OFFICE OF THE GRAND VICE-POLARIS**

### **Section (1) Duties of the Grand Vice-Polaris**

- 1.1 Serves as the Chief Operating Officer of the Fraternity.
- 1.2 In the absence of the Grand Polaris, the Grand Vice-Polaris shall perform the duties of the Grand Polaris.
- 1.3 Shall monitor and oversee the Regional Polari and the Intermediate Officers.
- 1.4 Shall perform other duties as delineated by the Grand Polaris.

## **ARTICLE VI - OFFICE OF THE SECOND GRAND VICE-POLARIS**

### **Section (1) Duties of the Second Grand Vice-Polaris**

- 1.1 Attend all national meetings of the Fraternity.
- 1.2 Participate in the organizing, planning and implementation of all national meetings.
- 1.3 Participate in all disciplinary hearings pertaining to Undergraduates Chapters and Members.
- 1.4 All other duties as delineated by Grand Polaris.
- 1.5 Shall have the power to authorize expenditures of less than \$1000.00 with the approval of the Grand Polaris.
- 1.6 Shall work directly with the Director of Undergraduate Affairs to develop the implementation of programs geared to the development of strong active undergraduate chapters.
- 1.7 Shall serve two years or until the next regularly scheduled Conclave
- 1.8 In the event the Second Grand Vice-Polaris has graduated from college before the next regularly scheduled Conclave he shall continue on in the position until the next Conclave.



## **ARTICLE VII – OFFICE OF THE GRAND EXECUTIVE SECRETARY**

### **Section (1) Duties of the Grand Executive Secretary**

- 1.1 Attend all national meetings of the Fraternity.
- 1.2 Keep accurate minutes of all proceedings. In addition to keeping accurate minutes of the proceedings, the Grand Secretary shall distribute a copy of the Minutes, Treasurer's report, State of Affairs, and any pertinent report information from all National/Grand Council meetings to all undergraduate and graduate chapters, within 90 calendar days after the close of the proceedings for their review.
- 1.3 Execute writing as may be required and preserve the books, records and documents pertaining to his office such material to be the property of the Fraternity.
- 1.4 Cause to be delivered, or mailed (via USPS or electronically), all summons to members to appear before the Fraternity.
- 1.5 Complete and keep current information on all members, including an alphabetical list of all members, their residences, email addresses and telephone numbers, etc.
- 1.6 At all times be at the will and call of the Grand Polaris.
- 1.7 In the event he is unable to serve or attend to his duties, he shall give due notice to the Grand Polaris and surrender all books, records, documents, and/or materials of his office.
- 1.8 In instances of Section (1.7), a Grand Executive Secretary shall be appointed pro tem by the Grand Polaris.

## **ARTICLE VIII - OFFICE OF THE GRAND TREASURER**

### **Section (1) Duties of the Grand Treasurer**

- 1.1 Collect all funds belonging to the Fraternity from any and all sources.
- 1.2 Pay all bills co-signed by the Grand Polaris.
- 1.3 Keep an accurate account of all monies received and expended in a set of books belonging to the Fraternity.



- 1.4 Make regular deposits of all monies in a bank designated by the Fraternity.
- 1.5 Attend all national meetings of the Fraternity.
- 1.6 At all times be at the will and call of the Grand Polaris.
- 1.7 Give a current financial report at all regional and national meetings.
- 1.8 Render a detailed written financial report of expenditures with balance on hand at the end of the year.
- 1.9 In the event he is unable to serve or attend to his duties, he shall give due notice to the Grand Polaris and surrender all monies, books, records, documents and/or materials of his office.
- 1.10 In the event of Section (1.10), a Grand Treasurer shall be appointed by the Grand Polaris.

## **ARTICLE IX - DUTIES OF REGIONAL POLARIS**

### **Section (1) Duties of the Regional Polaris**

- 1.1 Assure all policies, rules and regulations of the Constitution and By-laws are adhered to.
- 1.2 Oversee all Intake activities including:
  - a. Enforce the Code of Conduct and Code of Ethics throughout the region.
  - b. Certify the leadership quality of the chapter Polaris and Director of Brotherhood Intake Program
  - c. Assure all monies are forwarded to the Grand Treasurer
- 1.3 Oversee activity plans for the chapters including:
  - a. Periodic checks on community development efforts.
  - b. Monitor scholastic achievement.
- 1.4 Financial responsibilities include:
  - a. Assure that all chapters are meeting financial obligations with compensation fees.



1.5 Regional Meetings.

- a. Plan periodic meetings with either all the Polari and/or all chapters in the region.
- b. Suggest new ideas and goals to strengthen the region.

1.6 Appoint the Assistant Regional Polari and other regional staff as he deems necessary.

**Section (2) Qualifications**

- 2.1 He must be a graduate of an accredited four-year college or university or at least three years in a professional career.
- 2.2 Must be an active member in good standing and financial with an alumni chapter or in the event that there is no alumni chapter within a 50 mile radius with which to affiliate himself, all other qualifications must be met.
- 2.3 Must have been a financial brother with the Fraternity for three consecutive years just prior to his appointment.
- 2.4 Must have held an elected or appointed position in the Fraternity for at least two years.

**ARTICLE X-OFFICER SUCCESSION**

**Section (1) Officer Succession**

- 1.1 In the event of a vacancy in the Office of Grand Polaris, the Grand Vice-Polaris shall succeed to the Office of Grand Polaris and he shall select a Grand Vice-Polaris to serve the remainder of the Grand Vice-Polaris' term.
- 1.2 In the event of a simultaneous vacancy in the Office of Grand Polaris and in the Office Grand Vice-Polaris the Board of Directors Chairman shall succeed to the Office of Grand Polaris and he shall select a Grand Vice-Polaris to serve the remainder of the Grand Vice-Polaris' term.
- 1.3 Any member that succeeds to the Office of Grand Polaris or Grand Vice-Polaris shall not have the term that he succeeds to count toward the limitations mentioned in Article IV, Section 1.11.



## **ARTICLE XI - ELECTIONS**

### **Section (1) Elected Officers**

- 1.1 There shall be only three (3) nationally elected officers of this organization: the Grand Polaris, Grand Vice-Polaris, and Second Grand Vice-Polaris. The Grand Polaris and Grand Vice-Polaris shall be elected on a slate. The Second Grand Vice-Polaris shall be elected individually.

### **Section (2) Term of Office**

- 2.1 The term of office for the Grand Polaris and Grand Vice-Polaris shall be four (4) years and the Second Grand Vice-Polaris shall be two (2) years.
- 2.2 No individual may hold the Office of Grand Polaris or the Office of Grand Vice-Polaris for more than two (2) consecutive terms.
- 2.3 No individual may hold the Office of the Second Grand Vice-Polaris for more than one (1) term.

### **Section (3) Election Procedures**

- 3.1 Elections will be held at the Conclave on the election year.
- 3.2 The new officers shall take office immediately upon the certification of the election results and the adjournment of the business meeting, whichever occurs later.
- 3.3 All nominations and/or declarations of candidacy must be submitted in writing to the election committee no later than August 1<sup>st</sup> of the year preceding the Conclave where the voting will be held for the particular office.

### **Section (4) Qualifications for Grand Polaris and Grand Vice-Polaris**

- 4.1 A candidate for Grand Polaris or Grand Vice-Polaris must have been a member of the Fraternity for at least ten (10) years, and must have been financial at the national level for a minimum of five (5) years immediately preceding the election to be considered.
- 4.2 A candidate Grand Polaris or Grand Vice-Polaris must have been financial at the chapter level for a minimum of five (5) years immediately preceding the election to be considered.



- 4.3 A candidate for Grand Polaris or Grand Vice-Polaris must have held either a Grand Council position or a Board of Directors position or the position of Assistant Regional Polaris or the position of State Director for a minimum of four (4) years.
- 4.4 A candidate for Grand Polaris or Grand Vice-Polaris must be a graduate of an accredited four (4) year undergraduate institution or the military equivalent.

### **Section (5) Qualifications for Second Grand Vice-Polaris**

- 5.1 A Candidate for Second Grand Vice-Polaris must be an undergraduate student to be considered.
- 5.2 A Candidate for Second Grand Vice-Polaris must be enrolled and in good standing with his institution to be considered. The candidate must have a cumulative GPA of 2.75 or higher to be considered.
- 5.3 A candidate for Second Grand Vice-Polaris must have been a member of the Fraternity for at least one (1) year, and must have been financial at the national level for a minimum of one (1) year immediately preceding the election to be considered.

### **Section (6) The Election Committee**

- 6.1 The election committee shall consist of a representative from each region.
- 6.2 They shall screen all nominees, place their names on the election ballot, and present them at the Conclave and conduct the process in accordance with the rules and regulations established by the Election Committee.
- 6.3 The Election Committee shall distribute the list of candidates to all chapters no later than October 1<sup>st</sup> of the year preceding the Conclave.
- 6.4 The Grand Polaris has the authority to appoint the Election Committee. The Grand Polaris shall appoint the Election Committee no later than June 1<sup>st</sup> of every even-numbered year. In the event, the Grand Polaris fails to appoint the Election Committee by June 1<sup>st</sup>, the Board of Directors shall immediately serve as the Election Committee.



## **ARTICLE XII - MEMBERSHIP MEETINGS**

### **Section (1) Biennial National Meetings (Conclave)**

- 1.1 The Conclave will be held biennially at a date and location determined by the Grand Council and announced during a previous Conclave.
- 1.2 The Conclave shall be the supreme governing body of the Fraternity, and it shall be composed of delegates from each chapter that is financial and in good standing with the Fraternity.
- 1.3 The Conclave is a forum to combine or reallocate regions; to reprimand, suspend or dissolve chapters; to suspend or expel members; to hear and adjudicate all matters that are referred to it on appeal or otherwise; and to do all other things provided for in the Constitution and By-laws herein which the body may lawfully do in accordance with the certificate of incorporation, dated November 1, 1968, and under the federal laws of the United States or any law of any state of the union.

### **Section (2) Notice of Biennial National Meeting (Conclave)**

- 2.1 The Grand Executive Secretary with direction from the Grand Polaris shall notify all chapters and all financial members of the date and location of the Conclave (Biennial National Meeting) no later than August 1<sup>st</sup> of the year preceding the Conclave.

### **Section (3) National Conferences**

- 3.1 National Conferences shall be a forum for the body to review and develop leadership skills and enhance scholarship principles.

### **Section (4) National Conferences Location and Dates**

- 4.1 The location and date of National Conferences shall be determined by the Grand Council.
- 4.2 The Grand Executive Secretary with direction from the Grand Polaris shall notify all chapters and all financial members of the date and location of the National Conference no later than August 1<sup>st</sup> of the year preceding the conference.





## **Section (5) Quorum**

- 5.1 A quorum shall consist of minimum participation of 66% of active chapters. A chapter is considered “active” when that chapter is not under suspension and has met all its financial obligations to the Fraternity on the national and regional levels.

## **Section (6) Voting**

- 6.1 Voting at the Conclave, and Regional and National Conferences shall be based on the chapter’s national financial status, as follows:
- a. Number of Votes for Elections -The number of financial brothers in a chapter drives Conclave Voting. Each chapter will obtain five (5) votes upon meeting the financial obligations for the (2) two years preceding the Conclave. Chapters receive one (1) extra vote for every five (5) members that have paid individual membership dues for the (2) years preceding the Conclave. Additionally, each chapter will receive one (1) additional vote for each life member that has paid his annual maintenance fee for the two years immediately preceding the Conclave.
  - b. Voting for the purpose of amending the constitution and bylaws shall be one vote per chapter.
- 6.2 Members-at-Large do not have any voting power.

## **Section (7) Proxy**

- 7.1 Voting by proxy is permissible.
- 7.2 The proxy shall be received by the Grand Executive Secretary, postmarked 30 days prior to the meeting in which it is offered. The proxy may be submitted electronically so long as that electronic documentation reveals the date and time the document was submitted to the Grand Executive Secretary and is prior to the deadline. However an extenuating circumstances waiver may be granted by the Grand Council to a chapter with registered delegates if due to unforeseen circumstances said delegates are unable to attend the meeting in which the proxies are offered.
- 7.3 The proxy shall be in writing on a form created by the Fraternity.
- 7.4 The proxy may be revoked at anytime ten (10) days prior to the commencement of the first day of the business meeting. To revoke a proxy, the chapter shall revoke said proxy in writing to the Grand Executive Secretary postmarked 10 days prior to the commencement of the first day of



the business meeting. The revocation may be submitted electronically so long as said electronic documentation reveals the date and time the document was submitted to the Grand Executive Secretary and is prior to the deadline. Once a proxy is revoked, then the proxy is treated as having never been submitted.

- 7.5 Proxies are only valid if the chapter giving the proxy is financial and registered for the Conclave and the chapter receiving the proxy is financial. If either of the chapters is not financial, then the proxy offering is void. If the chapter giving the proxy is not registered for the Conclave, then the proxy offering is void. A chapter is considered "registered" when two delegates from that chapter have registered for the Conclave.
- 7.6 No chapter shall receive or offer more than 3 proxies at one Conclave.

## **ARTICLE XIII - BOARD OF DIRECTORS**

### **Section (1) General Powers**

- 1.1 The Board of Directors of Iota Phi Theta® Fraternity, Inc. will serve as the policy making body for the Fraternity. They will establish the rules and regulations that govern the Fraternity. They will solicit advice and recommendations from the Grand Council and the Fraternity-at-large.
- 1.2 The Board of Directors and the Grand Council shall serve as co-legal agents of the Fraternity. However, the agency authority of the Board of Directors and the Grand Council shall not be recognized exclusive of the Grand Council.
- 1.3 The Board of Directors shall have the responsibility of reviewing and analyzing the organization and direction of the Fraternity, as well as developing, recommending, and establishing strategy and policy for the Fraternity-at-large. The mission of the Board of Directors is to assist in the Fraternity's maintenance, future growth and management.
- 1.4 The Board will provide advice and support to the Grand Council. In addition to the duties and responsibilities set forth in these By-laws, the Board also shall perform specific duties and functions as agreed by it and Grand Council.
- 1.5 In the absence or unavailability of the Grand Council the Board of Directors shall perform the functions of the Grand Council.

- 1.6 The Board of Directors will have authority to hold Grand Council accountable to adhere to the By-laws and policies of Iota Phi Theta® Fraternity, Inc.

## **Section (2) Membership**

- 2.1 The Board of Directors shall consist of the Grand Polaris, Executive Members (Past Grand Polari), Regional Members and Undergraduate Members.

## **Section (3) Eligibility**

- 3.1 Any financial undergraduate or alumni chapter member shall be eligible for membership to the Board of Directors, as set forth herein.
- 3.2 Executive members - The immediate past and immediate two (2) former Grand Polari may serve as voting members of the Board. All other past Grand Polari, however, may serve as ex-officio members.
- 3.3 Regional members - each region will elect one (1) alumni representative. Each Regional member must have been financial with the Region and National bodies for at least three (3) years prior to their election, is a member in good standing, and has held an elected office in the Fraternity.
- 3.4 Undergraduate Members - There will be two (2) undergraduate members to the Board. The Undergraduate Member must have been financial with the Region and National bodies for one (1) year prior to their election, must be a member in good standing, and has held an elected office in the Fraternity.

## **Section (4) Term of Office**

- 4.1 Regional members shall serve four (4) year terms and undergraduate members shall serve two (2) year terms. Executive members shall have no term limit except as set forth in sub-paragraph 3.2 above. Undergraduate terms shall begin at the Conclave. The regional member's term shall begin on the even year. If the date of election is either greater or less than precisely four or two years, as applicable, then such terms shall be lengthened or shortened to accommodate the election date.
- 4.2 Holdovers – if elections for regional and undergraduate members are not held as set forth in these By-laws, then the regional and undergraduate members, then in office, may continue in a holdover capacity until a special Board election takes place.

## **Section (5) Elections**

- 5.1 Election of Regional members – Regional members shall be elected at a regional meeting.
- 5.2 Election of Undergraduate members – Undergraduate members shall be elected at the Conclave. Names of eligible candidates shall be submitted in writing to the chairman of the Board and Election Committee no later than one hundred twenty (120) days prior to the Conclave.
- 5.3 Special Elections – In the event that Regional and Undergraduate members are not elected, as set forth herein, then special elections shall be scheduled by a vote of the Board of Directors. Such special election will be held no later than the next scheduled available regional meeting or national meeting.

## **Section (6) Duties of the Board of Directors Chairman**

- 6.1 The Chairman of the Board of Directors shall be a member of the Board and be responsible for the organization and operations of the Board. He shall preside over all Board meetings. He shall appoint all Board committees. He shall serve a two (2) year term. He shall be elected at the Conclave. Any member who has been financial with a alumni chapter and the Fraternity for the immediate preceding five (5) years and is a member in good standing is eligible to become Chairman.
- 6.2 The current Grand Polaris and Executive Members shall not be eligible to be Chairman of the Board.

## **Section (7) Resignation**

- 7.1 A Board member shall submit a formal letter of resignation to the Chairman of the Board.

## **Section (8) Removal**

- 8.1 A member of the Board may be removed from the Board when either of the following occurs:
  - a. Non-payment of chapter and national Fraternity dues; or
  - b. Three consecutive unexcused absences from formal Board meetings; or
  - c. A vote of 66 2/3% of the Board membership for cause.



## **Section (9) Vacancies**

- 9.1 The Secretary of the Board will advise the Grand Council and the Regional Polaris, as applicable, of a regional representative or undergraduate representative position that becomes vacant. Any vacancies should be addressed at the next appropriate Regional or National meeting.

## **Section (10) Meetings**

- 10.1 The Board of Directors will meet at least three (3) times per year. A Board meeting shall be held at each Conclave and summer conference. The Board Chairman may call additional meetings, in accordance with these By-laws and such meetings may be conference call meetings.

## **Section (11) Notice**

- 11.1 The Secretary of the Board shall notify in writing each member one (1) month in advance of a meeting. Electronic mail may suffice as said written notification. In case of an emergency, the Board Secretary will notify all Board members by electronic mail or telephonically. If the Board Secretary shall elect to notify members by phone, then he shall forward a follow up letter thereafter and said follow up letter may be by electronic mail.

## **Section (12) Quorum and Voting**

- 12.1 A quorum shall consist of fifty-one (51) percent of the total members of the Board.

## **Section (13) Poll of the Board**

- 13.1 It shall be the responsibility of the Secretary of the Board to poll all members in all appropriate matters as specified by the Chairman or the Fraternity By-laws.

# **ARTICLE XIV - COMMITTEES**

## **Section (1) Committees**

- 1.1 Committees may be created and dissolved by the Grand Council and/or the Board of Directors respectively. Such committees shall discharge such responsibilities as may be assigned by the Grand Council and/or the Board of Directors, respectively.



## **ARTICLE XV - CONTRACTS AND BANKING PROVISIONS**

### **Section (1) Contracts**

- 1.1 The Grand Council may authorize any officer or officers, agent or agents, to enter into the contract or execute or deliver any instrument in the name of or on behalf of the Fraternity, and such authority may be general or confined to specific instances.
- 1.2 No contract shall be executed pursuant to this Section without the prior approval of the General Counsel.
- 1.3 Any written contract authorized by the Grand Council in excess of \$5,000.00, a copy of said written contract shall be provided to the Board of Directors within 30 days of execution.

### **Section (2) Deposits**

- 2.1 All funds of the Fraternity not otherwise employed shall be deposited from time to time to the credit of the Fraternity in such financial institution.
- 2.2 Any funds of the Fraternity not otherwise employed may be invested in such financial institutions by the Treasurer with approval of the Grand Council and the Board of Directors. Should the Grand Council and/or the Board of Directors fails to act within 30 days, the Treasurer may, within his discretion, proceed with the investment opportunity.

### **Section (3) Checks**

- 3.1 All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Fraternity shall be signed by such officer or officers, agent or agents of the Fraternity.
- 3.2 No loan shall be made to the Fraternity or authorized in its name unless authorized by a resolution of the Board of Directors.

### **Section (4) Budget and Finance**

- 4.1 The Grand Council shall prepare a written draft proposed budget and submit it to the Board of Directors to cover the period January 1<sup>st</sup> through December 31<sup>st</sup> of the coming year by no later than October 1<sup>st</sup> of the current year.



- 4.2 The Board of Directors shall submit any recommendations to the Grand Council to the draft proposed budget no later than November 1<sup>st</sup>. The Board of Directors shall be deemed to have waived any recommendations to the draft proposed budget if said recommendations are not received by the Grand Council by November 1<sup>st</sup>.
- 4.3 The Grand Council must submit its written final budget to the Board of Directors for approval by no later than December 1<sup>st</sup>. The Board of Directors must either approve or reject the budget in its entirety by December 31<sup>st</sup> of the current year. The Grand Council's budget shall be presented to each region at its first regional meeting after January 30<sup>th</sup> after it has been approved or rejected in its entirety.
- 4.4 No expenditures for participation in National Pan-Hellenic Council activities (excluding our annual dues assessment) may exceed \$1,000.00 without the direct written approval by a 2/3<sup>rds</sup>-majority vote of the Board of Directors.
- 4.5 The Grand Polaris shall have discretionary spending power for up to \$5,000.00. Any expenditure exceeding that amount requires a resolution approved by the Board of Directors.

## **Section (5) Financial Management Standards**

- 5.1 The Grand Treasurer shall be responsible for the development and chair a finance committee consisting of at least one qualified board member. This committee shall be responsible for establishing the budgets (financial forecasting) in which the Fraternity will operate. The finance committee will be responsible for establishing and maintaining an operating, cash/revenue, program, and reserve budgets.
- 5.2 The financial management standards shall include the follow provisions:
- a. An accounting structure that provides accurate and complete information about all financial transactions.
  - b. Detailed expenditure records
  - c. Accounting records maintained on a current basis and balanced monthly.
  - d. All records must be supported by source documentation such a cancelled checks, invoices, contracts and personal expense reports.
  - e. All records shall be scanned and stored in the accounting section of the document library.



- 5.3 The internal controls shall include the following provisions as to assure that cash or other assets are used for its authorized purpose:
- a. Electronic funds transfer shall be maintain whenever possible, cash receipts shall be recorded immediately and deposited daily.
  - b. Bank accounts shall be reconciled monthly.
  - c. Vendors payment upon receipt of approved invoices only.
- 5.4 As a part of the accounting and financial management of the Fraternity, all financial records shall be in the state of audit readiness. An internal financial audit may be called by the Board of Directors Chairman to ensure compliance.
- 5.5 A monthly financial summary shall be made available to include the actual revenue and authorized expenditures via discretionary distribution.

## **ARTICLE XVI - ACCOUNTING YEAR AND AUDIT**

### **Section (1) Accounting Year**

- 1.1 The accounting year shall follow the fiscal year of January 1<sup>st</sup> through December 31<sup>st</sup>.

### **Section (2) Audit**

- 2.1 At the end of the accounting year, the books of the Fraternity shall be closed and a financial statement prepared for such year. Such financial statement shall be promptly mailed, via the United States Postal Service or approved electronic mail, to each member of the Grand Council and the Board of Directors and shall be submitted to the delegates at the Biennial Conclave.
- 2.2 In the event that the Grand Treasurer or Finance Committee fails to adhere to the provisions outlined in ARTICLE XV – CONTRACTS AND BANKING PROVISIONS Section (4) Accounting and Financial Management, the Chairman of the Board of Directors shall allow for a period of correction of no less than 30 days. If the failure is deemed to be irreconcilable the Chairman of the Board of Directors in the interest of the Fraternity shall call and lead the effort for an independent audit.





## **ARTICLE XVII - AMENDMENTS**

### **Section (1) Amendments**

- 1.1 These By-laws may be amended or new By-laws adopted by a two-thirds (2/3) vote at the Conclave.

## **ARTICLE XVIII - MEMBERSHIP INTAKE**

### **Section (1) Procedure, Criteria; Intake Manual**

- 1.1 The procedures, policies and criteria for Membership Intake will be specified in the Fraternity Brotherhood Intake Program. Amendments by the Grand Council and the Board of Directors shall be made to the Fraternity Brotherhood Intake Program as deemed necessary by the Grand Council and Board of Directors.

### **Section (2) Hazing in any form is prohibited.**

## **ARTICLE XIX – AWARDS**

### **Section (1) Awards**

- 1.1 The procedures, policies and criteria for awards will be specified in the Awards Policy as determined by the Board of Directors.

## **ARTICLE XX – TRIBUNAL PROCEDURES**

### **Section (1) Tribunal Procedures**

- 1.1 The procedures, policies and regulations for the tribunal process and procedures will be specified in the Tribunal Policy and Procedure as determined by the Board of Directors.

## **ARTICLE XXI – CONFLICT OF INTEREST**

### **Section (1) Conflict of Interest**

- 1.1 Whenever a Member, Director or Officer has a financial or personal interest in any matter coming before the Fraternity, the affected person shall (1) fully disclose the nature of the interest and (2) withdraw from discussion, lobbying, and voting on the matter.



- 1.2 The term “interest” shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term “concern” shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity.
- 1.3 Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested parties determine that it is in the best interest of the Fraternity to do so.
- 1.4 The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

*As amended, Miami, Florida, 2009.*

