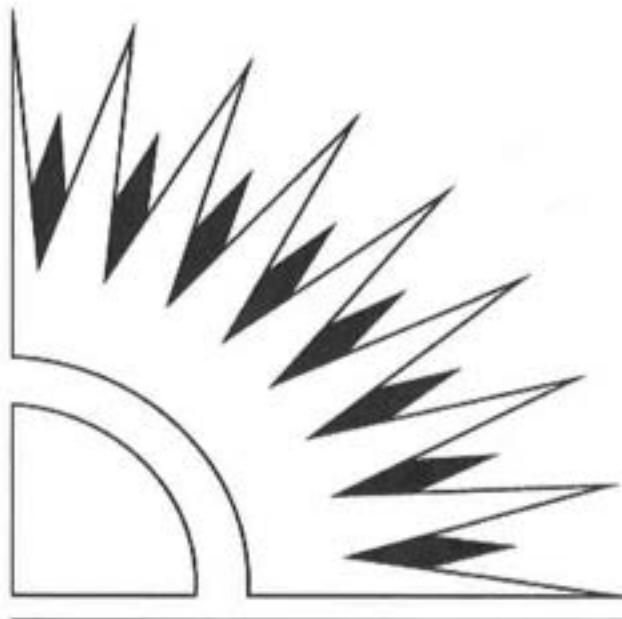


# National Pan-Hellenic Council, Incorporated

Constitution, Bylaws

And

Standing Rules



# **CONSTITUTION**

## **PREAMBLE**

We, the representatives of historically established community service fraternities and sororities, similar in structure and background with both graduate and undergraduate chapters, recognizing the need for coordination and cooperation in activities of intercollegiate Greek letter fraternities and sororities, and recognizing that there are certain areas of action and programming that can best be realized by formal organization, do hereby establish such an organization and bind ourselves to abide by the provisions of the following Constitution.

### **ARTICLE I - NAME**

**Section 1.** The name of this organization shall be the NATIONAL PAN-HELLENIC COUNCIL, INC. hereinafter referred to as "NPHC."

### **ARTICLE II - PURPOSE**

The purpose of the NPHC shall be to foster cooperative actions of its members in dealing with matters of mutual concern. To this end, the NPHC promotes the well-being of its affiliate fraternities and sororities, facilitates the establishment and development of local councils of the NPHC and provides leadership training for its constituents.

### **ARTICLE III - STRUCTURE**

**Section 1.** There shall be a Council of Presidents (COP), which shall have supreme authority on all matters related to the National Pan-Hellenic Council.

**Section 2.** There shall be a National Conference which will be held biennially, and which shall provide leadership development opportunities, set collaboration direction on issues of concern to the member organizations or for the betterment of the community at large.

**Section 3.** There shall be a National Executive Board of Directors (NEBD), subject in all respects to the COP of the NPHC.

**Section 4.** NPHC shall establish collegiate and alumni councils from affiliate chapters at a college/university or in a given area respectively.

## **ARTICLE IV - MEMBERSHIP**

**Section 1.** Membership Organizations:

- a. Membership in NPHC shall include Alpha Kappa Alpha Sorority, Inc., Alpha Phi Alpha Fraternity, Inc., Delta Sigma Theta Sorority, Inc., Zeta Phi Beta Sorority, Inc., Iota Phi Theta Fraternity, Inc., Kappa Alpha Psi Fraternity, Inc., Sigma Gamma Rho Sorority, Inc., Phi Beta Sigma Fraternity, Inc., Omega Psi Phi Fraternity, Inc. and any other member organization of the NPHC as may, from time to time, be granted membership.
- b. No other organization shall have the right to sit on, or have a voice in, a local undergraduate or alumni council of NPHC, and may not be considered for membership on the local level. However every Member Organization shall have the right to sit on and have a voice in local undergraduate and alumni councils if the Member Organization is in good standing with the NPHC nationally.
- c. Local councils, collegiate or alumni, shall not in any manner prohibit the participation of any Member Organization from participating at local NPHC meetings at collegiate councils or local communities, subject to applicable university regulations and the local Member Organization meeting the requirements of being active and in good standing locally.
- d. Membership shall also include local collegiate and alumni councils chartered by the NPHC.

**Section 2.** Active Members. Active members shall be the members who have paid all required dues and assessments.

**Section 3.** Any organization seeking membership in the NPHC shall be approved by the COP. The procedures to petition for membership shall be provided in the bylaws.

## **ARTICLE V - COUNCIL OF PRESIDENTS**

**Section 1.** Authority. The supreme governing authority of the NPHC shall be vested in the COP.

**Section 2.** Composition. The COP shall be composed of the elected president of each member fraternity or sorority or the authorized representative thereof, who shall be designated by the president of the respective fraternity or sorority and shall represent the fraternity or sorority in the absence of the president.

**Section 3.** Responsibilities. The COP shall be responsible for the broad general policies of the NPHC and for instructing the NEBD regarding activities to be executed on behalf of the NPHC.

**Section 4.** Officers. The Council of Presidents shall have two (2) elected offices, Chairman and Vice-Chairman. The Chairman of the Council of Presidents shall preside over the meetings of the Council of Presidents and shall be the highest ranking member of the Council of Presidents. The Vice-Chairman shall serve in the event the Chairman is unable to do so. Upon the expiration of the term of the Chairman, the Vice-Chairman shall succeed to the Chairmanship and the Council shall then elect a Vice-Chairman. The Chairman of the Council of Presidents shall be an elected position and priority for election shall be given to the Presidents of the affiliate organizations who have not served as Chairman in the three (3) years prior to the election.

**Section 5.** Term of Office. The term of office for the Chairman shall be one (1) year and said period shall begin July 1<sup>st</sup> and end June 30<sup>th</sup>.

## **ARTICLE VI – NATIONAL EXECUTIVE BOARD OF DIRECTORS OF NPHC**

**Section 1.** Scope of Authority. The National Executive Board of Directors (NEBD) of NPHC shall serve in an advisory role to the COP. The NEBD shall have the authority to establish local chapters and provide direction to chapters on matters pertinent to NPHC as directed by the COP.

**Section 2.** Composition. The officers of the NEBD shall be appointed by the COP. The officers of the NEBD are the following: President, First Vice-President, Second Vice-President, Secretary, Treasurer, Program Chair, Alumni Council Chair, Collegiate Council Chair, Conference Planning Chair, National Chair of Marketing and Communications, National Parliamentarian, Chaplain, and the immediate Past-President. The National Chair of Marketing and Communications, National Parliamentarian, Chaplain, immediate Past-President, and the Administrative Associate are ex-officio members of the NEBD and they shall serve without a vote.

**Section 3.** Qualification Term. No appointed Director shall serve more than two full terms, except as herein provided. A full term shall be two years.

**Section 4.** Term of Office. The term of office for the NEBD shall begin January 1 and end on December 31, two years hence.

**Section 5.** Eligibility. No person shall be appointed as a Director unless he/she is a member of a fraternity or sorority, which is a member of the NPHC and in good standing with their organization. For this purpose, a fraternity or sorority

which has been granted an extension by the NEBD as provided in the bylaws for the payment of dues, shall not be deemed a member in good standing.

- Section 6.** Vacancies. In the event of the death or resignation of a Director, the NEBD shall nominate a replacement to the COP who shall have final authority on approving such nomination or selecting someone else to fill the vacancy. The person thus chosen shall serve only until the end of the unexpired term, at which time a successor to the deceased or resigned Director shall be appointed. The resignation of a Director shall be submitted to the National President who shall forward the resignation to the COP. A Director appointed to fill an unexpired term may be appointed to a full term, following the completion of the unexpired term.
- Section 7.** Ex-Officio Members. The National Chair of Marketing and Communications, National Parliamentarian, Chaplain, immediate Past-President, and any other officers as deemed appropriate by the Council of Presidents shall serve as ex-officio members of the NEBD and they shall serve without vote.
- Section 8.** Meetings. The NEBD shall, at a minimum, meet three times a year, and at a minimum shall meet just prior to the National Conference and immediately following the National Conference. Other meetings shall take place at such time and place as determined by a majority of the NEBD.
- Section 9.** Electronic Meetings.
- a. The NEBD can, at its discretion, meet electronically. Notice for electronic meetings shall be sent to all members of the NEBD at least one week in advance. At a minimum, everyone must have simultaneous aural communication. Other rules governing electronic meetings will be in the Standing Rules of the Bylaws.
  - b. If the NEBD is meeting in-person and a member of the NEBD wants to attend such meeting via an electronic platform, permission to do so must be granted by the National President of NPHC.

## ARTICLE VII - MEETINGS

**Section 1.** The National Conference shall convene biennially in October or November. The dates and place of the National Conference shall be determined by the NEBD. The purpose of the National Conference is to provide leadership development opportunities, set collaboration direction on issues of concern to the member organizations or for the betterment of the community at large.

- a. Notices. Notices of the biennial conference shall be issued not less than one hundred-eighty (180) days preceding the biennial conference, and ninety (90) days preceding special meetings.

- b. Registration. Registration for the biennial conference shall be limited to representatives of members of the NPHC as defined in Article IV and guests specifically invited by the NPHC. A person who is not registered shall not be admitted to any official function of the biennial meeting.
- c. Penalty. A penalty shall be assessed on councils not in attendance at the National Conference without prior approval from the NPHC National Executive Director. The minimal penalty shall be the cost of one registration.

**Section 2.** Established collegiate and alumni councils shall meet on a regular basis but no less than three times a year.

## ARTICLE VIII – COMMITTEES

**Section 1.** Standing Committees. The Standing Committees of the NPHC shall be: Budget & Finance Committee, Human Resources Committee, Program Committee, Conference Planning Committee, Collegiate Council Committee, Alumni Council Committee, and Constitution and Bylaws Committee.

**Section 2.** Appointments. Standing committees are chaired by the officers of NPHC as herein described in the bylaws. The members of all standing committees shall be appointed by the National President in accordance with provisions in the bylaws. Such appointments are subject to the approval of the COP.

**Section 3.** Special Committees. The NEBD may form such other committees as it deems necessary to carry out the duties of the NPHC. The President shall appoint the chairperson and members of ad hoc committees. Such appointments are subject to the approval of the COP.

## ARTICLE IX – FINANCE

**Section 1.** Membership Dues and Assessments. Membership dues and assessments shall be determined by the NEBD, subject to the approval of the COP.

**Section 2.** Budget. The annual budget for the NPHC shall be prepared by the Budget and Finance Committee and presented for approval to the NEBD. The NEBD will forward the budget to the COP for final approval. The annual budget shall be submitted to the COP by December 1.

**Section 3.** The fiscal year shall be January 1 to December 31.

## **ARTICLE X - PARLIAMENTARY AUTHORITY**

- Section 1.** The current edition of *Robert's Rules of Order, Newly Revised* shall govern in all matters not provided for in this Constitution or the Bylaws and other documentation of the NPHC.

## **ARTICLE XI - LIABILITY**

- Section 1.** The Council of Presidents and the National Executive Board of Directors of the NPHC expressly disavows responsibility for the actions of local councils or individual members who are in violation of either the letter or the spirit of this Constitution and Bylaws.

## **ARTICLE XII - AMENDMENTS**

- Section 1.** This Constitution may be amended by the Council of Presidents by 2/3 vote.
- Section 2.** All proposed amendments shall be submitted by June 1 to the National Constitution and Bylaw Committee (CBLC). The CBLC will make its recommendations to the NEBD.
- Section 3.** The NEBD shall forward each proposed amendment with its recommendations to the Council Presidents.

# Bylaws

## BYLAWS

### ARTICLE I – NAME

Section 1. The name of this organization shall be the NATIONAL PAN-HELLENIC COUNCIL, INC. hereinafter referred to as “NPHC.”

### ARTICLE II - MEMBERSHIP

Section 1. The National Pan-Hellenic Council is composed of the following member organizations: Alpha Kappa Alpha, Alpha Phi Alpha, Delta Sigma Theta, Zeta Phi Beta, Iota Phi Theta, Kappa Alpha Psi, Sigma Gamma Rho, Phi Beta Sigma, and Omega Psi Phi.

Section 2. **Councils** Collegiate and alumni councils of the NPHC must be chartered where there is representation of at least two member organizations, with the approval of the National Executive Director, unless otherwise prohibited by a college, university, or other administrative authority.

Section 3. **Collegiate Councils** Collegiate councils shall be established as college/university councils and shall be comprised of representatives of the local Collegiate chapters of member organizations who are matriculating at an accredited college or university that recognizes and supports the concepts and ideals of the NPHC. Once established, a council with fewer than two participating member organizations must request and receive special permission from the National Executive Director and the college/university, to function in a given fiscal year.

- a. **Collegiate Council Advisor** Each Collegiate council shall have at least one advisor from the local Alumni council. All Alumni council advisors must be financial and active<sup>1</sup> and approved by their respective council and Alumni chapter President. If no local Alumni council exists, a financial Alumni member of a member organization in that area may be appointed by the National Alumni Council Chair who will notify the National President of this appointment. The National President shall forward this information to the Chairman of the COP. This appointment is subject to the approval of the Council of Presidents (COP). Once the appointment is confirmed, the Collegiate Council Advisor will notify the appropriate college/university of the appointment.

Section 4. **Alumni Councils** Alumni councils shall be established in a geographical area (city/county) and shall be comprised of representatives of at least two member organizations. Once established, a local council with fewer than two participating member organizations must

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<sup>1</sup> For purposes of these bylaws, the terms “financial and active” are understood to mean a member is recognized as having met his/her current financial obligations with both his/her member organization as well as his/her local council and is not under suspension.

request and receive special permission from the National Executive Director to function in a given fiscal year.

Section 5. **Multiple Chapters** Multiple local chapters of one member organization may belong to the same local council. The bylaws of the local council must determine an equitable voting structure to accommodate such membership.

Section 6. **Limitation on Membership** A local chapter of a member organization may hold membership in only one local council at a time.

Section 7. **Membership of Local Councils** Collegiate and alumni councils of the NPHC shall be comprised of representatives of chapters that are financial and active with their respective national member organization and whose respective national organization is a financial member of the NPHC.

Section 8 For the purposes of active membership, the fiscal year of NPHC is from January 1st to December 31st. Dues are due by January 31st. Any Council that fails to submit its national dues to the NPHC national office by February 15<sup>th</sup> shall be notified that they are not financial and their membership in NPHC shall be forfeit by February 28<sup>th</sup>.

Section 9. **Non-Financial Councils** Non-financial councils may not operate under the NPHC name nor use the organization's logo, branding or intellectual properties.

Section 10. **Eligibility for Member Organizations**. To be eligible for membership in NPHC, a fraternity or sorority shall:

- a. Be devoted to general fraternity or sorority ideals and be in conformity with the NPHC Constitution and Bylaws and the NPHC Mission Statement.
- b. Have been in existence for at least fifteen (15) years and shall have been incorporated in the United States of America.
- c. Be national in scope and whose collective membership is no less than one hundred (100) Collegiate and alumni chapters, each chapter must have a minimum of (5) five financial members. Of the aforesaid 100 Collegiate and alumni chapters, a total of no less than fifty (50) must have been a part of the fraternity or sorority for at least ten (10) years.
- d. Have constitutional provisions for a national convention, with interim authority vested in trustees, a board of directors or the officers who supervise the affairs of the fraternity or sorority.
- e. Have Collegiate chapters recognized by and in good standing with accredited four-year colleges or universities which offer at least a baccalaureate degree.

For the purpose of this section “accredited” shall mean institutions in the continental United States which are accredited by one of the regional accrediting agencies in the American Council of Education. Institutions located outside of the United States shall be accredited by the appropriate agency/organization in that locale.

For the purpose of this section, Collegiate chapter is recognized by an institution, if its membership is drawn from students enrolled in such institution, and formal agreement with or recognition by such institution is required or implied.

### ARTICLE III – DUTIES OF OFFICERS

Section 1. Officers: The officers of the National Executive Board of Directors (NEBD) shall be the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Alumni Council Chair, Collegiate Council Chair, Program Chair, Conference Planning Chair, National Chair of Marketing and Communications, National Parliamentarian, Chaplain, and the immediate Past President. The National Chair of Marketing and Communications, National Parliamentarian, Chaplain, and immediate Past President are ex-officio, non-voting members of the NEBD. The Administrative Associate s expected to attend the meetings of the NEBD.

Section 2. Duties

- a. President. The President shall:
  1. Serve as Chairperson of the NEBD
  2. Preside at all meetings of the NEBD and the National Conference.
  3. Submit recommendations for members of all standing committees to the COP for final approval.
  4. Serve as ex-officio member of all committees except Nominations.
  5. Approve all vouchers for expenditure of budgeted funds.
  6. Have the authority to appoint ad hoc/special committees.
  7. Ensure that reports of all officers are sent to the COP.
  8. Negotiate all contracts for NPHC meetings, including contracts necessary to host the biennial conference. Such contracts are subject to the approval of the COP.
  9. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by NPHC as well as such other duties as directed by the COP.
- b. The First Vice-President shall:
  1. Assist the President in the performance of his/her duties.
  2. Preside in the absence or incapacitation of the President .
  3. Chair the Human Resources Committee (HRC)
  4. Coordinate and implement national programmatic thrusts under the advisement of the National President, to be carried out through local councils.
  5. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by NPHC and as directed by the President and/or COP.

- c. The Second Vice-President shall:
  - 1. Primarily advise the NEBD on matters of concern to collegiate members.
  - 2. Assist in identifying strategies and recommendations to increase and improve collegiate councils in NPHC
  - 3. Make recommendations to the NEBD on programs that will increase collaboration activities of collegiate councils
  - 4. Is the Vice-Chair of the Collegiate Council Committee.
  - 5. Assist the Collegiate Council Committee Chair with planning activities for the National Conference.
- d. Secretary. The Secretary shall:
  - 1. Attend all meetings of the NEBD
  - 2. Keep a true and accurate record of the proceedings of the meetings.
  - 3. Preserve all important records, documents, reports and communications.
  - 4. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by NPHC.
- e. Treasurer. The Treasurer shall:
  - 1. Keep correct and complete records of all accounts, showing accurately the financial condition of the NPHC.
  - 2. Chair the Budget and Finance Committee, which will develop a budget and submit it to the NEBD. The final budget must have the approval of the COP.
  - 3. Receive all revenues from the office of the National Executive Director and deposit all funds in the NPHC's bank account or other depositories designated by the National Executive Director.
  - 4. Submit all financial records for audit.
  - 5. Prepare a financial report that will be posted to the NPHC web site on a quarterly basis
  - 6. Prepare an annual financial report that will be disseminated to those in attendance at the national conference.
  - 7. At a minimum, prepare and present a financial report for every meeting of the NEBD and upon request from either the NEBD or the COP.
  - 8. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by NPHC.
  - 9. Shall also be bonded.
- f. Alumni Council Chair. The Alumni Council Chair, along with his/her committee, shall:
  - 1. Assist the National Executive Director in the maintenance and development of local alumni councils.
  - 2. Chair the Alumni Council Committee.

3. At least annually, the Alumni Council Chair shall report to the NEBD and the COP significant collaborative activities of local alumni councils.
  4. Make such recommendations as deemed appropriate that will strengthen alumni councils.
  5. Provide statistical membership data to the treasurer upon request to assist in the development of the national budget.
  6. Appoint an alumni advisor for an undergraduate council when there is no alumni council in the geographic area that can appoint an adviser. This appointment will be submitted to the National President, who will forward the name to the COP. After the appointment has been confirmed by the COP, the Alumni Council Chair will notify appropriate officials at the college/university the name of the person appointed to serve as advisor to the undergraduate council.
- g. Collegiate Council Chair. The Collegiate Council Chair, along with his/her committee, shall:
1. Assist the National President in the maintenance and development of Collegiate councils.
  2. Chair the Collegiate Council Committee. He/she will be assisted by the Second Vice-President who is Vice-Chair of this committee.
  3. At least annually, the Collegiate Council Chair shall report to the NEBD and the COP significant collaborative activities of the Collegiate councils.
  4. Make such recommendations as deemed appropriate that will strengthen the collegiate councils.
  5. Provide statistical membership data to the treasurer upon request to assist in the development of the national budget.
- h. Program Chair. The Program Chair shall, along with his/her committee:
1. Develop, publish, and distribute an annual NPHC calendar of events of each member organization.
  2. Prepare general NPHC materials highlighting collaborative efforts associated with the NPHC grid of Service.
  3. Develop and provide educational programs for both Collegiate and Alumni Councils.
- i. Conference Planning Chair. The Conference Planning Chair, along with his/her committee, shall:
1. Work with the National President of NPHC in planning and executing the biennial conferences of NPHC with a focus on membership training and development.
  2. Chair the Conference Planning Committee.

3. Assist the National President of NPHC with negotiating the hotel contracts for the biennial conference.
- j. The National Chair of Marketing and Communications shall:
  1. Be responsible for all official website and social media communications.
  2. Be responsible for development of all website content, as well as management of List serve accounts.
  3. Be responsible for the management of the organization's social media accounts, including but not limited to Instagram, Facebook, and Twitter.
  4. Be responsible for the delivery of official publications, notices, announcements, etc. to the organization.
  5. Be responsible for the marketing of all NPHC products, resources, and offerings, including but not limited to all national meetings (e.g., National Leadership Conference, webinars, etc.)
- k. Parliamentarian. The Parliamentarian shall:
  1. Advise the National President, the COP and the NEBD on all questions of parliamentary law.
  2. Upon request, review the constitution/bylaws of local councils to ensure the language does not conflict with the national constitution and bylaws of NPHC.
  3. Conduct at least one workshop on parliamentary procedure at the biennial conference upon request of the National President or the Conference Planning Chair.
  4. Chair the Constitution and Bylaw Committee.
  5. Maintain the most recent version of the NPHC constitution and bylaws.
  6. Periodically conduct a review of the constitution and bylaws of NPHC to ensure the language is unambiguous and accurately reflects current organizational operations.
  5. Monitor updates and changes in Robert's Rules of Order Newly Revised that would necessitate changes in the NPHC constitution and/or bylaws.
  6. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by NPHC.
- I. Chaplain.:
  1. The COP may, at their discretion appoint a chaplain.
  2. The Chaplain shall perform such duties as required by the NEBD or the COP.
  3. The Chaplain's attendance at meetings of the NEBD shall be at the discretion of the president.
  4. If the Chaplain is asked to serve at any national meetings, he/she shall receive the same financial support for reimbursement of approved expenses as received by NPHC officers.

5. Increase the visibility and role of the Chaplain (universal) to provide spiritual support to the NEBD and NPHC Councils through prayer, confidential listening, weekly dissemination of words of encouragement, life referrals through general and individual emails, telephone calls, text messages, cards, etc.
  6. To support and help develop strategies with local council Chaplains on how to engage and provide spiritual, social, and emotional well-being support to their council members.
- m. Immediate Past President. The Immediate Past President of NPHC shall:
1. Serve as an officer on the NEBD for one term (2 years) following the completion of his or her term of office.
  2. They shall be an ex-officio member of the NEBD without a vote.
  3. It is the primary responsibility of the immediate past president to advise the NEBD on matters which may come before it, to provide organizational continuity, and to be available to provide organizational history as appropriate to the new officers.
  4. Perform such other duties as assigned by the president in support of the mission of NPHC.
- n. Administrative Associate. The Administrative Associate:
1. Is responsible for the day-to-day administrative functions of NPHC.
  2. She/he is subject to the direct supervision of the National President of NPHC, but ultimately to the COP.
  3. Serves as the first point of contact for alumni and collegiate councils.
  4. Receives all funds from alumni and collegiate councils, keeping records of which councils are financial and forwarding that information to the treasurer and appropriate council Chairman.
  5. Must be bonded for a minimum of \$25,000.

### Section 3. Eligibility and Terms of Appointments

- a. All potential candidates for appointment must have a letter of support from the National President of their respective member organization.
- b. Candidates for the office of National President and First Vice-President must hold a minimum of a bachelor's degree.
- c. Candidates for the office of Second Vice-President must be:

1. An undergraduate member who is an active member of a collegiate NPHC council.
  2. Must have been active with their collegiate NPHC Council for at least one year. This does not require that they have served as an officer.
  3. Have a minimum cumulative grade point average of 2.5
  4. Must be in good standing with their college/university and with their member organization.
  5. Must have a letter of support from either their NPHC Council adviser, or the adviser to their member organization.
- d. All potential candidates for appointment must be financial and active with their member organization.
- e. All officer appointments are made or confirmed by the COP.
- f. The term of office for each appointment shall be for two years or until a successor is appointed. No officer shall serve more than two successive terms. The term of office begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup>. The immediate past president shall serve on the NEBD for a two-year period immediately following the end of their tenure as president. Service beyond two years can only be extended by the Council of Presidents.
- g. Candidates for appointment must be present at the National Conference where they are appointed or forfeit their appointment unless they have been excused by the president of the COP.
- h. Candidates for appointment must be financial with their respective local member chapter and that chapter must be a financial member in good standing with the local council of the NPHC.
- i. Nominees for NPHC office must have attended at least two of the last three NPHC leadership conferences, which can include the one where they will be confirmed, and one of their national member organization's national conventions within the last 5 years.
- j. Candidates for appointment must be available to travel to national meetings and perform the duties of the position.
- k. The eligibility requirements and terms listed in this section can only be modified or waived by a majority vote of the COP.
- l. If an individual replaces an officer who can no longer serve, and the replacement officer is in office 11 months or less, that time in office

shall not count as a full term, and the individual shall be eligible for appointment for two full terms as previously described.

Section 4. Removal from Office

- a. Any officer who fails to carry out the responsibilities of his/her office may be subject to removal from office unless he/she has been excused for reasons of illness or other personal issues (death, job related).
- b. The NEBD of NPHC has the responsibility to notify the COP when an officer fails to perform the duties of his/her office as proscribed in these bylaws.
- c. An officer who is not fulfilling the duties of his/her office will first receive a letter from the National President which will detail the areas of deficiency and outline what areas of improvement must be evidenced by the officer. This letter will be sent via certified mail to the officer and a copy will also be sent to the Chair of the COP. The officer has 10 days to respond to this letter.
- d. If the officer does not meet the conditions outlined in the letter, the National President will convene a meeting of the NEBD and outline the deficiencies of the officer. If by majority vote, the NEBD concurs with the report of the National President, the specific charges of deficiency will be sent via certified letter informing the officer that he/she has been derelict in their duties and is now subject to removal from office. A copy of this letter will be simultaneously sent to the Chair of the COP. The officer charged with dereliction of duty will have 30 calendar days to submit a written response to the National President, with a copy to the Chair of the COP. The COP has final authority on removing the person from office.
- e. There may be a rare occasion when there is a need to immediately remove a person from office because their actions can or has caused irreparable harm to the organization. The National President can remove a person from office for a maximum of 30 days, during which time the National President must convene a meeting of the NEBD to report the charges and present the evidence to support this emergency action. If the NEBD by majority vote concurs with the action of the National President, the charges against the officer will be simultaneously sent to the officer charged with dereliction of duty and the Chair of the COP. The officer will not function in office until the COP has taken action on the preferred charges. The decision of the COP is final.

- f. Any officer removed for cause must receive a written document detailing the charges levied against him/her.
- g. Any officer charged with dereliction of duty will have the right to be heard in his/her own defense after he/she has received the charges in writing and before any decision is made to remove him/her from office. The officer will have 30 calendar days to respond to the written charges.
- h. The NPHC NEBD will then vote to make a recommendation to the COP on whether or not the officer should be removed. The decision of the COP is final.
- i. Any vacancy created by the removal of an officer for cause, or a vacancy in an office for any reason, will be filled by the COP. The NEBD will have the option (but is not required) to make a recommendation to the COP, but the final decision on a replacement is up to the COP.

## **ARTICLE IV – NATIONAL EXECUTIVE BOARD OF DIRECTORS (NEBD)**

Section 1. The officers of NPHC shall consist of the following: President, First Vice-President, Second Vice-President, Secretary, Treasurer, Alumni Council Chair, Collegiate Council Chair, Program Chair, Conference Planning Chair, National Chair of Marketing and Communications, National Parliamentarian, Chaplain, and the immediate past president. All officers are appointed by the COP. The National Chair of Marketing and Communications, National Parliamentarian, Chaplain, immediate past president, and Administrative Associate are ex officio, non-voting members of the NEBD.

Section 1. The NEBD is chaired by the President or his/her designee.

Section 2. The NEBD shall meet, at a minimum, three times a year. The NEBD shall meet immediately before and after the National Conference.

Section 3. Duties. The NEBD shall:

- a. Deliberate on those matters which are referred to it by the membership and the COP.
- b. Have the duty to provide recommendations to the COP on officer and committee appointments and the time and place of the National Conference.
- c. Have the responsibility of providing recommendations to the COP for the position of National Executive Director.

- d. The NEBD shall request and review at least annually, the reports of all officers and committees.
- e. The NEBD, through the NPHC President, shall supervise the Executive Director.
- f. Based on the COP strategic plan, it shall develop and present the annual program and the conference plan to the Council of Presidents.

Section 4. **Electronic Meeting** The NEBD may at its discretion, meet using an electronic platform, provided that all members have access to the proper equipment needed for the electronic meeting. The call for an electronic meeting shall require at least 5 days' notice via e-mail. When the NEBD is meeting in person, individuals who cannot personally attend the meeting may do so via an electronic platform, provided such expenditure is approved by the President of NPHC. Any emergency action taken at an electronic meeting must be ratified at the next regular meeting of the Executive Committee.

## **ARTICLE V – COMMITTEES**

Section 1 Standing Committees of NPHC shall be the following: Budget & Finance Committee, Human Resources Committee, Program Committee, Conference Planning Committee, Collegiate Council Committee, Alumni Council Committee and Constitution and Bylaws Committee. Standing committees are chaired by the officers of NPHC as described elsewhere in these bylaws. The president of NPHC appoints committee members to all national committees. These appointments are subject to confirmation by the COP. Membership on all Standing Committees shall range from 5 to 15. Every effort will be made to ensure there is balance on all Standing Committees based on individual organizational membership and alumnae and collegiate members.

b. **Candidates for Standing Committees**. Those individuals interested in serving on NPHC Standing Committees will submit their resume and letter of support from their national organization by July 1<sup>st</sup>. The NEBD will review the names of those volunteering for committee membership and also make recommendations to try and ensure there is a balance of organizational representation and also collegiate and alumnae representation on all committees. Once the committee lists are formed, the list will be sent to the COP for final approval.

### **Section 2. Standing Committees**

- a. **Budget & Finance Committee**. This committee is chaired by the Treasurer.
  - 1. At a minimum, it will include the Alumni Council Chair, the Collegiate Council Chair and the National Executive Director.
  - 2. It shall be the duty of the Budget & Finance Committee to prepare the budget for the organization and present this budget simultaneously to the NEBD and the COP for approval.

3. This committee shall also make recommendations on any investments of the organization and other suggestions that can increase revenues for NPHC.
- b. Human Resources Committee. This committee is chaired by the First Vice-President. It shall be the duty of the Human Resources Committee to:
  - a. Review the job description for the Administrative Associate and all other staff, recommending changes and updates as needed to the NEBD, who will, upon adoption, forward such changes to the COP for approval.
  - b. Determine job descriptions for any additional personnel hired, or volunteering to work at the national office.
  - c. Determine and periodically review salary and compensation, benefits and other remuneration for all staff. Committee recommendations for compensation will be presented first to the NEBD, who will then forward their recommendations to the COP for final review and approval.
  - d. Annually evaluate the job performance of the Administrative Associate and all staff working at the national office. All evaluations will be in writing and will be shared with the staff member, who will be allowed to provide comments on the evaluation. The evaluation and the comments of the staff member will be presented to the NEBD, who will review the evaluations. Recommendations of the NEBD regarding employment status will be forwarded to the COP for final review and approval.
  - e. Establish a performance improvement plan for any staff whose job performance does not meet the standards set by the job description and personnel handbook. Before such a plan is implemented, the issues of concern will be shared with the National President who will report such concerns to the NEBD and to the COP who will have the authority to make recommendations on actions recommended by the HRC. The COP will have final authority over this process.
  - f. Make annual recommendations on compensation for the Administrative Associate and all other paid staff to the NEBD who, after adoption, will forward recommendations to the COP for final approval.
  - g. Annually review the Personnel Handbook which will contain job descriptions, work expectations and rules of employment for all staff. Present recommendations for policy/procedure changes to the NEBD who will forward their recommendations to the COP for final approval.
- c. Program Committee. This committee is chaired by the Program Chair. It shall be the duty of the Program Committee to:

- a. Develop a unified calendar and coordinate appropriated projects and activities to be implemented on the national and local levels with the approval of the Council of Presidents.
- d. **Conference Planning Committee**. This committee is chaired by the Conference Planning Chair. The Conference Planning Committee will:
  - a. Assist the President of NPHC in planning and implementing the biennial NPHC conference. The major focus of the conference is training and development of the membership and the councils.
  - b. Play a major role in reviewing applications for local councils to host the National Conference, including making site visits to the proposed host city with the President of NPHC.
  - c. Present a report to the NEBD on all proposed sites for the National Conference.
  - d. Assist the President in negotiating the hotel and other contracts necessary to host the conference. The contract is subject to final approval by the Chairperson of the Council of Presidents.
- e. **Collegiate Council Committee**. This committee is chaired by the Collegiate Council Chair. The Second Vice-President shall serve as Vice-Chair of this committee. The Collegiate Council Committee shall:
  - a. Assist the National Executive Director in the maintenance and development of Collegiate councils.
  - b. At least annually the Collegiate Council Committee shall report to the NEBD and the COP significant collaborative activities of the collegiate councils.
  - c. They shall also submit recommendations as appropriate recommending any actions that will help to strengthen and improve the collegiate councils.
  - d. The Collegiate Council Committee shall provide statistical data to the treasurer on the demographics of collegiate councils to assist in budget preparation.
- f. **Alumni Council Committee**. This committee is chaired by the Alumni Council Chair. The Alumni Council Committee shall:
  - a. Assist the National Executive Director in the maintenance and development of local alumni councils.
  - b. At least annually the Alumni Council Committee shall report to the NEBD and the COP significant collaborative activities of local alumni councils.
  - c. They shall also submit recommendations as appropriate recommending any actions that will help to strengthen and improve the alumni councils.

- d. The Alumni Council Committee shall provide statistical data to the treasurer on the demographics of alumni councils to assist in budget preparation.
- g. Constitution and Bylaws Committee (CBLC). This committee is chaired by the National Parliamentarian.
  - a. It shall receive all proposed amendments to the constitution and/or bylaws and prepare these proposals for review by the NEBD and the COP.
  - b. Only local councils, the NEBD, or the CBLC can submit proposed amendments to the constitution and/or bylaws. Amendments cannot be submitted by individuals. The committee may at its discretion, contact the council that submitted a proposed amendment if there is a need to clarify or discuss a proposed amendment.
  - c. The CBLC will discuss all proposed amendments and make a recommendation on its adoption to the NEBD.
  - d. The NEBD will discuss each amendment and make a recommendation on the adoption of each amendment and forward all amendments with their recommendation to the COP.
  - e. Final approval of all proposed amendments is made by 2/3 vote of the COP.
  - f. The CBLC is authorized to correct article and section designations, punctuation, and cross references and to make such other technical and conforming changes as may be necessary to reflect the intent of the submitted amendments.

Section 3. **Electronic Meetings.** Standing Committees have the authority to meet using an electronic platform, provided that all committee members have access to the required equipment. Notice for electronic meetings shall be a minimum of 5 days, sent via e-mail. Authority to conduct an electronic meeting must receive the prior authorization of the President of NPHC. When a Standing Committee is meeting in person, and an individual cannot make the meeting, a committee member may meet via an electronic platform, provided authority to do so has been previously obtained from the President of NPHC.

## ARTICLE VI – NOMINATIONS

- Section 1. All officers are appointed by the COP
- Section 2. The NEBD will recommend an ad hoc Nominations Committee and submit the names of the chair and committee members to the COP for approval. No current officer or committee chair can serve on the ad hoc Nominations Committee (NC).
- Section 3. The call for nominations will be issued by the NC no later than April 30. The Call for nominations will be posted on the NPHC web site and other social

media outlets.

- Section 4. The NC will develop a nomination packet. All individuals wishing to be considered for office will complete the packet and submit it to the NC.
- Section 5. All applications for office must be received by the NC no later than July 1. Any applications that are incomplete or which are received after July 1 will be returned without consideration.
- Section 6. The NC will review the credentials of all potential candidates and note the qualifications of each candidate for the office for which they are being nominated.
- Section 6. The NC will forward all packets received by July 1 to the COP no later than September 1. The COP will make the final decision and appointments of all NPHC officers no later than November 1. Letters of appointment will go to all candidates selected to serve. Any nominees not selected will also receive an appropriate letter informing them that they were not selected. After the letters to the candidates have been sent and received, then the NPHC web site will be updated to inform the entire membership of the officer appointments.

## ARTICLE VII – FINANCE

Section 1. Dues and Fees. All regular dues and assessments are due in the national office by January 31 of each year. Dues and assessments received after February 15 will be assessed a late fee. The late fee shall be determined by the NEBD and approved by the COP.

Section 2. Reactivation. Any local council which has not been financial in the previous year or up to (5) five years will be required to pay a reactivation fee, late fee (if applicable), the current year and past year's dues. The reactivation fee shall be determined by the NEBD. Those councils which have not been financial for (6) six or more years, will be required to begin their chartering process from the beginning but will not be assessed dues for the years the council was inactive.

Section 3. Accounting. The financial accounts of the NPHC shall be audited biennially by a certified public accountant recommended by the NEBD and subject to approval by the COP. An audit shall also be held whenever there is a change in the office of the Administrative Associate and/or the National Treasurer. The NEBD will select the date by which all financial records must be given to the auditor. Upon completion of the audit, a report shall be submitted simultaneously to the NEBD and the COP.

Section 4. Bonding. All officers of the NPHC who handle funds shall be bonded at a level sufficient to cover the amount of funds they are expected to handle.

## ARTICLE VIII – LIABILITY

Section 1. The National Executive Board of Directors of the National Pan-Hellenic Council, Inc. and the COP expressly disavows responsibility for the actions of the member councils and any other such membership as defined in this document in violation of either the letter or the spirit of the Constitution and these Bylaws.

## **ARTICLE IX – AUTHORIZATION**

Section 1. The President of the NPHC is authorized to speak on behalf of the organization. The President shall authorize any others speaking on behalf of the NPHC.

## **ARTICLE X – PARLIAMENTARY AUTHORITY**

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the society in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the Constitution of NPHC and any special rules of order the Society may adopt.

## **ARTICLE XI - AMENDMENTS**

Section 1. These Bylaws may be amended by a 2/3 vote of the Council of Presidents.

- a. Member Councils and the NEBD shall have the right to propose amendments to the bylaws.
- b. Proposed bylaw amendments must be submitted to the National Constitution and Bylaws Committee no later than June 1<sup>st</sup>. Only financial Councils may submit recommendations. The NEBD can also submit proposed amendments directly to the CBLC. All proposed amendments must be submitted in writing on the official proposed amendment change form (located in the Standing Rules).
- c. The NEBD shall issue a call for bylaw amendments March 1.
- d. Final recommendations regarding the bylaws will be made by the NEBD who will submit proposed amendments to the COP for final approval.
- e. The COP has the authority to adopt a bylaw amendment, amend the language of any proposed amendment, or to vote against adoption of a proposed bylaw amendment.

Adopted and approved by the Council of Presidents on this 24th day of February, 2020.

Signed

Chair, Council of Presidents

## STANDING RULES

### Standing Rule 1:

- A. Support (airfare, meals, registration, hotel, airport transfers, airport parking, mileage) for the members of the National Executive Board of Directors (NEBD) and any other person specifically invited to attend meetings of the NEBD will be based on the approved budget of NPHC. The budget report will outline what will and will not be covered by NPHC for officers who attend meetings.
- B. The Administrative Associate shall be responsible for making the airfare reservations (if required) and hotel reservations for all who are authorized to attend the meetings. Requests for reimbursement of covered expenses must be accompanied by receipts. Mileage reimbursement will be determined by using Google Maps or some comparable program. Reimbursement for mileage shall not exceed the cost of airfare.

### Standing Rule 2: Electronic meetings

- A. The NEBD may meet via an electronic platform, provided that all members have the equipment required to use the selected platform.
- B. At a minimum there must be simultaneous aural communication.
- C. The quorum for such a meeting will be a majority of the voting officers of the NEBD.
- D. Whenever the outcome of a vote is in doubt, a roll call vote will be taken and each vote recorded by the secretary
- E. Officers will request permission to speak and will speak in the order they are called on by the president.
- F. The agenda for an electronic meeting will be uploaded to all officers at least 3 days prior to the meeting.
- G. Officers who cannot attend an in-person meeting of the NEBD due to illness or some other emergency or conflict can attend the meeting electronically with permission of the president.

### Standing Rule 3: Local Conference Planning Chair

- A. The National President of NPHC can at his/her discretion, appoint a person from the local council that is located in the geographic area where the National Conference will be held to act as the Local Conference Planning Chair.
- B. The Local Conference Planning Chair will assist the National President and national Conference Planning Chair with planning the conference.
- C. The Local Conference Planning Chair reports directly to the National President.

### Standing Rule 4: Amendment Change Form

- A. Any local council or the NEBD who submits an amendment to the constitution or bylaws will do so using the following format:

Document to be Amended (Constitution or Bylaws)	Article to be Amended	Current Language	Proposed Language	Rationale for Proposed Amendment
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#### Standing Rule 5: Volunteer Coordinator

1. Develop and implement assessment modules that measure efficiency and effectiveness of volunteer and committee work process. This includes:
  - A. Composing/Updating an annual goals and objectives template
  - B. Composing/Developing a resource need request form
  - C. Composing/Updating an annual report template
  - D. Create survey instrument for volunteers and committee chairs
  - E. Developing universal performance standards
  - F. Developing a training and transition process for committee leadership and membership
2. Work with each committee chairperson to identify and develop committee memberships
3. Offer information sessions at National Leadership Conference regarding volunteer opportunities
  4. Coordinate a volunteer fair during the National Leadership Conference for sign-ups
  5. Work with national organizations to recruit and retain volunteers

#### Standing Rule 6: Meetings of the National Executive Board of Directors

- A. The National Executive Board of Directors will meet electronically the third Monday of each month at 8 PM CST unless otherwise canceled by the National President or by vote of the NEBD.
- B. Items for the agenda must be sent to the president no later than the Friday prior to the meeting.
- C. The information on how to access the meeting (link to the website, dial-in number and PIN or access code, etc.) will be provided at least three days prior to the meeting.