

**ALPHA EPSILON PHI
SORORITY, INCORPORATED
ARTICLES OF INCORPORATION
CONSTITUTION
BYLAWS
AND
CONSTITUTIONS OF
COLLEGIATE CHAPTERS
ALUMNAE CHAPTERS
ALUMNAE ASSOCIATIONS**

FOUNDED 1909

INCORPORATED 1913

AMENDED AS OF JUNE 2019

TABLE OF CONTENTS

	PAGE
Certificate of Incorporation	3
Sorority Constitution	7
Sorority Bylaws	14
Collegiate Chapter Constitution	34
Alumnae Chapter Constitution	39
Alumnae Association Constitution	40
Index	42

**CERTIFICATE OF INCORPORATION
ALPHA EPSILON PHI SORORITY, INCORPORATED
AS AMENDED NOVEMBER 7, 1981**

Alpha Epsilon Phi Sorority, Incorporated, was incorporated February 20, 1913; the original being Evelyn Pastel, Maude J. Simon, Zelda Sicklick, Frances V. Endofy, and Stella Straus. On November 7, 1981, a Certificate of Amendment of the Certificate of Incorporation was filed with the Secretary of State of the Department of State of the State of New York. Those filing the Certificate of Amendment were Shirley Rudman and Maxine Weinstein. The Certificate of Incorporation as amended is as follows:

**ARTICLE I
NAME**

The name of this corporation shall be Alpha Epsilon Phi Sorority, Incorporated.

**ARTICLE II
PURPOSES**

This corporation is organized and its operations shall be conducted exclusively for educational, charitable, social purposes, including pleasure, recreation, fraternal purposes, and more specifically to accomplish the following objects and purposes, to wit:

- (a) To voluntarily aid, foster and promote the establishment and maintenance of a sisterhood of College and University women and such other affiliated or associated members as may be authorized by the Constitution and Bylaws of the Sorority;
- (b) To help develop the highest type of womanhood through intellectual and cultural activities; social life and service to community, country, and humanity;
- (c) To voluntarily aid, foster, encourage and promote the intellectual development of women students, enrolled in any College, University or school in the United States of America, its territories, possessions and the Dominion of Canada; and to provide and promote intellectual and social advantages, opportunities and facilities, meeting places, furnishings and personal property and places, furnishings and personal property and equipment for such purposes wherever feasible to promote experience in democratic group living;
- (d) To aid, promote and foster the development of good moral character, good citizenship, good personality and improvement of the physical well being of such students;

CERTIFICATE OF INCORPORATION

(e) To aid, and assist and encourage such students financially or otherwise by the establishment or financing of endowments, fellowships, scholarships, incentives and awards;

(f) To provide for the publication and distribution of a Sorority periodical, and manuals and other printed or written material in order to promote the purposes of the Sorority;

(g) To provide and promote leadership and guidance for the individual members, chapters and associations;

(h) To provide a National Office and staff for the administration and supervision of the affairs of the Sorority and its affiliated chapters or groups;

(i) To own, lease, hold and otherwise acquire and use such real or personal property as may be necessary or reasonable to carry out the purposes and objectives of the Sorority and to dispose, liquidate or otherwise transfer such real and personal property;

PROVIDED THAT nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Membership Corporation Law, Section 11, or Social Services Law, Section 35.

ARTICLE III USE AND DISTRIBUTION OF FUNDS

This corporation is not created or organized and shall not be maintained or operated for private gain or pecuniary profit or benefit. All of its funds, property and assets, together with the net earnings thereof and income realized therefrom, and all dues, contributions and other income shall be exclusively devoted to the educational, charitable, social and other non-profit purposes hereinabove set forth. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation and this corporation shall not participate in or intervene in any political campaigns on behalf of any candidate for office.

CERTIFICATE OF INCORPORATION

No individual member, director, officer, employee, or agent of this corporation or any other person shall receive or be entitled to receive, under any circumstances, any pecuniary profit, benefit or reward from the operation or liquidation thereof except as reasonable compensation for services actually rendered in effecting some one or more of the purposes of the corporation. In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organization as shall qualify under Section 501(c) 3 or 7 of the Internal Revenue Code of 1954 as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

ARTICLE IV MEMBERSHIP

The membership of this corporation shall be divided into two classes, namely, the voting members and the non-voting members. The voting members shall be limited to the duly chartered Collegiate and Alumnae Chapters and such Sorority officials as shall be designated under the Constitution and Bylaws of the Sorority. The Collegiate and Alumnae Chapters and Sorority officials in good standing shall have such vote as shall be provided in the Constitution and Bylaws of this corporation. The non-voting members shall be composed of all other individual members of Alpha Epsilon Phi Sorority who have been duly initiated into any Collegiate or Alumnae Chapter and remain in good standing. No dues, tax, or assessments shall be made or imposed on any members except as provided in the Constitution or Bylaws of the Sorority.

ARTICLE V TERRITORY

The territory in which the operations of the Corporation are to be conducted is the United States of America, its territories and possessions and the Dominion of Canada.

ARTICLE VI PRINCIPLE OFFICE

The principle office of this corporation shall be located in the Borough of Manhattan, City and County of New York and State of New York.

CERTIFICATE OF INCORPORATION

ARTICLE VII NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be no more than nine (9) and no less than (5).

ARTICLE VIII ANNUAL MEETING

The time when the Annual Meeting of this Corporation is to be held shall be the time specified in its Constitution and Bylaws.

**CONSTITUTION
ALPHA EPSILON PHI SORORITY, INCORPORATED**

**ARTICLE I
NAME**

The name of this organization shall be Alpha Epsilon Phi Sorority, Incorporated, and may be referred to as Alpha Epsilon Phi Sorority, Inc. or Alpha Epsilon Phi Sorority.

**ARTICLE II
CHARTER**

The Charter provisions and purposes as set forth in the original Certificate of Incorporation filed in the office of the Secretary of State of the State of New York on February 20, 1913 and all subsequent changes or amendments thereto are hereby incorporated into and made a part of this Constitution as Article II hereof.

**ARTICLE III
PURPOSE**

This all women's organization, hereinafter referred to as the "Sorority", shall be a private, voluntary, non-profit, social and intellectual organization. Its purpose, including, but not limited to the following, shall be:

- (a) To aid, foster and promote the establishment and maintenance of a sisterhood of college and university women and such other affiliated or associate members as may be authorized by the Constitution and Bylaws of the Sorority.
- (b) To help develop the highest type of womanhood through intellectual and cultural activities, social life and service to community, country and humanity.
- (c) To voluntarily aid, foster, encourage and promote the intellectual development of women students, enrolled in any College, University or school in the United States of America, its territories, possessions and the Dominion of Canada; and to provide and promote intellectual and social advantages, opportunities and facilities, meeting places, furnishings and personal property and equipment for such purposes wherever feasible to promote experience in democratic group living.
- (d) To aid, promote and foster the development of good moral character, good citizenship, good personality and improvement of physical and mental well being of such students.

CONSTITUTION

(e) To aid, and assist and encourage such students financially or otherwise by the establishment of financing of endowments, fellowships, scholarship, incentives and awards.

(f) To provide for the publication and distribution of a Sorority periodical, and manuals and other printed or written material in order to promote the purpose of the sorority.

(g) To provide and promote leadership and guidance for the individual members, chapters and associations.

(h) To provide a national office and staff for the administration and supervision of the affairs of the Sorority and its affiliated chapters and groups.

(i) To own, lease, hold or otherwise acquire and use such real or personal property as may be necessary or reasonable to carry out the purposes and objectives of the Sorority and to dispose, liquidate or otherwise transfer such real and personal property.

ARTICLE IV MEMBERSHIP

Section 1. The Sorority shall be composed of three general divisions: collegiate chapters, alumnae chapters and associations, and individual active and alumnae members.

Section 2. Collegiate chapters may be established on any accredited college or university campus.

Section 3. Alumnae chapters shall be composed of alumnae members of any one college or university.

Section 4. Alumnae associations may be established in any city or specified area with a minimum of ten (10) alumnae members from more than one collegiate chapter.

Section 5. Individual memberships shall be limited to women and shall consist of the following classes: active and alumnae.

(a) Active Membership may be extended to bona fide students of a college or university who are candidates for an initial degree, and who are elected by the collegiate chapter and duly initiated.

CONSTITUTION

(b) Alumnae Membership: Any active member in good standing at the time of graduation, a member who transfers to a campus without a chapter of Alpha Epsilon Phi, or a member who withdraws from college shall be an alumna member. Those invited to be initiated by National Council shall also be an alumna member.

Section 6. No member of Alpha Epsilon Phi may join any other national sorority or women's fraternity other than an honorary or professional association. No member of another National Panhellenic Conference Sorority shall be eligible for membership in Alpha Epsilon Phi.

ARTICLE V GOVERNMENT

Section 1. The management and administration of all the affairs of the Sorority shall be vested in two (2) bodies: The National Convention and the National Council.

Section 2. The National Convention shall be the supreme governing body except as otherwise provided in this Constitution.

Section 3. The National Council shall act as the board of directors of Alpha Epsilon Phi Sorority, Inc., a New York membership corporation. Between National Conventions, the National Council shall be the governing body and shall have the authority to establish policies, procedures, rules and interpretations not inconsistent with the Charter, Constitution and Bylaws of the Sorority.

Section 4. The spring meeting of the National Council shall serve as the Annual Meeting of the Corporation.

ARTICLE VI NATIONAL CONVENTION

Section 1. The National Convention shall consist of the members of National Council; accredited chapter support team members; the accredited delegates of the collegiate chapters; accredited alumnae chapters and associations; accredited chapter advisors and such accredited directors and other Sorority officials as shall be designated by the Bylaws. Members of the Convention shall have such vote as shall be determined in the Bylaws.

CONSTITUTION

Section 2. The National Convention shall meet biennially, except in case of a national emergency when, by an affirmative vote of a majority of National Council, the Convention may be postponed or cancelled.

Section 3. Written notice of the time and place of Convention shall be given at least sixty (60) days prior to the convening thereof. Notice may be given by any reasonable written means as determined by National Council.

Section 4. A majority of those entitled to vote and who are registered at Convention shall constitute a quorum at all business meetings.

ARTICLE VII NATIONAL COUNCIL

Section 1. The National Council shall consist of seven (7) officers: President, Vice President-Chapter Administration, Vice President-Finance, Vice President-Membership, Vice President-Chapter Operations, Vice President-Chapter Programming and Vice President-Alumnae. The outgoing National President shall be an ex-officio member, without vote, during the biennium following her incumbency. In addition, the Executive Director shall be an ex-officio, without vote, and shall serve as the corporate secretary.

Section 2. The officers shall be elected at Convention and shall hold office until the next Convention and until their successors shall have been elected.

Section 3. Any matters required to be acted upon by the directors of a New York membership corporation may be voted upon without a meeting with the unanimous written consent of the members of National Council or at a meeting held pursuant to notice or waiver of notice.

ARTICLE VIII DUES AND FEES

National dues and assessments shall be established by National Council.

ARTICLE IX GRANTING OF CHARTER AND AFFILIATION

Section 1. Charters may be issued for the establishment of collegiate chapters, alumnae chapters, and alumnae associations by a majority vote of the National Council.

CONSTITUTION

Section 2. A local sorority or group of students seeking a charter must first be granted colony status. Upon the satisfactory completion of a probationary period as prescribed by the National Council, such group may be granted a charter by a majority vote of the National Council.

Section 3. National Council, by a majority vote, may give affiliation status to a house corporation, trust or association organized for the purpose of providing housing, facilities and support to a collegiate chapter.

Section 4. Application for a charter or for affiliation status shall be made by petition to the National Council and by furnishing such information and commitments as shall be required by the National Council.

Section 5. Any chapter or association granted a charter and any entity granted affiliation status shall agree to abide by the provisions of the Charter, Constitution, Bylaws and Policies of Alpha Epsilon Phi Sorority, Inc.

ARTICLE X JEWELRY

Section 1. **The Badge.** The badge shall be a 10 karat gold pin with the Greek letter Alpha consisting of 8 half or full pearls; the Greek letter Epsilon consisting of 9 half or full pearls; and the Greek letter Phi consisting of 10 half or full pearls, in capital letters superimposed on a gold bar. Attached may be a pearl set chapter guard containing the Greek letters of the chapter name.

(a) At the time of initiation, each member shall receive a lifetime lease on her badge. The badge shall remain the property of the national organization and shall be returned to the National Office in the event of disaffiliation or upon the death of the member, unless the member is buried with her badge.

(b) The badge may not be sold, traded or otherwise given away, unless to a sister, daughter or granddaughter at the time of her initiation.

Section 2. **The Crest** (also known as the insignia). A three-columned Greek temple with the Greek letter for the word Alpha at the top of the left column, the Greek letter for the word Epsilon at the top of the center column and the Greek letter for the word Phi at the top of the right column. At the base of the left and right column is an urn, with incense coming from the urn encircling the columns. Supporting the center column is a pedestal against which is resting an open book with the words Multa Corda, and under that, the words Una Causa. On top of the pedestal is a small oil lamp. The base of the insignia is inscribed with the Greek words Alpha Epsilon Phi.

CONSTITUTION

Section 3. **New Member Pin.** A small gold pin depicting the facade of a Greek temple detailing the items that compose the crest/insignia, with the exception of all Greek letters.

Section 4. **National Council Pin.** A circle of burnished gold with the Greek letters for Alpha Epsilon Phi superimposed diagonally in gold. The circle is surrounded by pearls embedded around the rim of the circle.

Section 5. **National President's Pin.** The Hannah G. Solomon pin set in a circle of gold embedded with pearls around the rim of the circle.

Section 6. **Past National Presidents' Pin.** An Alpha Epsilon Phi badge set in a circle of gold embedded with alternating simulated emeralds and diamonds around the rim of the circle.

Section 7. **Lily of the Valley Charm.** This charm shall be a gold leaf shape, bearing a sprig of Lily of the Valley with five blossoms. For the first twenty-five (25) years of service, a pearl is added for each five (5) years. Beginning with thirty (30) years of service, the pearl is replaced by an emerald colored stone for each additional five (5) years of service.

Section 8. **Woman of Distinction Medallion.** A gold medallion, in the shape of a starburst, the center of which contains a superimposed crest of the Sorority. The medallion is on a green and white ribbon. On the reverse side of the medallion is inscribed the initials of the Woman of Distinction along with the year of her election.

Section 9. **Fifty Year Pin.** A golden spray of Lily of the Valley with five blossoms, each bearing a small pearl and raised Greek letters A, E and Phi on the right leaf.

ARTICLE XI AMENDMENTS

Section 1. Suggestions for amendments to the Constitution shall be sent to the Chair of the Bylaws Committee on or before January first of Convention year.

Section 2. Proposed amendments to the Constitution may be submitted by the Bylaws Committee or by National Council. All proposed amendments shall be submitted in writing to all collegiate chapters; alumnae chapters and alumnae associations, officers of National Council, past national presidents, Women of Distinction, directors, chapter support team members and chapter advisors, on

CONSTITUTION

or before April first of Convention year. An amendment may be introduced from the floor of the Convention if it is submitted in writing before or during the business meeting and signed by fifteen (15) percent of the voting delegates. The consideration of such an amendment from the floor shall then be added to the regular business of the session.

Section 3. The Constitution may only be amended by a majority vote taken at National Convention.

ARTICLE XII PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order, Newly Revised, shall govern the Sorority to the extent it is applicable and consistent with the Constitution, Bylaws or special rules of order of this Sorority.

BYLAWS
ALPHA EPSILON PHI SORORITY, INCORPORATED

ARTICLE I
NATIONAL CONVENTION

Section 1. **RULES.** Within a reasonable time before the commencement of the National Convention, the National Council shall adopt the rules and regulations governing the Convention and shall advise the delegates. Notice of the Convention shall include the general nature of any proposed amendments, policies or rules which are scheduled to be considered.

Section 2. **ARRANGEMENTS.** The National Council shall provide for the accrediting of delegates, the payment of delegates' and officials' reasonable fares and expenses, and shall ensure all other necessary arrangements pertaining to the Convention are made.

Section 3. **VOTING.** Only initiated members may be granted the privilege of voting. At any National Convention each member of National Council shall have one (1) vote. For purposes of voting, each chapter, in good standing, shall have a maximum of two (2) delegates accredited to vote, and each shall have one (1) vote. Each accredited director, chapter support team member, chapter advisor, member of the National Panhellenic Conference team; the accredited delegate for each alumnae chapter and alumnae association shall have one (1) vote. Each chapter or colony advisory board shall have only one (1) vote. Each Woman of Distinction and Past National President who attends the Convention shall be accorded one (1) vote. No individual may have more than one vote. Except to the extent otherwise provided herein, or in the Constitution, all matters brought before the Convention which by their nature require a vote of those present at the Convention shall be determined by a majority vote of a quorum based on the voting power stated in this section.

Section 4. **ACTION WITHOUT A MEETING.** Between Conventions, any matter which would require the vote of the Convention may be submitted, upon the approval of National Council, for approval by unanimous consent. Those entitled to approve by unanimous consent shall be as designated in Section 3 above except that the position of the collegiate and alumnae chapters and alumnae associations on the matter for which unanimous consent is sought shall be determined by a majority vote of the respective chapter or association members. The unanimous consents must be received by the National Council no later than thirty (30) days from the date of request for a unanimous consent, provided, however, that in the event the National Council shall determine that an emergency action is required, then the response time may be limited to a period of less than thirty (30) days, but not less than ten (10) days. The consent may be written or electronic as permitted by current law.

BYLAWS

Section 5. **WOMEN OF DISTINCTION.** Women of Distinction of the Sorority shall be those whose efforts and service on behalf of Alpha Epsilon Phi have been exceptional, and when selected, their names shall be recorded for all time in the National Archives. To be chosen as a Woman of Distinction, an alumna must be recommended by alumnae from ten (10) different chapters, the petition of recommendation must be approved by a majority vote of the National Council at its last meeting prior to the National Convention, and the individual must be selected by a majority vote taken at the Convention.

Selection shall be based upon: 1) number of years of service to the Sorority, with a minimum of twenty (20) years; 2) different positions held within the national organization; 3) service to the community; 4) awards and recognition received and 5) professional advancement.

A retiring National President is not eligible for election while she serves as an ex-officio member of Council.

The Women of Distinction, based upon their knowledge and many years of service, shall act as an advisory board for National Council and/or the Sorority. They may also be members of the Sorority Appeals Board.

Section 6. **Rose Smolin Award**

The Rose Smolin Award shall be presented at a Convention Business Session.

This award is presented at the sole discretion of the National President to a woman who has shown a lifetime of devotion to the sorority, whose contributions have been for the betterment of the sorority and who embodies the ideals of our founders.

ARTICLE II NATIONAL COUNCIL

Section 1. **POWERS AND DUTIES.** The National Council shall have such powers and duties as are provided in the Charter, Constitution and Bylaws, and such additional powers and duties necessary to the management and administration of the Sorority, including, but not limited to the following:

- (a) To determine the time and place of its meetings;
- (b) To direct, regulate and conduct the general business and affairs of the Sorority;

BYLAWS

- (c) To establish an executive office and provide for the employment of an Executive Director and such other employees as may be deemed desirable to conduct the affairs of the Sorority;
- (d) To provide for the publication of a Sorority magazine and such other publications as may be deemed desirable;
- (e) To appoint such standing committees and/or special committees including the National Panhellenic Conference team.
- (f) To appoint and remove chapter support team members, chapter advisors and directors;
- (g) To assign and delegate to National Council members, chapter support team members, chapter advisors and directors such additional duties and authority as the National Council shall deem advisable;
- (h) To establish and enforce rules and regulations for the administration of the affairs of the National Council, collegiate chapters and alumnae chapters and associations, and the individual members of the Sorority;
- (i) To establish and charter new collegiate chapters and alumnae chapters and associations;
- (j) To suspend and revoke charters of chapters and alumnae associations and impose penalties as may be warranted;
- (k) To prescribe rules and regulations governing the awards to the respective chapters and alumnae groups;
- (l) To disaffiliate and discipline individual members;
- (m) To buy, sell, rent, lease, acquire and otherwise deal with, and dispose of, real and personal property, and to transfer, convey, mortgage and pledge same on behalf of the Sorority upon such terms and conditions as National Council may determine;
- (n) To borrow and lend money for and on behalf of the Sorority and direct the investment of its funds; and to establish trust funds or other funds for benefit of the Sorority;

BYLAWS

(o) To choose the Convention site and make all necessary arrangements for the Convention.

Section 2. MEETINGS

(a) Meetings shall be held at least twice a year as designated by the National President or by any three (3) members of the National Council. In a Convention year, one additional meeting shall be held at the time of the National Convention.

(b) A special meeting of the National Council may be called by the National President or any three (3) members of the Council upon ten (10) days notice of the time, place and purpose of such meeting. Notice may be given by any reasonable written means determined by National Council.

(c) The spring meeting of the National Council shall serve as the Annual Meeting of the Corporation.

Section 3. UNANIMOUS CONSENT AND PARTICIPATION VIA CONFERENCE CALL.

(a). Unanimous Consent. Any action required or permitted to be taken by the National Council or any committee may be taken without a meeting if all members of the Council or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the individual by signing such consent or causing her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director or committee member. The resolution and the written consents by the members of the National Council or committee shall be filed with the minutes of the proceedings of the Council or committee.

(b). Participation via Conference Call. Any one or more members of the National Council or any committee who is not physically present at a meeting of the Council or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Council or committee member can participate in all matters before the Council or the committee, including, without

BYLAWS

limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Council or committee.

Section 4. CHAPTER SUPPORT TEAM MEMBERS.

(a) The National Council shall divide the Sorority into regions; shall appoint a chapter support team for each region who shall serve at the pleasure of the National Council; and shall prescribe the duties of such team, which shall, unless otherwise provided by the National Council, include supervision of chapters, chapter advisors and alumnae groups in their region. A chapter support team member may be removed or replaced by a majority vote of the National Council.

(b) A chapter support team member shall report to her designated National Council liaison.

Section 5. CHAPTER ADVISORS.

(a) The National Council shall appoint an advisor or advisors for each chapter. An advisor shall serve at the pleasure of the National Council and shall perform such duties as are prescribed by the National Council, including supervision of the chapter. An advisor may be removed or replaced by a majority vote of the National Council.

(b) An advisor shall report to the captain of her chapter support team.

Section 6. DIRECTORS.

(a) The National President, with the approval of National Council, shall appoint directors and assign duties as seem advisable and necessary. No active member of a collegiate chapter may serve as a director. A director may be removed or replaced by a majority vote of National Council.

(b) The National President, with the approval of National Council, shall create committees to meet the needs of the Sorority, and said committees shall file written reports of their activities with the supervising National Council member.

Section 7. VACANCY IN OFFICE.

(a) In the event of death, resignation, disability or removal from office of any officer of the National Council, it shall be the duty of the National Council to declare a vacancy in such office. Upon such declaration of vacancy, the person designated to succeed to the office shall immediately be vested with the title,

BYLAWS

duties and powers of the office until such time as a permanent successor is selected. The remaining members of the National Council, together with the Chair of the Nominating Committee shall within sixty (60) days from the declaration of vacancy select a permanent successor by majority vote. The person so selected need not be a member of National Council, provided however that she shall otherwise be qualified to hold national office.

(b) Should a vacancy occur in the office of President, the Vice President-Chapter Administration shall succeed to the Presidency until a successor is appointed as provided in subparagraph (a) of this section.

(c) The National Council may remove any officer of the National Council and declare a vacancy in the office upon a majority vote of the remaining members of the National Council. Grounds for removal may include, but are not limited to, neglect of duty, disloyalty to the Sorority, and illness or other disability which prevents the performance of the duties of the office. Such removed officer may appeal such action by notifying the National President in writing within twenty (20) days. Immediately upon the receipt of the appeal, the National President shall appoint a Standards Board. Said Board shall consist of three (3) women to be selected from the Women of Distinction and Past National Presidents. The Board shall hear the appeal and render its decision within thirty (30) days of its appointment. The decision of the National Council shall remain in effect unless overruled by a majority vote of the Standards Board.

ARTICLE III OFFICERS

Section 1. **POWERS AND DUTIES.** The National Council shall serve as the Board of Directors of the Sorority. They shall have the following powers and duties and such additional powers and duties as shall be assigned from time to time by the National Council:

(a) The President shall exercise the executive power and supervision of the Sorority and preside as chair of the National Convention and National Council; be responsible for the operation of the National Office, fill all appointive offices and appoint all directors and committees except as otherwise provided; oversee the hiring of an executive director; may be a member of the Alpha Epsilon Phi National Panhellenic Conference delegation as an alternate delegate; supervise national and chapter officers in the performance of their duties; co-sign all checks drawn on Sorority funds and exercise all other powers delegated in the Constitution, Bylaws or as may be assigned by the National Council.

BYLAWS

- (b) The Vice President-Membership shall supervise the membership, recruitment and new member specialists on the chapter support teams. She shall be responsible for developing and implementing national programs for collegiate chapters regarding membership development. Such programs shall include recruitment, membership selection, new member programming and Inspiration Week. She shall have such additional duties as may be assigned by the National Council.
- (c) The Vice President-Finance shall have the following duties: to procure a bond or insurance coverage to protect against dishonesty; to supervise the financial affairs of the Sorority, including the collection, receipt, expenditure and investment of funds of the Sorority; to provide an annual accounting of the funds of the Sorority as of the close of each fiscal year; to supervise and furnish an audit thereof; to supervise and present a budget for approval by the National Council as of the opening of each fiscal year; to ensure all valid bills and obligations of the Sorority are paid; to have official custody of the books and records of the Sorority; to supervise the financial affairs of the chapters through the work of the financial specialists on the chapter support teams; and to perform such other duties as are pertinent to the office of Vice President-Finance or as may be assigned by the National Council.
- (d) The Vice President-Chapter Administration shall supervise the chapter support team captains. She shall have such additional duties as may be assigned by the National Council.
- (e) The Vice President-Chapter Operations shall supervise the operations specialists on the chapter support teams. She shall have such additional duties as may be assigned by the National Council.
- (f) The Vice President-Chapter Programming shall supervise the programming specialists on the chapter support teams. She shall have such additional duties as may be assigned by the National Council.
- (g) Vice President-Alumnae shall have the following duties: to serve as a liaison between the alumnae and the National Council. She shall be responsible for developing and implementing national programs for alumnae. She shall supervise and direct the formation of alumnae chapters and associations. She shall have such additional duties as may be assigned by the National Council.
- (h) The Executive Director shall oversee the business operations of the sorority under the direction of the National Council and shall be the Secretary of all meetings of the National Council. She shall not be a voting member of

BYLAWS

Council. Other duties and responsibilities of the Executive Director shall be determined by the National Council.

Section 2. **TERM OF OFFICE.** A term of office for National Council shall be for two (2) years. No officer of the National Council may serve in the same office for more than two (2) consecutive full terms. No member of the Sorority may serve on the National Council in any capacity for more than six (6) consecutive full terms; provided, however, that if an individual is serving in the office of President at the time she concludes her sixth consecutive term on National Council and if she has served only one term as President, then she is eligible to serve a second term as President immediately following the six consecutive terms served on National Council. Following six consecutive terms of service, a member must not hold an office on the National Council for a minimum of two (2) consecutive full terms.

Section 3. **ASSUMPTION OF DUTIES.** The elected officers shall assume their duties immediately after the close of the Convention at which they have been elected and shall serve until the next Convention and until their successors shall have been elected.

ARTICLE IV NOMINATIONS AND ELECTIONS

Section 1. **APPOINTMENT OF NOMINATING COMMITTEE.** At least eight (8) months preceding the date set for holding a National Convention, the National President, with the aid and advice of the National Council, shall appoint a Nominating Committee composed of a director and four (4) additional members, one or more of whom shall have held a national office, elected or appointed, provided, however, that only one of those appointed shall have served on the immediately preceding Nominating Committee. No person shall serve as Director of the Nominating Committee two consecutive bienniums. The selection of this Committee shall be geographical so that every section of the country shall be represented to the extent reasonably possible. National officers, directors, National Panhellenic Conference team, chapter support team members, chapter advisors, collegiate chapters and alumnae chapters and associations, Women of Distinction and Past National Presidents shall be notified of the appointment of this committee.

Section 2. **PROCEDURE OF THE NOMINATING COMMITTEE.** It shall be the duty of the Nominating Committee to prepare a list of the nominees as candidates for national office; such list shall contain only one (1) name for each office. At least four (4) of the five (5) members of the Nominating Committee

BYLAWS

must agree on the proposed candidates. Any member of the Sorority shall have the privilege to submit suggestions for candidates for national office by letter to the Nominating Committee, providing such suggestions shall be in writing, shall be postmarked by January first (1st) of the year of election, shall contain the qualifications of persons so suggested, and shall bear the signature and chapter affiliation of the person making the suggestions.

The proposed list of nominees shall be sent at least three (3) months before the date of the Convention to National officers, directors, National Panhellenic Conference Team, chapter support team members, chapter advisors, collegiate chapters, alumnae chapters and associations, Women of Distinction and Past National Presidents.

The list of nominees so prepared shall be presented at the next Convention.

Section 3. NOMINATIONS FROM THE FLOOR. Presentation of the proposed candidates for national office by the Nominating Committee shall not preclude nominations from the floor of the Convention. Nominations from the floor of the Convention shall be by written petition which shall be signed by at least ten (10) accredited delegates and delivered to the presiding officer who shall read the petition to the Convention body.

Section 4. QUALIFICATIONS FOR OFFICE.

(a) No member of the Sorority shall be a candidate for national office unless she has met at least one of the following criteria: she has served on a previous National Council; or she has served a minimum of four (4) years as a member of the National Panhellenic Conference team; or she shall have served a minimum of four (4) years as a national worker in at least two positions, only one of which is as a director, and shall have attended at least one National Convention or Summer Leadership Seminar, as an alumna; or she shall have served at least six (6) years as a national worker in at least two (2) positions, with only one being as a director; or she shall have been a national worker for at least eight (8) years.

1. A national worker shall be defined as an alumna, in good standing, who has been appointed by the National Council and/or National President to serve as a member of the National Panhellenic Conference team, a chapter support team member, a director, or as a chapter advisor.

(b) No member of the Sorority may be nominated for any national office without first obtaining her written consent.

BYLAWS

(c) No active member of a collegiate chapter may serve as a national officer.

(d) No member of the Sorority shall be a candidate for the office of National President unless she has previously served as a member of the National Council for at least one full term.

Section 5. **VOTING.** Voting shall be by secret ballot. The candidate receiving the highest number of votes shall be declared elected; provided, however, where there is only one nominee for an office, voting may be viva voce.

ARTICLE V FISCAL MATTERS

Section 1. **FISCAL YEAR.** The fiscal year of Alpha Epsilon Phi Sorority, Incorporated, shall end on July thirty-first (31st) of each year.

Section 2. **FINANCE COMMITTEE.** The National Finance Committee of the Sorority shall consist of a director, the National Vice President-Finance and other members appointed by the National Council, whose responsibility shall be to supervise the finances of the National Sorority and the investments of its assets.

Section 3. **BUDGET.** The sorority shall adopt a budget for the allocation of national funds. The budget shall be prepared annually at the direction of the Vice President-Finance, reviewed by the Finance Committee, and submitted for approval and adoption to the National Council.

Section 4. **DUES AND FEES.**

(a) The finances of the Sorority shall be maintained and supported by dues and fees as follows as established by National Council.

(b) All collegiate members shall pay chapter and National dues and fees on a schedule as set by both National Council and the collegiate chapter.

(c) Each chapter shall obtain, at the expense of the initiate, a new official jeweled badge and may obtain, upon option of the initiate. Legacies who will use the badge of their grandmother, mother or sister (who is an alumna) are not required to purchase a new badge.

(d) Alumnae Dues.

BYLAWS

1. Each alumnae chapter or association shall pay to the National Office, as national dues for each member, an amount to be determined by the National Council.

Section 5. FUNDS. There shall be three (3) separate Funds of Alpha Epsilon Phi Sorority, Incorporated, to be designated as follows: General Fund; Endowment Fund and Convention Fund.

(a) The Endowment Fund shall receive all collections from the Endowment Fund Fee or payments into the Endowment Fund and any interest that accrues from the Fund. No part of this Fund may be diverted to other Funds. At its discretion, the National Council may further increase the Endowment Fund by addition of some part of the General Fund. The Endowment Fund shall be used for loans to collegiate chapters for purchase, repair or furnishing of chapter houses or rooms or for such other purposes as Council may deem necessary, logical and of the utmost importance to the chapter. The Endowment Fund may be used for acquisition of a permanent national headquarters building and/or necessary refurbishing, furnishing, refurbishing or refurnishing of furniture and equipment for such building or for any currently leased headquarters.

(b) The Convention Fund shall receive all collections from the Convention Fund Fees or payments into the Convention Fund and any interest that accrues from said Fund. No part of this Fund may be diverted to other Funds. The Convention Fund shall be used for payment of transportation of authorized delegates to the Convention and other expenses of the Convention of Alpha Epsilon Phi Sorority, Incorporated. Monies from the Convention Fund may be used to pay for leadership seminars in non-convention years if current or accumulated set-aside funds have been depleted.

(c) The General Fund shall be used for general operating expenses not otherwise provided for in this document.

ARTICLE VI CHARTERING OF A CHAPTER

Section 1. **GRANTING OF COLLEGIATE CHAPTER CHARTER.** The National Council, by a majority vote, may grant a charter for a collegiate chapter.

(a) Such charter shall contain substantially the following: "This is to certify that Alpha Epsilon Phi Sorority Incorporated hereby authorizes (name of college or university) a collegiate chapter of the Sorority, to be known as (name of

BYLAWS

chapter) and confers upon said members of the chapter the privilege of holding meetings, transacting business, pledging and initiating members, and performing all other acts and duties in accordance with and subject to the Constitution, Bylaws and rules of the Sorority."

(b) The granting of a charter shall be effective upon completion of all requirements for chartering and a majority vote of National Council.

ARTICLE VII CHAPTER/COLONY DISCIPLINE

(a) **CHAPTER/COLONY PROBATION.** A chapter or colony may be placed on probation by majority vote of the National Council for any period of time specified by National Council if: (i) it has fallen below the standards set for such chapter or colony; (ii) it has failed to meet its financial commitments as a chapter or colony of the Sorority; (iii) it has failed to abide by Constitution, Bylaws, and Policies and Procedures of the Sorority, including any subsequent amendments thereto; (iv) or, it has failed to meet Sorority standards of conduct so as to damage the reputation and/or prestige of the Sorority or its members, or so as to interfere with the internal operations and functions of the Sorority.

(b) **PENALTIES.** In the event National Council shall place any chapter or colony on probation, it shall specify the penalties. These penalties may include social restrictions, fines or other sanctions, in whole or in part, commensurate with the violations involved.

(c) **CHAPTER CLOSING.** A chapter may be closed by majority vote of the National Council if: (i) the chapter has not proved by the end of any period of probation that it has cured the deficiencies upon which the probation was based; (ii) conditions at the college or university at which the collegiate chapter is located lead to discontinuance of sororities on its campus; (iii) conditions at the college or university at which the collegiate chapter is located preclude the chapter's adherence to the Constitution, Bylaws, and Policies and Procedures of the Sorority.

In the event the chapter shall be closed, it shall cease to exist as a chapter of Alpha Epsilon Phi Sorority, Incorporated, be prohibited from enjoying the benefits of affiliation with the Sorority, and the chapter's funds, assets and property shall be disposed of as provided in these Bylaws. Further, following closure of a chapter, no part of the name of Alpha Epsilon Phi may be used in any manner whatsoever.

BYLAWS

(d) **PROCEDURE AND APPEALS.** If the National Council becomes aware of any information or charges regarding a chapter or colony which might result in probation, the National Council shall conduct or cause to be conducted an investigation. It shall designate some one or more persons not to exceed three (3) in number to investigate and to make recommendations to the National Council. The investigator or investigators shall, prior to making any recommendations to National Council, give reasonable notice of the charges to the chapter or colony and shall provide an opportunity for the chapter or colony, or its representatives to be heard, either orally or in writing, on the charges. The recommendations of the investigator or investigators to the National Council shall be in writing.

The National Council may determine to accept, reject or modify any recommendations made to it, and may decide that either no action shall be taken or action shall be taken and prescribe the penalty, including probation, imposition of a fine upon the chapter or colony, or other disciplinary action. The National Council shall give prompt written notice of its determination to the chapter or colony. The penalty shall become effective at the time designated in the notice.

Within thirty (30) days after receipt of the written notice from the National Council, the chapter or colony may, by written notice sent to the Vice President-Alumnae, request an appeals hearing by the National Council.

The appeal may be heard by the National Council at any regular or special meeting held within three (3) months after receipt of the notice of appeal from the chapter or colony or within such further period of time as the chapter or colony and the National Council may mutually determine. In the event the appeal shall require immediate action and it shall be impractical for the National Council to hold a meeting, the National Council, in its discretion, may appoint an appeals committee consisting of not less than two (2) nor more than three (3) alumnae members of the Sorority; the alumnae members may or may not be members of National Council. No member of the prior investigative committee may be a member of the appeals committee in the same case.

The National Council, or where applicable the appeals committee, shall give reasonable notice of the time and place of the appeals hearing and shall afford the chapter or colony the opportunity to be heard regarding the record as presented before the investigating committee and to present further evidence or testimony. Any decision of the National Council shall be final. Any decision of an appeals committee shall be forwarded to National Council who shall approve, modify or disapprove such decision within thirty (30) days after receipt, and such decision by the National Council shall be final.

In the event a chapter appeals a charter revocation, such revocation shall be suspended pending final disposition of the appeal, but the chapter shall, during the appeal, be in a status of suspension and shall not have the right to pledge or initiate persons as members of the Sorority. In the event a chapter or colony appeals a probation or other disciplinary action, the penalties shall not be suspended during appeal.

In the event a chapter or colony does not appeal within the time specified, the chapter or colony shall have waived its right to do so and the decision of the National Council shall be final. In the event that a chapter or colony fails to appear at the appeal hearing, the National Council may dismiss the appeal in which event the decision being appealed becomes final, or the National Council may proceed to review the case and render a decision, which shall be final.

Section 3. DISPOSITION OF PROPERTY. If the charter of any chapter is revoked or the chapter or colony ceases to exist by virtue of chapter closure, all Sorority paraphernalia and records shall be shipped or otherwise delivered to the National Office, and all funds and real and personal property of the chapter shall be vested in and transferred to Alpha Epsilon Phi Sorority, Incorporated. Alpha Epsilon Phi Sorority, Incorporated shall be entitled to receive the income of such funds and property. If the chapter or colony is reactivated, a sum equal to the fair value of the funds and property so transferred shall be returned to the chapter or colony or its affiliated house corporation for the use and benefit of the collegiate chapter or colony as determined by the National Council, provided however, that if the chapter or colony has not been reactivated within ten (10) years from the date the chapter or colony ceased to exist, then the principal fund shall become the property of Alpha Epsilon Phi Sorority, Incorporated absolutely.

The transfer of such property shall be made contemporaneously with cessation of the chapter or colony, but the National Council may, at any time, appoint an administrator to manage the funds and property pending such transfer. Upon appointment of any such administrator, the title, ownership, and all rights to all funds and real and personal property shall vest immediately in Alpha Epsilon Phi Sorority, Incorporated and may be managed and disposed of as determined by the National Council.

ARTICLE VIII COLLEGIATE MATTERS

Section 1. RECRUITING, PLEDGING AND INITIATION. The chapter or colony and every member thereof is responsible for observance of the rules, policies and procedures governing recruiting, pledging and initiation as prescribed by the College Panhellenic to which a chapter may belong and by the Sorority. In the case of conflict, priority is given to the College Panhellenic,

BYLAWS

though membership eligibility and requirements shall be determined solely by the Sorority.

Section 2. **CONFIDENTIAL INFORMATION.** All matters pertaining to the Sorority ritual, Constitution, Bylaws, Policies and Procedures, membership, and internal affairs are confidential in nature and no member may provide any outsider or non-member any such information, except of a most general nature, without the prior approval of the National Council.

Section 3. **INFORMATION TO OUTSIDE SOURCES.** No new member or active member of a chapter or member of a colony of Alpha Epsilon Phi Sorority, Incorporated shall authorize or permit the use of her writing, photograph, picture or other likeness for commercial purposes in any way identifying herself with Alpha Epsilon Phi Sorority, Incorporated, unless such use shall first be approved by the National Council or such alumnae representative as shall be designated by National Council.

ARTICLE IX MEMBER DISCIPLINE

Section 1. COLLEGIATE DISCIPLINE.

(a) A member is subject to probation or disaffiliation if she fails or refuses to perform or to accept her duties and obligations of membership, if she is disloyal to the Sorority, if she fails to cooperate in the best interest of the group, or if she shall be guilty of conduct detrimental to her chapter and/or members of the Sorority.

(b) If charges of any nature are brought to the attention of the chapter Standards Board which may result in the probation or disaffiliation of a member, the Standards Board shall at once conduct or cause to be conducted an investigation of such charges. The Standards Board shall, prior to making any recommendations, give reasonable notice of the charges to the member and provide an opportunity to such member or her representative to be heard and present her defenses, if any, to such charges.

(c) After such hearing and investigation has been completed, chapter Standards Board shall make its decision which may include probation, disaffiliation or such other disciplinary action as shall be commensurate with the violations. In the event the disciplinary action decided upon by the Standards Board shall be probation or disciplinary action other than disaffiliation, the decision shall be delivered in writing to the member, and shall be effective at the time designated

BYLAWS

in the notice. In the event the decision of the Standards Board is for disaffiliation, the Standards Board shall notify the member in writing that it is recommending disaffiliation and the chapter shall send a written request for disaffiliation to the National Council.

(d) In the event the chapter Standards Board recommends disaffiliation, the member shall have thirty (30) days after receipt of the notice of disaffiliation to appeal the decision to the National Council. Such appeal shall be in written form and submitted to the Executive Director. The appeal may be heard by the National Council at any regular or special meeting held within three (3) months after receipt of the notice of appeal or within such further time as the parties may mutually determine. In the event the National Council decides that an appeal requires immediate action or in the event a member requests an earlier hearing, which the National Council in its discretion grants, and if it shall be impractical for the National Council to consider the appeal immediately, then the National Council may appoint an appeals committee of not less than two nor more than three members, which committee shall be composed of alumnae who may or may not be members of National Council.

(e) The National Council, or where pertinent the appeals committee, shall provide the member with reasonable notice of the time and place of an appeals hearing and at such time and place shall proceed to consider the case on the record as previously presented and upon such further evidence or testimony as may be offered by the member or by the chapter. The National Council may approve or disapprove disaffiliation, and its decision shall be final. In the event the appeal is heard by an appeals committee, it shall decide whether to approve or disapprove disaffiliation and shall promptly send its decision to the National Council. The decision of the appeals committee shall be affirmed, modified or disaffirmed by the National Council within thirty (30) days and such decision shall be final.

(f) In the event a member shall appeal a disaffiliation, such disaffiliation shall be suspended pending final disposition of the appeal, but such member shall, during the appeal, have suspended status.

(g) In the event no appeal is filed within the time specified, the National Council may proceed to act upon the chapter's request for disaffiliation. In the event the appellant fails to appear or present any defense, then National Council may dismiss the appeal and accept the chapter's request for disaffiliation or may proceed to review the case and make a final decision.

(h) In addition to the discipline that may be imposed on a member under the foregoing provisions, the National Council may also discipline a member. If a

BYLAWS

member engages in conduct unbecoming to Alpha Epsilon Phi, the National Council or its representative shall provide her written notice of the deficiency. The member shall have an opportunity to respond to that notice in writing to the National Council within the period of time established by the National Council. After considering the written response and any other information it chooses to consider, the National Council may impose discipline on the member up to and including disaffiliation.

Section 2. **ALUMNAE DISCIPLINE.** If an alumna member engages in conduct unbecoming to Alpha Epsilon Phi, the National Council or its representative shall provide an alumna member with written notice of the deficiency. The alumna member shall have an opportunity to respond to that written notice in writing to the National Council within the period of time established by the National Council. After considering the written response and any other information it chooses to consider, the National Council may impose discipline on the alumna member up to and including disaffiliation.

ARTICLE X HOUSE CORPORATIONS

Section 1. **AFFILIATED HOUSE CORPORATION.** If a house, lodge, living quarters, room or share in group housing for the use of a collegiate chapter is owned, or to be owned, rented or acquired, it shall be the obligation of the chapter members and the local alumnae to cause to be established a non-profit corporation, association or trust to own, lease or otherwise acquire and manage, operate and administer the property and financial affairs for the use and benefit of the collegiate chapter. The collegiate chapter shall be obliged to cooperate with carrying out these objectives.

Any house corporation, association or trust, which at any time shall own, hold, lease or otherwise acquire and use property and funds for the benefit of any collegiate chapter, shall provide in its charter documents that it shall be bound by the Bylaws of the Sorority and the policies and procedures which may from time to time be adopted by the National Council regarding the relationship thereof and the disposition of funds and property to the Sorority; shall be considered an "affiliated organization" and maintain its own federal and state tax exemption and file such reports and information as may be required by law; and shall also file with the National Council copies of its articles of incorporation and bylaws, financial statements and other pertinent information as may be required by the National Council.

BYLAWS

Section 2. **DISPOSITION OF PROPERTY.**

(a) If the charter of any chapter is revoked or the chapter ceases to exist and it becomes necessary to liquidate or otherwise dispose of funds or property owned or held by the affiliated house corporation, association or trust for the use of the chapter, or if such affiliated organization is dissolved, liquidated or ceases to exist for any reason, then all funds and real and personal property of such organization shall be transferred to Alpha Epsilon Phi Sorority, Incorporated. If the chapter is reactivated or the affiliated house organization reinstated for Sorority purposes, then a sum equal to the fair value of the funds and property at the time so transferred shall be returned to the chapter, affiliated house organization or trust for the use and benefit of the collegiate chapter in such manner as may be determined by the National Council except that after ten (10) years such funds and real and personal property shall become the property of Alpha Epsilon Phi Sorority, Incorporated, absolutely.

(b) The transfer of such funds and property shall be made contemporaneously with such revocation or cessation of the chapter or affiliated house corporation. National Council may appoint at any time an administrator to manage the funds and property pending such transfer and should the chapter, affiliated house corporation, association or trust be indebted or directly or indirectly obligated to the National Sorority, such administrator shall be appointed immediately unless the National Council shall determine such appointment is not necessary to protect the interests of the Sorority.

(c) Upon appointment of any such administrator, the title, ownership and all rights to such funds and property shall immediately vest in Alpha Epsilon Phi Sorority, Incorporated and may be managed and disposed of as determined by the National Council.

(d) Alpha Epsilon Phi, Inc. will not grant the use of the name Alpha Epsilon Phi in any form, for use by any House Corporation, in its corporate name, unless said House Corporation has a reversionary clause in their Articles of Incorporation as set forth in Article IX, Section 2 (a) of these Bylaws. Further, a unanimous vote of National Council would be required to waive said clause.

(e) All Alpha Epsilon Phi House Corporations must have at least two (2) of its board members who have been designated by the National Council.

BYLAWS

ARTICLE XI MERGER

Merger with another sorority or social organization having chapters or local groups on more than one university campus shall first be investigated by National Council. National Council may then by a unanimous vote bring the matter of a merger to the attention of the chapters of the Sorority on the campuses where both the Sorority and the other organization involved have groups.

If the majority of such chapters of the Sorority oppose the merger, no further action towards the merger shall ensue. If the majority of such chapters of the Sorority favor the merger, the merger shall become effective by vote at a Convention or by a mail vote between Conventions.

ARTICLE XII INDEMNIFICATION

Section 1. Indemnification Subject to the limitations set forth herein, Alpha Epsilon Phi shall indemnify any person, her heirs or personal representatives, who was or is a defendant or is threatened to be made a defendant, in a pending or completed claim, action, suit or proceeding, and all appeals thereof, whether civil, criminal, administrative, or investigative (unless an action is brought by Alpha Epsilon Phi against such indemnified person). This indemnification obligation applies to all indemnified persons who are or were a director, officer, employee, or agent of Alpha Epsilon Phi, or is or was serving at the request of Alpha Epsilon Phi, only if the National Council determines that the indemnified person acted in good faith and in a manner she reasonably believed to be in the best interest of Alpha Epsilon Phi. In addition, in any criminal action or proceeding, such indemnified person must have had no reasonable cause to believe her conduct was unlawful.

If so determined, indemnification shall include all expenses (including attorney's fees), judgments, fines, and amounts actually and reasonably paid with regard to such action, suit, or proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, shall not in itself create a presumption that the indemnified person did or did not act in good faith as described herein. As such, the indemnified person shall not be denied indemnification solely based on the termination of any action.

Section 2. Relationship to Other Rights

The right of indemnification provided in this Article shall be in addition to any rights to which any person may otherwise be entitled.

BYLAWS

ARTICLE XIII AMENDMENTS

Section 1. Suggestions for amendments to these Bylaws shall be sent to the Chair of the Bylaws Committee on or before January first (1st) of the Convention year.

Section 2. Proposed amendments to these Bylaws may be submitted by the Bylaws Committee or by National Council. Proposed amendments shall be submitted in writing to all collegiate chapters, alumnae chapters and alumnae associations, officers of National Council, past national presidents, Women of Distinction, directors, chapter support team members and chapter advisors on or before April first (1st) of the Convention year. An amendment may be introduced from the floor of the Convention if it is submitted in writing before or during the business meeting and signed by fifteen (15%) per cent of the voting delegates. The consideration of such amendment shall then be added to the regular business of the session.

Section 3. These Bylaws may be amended by a majority vote at National Convention or by a mail vote. In the case of an electronic and/or mail vote, the proposed amendments shall not become effective unless they shall receive a two-thirds (2/3) vote of those entitled to vote by mail as set forth in these Bylaws.

COLLEGIATE CHAPTER CONSTITUTION

ARTICLE I NAME

The name of this organization shall be _____ Chapter of Alpha Epsilon Phi Sorority, Incorporated.

ARTICLE II PURPOSE

The purpose of this organization shall be to establish and maintain a sisterhood of college (university) women for social, educational, charitable and other non-profit purposes in accordance with the Charter, Constitution and Bylaws of the National Sorority.

ARTICLE III MEMBERSHIP

Membership in this organization shall be governed in accordance with the eligibility requirements and procedures prescribed in the National Constitution and Bylaws.

ARTICLE IV GOVERNMENT

Section 1. The officers of this chapter shall be vested in:

(for 7 person Executive Board)

a President, Vice President-Operations, Vice President-Finance, Vice President-Programming, Vice President-Social Standards, Vice President-Membership and Vice President-Social Responsibility

(for 9 person Executive Board)

a President, Vice President-Operations, Vice President-Finance, Vice President-Programming, Vice President-Social Standards, Vice President-Recruitment, Vice President-New Member Education, Vice President-Social Responsibility and either a Vice President-Philanthropy/Service Learning or a Vice President-Scholarship

(for 11 person Executive Board)

a President, Vice President-Operations, Vice President-Finance, Vice President-Programming, Vice President-Social Standards, Vice President-Recruitment, Vice President-New Member Education, Vice President-Social Responsibility, Vice President-Philanthropy/Service Learning,

COLLEGIATE CHAPTER CONSTITUTION

Vice President-Scholarship and one of the following: Vice President-Sisterhood, Vice President-House Manager, Vice President-Social or Vice President-Panhellenic

who shall be elected between November fifteen (15) and March fifteen (15) of the college year and shall be installed within two (2) weeks of their election. In the event university regulations prevent such election between the foregoing dates, the election shall then be held at the first meeting when such restriction shall be expired. The term shall be one calendar year. The chapter may elect additional committee chairs. Ritualist, Historian, Alumnae Secretary, Editor, Recruitment Committee Chair, and Assistant Vice President-Finance, if not provided for by election, shall be appointed by the executive committee.

Section 2. The President shall preside at all meetings; call all special meetings; appoint all officers and committees not otherwise provided for; exercise a general supervision over the chapter; and represent the chapter when necessary.

Section 3. The Vice President-Operations shall assist the President in the duties of her office; and, in her absence, shall assume the position with full power. She shall be responsible for chapter communications and shall oversee the chapter historian, alumnae chair, parents' club chair, p.r. chair, and the maintenance of the chapter calendar. She shall also oversee maintenance of the chapter website, if applicable.

Section 4. The Vice President-Finance shall retain in her custody the funds of the chapter; collect all monies levied by the chapter and the National Sorority; take proper receipt for all monies paid; submit a written report of the financial condition of the chapter at the first business meeting of each semester. She shall oversee the philanthropy chair (if there is no Vice President-Philanthropy/Service Learning, house manager (if there is no Vice President-House Manager) and fundraising chair.

Section 5. The Vice President-Programming shall serve as either the Second Avenue chair or the scholarship chair. She shall oversee the Second Avenue or scholarship chair (whichever position she does not hold and if the other does not serve on the executive board), sisterhood chair (if there is no Vice President-Scholarship and Panhellenic Delegate (if there is no Vice President-Panhellenic).

Section 6. The Vice President-Social Standards shall serve as chair of the Standards Board and shall oversee the parliamentarian.

COLLEGIATE CHAPTER CONSTITUTION

(Choose those vice presidencies that are appropriate)

Section 7. The Vice President-Membership shall serve as the formal recruitment chair and shall oversee the new member educator, COB chair, editor, p.r. chair and ritualist. She shall also oversee maintenance of the chapter website, if applicable.

Section 8. The Vice President-Social Responsibility shall serve as the risk management chair and oversee the social chair (if there is no Vice President-Social).

Section 9. The Vice President-Recruitment shall serve as the formal recruitment chair. She shall oversee the COB chair.

Section 10. The Vice President-New Member Education shall be responsible for the education of all new members. She shall oversee the ritualist.

Section 11. The Vice President-Philanthropy/Service Learning shall be responsible for the areas of both philanthropy and community service.

Section 12. The Vice President-Scholarship shall be responsible for programming in the area of scholarship and academic performance. She shall help to stimulate and promote a commitment to scholarship and achievement among members.

Section 13. The Vice President-Sisterhood shall be responsible for sisterhood programming that encourages sisterhood and bonding.

Section 14. The Vice President-House Manager shall serve as a liaison between the house director, house corporation and chapter members. She shall be responsible for educating the chapter regarding house rules and policies and for ensuring said policies are followed.

Section 15. The Vice President-Social shall be responsible for planning and implementing all social events and ensuring strict adherence to all social and risk management policies.

Section 16. The Vice President-Panhellenic shall serve as the liaison between the chapter, the Panhellenic Council and the Greek community. She shall serve as the chapter's representative to the Panhellenic Council.

COLLEGIATE CHAPTER CONSTITUTION

Section 12. REMOVAL OF CHAPTER OFFICERS.

The chapter shall observe the rules and regulations prescribed by the National Sorority on qualification for chapter offices.

ARTICLE V MEETINGS

Chapter meetings shall be of three kinds: business, program (Second Avenue) and social.

Section 1. Business meetings shall be held regularly every week during the college year, but special meetings for the transaction of business may be held at any time. Two-thirds (2/3) of the members shall constitute a quorum. A majority vote shall decide all questions except as provided elsewhere.

There shall be a fine imposed on tardy or absent members. Where there have been three unexcused absences by a member, such absences shall be reported to the team captain for discipline.

Section 2. Program meetings for the year shall be held as outlined by the Program/Second Avenue Committee.

Section 3. Social meetings shall be held throughout the year as outlined by the Social Activities Committee.

There shall be a permanent, standing Executive Committee consisting of the President and Vice Presidents. The Chapter President shall appoint standing committees on Scholarship, Activities/Sisterhood, Programming/Second Avenue, Philanthropy/Service Learning, Social and such special committees as the needs of the chapter warrant.

ARTICLE VII DUES AND FEES

Section 1. Chapter and membership dues and fees shall be prescribed in the National Bylaws, Article V, Section 4 (e) and (f).

Section 2. The chapter shall be responsible for the observances of the rules and regulations which the Sorority prescribes to govern the matters of chapter financing, accounting and house corporations.

COLLEGIATE CHAPTER CONSTITUTION

Section 3. Solicitation of funds outside of the membership of the chapter shall be in strict accordance with the rules prescribed by the National Sorority.

Section 4. The chapter may vote such additional dues, fees or assessments for its own social or other purposes as it may determine by majority vote of the entire active membership in good standing. Where there is a balance remaining after payment to the National Sorority of new member and initiation fees, such balance shall be retained by the chapter for its general purposes.

ARTICLE VIII DISCIPLINE

Section 1. The discipline of individual members involving disaffiliation, suspension or probation shall be in accordance with the provisions of the National Constitution and Bylaws.

Section 2. A new member may be depledged for cause upon majority vote of the members of the chapter, after consultation with the chapter advisor and the province director.

Section 3. The collegiate chapter, by majority vote, may impose local discipline upon new members and active members not inconsistent with the Constitution and Bylaws of the Sorority and as may be recommended by the chapter standards committee.

Section 4. Minor penalties under Section 3 may be appealed to the chapter judicial committee, and next to the alumnae advisory board, and finally to the province director whose decision shall be final.

ARTICLE IX AMENDMENTS

This constitution may be amended by a majority vote of a National Convention or by a two-thirds (2/3) vote by mail in the same manner as the Sorority Bylaws may be amended.

ALUMNAE CHAPTER CONSTITUTION

ARTICLE I NAME

The name of this organization shall be the (Alpha) Alumnae Chapter of Alpha Epsilon Phi Sorority, Inc.

ARTICLE II PURPOSE

The purpose of this chapter shall be to encourage the continuity of friendship among members; to be of inspirational as well as material aid to (Alpha) Chapter; to foster an abiding interest in our Alma Mater; to keep the members residing far from the chapter in as close touch as possible with the chapter and the university; and to engage in social service work nationally and locally.

ARTICLE III MEMBERSHIP

Membership in this chapter is open to members of (Alpha) Chapter who were in good standing at the time of graduation or withdrawal from college. All ex-collegio members are eligible to receive the Temple Degree.

ARTICLE IV GOVERNMENT

The administration of the affairs of this chapter shall be vested in a minimum of four (4) officers who shall be elected at a business meeting in the spring of each calendar year and who shall serve as President, Vice President, Secretary and Treasurer with the usual powers and duties pertaining to these offices.

ARTICLE V DUES

The dues of this chapter and its members shall be as provided in the Sorority Bylaws. The chapter may, by a two-thirds (2/3) vote of the members, assess such additional dues, fees or special assessments as it may desire for its local use and purposes.

ARTICLE VI AMENDMENTS

This Constitution may be amended by a majority vote of a National Convention or by a two-thirds (2/3) vote by mail in the same manner as the Sorority Bylaws may be amended.

ALUMNAE ASSOCIATION CONSTITUTION

ARTICLE I NAME

The name of this organization shall be the (New York City) Alumnae Association of Alpha Epsilon Phi Sorority, Incorporated.

ARTICLE II PURPOSE

The purpose of this association shall be to provide pleasant social relations for its membership, to be of inspirational as well as material aid to adjacent chapters, to make the name of Alpha Epsilon Phi an honored one in the community and to engage in practical social service work nationally and locally.

ARTICLE III MEMBERSHIP

Membership in this association shall be open to members of Alpha Epsilon Phi who are duly initiated and in good standing at the time of graduation or withdrawal from college. All ex-collegio members are eligible to receive the Temple Degree.

ARTICLE IV GOVERNMENT

The administration of the affairs of this association shall be vested in a minimum of four (4) officers, who shall be elected at a business meeting in the spring of each calendar year and who shall serve as President, Vice-President, Secretary and Treasurer with the unusual powers and duties pertaining to these officers.

ARTICLE V DUES

The dues of this association and its members shall be as provided in the Bylaws of the National Sorority.

The association may, by a two-thirds (2/3) vote of the members, assess such additional dues, fees or special assessment as it may desire for its local use and purposes.

ALUMNAE ASSOCIATION CONSTITUTION

ARTICLE VI AMENDMENTS

This Constitution may be amended by a majority vote of a National Convention or by a two-thirds (2/3) vote by mail in the same manner as the Sorority Bylaws may be amended.

INDEX

KEY TO SYMBOLS

AA = Alumnae Association Constitution
AC = Alumnae Chapter Constitution
CI = Certificate of Incorporation
CC = College Chapter Constitution
SB = Sorority Bylaws
SC = Sorority Constitution

Amendments	SC 13, SB 34, CC 40, AC 41, AA 43
Appeal, Right of	
Chapter	SB 28
Individual	SB 31
Celebrations	SB 34
Chapter Advisors	
Appointment and Duties	SB 16, SB 18
Chapter Charter	
Granting	SC 11, SB 26
Installation Fee	SC 11
Penalties	SB 27
Probation	SB 27
Revocation	SB 27
Procedure and Appeals	SB 28
Surrender	SB 29
Chapter Support Team Members	
Appointment and Duties	SB 16, SB 17
Charter, Granting of	
Alumnae Association	SC 11
Alumnae Chapter	SC 11
Charter, Sorority defined	SC 7
Committees	
Appointment	SB 16
Finance	SB 23
Nominating	SB 21
Confidential Information, see Information, Confidential	
Convention, National	
Action Without a Meeting	SB 14
Arrangement	SB 14
Call	SC 10
Composition	SC 10
Meetings	SC 10
Powers	SC 9

INDEX CONTINUED

Rules	SB 14
Voting	SB 14
Council, National	
Composition	SC 10
Meetings	SB 17
Powers and Duties	SB 16
Unanimous Consent and Participation Via Conference Call	SB 17
Vacancy	SB 18
Directors	
Appointment	SB 18
Number of	CI 6
Disaffiliation, see Member Discipline	
Dues, Fees and Funds	
Active Dues	SC 11, SB 23, SB 24
Alumnae Dues	SC 11, SB 23, SB 25, AC 41, AA 42
Chapter Responsibility	CC 39
Collegiate Chapter Dues	SB 23, CC 39
Colony Fees	SC 11
Convention Fund/Fees	SB 23, SB 25, SB 26, SC 11
Endowment Fund/Fees	SB 23, SB 25, SB 26, SC 11
Foundation Fund/Fees	SB 24, SC 11
General Fund	SB 25, SB 26
Initiation Fees	SB 23, SC 11, CC 40
Insurance Fees	SB 23
New Member Fees	SB 23, SC 11
Special Assessments	SB 23, SB 25
Duties of Officers, see Officers	
Fees, see Dues, Fees and Funds	
Fiscal Matters	
Budget	SB 23
Fiscal Year	SB 23
Finance Committee, see Committees	
Funds, see Dues, Fees and Funds	
Use and Distributions of	CI 5
Solicitation of	CC 39
Government	SC 9, CC 36, AC 41, AA 42
Honorary Members, National, see Membership, Honorary	
House Corporation	SB 32
Disposition of Property	SB 33

INDEX CONTINUED

House Residency, see Chapter House Residency	
Information	
Confidential	SB 30
To Outside Sources	SB 31
Jewelry, Official	SC 12
Meetings	
Collegiate Chapters	CC 39
National Council	SB 17
Sorority	CI 6
Member Discipline	SB 31, CC 40
Membership	
Group	
Affiliated Organization	SC 11
Alumnae Associations	SC 8, AA 43
Alumnae Chapters	SC 8, AC 42
Collegiate Chapters	SC 8, CC 36
Individual	
Active	SC 8
Affiliated	SC 9
Alumna Initiate	SC 9
Alumnae	SC 9
Honorary	SC 9
Social	SC 9
Voting and Non Voting	CI 5
Merger	SB 34
Name	CI 3, SC 7, CC 36, AC 42, AA 42
National Convention, see Convention, National	
National Council, see Council, National	
Nominating Committee, see Committees	
Nominations and Elections	SB 21
Officers	
Alumnae	
Association	AA 42
Chapter	AC 41
Collegiate Chapter	CC 36
National Council	
Assumption of Duties	SC 11, SB 21
Elections	SC 11, SB 21
Nominations	SB 21
Powers and Duties	SB 19
Qualifications	SB 22
Terms of Office	SB 21

INDEX CONTINUED

Vacancy, see Council, National, Vacancy	
Voting for	SC 10
Parliamentary Authority	SC 13
Powers, see	
Convention, National	
Council, National	
Officers, National	
Principal Office	CI 5
Purpose	CI 3, SC 7, CC 36, AC 41, AA 42
Territory	CAI 5
Voting at Convention, see Convention, National	
Women of Distinction	SB 15