



CONSTITUTION AND BYLAWS OF THE FRATERNITY

As adopted at the 62nd Biennial Convention
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PREAMBLE

We, the sisters of Alpha Phi, in Convention Assembled, accept the *Constitution and Bylaws* in honor of ten young women who, with high purpose and glad hearts, entered into the bonds of fraternal association that together they might better seek to develop the highest type of womanhood.

ARTICLE I: NAME

The name of this Fraternity shall be Alpha Phi International Fraternity, Incorporated.

ARTICLE II: OBJECTS

The objects of our Fraternity are the promotion of growth in character, unity of feeling, sisterly affection and social communion among our members. In all that we do, we try to obey God's principles of justice and right. We have banded ourselves together to improve our minds and hearts, and we seek to aid each other through a constant watchcare always given in love. We believe ourselves to be sincere searchers for truth.

We seek the highest ideal of womanhood, and we try to gain this ideal by cultivating not only the power and passion for seeking intellectual development, but also the spirit of love and charity. And we who are thus united are under a solemn pledge to lend a helping hand to one another.

ARTICLE III: PHILOSOPHY

Alpha Phi will conduct themselves morally, intellectually and physically in a manner which bespeaks pride in self and respect for the goals and ideals of Alpha Phi International Fraternity (hereafter, "the Fraternity"). In pursuit of the highest ideal of womanhood, each Member (Article XV, Section 1) will be a positive influence as a Greek, campus and community leader.

The Fraternity has, since inception, encouraged each Member to strive for self-respect and self-knowledge in an effort to foster the personal development of each Member. The Fraternity supports the concept of equality and is committed to building a society where human judgments are based on merit, without regard to age, national origin, gender, race, religious preference, or personal abilities. The Fraternity firmly repudiates actions and statements that negate the concepts of self-respect, personal development, equality and dignity.

ARTICLE IV: ORGANIZATION

Alpha Phi International Fraternity, Incorporated, founded in 1872 and originally incorporated as The Michaelanean Society in the city of Syracuse, Onondaga County in the state of New York on March 20, 1874, is a fraternal and benevolent corporation organized for purposes other than pecuniary profit. Our Membership is composed of undergraduate women affiliated with Collegiate Chapters (Article XIII, Section 1) at accredited colleges and universities, and Alumnae Members (Article XIII, Section 2). Membership in the Fraternity is a lifelong association.

ARTICLE V: GOVERNMENT

The general government of this Fraternity will be conducted at the Convention. The International Executive Board will serve as fiduciaries and will be responsible for governance decisions, including but not limited to planning, evaluation, and policy setting. The Fraternity, its Members and Chapters, the Convention, and all Corporate Officers are governed by the Constitution and Bylaws of the

Fraternity (*Constitution and Bylaws*). The International Executive Board (Article IX) will establish Policies & Procedures of the Fraternity (*Policies & Procedures*) consistent with this Article V.

ARTICLE VI: MEMBERSHIP

Membership in this Fraternity is open to qualified women and is attained only by election and initiation in accordance with the *Constitution and Bylaws* and the prescribed Ritual of the Fraternity (Article XIX). Membership is traditionally rooted in the Collegiate Member experience and continues after college or university as an Alumna Member. Membership may also commence as an Alumna Initiate (one who is invited to membership outside the collegiate experience).

ARTICLE VII: ALPHA PHI FOUNDATION

The Alpha Phi Foundation (hereafter “the Foundation”) is the Fraternity’s philanthropic partner. Members are encouraged to support the Foundation annually at the level they are able by attending the Foundation’s philanthropic events and by making personal donations to same.

ARTICLE VIII: THE CONVENTION

SECTION 1: POWERS

The Convention is the general legislative body of the Fraternity and will have the following powers:

- A. To act upon all Fraternity matters except those for which exclusive authority is otherwise delegated in the *Constitution and Bylaws*;
- B. To approve changes in the Ritual of the Fraternity;
- C. To adopt amendments to the *Constitution and Bylaws*;
- D. To receive the biennial reports of the International Executive Board and other officers or Committee Chairs as deemed appropriate; and
- E. To elect Alumnae Members to serve on the International Executive Board.

SECTION 2: COMPOSITION

A. Voting Body

The powers of the Convention is vested in the Voting Body of the Convention, which is entitled to vote upon all matters before the Convention and comprises the following Delegates:

- 1. Chapter Delegates
 - a. One Collegiate Member in Good Standing (Article XV), from each Collegiate Chapter in Good Standing (Article XIII).

- b. One Alumna Member in Good Standing (Article XV) from each Alumnae Chapter in Good Standing (Article XIII).

2. Ex-Officio Delegates

- a. Each Voting Director of the International Executive Board (except the International President, who will vote only to break a tie vote of the Convention);
- b. One panhellenic delegation representative;
- c. Each Voting Director of the Foundation Board of Directors;
- d. Alumnae Support Structure Delegates – as defined in the *Policies & Procedures*. Alumnae Support Structure Volunteers are those who have roles managed by, or report directly to, Executive Office staff, providing representation of Fraternity alumnae; and
- e. Collegiate Support Structure Delegates – as defined in the *Policies & Procedures*. Collegiate Support Structure Volunteers are those who have roles managed by, or reports directly to, Executive Office staff, providing representation of active Collegiate Chapters in all locations.

From the classes of Ex-Officio Delegates described in subsections (d) and (e) above, the combined number of voting delegates to the Convention must be no fewer than sixteen (16).

- f. Each Chapter Advisor (or the Chapter Advisor's designee from the Advisory Board). If no delegate is able to attend the Convention who meets the criteria described above, then the Chapter Advisor, upon consultation with the applicable Executive Office staff, may select another Alumna Member in Good Standing, so long as such member (1) has substantial experience actively supporting the Collegiate Chapter being represented, and (2) will continue to actively support the chapter following the Convention.

B. Alternate Delegates

Any Collegiate Chapter or Alumnae Chapter may send, in addition to its Chapter Delegate, an Alternate Chapter Delegate to the Convention. Alternate Chapter Delegates may serve as the Chapter Delegate and Member of the Voting Body at any session at which the Chapter Delegate is not in attendance so long as the Alternate Chapter Delegate meets the criteria in Article XV, Section 3.

C. Other Accredited Members

Any Member may attend the Convention. If a Member attending the Convention is accredited by the Credentials Committee, such Member is eligible for admission to all sessions of the Convention and will have the privilege of speaking. Unless serving as a Committee Chair who is required to report to the Convention, this Member may neither

vote nor make motions. If the Member is a Committee Chair, the Member will have the privilege of making motions, proposing resolutions, and moving adoption on matters pursuant to the Committee's reports.

SECTION 3: TIME AND PLACE OF MEETING

The Convention will meet biennially (counting from the year 1894), except as otherwise provided in this Article VIII, upon a date and at a place approved by the International Executive Board.

SECTION 4: NOTICE OF MEETING

The Executive Director will notify the Voting Body in writing, using mail or technological equivalent, at least thirty (30) days in advance of the time and place of the next meeting of the Convention. Such notice will also be published in the edition of the Alpha Phi *Quarterly* prior to the Convention and on the Fraternity's official website.

SECTION 5: DELEGATES

A. Selection of Chapter Delegates

1. Collegiate Chapter Delegates

The President of each Collegiate Chapter will be that Chapter's Delegate to the Convention. If the President is unable to serve in this role, another Chapter member will be selected to serve as the Delegate as outlined in the *Policies & Procedures*.

2. Alumnae Chapter Delegates

An Alumnae Chapter will choose an Alumna Member in Good Standing to serve as its Chapter Delegate to the Convention.

B. Credentials

All Delegates to the Convention are accredited by the Credentials Committee (Article VIII, Section 7) before the Delegate is entitled to be seated at the Convention. Ex-officio Delegates are automatically accredited by virtue of their office.

C. Responsibilities of Delegates

1. Attendance

Each Delegate is expected to attend every event, business and social, scheduled on the Convention program.

2. Reports

Each Chapter Delegate is expected to give a Convention report at the next regularly scheduled Chapter meeting following the Convention.

SECTION 6: CONVENTION CHAIR

The International President is the Chair, and therefore the presiding officer, of the Convention. In the absence of the International President, the Vice President will act as the temporary Chair.

SECTION 7: COMMITTEES OF THE CONVENTION AND PARLIAMENTARIAN

Before each Convention, the International President will appoint a Parliamentarian and the following committees of the Convention:

- A. Credentials Committee, to accredit presumptive Delegates to the Convention, as described in the *Policies & Procedures*;
- B. Elections Committee, to oversee election activities at the Convention, as described in the *Policies & Procedures*; and
- C. Other Committees or special appointments deemed necessary to facilitate the business of the Convention.

SECTION 8: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* governs the proceedings of the Convention in all cases where they are applicable and to the extent which they are consistent with the *Constitution and Bylaws* and the *Policies & Procedures* of the Fraternity. Should there be a conflict between *Robert's Rules of Order Newly Revised* and the Fraternity's *Constitution and Bylaws*, the Fraternity's *Constitution and Bylaws* prevails.

SECTION 9: ORDER OF BUSINESS

As Chair of the Convention, the International President determines the order of business of the Convention.

SECTION 10: RULES OF THE CONVENTION

Any rules, procedural norms, or other expectations of Members attending the Convention will be provided in the official Convention program given to each member upon registration. These rules will be adopted, upon a two-thirds affirmative vote of the Delegates present and voting, at the opening business session of each Convention and before any other business may be transacted.

SECTION 11: QUORUM

Two-thirds of the accredited Delegates present and voting at any session of the Convention constitutes a quorum for the transaction of business.

SECTION 12: VOTING

A. Requirement for Action

Unless otherwise specified herein, the vote of a majority of Delegates present and voting, provided a quorum be present, constitutes the action of the Convention.

B. Weighted Vote

Each Delegate is entitled to one (1) vote on all questions arising at the Convention; however, if either of the following occurs the votes will be weighted equally:

1. the total number of votes from Alumnae Delegates and Ex-officio Delegates present and voting exceeds the total number of votes from Collegiate Delegates present and voting; OR
2. the total number of votes from Collegiate Delegates present and voting exceeds the total number of votes from Alumnae Delegates and Ex-officio Delegates present and voting.

The International President, as Chair of the Convention, will vote only to break a tie.

At the beginning of each session of the Convention, the Chair will receive a report from the Credentials Committee. The total number of Delegates for that session will include only those Delegates present in the session room at the time of the vote. Proxies other than accredited Alternate Delegates are prohibited.

C. Methods of Voting

At all meetings during the Convention, the vote on any question, unless otherwise provided in the rules of the Convention is:

1. Viva Voce,
2. Roll call,
3. Standing vote,
4. Written ballot at the request of the Chair, or
5. Written ballot at the request of ten or more members of the Voting Body.

SECTION 13: UNCONVENED CONVENTIONS

In any year in which a biennial Convention cannot be convened because of a national emergency or when the International Executive Board, by a unanimous vote, has decreed that circumstances prevent a meeting of the Convention, the business which was to come before such a Convention will be submitted to and determined by the ballot of the members who would have been entitled to vote as Delegates to such Convention. Ballots will be issued and cast by mail or technological equivalent no later than December first of the year in which the Convention would have been convened, and in

the manner determined by the International Executive Board, to constitute the action of the Convention as effectively as if authorized by a duly convened meeting.

SECTION 14: SPECIAL CONVENTIONS

Special Conventions may be called at a time and place to be determined by the International Executive Board upon the requests of two-thirds of the Collegiate Chapters or two-thirds of the Alumnae Chapters. The Executive Director will give thirty (30) days written notice to all Delegates. The notice will include the reason(s) for and the business to be presented at the Special Convention. Special Conventions will be governed by the rules applying to biennial Conventions except as may be otherwise provided in this Article, and no business will be transacted except that which is mentioned in the notice.

SECTION 15: CONVENTION MINUTES

Minutes of the Convention proceedings will be submitted by the Executive Director to the International Executive Board for approval within one calendar year following any Convention, Unconvened Convention or Special Convention. It is the responsibility of the International President at the time of the Convention to ensure the Minutes are published or distributed (either in print or via electronic means) to all Delegates and other Member attendees at or before the next regularly convened Convention.

SECTION 16: CONFIDENTIALITY

All business of a personal and private nature transacted at the Convention will be considered confidential.

ARTICLE IX: INTERNATIONAL EXECUTIVE BOARD

SECTION 1: COMPOSITION

- A. The International Executive Board will be composed of seven to nine Directors that will include an International President, a Finance Director, and between five and seven Directors-at-large.
- B. Each Director of the International Executive Board will be an Alumna Member in Good Standing. Each of these Directors should have demonstrated outstanding leadership within or outside the Fraternity; possess forward thinking skills with a global mindset that will drive the Fraternity's strategic plan; be a creative thinker, generating new ideas and solutions that evolve the Fraternity; understand the local and global viewpoint with the ability to make decisions that have the greatest impact on the Fraternity, and represent a mix of members appropriate to represent the Fraternity as a diverse and varied international women's organization.
- C. The Finance Director will ideally have experience in senior financial oversight of a for-profit or non-profit entity at a level commensurate with the Fraternity's value, investments and

operating budget, have financial industry experience or be able to read, understand and interpret financial statements or related financial events and transactions. This position is named solely for Nomination and Election purposes, to ensure specific qualifications are fulfilled. This position is not uniquely empowered and will not be construed to be a Chief Financial Officer. The Finance Director is a Director-at-large, as further defined in the *Policies & Procedures*.

- D. In addition, there will be three ex-officio, non-voting Members: The Fraternity's National Panhellenic Conference delegate (appointed by the International Executive Board), the Chair of the Foundation Board of Directors, and the Executive Director of the Fraternity.
- E. There may be additional non-voting Members named to the International Executive Board by a majority vote of its Directors.

SECTION 2: CORPORATE OFFICERS

In accordance with the Articles of Incorporation, the Corporate Officers of Alpha Phi International Fraternity, Incorporated, are the International President, a Vice President, a Secretary/Treasurer, and two additional Directors who will be elected by the International Executive Board from within.

An Assistant Secretary/Treasurer may be appointed to perform those legal and support tasks needed during or between meetings of the International Executive Board. Responsibilities for all Corporate Officers are included in the *Policies & Procedures*.

SECTION 3: TERM AND TENURE

Except as set forth below with respect to the International President, all Directors of the International Executive Board will be elected to serve for one two-year term, will assume office at the close of each Convention, and will be eligible for re-election for up to two additional consecutive two-year terms. Any Director elected to non-consecutive terms may serve no more than six total years within any period of ten consecutive years.

For term limit purposes, the International President may serve two consecutive two-year terms in addition to the maximum number of terms for an International Executive Board Director as set forth above.

SECTION 4: VACANCIES

- A. Unexpired terms may be filled by the International Executive Board after consultation with the Committee on Leadership (Article X, Section 3). An unexpired term is defined as any amount of time remaining in the applicable two-year term. The International Executive Board has the power to decide not to fill an unexpired term as long as the total number of Directors of the International Executive Board does not fall below the required minimum number, as stated in this Article.
- B. An appointment and/or any elected service which constitutes more than fifty percent of a regular term will be considered a full term for purposes of contiguous service.

SECTION 5: POWERS AND RESPONSIBILITIES

The International Executive Board will be the governing and policy-making body of the Fraternity in between Conventions and will exercise general fiduciary responsibility for the Fraternity's business and affairs. The International Executive Board will have full and final authority over, and the responsibility for, the activities and operations of the Fraternity and will have the power to do and perform all such acts as may be done by the Fraternity. The International Executive Board is limited in this respect by the Convention actions and the provisions of the *Constitution and Bylaws*, and *Policies & Procedures*, as may apply.

Directors of the International Executive Board are in a position of trust and confidence and are responsible for the duties prescribed by the *Constitution and Bylaws* and *Policies & Procedures* of the Fraternity. All Directors have a fiduciary responsibility to the Members of the Fraternity and are expected to devote the time necessary as reasonably required. Without limitation on the generality of the foregoing or on the specific authority granted elsewhere in the *Constitution and Bylaws*, the International Executive Board will:

- A. Annually approve a plan of Fraternity goals and activities, and oversee its progress and revisions;
- B. Oversee the administration of the *Policies & Procedures* of the Fraternity and the provisions of the *Constitution and Bylaws*;
- C. Approve all financial affairs and investments of Alpha Phi International Fraternity, Incorporated;
- D. Adopt an annual budget based on the financial planning and budgeting policies outlined in the *Policies & Procedures*. These policies will be reviewed each biennium and include requirements for budget formulations, expected financial performance, and systematic review of the actual financial performance;
- E. Operate with credibility, loyalty, and free from conflicts of interest or the appearance of same;
- F. Ensure legal compliance with all necessary government filing(s);
- G. Establish the Executive Office and authorize all major expenditures relative to its structure and facilities;
- H. Hire the Executive Director and terminate such employment as necessary;
- I. Assume responsibility for content and authorize the publication of all handbooks, manuals, and other Fraternity publications;
- J. Approve the editorial policies of the Alpha Phi *Quarterly*;
- K. Approve the location, program and time of Convention and other International Programs;
- L. Approve the extension policies and activities of the Fraternity and adopt standard procedures for establishing and installing new Collegiate Chapters;

- M. Regularly update risk management policy and communicate this policy to all Chapters, Officers, Advisors, Staff, and Members;
- N. Exercise disciplinary authority over Members and Chapters as directed by the *Constitution and Bylaws* and the *Policies & Procedures*;
- O. Reinstate former members as provided by the *Constitution and Bylaws*;
- P. Approve the volunteer organizational structure;
- Q. Possess the authority to remove from office Directors of the International Executive Board who fail to fulfill their sworn responsibilities, after appropriate due process, and by a unanimous vote of the remaining Directors;
- R. Appoint or approve the appointment of:
 - 1. Three members of the Committee on Leadership (Article X, Section 3)
 - 2. The lead Alumnae Chapter Support Structure team members and the lead Collegiate Chapter Support Structure team members, as further described in the *Policies & Procedures*
 - 3. International Governors
 - 4. Extension Team Leads
 - 5. Standing and Special Committees
- S. Appoint the National Panhellenic Conference delegation and outline its responsibilities, as further described in the *Policies & Procedures*;
- T. Enact and amend *the Policies & Procedures* related to Fraternity operations, including, but not limited to, program delivery, public relations, financial management, and International Executive Board governance;
- U. Support the Foundation privately, and publicly encourage others to support the Foundation through charitable contributions.

SECTION 6: MEETINGS

A. Regular Meetings

The International Executive Board will hold at least two regular meetings annually at a time and place determined by the International President.

B. Special Meetings

Special Meetings of the International Executive Board may be called by the International President.

C. Telephone Conference

Meetings may be conducted by telephone conference with at least twenty-four (24) hours prior notice.

D. Actions by Mail or Technological Equivalent

A vote by mail or technological equivalent, including any electronic text transmission method, may be taken when necessary, and a unanimous vote of the International Executive Board will be necessary to decide the question. Actions taken by mail or technological equivalent, including any electronic text transmission method, will be verified and made a part of the Minutes of the next session of the International Executive Board. Any issue not passed by unanimous consent of the International Executive Board, when voting by mail or technological equivalent, may be discussed at the next regularly scheduled meeting or conference call with the opportunity to re-vote at that time.

E. Notice

At least ten (10) days' notice, by mail or technological equivalent, including any electronic text transmission method of the time and place of any regular or special meeting of the International Executive Board, will be given by the Executive Director of the Fraternity as directed by the International President.

F. Minutes

Minutes of all International Executive Board meetings will be kept and distributed as authorized by the International Executive Board. A copy will be kept as part of the permanent record of the Fraternity.

SECTION 7: QUORUM AND VOTING

A. Quorum

At any meeting of the International Executive Board, a majority of elected Directors will constitute a quorum. The vote of the majority of those Directors present and voting, if a quorum is present at such time, will constitute the action of the International Executive Board.

B. Participation of Board Member Who is Not Present

One or more Directors of the International Executive Board who participates in any meeting electronically shall be considered present. The minutes of the meeting will designate how each Director was present.

ARTICLE X: COMMITTEES

SECTION 1: COMMITTEES

The International Executive Board will appoint the Committees named herein and any additional Committees as deemed necessary or appropriate to ensure the Fraternity's continued progress and longevity. Under the direction of the International Executive Board, Committees may analyze, evaluate, and provide suggestions of action items and/or changes in policies to fulfill the goals and objectives of the Fraternity. Unless otherwise specified in the *Constitution and Bylaws* or *Policies & Procedures*, the composition of these Committees will be determined by the International Executive Board and will include Members of the Fraternity who are not Directors of the International Executive Board. Directors of the International Executive Board may also participate in these Committees with the approval of the International President. There will be two types of International Executive Board Committees: Standing Committees and Special Committees.

SECTION 2: STANDING COMMITTEES

The following will be a permanent Standing Committee of the Fraternity, subject to the requirements set forth below.

A. Finance and Audit Committee

1. This Committee and its Chair will be appointed by the International Executive Board to review and guide decisions related to prudent fiduciary oversight of the assets of the Fraternity, the annual Fraternity budget, proposed allocations and appropriations of funds, the Fraternity Investment Portfolio, Collegiate Chapter housing loans, the annual audit, and monthly financial statements.
2. The Finance and Audit Committee will include Alumnae Members in Good Standing with professional backgrounds and expertise in corporate finance, accounting and auditing, and/or investments, at a level commensurate with the scope and complexity of the Fraternity's operations, and institutional knowledge of the Fraternity's financial structure. The Finance Director of the International Executive Board will also serve on this Committee, however, is ineligible to serve as its Chair. At least three members of this Committee will not be Directors of the International Executive Board.

B. Other Committees

1. Other Committees may be formed per biennium at the discretion of the International Executive Board. This includes, but is not limited to: Extension, Recruitment, Housing, Alumnae and Collegiate Chapters.

SECTION 3: SPECIAL COMMITTEES

Special Committees may be established by the International Executive Board and will perform a time-limited or specific task as charged by the International Executive Board. The following two special committees will be created each biennium:

A. Constitution Committee

1. The Committee will be composed of a chair and at least two other Members, one of whom will be a past member of the International Executive Board. The committee will be appointed by the International President with the approval of the International Executive Board. The International President will charge this Committee with its duties.
2. The Chair of the Committee will be responsible for directing all actions and/or recommendations of the Committee.
3. The Committee will consider and report, with recommendations to the International Executive Board and the Convention, proposed amendments to the Constitution and Bylaws.

B. Committee on Leadership

1. Purpose

The Committee on Leadership (hereafter "COL") recruits Alumnae Members whose professional and volunteer experience, dedication to the Fraternity and its ideals, leadership and executive skills, and general demeanor make them ideal to serve in a Fraternity leadership capacity in future biennia. The primary result of this search process is a list of Alumnae Members nominated for election to the International Executive Board at the next Convention (hereafter "Slate of Nominees"). The COL may expand its role to related leadership topics at the request of the International Executive Board.

2. Composition

The COL should represent a mix of Members appropriate to represent the Fraternity as a diverse and varied international women's organization. The COL will be composed of:

- a. Three Alumnae Members elected in accordance with Article X, Section 3 (B)(4) below;
- b. Three other Alumnae Members appointed by the International Executive Board; and
- c. Two appointed Collegiate Members, chosen via an application process managed by the six Alumnae Members of the COL.

3. Eligibility

- a. Members of the COL will have demonstrated outstanding leadership within, or outside of, the Fraternity;
- b. Members of the COL will be Members in Good Standing and contributors to the Foundation at the time of their appointment or election, and throughout their term on the COL;
- c. Employees of the Fraternity or the Foundation and Directors of the International Executive Board or its Ex- officio Members will be ineligible to serve on the COL during the same biennium in which they are employed or volunteer in these roles. Members who are elected or appointed to the COL and subsequently commence employment or otherwise receive financial compensation from either the Fraternity or the Foundation prior to announcement of the Slate of Nominees for the upcoming Convention must immediately resign their membership on the COL.

4. Election

- a. Election of three Alumnae Members to the COL will take place at the Convention.
- b. All Members present at Convention will be eligible to vote.
- c. The three Alumnae Members meeting the eligibility criteria above and receiving the greatest number of votes will be elected to the COL. In the event no Alumnae Members with recent prior International Executive Board and/or prior Finance and Audit Committee experience, as specified above, are elected to the COL, the International Executive Board will use its Alumnae Member appointments to fulfill these requirements.
- d. Results of the Alumnae Member election will be made available to all members attending Convention.

5. Tenure

- a. All members of the COL serve for one two-year term and will be eligible for selection for one additional consecutive two-year term. If terms are not consecutive, a COL member may serve no more than four total years within any six consecutive years.
- b. If any Members of the COL are unable at any time to fulfill their term, a new Member will be appointed by the International Executive Board to fill the vacancy.

6. Duties

The COL will:

- a. Promote awareness of and participation in the COL and the nominations process;
- b. Educate the membership regarding the nominations and elections processes;
- c. Solicit nominations from the Membership and actively recruit Applicants for the International Executive Board;
- d. Receive and consider recommendations from the Membership for International Executive Board Applicants;
- e. Demonstrate outstanding group leadership to the Fraternity by fairly, objectively, and in good faith reviewing and considering at least the following information to be submitted by each Applicant:
 - i. a resume or curriculum vitae providing information on the Applicant's professional, volunteer and personal experience and qualifications, and,
 - ii. a personal statement from the Applicant.
- f. Hold all committee deliberations, Applicant information and related content in complete confidence and according to the Object and Philosophy of the Fraternity, both during and after serving on the COL;
- g. After performing all duties set forth above:
 - i. announce to the entire Membership at least four months prior to the Convention the names of all Candidates whom the COL has determined possess requisite knowledge, skills and attributes that make them reasonably qualified to serve on the next International Executive Board (each, a "Candidate"), and,
 - ii. actively solicit and review feedback and recommendations in any reasonable form from the entire membership on each Candidate;
- h. Announce the Slate of Nominees for the International Executive Board to the entire membership at least 90 days prior to the Convention;
- i. Prepare a report to be distributed to the Membership and Delegates to the Convention about the slated candidates at least 30 days prior to the Convention;
- j. Report to the Convention on the COL's nominations process, including a description of how the COL engaged the Membership in the process;

- k. Evaluate the work of the COL at the close of its term and make recommendations to the incoming COL; and
- l. Perform other duties pertaining to leadership development as requested by the International Executive Board.

For all purposes in this *Constitution and Bylaws*, an "Applicant" will mean an Alumna Member in Good Standing who has provided all information set forth in subsection (e) above and is not a member of the COL or the Elections Committee. Once the Slate of Nominees is announced to the entire membership as set forth in Section 6h above, the "Applicant" must not be employed, or otherwise financially compensated, by either the Fraternity or the Foundation.

C. Other Special Committees

Other Special Committees deemed necessary may be established by the International Executive Board. The composition and duties of these committees will be determined by the International Executive Board and will include non-Members of the International Executive Board whenever possible.

ARTICLE XI: NOMINATIONS AND ELECTIONS

SECTION 1: NOMINATIONS

- A. Each biennium the COL will consider for nomination and present for election to the International Executive Board a Slate of Nominees based on the projected needs for the upcoming biennium. The International Executive Board will determine an appropriate number of members in advance of the nominations process and communicate the same to the COL.
- B. One nominee will be slated for International President. One other nominee will be slated for Finance Director. All other candidates will be slated as Directors-at-large. The number of nominees will equal the number of positions available.
- C. After the COL announces its Slate of Nominees, members may nominate any Applicant (including themselves) to run against the Slate of Nominees. To do so, the member must be nominated by two (2) past International Executive Board Directors and submit a written application, in the form provided by the COL, to the Elections Committee within thirty (30) days after the Slate of Nominees is announced. The Elections Committee, the COL and the Executive Office staff will coordinate to distribute information on all Candidates to all Delegates to the Convention at least thirty (30) days prior to The Convention.

SECTION 2: ELECTIONS

The election of the International Executive Board will be conducted at the Convention in accordance with Article VIII.

- A. The election should be scheduled early during the Convention to maximize transition time between the current and incoming International Executive Boards while still allowing adequate time for election forums prior to the election, even if the Slate of Nominees is uncontested.
- B. The COL will move its Slate of Nominees to be approved by the Convention. If approved by a majority vote of the Delegates to the Convention present and voting, provided a quorum is present, the Slate of Nominees is duly elected.
- C. If the Slate of Nominees does not receive a majority of votes, a ballot is given to each Delegate to the Convention.
- D. A majority of the votes received for the office of International President will constitute election of the International President.
 - 1. In the event no Candidate is elected, another ballot will be taken. Ballots will continue to be taken until an International President is elected.
 - 2. On any ballot, the Candidate receiving the lowest number of votes and any Candidate receiving less than ten (10) percent of the votes will not proceed to the next ballot.
- E. A majority of the votes received for the office of Finance Director will constitute election of the Finance Director.
 - 1. In the event no Candidate is elected, another ballot will be taken. Ballots will continue to be taken until a Finance Director is elected.
 - 2. On any ballot, the Candidate receiving the lowest number of votes and any Candidate receiving less than ten (10) percent of the votes will not proceed to the next ballot.
- F. A plurality of the votes received for the offices of Directors-at-large will constitute election of the International Executive Board Directors-at-large.

ARTICLE XII: ORGANIZATIONAL STRUCTURE

The applicable collegiate and alumnae chapter structures are determined by the International Executive Board and will be further defined in the *Policies & Procedures*.

ARTICLE XIII: CHAPTERS

SECTION 1: COLLEGIATE CHAPTERS

A. Purpose

The purpose of Collegiate Chapters is to promote growth in character, unity of feeling, sisterly affection, intellectual development, lifelong membership and social communion among our Members.

B. Membership

Collegiate Chapters are composed of New Members and initiated Collegiate Members.

C. Establishment

Collegiate Chapters will be established at accredited colleges and universities by a four-fifths vote of the International Executive Board, through the granting of a charter to a petitioning local group of regularly registered students or by the establishment of a Collegiate Chapter at such colleges and universities.

D. Good Standing

A Collegiate Chapter is considered a "Collegiate Chapter in Good Standing" when it meets its responsibilities as a Collegiate Chapter, upholds the standards of the Fraternity, and fulfills its obligations, all in accordance with the *Constitution and Bylaws* and the *Policies & Procedures*, including, without limitation, any and all financial obligations to the Fraternity.

E. Relationship with the International Fraternity

Each Collegiate Chapter is a self-governing separate and distinct legal entity from the Fraternity. Collegiate Chapters are generally organized and exist as unincorporated associations. No Collegiate Chapter or member or officer thereof has the authority to act on behalf of the Fraternity.

F. Withdrawal of Charter

The charter of a Collegiate Chapter may be withdrawn by a four-fifths vote of the International Executive Board in accordance with the *Policies & Procedures*.

G. Chapter Advisor

The Chapter Advisor is the key volunteer responsible for providing leadership, guidance and support to Collegiate Chapters. The Chapter Advisor acts as a contact between the Fraternity and the Collegiate Chapter, may communicate with Alumnae Chapters in the area, and to the college or university and local communities. The Chapter Advisor will be appointed and removed in accordance with the *Policies & Procedures*.

SECTION 2: ALUMNAE CHAPTERS

A. Purpose

The purpose of Alumnae Chapters is to strengthen interest and promote participation in the Fraternity on the part of all Members and to educate Members about the programs of the Foundation and the importance of annual giving.

B. Membership

Any Alumna Member in Good Standing is eligible for membership in an alumnae chapter.

C. Establishment

Alumnae Chapters are established by a four-fifths vote of the International Executive Board.

D. Chapter in Good Standing

A chartered Alumnae Chapter is considered an “Alumnae Chapter in Good Standing” when it meets its responsibilities as an Alumnae Chapter, upholds the standards of the Fraternity, and fulfills its obligations in accordance with the *Constitution and Bylaws* and the *Policies & Procedures*.

E. Withdrawal of Charter

The charter of an Alumnae Chapter may be withdrawn by a four-fifths vote of the International Executive Board in accordance with the *Policies & Procedures*.

F. Relationship with the International Fraternity

Each Alumnae Chapter is a self-governing, separate and distinct legal entity from the Fraternity. No chartered Alumnae Chapter or member or officer thereof has the authority to act on behalf of the Fraternity.

ARTICLE XIV: HOUSE CORPORATIONS

SECTION 1: PURPOSE

House Corporations are established for Alpha Phi Collegiate Chapter facilities. All Collegiate Members, Directors and Officers are subject to the provisions set forth for such Corporations in the *Constitution and Bylaws* and the *Policies & Procedures*.

SECTION 2: GENERAL STATUS

House Corporations hold title to Alpha Phi Collegiate Chapter facilities in trust for the benefit of the Fraternity. As such, they are subject to this *Constitution and Bylaws*, the *Policies & Procedures*, and all other regulations and policies of the Fraternity. House Corporations will at all times maintain (or cause to be maintained) their real property in compliance with all national, state or provincial, and local laws or ordinances and, in the case of leased real property, in compliance with the applicable lease. Each House Corporation will have authority to enter into contracts, debts or obligations only in the name of that House Corporation.

SECTION 3: NATIONAL HOUSING CORPORATION

The Alpha Phi International Fraternity National Housing Corporation (hereafter “NHC”) is a house corporation affiliated with Alpha Phi International Fraternity, Inc.

ARTICLE XV: MEMBERS

SECTION 1: CLASSIFICATION OF MEMBERS

A. Collegiate Members

1. Uninitiated

Women who have been invited to membership in the Fraternity and have accepted the invitation to join but have not yet been initiated according to the Ritual of the Fraternity will be regarded as New Members.

2. Initiated

Collegiate Members who have been initiated according to the Ritual of the Fraternity and attend colleges or universities having a Collegiate Chapter will be regarded as Initiated Members as described in the *Policies & Procedures*. Initiated Members are categorized as follows:

- a. Affiliated – Initiated Members who attend college or university and participate in a Collegiate Chapter are Affiliated Collegiate Members.
- b. Unaffiliated – Initiated Members who attend college or university but are not affiliated with a Collegiate Chapter, as outlined in the *Policies & Procedures*, are Unaffiliated Collegiate Members.
- c. Associate – Initiated Members who are prevented from active participation in Collegiate Chapter affairs for cause, as described in the *Policies & Procedures*, are Associate Collegiate Members.

B. Alumnae Members

1. The following are considered Alumnae Members whether or not they are affiliated with an Alumnae Chapter:

- a. Members who have graduated from college or university;
- b. Members who have permanently left college or university in good standing with such college or university;
- c. Members who have been granted Alumnae Member status by the International Executive Board;
- d. Alumnae Initiates;
- e. Students beyond their fourth year of college who cannot or do not wish to remain affiliated with their Collegiate Chapters; and
- f. Alumnae Members who return to college or university.

2. No Alumna Member has the right to vote in a Collegiate Chapter.

SECTION 2: QUALIFICATIONS FOR MEMBERSHIP

Candidates for Membership in the Fraternity are willing and able to commit themselves to uphold the standards and ideals of the Fraternity, to accept the principle that membership in the Fraternity is for life, and to abide by the *Constitution and Bylaws* and *Policies & Procedures*.

No one who is, or has been, an initiated member of any other Fraternity belonging to the National Panhellenic Conference is eligible for membership in the Fraternity.

A. Collegiate

1. Candidates for membership in the Fraternity will be regularly enrolled women pursuing a prescribed program for a degree at the institution in which a Collegiate Chapter of the Fraternity is established.
2. An invitation to membership in the Fraternity will be issued only to those invited by the initiated members of a Collegiate Chapter and in accordance with the Membership policies of the Fraternity.

B. Alumnae

Women not meeting the aforementioned criteria may be eligible for Alumnae Initiation in accordance with the *Policies & Procedures*.

SECTION 3: MEMBERS IN GOOD STANDING

A. Collegiate

To be considered a collegiate member in good standing, a collegiate member will:

1. Comply with the *Constitution and Bylaws* and *Policies & Procedures*, and
2. Meet Fraternity and Collegiate Chapter financial obligations, including the payment of all Collegiate Member dues and fees.

Notwithstanding anything to the contrary, a Collegiate Member must satisfy all financial obligations no later than ten (10) days prior to the Convention in order to qualify as a Collegiate Member in Good Standing for purposes of accreditation as a Delegate to the Convention pursuant to Article VIII, Section 2A(1)(a).

B. Alumnae

To be considered an Alumna Member in Good Standing, an Alumna Member will:

1. Comply with the *Constitution and Bylaws* and *Policies & Procedures*, and
2. Meet Fraternity and Alumnae Chapter financial obligations, including the payment of Alumna Member dues and fees.

Notwithstanding anything to the contrary, an Alumna Member must satisfy all financial obligations no later than ten (10) days prior to the Convention in order to qualify as an Alumna Member in Good Standing for purposes of accreditation as a Delegate to the Convention pursuant to Article VIII, Section 2A(1)(b).

SECTION 4: MEMBERSHIP TERMINATION

The International Executive Board has the authority to terminate a Fraternity Membership as described in the *Policies & Procedures*. An affirmative vote of four-fifths of the International Executive Board is necessary to terminate a Membership.

ARTICLE XVI: FRATERNITY FUNDS

SECTION 1: GENERAL

All Fraternity funds will be administered under the oversight of the International Executive Board. The funds are designated as one of the following:

- A. Operating Funds
- B. Permanent Funds
- C. Segregated Funds

SECTION 2: OPERATING FUNDS

- A. The sources of these funds are the dues, fees, and all other revenues received by the Fraternity except those specified in the *Constitution and Bylaws*.
- B. The monies in these funds will be used to defray operating and program expenses.

SECTION 3: PERMANENT FUNDS

- A. Permanent Funds are: (1) all outstanding housing loan balances, and (2) the Fraternity Investment Portfolio, which will be managed by a third-party professional investment fund management firm, as selected by the International Executive Board.
- B. The principal of Permanent Funds may only be expended as authorized by the Convention, with the following exceptions:
 - 1. To fund Collegiate Chapter housing loans; and,
 - 2. To fund special projects to benefit the Fraternity as a whole. The International Executive Board is authorized to spend a maximum of twenty (20) percent of the Fraternity Investment Portfolio balance per biennium, by reference to the balance at the end of the immediately preceding biennium.

- C. Permanent Funds will be invested in accordance with the Fraternity's Investment Policies as outlined in the *Policies & Procedures*.
- D. Collegiate Chapter housing loan principal repayments and excess Fraternity operating income based on the prior fiscal year's financial statements will be transferred to the Permanent Funds at least once per fiscal year.
- E. Fraternity Investment Portfolio income, net of expenses, will be automatically reinvested in the Fraternity Investment Portfolio as additional principal.

SECTION 4: SPECIAL SEGREGATED FUNDS

- A. Special Segregated Funds are portions of the Permanent Funds managed as separate bookkeeping sub-ledgers of the Permanent Funds to account for special requirements such as taxation or other treatment.
- B. The Chapter Assets Held Fund records the final net assets of any Collegiate Chapter that ceases to exist. If the chapter is reinstated, the recorded net assets will be returned to that Collegiate Chapter upon reinstatement.
- C. The Set Aside Fund is maintained as a separate bookkeeping sub-ledger as required by the United States Internal Revenue Code. The Set Aside Fund includes the amounts of investment income and royalty income set aside at least once per fiscal year by resolution of the International Executive Board. This fund is to be used for scholarships, student loans, local chapter housing loans, leadership training, and other educational and charitable purposes.
- D. The Lifetime Dues Fund includes the unamortized portion of all Multi-Year and Lifetime Dues as defined in Article XVII, Section 4 (B) (2). This fund will be maintained as described in the *Policies & Procedures*.

ARTICLE XVII: DUES AND FEES

SECTION 1: ESTABLISHMENT OF DUES AND FEES

A. Fraternity Dues and Fees

All Fraternity dues and fees are payable to the Operating Fund. Fraternity dues and fees are limited to a New Member Fee, Initiation Fee, Badge Fee, Collegiate Annual Dues, Annual Alumnae Dues, Alumnae Initiation Fee and Founders' Day Pennies.

1. Setting of Fees

All dues and fees will be reviewed annually by the Executive Director and recommendations for changes will be subject to the approval of the International Executive Board. Dues and fees will remain competitive with those of other National Panhellenic Conference member groups.

2. Notice of Fees

All Collegiate Chapters and Alumnae Chapters will receive a notice of the amount of dues and fees, and the time and manner of payment no later than February 1 of the fiscal year prior to the fiscal year in which the dues and fees will be assessed.

B. Local Dues

1. Collegiate Chapters

Collegiate Chapters will establish local dues in accordance with the *Policies & Procedures*. These dues should be competitive with the National Panhellenic Conference sororities on its campus.

2. Alumnae Chapters

Alumnae Chapters may establish local dues in accordance with the *Policies & Procedures*.

SECTION 2: NEW MEMBER FEE

Each Collegiate Chapter will forward all New Member fees to the Fraternity no later than thirty (30) days after an individual becomes a New Member, along with the official New Member Form.

SECTION 3: COLLEGIATE MEMBER DUES AND FEES

A. Initiation Fee

Each Collegiate Chapter is responsible for the payment of the Initiation Fees of its Initiated Members. The Collegiate Chapter will remit the Initiation Fees to the Fraternity no later than two weeks after a New Member's initiation.

B. Badge Fee

The fee for an official Alpha Phi badge for all Initiated Collegiate Members is set by the International Executive Board by February 1 of each year. Acquisition of an official Alpha Phi badge is required at the time a New Member becomes an Initiated Member.

C. Annual Fee

These dues are payable by October 15 of each year.

SECTION 4: ALUMNAE DUES AND FEES

A. Alumnae Initiation Fee

The Initiation fee for Alumnae Initiates is payable prior to Initiation and remitted to the Fraternity no less than two weeks prior to Initiation.

B. Annual Alumnae Dues

1. Each Alumna Member will pay Alumnae Dues each Fiscal Year of the Fraternity. Alumnae Members have the choice of paying these dues annually, in multi-year increments, on a one-time Lifetime Dues basis, or as may otherwise be approved by the International Executive Board and offered by the Fraternity. These dues are payable either directly to the Fraternity or through the Alumnae Chapter.
2. Discounted 50-Year Alumnae Dues

Alumnae Members who have been Members for at least 50 years are eligible to pay fifty percent (50%) of the Annual Alumnae Dues.

SECTION 5: GENERAL SUPERVISION

The financial operations of Collegiate Chapters are under the general supervision of the International Executive Board.

SECTION 6: FISCAL YEAR

The fiscal year of the Fraternity will begin on July 1 and end on June 30.

ARTICLE XVIII: EXECUTIVE OFFICE AND STAFF

SECTION 1: EXECUTIVE OFFICE

An Executive Office for the conduct of the detailed and routine business of the Fraternity will be established and located at such a place as the International Executive Board will designate by a four-fifths vote in the affirmative.

SECTION 2: PROFESSIONAL STAFF

The Executive Director is the chief administrative officer of the Fraternity, subject to the directional control of the International Executive Board. The Executive Director is responsible for the staff and is charged with its selection, supervision and termination. The Executive Director will perform the duties pursuant to the office as well as such duties as may be delegated by the International Executive Board.

ARTICLE XIX: RITUAL AND CEREMONIES

SECTION 1: RITUAL OF THE FRATERNITY

The Ritual of the Fraternity is essential to the reinforcement of the Objects (Article II) and Philosophy (Article III) of the Fraternity and its *Constitution and Bylaws* and requires a Member's promise to live in accordance with same. Further, the Ritual of the Fraternity serves as an important source of

connection among all Members and reminds Members of our Founders' intentions. The power to amend the Ritual of the Fraternity rests solely and exclusively with the Convention. Proposed amendments to the Ritual of the Fraternity must be in writing, accompanied by a full statement of the reasons, and submitted to the International Executive Board by January 1 of the Convention year. In such event, the International Executive Board will appoint a Special Committee of at least three members, one of whom will be a Collegiate Member, to review such proposals. Those proposals deemed appropriate by the Special Committee will be presented to the Convention for consideration. Only those amendments approved by a two-thirds vote in the affirmative by Delegates to any Convention will be adopted.

SECTION 2: CONFIDENTIALITY

- A. The Ritual of the Fraternity, related Ceremonies of the Fraternity and the equipment thereof are considered confidential. No Member will give any information or impression of the Ritual of the Fraternity or Ceremonies of the Fraternity to the uninitiated.
- B. The Ritual of the Fraternity contains certain secret words, and all references to these words will be omitted from all public documents.

ARTICLE XX: EMBLEMS AND INSIGNIA

SECTION 1: THE EARLY BADGE

Alpha Phi, being the first women's Fraternity to use Greek letters as its emblem, has many quaint, beautiful and unique early badges. Members of the Fraternity are permitted to continue wearing such badges as may have been at any time the Fraternity's official badge.

SECTION 2: THE BADGE

- A. The official Badge of the Fraternity is an unjeweled monogram of gold, showing the symbol of Alpha superimposed on the symbol of Phi, inscribed with secret insignia.
- B. A jeweled badge approved by the International Executive Board and designed as outlined in the *Policies & Procedures* is recognized as an official badge.
- C. Honor badges for those Members serving in leadership capacities of the Fraternity, and as prescribed by the International Executive Board, may be worn and recognized as official badges.

SECTION 3: OWNERSHIP AND POSSESSION OF THE BADGE

- A. The final ownership of all badges will remain with the Fraternity, except in the case of antique, honor, or other badges with historical significance. The Fraternity grants ownership of all badges to the Foundation for the purpose of maintaining the Fraternity history.

- B. The Member for whom a badge is purchased will retain possession for life unless the person's membership has been resigned, suspended or terminated.
- C. The badge, including honor badges, of a deceased Member is the property of the Fraternity, but may be retained by the deceased member's family, given to the Member's original Chapter or to another Member of the Fraternity.

SECTION 4: NEW MEMBER PIN

The New Member pin of the Fraternity is a small ivy leaf of gold or silver inscribed with the Greek letters "Alpha" and "Phi." The ivy leaf New Member pin is the emblem of the New Member. It is owned by the chapter and, unless purchased by the New Member, will be returned to the Collegiate Chapter upon:

- A. The initiation of that New Member, or
- B. The resignation or termination of the New Member.

SECTION 5: FRATERNITY COLORS, FLOWERS AND MOTTO

- A. The colors of the Fraternity are silver and bordeaux.
- B. The flowers of the Fraternity are the ivy leaf, the forget-me-not, and the lily of the valley.
- C. The public motto of the Fraternity is "Union Hand in Hand."

SECTION 6: INSIGNIA

- A. The design or representation of the Badge, Crest, Greek Letters, name or other trademarks of the Fraternity will not be created, produced, used or offered for sale by any person or company except as authorized in writing by the International Executive Board.
- B. Members of the Fraternity will obtain items of official insignia, and any items or products bearing a designation or representation of the Badge, Crest, Greek letters, name or other trademark of the Fraternity only from those persons or companies authorized by the International Executive Board.

ARTICLE XXI: INTERPRETATION

In any case where there may be doubt concerning the meaning or effect of a provision in the *Constitution and Bylaws*, the question will be referred in writing to the International Executive Board through the Executive Director. The opinion, given in writing from the International Executive Board, after consultation with the Constitution Committee and with legal counsel as needed, will be final and binding upon all Members of the Fraternity.

ARTICLE XXII: CHOICE OF LAW

The *Constitution and Bylaws* will be interpreted in accordance with the laws of the State of New York.

ARTICLE XXIII: INDEMNIFICATION

The Fraternity will indemnify any person who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Fraternity) because the person is or was a director, officer, employee or agent of the Fraternity, or is or was serving at the request of the Fraternity as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit or proceeding, provided:

- A. The person acted in good faith,
- B. The person acted in a manner the individual reasonably believed to be in or not opposed to the best interest of the Fraternity, and
With respect to any criminal action or proceeding, the person had no reasonable cause to believe the conduct was unlawful.

Indemnification requests will be made by the Fraternity pursuant to this Article XXIII and the *Policies & Procedures*.

ARTICLE XXIV: ETHICAL AND COMPLIANCE STANDARDS

The Fraternity requires its Directors, Officers, Employees and Volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities within the Fraternity. All representatives of the Fraternity must practice honesty and integrity in fulfilling their responsibilities and must also comply with all applicable laws and regulations.

SECTION 1: CONFLICT OF INTEREST

The actions and expressions of individuals shaping Fraternity policy must be as free of outside influence as possible. Any potential conflict of interest or commercial relationships must be disclosed, as outlined in the *Policies & Procedures*. The above applies, but is not limited to, all Directors and ex-officio Members of the International Executive Board, employees of the Fraternity, Directors and employees of the National Housing Corporation, and all members of Standing and Special Committees.

SECTION 2: REPORTING OBLIGATIONS

All Directors, Officers, Employees and Volunteers of the Fraternity have a responsibility to report any action or suspected action taken within the Fraternity that is illegal, unethical or materially violates the *Constitution and Bylaws* and/or *Policies & Procedures*. All reports of such action will be made in accordance with applicable law and as outlined in the Whistleblower Policy set forth in the *Policies & Procedures*.

SECTION 3: COMPLIANCE MANAGER

The Fraternity will empower a Compliance Manager to accept and investigate inquiries or complaints regarding accounting, accounting controls, audit matters and compliance with any National or New York State laws, the *Constitution and Bylaws, Policies & Procedures* and/or related regulations. Review, investigation and disposition of all reported complaints will be handled as outlined in the Whistleblower Policy set forth in the *Policies & Procedures*.

ARTICLE XXV: DISSOLUTION

In the event of dissolution of the Fraternity, by vote of the Convention, the property remaining after satisfying and discharging all of the Fraternity's obligations and liabilities will be distributed to the Foundation or its successor if then in existence. If neither is in existence, it will be distributed to a charitable or educational organization(s), or foundation(s), with 501(c)(3) United States Internal Revenue Service designation and recognized as a public charity. The selection of such organization(s) or foundation(s) will be by a two-thirds affirmative vote of the International Executive Board.

ARTICLE XXVI: SAVING CLAUSE

If any part of the *Constitution and Bylaws* is found to be illegal or invalid, such illegal or invalid part will be disregarded, and the remainder of the *Constitution and Bylaws* will remain in full force and effect.

ARTICLE XXVII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* will govern the Fraternity in all cases to which they are applicable and in which they are consistent with the *Constitution and Bylaws* and other official regulations of the Fraternity.

ARTICLE XXVIII: AMENDMENTS

SECTION 1: METHODS OF AMENDING

- A. The *Constitution and Bylaws* may be amended by any Convention or Special Convention by a two-thirds affirmative vote of the Delegates present and voting.
- B. In any year in which a Convention cannot be held because of war or other emergency, the *Constitution and Bylaws* may be amended by a two-thirds affirmative vote of the Members who would have been accredited as Delegates and therefore entitled to vote. Proposed amendments must be submitted on a ballot to be issued and cast electronically or by mail, email or fax no later than December 1 of the Convention year in the manner determined by the International Executive Board.
- C. In the interim between Conventions, the Constitution Committee, after consultation with the International Executive Board, may adopt amendments to the *Constitution and Bylaws* to eliminate ambiguities or inconsistencies and to carry out the intent of the *Constitution*

and Bylaws. Such amendments remain temporary in nature pending formal ratification at the next Convention.

SECTION 2: PROCEDURES FOR PROPOSING AMENDMENTS TO THE CONVENTION

A. Amendments Proposed Prior to the Convention

1. The Constitution Committee or any Member of the Fraternity may propose amendments to the *Constitution and Bylaws* prior to any Convention or Special Convention. Amendments proposed by Members must be in writing, accompanied by a full statement of the reasons, and must be filed with the Executive Director by mail or technological equivalent not later than 120 days before the Convention. Proposed amendments to be voted upon at a Special Convention must be filed with the Executive Director ninety (90) days prior to the Convention.
2. Amendments proposed by Members will be reviewed by the Constitution Committee and, if approved, put into appropriate form and sent, accompanied by any amendments the Committee may propose, to the International Executive Board for feedback not less than seventy-five (75) days before the Convention. The Executive Director will use mail or technological equivalent to send the proposed amendments (the "Committee Amendments"), accompanied by any recommendations of the International Executive Board and/or the Constitution Committee, to all Delegates and registered Convention attendees no less than thirty (30) days prior to the Convention.
3. Proposed amendments to the Committee Amendments should be presented in writing to the Constitution Committee, accompanied by a full statement of the reasons, at least fifteen (15) days prior to the Convention.
4. The Committee Amendments must be presented to the Convention or Special Convention upon motion duly made and seconded and will be voted upon by the Convention. The Convention may adopt, reject or amend any of the Committee Amendments.

B. Amendments Proposed at the Convention

1. Amendments from the floor will be permitted only if such amendments relate to the Committee Amendments.
2. New Amendments

The Constitution Committee, or any Delegate present and voting, may propose amendments to the *Constitution and Bylaws* ("Additional Amendments") at any Convention or Special Convention. Additional Amendments proposed by Delegates present and voting must be submitted in writing to the Constitution Committee accompanied by a full statement of the reasons. The Constitution Committee will put the Additional Amendments into appropriate form and present them, together with any Additional Amendments it may propose, to the International Executive Board for review.

After review by the International Executive Board, the Additional Amendments will be presented in writing to the Convention. A resolution to consider Additional Amendments will be introduced by a Member of the Constitution Committee. The Convention must agree to consider the Additional Amendments if the resolution is passed by a three-fourths affirmative vote of the Delegates present and voting.

Additional Amendments that the Convention has agreed to consider will be presented to the Convention or Special Convention upon motion duly made and seconded and will be voted upon by the Convention. The Convention may adopt, reject, or amend any of the Additional Amendments.