



# **The 2019 – 2021 Bylaws of Iota Phi Theta<sup>®</sup> Fraternity, Incorporated**

Amended by Delegates to the 37th International Conclave  
July 24, 2017  
Charlotte, North Carolina

“Building A Tradition, Not Resting Upon One.”

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# BYLAWS OF IOTA PHI THETA® FRATERNITY, INCORPORATED

## ARTICLE I – PREAMBLE

### Section 1. Name

This organization shall be known as Iota Phi Theta® Fraternity Incorporated, hereinafter referred to as the "Fraternity."

### Section 2. Purpose

The principal purposes of the Fraternity shall be to develop and perpetuate scholarship, leadership, citizenship, fidelity and brotherhood among men; to engage in cultural, educational and service activities that will provide economic, scholastic and social enrichment, particularly for people of color; and to prepare the brotherhood of the Fraternity for future leadership and professional advancement opportunities through networking, training and development.

### Section 3. Insignia

- 3.1 The official colors of the Fraternity shall be Charcoal Brown and Gilded Gold.
- 3.2 The official mascot of the Fraternity shall be the Centaur.
- 3.3 The official seal and name of the Fraternity shall be used only by the individuals who have been sanctioned to do so by the Grand Council.

## ARTICLE II – GRAND COUNCIL

### Section 1. Officers of the Grand Council

The Grand Council shall consist of the Grand Executive Board, each Regional Polaris, each Intermediate Officer and General Counsel.

#### 1.1 Grand Executive Board

The Grand Executive Board shall consist of the Grand Polaris, Grand Vice-Polaris, Second Grand Vice-Polaris, Grand Secretary, Grand Treasurer and the Executive Director.

#### 1.2 Grand Directive.

The Grand Executive Board and the Board of Directors collectively shall be known as the Grand Directive

## **Section 2. Appointed Positions**

The Grand Polaris shall have the power to appoint the Executive Director, General Counsel, Grand Secretary, and all Intermediate Officers for the furtherance of the fraternity's purpose.

- 2.1 The Grand Polaris may empower the Grand Treasurer to serve simultaneously as the Grand Secretary.
- 2.2 The appointment of the Executive Director and General Counsel must receive the approval of 50.1% of the Board of Directors.
- 2.3 The Intermediate Officers shall be the: Director of Graduate Affairs, Director of Health Initiatives, Director of Honorary Recruitment, Director of Intake, Director of Membership Services, Director of Communications, Director of Military Affairs, Director of Public Meetings, Director of Regional Affairs, Director of Technology, Director of Undergraduate Affairs, Director of Social Media, Director of Training and Development, National Chaplain, National Historian and National Parliamentarian.
- 2.4 The Grand Polaris can create a temporary Intermediate Office and appoint an active member to serve as the officer. The office and the officer must be approved by 50.1% of the Grand Council. In order to become a permanent position, the newly created office must be added to the Bylaws at the Conclave immediately following the creation of the position. If the position is not added to the Bylaws, then the position shall be immediately discontinued. The discontinued office and any office that would have the same powers cannot be recreated for the duration of the Grand Polaris' administration.
- 2.5 In the event that the Conclave immediately following the creation of the position does not take place or the general body is incapable of voting at the Conclave, the Board of Directors can authorize the intermediate office to remain in service until the next National meeting. The office must receive 50.1% of the Board's approval.

## **Section 3. Term of Office**

The term of office of each nationally elected member of the Grand Council shall be four (4) years, beginning sixty (60) days after the close of the Conclave during which the election takes place. No individual can serve in a particular office for more than two terms

## **Section 4. Officer Succession**

- 4.1 In case of the unexpired term of the Grand Polaris, the Grand Vice-Polaris shall succeed to the Office of Grand Polaris and he shall select an active member who meets the qualifications set forth in Article II, Section 18, to serve as Grand Vice-Polaris for the remainder of the remainder of the Grand Vice-Polaris' term. The member selected must receive 50.1% of the Board's approval.

- 4.2 In the event of a simultaneous vacancy in the Office of Grand Polaris and in the Office Grand Vice-Polaris the Board of Directors shall appoint a qualified active member to each Office who meets the requirements as set forth in Article II, Section 18, to serve out the remainder of the Officers' term.
- 4.3 In the event that the Grand Polaris is temporarily unable to continue to serve or whether his ability to do so is questionable, the Grand Vice-Polaris will be raised to the office of Grand Polaris once he receives 66.7% vote of the Board of Directors. The vacant Grand Vice Polaris' seat shall be filled by the Grand Secretary.
- 4.4 In the event that there is a vacancy amongst the Grand Executive Board, the Grand Polaris shall appoint an active member to the vacant office to serve out the remaining term. The appointed member must meet any qualifications established by these Bylaws and is subject to 66.7% approval of the Board of Directors.
- 4.5 Any member that succeeds to the Office of Grand Polaris or Grand Vice-Polaris shall not have the successive term count toward the limitations mentioned in Article II, Section 3.

## **Duties and Powers of the Grand Council**

### **Section 5. Grand Council.**

The Grand Council shall be the administrative and executive body of the Fraternity. The Grand Council has the authority to promulgate executive orders and procedures to perpetuate the prosperity of the Fraternity. The Grand Council shall exercise general fiduciary responsibility of the Fraternity's business and affairs. The Grand Council shall have authority over, and the responsibility for, the activities and operations of the Fraternity and shall have the power to do and perform all such acts as may be done by the Fraternity. The Grand Council is limited in this respect by Conclave actions, rulings by the Board of Directors, the provisions of the Articles of Incorporation and these Bylaws, and any other applicable state or federal law.

Each member of the Grand Council is in a position of trust and confidence and is vested and charged with the duties prescribed by the governing documents of this Fraternity. He has a fiduciary relationship to the membership of the Fraternity and is 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 these Bylaws, the Grand Council shall:

- A. Oversee the administration of all rules, regulations and policies of the Fraternity and the provisions of the Articles of Incorporation and Bylaws;
- B. Oversee all financial affairs of the Fraternity including the creation and adoption of an annual budget;

- C. Oversee the daily administration and operation of the Fraternity;
- D. Establish an Executive Office and authorize all major expenditures relative to its structure and facilities;
- E. Exercise disciplinary authority over members, chapters and regions;
- F. Assume responsibility for content and authorize the publication of all Fraternity publications;
- G. Actively protect the Fraternity from undue liability exposure through a regularly updated risk management policy and/or quality controls and communicate this policy to the general body and unaffiliated staff;
- H. Privately support the National Iota Foundation and publicly encourage others to support the Foundation through charitable contributions;
- I. Ensure the legal compliance with all necessary actions of the Fraternity;
- J. Operate with credibility and free from conflicts of interest or the appearance of same; and,
- K. The exercise of any other powers vested to the Grand Council by the Board of Directors and the Conclave.

#### **Section 6. Grand Polaris**

The Grand Polaris shall be the Chief Executive Officer of the Fraternity and shall perform all duties which are usually executed by said office. He shall preside over all national meetings, including the Conclave, Special Meetings, and meetings of the Grand Council. He shall appoint the Intermediate Officers, committees of the Grand Council, and any vacancies thereof in accordance with these Bylaws. He has the ability to remove any Intermediate Officer from office with or without cause. He has the ability to remove the Executive Director, General Counsel and any Regional Polaris from office for good cause as defined by Article VI, Section 1.1; however, removal of these officers requires approval from 50.1% of the Board of Directors.

He shall supervise all matters connected with obtaining evidence of violations of Fraternity rules and regulations and state and federal law, committed by a third party or a member of the Fraternity against the Fraternity. He shall be an ex-officio member of the Board of Directors and all Grand Council committees, except the Nominations and Elections Committee. He shall enforce all rules, regulations, policies and recognized practices of the Fraternity. If an emergency were to arise, he has the authority to enact policies that are necessary and proper for the business of the organization.

### **Section 7. Grand Vice-Polaris**

It shall be the duty of the Grand Vice-Polaris to assist the Grand Polaris in the performance of his duties and to preside in the absence of the Grand Polaris. He shall perform other duties as delegated by the Grand Polaris. It shall be the duty of the Grand Vice-Polaris to monitor and provide direction to the Regional Polaris and the Intermediate Officers. He shall be the liaison to the National Iota Foundation.

### **Section 8. Second Grand Vice-Polaris**

It shall be the duty of the Second Grand Vice-Polaris to assist the members of the Grand Executive Board in the performance of their duties and to perform such tasks as delegated by them. He shall actively participate in the organization, planning and implementation of all national meetings. He shall participate in all disciplinary hearings pertaining to Undergraduate Chapters and Members. He shall work directly with the Intermediate Officers to develop and implement programs geared towards the development of active undergraduate chapters and undergraduate participation on the national and regional level.

### **Section 9. Grand Secretary**

It shall be the duty of the Grand Secretary to keep accurate minutes of all national meetings, including the Conclave, Special Meetings, and meetings of the Grand Council. He shall also perform other duties as delegated by the Grand Polaris in accordance to his title and position.

### **Section 10. Grand Treasurer**

The Grand Treasurer shall be considered a fiduciary of the Fraternity. It shall be the duty of the Grand Treasurer to monitor and keep an accurate record of all receipts and expenditures of the Fraternity. He shall provide the Council with current written reports on the finances of the Fraternity. He shall also work with the Grand Polaris through the Budget and Finance Committee to create an annual fraternity budget. He shall exercise reasonable care, skill, and caution in managing the Fraternity's assets. He is responsible for establishing and maintaining the Fraternity's banking and investment accounts at a nationally recognized financial institution.

- 10.1 The Fraternity shall acquire a Bond to insure that in the event of any theft or other misappropriation the Fraternity's funds are protected.
- 10.2 **Resignation.** In the event he is unable to serve or attend to his duties, he shall give due notice to the Grand Polaris and surrender all monies, books, records, documents and/or materials of his office.

### **Section 11. Executive Director**

The Executive Director shall be an active member of the Fraternity. He shall be responsible for the day-to-day operations of the Fraternity, and the administration of the Fraternity Headquarters. He shall serve as custodian of all archives, permanent records and properties of

the Fraternity. He may receipt, deposit and record all moneys received in the name of the Fraternity and account for it to the Grand Treasurer. He shall maintain the current membership roll of the Fraternity. He shall preserve all contracts of the Fraternity. He shall transact business and conduct such correspondence as befits his office. He shall assist with program initiatives as directed by the Grand Directive or the Conclave. He shall perform such other duties as delegated to him by the Grand Polaris or the Chairman of the Board in relation to his office.

#### **Section 12. Regional Polaris**

It shall be the duty of the Regional Polaris to exercise general supervision over his region and address any issues that arise therein. He shall monitor and promote the academic and scholastic achievements of the members of his Region. He shall preside over all regional meeting and conferences. He shall oversee all intake activities under his jurisdiction.

#### **Section 13. Intermediate Officers**

It shall be the duty of the Intermediate Officers to perform the duties of their office as indicated by their title and delegated by the Grand Polaris.

#### **Section 14. General Counsel**

The General Counsel must be an active member of the Fraternity. The General Counsel shall be the chief legal officer of the Fraternity. The General Counsel will represent and direct the representation of the Fraternity in all legal matters; serve as legal advisor to the Grand Council and the Board of Directors; review contracts; and serve as a resource on legal matters and issues of institutional procedure and governance.

At the behest of the Grand Polaris, the General Counsel shall enlist and manage other members of the Fraternity to serve as Assistant General Counsel. Assistant General Counsel must be trained in the legal field or a relevant applicable field of expertise.

#### **Section 15. National Historian**

The National Historian shall maintain an accurate record of all Fraternity history and activities including Fraternity songs, insignia, memorabilia, and artifacts created since the inception of the Fraternity. He shall maintain the Fraternity Handbook and shall ensure that the Handbook reflects new policies and procedures that have been enacted by the Grand Directive or the Conclave. He may chair a committee to assist him in the execution of his responsibilities.

#### **Section 16. Administrative Procedures**

The work product of the members of the Grand Council must be regularly recorded on a secure database and/or network. The database and/or network must be made accessible by at least the members of the Grand Executive Board and the Board of Directors.

## **Election of Grand Council Officers**

### **Section 17. Elected Officers**

The elected officers of the Grand Council shall be the Grand Polaris, Grand Vice-Polaris, Second Grand Vice-Polaris, Grand Treasurer, and Regional Polari. The Grand Polaris, Grand Vice-Polaris, Second Grand Vice-Polaris and Grand Treasurer shall be elected at the Conclave. Regional Polari shall be elected in each region during the region's annual meeting.

### **Section 18. Eligibility**

In order for a member to be considered a candidate for the offices of Grand Polaris or Grand Vice-Polaris, he must (i) have been a member of the Fraternity for at least ten (10) years, (ii) been active at the Regional and National levels for a minimum of five (5) years immediately preceding his candidacy, (iii) be an active member of a graduate chapter, (iv) have held a position(s) on the Regional or National level for a minimum of 4 years, and (v) attended at least three (3) of the five (5) national meetings immediately preceding his candidacy.

18.1 In order for a member to be considered a candidate for the office of Grand Treasurer, he must be a graduate of an accredited four-year university or have demonstrated exceptional business acumen. He must have at least two (2) years of experience working in the financial industry or providing financial services for a profitable business or charity. He must be an active member in a graduate chapter and must have been an active member of the Fraternity for at least three (3) consecutive years just prior to the election.

18.2 In order for a member to be considered a candidate for the office of Second Grand Vice-Polaris, he must, at the time of the election, be enrolled in an accredited institution of higher education offering baccalaureate degrees. He must be an active member in an undergraduate chapter and must have been an active member of the Fraternity for at least one (1) year prior to the election.

In the event that the Second Grand Vice-Polaris graduates from his institution of higher education while in office, he shall continue to preside as Second Grand Vice-Polaris and serve the full extent of his term.

### **Section 19. The Election Process**

#### **19.1 Nominations/Declarations of Candidacy**

All nominations and/or declarations of candidacy must be submitted in writing to the Nominations and Elections Committee no later than August 1 or the date of the Iota Leadership Conference, the year immediately preceding the Conclave where the voting will be held for the particular office. All candidates must submit all necessary documentation requested by the NEC for verification of eligibility.

19.2 Each candidate for the office of International Grand Polaris must run together (as a slate) with a candidate for the office of International Grand Vice Polaris,

19.3 **Candidate Screening**

The Nominations and Elections Committee shall screen all of the nominees and certify the qualifications of the candidates to ensure that they have met all necessary requirements to fulfill their desired office. The Nominations and Elections Committee will certify the final list of candidates and announce it to the general body, no later than February 1<sup>st</sup> of the Conclave year.

19.4 **Election Procedures**

The list of certified candidates will be placed on the election ballot and presented for election at the Conclave in accordance with the voting procedures established by the Nominations and Elections Committee and any applicable policies promulgated by the Board of Directors.

19.5 **Runoff Elections**

If there are more than two (2) candidates running for any National Office and no one (1) candidate receives 50.1% of the vote at Conclave, there shall be a Runoff Election. The two candidates that received the most votes during the first round of voting shall have their names placed on a second round ballot and participate in the Runoff Election. The Runoff Election is to take place immediately after the first round of voting is complete. The candidate that receives the most votes shall be raised to the coveted National Office.

19.6 **Commencement of Office**

The new officers shall take office sixty 60 days after the certification of election results or the adjournment of the Conclave, whichever comes later.

19.7 **Holdovers**

In the event that elections for the Grand Executive Board are not held as set forth in these Bylaws, the officers then in office may continue in a holdover capacity until a special election takes place.

19.8 **Election Objections**

Any objections or appeals in regards to decisions made by the Nominations and Elections Committee, candidate eligibility or the overall election process, must be submitted in writing to the Board of Directors no later than 120 days before the commencement of the immediate Conclave. The Board shall investigate, analyze and issue an opinion of each Objection within sixty (60) days of its receipt.

The Board has the discretion to accept and hear any meritorious Election Objection submitted after the 120-day cutoff, so long as the author can show that he could not have been aware of the issue(s) or circumstances surrounding his Objection.

## **Section 20. Standing Committees.**

### **A. Budget and Finance**

The Budget and Finance Committee (BFC) shall consist of the Grand Treasurer, who shall serve as chairman, each Regional Treasurer and at least one (1) qualified Board member. The BFC shall assist the Grand Council with establishing the Fraternity's annual budget. The BFC shall be responsible for establishing, maintaining, and operating the reserve budgets as well as the cash, and revenue programs utilized by the Fraternity or its agents. The BFC shall establish financial standards of the Fraternity consistent with good accounting principles and the Fraternity's past practices. Such standards shall be held and made available to any Member in good standing. The BFC shall consider the fiscal security and growth of the Fraternity and shall be responsible for reviewing and providing guidance for the Fraternity's financial matters. The Finance Committee shall also assure the internal controls, independent audit, and financial analysis for the Fraternity.

### **B. Conference**

The Conference Committee shall consist of the Executive Director, who shall serve as chairman, the Second Grand Vice-Polaris, the Director of Training and Development and at least one (1) member from each region. The Conference Committee shall be responsible for the organization, production and programming of the Iota Leadership Conference. New committee members may be selected from each region to serve on this committee every two (2) years. Applicable Intermediate Officers, by virtue of their office, may be assigned to this committee at the discretion of the Grand Polaris.

### **C. Conclave**

The Conclave Committee shall consist of the Executive Director, who shall serve as chairman and at least one (1) member from each region. The Conclave Committee shall be responsible for the organization, production and programming of Conclave. New committee members may be selected from each region to serve on this committee every two (2) years. Applicable Intermediate Officers, by virtue of their office, may be assigned to this committee at the discretion of the Grand Polaris.

### **D. Nominations and Elections**

The Nominations and Elections Committee (NEC) and its chairman shall be appointed by the Board of Directors no later than June 1<sup>st</sup> of every even numbered year. The Nominations and Elections Committee shall be responsible for the administration of regional and national elections, the verification of candidate credentials and eligibility,

and the education of the membership regarding the qualifications of the candidates and the overall elections process.

**E. Membership**

The Membership Committee shall consist of the Director of Intake, who shall serve as chairman, the Director of Graduate Affairs, the Director of Undergraduate Affairs, the Director of Military Affairs, Director of Honorary Recruitment, the Second Grand Vice-Polaris and a member from each region. It shall be the duty of the Membership Committee to monitor membership trends, recommend strategies for recruiting new members and the reactivation and retention of active members, develop and propose plans for the expansion of the Fraternity, suggest methods to attract non-traditional members, screen nominations and develop criteria for selecting Honorary Members, and assist in all matters related to Fraternity Membership.

**F. Program**

The Program Committee shall consist of the Director of Membership Services, who shall serve as chairman, Director of Health Initiatives, and a member from each region. Applicable Intermediate Officers, by virtue of their office, may be assigned to this committee at the discretion of the Grand Polaris. It shall be the duty of this committee to formulate programming addressing social issues at both national and international levels.

**G. Rules**

The Rules Committee shall consist of the General Counsel, who shall serve as chairman, the Grand Secretary, and a member from each region. The Rules Committee shall examine all proposals submitted by the general body and the Grand Directive to be voted on at Conclave. The Rules Committees shall formulate and/or execute the process for the proposals to be circulated and may recommend changes to the governing documents of the Fraternity.

**H. Undergraduate Affairs**

The Undergraduate Affairs Committee shall consist of the Second Grand Vice Polaris, the Director of Undergraduate Affairs and an undergraduate representative that is appointed by each Regional Polari. The Undergraduate Affairs Committee shall keep the Grand Directive informed of the status of undergraduate chapters and members, and provide input and suggestions on programming and projects specific to the maintenance and development of undergraduate chapters and/or members.

**I. Ritual and Protocol**

The Ritual and Protocol Committee shall consist of the Grand Secretary, who shall serve as chairman, the National Historian, the Director of Intake the Director of Public Meetings and at least (1) one member from each region. The committee is charged

with the development, implementation and maintenance of the Fraternity's ceremonies, traditions, rituals and protocol. Furthermore, the committee will provide guidance on proper interactions the Most Honorable Founders and Fraternity leadership, the proper wearing of Fraternity regalia and attire, meeting decorum, and intra-fraternal etiquette and decorum. Applicable Intermediate Officers, by virtue of their office, may be assigned to this committee at the discretion of the Grand Polaris.

- 20.1 Each Region shall elect or recommend active members from its respective region to serve on the Standing Committees.
- 20.2 If significant effort has been made to fill the committee seats in accordance with these Bylaws and the efforts have been unsuccessful, the Grand Polaris, with the input of the committee chair, may appoint active members to fill the vacant committee seats.

### **Section 21. Reports**

Each Standing Committee is required to submit a written report for the Conclave no later than thirty (30) prior to the start of each Conclave.

### **Section 22. Special Committees**

Special Committees may be created and dissolved by the Grand Council and/or the Board of Directors, on an as-needed basis, to fulfill a specific and singular purpose. Actions of these special committees cannot subvert or conflict with the duties or responsibilities of any of the Standing Committees. A Special Committee will be automatically dissolved at the earlier of the end of its specified tenure, or when its appointing authority completes its term of office.

### **Section 23. Council of Past Grand Polari**

There shall be a Council of Past Grand Polari that will include all Past Grand Polari, should they choose to serve.

- 23.1 The Council of Past Grand Polari shall advise the Grand Polaris and Chairman of the Board of Directors on matters pertinent to the function and the maintenance of the Fraternity.

## **ARTICLE III – REGIONS**

### **Section 1. Region Names and Locations**

The Fraternity shall be divided into seven (7) Regions. The Regions of the Fraternity shall be known as the: Atlantic Coast Region, Gulf Coast Region, Ohio Valley Region, Far West Region, Eastern Region, Southern Region and Midwest Region.

- 1.1 The Atlantic Coast Region shall be made up of Connecticut, Massachusetts, New York, New Jersey, Pennsylvania and Rhode Island.
- 1.2 The Gulf Coast Region shall be made up of Alabama, Bahamas, Florida, Georgia, Mississippi and South Carolina.
- 1.3 The Ohio Valley Region shall be made up of Kentucky, Michigan, Ohio, Tennessee and West Virginia.
- 1.4 The Far West Region shall be made up of Arizona, California, Colorado, Hawaii, Idaho, Japan, Nevada, Oregon, Utah, Washington and Wyoming.
- 1.5 The Eastern Region shall be made up of Delaware, District of Columbia, Maryland, North Carolina, Virginia and Republic of South Korea.
- 1.6 The Southern Region shall be made up of Arkansas, Louisiana, Oklahoma and Texas.
- 1.7 The Midwest Region shall be made up of Illinois, Indiana, Iowa, Kansas, Minnesota, Missouri, Nebraska and Wisconsin.

## **Duties and Powers of the Regional Board**

### **Section 2. Regional Board**

Each regional board shall consist of the Regional Polaris, Regional Vice Polaris, Regional Secretary, Regional Treasurer and State Directors. The Regional Polaris, Regional Vice Polaris, Regional Secretary and Regional Treasurer shall be elected by their respective regions. State Directors may be appointed by the Regional Polaris.

Each Region shall govern over the chapters located therein and may promulgate policies and procedures that promote the Fraternity's purpose and aid them in their ability to regulate their respective regions, so long as those policies do not conflict or interfere with any rules, regulations and the overall direction of the Fraternity established by the Grand Directive or the Conclave.

- 2.1 The work product of each regional officer must be recorded in a secure database and/or network and made readily available to the other officers in the region and any additional necessary parties.
- 2.2 The Regional Board shall regulate the chapters under its purview to ensure that each chapter is not in violation of federal or state tax law and is in compliance with the Fraternity's insurance policy.
- 2.3 The Regional Polaris and Regional Vice Polaris must reside within the region he presides over throughout the duration of his term.

### **Section 3. Regional Polaris**

In addition to the duties enumerated in Article II, Section 12, the Regional Polaris shall be responsible for enforcing the rules and regulations of the Fraternity and any decisions established by Grand Directive within his respective region. He must submit a report to the Grand Council on the state of the region under his jurisdiction, by the second Sunday in May of each year.

- 3.1 The Regional Polaris may appoint a State Director to assist him with the supervision of the chapters in each State in his Region. He may appoint more than one State Director for each state where there are active chapters of the fraternity, if there are a large number of chapters within a state. An increase in the number of State Directors must be approved by 66.7% of the Regional Board.
- 3.2 The Regional Polaris may remove a State Director and any chapter officer for failure to perform their duties or abide by the rules and regulations of the Fraternity.

### **Section 4. Regional Vice Polaris**

It shall be the duty of the Regional Vice Polaris to assist the Regional Polaris in the performance of his duties and to preside in the absence of the Regional Polaris. He shall perform other duties as delegated by the Regional Polaris.

### **Section 5. Regional Secretary**

It shall be the duty of the Regional Secretary to keep accurate minutes of all regional meetings. He shall perform other duties as delegated by the Regional Polaris in accordance to his title and position.

### **Section 6. Regional Treasurer**

It shall be the duty of the Regional Treasurer to monitor and keep an accurate record of all receipts and expenditures of the Fraternity. He shall provide a current financial report at all regional meetings. He shall work with the Regional Polaris to create an annual regional budget. He shall provide the Grand Treasurer with an annual comprehensive financial report no later than thirty (30) days prior to the close of the Fraternity's fiscal year.

### **Section 7. State Director**

It shall be the duty of the State Director to supervise the day-to-day activities of each undergraduate and graduate chapter within the State, and work directly with their designated chapters on behalf of the Regional Polaris.

### **Election of Regional Officers**

#### **Section 8. Regional Elections**

Elections for all Regional Board members shall take place every two (2) years during the region's annual meeting.

- 8.1 Regional Board members shall serve a two (2) year term. Regional Polaris cannot serve more than four terms.
- 8.2 Candidates should announce their candidacy 180 days prior to the Regional Meeting of the election year.
- 8.3 There must be quorum of 50.1% of active chapters in the region.
- 8.4 All votes will be collected, counted, and confirmed by the current Regional Secretary and two (2) disinterested members of the region.

### **Section 9. Qualifications**

In order for a member to be considered a candidate for the office of Regional Polaris, he must have been an active member of the Fraternity for at least five (5) years and must have been active at the local and national levels for a minimum of five (5) years immediately preceding his candidacy. He must have previously held a leadership position on the National, Regional or Chapter level.

### **Section 10. Delegates to the Regional Conference**

Each active chapter that is active on the national and regional levels prior to the Regional Conference will be eligible to vote.

## **ARTICLE IV – CHAPTERS**

### **Section 1. Charters**

A chapter of the Fraternity is created by the granting of a charter by the Board of Directors. Greek letter designation is awarded to a newly chartered chapter by the Grand Council after that chapter has been approved by the Membership Committee. A chapter shall be chartered by a group of no less than five (5) members unless this requirement has been waived by the Board of Directors. Chartering a chapter is subject to the Fraternity's membership requirements and policies established by the Board of Directors as set forth in the Chapter Handbook.

#### **1.1 Unincorporated Chapters**

If a State or International chapter receives a charter and is not automatically assigned to a Region due to its geographic location, the Board of Directors shall determine what Region the Unincorporated Chapter is assigned to or outline the process to determine the same.

## **Section 2. Autonomy**

Each chapter shall have the power to select its own members, elect its own officers and create its own bylaws. Chapter bylaws may be adopted and amended as a chapter deems advisable, provided that they in no way conflict with the rules and regulations of the Fraternity.

## **Section 3. Duties and Powers of Chapters**

A chapter shall consist of those members who are initiated or transferred, into it.

- 3.1 Members of an undergraduate chapter shall be undergraduate students in good standing at the institution where the chapter is located or (ii) an undergraduate who has transferred into said institution and has maintained/attained active status.
- 3.2 A graduate chapter shall be composed of those members who (i) have graduated from their respective institute of higher education and who are initiated or transferred into said graduate chapter (ii) left their institute of higher education permanently and who are initiated or transferred into said graduate chapter or (iii) are members as defined in Article VII, who are initiated or transferred into said graduate chapter.

## **Section 4. Meetings**

A chapter shall have all meetings necessary to perform the functions of the Fraternity and chapter. Each chapter shall elect a delegate and an alternate delegate to attend Conclave and all regional meetings. Each active chapter shall have a vote on questions that come before the Conclave and their respective regions in accordance with these Bylaws. Each chapter shall make reports as required by the Grand Council and Board of Directors.

## **Section 5. Active Chapters**

A chapter shall be considered active upon satisfying its annual National Obligations on or before March 1st of each fiscal year. On years where a Conclave is to be held, a chapter must also register and designate a delegate and an alternate delegate to attend Conclave.

### **5.1 National Obligations**

Each chapter is obligated to pay National Dues and Assessments as established Article XII, Sections 5 and 6 of these Bylaws and must also submit a copy of their chapter roster's to a designated member of their Regional Board no later than March 1st of each year. The Regional Polaris must verify the veracity of the rosters and certify a copy of each chapter's roster to the Grand Secretary no later than April 1st of the same year.

Chapters that have been previously sanctioned or fined have an additional obligation to work or pay off their debts in order to completely satisfy their National Obligation.

## **Section 6. Chapter Rights and Privileges**

An active chapter is permitted to attend Regional and National meetings and vote, hold itself out as an affiliate chapter of the Fraternity, participate, host or sponsor events in whole or in part, using the name or any other recognizable marker of the Fraternity, take part in the brotherhood intake process, conduct new member intake and initiate new members into the Fraternity and utilize the name, signs, insignia, trademarked items, traditional practices or likeness of the same in any permissible capacity.

## **Section 7. Chapter Names**

Chapters shall be named in the order of their admission by the consecutive letters of the Greek alphabet, with double letters to be used when repetition is necessary. The names of graduate chapters shall be followed by the letter omega.

## **Section 8. Chapter Officers and Duties**

A chapter shall elect and have at least four officers consisting of the Polaris, Vice-Polaris, Secretary and Treasurer. A chapter may also elect any officer positions it finds necessary in accordance with its chapter bylaws. In the event that there are not enough members willing or able to serve as individual officers, a member may serve in multiple officer positions. Election of officers for undergraduate chapters shall be held the last semester of the academic year, and these officers shall take office the beginning of the academic year following their election. Additional procedures may be held as needed. Officers elected by an undergraduate chapter shall be so elected for one academic year. Graduate chapters may adopt any election procedure they see fit. At the close of his term of office, each incumbent officer shall turn over his records and any pertinent information in relation to his position or the business of the Fraternity in a complete manner to the incoming officers prior to the incoming officer's official start date.

### **8.1 Polaris**

The Polaris shall be responsible for all official acts of the chapter. He shall enforce all rules and regulation of the Fraternity. He shall supervise work of subordinate officers and committees and oversee the financial operations of the chapter.

### **8.2 Vice Polaris**

The Vice Polaris shall serve as the assistant to the Polaris, he shall oversee the committee system of the chapter and he shall perform the duties of the Polaris in the event the Polaris is unable.

### **8.3 Secretary**

The Secretary shall prepare complete minutes of all meetings, answer communications of a general nature, compile reports, and keep membership records.

#### **8.4 Treasurer**

The Treasurer shall keep full and accurate records of all financial matters of the chapter in a standard accounting system. He shall render or have rendered a statement of the financial condition of the chapter at least monthly to his chapter.

### **Section 9. Suspension or Dissolution**

A chapter may be suspended or dissolved for failure to comply with the rules and regulations of the Fraternity upon the reasonable notice by the sanctioning authority of the violation(s) by the chapter and its failure to cure said violation within the prescribed time. A suspended chapter or dissolved chapter shall have no rights or privileges of a chapter of the Fraternity, except for the rights necessary to contest its suspension or dissolution. Said suspension or dissolution shall be carried out by the Grand Council. The affected chapter may appeal said suspension or dissolution to the Board of Directors.

#### **9.1 Suspension**

Suspension is defined as the temporary abeyance of a chapter's rights and privileges for failure to satisfy a regional or national obligation or violating a Fraternity rule or regulation. The suspension may last for a predetermined period of time or until the chapter can remedy the violation or satisfy the obligation.

#### **9.2 Dissolution**

Dissolution is similar to suspension except that the forfeiture of the chapter's rights and privileges remain in effect until all of the members in the chapter when the sanction was imposed have either graduated, transferred or have permanently disassociated themselves with the chapter by other means.

### **Section 10. Undergraduate Advisor**

Each undergraduate chapter shall be provided a graduate member from a graduate chapter to serve as its Undergraduate Advisor. The Regional Polaris shall assign a graduate chapter to mentor each undergraduate chapter. Said graduate chapter shall select an active member to serve as the Advisor to the undergraduate chapter. If there is no graduate chapter in the nearby vicinity of the target undergraduate chapter, the Regional Polaris may assign any active graduate member to serve as the chapter's Advisor. This section is to be read independently of any requirements established by the undergraduate chapter's host institution of higher education, requiring that the chapter have an advisor. This does not preclude the undergraduate advisor from representing the undergraduate chapter in multiple capacities. It is the Advisor's duty to provide general guidance and instruction to the undergraduate chapter.

## **ARTICLE V - BOARD OF DIRECTORS**

### **Section 1. Directors**

The Board of Directors shall be comprised the Grand Polaris, two (2) undergraduate members, one (1) graduate member elected from each region. All Fraternity Founders may serve as ex-officio members to the Board.

- 1.1 The Grand Polaris shall be a non-voting member of the Board except in the event of a tie vote.
- 1.2 The Grand Polaris may recuse himself from meetings in which his performance is being evaluated.

### **Section 2. Term of Office**

Each member of the board shall serve a four (4) year term beginning at the commencement of the Conclave in the year they were elected. No member shall serve on the Board for more than two (2) terms.

### **Section 3. Holdovers**

In the event that elections for Board members are not held as set forth in these Bylaws, the Director then in office may continue in a holdover capacity until a special election takes place.

### **Section 4. Resignation**

A Board member shall submit a formal letter of resignation to the Chairman of the Board and the Grand Polaris.

### **Section 5. Vacancies**

The Chairman of the Board will advise the Grand Council of any Director position that becomes vacant. Any vacancies shall be filled via special election or at the next appropriate Regional or National meeting.

- 5.1 The Grand Polaris may appoint an interim Director in the event of a vacancy.
- 5.2 The appointee must receive a vote of 50.1% of the Board of Directors.

## **Duties and Powers of the Board of Directors**

### **Section 6. Powers of the Board of Directors**

The Board of Directors shall serve as the governing body of the Fraternity and shall have judicial authority over all action taken by its members. They are empowered to ensure the rights and privileges of both chapters and members, create standard operating procedures to prescribe the management of the organization and promote the purpose of the Fraternity, dictate or approve of the annual budget and the general direction of the Fraternity, review complaints against the

Grand Council and to hear appeals of decisions made by the Grand Council against members, chapters, or regions. The Board can direct the Grand Council to create, implement or enforce the rules and regulations of the Fraternity. The Board may develop and recommend strategies, policies, and opinions for the organization and may delegate such authority to the Grand Council.

6.1 As elected regional officials, each Director is required to attend all regularly scheduled meetings of their respective Regional Board.

6.2 **Standard of Care**

Each Director shall perform his duties (i) in good faith, (ii) in a manner a reasonable person would believe to be in the best interest of the Fraternity and (iii) with the care of an ordinarily prudent person.

**Section 7. Absences or Unavailability of the Grand Council**

In the absence or unavailability of the Grand Council, the Board of Directors shall perform the functions of the Grand Council.

**Section 8. Accountability**

The Board of Directors shall have authority to hold the Grand Council accountable to adhere to the rules and regulations of the Fraternity. The Board may utilize the provisions set forth in these Bylaws to take punitive action against the Grand Council or promulgate policies that accomplish the same.

**Section 9. Meeting Minutes**

The meeting minutes of the Board of Directors must be regularly recorded on a secure database and/or network and made readily available to the general body.

**Election of the Board of Directors**

**Section 10. Officers**

The Officers of the Board of Directors shall be the Chairman, Vice-Chairman and Secretary.

10.1 **Undergraduate Representative**

Each region shall elect an Undergraduate Representative to the Board of Directors. The Undergraduate Representative is a non-voting participant on the Board. He shall assist his regional representative in the performance of his duties and perform such tasks as delegated by the same. An additional two (2) undergraduate representatives will sit on and have a vote on the Board.

**Section 11. Eligibility**

In order for a member to be considered a candidate to sit on the Board of Directors, he must (i) have been a member of the Fraternity for at least ten (10) years, (ii) have been active with his host Region and Nationals for at least three (3) years prior to the election, (iii) be an active

member of a graduate chapter and (iv) have served a complete term in any Regional or National Office.

11.1 Candidates for the Board should have some experience in policy, law, business administration, organizational science, human resources or any related field of knowledge.

### **Section 12. Electing Board Members**

Each elected Director shall be elected at their respective region's annual meeting immediately preceding the Conclave.

### **Section 13. Electing Board Officers**

The Officers of the Board shall be elected at each Conclave by the voting members of the Board. The outgoing and incoming Board Members shall be allowed to participate, but each region shall have only one (1) vote. The outgoing Chairman shall serve as the presiding officer of the election.

13.1 Any member of the Board except for the current or an immediately past Grand Polaris shall be eligible to be an Officer of the Board.

## **Board of Directors Officers**

### **Section 14. Chairman of the Board of Directors**

The Chairman of the Board of Directors shall be a member of the Board and be responsible for the organization and operations of the Board. The Chairman shall preside over all Board meetings. The Chairman shall appoint all Board committees.

14.1 Committees created by the Board must have at least one (1) Director serving on the committee.

### **Section 15. Vice-Chairman of the Board of Directors**

The Vice-Chairman of the Board of Directors shall be a member of the Board and shall serve in the capacity of the Board of Directors Chairman in his absence.

### **Section 16. Secretary of the Board of Directors**

The Secretary of the Board of Directors shall be a member of the Board shall be responsible for taking and distributing Board meeting minutes to the Board and any other duties as assigned by the Chairman of the Board of Directors.

### **Section 17. Officer's Term of Office**

Each officer shall serve a two (2) year term, and shall have no term limits other than the limits enumerated in Article V, Section 2.

## **ARTICLE VI - IMPEACHMENT**

### **Section 1. Who May be Impeached**

Any Regional and National Officer or Board Director may be subject to impeachment for good cause. Impeachment can be initiated by any active member of the Fraternity.

#### **1.1 Good Cause**

Good cause shall mean the violation of the Fraternity's rules and regulations, an abuse or misuse of the powers granted to an individual by virtue of their office, ineffectively carrying out the duties of one's office and/or the violation of any state, federal or applicable foreign criminal statute.

- 1.2 Before a member can initiate Impeachment Proceedings, the member must first reach out to the Officer or Director in question, explain what the member's grievance is in writing, and give the Officer or Director at least twenty-one (21) days to remedy the grievance. If the issue is one where time is of the essence and waiting the requisite twenty-one (21) would cause irreparable harm or if the issue is of such a nature that the Officer or Director is unable to remedy it, then a member may file a Resolution of Impeachment without delay.

### **Section 2. Who May Initiate Impeachment Proceedings**

If any active member of the Fraternity wishes to initiate Impeachment Proceedings against a National or Regional Officer or Director, that member shall draft a formal Resolution of Impeachment detailing the alleged violations and submit the same in writing to the Board of Directors Secretary. In the event that the Resolution of Impeachment shall be against the Board of Directors Secretary, then such Resolution shall be sent to the Chairman of the Board of Directors.

- 2.1 After receipt of such Resolution of Impeachment, the Board of Directors must transmit the same to the Officer or Director that it has been filed against within seven (7) days.
- 2.2 In order for an Impeachment Hearing to take place, 50.1% of either the Grand Council or Board of Directors shall determine whether there is good cause to proceed. Such determination shall take place at least twenty-one (21) days after a copy of the resolution has been published to the target Officer or Director.

### **Section 3. Impeachment Hearings**

If good cause is established, the Chairman of the Board shall set an Impeachment Hearing to take place within twenty-one (21) days. The Grand Directive shall then determine by a 75% vote, whether the Officer is to be disciplined and/or removed from office. If the Chairman is the target of the resolution, then the Grand Polaris shall set the hearing.

- 3.1 Unless he is the subject of the Resolution of Impeachment, the Chairman of the Board shall preside over these proceedings. Should the Board Chairman be the subject of the Resolution of Impeachment, then the Grand Polaris shall preside over these proceedings.

#### **Section 4. Due Process**

Any Officer or Director who is subjected to discipline under this provision shall have the ability to speak on his own behalf at such proceedings, call witnesses, and have a representative provided said representative is an active member of the Fraternity.

#### **Section 5. Notification**

In the event the Grand Directive determines that the Officer or Director is in violation of the Fraternity rules and regulations, and abuse of power, or federal or state law, the presiding officer of the hearing shall direct the Board Secretary to inform the Officer or Board Member in writing via certified and electronic mail within seven (7) calendar days of any disciplinary determination made by the Grand Directive.

- 5.1 In the event that the Grand Polaris is the presiding officer, the Grand Secretary shall inform the Officer or Board Member of the disciplinary determination.

#### **Section 6. Action Plan**

If the Officer or Board Member is not being Impeached, he must respond in writing to the presiding officer via certified and electronic mail, no later than ten (10) days of receipt of the notice, a corrective action plan or remedy to prevent similar grievances in the future. 50.1% of the Grand Directive must approve the corrective action plan or remedy. The Officer or Director shall be bound by the corrective action plan or remedy.

- 6.1 Failure to adhere to any of the provisions listed in this Article shall result in the suspension of the target Officer or Director's role as such, until the Officer or Director comes into compliance.

## **ARTICLE VII – MEMBERSHIP CLASSIFICATIONS**

#### **Section 1. Membership Eligibility**

Membership in this organization shall be open to all men of good moral character without regard to race, color, creed, religion, or national origin.

- 1.1 All members must fit into at least one (1) of the membership classes enumerated in this article.
- 1.2 The Fraternity shall not consider for membership any male who is or has been a member in another fraternity which belongs to the National Pan-Hellenic Council.

## **Section 2. Membership Rights and Privileges**

Members are entitled to all the rights and privileges of being a member, provided they maintain their active status. An active member is permitted to attend Regional and National meetings as a delegate and vote on behalf of their chapter, hold himself out as a member of the Fraternity, receive permission to participate, host or sponsor events in whole or in part, using the name or any other recognizable marker of the Fraternity, receive authorization to take part in the brotherhood intake process, assist in conducting new member intake and the initiation of new members into the Fraternity and utilize the name, signs, insignia, trademarked items, traditional practices or likeness of the same in any permissible capacity.

## **Section 3. Active Status**

- 3.1 A member is considered active and in good standing provided he adheres to the rules and regulations of the Fraternity and is financial.
- 3.2 A member is considered financial if he has satisfied his annual individual National Obligations established by Article XII, Section 5 and 6 and set by the Grand Council.
- 3.3 A inactive member is not entitled to the rights and privileges of the Fraternity and shall be prohibited from participating as a member of the Fraternity in any capacity.

## **Section 4. Voluntary Disassociation**

Voluntary Disassociation (Turning in One's Letters) from this organization shall be accomplished by a member submitting his letter of resignation to his Regional Polaris and the Grand Polaris. Once a member has voluntarily dissociated from the organization that individual forfeits all of his rights and privileges as a member of the Fraternity and shall be prohibited from participating as a member of the Fraternity in any capacity.

## **Section 5. Involuntary Disassociation**

Involuntary Disassociation (Termination) from this organization shall be invoked upon a finding that a member has willingly and wantonly violated material Fraternity rules and regulations and/or defaced this organization. The name of the terminated member shall be permanently removed from the Fraternity's record. Involuntary Disassociation being the most severe punishment that can be imposed upon a member, may be imposed by the Grand Executive Board or the Board of Directors by a vote of 75% of the voting body.

- 5.1 Joining another "Greek-letter" Social Service Fraternity is prohibited. Any such violation automatically terminates membership in this Fraternity.

## **Section 6. Undergraduate Membership**

An undergraduate member is one who was initiated into the Fraternity while enrolled at an institution of higher education with no previous baccalaureate degree conferred.

### 6.1 **Undergraduate New Member Initiation**

Membership shall be attained through the completion of the Brotherhood Intake Process (BIP), through an active undergraduate chapter of the Fraternity or an active graduate chapter or member who has been authorized to do so by the Grand Council. Undergraduate Initiation may be available to all individuals enrolled in any accredited institution of higher education offering baccalaureate degrees, provided all of the following are met:

- A. They are in good standing with their institution financially and academically. Candidates are considered in good academic standing within the organization if they have a cumulative 2.5 grade point average based on a 4.0 scale or the appropriate equivalent. In the event the academic requirements of the candidate's institution are higher than the Fraternity's requirement, the institution's requirement shall supersede the Fraternity's; and,
- B. They have completed one (1) full semester, quarter or trimester or have the equivalent amount of credits hours of the same; and,
- C. They must have demonstrated a high standard of ethical conduct and professionalism.

### **Section 7. Graduate Membership**

A graduate member is:

- A. An undergraduate member who has successfully obtained his baccalaureate degree from a four-year institution; or,
- B. A member who was initiated as an undergraduate, is no longer enrolled in an undergraduate institution or seeking a baccalaureate degree, but has chosen to remain active with the Fraternity; or,
- C. A member who has not obtained an undergraduate degree, but is currently serving in the military in one of the armed forces of the United States.

### 7.1 **New Graduate Member Initiation**

Membership shall be attained through the completion of the BIP through an official graduate chapter of the Fraternity. Graduate Initiation may be available to all individuals who are seeking membership or encouraged to join provided:

- A. Prospective members must have successfully obtained their baccalaureate degrees or trade/vocational certifications from an accredited institution of higher education; or,

- B. They are currently holding a rank in the military of at least an E-4 and have completed a minimum of 4 years of military service and has a military transcript of a minimum of 30 credits; and,
- C. They must have demonstrated a high standard of ethical conduct and professionalism.

### **Section 8. Honorary Membership**

An honorary member is one who is initiated in recognition of his distinction in a particular occupation or professional field for which he has received national and/or international recognition. A candidate for Honorary Membership must have demonstrated a high standard of ethical conduct and professionalism. Names of persons to be considered for honorary membership shall be presented in writing by a chapter or a member to the Membership Committee. An honorary member in good standing shall have the same rights and privileges as any other initiated member.

- 8.1 Additional procedures, policies and criteria for honorary membership may be specified by the Membership Committee with the approval of 50.1% of the Grand Council

### **Section 9. Life Membership**

A life member is defined as a member who has paid in full, the Life Membership Fee and completed all necessary requirements as established by the Board of Directors as set forth in the Chapter Handbook and any additional approved requirements determined by the Membership Committee. Life members shall benefit from any of the additional rights and privileges of being a life member as established by these Bylaws and the Grand Council.

### **Section 10. Compliance with the Brotherhood Intake Process**

Chapters must comply with the mandates and methods outlined in the Chapter Handbook in regards to the Brotherhood Intake Process.

## **ARTICLE VIII – HAZING**

### **Section 1. Definition of Hazing**

Hazing is defined as any activity expected of persons desiring to engage in the intake process that humiliates, degrades or risks emotional and/or physical harm; violates any state or local legislation enacted to curtail, control or codify such behavior or actions; violates any provisions arising from policies promulgated by the Grand Directive regardless of a person's willingness to participate.

- 1.1 Persons will not be subject to any act of hazing or harassment in connection with or during his initiation/intake into membership in the Fraternity.

- 1.2 The Fraternity does not consent to, condone, acquiesce in or tolerate any act of hazing, harassment or humiliation during the Brotherhood Intake Process or any related matters. The Fraternity will not be responsible or liable for any damages, claims or actions based upon the conduct of any individuals, groups or associations purporting to perform any acts in the name of the Fraternity or purported to be in any way connected with initiation/intake into membership in the Fraternity. All acts of hazing or harassment, both physical and mental, shall be expressly prohibited.
- 1.3 Any chapter and/or members found in violation of any of the above delineated paragraphs shall be prosecuted to the full extent of the law and shall be subject to additional sanctions and punitive action pursuant to Article XIII of these Bylaws.

## **ARTICLE IX – MEETINGS**

### **Section 1. Conclave**

The Conclave will be held biennially at a date and location to be determined by the Grand Council. The Grand Council shall notify all chapters and financial members of the date and location of the Conclave no later than August 1st of the year preceding the Conclave. The Conclave itinerary and meeting agenda shall be released to the general body no later than 30 days before the commencement of each Conclave.

### **Section 2. Iota Leadership Conference**

The Iota Leadership Conference (ILC) will be held biennially, in years in which a Conclave is not being held, at a date and location to be determined by the Grand Council.

- 2.1 The ILC shall serve as a forum for Fraternity leaders to receive training, certifications, review and develop leadership skills and enhance their understanding and practice of the Fraternity's principles and purpose.
- 2.2 The ILC may serve as the forum for Fraternity Leaders to consider and discuss the election process for Regional and National Officers, proposals to amend bylaws, and other similar matters to be reviewed by and voted on by the general body.

### **Section 3. The Grand Council**

The Grand Council shall meet at least once a month.

### **Section 4. The Board of Directors**

The Board of Directors shall meet at least four (4) times a year. A meeting of the Board of Directors shall be held during Conclave and the ILC. Additional meetings may be called by the Chairman so long as reasonable notice is given to all Directors.

### **Section 5. Special Joint Meetings**

Special Joint Meetings of the Grand Council and the Board of Directors may be called by the Grand Polaris or Chairman of the Board of Directors for good cause. The Grand Polaris or his designee shall send notices of such meetings along with the proposed agenda at least one (1) week prior to the meeting date.

### **Section 6. Regional Conference**

Each region shall meet at least once a year at a date and location to be determined by the Regional Board. The date must be approved by the Grand Executive Board, with input from the Regional Polari.

### **Section 7. General Meeting Rules**

Quorum must be established at all official Fraternity meetings so that business can be conducted. Official meetings are meetings that are mandated or permissible in accordance with these Bylaws.

Unless expressly stated as otherwise in these Bylaws, the action of a majority of the voting members present at any official meeting at which quorum is present shall represent the action of the entire group.

## **ARTICLE X – CONCLAVE**

### **Section 1. Powers of the Conclave**

The Conclave shall be the legislative and supreme body governing the Fraternity. The Conclave shall have the following powers:

- A. Create and amendment the Fraternity's Articles of Incorporation, Bylaws, rules, regulations, policies, procedures and general practices.
- B. Demand the biennial reports of the Grand Council and other officers or chairs as deemed as appropriate;
- C. To elect members to serve on the Grand Council;
- D. To combine or reallocate regions;
- E. To reprimand, suspend or dissolve chapters;
- F. To suspend or expel members;

- G. To hear and adjudicate all matters that are referred to it, for final adjudication; and in general,
- H. The power to repeal or amend any order, policy, rule or regulation enacted by the Grand Council or the Board of Directors
- I. To act upon all Fraternity matters except those for which exclusive authority is otherwise delegated by the Articles of Incorporation, these Bylaws, the laws of the State of Maryland, the federal laws of the United States.

## **Section 2. Quorum**

A quorum shall consist of a minimum participation of 50.1% of all active chapters. A chapter is considered active when that chapter is not under suspension or similar sanction(s) and has satisfied its annual National Obligations to the Fraternity by the deadline established by the Grand Council.

- 2.1 Quorum for Conclave will be calculated based on the total number of chapters that have timely satisfied their National Obligations. If the number of active chapters present for Roll Call during the commencement of Conclave exceed the total number of chapters used to first establish quorum, then the Grand Council may adjust the requisite number of chapters needed to make quorum based on 50.1% of the new total number of chapters present.

## **Conclave Delegation**

### **Section 3. Delegates**

The powers of the Conclave shall be vested in the voting body of the Conclave, which shall be comprised of the following member delegates entitled to discuss, debate and vote upon all matters before the Conclave:

#### **3.1 Chapter Delegate**

Each active chapter that has satisfied its National Obligations for the year prior to Conclave and by March 1<sup>st</sup> of the Conclave year will be eligible to cast votes as described in Article X, Sections 4 and 5.

Newly chartered chapters that are too young to fulfill the requirements listed above, but have maintained active status since receiving their charter shall be permitted to send a delegate and exercise all the rights and privileges as other active chapters.

#### **3.2 Ex-Officio Delegate**

An ex-officio delegate is a term used to define a voting member of the Grand Council. The Grand Polaris may be considered an ex-officio delegate but he may only vote to break a tie vote of the Conclave.

### 3.3 **Other Members in Attendance**

Any active member of the Fraternity may attend the Conclave. After verification of active status, a member shall be eligible for admission to all sessions of the Conclave, however, only delegates are permitted to vote and speak on the floor.

3.4 All delegates must be active members of the Fraternity.

## **Voting for National Officers**

### **Section 4. National Elections**

The number of eligible votes in elections for National Officers at the Conclave shall be determined by the number of active members in a chapter. Each chapter shall obtain five (5) votes upon meeting their National Obligations for the year immediately preceding the Conclave and the Conclave year. Chapters shall have one (1) additional vote for every five (5) non-life members that have maintained their active status for the year immediately preceding the Conclave and the Conclave year. Chapters shall receive one (1) additional vote for each life member that has paid his annual maintenance fee for the year immediately preceding the Conclave and the Conclave year. A chapter shall have a maximum of twenty (20) votes.

### **Section 5. Certification of Votes**

The Nominations and Elections Committee shall certify the number of votes for each chapter no later than May 1st of the Conclave year. If the number of active members on a chapter roster is unverifiable or inconclusive, that chapter will only receive five (5) votes.

### **Section 6. Special Elections**

Special Elections are any national election proceeding that takes place outside of a Conclave.

6.1 In the event that there are any holdover Officers on the Grand Executive Board, it is the responsibility of the Board of Directors to hold a special election within sixty (60) days of the close of Conclave. The Regional Polari shall support the Board of Directors in this endeavor and ensure that their respective regions are properly notified and participates in the special election. The process of casting ballots and for voting at these elections shall be determined by the Board of Director and does not necessitate that physical ballots are cast.

6.2 In the event that there are any holdover Directors on the Board of Directors, it is the responsibility of the Grand Council to hold a special election during the immediate Conclave. The Grand Council shall ensure that the appropriate members are properly notified and participate in the special election. The process of casting ballots and for voting at these elections shall be determined by the Grand Executive Board and does not necessitate that physical ballots are cast.

## **Section 7. Additional Voting Procedures**

Voting for National and Board Officers shall be conducted in accordance with the rules and regulations established by these Bylaws. Additional procedures may be recommended by the Nominations and Elections Committee.

## **Voting on Amendments to the Bylaws and Articles of Incorporation**

### **Section 8. Amendments to the Bylaws and Articles of Incorporation**

Amendments to the Bylaws and Articles of Incorporation may only be voted on at Conclave.

8.1 Amendment to the Articles of Incorporation must first be voted on by the Board of Directors and receive the approval of 50.1% of the Board before it can be presented to the general body.

#### **8.2 Special Sessions**

The Grand Directive may call a Special Session of the Body to vote on or ratify proposals or amendments. Such meetings require the approval 66.7% members of the Grand Directive to call the Special Session. The general body must be notified at least thirty (30) days before the date of the meeting and be provided with alternative means of participation in the event that travel is impractical.

### **Section 9. Proposals Protocol**

9.1 In order for an active member to amend the Bylaws, Articles of Incorporation, or any Fraternity policy, practice, or procedure, the member must fill out a Conclave Proposal Form. The proposal must then be voted on at the author's respective regional meeting and garner at least a 66.7% vote of approval from the active chapters in the region. Once a proposal has been approved by a region, the host Regional Polaris, or his representative, has fourteen days (14) from the end of the regional meeting taking place during the year of an immediate Conclave to provide the Grand Secretary with a copy of the approved proposed amendment.

The Grand Council and the Board of Directors may also submit proposals pursuant to this section, so long as the proposals are submitted by the prescribed deadline and receive at least a 66.7% vote of approval from the members of their respective entities.

9.2 Once all of the proposals are submitted, the Rules Committee will have 30 days to approve, reject or remand the proposals back to the author for clarification. A copy of all the proposals that have been reviewed by the Rules Committee as well as any recommended revisions created by the Rules Committee shall be sent out to the general body no later than 30 days before the immediate Conclave in which the proposals are to be voted on.

### 9.3 **Good Title**

The title of each proposal should accurately describe what the proposal is attempting to change or to reflect the title of the current relevant amendment or section of the governing document it will affect. Each proposal shall address a specific matter. If an author is attempting to amend several areas or distinct ideas of these bylaws, then the author should write several different proposals.

### 9.4 **Standard of Review**

The Rules Committee shall not accept or reject a proposal simply because its members agree or disagree with the substance of a proposal. The Rules Committee must objectively review each proposals and make its determination based on any inconsistencies between the language of the proposal and the desired intent, the unanticipated effect of the proposal on other Fraternity policies, the failure of a proposal to gain approval at the regional level, vagueness, over breadth, confusing language, and other factors of this nature.

### 9.5 **Adoption**

A proposal must be approved by 66.7% of the voting chapters to be adopted.

## **Section 10. Additional Proposal Procedures**

The Rules Committee may create additional procedures to augment the efficiency of the proposal process. The additional procedures must be approved by a 50.1% vote of the Grand Council.

## **Section 11. Effective Date**

All changes and amendments to the rules, regulations, and practices of the Fraternity shall take effect thirty (30) days after they are adopted, unless otherwise specified in the language of the proposal.

## **General Voting Provisions**

### **Section 12. Majority Rules**

A majority vote shall be required to carry a motion/agenda item for all business conducted at the Conclave, unless otherwise provided for in these Bylaws.

### **Section 13. Caucus**

Each Region shall host a caucus during Conclave to allow members of the Fraternity to present, discuss and debate matters to be voted on by the General Body.

### **Section 14. Proxy**

Voting by proxy is impermissible.

## **ARTICLE XI – ADMINISTRATIVE MANDATES**

### **Section 1. Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern fraternity meetings in all cases to which they are applicable and are not inconsistent with these Bylaws.

### **Section 2. Supremacy Clause**

All members of the organization are bound by the Article of Incorporation and Bylaws of the Fraternity. If there is an inconsistency with the Articles of Incorporation and/or these Bylaws and a policy or mandate promulgated by the Grand Directive or adopted by the Conclave, the Articles and Bylaws will supersede the policy or mandate. Likewise, any executive orders, rules, or regulations established by the Grand Council are subject to the policies established by the Board of Directors. If there is a conflict, the policies established by the Board will govern. Any rule, procedure or practice voted on and approved by the general body at the Conclave shall take precedence over any conflicting rule, procedure or practice enacted by the Grand Council or Board of Directives.

### **Section 3. Last in Time**

If a policy, rule or regulation created by the Board of Directors conflicts with an earlier policy, rule or regulation create by the Board, the one that was created later in time or most recently, will take effect and invalidate the conflicting portions of the previous policy, rule or regulation.

### **Section 4. Chapter Handbook**

All policies, procedures, and governing documents must be recorded in the handbook and made available to the brotherhood no later than 120 days after the close of each national meeting.

### **Section 5. Meeting Minutes**

The Grand Secretary shall distribute the minutes from each national meeting no later than sixty (60) days after the close of the meeting.

### **Section 6. Transition Meetings**

All Regional and National Officers and Board Members, are required to keep and maintain records of all work product compiled and created during their tenure in office. Whenever a new National Officer is appointed or elected, the outgoing member must have a transition meeting with his incoming counterpart no later than sixty (60) days after the member has taken office so that all necessary materials and information may be passed on. Regional Board Officers and Officers of the Board of Directors shall have their transition meeting during the immediate Conclave.

### **Section 7. Due Process**

In general, elected officials on the National or Regional level may not be removed without some degree of due process.

### **Section 8. Notice**

The Board of Directors and Grand Council must give the general body reasonable notice as to all amended or newly created policies, rules or regulations enacted outside of Conclave.

### **Section 9. Rosters**

Each Chapter Secretary is required to maintain a detailed and up to date roster and contact sheet for the members of his chapter. Each Regional Secretary is responsible for maintaining and archiving a detailed and current roster and contact sheet for the members within his respective region. The Grand Secretary shall use all reasonable means of collecting, archiving and recording the contact information of the active membership of the Fraternity.

## **ARTICLE XII – FINANCES**

### **Section 1. Fiscal Year**

The fiscal year shall begin January 1<sup>st</sup> and end December 31<sup>st</sup> of each year.

### **Section 2. Annual Budget**

- 2.1 The Grand Council must submit a proposed annual budget to the Board of Directors for approval by November 15th for the following year. The Grand Council's annual budget must be approved by 50.1% of the Board of Directors. The Board must accept or reject the proposed budget within fifteen (15) days of its receipt. If the proposed budget is rejected, the board must provide written recommendations and revisions to the Grand Council along with the rejection notice so that the Grand Council may amend the proposal. If the Board fails to respond, then it will be assumed that the Budget has been accepted without any objections.
- 2.2 The Grand Council has twenty (20) days from the receipt of a rejected budget and recommended revisions to revise and resubmit the proposed budget. The resubmitted budget will be subject to the same procedural constraints as the original submission.
- 2.3 In the event that the Board rejects the Council's second submission, then the Grand Polaris shall call a Special Joint Meeting of the Grand Executive Board and the Board of Directors until a final budget is approved by 66.7% of the members at the Meeting.
- 2.4 If all of the procedural resources have been exhausted by February 1st and a resolution has still not been met, the Grand Council will be bound by the previous year's budget plus

an increase to account for inflation and the cost of operations. The increase is to be calculated by the Budget and Finance Committee.

- 2.5 Once the Annual Budget is decided, the subsequent Board of Directors meeting minutes must reflect that the Board has approved the budget.

### **Section 3. Contracting**

The Grand Polaris, Grand Vice Polaris and Executive Director are authorized to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Fraternity consistent with the powers granted to them in these Bylaws. No verbal or written contract shall be executed pursuant to this Section without the review and written approval of the General Counsel. Any contract in excess of \$10,000.00 must also be approved by 50.1% of the Board of Directors before its execution.

### **Section 4. Expenditures**

The Grand Polaris shall have discretionary spending power for up to \$10,000.00 per fiscal year. Any expenditure exceeding that amount requires approval by 50.1% of the Board of Directors.

### **Section 5. National Dues**

#### **5.1 National Chapter Dues**

Chapter Dues shall be paid by March 1<sup>st</sup> of each fiscal year. The amount to be paid for National Chapter Dues shall be determined, along with the Annual Budget, by the Grand Council with the approval of the Board of Directors. The Grand Council must consult with the Budget and Finance Committee when determining the amount to be set for National Dues.

#### **5.2 National Individual Dues**

Individual Dues shall be paid by each member of the Fraternity by March 1<sup>st</sup> of each fiscal year. The amount to be paid for National Individual Dues shall be determined, along with the Annual Budget, by the Grand Council with the approval of the Board of Directors. The Grand Council must consult with the Budget and Finance Committee when determining the amount to be set for National Dues.

Members may pay their National Individual Dues in one lump sum or via an Installment Option. To qualify to utilize the Installment Option, a member must be (i) an active member of an active chapter and (ii) provide proper notice of their intent to subscribe to the Installment Option in accordance with the provisions and guidelines set forth by the Grand Council and/or any relevant policies established by the Board of Directors. Late fees may be assessed for late payments and any unauthorized deviations from the Installment Option payment schedule.

### **5.3 Lifetime Member Maintenance Fee**

Each Life Member of the Fraternity may be required to pay a Maintenance Fee in order to maintain their status as an active Life Member. If required, the fee shall be paid by March 1<sup>st</sup> of the relevant fiscal year. The amount to be paid for the Maintenance Fee shall be determined, along with the Annual Budget, by the Grand Council with the approval of the Board of Directors. The Grand Council must consult with the Budget and Finance Committee and Membership Committee when determining the amount to be set for the Maintenance Fee.

- 5.4 The National Dues described in this Section may only be modified during the Conclave immediately preceding the proposed effective date of the dues modification. These dues are independent from any dues established by individual chapters by and for their chapter membership.

### **Section 6. Assessments**

The Grand Council may recommend monetary assessments of members or chapters within the budget submitted to the Board of Directors. The Assessments must be set for a specific goal expire within a reasonable and finite amount of time. Assessments shall only take effect upon the budget approval by the Board of Directors. The assessments shall be due as detailed in the approved budget. Notwithstanding the foregoing, no assessments shall be effective without the approval of 50.1% of the Board of Directors or the general body at Conclave.

### **Section 7. Deference**

All Fraternity Founders are exempt from having to fulfill any monetary obligations to the Fraternity. All Grand Polari shall become Life Members at the end of their term in office.

### **Section 8. Brotherhood Intake Process Fees**

The Grand Council has the authority to require Brotherhood Intake Process fees for prospective members meeting the requirements of undergraduate, graduate and honorary membership. The Grand Council shall consult with the Budget and Finance Committee when determining the amount of the Intake Fees. The fee amount must be approved by 50.1% of the Board of Directors. Additionally, a Chapter and Region may assess prospective members a fee/surcharge, not to exceed the amount determined by the Grand Council and approved by the Board. Intake fees may be modified at anytime so long as notice of said change if published to the general body at least thirty (30) days before the modification is to take effect.

#### **8.1 Crossing Gifts**

The Intake Fee is to offset the cost of processing new members and proving the new members with the Fraternity's history, Chapter Handbook and Fraternity paraphernalia purchased from a licensed vendor.

### **Section 9. Conflicts of Interest**

- 9.1 Whenever a Member, Director or Officer has a financial or personal interest in any matter coming before the Fraternity, the affected member shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter.
- 9.2 The term "interest" shall include personal or financial interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity.
- 9.3 Any transaction or vote involving a potential conflict of interest shall be approved only when a 50.1% of disinterested parties determine that it is in the best interest of the Fraternity to do so.
- 9.4 The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

### **Section 10. Financial Management Standards**

The Budget and Finance Committee shall maintain the Fraternity's Financial Management Standards. The Financial Management Standards require:

- A. An accounting structure that provides accurate and complete information about all financial transactions;
- B. Detailed expenditure records;
- C. Accounting records maintained on a current basis and balanced monthly;
- D. All records be supported by source documentation such a cancelled checks, invoices, contracts and personal expense reports;
- E. All records be scanned and stored in the accounting section of the secure database and/or network;
- F. Assurances that all cash or other assets are used for its authorized purpose;
- G. Electronic funds transfer shall be maintained whenever possible and cash receipts shall be recorded immediately and deposited daily.
- H. Bank accounts shall be reconciled monthly;

- I. Vendors payment upon receipt of approved invoices only;
- J. All financial records shall be in the state of audit readiness. An internal financial audit may be called by the Board of Directors Chairman to ensure compliance; and,
- K. A monthly financial summary shall be made available to include the actual revenue and authorized expenditures via discretionary distribution.

### **Section 11. Auditing**

At the end of each fiscal year, the books of the Fraternity shall be closed and an internal financial statement prepared for said year. Such financial statement shall be promptly mailed, via a Nationally recognized mail carrier or via electronic mail and recorded on the Fraternity, to each member of the Grand Directive and shall be submitted to each chapter's delegate at Conclave.

#### **11.1 Independent Audits**

An annual independent audit shall be completed 120 days after the end of each fiscal year in accordance with the laws of the state of Maryland and any applicable federal laws. The audit report and all like financial documents shall be released to the Grand Directive and made readily available to each chapter's delegate at Conclave

### **Section 12. Fraternity Funds**

#### **12.1 Life Membership**

The Life Membership Fund shall be funded by all deposits related to the collection of Life Member Maintenance Fees. The funds shall be used for philanthropic endeavors that are determined by the Grand Directive.

## **ARTICLE XIII – DISCIPLINARY ACTION**

### **Section 1. Authorization**

The Chapter, Region, and the Grand Council are authorized and shall discipline members as provided in the Fraternity's Code of Conduct. Such disciplinary action, when properly imposed upon its membership shall be honored and held binding, pending appeal and decision.

### **Section 2. Chain of Authority**

Disciplinary action imposed by the Grand Polaris and the Grand Council shall override the discipline, if any, imposed by a Region or Chapter. Disciplinary action imposed by a Region shall override the discipline, if any, imposed by a Chapter.

**Section 3. Appeals**

Disciplinary decisions are appealable to the Board of Directors in accordance with the Member Code of Conduct and the Disciplinary Policy.