



**Iota Phi Theta Fraternity Incorporated
2013 Constitution & Bylaws Revision Draft**

**Prepared and Submitted by
The Constitution and Bylaws Committee**

TABLE OF CONTENTS

CONSTITUTION OF IOTA PHI THETA FRATERNITY, INC.	6
ARTICLE I – NAME	6
ARTICLE II – PURPOSE	6
ARTICLE III – THE OFFICIAL SEAL, COLORS, AND EMBLEMS	6
Section 1. Colors	6
Section 2. Mascot	6
Section 3. Authorization	6
ARTICLE IV – MEMBERSHIP	6
Section 1. Membership	6
Section 2. Rules of Membership	6
ARTICLE V – GRAND COUNCIL	6
Section 1. Role of the Grand Council	6
Section 2. Officers of the Grand Council	6
Section 3. Elected Positions	7
Section 4. Intermediate Officers	7
Section 5. Powers of the Grand Council	7
ARTICLE VI – REGIONS	8
Section 1. Number of Regions	8
Section 2. Regional Meetings	8
ARTICLE VII – CHAPTERS	8
Section 1. Powers of the Chapter	8
Section 2. Chapter Governance	8
Section 3. Regional Jurisdiction	8
ARTICLE VIII – BOARD OF DIRECTORS	8
Section 1. Role of the Board of Directors	8
Section 2. Members of the Board of Directors	8
Section 3. Officers of the Board of Directors	9
Section 4. Powers of the Board of Directors	9
ARTICLE IX – CONCLAVE	9
Section 1. Powers and Role of the Conclave	9
Section 2. Composition	9
Section 3. Time and Place of Meeting	10
Section 4. Quorum	10
ARTICLE X – AMENDING THE CONSTITUTION	10
Section 1. Amending the Constitution	10
BYLAWS OF IOTA PHI THETA FRATERNITY, INC.	12
ARTICLE I – GRAND COUNCIL	12
Section 1. Authority	12
Section 2. Intermediate Officers	12
Section 3. Term of Office	12
Section 4. Unexpired Term	12

Section 5. Inability of Gran Polaris to Continue Term.....	12
Section 6. Vacancy on the Grand Council.....	13
Section 7. Grand Polaris.....	13
Section 8. Grand Vice-Polaris.....	13
Section 9. Grand Secretary.....	13
Section 10. Grand Treasurer.....	13
Section 11. Executive Director.....	14
Section 12. Regional Polaris.....	14
Section 13. Intermediate Officers.....	14
Section 14. General Counsel.....	14
Section 15. National Historian.....	14
Section 16. Administrative Procedures.....	14
Section 17. Elected Officers.....	15
Section 18. Eligibility.....	15
Section 19. The Election Process.....	15
Section 20. Standing Committees.....	15
Section 21. Reports.....	17
Section 22. Special Committees.....	17
ARTICLE II – REGIONS.....	17
Section 1. Region Names and Locations.....	17
Section 2. Regional Board.....	17
Section 3. Regional Polaris.....	18
Section 4. Assistant Regional Polaris.....	18
Section 5. Regional Secretary.....	18
Section 6. Regional Treasurer.....	18
Section 7. State Director.....	19
Section 8. Elections.....	19
Section 9. Qualifications.....	19
Section 10. Delegates to the Regional Conference.....	19
ARTICLE III – CHAPTERS.....	19
Section 1. Organization and Powers.....	19
Section 2. Duties and Powers of Chapters.....	19
Section 3. Meetings.....	20
Section 4. Active Chapters.....	20
Section 5. Rights and Privileges.....	20
Section 6. Chapter Names.....	20
Section 7. Chapter Officers and Duties.....	20
Section 8. Suspension or Dissolution.....	21
Section 9. Undergraduate Advisor.....	21
ARTICLE IV – BOARD OF DIRECTORS.....	22
Section 1. Membership.....	22
Section 2. Term of Office.....	22
Section 3. Holdovers.....	22
Section 4. Resignation.....	22
Section 5. Vacancies.....	22
Section 6. Role of the Board of Directors.....	22

Section 7. The Annual Budget.....	23
Section 8. Absence or Unavailability of the Grand Council.....	23
Section 9. Accountability.....	23
Section 10. Meeting Minutes.....	23
Section 11. Qualifications.....	23
Section 12. When Elections are Held.....	23
Section 13. Electing Board Officers.....	23
Section 14. Chairman of the Board of Directors.....	24
Section 15. Vice-Chairman of the Board of Directors.....	24
Section 16. Secretary of the Board of Directors.....	24
ARTICLE V – IMPEACHMENT.....	24
Section 1. Who May be Impeached.....	24
Section 2. Who May Initiate Impeachment Proceedings.....	24
Section 3. Setting the Hearing.....	25
Section 4. Due Process.....	25
Section 5. Notification.....	25
Section 6. Action Plan.....	25
ARTICLE VI – MEMBERSHIP CLASSIFICATIONS.....	25
Section 1. Membership Qualifications.....	25
Section 2. Rights and Privileges.....	26
Section 3. Active Status and Termination.....	26
Section 4. Voluntary Disassociation.....	26
Section 5. Involuntary Disassociation.....	26
Section 6. Undergraduate Membership.....	26
Section 7. Alumni Membership.....	27
Section 8. Honorary Membership.....	27
Section 9. Life Membership.....	28
Section 10. Compliance with the Brotherhood Intake Process.....	28
ARTICLE VII – HAZING.....	28
Section 1. Definition of Hazing.....	28
ARTICLE VIII – MEETINGS.....	28
Section 1. Conclave.....	28
Section 2. Iota Leadership Conference.....	28
Section 3. The Grand Council.....	29
Section 4. The Board of Directors.....	29
Section 5. Special Joint Meetings.....	29
Section 6. Regional Conference.....	29
ARTICLE IX – CONCLAVE.....	29
Section 1. Powers and Roles of Conclave.....	29
Section 2. Elections.....	29
Section 3. Certifying Votes.....	29
Section 4. Voting Procedures.....	29
Section 5. Voting on Proposals.....	29
Section 6. Proposal Protocol.....	30
Section 7. Additional Procedures.....	30
Section 8. Effective Date.....	30

Section 9. General Business.....	31
Section 10. Amending Policy and Practice.....	31
Section 11. Caucus.....	31
Section 12. Member-at-Large Voting.....	31
Section 13. Proxy.....	31
ARTICLE X – ADMINISTRATIVE MANDATES.....	31
Section 1. Parliamentary Authority.....	31
Section 2. Supremacy Clause.....	31
Section 3. Chapter Handbook.....	31
Section 4. Meeting Minutes.....	31
Section 5. Transition Meetings.....	31
ARTICLE XI – FINANCES.....	32
Section 1. Fiscal Year.....	32
Section 2. Budget.....	32
Section 3. Contracting.....	32
Section 4. Expenditures.....	32
Section 5. National Dues.....	32
Section 6. Assessments.....	32
Section 7. Deference.....	32
Section 8. Intake Fees.....	32
Section 9. Conflicts of Interest.....	33
Section 10. Financial Management Standards.....	33
Section 11. Auditing.....	34
ARTICLE XII – DISCIPLINARY ACTION.....	34
Section 1. Authorization.....	34
Section 2. Chain of Authority.....	34
Section 3. Appeals.....	34

CONSTITUTION OF IOTA PHI THETA FRATERNITY INCORPORATED

ARTICLE I – NAME

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

ARTICLE II – PURPOSE

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

ARTICLE III – THE OFFICIAL SEAL, COLORS, AND EMBLEMS

Section 1. The colors of this Fraternity shall be Charcoal Brown and Gilded Gold.

Section 2. The official mascot of the Fraternity is a Centaur.

Section 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 IV – MEMBERSHIP

Section 1. Membership is primarily open to all male individuals of good moral character.

Section 2. The term, mode, and admission to membership, the rights, duties of members and officers, the methods of meeting, and all other matters concerning the government of this Fraternity shall be determined by the Bylaws.

ARTICLE V – GRAND COUNCIL

Section 1. The Grand Council shall be the administrative and executive body of the Fraternity.

Section 2. The Grand Council shall consist of the Grand Executive Board, each Regional Polaris and each Intermediate Officer.

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

Section 3. Elected Positions.

3.1 The Grand Polaris, Grand Vice Polaris, Grand Treasurer and Regional Polari are elected positions.

3.2 The Grand Polaris shall appoint the Grand Executive Secretary.

3.3 The Grand Polaris may empower the Grand Treasurer to serve as Grand Executive Secretary.

Section 4. The Grand Polaris shall have the power of appointment of Intermediate Officers of the Fraternity and any others deemed necessary as established by the Bylaws. The Grand Polaris shall have the power to remove of all non-elected Grand Council members.

Section 5. Powers of the Grand Council. The Grand Council shall be the governing and policy-making body of the Fraternity and shall exercise general fiduciary responsibility of the Fraternity's business and affairs. The Grand Council shall have full 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 Constitution and Bylaws, and other governing documents of the Fraternity.

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 members 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 the Constitution and Bylaws, the Grand Council shall:

- A. Oversee the administration of all rules, regulations, and policies of the Fraternity and the provisions of the Constitution and Bylaws;
- B. Approve all financial affairs of the Fraternity & adopt 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. Enact and amend policies and procedures related to Fraternity operations, including, but not limited to, program delivery, public relations, financial management, and Board governance;
- F. Approve the extension policies and activities of the Fraternity and adopt standard procedures for colonizing and installing new chapters;
- G. Exercise disciplinary authority over members and chapters;

H. Assume responsibility for content and authorize the publication of all Fraternity publications;

I. Actively protect the Fraternity from undue liability exposure through a regularly updated risk management policy and communicate this policy to all chapters, officers, advisers staff and members;

J. Support the National Iota Foundation privately, and publicly encourage others to support the Foundation through charitable contributions;

K. Ensure legal compliance with all necessary actions of the Fraternity;

L. Operate with credibility and free from conflicts of interest or the appearance of same; and,

M. And any other powers vested by the Conclave.

ARTICLE VI – REGIONS

Section 1. The Fraternity shall be divided into seven (7) Regions.

Section 2. Each region shall hold an annual meeting and each Regional Polaris 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.

ARTICLE VII – CHAPTERS

Section 1. Each chapter shall have the power to select its own members, subject to the rules and regulations of the Fraternity.

Section 2. Each chapter shall have the power to select its own officers and make its own Bylaws. Chapter Bylaws must not conflict with this Constitution and the Bylaws.

Section 3. Each chapter is under the jurisdiction of the Regional Polaris of the region where the chapter is located.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the judicial body of the Fraternity.

Section 2. The Board of Directors shall be comprised of the Grand Polaris and a representative from each region. Each founding father may serve as an ex-officio member.

Section 3. The Officers of the Board of Directors shall be the Chairman, the Vice-Chairman and the Secretary.

Section 4. Powers of the Board of Directors. The Board of Directors is responsible for protecting the rights and privileges of the members of the fraternity, reviewing complaints, grievances or appeals charged against the Grand Council or its agents. The Board is to ensure that the leadership of the Fraternity is adhering to the rules and regulations established by the Fraternity and the Constitution and Bylaws. The Board shall also provide assistance and guidance to the Grand Council.

ARTICLE IX – CONCLAVE

Section 1. Powers. The Conclave shall be the legislative and supreme body governing the Fraternity. The Conclave shall have the following powers:

- A. To adopt amendments to the Constitution and Bylaws;
- B. To receive 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. To act upon all Fraternity matters except those for which exclusive authority is otherwise delegated in the Constitution and Bylaws, as an as authorized under the Certificate of Incorporation, dated November 1, 1968, and under the federal laws of the United State or any law of any state of the Union.

Section 2. Composition.

2.1 Voting Body. The powers of the Conclave shall be vested in the voting body of the Conclave, which shall be comprised of the following members entitled to vote upon all matters before the Conclave:

- A. **Chapter Delegate.** One delegate from each active collegiate chapter that has satisfied all of its national obligations for the year prior to Conclave and at least 180 days prior to Conclave will be eligible to vote. One delegate from each active alumni chapter that has

satisfied all of its national obligations for the year prior to Conclave and at least 180 days prior to Conclave will be eligible to vote.

B. Ex-Officio Delegate. An ex-officio delegate is a voting member of the Grand Council, except for the Grand Polaris, who shall only vote to break a tie vote of the Conclave.

C. Members-at-Large. Members-at-large voting powers are limited to those expressly permitted by the Fraternity Bylaws.

2.2 Requirements. All members of the voting body shall be active members of the Fraternity as defined by the Bylaws.

2.3 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 and shall have the rights and privileges to participate as defined in the Bylaws.

Section 3. Time and Place of Meeting. The Conclave shall meet biennially, except as otherwise provided by the Bylaws, upon a date and a place approved by the Grand Council.

Section 4. Quorum. A quorum shall consist of a minimum participation of 50.1% of 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.

4.1 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.

ARTICLE X – AMENDING THE CONSTITUTION

Section 1. Amending the Constitution.

1.1 Any active chapter or member who desires to amend the Constitution shall forward the proposed change in writing at a regularly scheduled regional meeting for his jurisdiction. If approved by two-thirds of the votes cast, the Regional Polaris shall send a copy of the proposed change, in accordance with the guidelines established by the Constitution and Bylaws Revision Committee, to the Grand Executive Secretary and one copy to the Chairman of the Constitution and Bylaws Revision Committee no later than the fourth Sunday in May before the biennial Conclave.

1.2 The proposed amendments approved by the Constitution and Bylaws Revision Committee shall be read and discussed at the Conclave.

1.3 The Constitution and Bylaws Revision Committee shall circulate the approved proposed changes to chapters no later than forty-five (45) days before the biennial Conclave.

1.4 75% of the total number of votes cast shall be required for adoption.

1.5 Amendments to the Constitution shall take effect 90 days after the close of Conclave unless as otherwise set forth in the amendment.

BYLAWS OF IOTA PHI THETA FRATERNITY INCORPORATED

ARTICLE I – GRAND COUNCIL

Section 1. The Grand Council has the authority to promulgate policies and procedures to perpetuate the prosperity of the Fraternity.

Section 2. Intermediate Officers. With the exception of the Grand Polaris, Grand Vice-Polaris, Grand Treasurer, and the Regional Polaris, the Grand Polaris shall have the power to appoint intermediate officers for the furtherance of the fraternity's purpose.

2.1 The Intermediate Officers shall be the: Director of Alumni 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, Chaplain, Historian, Parliamentarian and General Counsel.

2.2 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 66.7% 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.

2.3 In the event that the Conclave immediately following the creation of the position does not take place or the brotherhood 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 66.7% of the Board's approval.

Section 3. The term of office of each nationally elected member of the Grand Council shall be four (4) years, beginning ninety (90) 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. In case of the unexpired term of the Grand Polaris, the Grand Vice-Polaris shall fill the vacancy.

Section 5. 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.

Section 6. In the event that there is a vacancy amongst the Grand Council, the Grand Polaris shall appoint an active member to complete the term of office. The appointment is subject to 66.7% approval of the rest of the Grand Council.

Duties and Powers of the Grand Council

Section 7. Grand Polaris. The Grand Polaris shall be the Chief Executive Officer of the Fraternity and shall perform all duties which are usually executed by a chief officer. He shall preside at 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. He has the ability to remove any Regional Polaris from office for good cause, however, removal of a Regional Polaris requires approval from 66.7% of the Board of Directors.

He shall supervise all matters connected with obtaining evidence of violations of Fraternity rules and regulation and state and federal law, committed by a third party or a member of the Fraternity. He shall be an ex-officio member of the Board of Directors and all Grand Council committees, except the Elections and Nominations Committee. He shall enforce the Constitution, Bylaws, Standing Rules, Code of Conduct, policies and other regulations 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 8. 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 Polari and the Intermediate Officers. He shall be the liaison to the National Iota Foundation.

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 to 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 ensure 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 shall 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 role 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 Conclave or the Grand Council. And, he shall perform such other duties as delegated to him by the Grand Polaris.

The Executive Director shall be appointed by the Grand Polaris with the approval of 50.1% of the Board of Directors.

Section 12. Regional Polaris. It shall be the duty of the Regional Polaris to exercise general supervision over his region. He shall have the power to address the problems of his region. He shall preside over regional conferences and other regional meetings. He shall oversee all intake activities in 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, 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 Council or Board of Directors, or have been voted on at Conclave. He may make recommendations on updates and edits to the Handbook to be voted on by the Conclave.

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.

Election of Grand Council Officers

Section 17. Elected Offices. The elected officers of the Grand Council shall be the Grand Polaris, Grand Vice-Polaris, Grand Treasurer, and Regional Polari. The Grand Polaris, 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 brother to be considered a candidate for the offices of Grand Polaris or Grand Vice-Polaris, he must have been a member of the Fraternity for at least ten (10) 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 held a position(s) on the Regional or National level for a minimum of 4 years and must be an active member in an alumni chapter.

18.1 In order for a brother 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 be currently or previously employed by a financial institution for at least two (2) years or must have been employed as an accountant or financial advisor for a profitable business or charity. He must be an active member in an alumni chapter and must have been an active member of the Fraternity for at least three (3) consecutive years just prior to his appointment.

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 Elections and Nominations 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.

19.2 **Candidate Screening.** The Elections and Nominations 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 Elections and Nominations Committee will certify the final list of candidates and announce it to the general body, no later than February 1st of the Conclave year.

19.3 **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 rules and regulations established by the Elections and Nominations Committee.

19.4 **Commencement of Office.** The new officers shall take office 90 days after the certification of election results or the adjournment of the Conclave, whichever comes later.

Standing Committees

Section 20. The following are the Standing Committees of the Fraternity. Unless specified herein, the Grand Polaris, with the approval of 66.7% of the Grand Council, shall appoint chairmen and members of all committees.

A. Constitution and Bylaws. The Constitution and Bylaws Committee shall consist of the General Counsel, who shall serve as chairman, the Grand Secretary, and a member from each region. The Constitution and Bylaws Committee shall propose needed changes to the Constitution and Bylaws, examine all proposed amendments from approved sources, and formulate the same to be circulated.

B. 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.

C. Honorary Membership. The Honorary Membership Committee shall consist of the Director of Honorary Recruitment, who shall serve as chairman, and a member from each region. The Honorary Membership Committee shall develop criteria for selecting Honorary Members, screen nominations, present recommendations for honorary membership to the Grand Council, and assist with all matters related to Honorary Members.

D. Membership. The Membership Committee shall consist of the Director of Intake, who shall serve as chairman, the Director of Alumni Affairs, the Director of Undergraduate Affairs, the Director of Military Affairs, and a member from each region. It shall be the duty of the Membership Committee to monitor membership trends and recommend strategies for recruiting new members, reactivating and retention of members.

E. Elections and Nominations. The Elections and Nominations Committee shall consist of the Grand Parliamentarian, who shall serve as chairman and one member from each region, elected on the regional level. The Elections and Nominations Committee shall be responsible for the administration of regional and national elections, the verification of candidates, and the education of the membership regarding the qualifications of the candidates and the elections process.

F. Program. The Program Committee shall consist of the Director of Membership Services, who shall serve as chairman, and one member from each region. It shall be the duty of this committee to formulate program initiatives that are beneficial to the Fraternity, its members, and its purpose.

20.1 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 dissolved at the earlier of the end of its specified tenure, or when its appointing authority completes its term of office.

ARTICLE II – REGIONS

Section 1. The Regions of Iota Phi Theta Fraternity Incorporated 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, Assistant Regional Polaris, Regional Secretary, Regional Treasurer and State Directors. The Regional Polaris, Assistant Regional Polaris, Regional Secretary and Regional Treasurer shall be elected by their respective regions. State Directors may be appointed by the Regional Polaris.

Each Region 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 policies, procedures and the overall direction established by the Grand Council and these Bylaws.

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 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.

Section 3. Regional Polaris. In addition to the duties enumerated in Article 1, Section 11, the Regional Polaris shall be responsible for enforcing the rules and regulations of the Fraternity and any policies and decisions established by Grand Council and Board of Directors within his respective region.

3.1 The Regional Polaris must reside within the region he presides over throughout the duration of his term.

3.2 The Regional Polaris may appoint one State Director to assist him with the supervision of the chapters in a particular state. 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.

3.3 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. Assistant Regional Polaris. It shall be the duty of the Assistant Regional 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 after 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 collegiate chapter, and work directly with their designated collegiate chapters on behalf of the Regional Polaris.

Election of Regional Officers

Section 8. Elections. Elections for all Regional Board members shall take place every two 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 financial chapters in the region.

8.4 All votes will be collected, counted, and confirmed by the current Regional Secretary

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 held a position on the Regional level for a minimum of 2 years.

Section 10. Delegates to the Regional Conference. One (1) delegate from each collegiate chapter that is active on the national and regional levels prior to the Regional Conference will be eligible to vote. One (1) delegate from each alumni chapter that is active on the national and regional levels prior to the Regional Conference will be eligible to vote.

ARTICLE III – CHAPTERS

Section 1. Organization and Powers. A chapter of the Fraternity is created by the granting of a charter by the Grand Council at the Conclave. A chapter may be chartered by a group of no less than 1 man subject to the membership requirements set forth in the Chapter Handbook.

Section 2. Duties and Powers of Chapters. A chapter shall consist of those members who are initiated or transferred, into it.

2.1 Members of an undergraduate chapter shall be (i) undergraduates in good standing at the institution where the chapter is located or (ii) graduate or professional students in good standing who are continuing their education at the institution where the chapter is located and have elected to be a member in the undergraduate chapter.

2.2 A graduate/alumni chapter shall be composed of those members who (i) have graduated from their respective college or university and who are initiated or transferred into said graduate

chapter (ii) left their college or university permanently and who are initiated or transferred into said graduate chapter or (iii) are members as defined in Article VI, who are initiated or transferred into said graduate chapter.

2.3 Chapter bylaws may be adopted and amended as a chapter deems advisable, provided that they in no way conflict with the Constitution, Bylaws, rules, regulations or policies of the Fraternity.

Section 3. 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 to attend Conclave and all requires national and 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 4. Active Chapters. A chapter shall be considered active upon satisfying its annual National obligations established by the Grand Council 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 two delegates to attend Conclave.

4.1 **National Obligations.** A chapter is obligated to pay National Dues and Assessments as established Article XI, Sections 5 and 6 of these Bylaws. Chapters 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 Conclave 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.

Section 5. 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 6. Chapter Names. Chapters shall be named in the order of their admission by the consecutive letters of the Greek alphabet, the double letters to be used when repetition is necessary. The names of graduate chapters shall be followed by the letter omega.

Section 7. 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 person 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. Officers elected by an undergraduate chapter shall be so elected for one academic year. Graduate or alumni 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.

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

7.2 **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.

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

7.4 **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 8. Suspension or Dissolution. A chapter may be suspended or dissolved for failure to comply with the Constitution, Bylaws, rules, regulations or policies 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.

8.1 **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.

8.2 **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 9. Undergraduate Advisor. Each undergraduate chapter shall be provided an alumni 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 alumni 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 learning, 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 IV - BOARD OF DIRECTORS

Section 1. The Board of Directors shall be comprised the Grand Polaris and one (1) alumni member elected from each region. All founders as well as the two immediate past Grand Polaris may serve as ex-officio members to the Board.

Section 2. Term of Office. Each member of the board shall serve a four (4) year term beginning 90 days after the Conclave in which they were elected. No member shall serve on the Board for more than two (2) consecutive 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 Board election takes place.

3.1 Special Board elections are defined as any national election proceeding that takes place outside of a Conclave.

3.2 It is the responsibility of the Board of Directors to hold special elections within sixty (60) days of the last day of Conclave. The Regional Polaris shall support the Board of Directors in this endeavor and ensure that their respective region is properly notified and participates in the special election.

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 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 66.7% of the Board of Directors.

Duties and Powers of the Board of Directors

Section 6. The Board of Directors shall serve as the judicial body of the Fraternity. They are empowered to ensure the rights and privileges of both chapters and members, approve of 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 may develop and recommend strategies, policies, and advisory opinions for the organization to the Grand Council.

Section 7. The Annual Budget. The Board of Directors must approve of the Grand Council's annual budget by 50.1%.

7.1 The Grand Council must submit a proposed budget to the Board of Directors for approval on November 15th of each fiscal year. 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.

7.2 The Grand Council has fifteen (15) days from the receipt of a rejected budget to revise and resubmit the proposed budget. The resubmitted budget will be subject to the same procedural constraints as the original submission.

7.3 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 Council and the Board of Directors until a final budget is approved by 66.7% of the members at the Meeting.

7.4 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.

Section 8. In the absence or unavailability of the Grand Council, the Board of Directors shall perform the functions of the Grand Council.

Section 9. The Board of Directors shall have authority to hold the Grand Council accountable to adhere to the Constitution, Bylaws and policies of the Fraternity.

Section 10. 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 11. Any active alumni member who has been in the fraternity for at least ten (10) years, has been active with their host Region and Nationals for at least three (3) years prior to their election and has served a complete term in any Regional or National office, shall be eligible for membership to the Board of Directors, as set forth herein.

Section 12. 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. Only the outgoing and incoming Board Members

shall be allowed to vote. The outgoing Chairman shall serve as the presiding officer of the election and be the swing vote in the event of a tie.

13.1 Any member of the Board except for the current 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.

14.1 The Chairman shall preside over all Board meetings. The Chairman shall appoint all Board committees. The Chairman shall serve a two (2) year term, and shall have no term limits other than the limits enumerated in Article IV, Section 2.

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.

ARTICLE V - IMPEACHMENT

Section 1. 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 **The Grand Directive.** The Grand Council and the Board of Directors collectively shall be known as the Grand Directive

1.2 **Good Cause.** Good cause shall mean the violation of the Fraternity's Constitution, Bylaws, or other Fraternity law; and/or the violation of any federal or state criminal statute.

1.3 Before a member can initiate impeachment proceeding, 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. 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 Chair 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, a majority of either Grand Council or the 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. If good cause is established, the Chairman of the Board shall set a 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 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. 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. In the event the Grand Directive determines that the Officer or Director is in violation of the Fraternity Constitution, Bylaws, rules and regulations 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. A majority 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 in the 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 VI – MEMBERSHIP CLASSIFICATIONS

Section 1. Membership Qualifications. Membership in this organization shall be open to all men without regard to race, color, creed, religion, or national origin provided that all

qualifications have been met. 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. 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, 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, 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 3. Active Status.

3.1 A member is considered active and in good standing provided he adheres to the Constitution, Bylaws, regulations, rules, policies of the Fraternity and is financial.

3.2 A member is considered financial if he has satisfied his annual National financial obligations.

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 Ones Letter's) from this organization shall be accomplished by a member submitting his letter of resignation to his Regional Polaris and the Grand Polaris. Once a person 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 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 majority vote.

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 institute of higher learning 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 institute of higher learning 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 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. Alumni Membership. An alumni 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 Alumni New 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 all of the following are met:

- A. Prospective members must have successfully obtained their baccalaureate degrees or trade/vocational certifications from an accredited institution of higher learning; or,
- B. They are currently holding a rank in the military of at least an E-5 and have completed a minimum of 5 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 Honorary Member 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 Honorary Membership Committee with the approval of 50.1% of the Grand Council.

Section 9. Life Member. A life member is defined as a member who has paid in full, the Life Membership Fee and completed all necessary requirements as 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. Chapters must comply with the mandates and methods outlined in the Chapter Handbook in regards to Brotherhood Intake Process.

ARTICLE VII – 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 by the full force of the law and shall be subject to additional sanctions and repercussions pursuant to Article XII of these Bylaws.

ARTICLE VIII – MEETINGS

Section 1. Conclave. The Conclave will be held biennially at a date and location to be determined by the Grand Council.

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 to be determined by the Grand Council.

2.1 The ILC shall serve as a forum for the body to receive training, certifications, review and develop leadership skills and enhance scholarship principles.

2.2 The ILC may serve as the forum where bassists for upcoming Regional and National elections and National proposals are presented to and reviewed by the Body for consideration.

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.

Section 5. Special Joint Meetings. Special joint meetings of the Grand Council and the Board of Directors may be called by the Grand Polaris 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 place and a date to be determined by the Regional Board. The date must be approved by the majority of the Grand Council.

ARTICLE IX – CONCLAVE

Section 1. The Conclave shall have the power to make changes and amendments to the Fraternity's Constitution, Bylaws, rules, regulations, policies, procedures and general practices.

Voting for National Officers

Section 2. 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 financial 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 ten (10) votes.

Section 3. The Elections and Nominations 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 4. Voting for Officers shall be conducted in accordance with the rules and regulations established by these Bylaws. Additional procedures may be promulgated by the Elections and Nominations Committee.

Voting on Proposals to Amend the Constitution and Bylaws

Section 5. Amendments to the Constitution and Bylaws may only be voted on at Conclave.

5.1 **Special Sessions.** The Grand Directive may call a Special Session of the Body to vote on or ratify proposals/amendments to the Constitution or Bylaws. 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 6. Proposals Protocol.

6.1 In order for an active member to amend the Constitution or Bylaws, the member must fill out a Conclave Amendment Proposal Form. The proposed amendment 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.

6.2 Once all of the proposed amendments are submitted, the Constitution and Bylaw Committee (CBC) will have 30 days to approve, reject, or remand the proposals back to the author for clarification. A copy of all the proposed amendments that have been reviewed by the CBC as well as any recommended revisions created by the CBC 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.

6.3 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. 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 must write several different proposals.

6.4 The CBC shall not accept or reject a proposal simply because its members agree or disagree with the substance of a proposal. The CBC 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, overbreadth, confusing language, and other factors of this nature.

6.5 A proposed amendment must be approved by 66.7% of the voting chapters to be ratified.

Section 7. Additional Procedures. The CBC may create additional procedures to augment the efficiency of the proposal process. The additional procedures must be approved by a majority of the Grand Council.

Section 8. Effective Date. All changes and amendments to the Constitution, Bylaws or other Fraternity policies and procedures shall take effect ninety (90) days after they are ratified, unless otherwise specified in the language of the proposal.

General Voting Provisions

Section 9. A majority vote shall be required to carry a motion/agenda item for all business conducted at the Conclave, unless otherwise provided for in the Constitution or these Bylaws.

Section 10. Proposals to create or amend any Fraternity policy, practice or procedure must be submitted and ratified in accordance with the proposal protocol.

Section 11. 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 12. Member-at-Large Voting. At the beginning of each Conclave, the Elections and Nominations Committee shall facilitate a caucus for Members-at Large who have met their national financial obligations to the Fraternity by March 1st of the year immediately preceding the Conclave and the Conclave year. During this meeting, the Members-at-Large will select two (2) delegates to represent their interests at Conclave. The Members-at-Large delegation shall be treated as a chapter and have all voting rights and privileges of the same, except for the ability to vote on amendments to the Constitution or Bylaws.

Section 13. Proxy. Voting by proxy is impermissible.

ARTICLE X – 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 Constitution and Bylaws of the Fraternity. If there is an inconsistency with the Constitution and/or these Bylaws and a policy or mandate promulgated by the Grand Directive or adopted by the Conclave, the Constitution and Bylaws will supersede the policy or mandate.

Section 3. Chapter Handbook. All policies, procedures, and governing documents must be recorded in the handbook and made available to the brotherhood no later than ninety (90) days after the close of each national meeting.

Section 4. Meeting Minutes. The Grand Secretary shall distribute the minutes from each national meeting no later than ninety (90) days after the close of each national meeting.

Section 5. 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 (90) ninety 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.

ARTICLE XI – FINANCES

Section 1. Fiscal Year. The fiscal year shall begin January 1st and end December 31st of each year.

Section 2. Budget. The Grand Council, utilizing the Finance Committee, shall prepare a draft budget and submit it to the Board of Directors to cover the upcoming fiscal year by no later than October 1st of the current year. The Board of Directors shall work with the Grand Council to finalize the proposed budget. The Grand Council shall submit the final budget to the Board of Directors for approval by no later than November 1st. The Board of Directors must either approve or reject the budget in its entirety by December 1st of the current year. In the event the budget is rejected by the Board of Directors, the Board of Directors shall create a final binding budget by December 31st.

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 \$5,000.00 must also be approved by a majority of the Board of Directors.

Section 4. Expenditures. The Grand Polaris shall have discretionary spending power for up to \$5000.00 per fiscal year. Any expenditure exceeding that amount requires approval by the Board of Directors.

Section 5. National Dues. National Dues shall be paid by March 1st of each fiscal year. The amount to be paid for National Dues shall be determined by the Grand Council upon the approval of the majority 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.

Dues applicable to a Chapter or Member may only be modified during the Conclave preceding the proposed effective date of the dues change.

Section 6. Assessments. The Grand Council may recommend monetary assessments of Members or Chapters within the budget submitted to the Board of Directors. 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 a majority 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. Intake Fees. The Grand Council has the authority to require intake fees for prospective members meeting the requirements of undergraduate, alumni 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 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 a majority of the Board of Directors. Intake fees may only be modified during Conclave.

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 person 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 majority 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 the fiscal year, the books of the Fraternity shall be closed and a financial statement prepared for said year. Such financial statement shall be promptly mailed, via a Nationally recognized mail carrier or via electronic mail, to each member of the Grand Directive and shall be submitted to the delegates at the Conclave.

ARTICLE XII – DISCIPLINARY ACTION

Section 1. 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. 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 in accordance with the Member Code of Conduct and the Disciplinary Policy.