



SOCIETY BYLAWS

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THE BYLAWS OF THE HONOR SOCIETY OF PHI KAPPA PHI, INC.

A Nonprofit Corporation

PREAMBLE

The Honor Society of Phi Kappa Phi, Inc., a nonprofit corporation, shall be governed in accordance with the laws of the State of Michigan; with the Corporation's Articles of Incorporation, amended to authorize operation in the State of Louisiana and with its additional amendments, if any; and with these Bylaws as amended periodically. This corporation is the successor to an unincorporated association known as The Honor Society of Phi Kappa Phi. In these Bylaws, this corporation will be referred to as the "Corporation," "Society," or "Phi Kappa Phi," and the Society Board of Directors will be referred to as the "Board."

ARTICLE I Name and Objectives

Section 1. The name of the Society is The Honor Society of Phi Kappa Phi.

Section 2. The primary objectives of the Society are to promote the pursuit of excellence in all fields of higher education; to recognize outstanding achievement by students, faculty, and others through invitation to membership and through various awards for distinguished achievement; and to engage the community of scholars in service to others.

ARTICLE II Membership

Section 1. Membership in the Society is open to scholars with integrity and high ethical standards from all academic disciplines.

Section 2. Persons initiated into membership remain members even though they do not maintain active membership.

Section 3. The following membership categories are authorized:

3.1 Active Members: Regular

3.11 Affiliated. They have been invited and initiated, and have paid chapter and Society dues for the current year.

3.12 Unaffiliated. They have been invited and initiated, and have paid Society dues, but not chapter dues, for the current year.

3.2 Active Members: Life

3.21 Active-for-Life. They have been invited and initiated,

and have paid the Active-for-Life membership fee or have been accorded this status by the action of the Board. To maintain affiliated status, they must pay chapter dues, otherwise they will be classified as unaffiliated.

3.22 Emeritus. They have been invited and initiated, have retired from professional duties, have been recommended for this status by their chapters, and approved by the Executive Director. Upon payment of a one-time fee, paid either by the chapter or by the individual, these members are granted Active-for-Life status in the Society as well as in the chapter of affiliation.

3.23 Distinguished. An active or inactive member who has served the Society in an outstanding manner may be nominated for Distinguished membership by a member or a chapter. Upon the payment of the cost of Active-for-Life membership, and upon approval by a Board subcommittee appointed by the President, the individual will receive an Active-for-Life membership in Phi Kappa Phi and a distinguished member certificate.

3.24 Honorary. A nonmember who has achieved eminence in some academic, creative, intellectual or other career endeavor may be nominated for Honorary Membership by a member or a chapter. Upon the payment of the cost of five years' membership dues in Phi Kappa Phi, and upon approval by a Board subcommittee appointed by the President, the individual will receive an Honorary Membership in Phi Kappa Phi and an honorary member certificate. A chapter may choose to honor a member by purchasing an Active-for-Life membership.

3.3 Inactive Members

3.31 They have not paid Society dues for the current year.

3.32 Such members shall be returned to active status when Society dues are paid for the current year.

3.4 Charter Members

3.41 They have participated in the organization of a new chapter and have been accorded the privilege of signing the charter through the acceptance of their petition by the Board.

3.42 They shall be either active members of the Society by previous initiation in another chapter who are willing to transfer their affiliation or members of the faculty, administration, or professional staff of the institution and about to be initiated.

3.43 For those petitioners who are not members of Phi Kappa Phi, approval of the petition constitutes authorization by the Board for their initiation into the Society immediately subsequent to the installation of the chapter.

3.44 They may continue their active participation as Affiliated, Unaffiliated, or Active-for-Life members.

Section 4. Eligibility for membership in the Society shall be confined to the following:

4.1 Undergraduate students in any department of a college or university having an institutional chapter who have completed at least twenty-four (24) semester hours or the equivalent at that institution, and

4.11 who, in their junior year, rank scholastically in the upper seven and one-half (7.5) percent of the class, after completing at least seventy-two (72) semester hours or the equivalent, or

4.12 who, in their senior year, rank scholastically in the upper ten (10) percent of the class at the time of invitation.

4.13 Eligibility may be determined separately for each academic unit within a member institution.

4.2 Graduate and professional students in any college or university having an institutional chapter, who have an outstanding record in graduate or professional study as evidenced by ranking scholastically in the upper ten (10) percent of all graduate and professional students in that institution, had an outstanding record as evaluated by the chapter selection committee, and meet one (1) of the following requirements:

4.21 Have been registered as post-baccalaureate students in the institution on a full-time basis for at least one (1) academic year or on a part-time basis for the equivalent of at least one (1) academic year.

4.22 Are former post-baccalaureate students who have been awarded an advanced degree by the institution subsequent to the last previous invitation of members in the chapter.

4.23 Eligibility may be determined separately for each academic unit or program within a member institution.

4.3 Alumni who are graduates from any class of five (5) years' standing or more. These should be persons whose achievements since graduation have been outstanding and whose scholastic records while in college were high, with an increasing emphasis on the former as the period since graduation becomes longer.

4.31 The number of members initiated in any year by an

institutional chapter from the alumni of that institution, with the exception of the first five (5) years after the installation of the chapter, shall not exceed two (2) percent of the number of undergraduates and graduate students invited by the chapter that year.

4.32 Chapters that invite fewer than two hundred (200) students per year shall be allowed to initiate a maximum of four (4) persons per year from the eligible alumni or alumnae of that institution.

4.4 Members of the institution's faculty, administration, and professional staff (including research, library, and extension staffs) whose scholastic records and/or outstanding achievements have rendered them worthy of membership.

4.41 Members of the faculty, administration, and professional staff who do not hold a collegiate degree, but who have distinguished themselves professionally, may be initiated provided prior approval for their initiation is obtained from the Board.

4.42 The number of members initiated in any year by an institutional chapter from the faculty, administration, and professional staff of that institution, with the exception of the first five (5) years after the installation of the chapter, shall not exceed three (3) percent of the number of students invited by the chapter that year.

4.43 Chapters that invite fewer than two hundred (200) students per year shall be allowed to initiate a maximum of six (6) persons per year from the faculty, administration, and professional staff of that institution.

4.5 Members of New Chapters

4.51 Members of a predecessor honor society functioning in the manner of Phi Kappa Phi who would have qualified for membership in Phi Kappa Phi under requirements specified in subsections 4.1, 4.2, 4.3, and 4.4 above, may be invited to membership provided they are invited by the institutional chapter within five (5) years after the chapter's installation.

4.52 Graduates of an institution where no predecessor honor society similar to Phi Kappa Phi existed who would have qualified for membership in Phi Kappa Phi under requirements specified in subsections 4.1, 4.2, 4.3, and 4.4 above, may be invited to membership provided they are invited by the institutional chapter within five (5) years after the chapter's installation.

Section 5. Invitation to Membership

5.1 All invitations to membership shall be approved either at a regularly called quorum is present OR by mail or electronic

mail to all affiliated members OR by the chapter's executive committee.

5.2 An affirmative vote of two-thirds (2/3) shall be necessary for the approval of any person for membership.

Section 6. Membership Privileges

6.1 Active members have access to all available benefits offered by the Society and are eligible to

6.11 Vote in chapters, if affiliated.

6.12 Hold office in chapters, if affiliated.

6.13 Serve as chapter delegates to any Convention, if affiliated.

6.14 Serve on Society committees.

6.15 Hold Society office.

6.2 Charter members have the privilege of signing the charter for a new chapter.

Section 7. Membership Responsibilities

7.1 Members should conduct themselves at all times in a manner consistent with integrity and high ethical standards.

7.2 If a member fails to conduct himself/herself in a manner consistent with integrity and high ethical standards, his/her membership may be revoked by his/her Chapter's Executive Committee or by the Society's Board of Directors in accordance with Society policy.

7.3 If his or her membership is revoked, the former member has the right to appeal this decision to the President.

ARTICLE III Chapters and Regions

Section 1. Chartering of Chapters

1.1 The Board shall establish policies and rules of procedure for

1.11 Submission of petitions for new chapters.

1.12 Review of petitions.

1.13 Execution and presentation of charters.

1.14 Payment of petitioning and chartering fees.

1.15 Placement of chapters on inactive status.

1.16 Withdrawal of charter.

1.2 Eligibility to Petition for Chapter

1.21 An institutional chapter may be established in any college or university which holds regional accreditation, offers a baccalaureate degree, manifests Phi Kappa Phi standards of quality, and meets basic institutional requirements as approved by the Board.

1.22 An alumni chapter may be chartered by the Board any place where the objectives of the Society would be promoted thereby.

Section 2. Functions of Chapters

2.1 Institutional chapters shall

2.11 Hold two (2) or more meetings a year, at one (1) of which a program should be presented.

2.12 Recognize outstanding achievements through invitation to membership.

2.13 Sponsor programs and activities that support and recognize scholarship and/or service.

2.14 Participate through the chapter president in regional elections and other voting between biennial Conventions (henceforth "Conventions").*

2.15 Send a delegate to Society Conventions and regional meetings and workshops.

2.2 Alumni chapters shall

2.21 Hold two (2) or more meetings a year, at one (1) of which a program should be presented.

2.22 Sponsor programs and activities that support and recognize scholarship and/or service.

2.23 Participate through the chapter president in regional elections and other voting between Conventions.

2.24 Send a chapter delegate to Society Conventions and regional meetings and workshops.

* The first biennial convention will take place in 2010.

Section 3. Chapter Bylaws

3.1 This document shall be in accordance with the bylaws of the Society.

3.2 Upon adoption or revision, a copy shall be filed with the Executive Director of the Society.

3.3 A quorum for meetings shall be specified in the chapter bylaws.

3.4 When chapter bylaws are updated solely to reflect changes in Society bylaws as approved by Convention, the chapter bylaws may be amended without a vote of the general membership.

Section 4. Chapter Governance

4.1 The elective officers shall include a President, a President Elect, a Faculty Vice President, two (2) Student Vice Presidents, a Secretary, a Treasurer, and a Public Relations Officer. These officers shall be affiliated members of the chapter in which they hold office. With the exception of the two (2) Student Vice Presidents, the other officers shall not be students. Additional offices to be held by faculty, administrators, professional staff, students, or alumni may be established as the chapter may prescribe.

4.2 The terms of chapter officers shall be for two (2) years or until their successors are installed.

4.3 The election of officers may occur at any time. A report shall be sent promptly, and in no case later than June 15, to the Executive Director of the Society.

4.4 The management of the chapter shall be vested in an executive committee, consisting of the above officers, the immediate past president, and such additional members as the chapter may prescribe.

4.5 The duties of the President, Vice President, Secretary, and Treasurer shall be such as usually pertain to these offices, together with other such duties as the bylaws of the chapter may prescribe.

4.6 It shall be the duty of the Public Relations Officer to engage in such public information activities as the chapter may desire and also to report to the Executive Director of the Society the activities of the chapter, to supply the Executive Director with items of interest about the members, and, in general, to be cooperative with him/her in collecting suitable material for publication.

4.7 The chapter president shall, with the advice and consent of the chapter executive committee, exercise the chapter's voting rights in election of Regional Representatives and other voting

by chapters between Conventions.*

4.71 When a ballot is mailed to chapters, each chapter president shall be responsible for completing it and returning it promptly to the Executive Director of the Society or other designated officer.

4.72 At Conventions, the chapter's delegate shall vote on behalf of the chapter. The delegate may be the chapter president, chapter president elect, an affiliated member, or any other active member designated by the chapter as its proxy.

Section 5. Chapter Inactive Status and Charter Withdrawal

5.1 The Board by a majority vote may place a chapter on inactive status if the chapter has become inactive by not initiating persons within a three (3)-year period, if the chapter has not followed basic procedures or policies, or if the chapter has not served the best interest of the Society.

5.2 The Board by a two-thirds (2/3) vote may withdraw the charter of any chapter if it has become inactive, if it has not followed basic procedures and policies, or if such withdrawal is deemed in the best interest of the Society.

5.3 The Board is responsible for establishing policy for the re-chartering of chapters.

Section 6. Residual Assets

6.1 The residual assets of any chapter placed on inactive status or whose charter has been withdrawn shall revert to the Society's Operating Investment Fund.

6.2 The residual assets and related investment income placed with the Society's Operating Investment Fund may revert to the chapter if inactive status is removed.

Section 7. Regional Organization

7.1 The chapters of the Society shall be grouped in regions, the names and boundaries of which shall be established by the Board or by a vote of chapters.

7.2 The chapters of each region shall be represented on the Chapter Relations Committee by an elected regional representative.*

7.21 A Regional Representative shall be nominated by one or more of the chapters in the respective region and shall be elected by the chapter delegates at a regional meeting held during the Convention.

* Regional Representatives will be elected for the first time at the 2010 Biennial Convention.

7.22 A chapter shall obtain the written consent of the candidate before making a nomination.

7.23 A majority vote of a region's chapters represented at the Convention shall be required for election.

7.24 Regional Representatives shall take office at the close of the Convention and shall serve on the Chapter Relations Committee until the close of the next General Convention.

7.25 A Regional Representative may serve no more than two (2) two (2)-year terms.

7.26 The Regional Representatives will constitute the Chapter Relations Committee and shall choose from among the Chapter Relations Committee the Vice President for Chapter Relations who will serve on the Board of Directors for no more than two (2) consecutive two (2)-year terms.*

7.3 The delegates from each region shall meet during the General Convention. Regional meetings of chapter representatives between Conventions are encouraged.

ARTICLE IV Society Officers

Section 1. The Society officers who constitute the Board of the Corporation shall be President, President Elect, Past President, Vice President for Finance, Vice President for Chapter Relations, Vice President for Students (2), Vice President at Large (2), Vice President for Marketing and Member Benefits, Vice President for Fellowships and Awards, and Executive Director.**

Section 2. Election and Appointment of Society Officers.

2.1 President. The office of the President shall be assumed by the President Elect who was elected at the preceding Convention. The President shall serve for one (1) two (2)-year term and not be eligible for re-election.

2.2 President Elect. The President Elect shall be elected by a majority vote at the Convention from a slate of candidates presented by the Nominating Committee and augmented by nominations of consenting and eligible candidates, if any, made from the floor of the Convention. The President Elect will become President at the close of the Convention following the one at which he/she was elected.

2.3 Past President. The office of Past President shall be assumed by the most immediate past President willing and able to serve. The Past President shall take office at the close of the Convention.

2.4 Vice President for Finance. The Vice President for Finance shall be elected by a majority vote at the Convention from a slate of candidates presented by the Nominating Committee and augmented by nominations of consenting and eligible candidates, if any, made from the floor of the Convention. The Vice President for Finance may serve for up to two (2) consecutive two (2)-year terms.

2.5 Vice President for Chapter Relations. Before the close of the Convention, the newly elected members of the Chapter Relations Committee shall elect a chair. The Chair will serve as the Vice President for Chapter Relations. The Vice President for Chapter Relations may serve for up to two (2) consecutive two (2)-year terms.

2.6 Vice Presidents for Students (2). Before the close of the Convention, the members of the Council of Students shall elect by majority vote two (2) Vice Presidents for Students to serve on the Board. The Vice Presidents for Students shall serve for no more than one (1) two (2)-year term.

2.7 Vice Presidents at Large (2) shall be appointed by the President with the concurrence of the Board. The Vice Presidents at Large shall serve for no more than two (2) consecutive two (2)-year terms.

2.8 Vice President for Marketing and Member Benefits shall be elected by a majority vote at the Convention from a slate of candidates presented by the Nominating Committee and augmented by nominations of consenting and eligible candidates, if any, made from the floor of the Convention. The Vice President for Marketing and Member Benefits may serve for up to two (2) consecutive two (2)-year terms.

2.9 Vice President for Fellowships and Awards shall be elected by a majority vote at the Convention from a slate of candidates presented by the Nominating Committee and augmented by nominations of consenting and eligible candidates, if any, made from the floor of the Convention. The Vice President for Fellowships and Awards may serve for up to two (2) consecutive two (2)-year terms.

2.10 Succession.

2.10.1 A vacancy in the office of President created by the inability to serve shall be filled by the President Elect.

2.10.2 If neither the President nor the President Elect should be able to serve, a President shall be elected by the Board to serve for the remainder of the term.

* The Society will change to a two (2)-year governance structure beginning in 2010.

** The change in Board composition will take effect when Society officers are elected at the 2010 Biennial Convention.

2.10.3 In the event of the inability to serve of the President Elect, this office shall remain vacant until the next Convention, at which time the Convention shall elect the President for the next biennium.

2.10.4 In the event of the inability to serve of the Vice President for Finance, Vice Presidents at Large, Vice President for Marketing and Member Benefits, Vice President for Fellowships and Awards, a replacement shall be appointed by the President with the concurrence of the Board and will serve until the next Convention.

2.10.5 In the event of the inability to serve of the Vice President for Chapter Relations, the Chapter Relations Committee shall elect a new chair to serve as the Vice President for Chapter Relations on the Board until the next Convention.

2.10.6 In the event of the inability to serve of the Vice Presidents for Students (2), the Council of Students shall elect a student to serve on the Board until the next Convention.

Section 3. Duties of Officers.

3.1 President shall

3.11 Perform those duties that pertain to the office of President.

3.12 Appoint the Executive Director with the concurrence of the Board, if a vacancy exists.

3.13 Appoint the membership of committees, workgroups, and similar bodies.

3.14 Serve as an *ex-officio* member of all committees, with the exception of the Nominating Committee.

3.2 President Elect shall

3.21 Perform such duties as are assigned by the President.

3.22 Preside at meetings of the Board or Convention in the absence of the President.

3.23 Serve as chair of the Finance and Budget Committee.

3.3 Past President shall perform such duties as are assigned by the President.

3.4 Vice President for Finance shall

3.41 Serve as chair of the Investment Committee; serve as a member of the Finance and Budget Committee; and serve as a member of The Board of Trustees of the Phi Kappa Phi Foundation.

3.42 Perform such duties as are assigned by the President.

3.5 Vice President for Chapter Relations shall

3.51 Serve as chair of the Chapter Relations Committee.

3.52 Represent the Chapter Relations Committee and assume responsibility for liaison between the Board and the Chapter Relations Committee.

3.53 Assist in the development of chapters in collaboration with the Chapter Relations Committee.

3.54 Initiate action for the election of two (2) student members of the Council of Students in collaboration with the Chapter Relations Committee to serve as Vice Presidents for Students.

3.55 Initiate action to place a chapter on inactive status with concurrence of the Chapter Relations Committee.

3.56 Initiate action toward withdrawal of the charter for a chapter with the concurrence of the Chapter Relations Committee.

3.57 Organize and conduct meetings of chapter officers in collaboration with the Chapter Relations Committee.

3.58 Perform such duties as are assigned by the President.

3.6 Vice Presidents for Students (2) shall

3.61 Serve on the Council of Students.

3.62 Serve as co-chairs of the Council of Students.

3.63 Perform other duties as are assigned by the President .

3.7 Vice Presidents at Large (2) shall perform duties as are assigned by the President.

3.8 Vice President for Marketing and Member Benefits shall

3.81 Serve as chair of the Marketing and Member Benefits Committee.

3.82 Serve on Finance and Budget Committee.

3.83 Perform other duties as are assigned by the President.

3.9 Vice President for Fellowships and Awards shall

3.91 Serve as chair of the Fellowship and Awards Council.

3.92 Oversee the administration of all award programs offered by the Society.

3.93 Serve on the Finance and Budget Committee.

3.94 Perform other duties as are assigned by the President.

Section 4. General Provisions

4.1 The President, President Elect, Past President, Vice President for Finance, Vice President for Chapter Relations, Vice Presidents for Students (2), Vice Presidents at Large (2), Vice President for Marketing and Member Benefits, and Vice President for Fellowships and Awards shall serve without monetary compensation. The Executive Director and the Associate Executive Director shall receive such monetary compensation as the Board may determine.

4.2 Upon evidence of any officer's inability to serve, the Board by a two-thirds (2/3) vote may declare that office to be vacant.

ARTICLE V Board of Directors

Section 1. The Board of Directors of The Honor Society of Phi Kappa Phi shall consist of the Society officers, as prescribed in Article IV, Section 1.

1.1 All members of the Board shall be voting members except the Executive Director.

1.2 The President and the Executive Director of the Society shall be the Chairperson and Secretary, respectively, of the Board.

Section 2. Powers and Responsibilities.

2.1 All administrative and judicial powers of the Society shall be vested in the Board in the intervals between Conventions.

2.2 Specific powers and responsibilities shall include, but not be limited to, the following:

2.21 The Board has full power and authority to establish, maintain, and relocate a principal office and other offices at any place where the Corporation is qualified to do business. The purchase of land and/or buildings for Society Headquarters or other offices shall be approved by a majority of the delegates at a Convention or by a two-thirds (2/3) majority vote of the Board.

2.22 Chartering institutional and alumni chapters, placing chapters on inactive status, and withdrawing charters, if necessary.

2.23 Approving election of Honorary and Distinguished Members.

2.24 Acting on recommendations related to the number and types of fellowships, awards, and other forms of recognition.

2.25 Recommending, subject to approval by a Convention or a majority vote of the chapters, the amounts of annual Society dues for members, petitioning and chartering fees for new chapters, active-for-life membership fees, and any other dues or assessments.

2.26 Reviewing and approving the annual and biennial budgets of the Society.*

2.27 Serving as publisher of the *Phi Kappa Phi Forum* and approving policies pertaining to all Society publications.

2.28 Participating in fund-raising efforts for the Foundation.

Section 3. The Board shall meet at least annually between Conventions at such times and places as may be designated by the President. Special meetings shall be convened by the President when requested by a majority of the Board.

Section 4. Society committee members and resource persons may be invited to attend Board meetings and other meetings approved by the President. The Society Officers, and any others invited by or with the approval of the President to attend meetings, shall receive reimbursement of their expenses, but no other remuneration except the Executive Director and Associate Executive Director shall be compensated as provided in Article IV, Section 4.

Section 5. Before each Convention, a report of the activities of the Board for the preceding biennium shall be mailed to all chapters. At the Convention, this report shall be presented for review and approval.* *

Section 6. Executive Committee

6.1 The Executive Committee shall consist of the President (as chair), President Elect, immediate Past President, Vice President for Chapter Relations, Vice President for Finance, the Executive Director (*ex-officio* and non-voting), and an additional board member elected annually among the board members.***

* The first biennial budget will be approved at the 2010 Convention.

** The first biennium will begin in July 2010.

***The change in Board composition will take effect when Society officers are elected at the 2010 Biennial Convention.

6.2 The Executive Committee shall meet when necessary to facilitate the business of the Society and may prepare policy and other statements for consideration by the Board of Directors.

6.3 Actions by the Executive Committee shall be subject to review by the Board of Directors. The minutes of the Executive Committee shall be made available to the full Board as promptly as possible.

6.4 A subcommittee of the Executive Committee, consisting of the President, President Elect, and Past President, shall serve as the Society Human Resource Committee.

ARTICLE VI Society Headquarters, Executive Director, and *Phi Kappa Phi Forum*

Section 1. Executive Director. The Executive Director shall be appointed by the President, with the concurrence of the Board, for a definite or indefinite period and may remain in office at the will of the Board, who shall evaluate the performance annually.

1.1 The Executive Director shall

1.11 Perform those duties that usually pertain to the office of Secretary of both the Society and the Foundation.

1.12 Perform those duties that usually pertain to the office of the Treasurer of the Society and of the Foundation.

1.13 Manage the Society Headquarters.

1.14 Serve on committees and perform such other duties as the President or Board may prescribe.

Section 2. The *Phi Kappa Phi Forum*

2.1 The *Phi Kappa Phi Forum* shall be the Journal of the Society.

ARTICLE VII Committees and Councils

Section 1. Standing committees and councils are those that have continuous existence. All standing committees and councils are advisory to the Board of Directors. There shall be the following standing committees and councils:

1.1 Finance and Budget Committee*

1.11 Shall consist of eight (8) persons: President, President Elect, Past President, Vice President for Finance, Vice President for Marketing and Member Benefits, Vice President for Fellowships and Awards, the Executive Director, and the Chief Financial Officer.

1.12 The President Elect shall serve as chairperson. If the office of President Elect becomes vacant, the President shall select the chairperson.

1.13 The President shall serve as an *ex-officio*, voting member and the Executive Director and the Chief Financial Officer shall serve as *ex-officio*, non-voting members.

1.14 The Committee shall review both the annual budget and the biennial planning budget prepared by the Executive Director and submit them to the Board for approval or revision.

1.15 The Committee shall (1) recommend annually to the Board the employment of a specific auditing firm, (2) require that each audit consider the adequacy of internal control procedures, and (3) meet with the auditor as necessary.

1.2 Chapter Relations Committee*

1.21 Vice President for Chapter Relations shall serve as chairperson.

1.22 Shall consist of the Regional Representatives.

1.23 The Committee shall coordinate the review of institutions where new chapters are sought; recommend the establishment of new chapters; encourage the development of present chapters; and recommend, when necessary, inactive status and withdrawal of charters.

1.24 The Committee shall assist the Vice President for Chapter Relations in coordinating and overseeing the Council of Students as well as the election of two (2) student members of the Council to serve as Vice Presidents for Students, as provided in Article IV, Section 2.6.

1.3 Investment Committee*

1.31 The Vice President for Finance shall serve as the chair of the committee.

1.32 Shall consist of one (1) representative from each region appointed by the President, plus the Executive Director and Chief Financial Officer, both of whom are *ex-officio*, non-voting members.

1.33 The terms of the appointment of the members, other than the Vice President for Finance, shall be for two (2) years, with at least two (2) new persons appointed at the beginning of each biennium.

* The Society Committees' composition and terms of appointment for members will change effective August 2010.

1.34 The Committee shall provide recommendations to the Board of Directors and to the Trustees of the Phi Kappa Phi Foundation for the investment of the endowment funds in such a manner as to yield the best return compatible with established levels of safety and growth.

1.4 Marketing and Member Benefits Committee.*

1.41 The Vice President for Marketing and Member Benefits shall serve as chair

1.42 Shall consist of one (1) representative from each region appointed by the President.

1.43 The terms of appointment of the members, other than the Vice President for Marketing and Member Benefits shall be for two (2) years, with at least two (2) new persons appointed at the beginning of each biennium.

1.44 The Committee shall make recommendations to the Board concerning marketing, public relations, member benefits, and publications for the Society.

1.5 Fellowships and Awards Council and Committees*

1.51 The President in consultation with the Vice President for Fellowships and Awards shall appoint the chairs for each of the Society's awards committees, with at least two (2) chairs appointed at the beginning of each biennium.

1.52 The Vice President for Fellowships and Awards and the chairs for each of the Society's awards committees shall serve as the Society's Fellowships and Awards Council. The Vice President for Fellowships and Awards shall chair the Council.

1.53 The chairs for each of the Society's awards committees shall serve for no more than two (2) two (2)-year terms.

1.54 The President in consultation with the Vice President for Fellowships and Awards and the chair of each respective Society awards committee shall appoint the members of each respective awards committee.

1.55 The terms of appointment of the members for each of the Society's awards committees shall be for two (2) years, with at least two (2) new persons appointed at the beginning of each biennium.

1.6 Bylaws Committee*

1.61 Shall consist of three (3) members appointed by the President, at least one of whom is a member of the Board.

1.62 The terms of appointment shall be for two (2) years. Members may be re-appointed.

1.63 The Committee shall review the Bylaws and consider recommendations for amendments received from chapters, committees, individual members, and/or the Board and forward proposed amendments to the Board.

1.64 The Committee shall review chapter bylaws to secure consistency with the model chapter bylaws approved by the Board.

1.65 The President shall appoint the chairperson.

1.7 Council of Students**

1.71 The Chapter Relations Committee will invite chapters to nominate students for membership on the Council of Students and establish a set of criteria for selection. Two (2) students from each region will be chosen to serve on the Council of Students.

1.72 Terms of appointment shall be one (1) two (2)-year term.

Section 2. Special workgroups and ad hoc committees are those that do not have continuous existence.

2.1 Special committees shall be appointed to serve for specified times. These are:

2.11 Credentials Committee

2.111 Shall consist of one (1) representative from each region appointed by the President prior to each Convention.

2.112 The Committee shall assist the Executive Director in determining who is representing each chapter at the Convention and report such information at the first session of the Convention.

2.113 The President shall appoint the chairperson.

2.12 Nominating Committee

2.121 Shall consist of one (1) representative from each region appointed by the President not later than one (1) year prior to each Convention.

* The Society Committees' composition and terms of appointment for members will change effective August 2010.

**The Council of Students will be created during the 2007-2010 triennium. The Vice Presidents for Students (2) will be elected during the 2010 Biennial Convention.

2.122 The Committee shall prepare a slate of candidates for the offices of President Elect, Vice President for Finance, Vice President for Marketing and Member Benefits, and Vice President for Fellowships and Awards, listing for each office the names of individuals willing and eligible to serve.

2.123 The Committee shall present the slate of candidates for review by the Board no fewer than four (4) months prior to the Convention.

2.124 The Committee shall publicly announce the slate to all chapter presidents no later than two (2) months in advance of the Convention.

2.125 The Committee shall present the slate to the Convention, at which time additional nominations of consenting and eligible candidates may be made from the floor.

2.126 The President shall appoint the chair.

2.2 Ad hoc committees shall be appointed by the President as the needs and welfare of the Society demand.

2.21 The President shall define the functions of each committee and appoint the chairperson.

2.22 Ad hoc committee functions shall not usurp the functions, duties, or responsibilities of any standing committee.

2.23 The President shall inform the appointees of their functions.

Section 3. Meetings may be called by the chairperson of the committee on his or her own motion or at the direction of the Board.

ARTICLE VIII Conventions

Section 1. A Convention, either General or Special, may consist of one (1) delegate from each chapter and the members of the Board. The delegate from a chapter shall be the Chapter President, President Elect, an Active Member Affiliated, or any other active member designated by the chapter as its proxy.

Section 2. In a Convention, each chapter that has sent a delegate and each member of the Board shall have one (1) vote. A member of the Board who serves as a chapter delegate shall have only one vote.

Section 3. The President and the Executive Director shall serve as the presiding officer and secretary, respectively, of a Convention.

Section 4. Powers and Responsibilities

4.1 A General Convention is vested with the supreme authority of the Society and, subject to the Articles of Incorporation and the procedures prescribed to be followed in amending these Bylaws, shall

4.11 Have jurisdiction over all affairs of the Society.

4.12 Establish rules of governance of the Society.

4.13 Establish such offices not herein provided for as may be found expedient, and provide for appointment or election of persons to fill such offices.

4.14 Have power to interpret all provisions of the Bylaws.

4.15 Elect by majority vote the President Elect, Vice President for Finance, Vice President for Marketing and Member Benefits, and Vice President for Fellowships and Awards and also elect, if necessary, the President according to Article IV, Section 2.10.*

4.16 Elect, in regional meetings, a Regional Representative for each region.*

4.2 A Special Convention shall have the same authority over the affairs of the Society as a General Convention, with the exception of the biennial election of the President Elect, Vice President for Finance, Vice President for Marketing and Member Benefits, and Vice President for Fellowships and Awards.

Section 5. Meetings

5.1 General Convention

5.11 A General Convention shall meet once in two (2) years.**

5.12 Time and place shall be determined by the Board.

5.2 Special Convention

5.21 The President shall call a Special Convention when requested to do so in writing by two-thirds (2/3) of the members of the Board or one-third (1/3) of the chapters.

5.22 Time and place shall be determined by the Board.

5.23 A three-month (3) notice shall be given each chapter of the place, date, and purpose(s) of a Special Convention.

*The change in Board composition will take effect when Society officers are elected at the 2010 Biennial Convention.

** The first biennium will begin in July 2010.

Section 6. A Convention quorum is a simple majority of official delegates registered for the Convention.

ARTICLE IX Fees, Dues, and Assessments

Section 1. Society Fees, Dues, and Assessments.

1.1 The following types of fees, dues, and assessments may be collected by the Society:

1.11 Petitioning, chartering and authorizing fees to reimburse the Society for part of the expenses incurred in the establishment of new institutional and alumni chapters.

1.12 Initiation fees.

1.13 Membership fees.

1.14 Special assessments.

1.2 Establishment of amounts.

1.21 The Board shall recommend the amounts of fees and dues and shall make them effective subject to approval by the next Convention or approval of a majority of chapters.

1.22 Special assessments shall be levied only by two-thirds (2/3) vote of the Board and the approval of a majority of the chapters or by two-thirds (2/3) majority of a General or a Special Convention.

1.3 Fees, dues, and assessments shall be collected by the Headquarters in accordance with a stated policy.

1.31 The fees, dues, and assessments provided for in this Article shall be disbursed by the Executive Director to pay expenses, to be invested as endowment funds, or to be otherwise allocated as determined by the Board.

Section 2. Chapter Fees and Dues.

2.1 Each chapter shall have authority to determine its own initiation fees and chapter dues, and shall be responsible for remitting the Society initiation fees to the Executive Director. Chapter dues shall be collected by the Executive Director on the same billing as Society dues.

2.12 The Executive Director shall remit dues so collected to the chapter at appropriate intervals.

2.2 Charter members of a chapter to be installed are required to pay Society fees and dues as follows:

2.21 Members of the Society who have paid Society dues for the current year shall pay no additional fee.

2.22 Members of the Society who have not paid dues for the current year shall pay Society dues before being recognized as charter members but shall pay no Society initiation fees.

2.23 Charter members who were not members of the Society previously shall be initiated and pay full initiation fees and any dues or fees required by the chapter.

ARTICLE X Motto and Insignia

Section 1. The motto of the Society shall be Philosophía Krateítō Phōtôn, interpreted to mean, “Let the love of learning rule humanity.”

Section 2. The badge of the Society shall be a half-globe, facing forward, girded by a band bearing the initials of the motto in Greek, ΦΚΦ, and with the rays of the sun surrounding the globe in the fashion of a corona, represented as being in eight (8) groups.

Section 3. The seal of the Society shall consist of the badge surrounded by a crenellated line symbolizing the Walls of Troy, above which are three (3) stars representing the original chapters and below, the inscription “Founded 1897.”

Section 4. The ribbon of the Society shall be white, bearing in a contrasting color the letters of the Society and a meander pattern common in ancient Greek art.

Section 5. The specifications for the official ritual and insignia of the Society shall be preserved by the Executive Director for appropriate use. The purchase or consignment of insignia shall be made only from the Society Headquarters on orders properly certified by the secretary or treasurer of the chapter and countersigned by the Executive Director.

ARTICLE XI Rules of Procedure

Section 1. The Board or any Convention may establish such rules of procedure as may be necessary for implementing the provisions of these Bylaws and for governing the Society.

Section 2. Such procedure shall become operative at the time designated by the Board or the Convention and shall be published and distributed to Society and chapter officers.

Section 3. Robert’s Rules of Order, as most recently revised, shall govern the proceedings of meetings of the Society when not in conflict with these Bylaws.

ARTICLE XII
Amendments and Revisions of Bylaws

Section 1. Amendments and revisions may be initiated by a chapter, a Society committee, or the Board.

Section 2. Such proposed amendments and revisions shall be reviewed by the Board. A majority vote of the Board shall be required for endorsement.

Section 3. Any proposed amendment initiated by a chapter which did not receive the Board's endorsement can be placed before the Convention if ten (10) chapters endorse the proposal.

Section 4. Such proposed amendments endorsed by the Board or ten (10) chapters shall be submitted at least three (3) months prior to a Convention to the Executive Director, who, in turn, will notify the chapters at least one (1) month prior to the Convention.

Section 5. A two-thirds (2/3) vote of a Convention is required to amend or revise these Bylaws.

Section 6. In special circumstances to be determined by the Board of Directors, a mail ballot or electronic mail ballot may be substituted for a Convention vote, with two-thirds (2/3) of the chapters casting votes being required to amend or revise these Bylaws.

ARTICLE XIII
**Relationship Between The Honor Society of Phi Kappa Phi
and The Phi Kappa Phi Foundation**

Section 1. The Honor Society of Phi Kappa Phi shall transfer funds to The Phi Kappa Phi Foundation, incorporated as a nonprofit, public corporation in 1969, for fellowships, scholarships, and other educational and charitable activities.

Section 2. The Society may transfer funds in excess of operating needs into the Foundation's accounts as recommended by the Executive Director and approved by the Board.

Section 3. Officers of The Honor Society of Phi Kappa Phi also serve as officers of The Phi Kappa Phi Foundation.