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FOURTH AMENDED AND RESTATED BYLAWS

of

THE HONOR SOCIETY OF PHI KAPPA PHI

(A Louisiana Non-Profit Corporation)

ADOPTED AND EFFECTIVE
November 14, 2025

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THE BYLAWS OF
THE HONOR SOCIETY OF PHI KAPPA PHI
A Louisiana Non-Profit Corporation

PREAMBLE

The Honor Society of Phi Kappa Phi ("**Society**"), a Louisiana non-profit corporation registered under Section 501(c)(3) of the Internal Revenue Code, governed in accordance with the laws of the State of Louisiana with the Society's Articles of Incorporation ("**Articles**"), does hereby amend and restate its Bylaws ("**Bylaws**") in whole as follows.

This organization is the successor to an unincorporated association known as The Honor Society of Phi Kappa Phi.

ARTICLE 1
ARTICLES OF INCORPORATION

SECTION 1.1 ARTICLES OF INCORPORATION. All terms and conditions set forth in the Society's Articles are incorporated herein in their entirety.

ARTICLE 2
GENERAL

SECTION 2.1 NAME. The name of the organization is The Honor Society of Phi Kappa Phi**.**

SECTION 2.2 DOMICILE. The domicile of the Society shall be in the Parish of East Baton Rouge, State of Louisiana.

SECTION 2.3 PRINCIPAL OFFICE. The principal and registered office of the Society shall be located at 7576 Goodwood Boulevard, Baton Rouge, Louisiana, 70806. The Society may change the principal and/or registered office or have such additional offices as the Society's Board of Directors ("**Board**") may, from time to time, determine to be in the best interest of the Society.

SECTION 2.4 PRIOR BYLAWS. These Bylaws wholly supersede prior Bylaws of the Society and become effective upon the date adopted by the Board.

ARTICLE 3
MISSION AND FUNCTIONS

SECTION 3.1 NON-PROFIT SOCIETY. The Society is a non-profit corporation as defined in Louisiana Revised Statute 12:201.

SECTION 3.2 MISSION. The mission of the Society is as follows: "We are a community

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that celebrates and advances the love of learning." The Society will pursue this mission in such a manner and through such methods as permitted by Section 501(c)(3) of the Internal Revenue Code**.**

SECTION 3.3 POWER AND AUTHORITY. The Society shall have and enjoy every power, capacity, and authority granted by Title 12 of the Louisiana Revised Statutes and all acts amendatory thereto, and all other applicable laws and statutes now in force or to be hereafter enacted. The Society shall have the capacity to act through its Board and, except to the extent inconsistent with the Articles, these Bylaws, or applicable law, shall enjoy all rights and privileges possessed by natural persons and the authority to perform those acts which are necessary or proper to accomplish the objects and purposes of the Society as expressed or implied in the Articles or that may be incidental thereto, and all such acts that are not in violation of the Articles or these Bylaws may be performed by the Society.

SECTION 3.4 LIMITATION OF AUTHORITY. The Society and its activities shall be nonpartisan, nonsectional, and nonsectarian. The Society shall observe all local, state, and federal laws which apply to nonprofit organizations as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequent provisions ("**IRC**"). No part of the Society's net earnings shall inure to the benefit of any Member (see Article 6), director of the Board ("**Director**"), or officer of the Society ("**Officer**"), or any private individual (except that reasonable compensation may be paid for services rendered to or for the Society), and no Member, Director, or Officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Society. The Society is not organized for profit and shall not, except to the extent otherwise permitted under the provisions of the IRC, engage in any activity ordinarily carried on for profit.

SECTION 3.5 PROHIBITED ACTIVITIES. In carrying out its purposes and functions, except to the extent otherwise permitted under the provisions of the IRC, the Society shall not:

a. Engage in any activities other than those which are exclusively for benevolent, charitable, scientific, literary, artistic, or educational purposes; or

b. Advocate for any political campaign on behalf of a candidate for public office.

ARTICLE 4
CHAPTER GOVERNANCE

SECTION 4.1 CHARTERING OF CHAPTERS.

a. A chapter may be established in any non-profit college or university that holds institutional or regional accreditation, offers a baccalaureate or post-baccalaureate degree, adheres to the Society mission, manifests its standards of quality, and meets basic institutional requirements as approved by the Board.

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b. The Board will establish policies and rules for chartering chapters.

c. A chapter must be in good standing with its domicile State as a non-profit entity or association, if required by State law.

d. Chapters shall operate in full compliance with applicable federal, state, and local laws, rules, and regulations.

e. The petition to become a member chapter will be sent to the Society for submission to the Board. The petition must be approved by a majority vote of the Board in order to establish a chapter.

SECTION 4.2 FUNCTIONS OF CHAPTERS.

a. Recognize outstanding academic achievements through invitation to membership.

b. Hold at least one (1) initiation ceremony annually, which may be conducted in-person or virtually. In limited circumstances, chapters may choose to hold a no-ceremony initiation.

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

d. For Board elections, the chapter will appoint one (1) delegate to vote on behalf of the chapter.

e. Participate in other relevant meetings or workshops for officer leadership development.

f. Publicize and promote Society awards and programs.

g. Enforce membership guidelines, the Code of Ethics, and other Society policies, such as the Social Media Policy, for Members of the chapter.

SECTION 4.3 ADOPTION OF CHAPTER BYLAWS.

a. Each chapter will adopt chapter bylaws that align with these Bylaws and submit them to the national office.

b. If the chapter wishes to amend its chapter bylaws, the chapter will file proposed amendments or revisions with the Society within sixty (60) days of the date the amendment or revision is approved by the chapter.

c. When these Bylaws are changed in such a manner that necessitates revision of chapter bylaws, if any chapter has not sent updated chapter bylaws to the

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national office within ninety (90) days of receipt of those revisions, the Society will make the necessary revisions and send the updated version to the chapter.

d. In order to ensure alignment with the Society Bylaws, the Society Executive Director and Chief Executive Officer ("**Executive Director**") must approve all amendments to chapter bylaws.

SECTION 4.4 CHAPTER GOVERNANCE.

a. The chapter elected officers should include at a minimum a chapter executive committee ("**Chapter Executive Committee**") composed of a:

(1) Chapter President;

(2) Chapter President-Elect;

(3) Chapter Secretary;

(4) Chapter Treasurer; and

(5) One (1) Student Vice President.

b. Additional chapter officers may be established as the chapter may prescribe. Student Members may hold any chapter office with the exception of Chapter President, Chapter President-Elect, Chapter Secretary, and Chapter Treasurer. Chapter officers must maintain active membership with the Society in order to hold office.

c. Chapters will determine the terms of office. When an election occurs, a chapter officer list will be sent to the Society promptly, and in no case later than August 31 of each year.

d. The management of the chapter will be vested in the Chapter Executive Committee.

e. At annual elections, the chapter will appoint one (1) delegate to vote on behalf of the chapter.

SECTION 4.5 CHAPTER FEES AND REPORTING RESPONSIBILITIES.

a. Each chapter is responsible for transmitting fees from its new and renewing Members to the Society within thirty (30) days of initiation.

b. Each chapter is responsible for filing a financial report with the Society in a form acceptable to the Society within sixty (60) days of the close of the fiscal year.

c. Each chapter is responsible for filing an annual report with the Society in a form acceptable to the Society by August 31 of each year.

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d. Each chapter is responsible for the timely annual filing of its Form 990 Return of Organization Exempt from Income Tax ("**Form 990**") with the IRS in accordance with federal timelines. However, if a chapter conducts all chapter financial transactions solely through its college or university, the college or university may include the chapter's activities in its Form 990.

SECTION 4.6 INACTIVE STATUS, SUSPENDED STATUS, AND CHARTER WITHDRAWAL.

a. **Annual Audit.** On an annual basis, the Society will review the chapter's compliance with its obligations pursuant to this article.

b. **Inactive Status.**

(1) The Board by a majority vote may place a chapter on inactive status if the chapter (individually "**Cause for Inactive Status**"):

(a) Has not initiated new Members within a consecutive three (3)-year period;

(b) Is not in good standing with its domicile State as a non-profit entity or association, if required by State law;

(c) Failed to satisfy any of the other requirements of a chapter under these Bylaws and/or other agreements between the Society and the chapter (individually and/or collectively "**Chapter Obligations**"); and/or

(d) Acts in a manner that is deemed contrary to the best interest of the Society and its mission.

(2) The residual assets of any chapter placed on inactive status will be held in a Society account.

c. **Suspended Status.**

(1) The Board by a majority vote may place a chapter on suspended status if the chapter:

(a) Has Cause for Inactive Status; and/or

(b) Has not submitted chapter bylaws within the deadline established in this article.

(2) During the time period that a chapter is operating in suspended status, the chapter may be subject to additional reporting obligations and its assets may revert to the Society to be held in a Society account.

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d. **Charter Withdrawal.**

At any annual or special meeting, the Board by a majority vote shall withdraw the charter if a chapter has not filed its Form 990 with the IRS by the filing deadline for a consecutive three (3)-year period or has its tax-exempt status revoked by the IRS. However, the Board shall not withdraw the charter due to non-filing of its Form 990 if a chapter conducts all chapter financial transactions solely through its college or university, and the college or university includes the chapter's activities in its Form 990 filing.

(1) At any annual or special meeting, the Board by a two-thirds (2/3) vote may withdraw the charter if a chapter has been declared inactive for a period of three (3) years.

(2) At any annual or special meeting, the Board by a two-thirds (2/3) vote may withdraw the charter of a chapter of a college or university that loses its institutional accreditation.

(3) At any annual or special meeting, the Board by a three-fourths (3/4) vote may withdraw the charter of any chapter if deemed in the best interest of the Society.

(4) The residual assets of any chapter whose charter has been withdrawn will revert to the Society.

ARTICLE 5
INSTITUTIONAL AFFILIATION

SECTION 5.1 INSTITUTIONAL AFFILIATION. If a chapter's charter has been withdrawn by the Society, or an existing chapter does not maintain chapter officers, the Society may establish a direct affiliation with the non-profit college or university ("**Institutional Affiliation**") for purposes of providing an invitation to membership to students and faculty members of the institution.

SECTION 5.2 BOARD APPROVAL. All Institutional Affiliations require approval of the Executive Director. The Board will establish policies for establishing and maintaining an Institutional Affiliation.

ARTICLE 6
MEMBERSHIP

SECTION 6.1 NON-STOCK MEMBERSHIP. The Society is organized on a membership basis and not on a stock basis.

SECTION 6.2 MEMBERSHIP QUALIFICATIONS. Membership in the Society is open to scholars from all academic disciplines without regard to race, color, gender, national origin, religion, age, disability, genetic information, or sexual orientation**.** Members are

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expected to behave with integrity and high ethical standards.

SECTION 6.3 MEMBERSHIP CATEGORIES. The following membership categories are authorized:

a. **Active Members**. Active Members are those who have paid Society dues for the current year. Those who pay both Society dues and chapter dues are Active Members of both the Society and the chapter. Active Members have access to all available benefits offered by the Society and may be eligible to serve on Society committees ("**Committees**"; see Article 11) and hold Society office.

b. **Life Members.** Life Members are those who have been invited and initiated and have paid the life membership fee or have been accorded this status by action of the Board. Life Members of the Society who wish to remain active chapter Members must continue to pay chapter dues.

c. **Distinguished Members and Honorary Members.** Distinguished Members and Honorary Members are nominated by a chapter, Member, or the Board. These memberships are conferred upon approval of the Society's Executive Director and President. Appropriate fees are due from the chapter once the nomination has been approved.

(1) **Distinguished Members.** A Distinguished Member is one who has served the Society in an outstanding manner and has shown a sustained record of leadership within the Society. The individual will receive a life membership in the Society and a Distinguished Member certificate.

(2) **Honorary Members.** An Honorary Member is one who is not an alumnus/alumna, employee, or student of the chapter's institution but is an individual who has achieved eminence in some academic, creative, intellectual, or other career endeavor. The individual will receive a life membership in the Society and an Honorary Member certificate.

d. **Inactive Members.** Inactive Members are those who fail to pay Society dues for the current year. Inactive Members do not enjoy the privileges of Member benefits, voting, serving on Committees, or serving as chapter or Society officers.

SECTION 6.4 MERITORIOUS SERVICE RECOGNITION. Members who have served their chapters may be awarded meritorious service recognition. This recognition does not require Society approval.

SECTION 6.5 MEMBERSHIP ELIGIBILITY.

a. **General.** Student eligibility for membership ("**Student Eligibility**") should be determined separately for each academic unit or program, e.g., department, school, or college**.** Academic achievement is the only criterion by which eligibility may be

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determined.

b. **Student Eligibility.** Students ("**Students**") must be invited in compliance with the following Student Eligibility standards for student membership ("**Student Membership**"):

(1) Undergraduate students in any academic unit or program of a college or university who have had no charges of academic integrity or code of conduct violations resolved against them, and

(a) Who, as a junior (completed seventy-two (72) semester hours or one hundred eight (108) quarter hours), rank academically in the upper seven-and-a-half percent (7.5%) of the class, or

(b) Who, as a senior (completed ninety (90) semester hours or one hundred thirty-five (135) quarter hours), rank academically in the upper ten percent (10%) of the class.

(2) Graduate and professional students in any academic unit or program of a college or university who have completed at least eighteen (18) semester hours or twenty-seven (27) quarter hours at that institution, and have had no charges of academic integrity or code of conduct violations resolved against them, and as post-baccalaureate degree students rank academically in the upper ten percent (10%) of all graduate and professional students at the time of invitation.

(3) Any undergraduate, graduate, or professional student in any academic unit or program of a college or university who has had no charges of academic integrity or code of conduct violations resolved against them may be recommended for membership by a faculty member or academic administrator. This membership pathway requires a compelling explanation by the faculty member or academic administrator of why and how the student fulfills the intent of Society membership. This recommendation will be sent to the Chapter Executive Committee and must be approved by that body, which will then inform the Society of the student's eligibility for membership.

(4) All students and graduates who meet the requirements for membership are eligible.

c. **Nomination Process for Student Membership.**

(1) **Chapter Affiliation**.

(a) A chapter may invite Students for Student Membership based on Student Eligibility.

(b) For those institutions that do not rank students using grades, the chapter will include the method of determining eligibility in its chapter bylaws.

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(2) **Institutional Affiliation.**

(a) The institution will provide a list of Students who satisfy the Student Eligibility standards for Student Membership to the Society.

(b) For those institutions that do not rank students using grades, the Society will determine the method of determining the Student Eligibility standards.

(c) The Society may invite Students for Student Membership under the Institutional Affiliation.

d. **Faculty, Administration, Professional Staff, Alumni, or Community Leader Membership**.

(1) Faculty, administration, professional staff, alumni, or community leaders at institutions with a chapter or an Institutional Affiliation who exhibit excellence and high ethical standards may be extended membership invitations**.**

(2) The total number of individuals invited may not exceed four percent (4%) of the number of Students invited by the chapter or institution that year.

(3) Chapters and institutions that invite fewer than two hundred (200) Students per year may be allowed to initiate a maximum of eight (8) individuals per year.

SECTION 6.6 MEMBERSHIP EXPECTATIONS.

a. Members should conduct themselves at all times in a manner consistent with integrity and high ethical standards, including the standards described in the Code of Ethics and all other policies of the Society.

b. If, at any time, it becomes known to the Society that, after initiation, a Member has failed to behave with integrity and high ethical standards, or is otherwise in violation of the Code of Ethics or other policies, the person's membership may be revoked by either the Chapter Executive Committee or by the Board.

c. If a member of the Board or an Executive Officer becomes aware of potential grounds to revoke a person’s membership, the Executive Director shall notify the Chapter Executive Committee of the potential grounds for revocation of membership and request that the chapter determine whether it will proceed with membership revocation procedures.

(1) The chapter shall notify the Executive Director of its decision within one (1) week of receiving the request.

(2) In the event the chapter declines to proceed with consideration of

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membership revocation, the Board may vote to consider membership revocation.

d. Grounds for revocation of membership include, but are not limited to, the following:

(1) A charge of academic integrity violation resolved against the Member;

(2) An institutional code of conduct violation charge resolved against the Member;

(3) A criminal conviction of a felony or misdemeanor that reflects that the Member failed to act with integrity and high ethical standards;

(4) Failure to follow the Society's Code of Ethics;

(5) Violating the Society's Social Media Policy;

(6) Engaging in or promoting content that constitutes defamation, discrimination, harassment, bullying, threats of violence or harm, or spreading information that is harmful, false, or deceptive; or other conduct reflecting poorly on the Society's mission and ethical standards, in any form; or

(7) Any other conduct where a Member fails to act with integrity or high ethical standards.

SECTION 6.7 MEMBER RESIGNATION. A Member may resign, provided the Member's resignation has been submitted to the Executive Director.

SECTION 6.8 REVOCATION OF MEMBERSHIP. Notwithstanding the foregoing, the Board retains the authority to revoke a Member's membership directly, without referral to the Chapter, when it determines that immediate action is warranted. Any such action shall be documented and reported to the Chapter. If a person's membership is revoked, the person has the right to appeal to the Executive Director within sixty (60) days of the date the membership was revoked. The Executive Director's decision is final.

SECTION 6.9 ASSIGNMENT. Membership is not transferable by sale, assignment, other transfer, or by inheritance or testament upon the death of a Member, and no rights of membership shall inure to any of the Member's assignees, vendees, heirs, and/or legatees.

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ARTICLE 7
BOARD OF DIRECTORS

SECTION 7.1 THE GOVERNANCE OF THE SOCIETY IS VESTED IN THE BOARD.

a. Members of the Board include the President, President-Elect, Immediate Past President, a minimum of six (6) Directors, two (2) Student Representatives, and the Executive Director. Except in the case of a Board vacancy as outlined in Section 9.8, the Board shall maintain an odd number of voting members at all times.

b. The President serves as chair of the Board.

c. The Executive Director is a non-voting, ex-officio member of the Board.

d. Members of the Board shall be active Members of the Society.

SECTION 7.2 AUTHORITY AND RESPONSIBILITIES. The complete authority, direction, and management of the affairs of the Society and the control and disposition of its properties and funds shall be solely vested in the Board to the fullest extent allowed by law, including, without limitation, the power and authority to:

a. Perform any and all duties imposed on the Board by law, by the Articles, or by these Bylaws;

b. Hire and discharge the Executive Director;

c. Prescribe the duties, oversee and evaluate the performance, and fix the compensation of the Executive Director;

d. Meet at such times and places as required or permitted by these Bylaws;

e. Conduct, direct, organize, and control policies and business of the Society in pursuit of the objectives and purposes for which it was organized;

f. Review and approve of the Society's strategic and fundraising plans;

g. Review and approve recommendations from the Finance and Audit Committee for the adoption of the Society's annual budget of income and expenditures ("**Budget**") upon which the next fiscal year's operations shall be based;

h. In accordance with the Society's Investment Policy and the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as defined in Louisiana Revised Statute 9:2337.1-10, review and approve recommendations from the Finance and Audit Committee for endowment spending and amounts to be appropriated for expenditure;

i. Provide policies and oversight of procedures governing sources and

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methods of soliciting funds;

j. Approve major campaign goals and purposes;

k. Adopt, amend, or repeal the Bylaws and Articles;

l. Delegate any portion of its power or authority to any Committee as it considers appropriate, including, without limitation, the Board's Executive Committee;

m. Purchase land and/or buildings for the national office or other offices by a two-thirds (2/3) majority vote of the Board;

n. Publish and approve policies pertaining to all Society publications;

o. Support fundraising efforts; and

p. Perform additional duties and responsibilities as outlined in the Board Policies and Procedures Manual.

SECTION 7.3 ELECTION AND TERMS OF OFFICE.

a. A slate of candidates approved by the Board will be presented by the Governance Committee.

b. Board members are elected annually or at times the Board deems necessary.

c. Board members may serve no more than two (2) consecutive three (3)-year terms in the same office with the exception of Student Representatives, who may serve no more than two (2) one (1)-year terms.

d. The President may serve no more than a single two (2)-year term in the role of President.

e. Notwithstanding the foregoing term limit, the President-Elect, President, and Immediate Past President shall remain eligible for re-election to the Board for a term coextensive with the holding of any of these offices.

f. To promote continuity of leadership and effective governance, the Board shall implement staggered terms for Director positions.

g. Beginning with the 2026 election cycle, members of the Board will be assigned initial terms of varying lengths, as shown in the Transition Chart (Appendix A), to establish a staggered term schedule. Directors will be assigned transitional terms which may shorten or extend their current terms. Transitional terms will be assigned based on voluntary agreement among the members of the Board.

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h. After completion of the transition period outlined in the Transition Chart, all subsequent Directors shall serve full three (3)-year terms, with elections scheduled such that approximately one-third (1/3) of the Directors are elected each year.

i. The initial transitional term lengths for each Director position are provided in Appendix A to these Bylaws and shall be considered part of this section.

SECTION 7.4 QUALIFICATIONS. The Board will be composed of members with a diverse set of talents, experience, and competencies that best fulfill the mission and needs of the Society.

SECTION 7.5 VACANCIES.

a. Vacancies will be filled by a majority vote of remaining members of the Board for the unexpired term.

b. If the President is not able to serve, the President-Elect will become the President for the remainder of the term and then will serve a full term as President.

SECTION 7.6 RESIGNATION. Any Director may resign at any time by giving written notice to the President, effective upon receipt or such other time specified in the notice.

SECTION 7.7 REMOVAL OF BOARD MEMBERS. Upon evidence of any Director's inability to serve, the Board by a two-thirds (2/3) vote may declare that office to be vacant.

SECTION 7.8 NO COMPENSATION. All Board members, with the exception of the Executive Director, will serve without monetary compensation, and sitting Board members are ineligible for any monetary Society award throughout the tenure of their term.

SECTION 7.9 DIRECTOR'S STANDARD OF CARE AND DUTY OF LOYALTY.

a. **Standard of Care.** A Director shall perform the duties of a director, including duties as a member of any Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Society, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. Each Director should be actively participating in Board meetings and on Committees upon which they are appointed to serve.

b. **Duty of Loyalty.** Directors must place the interests of the Society ahead of their own interests at all times. Each Director shall disclose any conflicts of interest to the Board or to any Committee on which such Director serves and not use Board service as a means for personal or commercial gain (except for the compensation from the Society to the Executive Director).

c. **Information and Reliance.** In performing the duties of a director, in

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general, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One (1) or more Officers or employees of the Society whom the Director believes to be reliable and competent as to the matters presented; or

(2) Counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

(3) A Committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such Committee merits confidence;

(4) So long as in any such case, the Director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

d. **Liability.** In general, to the greatest extent permitted by law, a Director who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that Director's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Society, or assets held by it, are dedicated.

SECTION 7.10 MEETINGS.

a. **Regular Board Meetings.** The Board will meet at least annually at such times and places as designated by the President in writing at least five (5) days before the meeting.

b. **Special Board Meetings**. Special meetings of the Board ("**Special Board Meetings**") may be called by the President at the President's discretion. The President must call a Special Board Meeting upon the written request of three (3) or more Directors. Special Board Meetings shall be held at such place as may be designated by the President. Written notice specifying the time and place of a Special Board Meeting shall be provided by the President to all Directors at least three (3) days before the date of said meeting. The Board shall not act upon any matters not embraced in the notice of a Special Board Meeting except upon the approval of two-thirds (2/3) of the Directors.

c. **Quorum.** A quorum will consist of a simple majority of Board members. If a quorum is present, the Directors present can continue to do business until adjournment notwithstanding the subsequent withdrawal of enough Directors to leave less than a quorum.

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SECTION 7.11 REPORTING. The Board will report its activities annually and will make such reports available to all members through the Society's Annual Report and Form 990 tax returns**.**

SECTION 7.12 NOTICE. Notice of any meeting will be given at least three (3) days before the meeting by written notice specifying the date, time, and location of the meeting. The notice may be transmitted via mail, facsimile, or electronic mail. Any Director may waive notice of any meeting, before or after the meeting, as provided by these Bylaws. Attendance of any Director at a meeting constitutes waiver of notice of such meeting, except when the Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 7.13 CONSTRUCTIVE PRESENCE AT MEETING. A Director may participate in a meeting of the Board by means of telephone, videocast, electronic, or other similar effective means of communication, provided all Directors participating in the meeting can hear and communicate with all persons participating in the meeting and a majority of the Board or the Committee has not provided the Society with written objections to use of such means prior to the scheduled commencement of the meeting. Participating by such means will constitute presence in person at a meeting.

SECTION 7.14 ACTION WITHOUT A MEETING. Any action required by law to be taken at any meeting of the Board may be taken without a meeting consistent with the following consent procedures:

a. Action required or permitted to be taken at a meeting of the Board may be taken without a meeting if the action receives the affirmative vote of a majority of the Directors. The action must be evidenced by one (1) or more written consents describing the action taken and affirmatively signed by the voting Directors. Electronic signatures are acceptable;

b. Action taken under this Section is effective when the action is affirmatively signed by the voting Directors unless the consent specifies a different effective date;

c. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document;

d. Modifications to the Bylaws or Articles cannot be made by consent resolutions.

SECTION 7.15 VOTING. Voting by the Directors and any Committees shall be governed by the following:

a. **One Vote.** Each Director shall have one (1) vote on any measure subject to a vote. A Committee member shall have one (1) vote on any measure subject to a

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Committee vote.

b. **Majority Vote.** All matters shall be determined by a majority vote of the Directors present at a Board meeting, and by a majority vote of the Committee members at Committee meetings, except as otherwise provided by law or these Bylaws.

c. **Viva Voce.** Voting may be viva voce, but any Director or Committee member may demand a written ballot. Each such vote shall be taken by individual written ballot including the name of the Director or Committee member voting.

d. **Voting by Proxy**. Any absent Director may appoint another Director as proxy to cast his or her vote, subject to any written instructions or restrictions, by written proxy delivered to the presiding officer.

ARTICLE 8
OFFICERS GENERALLY

SECTION 8.1 OFFICERS. The officers of the Society (individually and collectively "**Officers**") shall be:

a. The following Executive Officers ("**Executive Officers**") shall include:

(1) Executive Director;

(2) Chief Financial Officer ("**CFO**"); and

(3) Other officer positions established by the Executive Director.

b. The following Elected Officers elected by the chapter delegates ("**Elected Officers**") shall include:

(1) President;

(2) President-Elect; and

(3) Immediate Past President.

c. The following Appointed Officers appointed by the Board ("**Appointed Officers**") shall include:

(1) Secretary; and

(2) Treasurer.

SECTION 8.2 AUTHORITY AND RESPONSIBILITY. The Officers shall have such authorities and responsibilities as set forth in these Bylaws and as designated in the Society's codification of policies and governing documents.

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SECTION 8.3 BONDING. The Officers and employees designated to handle money shall be insured (including, as applicable, without limitation, employment practices, fiduciary, directors and officers, and crime coverages) in such amount as the Board shall deem necessary and the cost thereof shall be paid by the Society.

ARTICLE 9
ELECTED/APPOINTED OFFICERS

SECTION 9.1 PRESIDENT. The President shall:

a. Be the elected senior officer of the Society and preside at all meetings of the Board and the Executive Committee and perform all other duties incidental thereto;

b. Have such powers as are necessary to carry out the duties and responsibilities usually incident to the office and shall have other such duties and powers as may be assigned to the President;

c. Serve as the chief spokesperson for the Board and represent the Society in the community and to key stakeholders and constituencies;

d. Take initiative and assist with contacts in the Society's fundraising efforts; and

e. Appoint all Committee members and each Committee's Chair and Co-Chairs.

f. Upon the end of the President's term, the President shall become the Immediate Past President.

SECTION 9.2 PRESIDENT-ELECT.

a. In the event of the absence, disability, or termination of service for any reason of the President, the President-Elect shall act in the President's stead with the same authority, duties, and responsibilities as the President and any that may be assigned by the Board.

b. The President-Elect shall assist with fundraising efforts.

c. Upon the end of the President's term, the President-Elect shall become the President.

SECTION 9.3 IMMEDIATE PAST PRESIDENT. In addition to the duties and responsibilities outlined herein, the Immediate Past President shall perform the duties of the President and the President-Elect in their absences.

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SECTION 9.4 SECRETARY.

a. The Secretary shall ensure that the minutes of all proceedings of the Board and those Committees having any of the authority of the Board are properly recorded and kept and shall keep such other books and records which may be required by the Board.

b. The Secretary shall be sufficiently familiar with legal documents (i.e., Bylaws, IRS letters, etc.) to note applicability during meetings.

c. The Secretary shall provide signature and act as witness for documents recording the actions and resolutions of the Board or Executive Committee.

d. The Secretary shall generally perform such other and further duties as may be required by the Board. In the absence of the Secretary or in the event of his or her disability, the Secretary's duties shall be performed by any Director who may be appointed by the President or, in the absence of the President's appointment, by the Board.

e. The Secretary shall perform the duties of the President in the absence of the President, the President-Elect, and the Immediate Past President.

SECTION 9.5 TREASURER.

a. The Treasurer shall manage the Board review of, and action related to, the Board's financial responsibilities.

b. The Treasurer shall ensure that appropriate financial reports are made available to the Board.

c. The Treasurer regularly reports to the Board on key financial events, trends, concerns, and assessment of fiscal health.

d. The Treasurer performs other responsibilities and duties as prescribed by the President.

e. The Treasurer shall perform the duties of the President in the absence of the President, the President-Elect, the Immediate Past President, and the Secretary.

SECTION 9.6 NO COMPENSATION. Elected Officers shall serve without compensation, but the Society may reimburse such Elected Officers for necessary expenses incurred in the discharge of their duties if such compensation does not violate any law.

SECTION 9.7 ELECTION. Elected Officers shall be elected for a two (2)-year term by the chapter delegates and when so elected shall hold their offices until their successors are elected and qualified. The Governance Committee shall nominate a slate of Elected

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Officers for consideration by the Board. Any Director may make additional nominations for each office.

SECTION 9.8 VACANCIES. Whenever any vacancies shall occur among any of the Elected Officers (except Immediate Past President), such office shall be filled by the Board amongst the existing Directors, and any Elected Officer so designated shall hold office for the remainder of the unexpired term of office, or in the case of a President-Elect vacancy, until the Society is able to conduct a special election for the chapter delegates to elect a new President-Elect. Upon completion of the special election, the Board-appointed President-Elect shall return to their Director position and fulfill their term as a Director. The newly elected President-Elect shall serve the remaining term of office and transition to serve as Society President in the subsequent term.

SECTION 9.9 TERM. The term of office for each Elected Officer shall be for a period of two (2) years or until their successors have been duly elected and qualified.

SECTION 9.10 DELEGATION OF DUTIES AND AUTHORITY. In the case of the absence of any Elected Officer, or for any other reason that the Board may deem sufficient as to any Elected Officer, the Board may delegate, for the time being, the powers or duties, or any of them, of such Elected Officer to any other Elected Officer or to any Director.

SECTION 9.11 REMOVAL. Elected Officers may be removed by the Board at any time.

SECTION 9.12 SEATING OF ELECTED OFFICERS. New Elected Officers shall take office at the next meeting following an Elected Officer's election.

ARTICLE 10
EXECUTIVE OFFICERS

SECTION 10.1 EXECUTIVE DIRECTOR.

a. **Employment.**

(1) The Board shall employ an Executive Director who shall be the Society's chief executive officer and who serves at the pleasure of the Board.

(2) If the position of Executive Director becomes vacant, the President, with the consent of the Executive Committee, shall appoint an acting Executive Director to perform the duties of the office until the position is filled.

b. **Terms of Contract**. The Board shall be authorized to enter into an employment contract with the Executive Director upon terms deemed appropriate by the Board.

c. **Salary and Benefits**. The Board shall set the salary and benefits of the Executive Director.

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d. **Duties and Responsibilities.** The Board shall set the duties and responsibilities of the Executive Director in the Executive Director's employment contract.

e. **Reporting.** The Executive Director shall report to the President and Board.

SECTION 10.2 CHIEF FINANCIAL OFFICER.

a. **Employment.**

(1) The Executive Director shall employ a CFO who shall serve as the chief financial officer of the Society and serve at the pleasure of the Executive Director.

(2) If the position of CFO becomes vacant, the Executive Director may appoint an acting CFO to perform the duties of the office until the position is filled.

b. **Salary and Benefits**. Consistent with the Executive Compensation Policy of the Society, and with the recommendations of the Executive Director, the Board shall approve the salary and benefits of the CFO.

c. **Reporting.**

(1) The CFO shall report to the Executive Director.

(2) However, in the event of any malfeasance that in the reasonable judgment of the CFO is not being addressed appropriately by the Executive Director, the CFO may provide such issues to the President.

ARTICLE 11
COMMITTEES

SECTION 11.1 FUNCTION AND OBJECTIVES.

a. **Generally**. The Board shall establish the function and objectives of all Committees. It shall be the function of each Committee, within the limits of policy set by the Board, to make investigations, to conduct studies and hearings, to make recommendations to the Board concerning its assignments, and to carry on such activities as may be delegated to it by the Board.

b. **Excluded Powers.** Committees may be given all the authority of the Board, except for the powers to:

(1) Set the number of Directors within a range specified in these Bylaws;

(2) Fill vacancies on the Board or on any Committee;

(3) Amend or repeal these Bylaws or adopt new Bylaws;

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(4) Approve amendments to the Articles;

(5) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;

(6) Approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of the Society; and/or

(7) Except for the Executive Committee, approve any potentially self-dealing transaction.

c. **Members.** With the exception of the Non-Board Committees, Committee members shall be appointed by the President of the Board, with a minimum of three (3) members for each Committee, and except as otherwise provided in these Bylaws and Committee Charters, shall be Directors.

SECTION 11.2 STANDING COMMITTEES. The Standing Committees ("**Standing Committees**") shall consist of the following:

a. **Executive Committee.**

(1) **General Authority and Responsibilities.** The Executive Committee is empowered and shall have full power and authority to exercise the powers of the Board in the management of the business and affairs of the Society prescribed to the Executive Committee by the Board. The Committee shall also serve as the Society's personnel committee to advise the Executive Director on personnel matters, conduct the Executive Director's annual performance review, review executive compensation per Internal Revenue Service requirements, and recommend the Executive Compensation Policy to the Board.

(2) **Charter.** Committee composition, meeting frequency, administration, and its specific authority and responsibilities are outlined in the Committee charter.

b. **Finance and Audit Committee.**

(1) **General Authority and Responsibilities.** The Finance and Audit Committee shall have general supervision over the finances, audit, endowment spending, and Budget of the Society and such other responsibilities as may be prescribed from time to time by the Board.

(2) **Charter.** Committee composition, meeting frequency, administration, and its specific authority and responsibilities are outlined in the Committee charter.

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c. **Governance Committee.**

(1) **General Authority and Responsibilities.** The Governance Committee reviews the Bylaws and considers recommendations for amendments received from chapters, Committees, individual Members, Executive Officers, and/or the Board and forwards proposed amendments to the Board. The Committee shall also serve as the nomination body for the Board and shall identify and recommend qualified candidates to the Board for election as Directors and Elected Officers.

(2) **Charter.** Committee composition, meeting frequency, administration, and its specific authority and responsibilities are outlined in the Committee charter.

d. **Philanthropy Committee**

(1) **General Authority and Responsibilities.** In accordance with the Society's Gift Acceptance Policy, the Philanthropy Committee provides recommendations to the Board regarding the solicitation, acceptance, and stewardship of Society donation funds.

(2) **Charter.** Composition, frequency of meetings, administration, and its specific authority and responsibilities are outlined in the Committee charter.

e. **Investment Committee.**

(1) **General Authority and Responsibilities.** In accordance with the Society's Investment Policy, the Investment Committee provides recommendations to the Board of Directors regarding the investment of Society funds.

(2) **Charter.** Composition, frequency of meetings, administration, and its specific authority and responsibilities are outlined in the Committee charter.

SECTION 11.3 NON-BOARD COMMITTEES. The Non-Board Committees shall consist of the following:

a. **Council of Chapter Officers.**

(1) **General Authority and Responsibilities.** The Council of Chapter Officers serves as an advisory group to the Chapter Relations Department on matters of chapter officer support.

(2) **Charter.** Council composition, meeting frequency, administration, and its specific authority and responsibilities are outlined in the Council charter.

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b. **Awards Review Committee.**

(1) **General Authority and Responsibilities.** The Awards Review Committee evaluates existing and proposed awards programs and makes programmatic and funding recommendations to the Board.

(2) **Charter.** Committee composition, meeting frequency, administration, and its specific authority and responsibilities are outlined in the Committee charter.

c. **Additional Non-Board Committees.**

(1) **General Authority and Responsibilities.** Additional Committees may be created by the Board as the needs and welfare of the Society demand.

(2) **Charter.** Additional Committee composition, meeting frequency, administration, and specific authority and responsibilities are outlined in the Committee charters.

SECTION 11.4 APPOINTMENT AND TERMS OF OFFICE. Except for the Elected Officers identified above, the President will appoint Committee members including the chair of each Committee unless otherwise specified. Committee members may serve no more than two (2) consecutive two (2)-year terms on the same Committee.

ARTICLE 12
BOARD ELECTIONS

SECTION 12.1 BOARD ELECTIONS GENERALLY.

a. The Society maintains an annual governance cycle. Board elections occur on an annual basis.

b. Each chapter will appoint one (1) chapter delegate for voting purposes. Each chapter delegate has one (1) vote and each member of the Board has one (1) vote. A member of the Board who serves as a chapter delegate has only one (1) vote.

c. For voting purposes, a simple majority of chapter delegates registered to vote constitutes a quorum.

ARTICLE 13
FEES, DUES, AND ASSESSMENTS

SECTION 13.1 SOCIETY FEES, DUES, AND ASSESSMENTS.

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

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(1) Chapter acceptance fees;

(2) Initiation fees;

(3) Membership dues; and

(4) Special assessments.

b. The Board establishes the amount of fees, dues, and assessments.

SECTION 13.2 CHAPTER FEES AND DUES. Each chapter will have authority to determine chapter initiation fees, chapter dues, and chapter life dues.

ARTICLE 14
MOTTO AND INSIGNIA

SECTION 14.1 MOTTO. The motto of the Society is Philosophia Krateito Photon, interpreted to mean, "Let the love of learning rule humanity**."**

SECTION 14.2 BADGE. The badge of the Society is a globe, 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, depicted in eight groups representing the eight original academic disciplines.

SECTION 14.3 SEAL. The seal of the Society consists of the badge surrounded by a crenellated line symbolizing the walls of Troy, above which are three stars representing the original chapters and below which is the inscription "Founded 1897."

SECTION 14.4 RIBBON. The ribbon of the Society is white, bearing in a contrasting color the letters of the Society and a meander pattern common in ancient Greek art.

SECTION 14.5 USE. The specifications for the official ritual of initiation and insignia are preserved by the Executive Director for appropriate use. Purchase or consignment of insignia is available only through the national office.

SECTION 14.6 TRADEMARKS. All insignia are trademarked and may be used only for Society official business.



Badge

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Seal



Ribbon

ARTICLE 15
RULES OF PROCEDURE

SECTION 15.1 The Board may establish such rules of procedure as may be necessary for implementing the provisions of these Bylaws and for governing the Society.

SECTION 15.2 Such procedures will become operative at the time designated by the Board and will be published and distributed to Society chapter officers and Society Members.

SECTION 15.3 Robert's Rules of Order, as most recently revised, will be used to govern the proceedings of meetings of the Society when not in conflict with these Bylaws.

ARTICLE 16
FISCAL AFFAIRS

SECTION 16.1 FISCAL AFFAIRS. An approved system of records adhering to Generally Accepted Accounting Principles shall be maintained by the Society. The fiscal year of the Society shall be the twelve (12) months ending June 30.

SECTION 16.2 POLICIES AND PROCEDURES. Recognizing the need to preserve the public trust and guard against the appearance of impropriety in its activities, the Society shall adopt, maintain, and enforce necessary and appropriate policies, procedures, and internal controls required for the conduct of its business in accordance with applicable laws.

SECTION 16.3 DISBURSEMENT AUTHORIZATION. Upon the approval of the Budget, the Executive Director will ensure disbursements of operational expenses are in line with the total approved operating Budget.

SECTION 16.4 DISBURSEMENT SIGNATURE.

a. All disbursements shall be made by check or electronic transfer and must be signed by one (1) of the following:

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(1) President;

(2) President-Elect;

(3) Immediate Past President;

(4) Executive Director;

(5) CFO; or

(6) Other executive officers established by the Executive Director.

b. Two (2) signatures are required for disbursements greater than fifteen thousand dollars ($15,000).

c. Signers for the deposit account must be approved by bank procedures.

d. **Diversion of Funds.** No funds received by donation, bequest, or any other means shall be diverted from the use of which they may be assigned by the donor, testator, or testatrix, unless the original purpose becomes impossible, impractical, or wasteful and repurposing is permitted in the donor agreement or statute.

ARTICLE 17
MAINTENANCE OF SOCIETY RECORDS

SECTION 17.1 SOCIETY RECORDS.

a. The books and records of the Society ("**Society's Records**") shall be kept in accordance with customary and current accounting standards and the Society's Records Retention and Destruction Policy.

b. The Society shall keep at its principal office the Society's Records:

(1) Minutes of all Society meetings indicating the time and place of holding such meetings, whether regular or special, how called, and the names of those present and the proceedings thereof; and

(2) A record of its Members, indicating their names and addresses and the termination date of any membership.

c. **Inspection Rights.**

(1) Subject to the confidentiality provisions set forth in these Bylaws, every Director shall have the absolute right at any reasonable time to inspect and copy the Society's Records of every kind and to inspect the physical properties of the Society and shall have such other rights to inspect the books, records, and properties of the Society as may be required under the Articles, other provisions of these Bylaws, and

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provisions of law.

(2) Other than ordinary requests made in connection with performance of the Society's business activities, all requests for access to all or components of the Society's books and records shall be made via written request directed to the Executive Director.

ARTICLE 18
NOTICE

SECTION 18.1 WRITTEN NOTICE. Whenever the provisions of a statute or the Articles or any of these Bylaws require or permit notice to be given to any Director or Executive Officer, it shall not be construed to require personal notice, but any such notice may be given in writing by depositing the same in a post office or letter box in a prepaid, sealed wrapper, by facsimile transmission, or by electronic communication as provided in Section 2 of this Article, in either case addressed to such person's address as it appears on the books of the Society. The time when the notice shall have been so mailed or transmitted shall be deemed the time of the giving of such notice.

SECTION 18.2 ELECTRONIC COMMUNICATION. At the written direction of a Director or Executive Officer, but in the sole discretion of the Society, notice to such Director or Executive Officer may be delivered by electronic means, including without limitation electronic mail ("**E-mail**"). The time when the notice shall have been so sent by E-mail shall be deemed the time of the giving of such notice.

SECTION 18.3 WAIVERS. Any Director or Executive Officer may waive, in writing (in physical or electronic form), any notice required or permitted to be given under any provisions of any statute or of the Articles or of these Bylaws, either before, at, or after the meeting or other event of which notice is so provided. All Directors or Elected Officers present at any meeting shall be deemed to have waived all notice thereof unless contemporaneous objection is made.

ARTICLE 19
AMENDMENTS AND REVISIONS OF BYLAWS

SECTION 19.1 Amendments and revisions may be proposed to the Governance Committee by a chapter, a Society Committee, the Board, Executive Officers, or an Active Member.

SECTION 19.2 Such proposed amendments and revisions will be reviewed by the Governance Committee, and any recommendations will be forwarded to the Board.

SECTION 19.3 A quorum being present, a two-thirds (2/3) majority of the Board is required to amend or revise these Bylaws.

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ARTICLE 20
INDEMNIFICATION

SECTION 20.1 INDEMNIFICATION.

a. The Society shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit, or other proceeding (whether civil, criminal, administrative, or investigative, including any action by or in the right of the Society) by reason of the fact that such person is or was a Director, Officer, employee, or agent of the Society or is or was serving at the request of the Society as a director, officer, member, employee, or agent of another business, foreign or non-profit organization, limited liability company, partnership, joint venture, or other enterprise ("**Protected Group**") against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding upon a determination, as set forth below, that the Applicable Standard, as defined below, has been met. This indemnification shall cover and include expenses (including attorney's fees and amounts paid in settlement, not exceeding, in the judgment of the Board, the estimated expenses of litigating the action to conclusion) actually and reasonably incurred by the indemnitee in connection with such action, suit, or proceeding, except to the extent such expenses and liabilities are (or, in the case of a claim, would be) otherwise covered by valid and collectible insurance whether such insurance was procured by or on behalf of the Society or third parties.

b. The **"Applicable Standard"** for purposes of this Article shall mean that, with regard to the matter encompassed by the action, suit, or proceeding, the person acted in good faith with respect to the Society and in a manner such person reasonably believed to be in or not opposed to the best interests of the Society and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Any indemnification pursuant to the provisions of this Article (unless otherwise ordered by the court) shall be made by the Society in the manner provided herein only as authorized in a specific case upon a determination that the Applicable Standard of conduct has been met.

c. A determination as to whether the Applicable Standard has been met shall be made:

(1) By the Board by majority vote of the quorum consisting of the Directors who are not parties to such action, suit, or proceeding; or

(2) If such quorum is not obtainable or a quorum of the disinterested Directors so directs, by independent legal counsel.

d. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendre or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner

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which such person reasonably believed to be in or not opposed to the best interest of the Society and, with respect to any criminal action or proceeding, had reasonable cause to believe their conduct was unlawful.

e. The expenses incurred in defending such an action, suit, or proceeding may be paid by the Society in advance of the final disposition thereof if authorized by the Board in the manner provided for herein, upon receipt of an undertaking (satisfactory to the Board) by or on behalf of the Director, Officer, employee, or agent to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the Society, as authorized herein.

f. The indemnification provided hereunder shall not be deemed exclusive of any other right to which those indemnified may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the legal heirs and representatives of such person.

SECTION 20.2 INSURANCE. The Society may procure insurance on behalf of any person who is or was a member of the Protected Group against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Society would have the power to indemnify such person against such liability under the Nonprofit Corporation Law of Louisiana.

SECTION 20.3 EXCLUSIVITY; INVALIDATION. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any Bylaw, agreement, statute, vote of the Board, or otherwise. If this Article, or any portion of this Article, is invalidated on any ground by any court of competent jurisdiction, then the Society nevertheless shall indemnify each indemnified person to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or that remains enforceable under applicable law.

SECTION 20.4 LIMIT ON PERSONAL LIABILITY OF VOLUNTEERS. To the fullest extent permitted by Louisiana law, as now in effect or as may hereafter be amended, there shall be no personal liability to a third party for monetary damages on the part of a volunteer Director, Executive Officer, or Committee member, caused by the Director's, Executive Officer's, or Committee member's negligent act or omission in the performance of that person's duties as a Director, Executive Officer, or Committee member, provided that the person's act or omission was within the scope of the Director's, Executive Officer's, or Committee member's duties, performed in good faith, and not reckless, wanton, intentional, or grossly negligent.

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ARTICLE 21
CONFLICTS OF INTEREST

SECTION 21.1 STATEMENT OF GENERAL POLICY ON CONFLICT OF INTEREST.

a. It is the policy of the Society that all members of the Board, Elected Officers, Executive Officers, and Committee members (individually and collectively "**Society Group**") shall exercise good faith in all transactions related to their roles with the Society.

b. The Board shall adopt a Conflict of Interest Policy, and each member of the Society Group ("**Group Member**") shall annually complete a form that provides information and affirmations reasonably requested by the Society.

c. Other than approved employment compensation and benefits related to the Society's employees, no Society transactions involving remuneration or benefit to a Group Member shall be entered into by the Society without:

(1) A full disclosure to the Board in executive session by the Group Member of the material facts of the transaction and the Group Member's interest or relationship;

(2) The authorization, approval, or ratification of the Board or appropriate approval body with the Group Member removed from the room during such discussion; and

(3) A determination by the Board or appropriate approval body that the transaction is fair to the Society at the time it is authorized, approved, or ratified.

d. Nothing in this Article prevents a member of the Society Group from receiving small gifts for recognition, events (i.e., birthdays), condolences, and similar situations.

e. The prior provisions are illustrative, and the Board may establish a Conflict of Interest Policy for the Society which is consistent with the Articles and these Bylaws.

ARTICLE 22
WHISTLEBLOWER POLICY

SECTION 22.1 WHISTLEBLOWER POLICY GENERALLY. The Society requires Directors, Officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Directors, Officers, and employees must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Consistent with the Articles and these Bylaws, the Board shall adopt a Whistleblower Policy to include, among other provisions, reporting responsibility, reporting procedure, confidentiality, and handling of reported violations.

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ARTICLE 23
DISSOLUTION

SECTION 23.1 DISSOLUTION. The Society shall use its funds only to accomplish its mission, and no part of the funds shall inure or be distributed to any Director, Executive Officer, Member, or other person. On dissolution of the Society, any funds remaining shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations as defined in IRC 501(c)(3) to be selected by the Board.

ARTICLE 24
CONFIDENTIALITY OF SOCIETY DOCUMENTS

SECTION 24.1 CONFIDENTIALITY OF SOCIETY DOCUMENTS GENERALLY.

a. Society records are confidential to the greatest extent permitted by law.

b. The Society will not release any confidential record or information that includes personal or financial information about a donor, prospective donor, alumnus/alumna, volunteer, or employee, except:

(1) With that person's consent;

(2) When it is clearly apparent that the information was not intended to be confidential; or

(3) As required by law.

c. Without limiting the foregoing, in all cases, prior to releasing any confidential record or information that includes personal or financial information about a donor or prospective donor, the Society shall make a good faith effort to determine the donor or prospective donor's intention regarding the dissemination of such information.

ARTICLE 25
IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 25.1 LIMITATION ON ACTIVITIES. No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Society shall not carry on any activities not permitted to be carried on:

a. By a Society exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or

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b. By a Society, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 25.2 PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Society.

ARTICLE 26
MISCELLANEOUS PROVISIONS

SECTION 26.1 GENERAL LAWS. Any matters not heretofore covered by these Bylaws or the Articles shall be governed by the provisions of the laws of the State of Louisiana.

SECTION 26.2 SEVERABILITY. The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity or enforceability of the remainder of these Bylaws.

SECTION 26.3 WAIVER. No restriction, condition, obligation, or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce same, irrespective of the number of violations or breaches thereof which may occur.

SECTION 26.4 NONDISCRIMINATION. The Society does not discriminate in its mission and employment policies against any person on the basis of gender, race, color, religion, age, disability, sexual orientation, or national or ethnic origin, or on any other basis proscribed by federal, state, or local law.

The foregoing Amended and Restated Bylaws were approved by the Board of The Honor Society of Phi Kappa Phi at a meeting held in Chicago, Illinois, on the 14th day of November, 2025.

THE HONOR SOCIETY OF PHI KAPPA PHI

Signed by:
By: _____
591267CCBA234DD...
Sharhonda Rush, MBA, MPP, President

Signed by:
By: Bradley Newcomer, Ph.D.
6A4C191D1044466...
Bradley Newcomer, Ph.D., Secretary

First Adopted August 4, 2018
This Fourth Amended and Restated Bylaws, November 14, 2025

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APPENDIX A

Election Year/Cycle (Yearly Elections)

	8/1/2026	8/1/2027	8/1/2028	8/1/2029	8/1/2030	8/1/2031
Director Position #1	1yr term	3 yr term				
Director Position #2	1yr term	3 yr term				
Director Position #3	2 yr term		3 yr term			
Director Position #4	2 yr term		3 yr term			
Director Position #5	3 yr term			3 yr term		
Director Position #6	3 yr term			3 yr term		
Undergrad Student Position	1yr term	1yr term	1yr term	1yr term	1yr term	1yr term
Graduate Student Position	1yr term	1yr term	1yr term	1yr term	1yr term	1yr term
President Elect	2 yr term		2 yr term		2 yr term	
President (non-elected)	2 yr term		2 yr term		2 yr term	
Past-President (non-elected)	2 yr term		2 yr term		2 yr term	