

**THE BYLAWS OF
THE HONOR SOCIETY OF PHI KAPPA PHI, INC.
A Nonprofit Corporation**

PREAMBLE

The Honor Society of Phi Kappa Phi, Incorporated, a nonprofit corporation registered under Section 501(c)(3) of the Internal Revenue code, is 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 organization is the successor to an unincorporated association known as The Honor Society of Phi Kappa Phi. In these Bylaws, this organization will be referred to as the "Society" or "Phi Kappa Phi," and the Society Board of Directors will be referred to as the "Board."

**ARTICLE I
Name and Mission**

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

Section 2. The mission is to recognize and promote academic excellence in all fields of higher education and to engage the community of scholars in service to others and to do so in such a manner and through such methods permitted by Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II
Chapter Governance**

Section 1. Chartering of Chapters

1.1 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 Phi Kappa Phi mission, manifests its standards of quality, and meets basic institutional requirements as approved by the Board.

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

1.3 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 2. Functions of Chapters

2.1 Recognize outstanding academic achievements through invitation to membership.

- 2.2 Hold at least one initiation ceremony annually.
- 2.3 Sponsor programs and activities that support and recognize scholarship and/or service.
- 2.4 Send a delegate to Society convention.
- 2.5 Participate in other relevant meetings or workshops for officer leadership development.
- 2.6 Publicize and promote Society awards and programs, including endorsement of one candidate who meets the criteria in the annual fellowship competition.

Section 3. Adoption of Chapter Bylaws

- 3.1 Each chapter will adopt bylaws that align with the bylaws of the Society and submit them to the national office.
- 3.2 If the chapter amends its bylaws, the chapter will file any amendments or revisions with the Society within 60 days of the date the amendment or revision is approved by the chapter.
- 3.3 When chapter bylaws are updated solely to reflect changes in Society bylaws as approved by a convention, the chapter bylaws affected by those national changes may be amended without a vote of the general membership.
- 3.4 When the Society bylaws are changed in such a manner that necessitates revision of chapter bylaws, if any chapter has not sent updated bylaws to the national office within 90 days of receipt of those revisions, the Society will make the necessary revisions and send the updated version to the chapter.

Section 4. Chapter Governance

- 4.1 The elected officers will include at minimum an executive committee composed of a President, a President-Elect, a Secretary, a Treasurer, and one Student Vice President. Additional offices may be established as the chapter may prescribe. Student members may hold any chapter office with the exception of President, President-Elect, Secretary and Treasurer. Chapter officers must maintain active membership in order to hold office.
- 4.2 Chapters will determine the terms of office. When an election occurs, a chapter officer list will be sent promptly, and in no case later than August 31 of each year, to the Society.
- 4.3 The management of the chapter will be vested in the executive committee.
- 4.4 At convention or times the Society deems necessary, the chapter will appoint one delegate to vote on behalf of the chapter.

Section 5. Chapter Fees and Reporting Responsibilities

5.1. Each chapter is responsible for transmitting fees from its new members to the Society within 30 days of initiation.

5.2 Each chapter is responsible for filing a financial report with the Society within 60 days of the close of the fiscal year.

5.3 Each chapter is responsible for filing an annual report with the Society by August 31.

5.4 Each chapter is responsible for filing an annual 990 report with the IRS in accord with federal timelines.

Section 6. Inactive Status, Suspended Status and Charter Withdrawal

6.1 Annual Audit. On an annual basis the Society will review the chapter's compliance with its obligations pursuant to Article II. Any chapter found to be out of compliance with Article II may be placed in Suspended Status in accordance with Section 6.

6.2 Inactive Status

6.2.1 The Board by a majority vote may place a chapter on inactive status if the chapter has not initiated new members within a three-year period.

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

6.3 Suspended Status

6.3.1 The Society may place a chapter in a suspended status in extraordinary circumstances, including but not limited to the following:

- (a) If the chapter has not submitted bylaws within the deadline established in Article II, Section 3;
- (b) If the chapter fails to meet any chapter obligations set forth in Article II, Section 5; and
- (c) If the chapter acts in a manner that is deemed contrary to the best interest of the Society and its mission.

6.3.2 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.

6.4 Charter Withdrawal

6.4.1 At any annual or special meeting, the Board of Directors by a two-thirds vote may withdraw the charter if a chapter has been declared inactive for a period of three years.

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

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

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

Section 7. Organization

7.1 The chapters of the Society will be grouped into divisions, the names and boundaries of which are established by the Board.

7.2 The chapters of each division will be represented on the Chapter Development Committee (see Article VI.1.5) by an elected Divisional Vice President.

7.3 The delegates from each division will meet during the biennial convention.

ARTICLE III Membership

Section 1. 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 expected to behave with integrity and high ethical standards.

Section 2. The following membership categories are authorized:

2.1 **Active members** are those who have paid Society dues for the current year. Those who pay both Society dues and chapter dues are also active members of 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 and hold Society office.

2.2 **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.

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

2.4 **Special memberships**, distinguished or honorary, are nominated by a chapter, member, or the Board. Special memberships are conferred upon approval of the Executive Director, Society President and appropriate Divisional Vice President.

Appropriate fees are due from the chapter once the nomination has been approved. There are two types of special memberships:

2.4.1 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 Phi Kappa Phi and a distinguished member certificate.

2.4.2 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 Phi Kappa Phi and an honorary member certificate.

2.5 Members who have served their chapters may be awarded meritorious service recognition. This recognition does not require Society approval.

Section 3. Student eligibility for membership in an institutional chapter 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 determined. For those institutions that do not rank students using grades, the chapter will include the method of determining eligibility in its chapter bylaws.

Those persons recognized by individual chapters must be invited in compliance with the following standards:

3.1 **Undergraduate students** in any department of a college or university who have completed at least 24 semester hours or 36 quarter hours at that institution, and have had no charges of academic integrity or code of conduct resolved against them, and

3.1.1 who, in their junior year, rank academically in the upper 7.5 percent of the class, after completing 72 semester hours or 108 quarter hours at the time of invitation, or

3.1.2 who, in their senior year, rank academically in the upper 10 percent of the class after completing 90 semester hours or 135 quarter hours at the time of invitation.

3.2 **Graduate and professional students** in any department of a college or university who have completed at least 18 semester hours or 27 quarter hours at that institution, and have had no charges of academic integrity or code of conduct resolved against them, and as post-baccalaureate degree students rank academically in the upper 10 percent of all graduate and professional students at the time of invitation.

3.3 **Students who have graduated** since the last initiation and who meet the requirements for membership are eligible.

Section 4. Members of the institution's faculty, administration, professional staff, alumni, or community leaders who exhibit excellence and high ethical standards may be extended

membership.

4.1 The total number invited may not exceed 4 percent of the number of students invited by the chapter that year.

4.2 Chapters that invite fewer than 200 students per year may be allowed to initiate a maximum of 8 persons per year.

Section 5. Membership Expectations

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

5.2 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, the person's membership may be revoked by either the chapter's Executive Committee or by the Society's Board of Directors. Grounds for revocation of membership include, but are not limited to, the following:

5.2.1 a charge of academic integrity resolved against the member

5.2.2 an institutional code of conduct charge resolved against the member

5.2.3 a criminal conviction of a felony or misdemeanor that reflects that the member failed to act with integrity and high ethical standards

5.2.4 failure to follow the Society's Code of Ethics

5.2.5 any other conduct where a member fails to act with integrity or high ethical standards.

5.3 If the membership is revoked, the person has the right to appeal to the Executive Director within 60 days of the date the membership was revoked. The Executive Director's decision is final.

ARTICLE IV Board of Directors

Section 1. Between conventions, the governance of the Society is vested in the Board of Directors. Members of the Board include Society President, President-Elect, Immediate Past President, Vice President for Chapter Development, five Directors and two Student Representatives. The Society President serves as chair of the Board. The Executive Director is a non-voting, *ex-officio* member of the Board.

Section 2. Authority and Responsibilities

2.1 Specific authority and responsibilities will include, but not be limited to, the following:

2.1.1 Purchase land and/or buildings for the national office or other offices by a two-thirds majority vote of the Board.

2.1.2 Recommend to the convention revisions to the bylaws as necessary.

2.1.3 Publish and approve policies pertaining to all Society publications.

2.1.4 Support fundraising efforts for the Foundation.

2.1.5 Perform additional duties and responsibilities as outlined in the policies and procedures manual.

Section 3. Election and Terms of Office

3.1 A slate of candidates approved by the Board will be presented by the Nominating Committee.

3.2 Nominations from the floor may be considered consistent with the Governance Rules and Procedures of the Convention (see Article VII).

3.3 Board members are elected at convention.

3.4 Board members may serve no more than two consecutive two-year terms in the same office with the exception of Student Representatives who may serve no more than a single term. The Society President may be elected to no more than a single two-year term.

Section 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 5. Vacancies

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

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

Section 6. Removal of Board Members. Upon evidence of any officer's inability to serve, the Board by a two-thirds vote may declare that office to be vacant.

Section 7. All Society Board members, with the exception of the Executive Director, will serve without monetary compensation and sitting Board members are ineligible for any monetary Phi Kappa Phi award throughout the tenure of their term.

Section 8. Meetings

8.1 The Board will meet at least annually between biennial conventions at such times and places as designated by the Society President. Special meetings will be convened by the Society President when requested by a majority of the Board.

8.2 A quorum will consist of a simple majority of Board members.

Section 9. The Board will report its activities annually and will make such reports available to all members.

Section 10. Notice. Notice of any meeting will be given at least two 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 Board member may waive notice of any meeting, before or after the meeting, as provided by these Bylaws. Attendance of any Board member at a meeting constitutes waiver of notice of such meeting, except when the Board member 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 11. Constructive Presence at Meeting. A board member may participate in a meeting of the Board by means of a conference telephone or online, by means of which all persons participating in the meeting can communicate with each other at the same time. Participating by such means will constitute presence in person at a meeting.

Section 12. 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: (1) 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 all of the Board members. The action must be evidenced by one or more written consents describing the action taken and affirmatively signed by all of the Board members then in office. Electronic signatures are acceptable; (2) action taken under this Section is effective when the action is affirmatively signed by all of the Board members then in office unless the consent specifies a different effective date; (3) a consent signed under this Section has the effect of a meeting vote and may be described as such in any document; (4) any consent resolution which has not received affirmative votes from all of the Board members then in office will be presented for a vote at the next board meeting; (5) modifications to the Bylaws or articles of incorporation cannot be made by consent resolutions.

Section 13. Voting on all matters, including the election of Board members and officers, may be conducted by mail, electronic mail, facsimile transmission, chat software, video conferencing, or other similar verifiable means.

ARTICLE V

Executive Director

The Executive Director is appointed by the Society President with the concurrence of the Board and serves at the will of the Board; manages the national office and staff; serves as secretary of the Society; serves on committees and performs such other duties as the President or Board may prescribe; and has responsibility for the oversight of financial operations of the Society.

ARTICLE VI
Committees and Councils

Section 1. All committees and councils are advisory to the Board of Directors. These include:

1.1 Executive Committee

1.1.1 Consists of the Society President (as chair), President-Elect, Past President, and Vice President for Chapter Development.

1.1.2 Meets when necessary to act on behalf of the Board.

1.2 Finance and Budget Committee

1.2.1 Consists of Society President, President-Elect, Past President, two Directors appointed by the President, and the Executive Director (non-voting *ex officio*).

1.2.2 Reviews the annual budget, the proposed biennial budget, and the professional audit report and submits each to the Board for approval.

1.3 Bylaws Committee

1.3.1 Consists of five members appointed by the Society President, at least one of whom is a member of the Board.

1.3.2 Reviews the Bylaws and considers recommendations for amendments received from chapters, committees, individual members, and/or the Board and forwards proposed amendments to the Board.

1.4 Nominating Committee consists of five persons representative of the Society as a whole and is appointed by the President.

1.5 Chapter Development Committee consists of Divisional Vice Presidents and the Vice President for Chapter Development, who serves as its chair.

1.6 Additional Committees

1.6.1 Additional committees are appointed by the President as the needs and welfare of the Society demand. The Society President defines the functions of each committee and appoints the chairperson.

1.6.2 Operational committees are listed in the Board of Directors Policies and Procedure Manual.

1.7 Council of Students consists of no fewer than five members, representative of the student membership as a whole.

Section 2. Appointment and Terms of Office

2.1 The Society President will appoint committee members including the chair of each committee unless otherwise specified. The President and President-Elect serve as non-voting *ex officio* members of all committees with the exception of the Nominating Committee on which they do not serve.

2.2 Committee members may serve no more than two consecutive two-year terms on the same committee with the exception of the Council of Student members who may serve no more than a single term.

**ARTICLE VII
Conventions**

Section 1. A convention, either biennial or special, consists of one delegate from each chapter and the members of the Board of Directors.

Section 2. In a convention, each chapter delegate has one vote and each member of the Board has one vote. A member of the Board who serves as a chapter delegate has only one vote.

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

Section 4. Powers and Responsibilities. A convention is vested with the authority of the Society subject to the Articles of Incorporation and Bylaws.

Section 5. Governance Cycle

5.1 The Society meets in convention biennially.

5.2 Special Convention

5.2.1 The Society President will call a special convention when requested by two-thirds of the members of the Board or one-third of the chapters.

5.2.2 Should the need or request for a special convention arise, chapters will be given 90 days notice of the place, date, and purpose.

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

**ARTICLE VIII
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:

- 1.1.1 Chapter acceptance fees
- 1.1.2 Initiation fees
- 1.1.3 Membership dues
- 1.1.4 Special assessments

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

Section 2. Chapter Fees and Dues. Each chapter will have authority to determine chapter initiation fees, chapter dues, and chapter life dues.

**ARTICLE IX
Motto and Insignia**

Section 1. The motto of the Society is *Philosophia Krateito Photon*, interpreted to mean, “Let the love of learning rule humanity.”

Section 2. The badge of the Society is a globe, girded by a band bearing the initials of the motto in Greek, PKP, 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 3. 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."

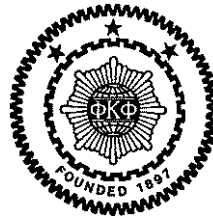
Section 4. The ribbon of the Society is white, bearing in a contrasting color the letters of the Society and a meander pattern common in ancient Greek art.

Section 5. 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 6. All insignia are trademarked and may be used only for official Society business.



Badge



Seal



Ribbon

ARTICLE X
Rules of Procedure

Section 1. The Board of Directors 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 procedures will become operative at the time designated by the board or the convention and will be published and distributed to Society chapter officers and members.

Section 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 XI
Relationship between The Honor Society of Phi Kappa Phi
and The Phi Kappa Phi Foundation

Section 1. The Society will transfer funds to The Phi Kappa Phi Foundation for educational and charitable activities.

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

ARTICLE XII
Amendments and Revisions of Bylaws

Section 1. Amendments and revisions may be proposed to the Bylaws Committee by a chapter, a Society committee, the Board, or an active member.

Section 2. Such proposed amendments and revisions will be reviewed by the Bylaws Committee, and any recommendations will be forwarded to the Board.

Section 3. A quorum (see Article VII.6) being present, a two-thirds majority of delegates present and voting at the time of convention is required to amend or revise these Bylaws.

Section 4. 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 of the chapters casting votes necessary to amend or revise these Bylaws.

Approved by convention August 4, 2018