

**BY-LAWS
OF THE
ZETA PSI FRATERNITY OF NORTH AMERICA, INC.**

(As Approved at Meeting of Executive Committee
and Grand Chapter August 15, 2001)

**ARTICLE I.
ACTIVE CHAPTERS**

A. Charter. The charter shall be an engraved or engrossed instrument in the traditional form, under seal and signed by the Grand Officers, and shall be suitably framed and hung in the regular chapter room or, if none, in a suitable place in the chapter house or other accommodations occupied or used by the chapter.

B. Rules and Regulations. Subject to the approval of the Supreme Council of the corresponding elder chapter, each active chapter shall enact, for the government of the chapter and conduct of its business and affairs, rules and regulations not inconsistent with the constitution or by-laws of the Fraternity.

C. Members.

1. *Rushing and Pledging Rules and Practices*. The requirements for election and pledging of a candidate shall be determined by each individual chapter under such rules and regulations as may be set up by the chapter in conformity with those in effect at the college or university where the chapter is located. All pledges should be men who have attained satisfactory academic achievement, displayed honorable character traits, and who have been involved in college or community activities.

2. *Pledge Manual*. At the time he is pledged, each pledge shall receive a Pledge Manual, which the Board of Delegates of the Grand Chapter shall cause to be prepared in standard form and furnished to the chapters at cost. The manual shall contain a concise statement of the purposes and history of the Fraternity and description of its organization, together with such other information as shall be appropriate, prior to initiation, to assure on the part of each pledge a proper understanding and appreciation of the traditional ideals and standards of the Fraternity, the serious purposes of membership and the nature and extent of the obligation to be assumed.

3. *Revocation or Termination of Pledgeship*. A pledge shall have the right to withdraw and thereupon the pledgeship shall be revoked. The pledge shall remain responsible for all financial or other obligations incurred prior to the exercise of said right. The pledge shall be suspended or terminated by action of the chapter by the failure of the pledge to maintain the eligibility requirements for membership in the Fraternity. A pledge may be suspended or terminated at the discretion of the chapter. While under suspension, the pledge may not participate in any Fraternity

affairs. A termination by action of the chapter may, at the election of the pledge, be appealed in writing to the Supreme Council of the corresponding elder chapter. The appeal shall contain the grounds upon which the appeal is made. At its election, the chapter may document its grounds for upholding the suspension or termination. The decision reached by the Supreme Council of the elder chapter is final.

4. *Initiations.* Upon successful completion of the probationary period and fulfillment of the probationary requirements in effect in the particular college or university and imposed by the Fraternity and chapter, the pledge shall be qualified for initiation; however, no pledge shall be initiated unless all initiation fees have been paid in full. All members of the active chapter are to attend the initiation, except those who are unavoidably absent and who have been excused by the Supreme Council. The ceremony shall be conducted in due and ancient form and in no event shall the traditional ceremony or the ritual be varied or abridged. In appropriate cases, present or past Grand Officers, officers of the elder chapter, and members of the Fraternity other than officers and members of the particular active chapter, may attend and preside at or otherwise participate in the ceremony. Completion of the initiation in due compliance with all provisions of the constitution and by-laws shall entitle the initiate to receive a certificate of membership as provided in the constitution and due issuance of the certificate shall constitute final election and installation of the initiate as a member of the Fraternity, entitled to the rights and privileges and subject to the duties and obligations of membership. Faculty members and administrative officials of a college or university in which the Fraternity has an active chapter, upon election to membership and due certification thereof by the Sigma Alpha of the Grand Chapter, may be initiated by the respective active chapter.

5. *Suspension or Revocation of Membership.* The grounds for suspension or revocation of membership shall be the commission of any offense which might subject the member of the chapter to disciplinary action leading to expulsion of the member or suspension or withdrawal of the privileges of the chapter by the college or university authorities; willful or deliberate repudiation of the Fraternity or of its essential ideals and purposes by the member; repeated, flagrant breaches of chapter discipline; continued refusal or neglect to discharge financial obligations to the chapter or Fraternity; or moral turpitude. The accused shall be entitled to be apprised of the charges, to a preliminary hearing before the Supreme Council of the active chapter, to an open hearing before a duly constituted meeting of the chapter held on due notice and to the right of review before the Supreme Council of the elder chapter. Conviction and fixing the penalty shall require the three-fourths vote of all members of the chapter entitled to vote. The Supreme Council of the chapter, upon the preliminary hearing, shall dismiss the charges if it determines that the charges do not merit further action; however, the written demand of not less than one-fourth of the membership of the chapter shall require that the charges be heard by the chapter. On review the Supreme Council of the elder chapter may reverse, modify, or suspend the decision and/or the penalty imposed, or the Supreme Council of the elder chapter in its discretion may conduct the hearing in the first instance. This SECTION shall in no way limit or prevent the Grand Chapter from acting under Article IV, Section J.

D. Officers.

1. *Supreme Council.* The Supreme Council shall govern the chapter, manage its business and affairs and, subject to Article I, Section C.5, exercise disciplinary power over the members. In addition to the Phi and Alpha Phi, who shall be ex-officio voting members, the Supreme Council shall consist of not less than three or more than five members, no more than two of whom shall be seniors or active graduate students.

2. *Phi.* The Phi shall be the executive head of the chapter and shall exercise the customary powers and perform the customary duties of president, including presiding at all meetings of the chapter and of the Supreme Council and presiding at initiations. He shall appoint all appointive committees and be responsible for the enforcement of the rules and regulations of the chapter and of the policies as laid down by the Supreme Council.

3. *Alpha Phi.* The Alpha Phi shall exercise the powers and perform the duties of the Phi, in the event of his absence or inability to act, and such other duties as may be assigned to him by the Supreme Council. He shall also be responsible for the chapter's risk management program.

4. *Sigma.* The Sigma shall perform the customary duties of secretary, including keeping complete and accurate minutes of all meetings of the chapter and of the Supreme Council.

5. *Alpha Sigma.* The Alpha Sigma shall perform the customary duties of corresponding secretary, including composing and filing periodic chapter letters for publication in the official publication of the Fraternity and editing and distributing chapter publications and letters to elders of the chapter.

6. *Gamma.* The Gamma shall be the fiscal officer and perform the customary duties of that office. He shall verify and approve all disbursements, sign checks without co-signature, unless co-signature is provided for in the rules or regulations of the particular chapter, bill and collect all accounts, keep proper books and records of all financial transactions, make proper financial reports, monthly and at the end of each term or semester, to the Supreme Council and to the Beta Pi of the elder chapter, and under the supervision of the Supreme Council make annual financial reports to the Board of Delegates of the Grand Chapter, said reports to be prepared as of and filed within thirty days after the close of the spring term or semester. The Supreme Council of the elder chapter may require the active Gamma to be bonded.

7. *Delta.* The Delta shall be the chapter historian. He shall be the custodian of and shall keep up-to-date the historical record of the chapter, in which shall be recorded all significant data relating to the founding and progress of the chapter. It shall contain a chronological record of initiations and graduations, of chapter officers, of individual and chapter honors and of functions and events of historical interest in the life of the chapter. He also shall be the custodian of and shall keep up-to-date a proper permanent list, in suitable form, of all active members and elders of the chapter, in which shall be entered in each instance the name, current mailing address, address when initiated, names of parents, names of all persons related by blood or marriage who are or were

members of the Fraternity, dates of birth, initiation and graduation or disenrollment, death and such other statistical data as may be informative for the purposes of the chapter and of the Fraternity. He shall be responsible for supplying like information to the corresponding elder chapter and to the Grand Chapter.

8. *Sigma Rho*. The Sigma Rho shall be keeper of the door while chapter meetings are in session, shall require the traditional identification and admit no one who is not a member of the Fraternity. He shall be the custodian of the key to the chapter room and of the regalia and chapter room properties.

9. *Eligibility, Nomination and Election*. The members of the Supreme Council and all other chapter officers shall be elected annually, preferably at the first meeting of the spring term or semester, unless special circumstances exist. Nominations shall be by a nominating committee, to be appointed by the Phi with the approval of the Supreme Council, and/or from the floor. For the election of members of the Supreme Council, other than the Phi and the Alpha Phi who serve ex-officio, each member of the chapter shall be entitled to one vote for each member of the Council to be elected and the requisite number of candidates who receive the plurality of votes shall be declared elected. For the election of the chapter officers, a majority of all votes cast shall be necessary to election and if no candidate receives a majority on the first ballot a second ballot shall be taken on the two highest candidates. For contested elections, voting shall be by secret ballot. Only members in good standing in the chapter shall be entitled to vote; and only members who are in good standing in the chapter and scholastically and otherwise in the college or university shall be eligible to election.

10. *Tenure, Removal, and Vacancies*. Chapter officers, including members of the Supreme Council, shall hold office until their successors are qualified and installed. Chapter officers, including members of the Supreme Council, may be removed for cause, upon due notice and opportunity to be heard, by the three-fourths vote of all members of the chapter, entitled to vote. Vacancies shall be filled by the Supreme Council. Failure to continue in good standing in the chapter and college or university shall constitute forfeiture of office and create a vacancy; but this provision may be waived by the Supreme Council in special cases of temporary (not longer than one academic term) disqualification pertaining only to scholastic standing.

E. Meetings.

1. *Regular Meetings*. Regular meetings of the chapter shall be held not less often than twice a month on designated nights during all periods in which the college or university is in regular session.

2. *Special Meetings*. Special meetings shall be held at the request of the Phi, who shall also be required to call a meeting upon the written request of three members.

3. *Notice, Place and Conduct of Meeting*. Such notice of meetings shall be given as the rules and regulations governing the chapter shall require, or in the absence thereof, as the

Supreme Council shall prescribe. At least once a month, a meeting shall be held in the traditional, formal manner. Unless the chapter shall not have such accommodations or except in cases of impracticability/impossibility, all meetings shall be held in the regular chapter room or other secure location.

4. *Attendance.* Unexcused, non-attendance at meetings shall be subject to fine and to such further disciplinary action as shall be requisite to secure attendance in all instances in which non-attendance is not for good cause. The Supreme Council alone shall have the power to excuse non-attendance and, subject to review by the Supreme Council, the Phi shall have the power to impose the necessary fines and penalties for unexcused non-attendance.

5. *Quorum and Voting.* A majority of the membership of the chapter, entitled to vote, shall constitute a quorum and each member in good standing in the chapter shall be entitled to one vote.

F. New Chapters.

1. *Petition.* Upon the submission for filing of a petition in proper form as prescribed by the Chapter Development Committee of the Executive Committee of the Grand Chapter, the committee shall investigate and report to the Executive Committee of the Grand Chapter its findings with respect to eligibility and whether it appears to be in the interest of the Fraternity to accept and file the petition. If the Executive Committee accepts and files the petition it shall direct the Chapters Development Committee to submit the petition for a vote either at a meeting of the Board of Delegates or by canvassing the chapters and associations in accordance with the constitution and by-laws of the Fraternity. If the vote is taken by canvassing the chapters and associations pursuant to the requirements of Article V of the constitution, the vote shall be taken by the several chapters and associations entitled to vote and the Chapters Development Committee shall be advised in writing of the result within thirty days after notification. Failure to exercise the right to vote and to advise the committee of the result within said period of thirty days shall constitute an affirmative vote.

2. *Installation of Chapter and Initiation of Members.* In those instances in which the new chapter has not been formed by the transfer to the particular college or university of members of the Fraternity from active chapters in other colleges or universities, the procedure for installation of the chapter and initiation of members shall be as follows:

The installation ceremony shall be arranged by the International Office and/or the Chapter Development Committee. The Phi Alpha, or the Alpha Phi Alpha, or such other Grand Officer, past or present, as the Phi Alpha shall designate, shall preside at the installation ceremony, and shall present the charter. The members of the petitioning group to be initiated, including elder or alumni members if the group was a local fraternity or organization having such members, shall be certified by said committee as to eligibility for membership in the Fraternity. Upon election to membership and approval for initiation by the Board of Delegates or the Executive Committee of the Grand Chapter, as provided in the constitution, said members of the petitioning group shall be initiated as

a part of the ceremony, except that the new chapter may initiate later those whose attendance on the occasion of said ceremony was not feasible. If feasible, the initiation shall be in a regular chapter room of the sponsoring or nearest active chapter, in the presence of and with that chapter conducting or assisting in the conduct of the initiation. Otherwise, the place and manner of conducting the initiation shall be as arranged by the Chapters Development Committee with the approval of the Phi Alpha. The initiation ritual and ceremony and the requirements and procedure for the issuance of certificates of membership shall be the same as in the cases of candidates who become members of established active chapters in the regular manner and shall have the result of constituting those having student status as active members of the Fraternity and elder members of the Fraternity and of the new corresponding elder chapter. In those instances in which the new chapter has been formed by the transfer to the particular college or university of members of the Fraternity from active chapters in other colleges or universities, the installation ceremony shall be arranged and the chapter shall be installed as above provided. With respect to the initiation of new members, the members of the Fraternity who have transferred to and become the nucleus of the new chapter shall follow the pledging, election and initiation practices and procedures as provided in the constitution and by-laws for established active chapters.

G. Suspension or Revocation of Charters. Suspension or revocation shall be in accordance with Article VI of the constitution. A charter may be suspended or revoked if the chapter shall become dormant or so reduced in numbers as to render it impotent to operate as a chapter. Otherwise the grounds for suspension or revocation of a charter shall be the commission by the chapter, or by one or more of its members, of an offense which might lead to expulsion or suspension of the chapter or forfeiture of its privileges by action of the college or university authorities; repeated, flagrant breaches of Fraternity discipline; continued refusal or failure to adhere to the Fraternity's risk management policies; continued refusal or neglect to discharge obligations, including financial obligations, to the Fraternity; or any misconduct on the part of the chapter or of its members sufficiently grave to expose the Fraternity generally to public condemnation or disrepute. The Committee on Discipline and/or the Executive Committee of the Grand Chapter may investigate possible grounds for suspension or revocation and may require a chapter to show cause why the Executive Committee should not present the matter for consideration to the Board of Delegates or suspend the chapter pursuant to Article VI of the constitution. If the Committee on Discipline conducts an investigation, it shall report its findings and recommendations to the Executive Committee. Upon investigation by the Executive Committee and a three-fourths vote of a duly constituted meeting of said Committee, the Committee may determine that the matter should be presented for consideration to the Board of Delegates or may suspend the charter pursuant to Article VI of the constitution. If the Committee determines that the matter should be presented for consideration, it shall certify in writing to the Board of Delegates that sufficient grounds may exist for the suspension or revocation of the charter of a chapter. It shall so notify the chapter and corresponding elder chapter at least thirty days in advance of a meeting of the Board of Delegates to which the committee shall certify the matter for hearing in accordance with the constitution. Unless urgency shall require the calling of a special meeting, the matter shall be heard at the ensuing regular meeting of the Board and the nature and form of the proof which it will receive and consider and the manner of conducting the hearing shall be as the Board shall determine under the circumstances of each case.

H. Grand Chapter Representation. One delegate, to represent and act for the chapter and cast its vote at meetings of the Board of Delegates of the Grand Chapter, and one alternative delegate, to act in the absence of the delegate, shall be selected as authorized delegates according to Article IV, Section A.7 from the chapter membership annually or from time to time, as occasion requires, by the Supreme Council with the approval of the chapter. To ensure proper decisions based on the open-minded discussion at meetings of the Board of Delegates, instructions given to delegates shall be advisory only.

I. Insurance. All chapters, regardless of whether they own, lease, or do not have premises, must maintain adequate liability insurance policies (at least one million dollars or as may be increased from time to time at the discretion of the Executive Committee) in force. All chapters must provide evidence of such policies, from a carrier satisfactory to the Executive Committee, in writing to the Grand Chapter annually unless (a) there are extenuating circumstances, as determined by the Executive Committee, and (b) the corresponding elder chapter provides to the International Office an indemnification agreement holding harmless the Fraternity and Executive Committee against loss or liability.

ARTICLE II. ELDER CHAPTERS

A. Organization. For the purpose of holding title to chapter houses or for other legal or business reasons, elder chapters may adopt a corporate form of organization, or existing, incorporated chapter associations may constitute the required elder chapter organization. As may be necessary in particular cases to comply with legal or other requirements of corporate organizations, or to conform to special, local circumstances, the organization and structure of the elder chapters as provided in this ARTICLE may be modified and changed, provided that the modifications and changes comply substantially with the spirit and intention of the provisions of this ARTICLE. Where official names and titles are changed for corporate or other reasons, within the Fraternity, the names and titles provided in this ARTICLE shall be used insofar as possible.

B. Membership.

1. Each undergraduate member of the Fraternity, upon termination of his status as a duly qualified undergraduate student, shall automatically become a member of the corresponding elder chapter subject to the duties and obligations and, if in good standing, entitled to enjoy the rights and privileges of such membership, unless he becomes a duly qualified graduate student, in which case he may elect to remain a member of the active chapter at the institution he will attend as a graduate student, with approval from the active chapter. Each graduate student of the Fraternity, upon termination of his status as a duly qualified graduate student, shall automatically become a member of the corresponding elder chapter, subject to the duties and obligations and, if in good standing, entitled to enjoy the rights and privileges of such membership. In the event of a suspension or termination of an active chapter, the Executive Committee may be empowered to

immediately make active members, at its discretion, members of the corresponding elder chapter, subject to the duties and obligations and, if in good standing, entitled to enjoy the rights and privileges of such membership. Alumni or elder members of a local fraternity or organization who form a petitioning group to whom a charter is granted and members of the faculty and administrative officials of a college or university in which there is an active chapter, upon approval by the Board of Delegates or the Executive Committee of the Grand Chapter in accordance with the constitution, shall become members of the corresponding elder chapter and of the Fraternity, with the rights and privileges and subject to the duties and obligations of such membership.

2. The grounds for suspension or revocation of the membership of an elder shall be the willful or deliberate repudiation of the Fraternity or of its essential ideals and purposes or the commission of any act, which in the opinion of the elder chapter or geographical association of which the elder is a member or in the opinion of the Executive Committee, shall constitute moral turpitude. Conviction and fixing the penalty shall be by a three-fourths vote of the Supreme Council of the elder chapter or of the geographical association or the Executive Committee. If action is taken by the chapter or association it is subject to review by the Executive Committee which may overturn any conviction or acquittal and/or modify any penalty. The elder chapter may suspend or revoke the membership of a member of its active chapter on the same grounds and by the same procedure.

C. Affiliation. Where desirable for geographical or other reasons, elders may affiliate with elder chapters other than their original chapters. Affiliation shall be accomplished by application to and by the favorable vote of the Supreme Council of the chapter with which affiliation is desired. Such affiliation shall not affect the status of the member in his original chapter.

D. Meetings of the Chapter. The Supreme Council shall call and arrange the holding of annual meetings of the members of the chapter and of such special meetings as may be required. It shall fix the place for holding meetings, direct the giving of notice, determine quorum, voting and other requirements and prescribe the order of business.

E. Officers.

1. *Supreme Council*. The Supreme Council shall consist of not less than three members of the chapter, in addition to the chapter officers, who shall be ex-officio voting members. It shall have full authority to represent, act for and govern the chapter and to manage its business and affairs. It shall serve as the nominating committee for the nomination of chapter officers, including succeeding members of the Supreme Council. It shall hold such regular meetings as are required by the law of the state or province in which the chapter is located and as shall be further determined by the Supreme Council. Meetings shall be called by the Phi or by direction of the Supreme Council. The Phi shall direct the giving of notice and shall make the arrangements for holding the meetings, including the place thereof. Quorum, voting and other requirements shall be fixed by the Supreme Council and it shall prescribe the order of business.

2. *Phi*. The Phi shall be the executive head of the chapter and have the customary powers and perform the customary duties of president. He shall preside at all meetings of the chapter and of the Supreme Council, maintain contact with the corresponding active chapter and with the Board of Delegates, committees and officers of the Grand Chapter.

3. *Alpha Phi*. The Alpha Phi shall exercise the powers and perform the duties of the Phi, in the event of his absence or inability to act, and such other duties as may be assigned to him by the Supreme Council and the corresponding local elder by-laws.

4. *Sigma*. The Sigma shall perform the customary duties of secretary, including keeping complete and accurate minutes of all meetings of the chapter and of the Supreme Council.

5. *Gamma*. The Gamma shall be the treasurer and fiscal officer of the chapter. He shall verify and approve all disbursements, bill and collect all accounts, keep proper books and records of all financial transactions, and make proper financial reports annually and otherwise, as required, to the Supreme Council of the elder chapter and to the Board of Delegates of the Grand Chapter, said annual reports to be prepared as of and filed within thirty days of the close of the fiscal year of the chapter. The Supreme Council may require the Gamma to post a bond.

6. *Delta*. The Delta shall act in concert with the Delta of the corresponding active chapter as the chapter historian and he shall supervise and be responsible for the performance by the Delta of the active chapter of his duties as provided in the by-laws of the Fraternity, including keeping an up-to-date record of the elder members of the chapter and supplying that information to the Board of Delegates of the Grand Chapter.

7. *Beta Pi or Chapter Advisor*. It shall be the duty of the Beta Pi, or Chapter Advisor, to visit the corresponding active chapter periodically throughout the academic year, to advise with its officers as to its condition and affairs, and to keep the Phi and Supreme Council of the elder chapter informed thereof. He shall cooperate with and maintain proper contact between the active chapter and the Board of Delegates, committees and officers of the Grand Chapter. He should be an elder who resides in or near the locality of the active chapter. Should the Chapter Advisor not be a member of the Fraternity, he shall perform all duties as outlined herein, but he may not have the designation of Beta Pi.

8. *Election, Tenure, Removal and Vacancies*. Members of the Supreme Council and chapter officers shall be members of the chapter in good standing and shall hold office until their successors are qualified. For the election of members of the Supreme Council each member of the chapter shall be entitled to one vote for each member of the Council to be elected and the requisite number of candidates who receive the plurality of votes shall be declared elected. For the election of the chapter officers, a majority of all votes cast shall be necessary to election and if no candidate receives a majority on the first ballot a second ballot shall be taken on the two highest candidates. For contested elections, voting shall be by secret ballot. Only members in good standing in the chapter shall be entitled to vote. The Supreme Council shall have the power to remove any officer or member of the council for cause, for which purpose the three-fourths vote of all of the members

of the Supreme Council entitled to vote shall be required. Vacancies shall be filled by the Supreme Council.

F. Committees.

1. *Appointment, Et Cetera.* Each elder chapter may have the following standing committees which shall be appointed annually by the Phi with the approval of the Supreme Council. The number of members of the several committees shall be determined by the Phi.

2. *Committee on Scholarship.* A committee on the scholarship of the corresponding active chapter, of which the Beta Pi shall be an ex-officio voting member, shall promote proper scholastic effort and standing in the active chapter. The Committee shall keep informed of the scholastic standing of the active chapter and of each member and shall have power to require such information from the active chapter as may be necessary to assist it in the performance of its duties.

3. *Rushing Committee.* A committee on rushing shall solicit and collect from the elders and other proper sources information as to prospective pledges and may assist the active chapter in the planning and execution of its rushing program.

4. *Committee on Finances.* A committee on active and elder chapter finances, of which the Gamma shall be an ex-officio voting member and chairman, shall monitor the financial conditions in the active and elder chapters. It shall advise and assist the Gamma of the active chapter in collecting past due accounts and in the management of the business affairs of the active chapter.

G. Powers in Relation to Active Chapter. The Elder Chapter, by action of the Supreme Council, shall have the power to take over the conduct of the business of the corresponding Active Chapter and to supersede or replace officers of the Active Chapter, including members of the Supreme Council, in cases of such gravity and necessity that the good standing of the Chapter in the Fraternity or in the college or university, or its financial stability or solvency, are in jeopardy. In any event, the Gamma of the elder chapter, after consultation with and subject to the approval of the Phi or Beta Pi of the elder chapter, shall have the right to supersede the Gamma of the active chapter in the collection of past due accounts owing to the chapter and the payment of past due bills owing by the chapter. Otherwise, the powers and duties of the elder chapter, its Supreme Council, officers and committees, with respect to the corresponding active chapter, shall be limited to that of rendering assistance and guidance to the end that the members of the active chapter may gain the experience and have the responsibilities of self-government. Any question or controversy arising with respect to the nature, extent or exercise of the powers granted to an Elder Chapter in relation to the corresponding Active Chapter shall be subject to review, and shall be resolved by the Executive Committee of the Grand Chapter; but this provision shall not impair the right or power of the Elder Chapter to act pending such review, nor shall the Executive Committee be required to exercise said right of review in any case in which it deems the matter in question to be unsubstantial or a review of the matter contrary to the best interests of the particular Active or Elder Chapter or of the Fraternity generally.

H. Grand Chapter Representation. The Supreme Council, annually or as occasion may arise, shall select from the chapter membership a delegate to represent and act for the chapter and cast its vote at meetings of the Board of Delegates of the Grand Chapter. Instructions given to delegates shall be advisory only.

I. Elders Without Active Chapters. The elders of active chapters, which have become defunct shall nevertheless continue as an elder chapter, and all the provisions of this ARTICLE, except provisions governing its relations and duties with respect to the active chapter, shall apply to such elder chapter so long as there are sufficient members thereof living to function as a chapter.

ARTICLE III. GEOGRAPHICAL ASSOCIATIONS

A. Name. The names of the several geographical associations shall indicate their character as such and the district represented - e.g., "The Chicago Association of Zeta Psi".

B. Organization. Any group of elder members of the Fraternity, residing in a suitable geographical district, may organize the elders in the district as a geographical association. The association may adopt such form of organization, which may be corporate, and elect such officers as may be appropriate for its purposes. However, each association shall have a corresponding secretary, to be appointed or elected, who shall register the name of the association with the International Office and keep said Office advised of the activities of the association and of the names and mailing addresses of its officers and members, and who shall be the designated representative of the association to receive notices and communications from said Office, the Executive Committee, officers, and representatives of the Grand Chapter.

C. Purposes. The purposes of the associations shall be the fellowship and social intercourse of the members of the Fraternity living in the area and furtherance of the interests and support of the activities, locally and generally, of the Fraternity.

D. Representation in Grand Chapter. If the organization of the association has been approved by the Board of Delegates of the Grand Chapter, the association shall enjoy the status of a duly qualified geographical association in the Grand Chapter and shall be entitled to send a delegate to a meeting of the Board and to be represented and to cast its vote in the meeting by such delegate to a meeting of the Board. However, approval may be withdrawn in the discretion of the Board or the Executive Committee, subject to Article IV, Section J below, for lack of numbers or insufficient interest and activity on the part of the association, or for any reason considered sufficient by the Board or the Executive Committee.

ARTICLE IV. GRAND CHAPTER

A. Annual Meetings of the Board of Delegates.

1. *Time, Place, Sponsorship and Notice.* Meetings of the Board of Delegates shall be held annually, under the sponsorship of one or more chapters and geographical associations of the Fraternity and at such time and place and upon such notice as the last preceding meeting shall have fixed; or, in default thereof, as the Executive Committee may fix.

2. *Attendance of Delegates.* Each active and elder chapter and each geographical association shall select and send a delegate provided with proper credentials to attend the meeting. Any chapter in arrears to the Fraternity with regard to chapter fees that has not paid at least one hundred (100) percent of its billed debt for the previous fiscal year may be unable to vote at the Grand Chapter Meeting. In addition, sanctions shall include ineligibility for chapter awards, ineligibility of chapter members to receive scholarships or student loans, and automatic review by the Committee on Discipline, pursuant to Article IV.J, for chapters which are delinquent in repaying billed debt for two consecutive years. Allowances for extenuating circumstances can be made at the discretion of the Phi Alpha or the Executive Committee. In the event of any disagreement, the Executive Committee shall prevail.

3. *Expenses of Delegates.* In order to secure proper representation and attendance, each active chapter entitled to representation at the meeting shall share equally and shall contribute and remit to the Gamma Alpha the travel and other expenses incident to attendance at the meeting of a delegate for each chapter. The amounts to be thus contributed shall be estimated by the Gamma Alpha and the several Chapters required to contribute shall be advised thereof and shall forward their remittances to the International Office sufficiently in advance of the meeting to enable proper handling of the financial arrangements for the attendance of the delegates. Any deficiency in the estimate shall be assessed equally against the several chapters and any surplus shall be held and applied against the expense of the attendance of delegates at the next meeting. Each chapter shall be liable to make and shall make such contribution irrespective of whether it shall have exercised the right to be represented at the particular meeting and irrespective of whether failure to send a delegate shall have been excused.

4. *Quorum Requirements and Order of Business.* For purposes of meeting a quorum, members entitled to vote are those delegates whose credentials have been presented and approved for attendance at the meeting. Seventy-five per cent of the number of delegates whose credentials have been presented and approved for attendance at the meeting shall constitute a quorum for all sessions, except that the Phi Alpha, with the approval of the Executive Committee, shall have power to relax said requirement and fix a lower quorum requirement as may be necessary under special circumstances, but in no event shall the quorum be less than ten (10) percent of the members entitled to vote. The Phi Alpha, subject to motion from the floor, shall fix the order of business.

5. *Voting Procedure.* All proposals as may come before the Board of Delegates and the Executive Committee, when acting pursuant to Article IV, Section C.3 below, involving

amendment of the constitution or by-laws, or any proposal involving the granting of a charter to a new chapter, or the suspension or revocation of the charter of a chapter, or the suspension or revocation of the rights of membership, shall without exception require a roll call vote by chapters and associations, which vote shall be duly recorded in the minutes of the meeting. Unless uncontested, the election of Grand Officers and members of the Executive Committee shall be by plurality vote and the method of the vote shall be determined by the Phi Alpha subject to change from the floor.

6. *Nominations for the Executive Committee and of Grand Officers.* Sufficiently in advance of the meeting, the Phi Alpha shall appoint a committee to suggest candidates for nomination for election to the Executive Committee and for the Grand Officers required to be elected at the ensuing annual meeting. The committee shall consider suggestions offered by the active and elder chapters and geographical associations in order to assure the selection of suitable and representative nominees; and it shall agree upon a slate of nominees in advance of the meeting to be presented to the meeting by the committee chairman. Nominations may also be made from the floor. If the committee is unable to agree upon a slate for a particular position, the chairman shall so report to the meeting and the nominations for the position shall be made from the floor.

7. *Committee on Credentials and Other Committees.* The Phi Alpha shall appoint a Committee on Credentials, of which the Sigma Alpha may be chairman if in attendance and which shall examine and approve or disapprove the credentials of authorized delegates and report thereon to the meeting. In the cases of delegates whose credentials have been disapproved, the delegates whose credentials have been approved shall proceed as the first order of business of the meeting to review and determine said cases. Such other committees shall be appointed by the Phi Alpha to serve at the meeting as may be proper to conduct the business of the meeting. Any member of the Fraternity attending the meeting may be an appointee on any of said committees.

8. *Reports.* The Phi Alpha, with the assistance of such special committees as he may appoint for the purpose, shall prepare and deliver to the meeting a report for the year on the work of the Grand Officers, the Board of Delegates and the Executive Committee, and on the state of the Fraternity and of the several chapters and associations. There shall be included in the report his personal observations and recommendations. The Gamma Alpha shall cause to be prepared and shall deliver an annual report of the financial condition of the Grand Chapter and the conduct of its business during the year. The report shall include a balance sheet and a comprehensive statement of revenue and expenditures and the personal observations and recommendations of the Gamma Alpha with respect to the financial condition and the conduct of the business affairs of the Fraternity. Such other reports shall be made and received as shall be called for.

9. *Conduct of Meeting.* The meeting shall be opened and closed and the newly elected officers and members of the Executive Committee shall be installed in accordance with the ceremonies traditional in the Fraternity, and insofar as feasible, the meeting shall be conducted with due formality, and regard to the traditional practices governing the conduct of Fraternity meetings.

10. *Attendance by Other Than Delegates, Grand Officers and Members of Executive Committee.* The annual meetings of the Board of Delegates shall constitute annual meetings of the Fraternity and of its membership generally, corresponding to the traditional Grand Chapter meetings of the Fraternity, and may be attended by any members of the Fraternity in good standing and any such member shall have the right to be heard.

B. Special Meetings. In cases of necessity, special meetings of the Board of Delegates of the Grand Chapter shall be called by the Phi Alpha as directed by the Executive Committee, which shall have power to make all necessary provisions for the holding of, and the attendance of delegates at, such meetings. Special meetings shall be conducted in the same manner and subject to the same general provisions and requirements as annual meetings.

C. Executive Committee.

1. *Number, Selection and Election.* The Executive Committee of the Grand Chapter shall consist of ten (10) members, at least eight (8) of which shall be elder members and at least one (1) but no more than two (2) of which shall be a member of an active chapter. The Committee shall be constituted of the following:

Phi Alpha, Alpha Phi Alpha, Sigma Alpha, Gamma Alpha, Delta Alpha, and six (6) representatives duly elected at large from the Fraternity for one year terms, with the provision that at least one member of the Committee must be from Canada and at least one must be from the United States, and further provided that at least one (1) member of the Committee shall be then serving as a member of the Board of Directors of The Canadian Association of Zeta Psi.*

2. *Meetings.* At the call of the Phi Alpha, who shall fix the time and place and direct the Sigma Alpha as to the giving of notice, the Committee shall hold two regular meetings each year, one in the winter and one in the summer in conjunction with the International Convention and the annual meeting of the Grand Chapter. Special meetings may be called as necessary by the Phi Alpha or by a majority of the Committee. Six members of the Committee shall constitute a quorum. The place of holding the regular meetings shall be progressively rotated and the meetings held in appropriate cities or sections of the United States and Canada, in order that proper contact with the chapters and membership of the Fraternity throughout the United States and Canada may be maintained, taking into consideration such factors as the cost of travel, predictability of weather, opportunities to view prospective colony locations, and other circumstances which could be of importance to the Fraternity.

3. *Powers.* The Executive Committee shall conduct the affairs and carry on the business of the Fraternity generally between meetings of the Board. Subject to contrary provisions of the law, the constitution, the by-laws, or to such instructions or limitations, if any, as may have

* This position is to be reviewed during the 2003 summer Executive Committee meeting. See minutes of Executive Committee meeting held January 21-22, 2000.

been given or imposed by the Board of Delegates, it shall have the right to perform all functions and to exercise all powers of the Board of Delegates, including the making of binding decisions when the Board is not in session. Reference to the Board of Delegates in the by-laws shall be deemed accordingly to refer likewise to the Executive Committee. All amendments to the By-laws adopted by Executive Committee or Board of Delegates action shall be printed and published as an integral part of the minutes of the Grand Chapter Meeting in the year the amendment is made.

D. Grand Officers.

1. *Phi Alpha.* The Phi Alpha shall be the executive head of the Grand Chapter and shall exercise the customary powers and perform the customary duties of president, including presiding at all meetings of the Board of Delegates and Executive Committee, and presiding at initiation and installation ceremonies when in attendance. Subject to the direction of the Executive Committee, he shall be responsible for the government and the administration of the business and affairs of the Fraternity generally.

2. *Alpha Phi Alpha.* The Alpha Phi Alpha shall exercise the powers and perform the duties of the Phi Alpha in the event of his death, resignation, absence, or inability to act or preside; and such other duties as may be assigned to him by the Executive Committee.

3. *Sigma Alpha.* The Sigma Alpha shall perform the customary duties of secretary, including keeping proper minutes of all meetings of the Board of Delegates and the Executive Committee. He shall be responsible for the giving of notice of meetings. He shall be responsible for the publication of all minutes directed to be published. He shall notify all officers, delegates, members of committees and others of their election or appointment and of their duties. He shall be the depository of and, with the assistance of the office staff in the International Office, shall keep up-to-date a complete and accurate list of all members, including active members, together with mailing addresses and other statistical data necessary to the conduct of the business and affairs of the Fraternity. He shall see to it that proper records are kept of attendance and non-attendance at all meetings of the Board of Delegates and of the Executive Committee. It shall be his responsibility to bring to the attention of the respective meetings all instances of non-attendance on the part of those required to attend. All certificates of membership shall be signed by him and countersigned by the Phi Alpha or the Alpha Phi Alpha. With respect to the administrative duties of the office, some of which may be performed by the office staff in the International Office, the Sigma Alpha shall be responsible for the supervision of all work of his office. An assistant Sigma Alpha may be appointed by the Executive Committee. He may be required to attend meetings at the discretion of the committee.

4. *Gamma Alpha.* The Gamma Alpha shall be the fiscal officer of the Grand Chapter and shall perform the customary duties of that office. With the assistance of the office staff in the International Office, he shall keep proper books and records of all financial transactions. In addition to the annual report required to be made to the annual meeting of the Board of Delegates, he shall make current reports to all meetings of the Executive Committee. It shall be his responsibility to see that financial reports are regularly filed by the active and elder Chapters and that the Board of Delegates, the Executive Committee and the Phi Alpha are kept properly advised thereof. He shall recommend such practices and such action as may be proper to keep the financial affairs of the Fraternity generally, and of the chapters and associations in relation thereto, in good order. He shall be responsible for the preparation of an annual budget for the Grand Chapter to be submitted to the Executive Committee for its action at the meeting of the committee to be held in the summer of each year. He shall inform the Executive Committee at its first regular meeting after the close of the Fraternity's fiscal year as to investment income received in the fiscal year and a recommendation as

to possible set aside of the funds for educational and charitable purposes in accordance with Section 512 of the United States Internal Revenue Code of 1986 or as subsequently amended. He shall be responsible for the deposit in appropriate accounts to the credit of the Fraternity generally, or the Grand Chapter, of moneys and revenues received, and either he or such other officer(s) or person(s) as may be designated by the Executive Committee shall sign checks drawn on said accounts. An assistant Gamma Alpha, who may have the title of Alpha Gamma Alpha, may be appointed by the Executive Committee. He may be required to attend meetings at the discretion of the committee.

5. *Delta Alpha.* The Delta Alpha shall perform for the Fraternity generally the same functions as those performed by the Deltas of the several chapters. It shall be his responsibility to obtain for the Board of Delegates and the Executive Committee and Grand Officers up-to-date information with respect to the membership of the events of historic interest to the Fraternity, which is required to be supplied by the Deltas of the active and elder Chapters, and he shall make such necessary compilations and records from their reports as may be of interest to the Fraternity generally. An assistant Delta Alpha may be appointed by the Executive Committee. He may be required to attend meetings at the discretion of the committee.

6. *Sigma Rho Alpha.* The Sigma Rho Alpha shall be the guardian of the door at all meetings of the Board of Delegates, and as may be required at such meetings, he shall perform the traditional duties of that office.

7. *Phi Alpha Emeritus.* The Phi Alpha Emeritus shall be a past Phi Alpha. The position is honorary and is not voting.

8. *Election or Appointment.* The Phi Alpha, Alpha Phi Alpha, Sigma Alpha, Gamma Alpha and Delta Alpha shall be elected annually by the annual meetings of the Board of Delegates. The offices of Phi Alpha Emeritus and Sigma Rho Alpha shall be regular offices appointed by the Phi Alpha for a term of one year. In the absence of the Sigma Rho Alpha, any willing person present at a meeting, when the traditional services of that office shall be required, shall be appointed by the Phi Alpha to serve in that capacity at the particular meeting.

E. *Attendance and Expenses of Attendance of Members of Executive Committee and Grand Officers at Meetings.* The Grand Officers, excluding the Phi Alpha Emeritus and Sigma Rho Alpha, shall be required to attend the meetings of the Executive Committee, and also the meetings of the Board of Delegates of the Grand Chapter, unless prevented by circumstances beyond reasonable control. In order to insure proper representation and attendance, the travel and other expenses incurred by the Executive Committee members and Grand Officers, excluding the Phi Alpha Emeritus and Sigma Rho Alpha, incident to required attendance at meetings of the committee shall be defrayed by the Fraternity in accordance with a policy to be set from time to time by the Executive Committee. However, the expenses of those who live in the metropolitan or suburban area of the place where the meeting is held shall not be borne by the Fraternity. Similarly, the expense of attendance of the members of the Executive Committee and of Grand Officers at meetings of the Board of Delegates shall be defrayed by the Fraternity except in the cases of those Executive Committee members and Grand Officers whose expenses are payable as delegates. In

order to minimize expense, Executive Committee members and Grand Officers may act and shall be selected to act as delegates representing their respective elder chapters or geographical associations insofar as may be feasible and unless in the discretion of the governing boards of particular elder chapters or geographical associations, it appears that a delegate more representative and in touch with local conditions should be selected.

F. Tenure of Office, Removal and Vacancies. The terms of office of the Grand Officers shall be one year. It is provided, however, that all Grand Officers and members of the Executive Committee shall hold office until their successors are qualified and installed. Any member of the Executive Committee may be removed for cause, upon due notice and opportunity to be heard, by the three-fourths vote of a duly constituted meeting of the Executive Committee. The Phi Alpha may excuse non-attendance if due to circumstances beyond reasonable control and the declaration of a vacancy due to unexcused non-attendance shall require only the majority vote of the duly constituted members of the committee. Vacancies shall be filled by the Phi Alpha, with the approval of the Executive Committee, unless the vacancy is in the Phi Alpha in which case the Alpha Phi Alpha automatically succeeds to and fills the position of the Phi Alpha.

G. Legal Counsel. The Fraternity's Legal Counsel shall be appointed and may be removed by the Phi Alpha, with the approval of the Executive Committee. Reappointment annually shall not be necessary. The appointee shall be a member of the Fraternity, who is a practicing attorney. He shall advise and represent the Fraternity in all legal matters affecting the Grand Chapter or the Fraternity generally. He may retain outside special legal assistance as needed, subject to approval by the Executive Committee, or in an emergency situation, by the Phi Alpha or the Executive Director. Unless excused by the Phi Alpha under appropriate circumstances, provided the Executive Committee does not mandate attendance, he shall attend the regular meetings of the Board of Delegates and of the Executive Committee and upon request he shall attend special meetings. He shall receive reasonable compensation for his services as shall be determined by the Executive Committee and he shall be reimbursed for actual disbursements incurred in the performance of his duties and for travel and other necessary expenses incident to attendance at meetings but he shall not receive compensation for attendance at Executive Committee meetings.

H. Committees. The standing committees shall be the Finance Committee, Chairman of which shall be appointed by the Phi Alpha. This committee will be responsible, under the supervision of the Executive Committee, for financial planning and investment of Fraternity funds; the Gamma Alpha, who may be chairman, shall be an ex-officio member of this committee; the Phi Alpha may also appoint an Investment Committee, which shall oversee the investment of Fraternity funds and shall report to the Executive Committee or the Finance Committee as requested; the Fundraising Committee, which shall be responsible for the fund-raising activities of the Fraternity; the Publication(s) Committee, which shall be responsible for the publication of the CIRCLE or other official publications of the Fraternity generally; Chapter Development Committee, which shall be charged with the responsibility for the processing of all petitions for the granting of charters for new chapters; and the Committee on Discipline, which shall investigate all disciplinary cases over which the Executive Committee and Board of Delegates shall have jurisdiction. Such committees, and such other standing or special committees as the Phi Alpha may decide or be

directed to appoint, shall be appointed by the Phi Alpha promptly upon his taking office, or promptly upon his being directed to make the appointment.

I. Finances. The revenue of the Grand Chapter shall be derived from Grand Chapter fees, initiation fees and elder dues, and if such revenue proves insufficient an additional assessment may be made on a fair pro rata basis against each active and elder chapter and each geographical association. Each active member shall pay to the credit of the Grand Chapter an initiation fee and other fees as may be fixed from time to time by the Executive Committee. There shall be no apportionment or rebate of said payments in the case of membership as an active which shall have commenced or ceased other than at the beginning or end of a given payment period. In all instances, badges, which shall be uniform, may be provided to or otherwise purchased by the initiates through the International Office. Each active chapter shall be responsible for and shall collect the said taxes from its pledges and members and remit or deposit the same forthwith to the credit of the Grand Chapter as the Gamma Alpha shall direct. As necessary to defray the expense of the Fraternity generally, including the administrative and other expense of the International Office and the traveling and other expense incident to attendance of the Grand Officers, Executive Committee members and Legal Counsel at meetings of the Board of Delegates and meetings of the Executive Committee as provided in these by-laws, such additional revenue as may be needed may be assessed against and collected from the several elder chapters in such fair proportion and amount as shall be fixed and determined by the Gamma Alpha with the approval of the Executive Committee. The proportionate basis to be used for this purpose shall be related insofar as possible to the relative number of members of the several elder chapters. As special circumstances may necessitate, or in cases of new chapters having few elder members and subject to the extraordinary financial burdens of a new chapter, the Board may make adjustments or allowances in determining said relative amounts. The elder chapters and the officers thereof shall be responsible for the collection from the members of their respective elder chapters of the amounts necessary to pay the assessments and for prompt remittance thereof to the Grand Chapter. The foregoing shall be in addition to the assessments to be made for the expenses incurred by delegates incident to attendance at annual meetings of the Board of Delegates. Each active member of the Fraternity, who shall have paid the required initiation fee and each elder member of the Fraternity who shall have paid current elders' dues shall be entitled to receive for that year all issues of the CIRCLE, or other official publications of the Fraternity. Elder members who have not paid current elders' dues may receive, at the discretion of the Executive Committee, one or more publications of the Fraternity. Nothing herein contained shall be construed as preventing active chapters from assessing pledge and/or initiation fees in addition to those required to be paid for the Grand Chapter.

J. Disciplinary Procedure. Any and all charges against members or chapters involving or requiring disciplinary action may initially be addressed by a special committee comprised of the Phi Alpha, the Executive Director of the Fraternity and the Chairman of the Committee on Discipline, and at the discretion of the Phi Alpha, with advice and consultation of the Legal Counsel of the Fraternity. This special committee may meet in person, by telephone or by any further means of communication as is required. It shall be empowered to immediately place members or chapters on probation or under suspension on such terms as it may so direct pending further investigation by the Committee on Discipline. It may also formulate the Fraternity's public

response to any such charges. All actions taken by the special committee shall be reviewed at the next following Executive Committee meeting and any standing probation or suspension shall be affirmed, modified or reversed by the Executive Committee at that time and, as necessary, be ultimately reviewed by the Board of Delegates in accordance with these by-laws and the constitution of the Fraternity.

The Committee on Discipline, and at the request of the Chair of the Committee, the Fraternity's Legal Counsel, shall receive and investigate all charges against individual members, active chapters, elder chapters, and geographical associations involving disciplinary action by the Executive Committee under the provisions of the constitution of the Fraternity and it shall report thereon to the Executive Committee. If the Executive Committee entertains the charges, at least thirty days written notice thereof shall be given by mail to the party against whom the charges are brought. The notice shall advise the accused of the nature of the charges. Upon the hearing, the Legal Counsel of the Fraternity or some other person appointed by the Chair of the Committee, at the Chair's discretion, shall present any evidence available bearing on the charges, whether the same is in support or refutation thereof, and the accused shall be entitled to be heard in person or by any member of the Fraternity whom he may select to represent him. The Executive Committee shall determine the nature and form of the evidence which it will receive and consider and the manner in which the hearing shall be conducted. The accused shall be notified by mail of the decision and if the decision is that the membership should be suspended or revoked the accused shall have thirty days, from the date of the mailing of notice of the decision, within which to file a written demand with the Sigma Alpha for the review of the decision. The Board of Delegates shall review the decision at its next regular meeting, on the basis of a written report to be filed by the Executive Committee containing its decision and a statement in narrative form of the evidence. The right of the accused to be heard on such review shall be limited to such written statement as he may have filed with his demand that the decision be reviewed. The Board may send the matter back to the Executive Committee for further hearing and determination or it may finally dispose of the matter by affirmance, modification or reversal of the decision and the accused shall be notified by mail accordingly. The aforesaid notice required to be given to the accused shall be mailed to such mailing address of the accused as may be on file with the Board of Delegates and neglect or failure of the member to keep a correct mailing address on file shall constitute waiver of the right to receive such notice and of the right to have the decision reviewed.

K. International Office. The Grand Chapter shall have an International Office at such place as shall be designated by the Executive Committee, which shall be the official and principal office and mailing address of the Grand Chapter; and the overhead expense and other charges of maintaining and operating said Office shall constitute an expense of the Grand Chapter.

L. No Agency Relationship. Nothing in these by-laws shall be construed as granting to any person not a Grand Officer or Executive Director of the Fraternity any authority whatsoever to bind or obligate the Grand Chapter or Zeta Psi Fraternity of North America, Inc. for debts, obligations, contracts, leases or other agreements.

Nothing in these by-laws concerning the right of the Fraternity to suspend or sever the relationship between the Fraternity and any chapter or member shall create or establish any liability of the Fraternity to any individual person or entity claiming any damages of any sort from the Fraternity.

Further, while the Fraternity has a consultant relationship with its members and the chapters and is a keeper of records and statistical data and serves as a communications channel for the members and the chapters, the Fraternity has no control or power over the day to day actions of members or the chapters of the Fraternity, nor does the Fraternity have any principal-agency relationships with the members or the chapters.