



PI KAPPA PHI
FRATERNITY

**Bylaws of the
Beta Eta Alumni Chapter, Inc.**

BYLAWS OF THE BETA ETA ALUMNI CHAPTER, INC. OF PI KAPPA PHI FRATERNITY

PREAMBLE

For the promulgation of the noble purposes of brotherhood which caused the Pi Kappa Phi Fraternity to be founded, and to give those who follow us the same privilege that we have enjoyed, we the members of the Beta Eta Alumni Chapter, Inc. of the Pi Kappa Phi Fraternity do hereby establish and solemnly promise to obey these Bylaws to supplement and support the Ritual, Constitution, and Supreme Laws of the Pi Kappa Phi Fraternity for the governance of our chapter.

ARTICLE I. NAME AND PURPOSE

Section 1. Name

The name of this corporation shall be the Beta Eta Alumni Chapter, Inc. (hereinafter the "Alumni Chapter" or the "Chapter"), a not-for-profit corporation existing under the laws of the State of Florida.

Section 2. Purpose

The purpose of this Alumni Chapter shall be:

1. To cultivate and maintain the high ideals as expressed in the Ritual and Supreme Laws of Pi Kappa Phi;
2. To connect Beta Eta alumni to their chapter and with each other through timely communication and meaningful events;
3. To maintain and promote true and lasting friendship amongst the brothers of Pi Kappa Phi;
4. To further the interests of Pi Kappa Phi in the community and the individual lives of its members;
5. To motivate and foster a spirit of pride, loyalty, inclusion, and respect for Pi Kappa Phi and its rich history; and
6. To work collaboratively with the National Fraternity and Florida State University to further the goals, aspirations, and success of this Fraternity and the Florida State University Greek System.

ARTICLE II. MEMBERSHIP

Section 1. Membership

- A. Any member of Pi Kappa Phi in good standing under the terms and provisions of the Constitution and Supreme Laws of the Pi Kappa Phi Fraternity and with their undergraduate chapter and who is no longer enrolled as an undergraduate student at any university or college and who is no longer living in the Beta Eta chapter house located at 423 W. College Avenue, Tallahassee, Florida, is eligible for membership in this Alumni Chapter upon payment of dues thereof and by abiding by all other local requirements.
- B. Membership in this Alumni Chapter shall be for a term not to exceed one year in duration. All memberships shall expire at midnight on the last day of this Chapter's fiscal year.
- C. The Board of Directors, as defined in Article IV, Section 1, shall have the sole power to issue or renew memberships in this Alumni Chapter. Memberships shall not be assignable or transferable. Any attempted assignment or transfer shall be void and without effect.

Section 2. Dues

The dues for the members of this Alumni Chapter shall be \$25 per year or such other amount as the Chapter's Board of Directors may from time to time specify. Annual dues for membership in this Alumni Chapter shall become due on July 1st of each year. Should any member fail to pay his dues, he will forfeit his voting rights and be dropped from the membership rolls of this Alumni Chapter.

Section 3. Fiscal Year

The fiscal year of this Alumni Chapter shall commence on July 1.

Section 4. Property Rights

No member will have any right, title, or interest in any of the property or assets, including any earned or investment income, of the Alumni Chapter, nor will any of the property or assets be distributed to any member on its dissolution.

ARTICLE III. MEETINGS AND ELECTIONS

Section 1. Member Meetings of the Alumni Chapter

- A. The annual meeting of this Alumni Chapter's members (hereinafter the "Annual Meeting") shall be held at least once every year at a time and place to be specified by the Board of Directors.
- B. Regular meetings of this Alumni Chapter's members may occur at a time and place designated by the Board of Directors.
- C. Special meetings of this Alumni Chapter may be called at any time by:
 - 1. The President;
 - 2. The Chief Executive Officer of Pi Kappa Phi Fraternity;
 - 3. Majority vote of the Board of Directors; or
 - 4. By the Secretary upon the written request of any ten (10) members in good standing
- D. Each meeting of this Alumni Chapter shall be conducted in accordance with the rules contained in the then current edition of Robert's Rules of Order, except to the extent that such rules are inconsistent with these Bylaws.
- E. Any meeting of the members of the Alumni Chapter must be called by the President or a majority of the Board of Directors, unless otherwise specified herein, and requires a quorum of the Board of Directors, as defined in Article V, Section 2, present to conduct business. Any meeting of the members of the Alumni Chapter may be held via telephone conference call, internet webcast, or by any means of electronic communication by which all members participating may simultaneously hear each other during the meeting.

Section 2. Notice of Member Meetings of the Alumni Chapter

Written notice of each meeting of the members, stating the time and place of such meeting, shall be mailed or transmitted electronically, whether by fax or e-mail, by the Secretary to the members of the Alumni Chapter not less than seven (7) days before the date of such meeting to each member at his address as it shall appear on the books of the Alumni Chapter. Written notice of a special

meeting shall state the purpose for which the meeting is called, and business transacted at any special meeting shall be confined to the purpose stated in the notice of such meeting.

Section 3. Quorum

The presence of seven (7) members is required for and shall be necessary to constitute a quorum and be sufficient for the transaction of business at any meeting of the members. If a quorum shall not be present at any meeting of the members, the members present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 4. Voting

- A. Each member of this Alumni Chapter present at a duly called meeting shall be entitled to one vote on any and all questions except as hereinafter provided.
- B. Voting shall be by acclamation and a majority vote of the active Alumni Chapter members present shall decide all questions unless otherwise provided by these Bylaws. Any member may demand a secret ballot. The President shall vote only to break a tie.
- C. There shall be no voting by proxy.
- D. Any member of the Alumni Chapter whose dues payments are not current will automatically lose his right to vote.

ARTICLE IV. DIRECTORS

Section 1. The Power of the Board of Directors

The affairs and business, including without limitation all property and moneys of any kind, of this Alumni Chapter shall be controlled and managed by a board of directors (hereinafter the "Board of Directors" or "Board"). The Board of Directors may exercise all such powers of the Alumni Chapter and do all such lawful acts and things as are not by statute, the Constitution and Supreme Laws of the Pi Kappa Phi Fraternity, and/ or these Bylaws required to be exercised or done by the members of this Alumni Chapter.

Section 2. Number of Directors

- A. The Board of Directors shall consist of seven (7) Directors (hereinafter “Directors” or “Director”), each of whom shall be a dues-paid member of this Alumni Chapter. No Director shall hold a formal advisory role with the undergraduate chapter (e.g., Chapter Advisor or member of the Board of Alumni Advisors) or serve as a director or officer of the Beta Eta House Corporation, Inc., of Tallahassee, Florida (hereinafter the “Beta Eta Housing Corporation”).
- B. In addition to the aforementioned seven Directors, the undergraduate chapter Archon, the Chapter Advisor for the undergraduate chapter, and the President of the Beta Eta Housing Corporation shall be ex-officio, non-voting members of the Board of Directors and as such may discuss for a reasonable length of time any question at any meeting of the Board.
- C. Each of the seven seats on the Board of Directors will be named for one of Pi Kappa Phi’s seven original founders (e.g. the Kroeg seat).

Section 3. Election of Directors

The Directors shall be elected once each year by vote of a majority of the members present at the Annual Meeting in such year as follows:

- 1) prior to the Annual Meeting each year, the Board of Directors shall prepare a list of nominees for election to the Board of Directors and the number of director seats open for election;
- 2) such list of nominees shall be sent to each member with the written notice of such Annual Meeting provided for in Article III, Section 2 herein;
- 3) the name of any other member or members shall be added to such list provided that such name or names shall have been presented to the Board of Directors prior to the call to order of such Annual Meeting;
- 4) to be eligible for election, each candidate must be a dues-paid member in good standing of this Alumni Chapter;
- 5) only such members as shall have been nominated as hereof before provided shall be eligible for election to the Board of Directors;

- 6) nominated members must be present during the election process at the Annual Meeting or in the event that a nominee is unable to attend the Annual Meeting a written document (e.g. letter or e-mail) must be delivered to the President expressing the nominee's desire to serve on the Board of Directors to permit the nominee to run in absentia;
- 7) each member of the Alumni Chapter present and voting shall be entitled to one vote for each Director's seat to be filled; cumulative voting shall not be allowed;
- 8) in case of there being more than one nominee for any office the ballots shall be in writing;
- 9) a candidate must receive a majority of all votes cast on the balloting; if no candidate receives a majority of the votes, a run off vote shall be held between the two candidates receiving the most votes with the candidate receiving the majority of all votes cast on the balloting being declared the winner;
- 10) a candidate failing to win election to an available Director's seat may choose to run for election for one other available Director's seat during the same Annual Meeting; and
- 11) in the event a quorum cannot be obtained for the Annual Meeting or adjourned annual meeting in any year, the Board of Directors shall from the above-referenced list of nominees elect directors to replace directors whose terms shall expire in such year.

Section 4. Length of Director Terms

Directors elected as provided in Section 3 hereof shall serve for a term of three (3) years on a rotating schedule, or for such other term as may be specified at the time he is elected, and thereafter until his successor shall be elected or appointed and shall qualify or until his resignation, death, or removal. Any Director may be removed, for cause, as defined in Article IV, Section 7B, at any time by a vote of two-thirds of the members of the Alumni Chapter present at any meeting thereof. In the event of the death, disability, resignation, or removal of a Director prior to the expiration of his term, a successor may be appointed by a majority of the Directors present at any regular meeting of the Board of Directors, such successor to serve for the unexpired term of the Director whom he succeeds.

Section 5. Compensation

The Directors of this Alumni Chapter shall not receive any salary or remuneration for their services. This shall not be construed to prohibit reimbursement of expenses incurred on behalf of the Alumni Chapter, to the extent that provision in the Alumni Chapter's budget exists for such reimbursement.

Section 6. Resignation

Any Director resigning from office must submit a resignation in writing to the Chairman. If the resigning Director is the Chairman, he shall submit a resignation in writing to the remaining Directors.

Section 7. Removal of Director from Board

- A. Except as otherwise provided by law, a Director may only be removed for cause by an affirmative vote of two-thirds of the members of the Alumni Chapter present. A two-thirds vote of the members of the Alumni Chapter present shall impeach any Director, provided that notice of the charges has been sent to the Director by a member of the Chapter two weeks prior to the meeting at which the removal vote is to be taken. The Director subject of the removal vote, or his agent, shall have the right to appear and present his case prior to the vote of removal by the members. The Director subject of the removal vote and his agent(s) shall not be present during the vote of removal. Upon a Director's removal, his seat on the Board shall be declared vacant. If removal is effected at a meeting of the members, any vacancies created thereby shall be filled by the members at the same meeting as provided in Article IV, Section 3 hereof.
- B. "Cause" shall mean that the Board or members conclude(s), in good faith and after investigation, that (i) the Director engaged in conduct which is a felony under the laws of the United States or any state or political subdivision thereof; (ii) the Director engaged in conduct constituting breach of fiduciary duty, breach of loyalty, willfull misconduct relating to the Alumni Chapter, embezzlement, or fraud; (iii) the Director violated any federal, state, or local law or regulation applicable to the business of the Alumni Chapter or any of its affiliates; (iv) the Director refused to follow a proper directive of the Board within the scope of the Director's duties after notice from the Board specifying the performance required and the Director's failure to perform within fifteen (15) calendar days after such notice; (v) the Director engaged in any act(s) of dishonesty or misrepresentation that affects the business or the financial condition of the Alumni Chapter; (vi)

the Director's abuse of alcohol or drugs that impairs his ability to perform his duties and responsibilities hereunder or endangers other members of the Chapter; (vii) the Director failed to participate sufficiently in the governance of the Chapter (e.g., failing to attend more than one Board of Directors meeting in a fiscal year); or (viii) the Director engaged in non-exemplary conduct or conduct unbecoming of a Pi Kappa Phi, as defined by the National Council or Chief Executive Officer of the Pi Kappa Phi National Fraternity.

Section 8. Executive Committee

The President, Vice-President, Treasurer, Secretary, and any others of the Alumni Chapter duly elected pursuant to Article VI hereof shall constitute the executive committee of the Board of Directors (hereinafter the "Executive Committee") and shall be presided over by the President.

ARTICLE V. DIRECTORS MEETINGS

Section 1. Meetings

- A. Meetings of the Directors shall be held at least twice during the fiscal year, one of which shall be held immediately after the adjournment of each Annual Meeting, which does not require written notice, unless the Board shall theretofore have designated another place and time. Other regular meetings of the Board of Directors shall be held at times and places to be designated by the Chairman of the Board of Directors.
- B. Special meetings of the Board of Directors shall be held at the call of the President or upon the written request of any two Directors filed with the Secretary.
- C. The Secretary shall give written notice of each meeting, stating the time and place of such meeting, by mail or electronic transmission (by fax or e-mail) not less than seven (7) days before the date of such meeting to each Director at his address as it shall appear on the books of the Alumni Chapter. Written notice of a special meeting shall state the purpose for which the meeting is called, and business transacted at any special meeting shall be confined to the purpose stated in the notice of such meeting.

Section 2. Quorum

A majority of the members of the Board of Directors, rounded upward to the next integer, shall constitute a quorum for the transaction of business in a meeting of the Board of Directors unless otherwise required by these Bylaws, and a majority vote of the Directors present shall decide all questions unless otherwise provided by these Bylaws. In the event of a tie vote on any matter before the Board, the Chairman, as defined in Article VI, Section 4 herein, shall be entitled to an additional vote.

ARTICLE VI. OFFICERS

Section 1. Chapter Officers

The officers of this Alumni Chapter shall be:

1. President ("Archon")
2. Vice-President
3. Secretary
4. Treasurer

Each officer shall not hold a formal advisory role with the undergraduate chapter or serve as an officer or director of the Beta Eta Housing Corporation.

Section 2. Election of Officers

The Board of Directors shall elect once each year by vote of a majority of the Board, at a meeting to be held at the close of the Annual Meeting of this Alumni Chapter, from their number a President, Vice-President, Secretary, and Treasurer. Nominating and balloting shall commence with the office of President and proceed from there. Each officer shall be elected to serve for a term of one (1) year and thereafter until his successor shall be elected and shall qualify or until his resignation, death, or removal. Any officer may be removed with or without cause, at any time by vote of a majority of the Directors present at any regular meeting of the Board of Directors, successor to serve for the remaining portion of such term.

Section 3. Holding More Than One Office

One person may hold the offices of and perform the duties of any two of the aforesaid officers, except those as President and Vice-President. Each officer shall perform such duties as are designated by the Board of Directors, and

to the extent not inconsistent therewith, such duties as are performed customarily by a person holding such an office.

Section 4. President

The President shall be the Chief Executive Officer of the Alumni Chapter and Chairman of the Board of Directors. The President shall be responsible for issuing calls of meetings of the Board of Directors. The President shall: (1) be responsible for monitoring the activities of other officers during intervals between meetings of the Board of Directors, (2) oversee the committees in charge of the major functions and be a link between them and the other committees, and (3) serve as chairman of the Executive Committee and Membership and Recruitment Committee.

Section 5. Vice-President

The Vice-President shall, in the absence or incapacity of the President, be vested with all of the powers and perform all of the duties of the President. The Vice-President shall: (1) perform such duties as are directed by the President, (2) be responsible for arranging special presentations at meetings, and (3) chair the Alumni Communications Committee.

Section 6. Secretary

The Secretary shall: (1) keep the minutes of all meetings of the Board of Directors or the Alumni Chapter members; (2) send notices of such meetings as required by these Bylaws within the required notice period; (3) maintain a roster of the Alumni Chapter's current members; (4) maintain attendance records for all meetings; and (5) maintain a list of all Beta Eta alumni who are awarded local or national fraternity awards.

Section 7. Treasurer

The Treasurer shall have the care and custody of the funds and securities of the Alumni Chapter, and all checks, notes, drafts, and orders for payment of money shall be signed by the Treasurer upon written approval by the President. Endorsement for deposit may be made by any officer of the Alumni Chapter. The Treasurer shall prepare the Alumni Chapter's operating budget for each fiscal year during his term of office and submit said budget to the Board of Directors for their approval. He shall maintain a book of account on all funds received and disbursed during his term of office. The Treasurer is responsible for the collection of dues and allocation of Alumni Chapter funds, including paying all bills incurred by authority of the Alumni Chapter. The Treasurer shall also obtain

an annual review, file proper paperwork with the Internal Revenue Service, and pay annual Alumni Chapter dues to the Pi Kappa Phi National Fraternity. The Treasurer shall prepare an annual financial report and shall present same at the first Board of Directors meeting which occurs more than ninety (90) days or more following the end of a fiscal year, and shall make such statement available at the Annual Meeting.

Section 8. Term of Office

Officers shall serve for a term which ends at the next succeeding Directors meeting following after the Annual Meeting, and in the event of a failure to elect officers of this Alumni Chapter at any such meeting then all acting officers shall serve until their successors are elected.

Section 9. Resignation

Any officer resigning from office must submit a resignation in writing to the President. If the resigning officer is the President, he shall submit a resignation in writing to the remaining Board of Directors.

Section 10. Vacancies

All vacancies in the Executive Committee or any office in the Alumni Chapter, from any cause, other than the expiration of the term of office, shall be filled by a majority vote of the remaining members of the Board of Directors, and the one so elected shall hold office for the unexpired term of the member of the committee or officer whom he succeeds.

ARTICLE VII. COMMITTEES

Section 1. Committees

There shall be the following standing committees:

1. Executive Committee
2. Alumni Communications Committee
3. Membership and Recruitment Committee
4. Events Committee

Section 2. The Executive Committee

- A. The Executive Committee shall be composed of the President, Vice-President, Treasurer, and Secretary. The President shall act as chairman.

- B. The Executive Committee shall conduct all business of the Alumni Chapter between meetings, or events of the Chapter, authorize and account for the expenditure of funds in the Alumni Chapter treasury, and do all things necessary and proper for the orderly conduct of the Alumni Chapter. The Executive Committee shall have the power to interpret these Bylaws.
- C. The Executive Committee shall meet at least twice a fiscal year for the purpose of assisting in the planning and fulfillment of a well-rounded active Alumni Chapter program. In addition, the Executive Committee shall ensure that all of the officers and committees have set proper goals for their term of office; shall establish long-range goals; and shall conduct an adequate and regular evaluation of all Chapter operations and programs.

Section 3. Membership and Recruitment Committee

- A. The President shall serve as chairman of the Membership and Recruitment Committee and the President shall appoint two additional members.
- B. This committee shall secure the names, postal addresses, e-mail addresses, and phone numbers of all Beta Eta alumni.
- C. This committee shall endeavor to encourage active participation of all Beta Eta alumni in the Alumni Chapter.
- D. This committee will actively recruit alumni to join the Alumni Chapter.
- E. This committee shall develop an annual recruitment goal.

Section 4: Alumni Communication Committee

The Vice-President shall serve as chairman and the President will appoint two additional members to oversee the planning and development of all written and verbal communications with alumni (e.g. *Beta Eta Data* and website).

Section 5. Events Committee

- A. The chairman of the Events Committee shall be appointed by the President with an additional two members who will oversee the planning and execution of all social events hosted by the Alumni Chapter.

- B. The committee shall plan events that are of interest to the members of the Chapter and will help promote responsible brotherhood and friendship.

Section 6. Ad Hoc Committees

The President is empowered to appoint other committees as he may see fit.

ARTICLE VIII. CONTRACTS; FINANCES

Section 1. Dues

Annual dues for membership in this Alumni Chapter shall become due on July 1st of each year. There shall be no proratability or refundability of any member's dues.

Section 2. Contracts

The Board of Directors may authorize any two officers or one officer and one committee chairman to enter into any contract or to execute any instrument in the name of and on behalf of this Alumni Chapter. Such authority may be general or may be confined to specific instances. Unless so authorized by the Board of Directors, no officer of this Alumni Chapter, member, or other person shall have the power to bind this Chapter by any contract or engagement, whether written or verbal, or to pledge its credit or assets, or to render it liable for any purpose or to any amount.

Section 3. Financial Reports, Accounting System, Books and Records

The Treasurer shall present financial statements (an annual report) of this Alumni Chapter at the first Board of Directors meeting which occurs ninety (90) days or more following this Alumni Chapter's fiscal year end. The Chapter's books and records shall be maintained in accordance with generally accepted accounting principles for nonprofit organizations.

Section 4. Annual Registration/ Report with State Corporation Authorities

At the first Board of Directors meeting which occurs one hundred twenty (120) days or more following this Alumni Chapter's fiscal year end, the Treasurer or Secretary, as appropriate, shall present proof of filing of required registration forms or reports with the Florida Department of State to the Board of Directors.

Section 5. Federal and State Nonprofit Information Returns

At the first Board of Directors meeting which occurs one hundred twenty (120) days or more following this Alumni Chapter's fiscal year end, the Treasurer shall present proof of filing of applicable required information and/ or tax returns with the Internal Revenue Service, and state and local taxing agency(ies) if applicable, to the Board of Directors.

Section 6. Liability of Members

No member will be personally liable for any of the Alumni Chapter's debts, liabilities, or obligations, nor will any member be assessed for the debts, liabilities or obligations of the Alumni Chapter.

ARTICLE IX. AWARDS AND RECOGNITION

The Board of Directors of the Alumni Chapter shall at their discretion award and recognize alumni members of this Fraternity for their contribution to their Fraternity, University, and/or Country.

ARTICLE X. AMENDMENTS

These Bylaws may be amended by a majority vote of the Directors of this Alumni Chapter at any duly held meeting.

The foregoing Bylaws of the Beta Eta Alumni Chapter, Inc. were approved and adopted on this the 27th day of January, 2005.



Michael S. Loy, President



Eric S. Wahlen, Secretary