

BYLAWS OF THE ALPHA DELTA PHI SOCIETY

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be **The Alpha Delta Phi Society** (hereinafter “the Society”). The Society shall be an unincorporated entity organized under the laws of the State of New York.

Section 2 – Purpose: The Society is organized exclusively for charitable and social purposes. Membership in the Society is limited, as provided in the Constitution of the Alpha Delta Phi Society (as amended) (hereinafter “the Constitution”), and activities of the Society shall be conducted to further the educational and social goals of the individual members and their respective graduate and undergraduate chapters and Regional Graduate Organizations.

Section 3 – Limitations on Activities: No part of the actions of the Society shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate, position, or policy. The Society shall not create social clubs which have a primary policy of selling items to non-members, providing services to non-members, or engaging in commerce or business with non-members. The Society shall not conduct business in violation of the Internal Revenue Service (“IRS”) and relevant Treasury regulations associated with the operation of IRS 501(c)(7) organizations.

ARTICLE II – MEMBERSHIP

Section 1 – Membership: Membership shall consist of those members initiated pursuant to the local chapters whose membership has not been stricken, as set forth in the Constitution.

Section 2 – Governing Instruments: The Society and the Society’s Board of Governors (hereinafter the “Board”) shall be governed by the Constitution and these Bylaws.

Section 3 – Nondiscrimination Policy: The Society and the Board are committed to a policy of equal opportunity for all persons, and do not discriminate on the basis of race, color, national origin, age, marital status, sex, sexual orientation, gender identity, gender expression, disability, religion, economic status, or veteran status in any of its activities.

ARTICLE III – BOARD OF GOVERNORS

Section 1 – Board Role, Size, and Compensation: The Board is the chief executive of the Society. The Board delegates responsibility for the day-to-day operations to the Executive Director, committees, and headquarters staff. The Board shall consist of

sixteen (16) voting members (Governors) and any ex-officio Governors. Governors receive no compensation other than reasonable expenses.

Section 2 – Election of Graduate Governors: The Board will issue a “call for nominations” for the Graduate Governor positions at least three (3) months, but no more than four (4) months, before Convention. At the time the call is issued, the process to nominate, and the deadline to make a nomination, will also be announced. The nomination deadline may be extended by the President or the Nominations Committee. Any member of the Society may nominate an individual for a Governor seat, although only Graduate Members, as defined in the Constitution, are eligible to be nominated.

The Nominations Committee will then review the Nominees and create a list of Potential Candidates from among those Nominees who accepted their nominations. This list of Potential Candidates shall consist of no fewer than four (4) and no more than eight (8) suitable Nominees reviewed by the Committee. The Nominations Committee may only exclude a suitable Nominee from the list in special or extenuating circumstances, or if there are more than eight (8) suitable Nominees. The Nominations Committee’s list of Potential Candidates shall be provided to the Board no less than one (1) month before Convention.

The Board will then vote to approve each candidate individually as fit to honorably and competently discharge the official, social, and moral duties of the office. An affirmative vote of nine (9) or more Governors in a secret ballot is required for a Potential Candidate to be added to the list and become a Candidate for election. The Board must approve a list of Candidates no later than two (2) weeks before Convention.

Within five (5) days of the vote, the Nominations Committee will inform the Nominees if they are included in the list of Candidates or not. A document containing the Candidates’ bios will be issued no later than one (1) week before Convention.

At Convention, at a date and time previously announced, delegates shall elect Governors from the list of Candidates, according to the rules set forth by the Convention. If a delegate is also a Candidate for election to the Board, their vote shall be cast by a member of their chapter who is not a Candidate for election.

Section 3 – Election of Student Governors: Student Governors shall be elected according to the procedure set forth in the Undergraduate Parliament Bylaws.

Section 4 – Terms of Graduate Governors: A Graduate Governor’s term begins immediately upon election to the Board at Convention. Standard terms run for three years and expire upon the election of Governors at Convention. Any Governor

elected as a interim Governor shall serve the remainder of the term of the replaced Governor.

Section 5 – Terms of Student Governors: A Student Governor’s term shall be set forth in the Undergraduate Parliament Bylaws.

Section 6 – Quorum: A Board meeting must be attended by at least nine (9) Governors for business transactions to take place, elections to be valid, and motions to pass. A quorum is met while, and only while, nine (9) or more Governors are present at the Board meeting, either in person or virtually, and regardless of whether the individual Governors vote in favor, against, abstain, or otherwise.

Virtual attendance is attendance via a virtual, telephonic, electronic, or other technologically allowable method as approved by the Executive Committee.

Section 7 – Voting: It shall be allowable practice for Governors to vote on a motion (as made pursuant to Article III, Section 16, Subsection 1, of these Bylaws). Voting shall take place either in “real-time” (i.e., during a Board meeting) or electronically. Any vote, however, must use either “real-time” or electronic voting, a combination of the two is not permitted. A Governor shall have exactly one vote on any motion, and that vote shall be in favor, against, or an abstention.

For “real-time” voting, the results of any vote are valid as long as a quorum of Governors are present, either in person or virtually.

For “electronic” voting, votes must be received by the Secretary within a voting window of 72 hours, which shall be announced to the Board by the President. Only votes received during the voting window will be valid. At least nine (9) Governors must respond during the voting window for a quorum to exist. If fewer than nine (9) Governors respond, the motion shall fail due to indifference.

Section 8 – Voting Margins: In general, a motion will pass when voted affirmatively by a majority of the governors voting in favor compared to those voting against. Non-present Governors shall not count for or against or affirmation/negation of a motion.

A “supermajority” vote requires eleven (11) Governors to vote in the affirmative.

Section 9 – Officers and Duties: There shall be four officers of the Board, as set forth in the Constitution. The President and Vice-President must be Governors. The Treasurer and Secretary may be, but are not required to be, Governors. In the event that the Treasurer and Secretary are not Governors, they shall be ex-officio Governors, as set forth in the Constitution.

The Officers shall be elected at the Board meeting following each Convention. Any individual eligible to serve as an Officer, as set forth in the Constitution and these Bylaws, may be nominated. Any member may nominate an eligible individual to serve as an Officer; such nomination must be seconded by a Governor. Only Governors may vote in Officer elections and voting for such elections must be done in “real-time” during a called Board meeting. An affirmative vote of nine (9) or more Governors is required for election. Governors may not vote in their own Officer election.

- 1) **President:** The President’s duties are as follows:
 - a) Serve as the chief executive officer of the Society.
 - b) Make such reports of the affairs and operations of the Society as the Board may direct.
 - c) Preside at meetings of the Board.
 - d) Present a strategic vision at each Convention for the next year of the Society’s operations.
 - e) Any such other duties as may be assigned by the Board or the Executive Committee.

- 2) **Vice-President:** The Vice-President’s duties are as follows:
 - a) Serve as acting President in the event of the President’s resignation, death, or inability to discharge the powers and duties of the office.
 - b) Any such other duties as may be assigned by the President, Board, or the Executive Committee.

- 3) **Treasurer:** The Treasurer’s duties are as follows:
 - a) Serve as the custodian of all Society funds;
 - b) Render a statement of the financial status of the Society when directed by the Board;
 - c) Keep a ledger of the income and expenses of the Society;
 - d) Exhibit the ledger and other financial documents to any Governor upon their reasonable request, at such place as may be reasonable to the Treasurer and that Governor; and
 - e) Any such other duties as may be assigned by the President, the Board, or the Executive Committee.

- 4) **Secretary:** The Secretary’s duties are as follows:
 - a) Record and keep the minutes of all Board meetings;
 - b) Keep attendance records of the Governors at Board meetings, whether actual or virtual;
 - c) Record and keep the minutes of all Convention business sessions;
 - d) Keep attendance records of the delegates and alternate delegates at Convention business sessions;
 - e) Receive and disseminate all reports, motions, and other materials for circulation to the Board;

- f) Serve as the custodian of all records of the Society; and
- g) Any other duties as may be assigned by the President, the Board, or the Executive Committee.

Section 10 – Assistants to the Officers: There may be an Assistant Treasurer and Assistant Secretary as appointed by the Board, upon an affirmative vote of nine (9) or more Governors.

The Assistant Treasurer, if any, shall serve in the event of the Treasurer's resignation, death, or inability to discharge the powers and duties of the office until such time as a new Treasurer is elected by the Board. The Assistant Treasurer shall also perform such duties as may be assigned by the President, Treasurer, or the Executive Committee.

The Assistant Secretary, if any, shall serve in the event of the Secretary's resignation, death, or inability to discharge the powers and duties of the office until such time as a new Secretary is elected by the Board. The Assistant Secretary shall also perform such duties as may be assigned by the President, Secretary, or the Executive Committee.

Section 11 – Executive Committee: The Executive Committee shall be comprised of the President, Vice-President, Treasurer, Secretary, and Executive Director. The Executive Committee shall report to the Board on its recent activities. The powers of the Executive Committee shall be limited to those enumerated in these Bylaws, except in special cases as circumstances may require.

Section 12 – Resignation and Termination: Resignation from the Board must be in writing (actual or electronic) and received by the Secretary. Consistent with the Constitution, a Governor may be removed by a four-fifths (4/5) vote of the remaining Governors.

Section 13 – Vacancy of a Graduate Governor or Officer: When a vacancy of a Graduate Governor or Officer exists mid-term, the President shall issue a call for nominations within one (1) week of when the vacancy occurs. Nominations shall be accepted up until the vote to fill the vacancy.

At least three (3) days prior to the Board meeting where the vacancy will be filled, the list of nominees received to date shall be sent out to Board members. The vote must take place in "real-time" during the Board meeting, and a nominee must receive the affirmative vote of nine (9) Governors to be appointed (in the case of a Graduate Governor) or elected (in the case of an Officer). An individual appointed to fill a Governor vacancy shall serve until a replacement can be elected by the Convention, and an individual elected to fill an Officer vacancy shall serve the remainder of the Officer term. At that time, the seat will be filled pursuant to the procedure set forth in Article III, Section 2 or Section 9 of these Bylaws, as applicable.

In the event that a Convention fails to elect a replacement for a Graduate Governor who was appointed in this manner, the Board shall elect a replacement in accordance with the procedures set forth in this section.

Section 14 – Vacancy of a Student Governor: A vacancy of a Student Governor shall be handled according to the procedure set forth in the Undergraduate Parliament Bylaws.

Section 15 – Board Meetings: Board Meetings shall be called by the President or any two other Board members with at least one (1) week notice (electronic, oral, or otherwise as technology may allow) or on such shorter notice as circumstances may require. Special Meetings of the Board may be called as necessary with such notice as may be practical by either the President or any two other Board members.

Section 16 – Practice:

- 1) **Motions:** Motions for Board action may be made during a Board meeting, via email, file-sharing, or other technological method. The making of a motion may be done by any member. The seconding of a motion must be done by a Governor. Only Governors in attendance may vote on a motion; proxy votes are not accepted. Motions shall be phrased, when possible, such that an affirmative vote would result in the item or change requested, and a negative vote would result in the status quo or no change.
- 2) **Procedural Rules:** The Society shall, where reasonable, follow Robert’s Rules of Order, as elaborated on in Exhibit A, attached hereto and incorporated by reference, with discrete adjustments as set forth below:
 - a) A motion, once seconded, may be withdrawn by the maker of said motion.
 - b) A motion, once seconded, may be amended without a vote if the maker of said motion accepts the amendment and no Governor objects; otherwise, said amendment must be voted upon using standard practice.

ARTICLE IV – COMMITTEES

The Board, the Executive Committee, or the President may create committees as needed. The Board or the Executive Committee may dissolve committees as needed. The President or the Executive Committee shall appoint all committee chairs.

ARTICLE V – EXECUTIVE DIRECTOR AND STAFF

The position of Executive Director is appointed and selected by the Board. The Executive Director will attend Board meetings, report on the progress of the Society, answer the Board’s questions, and facilitate annual (or more frequent, if necessary)

review of the performance of all Directors. The Board can designate duties as necessary.

ARTICLE VI – DISSOLUTION

The Society shall be dissolved only upon the following steps:

- 1) The adoption of a plan of dissolution and a plan of distribution of assets consistent with the practices of the Organization and relevant law;
- 2) An affirmative vote of two-thirds (2/3) of the voting delegates at the final Convention;
- 3) An affirmative vote of a supermajority of the Governors. Such a vote shall take place at the final Board meeting.

The vote by the delegates and the Board can occur in any order. However, no such vote can occur until after a dissolution plan has been adopted.

ARTICLE VII – SCOPE

Section 1 – Superseding Powers: These Bylaws shall not contradict any portion of the Constitution, and in the event of such a contradiction, the Constitution shall control. These Bylaws shall not contradict any policy, resolution, or official decision of the Convention, and in the event of such a contradiction, the policy, resolution, or decision of the Convention shall control.

Section 2 – Severability: If any provision of these Bylaws is found to be contrary to a superseding power (as described in Article VII, Section 1 of these Bylaws), unlawful, or otherwise invalid, the remaining provisions of these Bylaws shall remain in full force and effect.

ARTICLE VIII – AMENDMENTS

These Bylaws may be amended, when necessary, by supermajority vote (as defined in Article III, Section 8, of these Bylaws) of the Governors. Proposed amendments must be submitted to the Secretary in electronic or written format, to be circulated by the Secretary to the Board at least ten (10) days prior to voting. Voting on amendments may occur in “real-time” or electronically.

CERTIFICATION

These Bylaws were approved by the Board of Governors by an affirmative vote of at least eleven (11) Governors on the 18th day of January, in the year 2018.