

**ARTICLES OF INCORPORATION**

**And**

**CODE OF BY-LAWS**

**Of**

**PHI EPSILON KAPPA FRATERNITY**

**Revised February 7, 2009**

**Articles of Incorporation.....Page**

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## **ARTICLE I**

### **Name**

The name of the Corporation shall be Phi Epsilon Kappa Fraternity, Incorporated.

## **ARTICLE II**

### **Purposes**

*Section 1.* The purpose or purposes for which the Corporation is formed are as follows:

- (a) To be organized and operated exclusively for educational and charitable purposes as a non-profit organization dedicated to advancing the interest of Physical Education, Health, Recreation and Dance and related fields.
- (b) To be operated in such manner that the Corporation be of continuing benefit and service to Physical Education, Health, recreation, and Dance and related fields.
- (c) To foster scientific research in the fields of Physical Education, Health, Recreation, and Dance and related fields.
- (d) To facilitate the exchange of information and experience gained in the various countries of the world concerning matters relating to the interdependent areas of Physical Education, Health, Recreation, and Dance and related areas including programs, methods, techniques, material, training and research.
- (e) To promote sound community understanding leading to adequate support of these educational programs.
- (f) To provide a medium through which the membership can contribute to the advancement of Physical Education, Health, Recreation, and Dance and related fields.
- (g) To maintain records and collect statistics concerning members and to provide a central office.
- (h) To publish periodicals to be distributed to members and to the general public for the purpose of disseminating information about the Corporation, the members, Physical Education, Health, Recreation, and Dance and related fields.
- (i) To make awards for outstanding work in promoting Physical Education, Health, Recreation, and Dance and related fields.

(j) To foster a spirit of loyalty and fraternity and bonds of fellowship and mutual assistance among members and those interested in Physical Education, Health, Recreation, and Dance and related fields.

(k) To exhort the members to interpret the work and services in Physical Education, Health, Recreation, and Dance and related fields to the general public.

(l) To do all things necessary and appropriate to foster the spread of knowledge about Physical Education, Health, Recreation, and Dance and related fields.

(m) To have, hold, exercise and enjoy in furtherance of the above purposes set forth hereinabove all of the rights, powers, privileges and immunities granted, and not expressly denied by laws of the state of Indiana governing Not-for-Profit Corporation Act of 1971 and all acts amendatory thereof and supplementation thereto, or expedient in order to accomplish the purposes set forth hereinabove, but subject to any limitations or restrictions imposed by law or by these Articles.

### **ARTICLE III**

#### **Period Existence**

The period during which the Corporation shall continue is perpetual.

### **ARTICLE IV**

#### **Principal Office and Resident Agent**

*Section 1.* The name and post office address of the Corporation's Resident Agent are Jeffery S. Vessely, 901 West New York Street, Indianapolis, IN 46202-5193.

*Section 2.* The post office address of the Corporation's principal office is 901 West New York Street, Indianapolis, Indiana 46202.

### **ARTICLE V**

#### **Members**

There shall be one class of members, which shall be a regular general member. Each member shall have the right to attend all meetings of the Corporation, shall have the right at every meeting to one (1) vote upon all matters submitted to the vote of the membership, and shall have all powers conferred upon members of corporations by law. At any meeting of members, the act of a majority of such members

present in person or by proxy shall be the act of the Corporation. No person shall be entitled to more than one (1) membership.

## **ARTICLE VI**

### **Board of Directors**

The number of directors of this Corporation shall not be less than three (3) nor more than fifteen (15) as determined by the By-Laws; provided, however, that the number of directors shall always be a whole number. Whenever the By-Laws do not specify the exact number, the number of directors shall be five (5).

## **ARTICLE VII**

The names and address of the first Board of Directors under these Articles are as follows:

John W. Cobb, Jr.  
Men's Gym, Texas Tech University  
Lubbock, Texas 79409

Robert Case  
Georgetown College  
Georgetown, Kentucky 40324

James W. Grimm  
702 Coralie Avenue  
Hamilton, Ohio 45013

P. Nicholas Kellum  
R. R. Schreiber  
1252 Goldenrod Drive  
Indianapolis, Indiana 46219

Such members of the first Board of Directors under these Articles shall serve until the first annual meeting of members and until their successors are elected and qualified.

## **ARTICLE VIII**

### **Initial Property**

At the time of filing these Articles, the Corporation has cash, current assets, office supplies and equipment in the approximate value of \$57,000.00.

## **ARTICLE IX**

### **Provisions for the Regulation of the Affairs of the Corporation**

*Section 1.* Place of Meetings. Meetings of members and meetings of the Board of Directors of the Corporation shall be held at such place, either within or without the state of Indiana, as shall be specified in the respective notices of such meetings given in accordance with the By-Laws of the Corporation.

*Section 2.* Qualification of Board of Directors. All the members of the Board of Directors of the Corporation shall be members of the Corporation.

*Section 3.* Term of Office of Board of Directors. Each member of the Board of Directors shall serve for a term of two (2) years, and until his/her successor is qualified.

*Section 4.* Authority of the Board of Directors. Subject to any limitations or restrictions imposed by law or by these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes of the Corporation, all the powers of the Corporation without prior authorization or subsequent approval by the members of the Corporation.

*Section 5.* Requirement of a Code of By-Laws of the Corporation. The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal a code of by-laws of the Corporation and to make, alter, amend or repeal rules for the conduct of the affairs of the Corporation, including the power to establish officers of the Corporation, chapters, and ritual of the Corporation; provided, however, that no act of the Board of Directors shall be inconsistent with or contradictory to these Articles of Incorporation or any provision of law.

*Section 6.* Indemnification of Board of Directors, Officers and Employees. The Corporation shall indemnify any member of the Board of Directors, officers or employee or former member of the Board of Directors, officer or employee of the Corporation against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party of reason of being or having been a member of the Board of Directors, officer or adjudged to be

liable for negligence or misconduct in the performance of his/her duty. The Corporation may also reimburse to any such person the reasonable costs of settlement of any such action, suit or proceeding if it shall be found by a majority of the disinterested members of the Board of Directors that it was in the best interests of the Corporation that such settlement be made and that such person was not guilty of negligence or misconduct.

*Section 7.* Compensation of Employees. In order to carry out the purposes and activities of the Corporation, such individuals as are deemed necessary may be employed, and each such individual may be paid such compensation for his/her services actually rendered in the course of such employment as may be fixed in the manner provided by the Board of Directors of the Corporation. No member of the Corporation shall have or receive any earnings from the Corporation, except that a member may be an officer, director or employee of the Corporation, in which event such member may receive fair and reasonable compensation for his/her services as such officer, director, or employee and except also that a member may receive monies loaned or advanced to the Corporation to the extent permitted by law.

*Section 8.* Prohibited Powers. Within the meaning of Section 501(c)(3) of the Internal Revenue Code and the Regulations promulgated thereunder, as may be in effect from time to time, the Corporation shall not have any power to engage in, nor shall it engage in, attempting by any means to influence legislation by propaganda or otherwise, nor shall it have any power to, nor shall it participate in or intervene in (either directly or indirectly or by the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

*Section 9.* Restriction on Acceptance of a Gift or Contribution. No gift or other contribution to the Corporation shall be accepted by the Corporation if the use or expenditure of such gift or other contribution is subject to any condition which is inconsistent with the purposes of the Corporation as stated herein.

*Section 10.* Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation by turning over all such assets to the American Alliance of Health, Physical Education, Recreation and Dance provided that the corporation is then in existence; is operating to further its corporate purposes; and is exempt under Section 501(c)(3) of the Internal Revenue Code. If that corporation is not then in existence and operating as aforesaid, such assets shall be distributed to any other not-for-profit corporation, exempt from Federal income tax as an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1954 as amended and contributions to which are deductible for Federal income tax purposes as charitable contributions (whether incorporated under the laws of the state of Indiana) which is organized for purposes substantially the same as those of this Corporation; to the United States of America; or to a state or local government for public purpose. After such property has been substantially disposed of in such manner, the Corporation shall then take such legal steps as shall be necessary to dissolve. After the dissolution has been accomplished under the laws of the state of Indiana, any money or property remaining shall escheat to the state of Indiana.

*Section 11.* Prohibited Powers. Notwithstanding any provision of the Indiana Not-for-Profit Corporation Act, of any other law, or of the Articles of Incorporation, the net earnings of the Corporation shall not inure, in full or in part, to the benefit of any of its members as such nor, upon any dissolution of the Corporation whether voluntary or involuntary, shall any assets of the Corporation be distributed to the benefit of any of the Corporation's members; provided, however, that this Article shall not prohibit the payment by the Corporation of reasonable compensation to any member for services actually performed not the repayment by the Corporation to any member of a debt, loan, or other obligation incurred by the Corporation in good faith and for money or money's worth.

*Section 12.* Prohibited Powers. No part of the assets of the Corporation shall at any time be utilized, distributed, retained or accumulated, directly or indirectly, in any manner whatsoever which might "tend" to jeopardize in any respect the status of the Corporation as an organization exempt from Federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or hereafter amended.

*Section 13.* Prohibited Powers. This Corporation shall not engage in any of self dealing, as defined in Section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code. In the event that it is determined that this Corporation is a private foundation as defined in Section 509 of the Internal Revenue Code, it shall be required to distribute each taxable year such amounts in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code.

## CODE OF BY-LAWS OF PHI EPSILON KAPPA FRATERNITY

### ARTICLE I

#### Identification

*Section 1.* The name of the Corporation is Phi Epsilon Kappa Fraternity, Incorporated (hereinafter referred to as the "Fraternity").

*Section 2.* The principal office of the Fraternity shall be located at 901 West New York Street, Indianapolis, Indiana 46202-5193.

*Section 3.* The seal of the Fraternity shall be circular in shape and consist of a metal die suitably mounted for impressing the same upon paper. The metal die shall be composed of the name of the Fraternity arranged in circular fashion about the word "seal" together with the word "Indiana."

*Section 4.* The accounting records of the Fraternity shall be kept on a fiscal-year basis, which year shall begin on the first day of September of each year and end on the last day of August next succeeding.

### ARTICLE II

#### Membership

*Section 1.* All natural persons interested in the purposes of the Fraternity and in providing their time and energies for the benefit of Physical Education, Health, Recreation, and Dance and related fields are eligible for membership.

*Section 2.* There shall be one class of membership, which shall be a regular general membership, which may be secured upon written application for such membership, the payment of membership dues, participation in the initiation ceremony, and abiding by other applicable rules adopted from time to time by the Board of Directors. No person shall be entitled to more than one membership and no membership shall be transferable or assignable in any manner. **Members are further defined by group identifiers; Alumni chapter members (AM), Chapter members (CM), Emeritus members (EM), Life Members (LM) and Unaffiliated members (UM).**

*Section 3.* Membership dues shall be established and may be changed from time to time by the Board of Directors.

## ARTICLE III

### Meeting of Members

*Section 1.* All meetings of members of the Fraternity shall be held in such place, within or without the state of Indiana, as may be specified in the respective notices or waiver of notice of, or proxies to represent members at such meetings.

*Section 2.* Whenever possible, meetings of the members of the Fraternity shall be held at the National AAPHED Convention in the spring of each year, the exact place and time to be set by the President of the Fraternity. At such meeting, the members shall, by majority vote, transact such business of the Fraternity as may properly be brought before the meeting. Failure to hold the annual meeting at the designated time shall not cause any forfeiture or dissolution of the Fraternity.

*Section 3.* A written notice of all meeting of members shall be mailed to each member of record entitled to vote at the meeting, shown by the records of the Fraternity at least ten (10) days in advance of the time fixed for such meeting. Notices of special meeting shall state briefly the purpose or purposes of the meeting, and only the matters so referred to in the notice shall be considered at such meetings except with the consent of all members present in person or by proxy. Notice of any members' meeting may be waived in writing, if the waiver sets forth in reasonable detail the purpose and the time and place of such meeting, or by attendance at the meeting in person or by proxy.

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*Section 4.* Every member of the Fraternity shall have the right, at every member's meeting to one vote upon all matters submitted to the vote of the members.

*Section 5.* A member may vote either in person or by proxy executed in writing by the member or a duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless a longer time is expressly provided therein. Such vote may be cast in person at the meeting, and in the case of elections or specific questions submitted by ballot to the members, voting may also be by mail.

*Section 6.* At any meeting of members, twenty-five (25) members, represented in person or by proxy, shall constitute a quorum.

## ARTICLE IV

### The Board of Directors

*Section 1.* During the fiscal year 1995-96, and following, the business of the Fraternity shall be managed by a Board of five (5) Directors. The directors shall consist each year of the President, President-Elect, Executive ~~Director~~ and the Immediate Past President of the Fraternity and one additional Director to be appointed by the President and each director shall hold office for two (2) years and until his/her respective successor is chosen and qualified by the Board of Directors.

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*Section 2.* Any vacancy occurring in the Board of Directors caused by increase in the number of directors at any time provided for by the Code of By-Laws shall be filled by a vote of the members at their next annual meeting, or at any special meeting called for such purpose. Any vacancy occurring in the Board of Directors caused by resignation, death or other incapacity shall be filled by a majority vote of the remaining members of the Board of Directors, any director so elected to serve until the next annual meeting of members.

*Section 3.* The Board of Directors shall meet each year, either within or without the state of Indiana, for the purpose of receiving ~~a~~ report of the ~~progress~~ and needs of the Fraternity and for consideration of any other business that may properly be brought before the meeting. No notice shall be necessary for the intervening of such annual meeting of directors.

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*Section 4.* Other meetings of the Board of Directors shall be held on the request of the President or of any member of the Board of Directors at any reasonable and convenient place within or without the state of Indiana, upon not less than forty-eight (48) hours' written notice specifying the time, place and general purpose of such meeting. Notice of any such meeting may be waived in writing, and attendance at any meeting shall constitute a waiver of notice of such meeting.

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*Section 5.* A majority of the actual number of directors elected and qualified, from time to time, shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies in the Board of Directors, and the act of a majority of the directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by The Indiana Not-for-Profit Corporation Act of 1971, as amended, the Articles of Incorporation, or the Code of By-Laws.

*Section 6.* A director may resign at any time by giving written notice to the Board of Directors, or the President or the ~~Executive Director~~. Such resignation shall take effect at the time of its receipt by the Board of Directors, the President or ~~Executive Director~~, as the case may be; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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Section 7. The Executive Director on behalf of the Board of Directors, shall keep a written record of its proceedings and shall make a summary written report to the Fraternity at the annual meeting. It shall also report to the members of the Fraternity from time to time as the same shall be necessary.

Section 8. The Board of Directors shall have general management and supervision over the affairs of the Fraternity.

## ARTICLE V

### The Officers

Section 1. The officers of the Fraternity shall consist of the President, President-Elect, the immediate Past President, and Executive Director. The Board of Directors may create such other offices as in its judgment the business of the Fraternity requires.

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Section 2. The election of the President-Elect shall be by ballot which will be included in *The Black and Gold Bulletin* and mailed to all members or by special ballot mailed to each unaffiliated member and to each collegiate and alumni chapter secretary. Each collegiate and alumni chapter shall receive a supply of ballots and a ballot sheet, which ballot sheet must be signed individually by each voting member. A tally of ballots of qualified votes will be determined and the person receiving the greatest number of votes shall be declared elected. **In the event that every attempt has been made to secure two qualified candidates, and in the event that only one qualified candidate agrees to stand for the office of President, the Board of Directors may appoint that person to the office of President.**

Section 3. The President. The President shall assume the position of chief executive officer of the Fraternity. He shall have general supervision over the conduct of the management and administration of the business of the Fraternity and shall have all powers which are by law or by custom incident to such office of President and such other duties as from time to time may be assigned to him by the Board of Directors. With the Executive Director, he/she may execute deeds, contracts, notes and other formal document in behalf of the Fraternity without specific authority from the Board of Directors. The President shall preside at all meetings of the Board of Directors and the National Council, and perform such duties as custom and parliamentary usage require. The President shall:

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A. Appoint a District Director for each of the districts, providing that the district has a minimum of three (3) active chapters.

B. See that the officers of the Fraternity discharge their duties faithfully, impartially, accurately and promptly.

c. Have the power to appoint all committees which may be deemed advisable for carrying on the work of the Fraternity.

D. Supervise in person or by representatives the chapters of the Fraternity.

*Section 4.* The President-Elect. The President-Elect shall, when directed by the President or the Board of Directors, perform the duties of the President during the latter's absence or disability. He/she shall otherwise have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him. ~~He/she shall serve as Chairman of the Standing Committee of Education, responsible for the Scholarship Awards, and the supervisor of all national projects.~~

*Section 5.* Executive Director. The Executive Director shall be appointed by the Board of Directors and shall attend all meetings of the members and of the Board of Directors and shall record, or cause to be recorded, accurate minutes of such meetings. He/she shall attend to the proper issuance of all notices of the Fraternity and shall have custody of the corporate seal, and minute books of the Fraternity. In general, he/she shall perform all duties indicant to the office of Executive Director and such other duties as may, from time to time, be assigned to him/her by the Board of Directors or by the President. With the President, he/she shall execute deeds, contracts, notes and other formal documents on behalf of the Fraternity. He/she shall have charge and custody of, and be responsible for, all funds of the Fraternity in such depositories as shall be selected by the Board of Directors. He/she shall receive and faithfully account for all funds of the Fraternity and shall render to the President and the Board of Directors, whenever requested and as good accounting and tax practice may require, an account of all his/her transactions as Treasurer and of the financial condition of the Fraternity. In general, he/she shall perform all the duties incident to the office of Executive Director and such other duties as, from time to time, may be assigned to him/her by the Board of Directors or by the President. The Executive Director shall serve under contract; his/her compensation and other terms of the contract shall be fixed by the Board of Directors. The Executive Director shall:

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1. Keep the official minutes of the sessions of the National Council and Board of Directors.
2. Have charge of and be responsible for all communications and correspondence of the Fraternity, except such as pertain to other officers, and serve and Historian-Editor.
3. Receive and disperse all monies on behalf of the Fraternity, National Council and the Board of Directors.

~~4.~~ Have the books reviewed by a public accountant during the month following the close of the fiscal year; a report of the review shall be presented to the National Council and published in *The Black and Gold Bulletin*.

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~~5.~~ Order and distribute all certificates and initiatory equipment of the Fraternity.

6. Edit and publish *The Black and Gold Bulletin*, the official publication of the Fraternity, and issue at least three (3) editions annually unless otherwise ordered by the National Council; also, proceedings of the Fraternity and National Council meetings.

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7. Be business and circulation manager of the journal of the Fraternity, *THE PHYSICAL EDUCATOR*.

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8. Keep complete records of the membership of the Fraternity.

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9. Be the custodian of the official seal, and of all records, papers and properties of the Fraternity.

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10. Keep and Maintain the Operating Code

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11. Other duties deemed necessary by Board of Directors.

*Section 6.* (The Immediate Past-President) shall serve as a member of the Board of Directors, Chairperson of the Nominating Committee; Executive Director's Evaluation Committee.

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## ARTICLE VI

### National Council

*Section 1.* The National Council shall consist of the President and President-Elect of the Fraternity, the Immediate Past-President, the Executive Director and the various district directors. The officers of the Fraternity shall be the officers of the National Council.

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*Section 2.* The National Council shall meet biennially and may hold its meetings at the Convention of the American Alliance of Health, Physical Education, Recreation and Dance, or in some other central location. The date, place and duration of the meetings shall be determined by the Board of Directors.

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The Executive Director shall notify, in writing, each chapter and all members of the National Council of the time, date and place of the National Council meeting at least ninety (90) days before the date of such meeting. In the case of special meetings, at least thirty (30) days' written notice thereof must be given.

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*Section 3.* Written reports for meeting shall be submitted to the Executive Director thirty (30) days prior to the date fixed for the opening of the National Council meeting.

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*Section 4.* Each member of the National Council shall have one vote. A majority shall constitute a quorum.

*Section 5.* Members of the National Council may be reimbursed for round-trip transportation, hotel and meal expenses. Other members invited to participate in the meeting may be assisted with

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some portion of their total expenses to the extent authorized by the Board of Directors. The Executive Director shall prepare a budget for the National Council meeting and notify all participants of the financial arrangements in advance.

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*Section 6.* The National Council shall be a policymaking body of the Fraternity and, in such capacity, it may initiate and review the various activities of the Fraternity. The National Council shall make recommendations to the Board of Directors with respect to, among other things, establishment of programs, review of programs and activities, approval of investment policies and the amendment of the Articles of Incorporation or By-Laws. The Council shall advise the Board of Directors in its general management of the affairs of the Fraternity.

*Section 7.* The Executive Director shall keep a written record of its proceedings and shall redistribute a yearly report to the membership.

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## ARTICLE VII

### Local Chapters

*Section 1.* Collegiate Chapters. A group of individuals qualified for membership in the Fraternity may petition the National Council for approval to form a new or reinstated collegiate chapter. Upon the receipt of a completed petition form, if the local chapter adopts a set of rules, by-laws, Articles of Association, etc., they must be consistent with the Articles of Incorporation and Code of By-Laws of Phi Epsilon Kappa Fraternity, and all required fees, the Executive Director shall forward the petition to the National Council. If approved, the Executive Director shall assign a Greek-letter chapter designation and arrange for the chapter's installation. A copy must be maintained by the National Office.

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*Section 2.* Alumni Chapters. A group of active members (non-collegiate) residing in close proximity may petition the National Council for approval to form a new or reinstated alumni chapter. Upon receipt of a completed petition form, if the local chapter adopts a set of rules, by-laws, Articles of Association, etc., they must be consistent with the Articles of Incorporation and Code of By-Laws of Phi Epsilon Kappa Fraternity, and all required fees, the Executive Director shall forward the petition to the National Council. If approved, the Executive Secretary shall assign a geographical chapter name designation and arrange for the chapter's installation. A copy must be maintained by the National Office.

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*Section 3.* All Local Chapters shall: a. Establish programs furthering and encouraging the purposes of the Fraternity, adopt rules, by-laws, Articles of Association, etc. which do not conflict with the Articles of Incorporation and Code of By-Laws of Phi Epsilon Kappa Fraternity; b. Levy no special assessment of its members or incurring of indebtedness beyond the budget of the Local Chapter unless receiving prior approval of the National Council; c. any chapter activity involving or encouraging the use of alcohol,

drugs or hazing in any form or manner is inappropriate. Therefore, Phi Epsilon Kappa Fraternity does not condone such activities. d. Allow only members of the Fraternity to hold office or vote.

*Section 4.* The National Council shall consider all charges brought to its attention by any person, member or chapter concerning the violation of any item under Article VII, *Section 3*. Should a Local Chapter be found to have been in willful violation of *Section 3(c)*, the National Council shall immediately expel the chapter and revoke its charter. An expelled chapter, after a one-year period may petition the National Council for reinstatement.

*Section 5.* If a Local Chapter becomes inactive for a period of two (2) years, the Executive ~~Director~~ shall place the chapter on probation for a period of six (6) months. If it does not reactivate within the six (6)-month probationary period, the National Council may revoke and recall the chapter's charter. The name of the fraternity, and its symbols are restricted to use by active chapters only. (~~By-Law Article I, Section 3~~)

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*Section 6.* Chapters who promote using alcohol, drugs and hazing are subject to expulsion and any procedure for seeking reinstatement must be negotiated with the National Council.

## ARTICLE VIII

### Removal from Office

Any director, officer or member of the National Council may be impeached from office for malfeasance or misfeasance as an officer, director or council member, provided charges are made in writing by at least three (3) Council members and filed with the Executive ~~Director~~. The National Council shall conduct public hearings not less than forty (40) days nor more than sixty (60) days following the filing of formal charges, notice of which hearings shall be given by mail in a publication of the Fraternity not less than thirty (30) days prior to the hearing. An officer, director or Council member so impeached shall be removed from office by a three-fourth's (3/4) majority of the ~~currently appointed council members~~ of the National Council; provided that a special meeting shall be held for that purpose and vote be taken within ninety (90) days after the filing of original charges, and the provisions herein as to notice and hearing have been strictly met. Each Local Chapter shall have exclusive power to deal with this matter in their respective organization.

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## ARTICLE IX

### Miscellaneous

*Section 1.* Meetings of the members of the Fraternity, the Board of Directors and the National Council shall be governed by the rules contained in Roberts' Rules of Order Revised in all cases in which such rules are applicable and in which they are consistent with the Articles of Incorporation or this Code of By-Laws.

*Section 2.* The By-Laws may be amended by the Board of Directors after any proposed amendment has been approved by the National Council. Such proposed amendment must be approved by a two-thirds' (2/3) vote of the members of the National Council present and voting on any such proposed amendment.

*Section 3.* The By-Laws shall be amended by the Board of Directors following a two-thirds' (2/3) vote of the members of the proposed amendment of the By-Laws, endorsed by the signature of fifteen (15) members and filed in the Fraternity's office, shall be presented to the members for their consideration. The full text of the proposed amendment shall be disseminated to the members, either by direct mail to the members or in the next Fraternity publication. *Section 4.* The books and records of the Fraternity shall be available for inspection by members at the time of ~~any~~ meeting and, upon reasonable notice, at any other time during business house.

*Section 5.* The Board of Directors shall, from time to time, create such committees as, in its discretion, are necessary or appropriate to the operations and affairs of the Fraternity. The Board of Directors shall determine the powers, duties and members or method of choosing members for each committee it creates. Such powers of the Board of Directors with respect to committees and their creation may be delegated by the Board of Directors to the President.

*Section 6.* The Fraternity shall indemnify any person, or such person's legal representative, made a party to any action, suit or proceeding by reason of the fact that the person is or was a director, officer or employee of the Fraternity, or involving any matter in which the person served or was involved in such at the request of the Fraternity, against the reasonable expenses, including the attorneys' fees, actually and necessarily incurred by the person or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, that such officer, director or employee is liable for negligence or misconduct in the performance of the person's duties. The Fraternity shall also reimburse any such director, officer or employee that may be entitled apart from the provisions of this Article.

*Section 7.* Any contract or other transaction between the Fraternity and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Fraternity and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all

**Deleted:** The Executive Secretary shall determine whether a special meeting of the members shall be called, ballot of the members by mail used, or whether the proposed amendment should be held and considered at the next annual meeting.¶

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purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors and the Fraternity, which acts upon, or in reference to, such contract or transaction and notwithstanding his/her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common statutory law applicable thereto.