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## **CONSTITUTION & BYLAWS**

### **OF THE**

## **PROFESSIONAL FRATERNITY ASSOCIATION**

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### **CONSTITUTION (PFA)**

**ARTICLE I. NAME** -The name of this organization shall be the Professional Fraternity Association, Inc., a not-for-profit organization incorporated under the laws of the State of Indiana.

**ARTICLE II. PURPOSES** - The purposes of this organization shall be: to advocate and encourage excellence in scholarship; to promote the advancement of professional and interfraternity ethics; to encourage cooperation among member fraternities for the advancement of fraternity ideals; to have loyalty to the alma mater; and to identify and advise member fraternities of social, political, and economic legislation that could affect their operations.

**ARTICLE III. MEMBERSHIP** - To be eligible for membership, a fraternity shall be national or international in character and shall charter its institutional chapters only at appropriately accredited colleges, universities, or professional schools. The fraternity shall be identified by, or related to, a field of study or common interest. Member fraternities may also initiate members of other fraternities.

**ARTICLE IV. OFFICERS** - The officers of the Professional Fraternity Association shall be a President, a Vice President, a Secretary, and a Treasurer.

**ARTICLE V. CONVENTIONS** - The Professional Fraternity Association shall meet annually in Convention. The Convention shall be composed of a delegate of each member fraternity and shall be the governing body of the Association.

**ARTICLE VI. AMENDMENTS** - The Constitution may be amended at any Convention by a two-thirds vote of the member fraternities present and entitled to vote, provided, that notice and content of proposed amendment(s) be submitted to the Executive Director who shall distribute same to members at least thirty (30) days prior to the opening date of the next Convention.

In the interim between Conventions, proposed amendments shall be mailed or sent by electronic means by the Executive Director to each member fraternity, specifying the vote to be returned to sender within sixty (60) days. A favorable vote on three-fourths of the ballots returned by member fraternities shall be necessary for any amendments submitted by mail; results will be reported.

**ARTICLE VII. DISSOLUTION** -This Association shall use its funds only to accomplish the objectives and purposes as specified in the Constitution and Bylaws and no part of said funds shall inure or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified educational organization(s) to be selected by the Board of Directors.

## BYLAWS (PFA)

### ARTICLE I MEMBERSHIP

**Section 1. Classes** -There shall be three classes of membership: Fraternal, Affiliate and Associate.

**Section 2. Fraternal Members** – To be eligible for Fraternal membership, a fraternity shall be national or international in character and shall charter its institutional chapters only at appropriately accredited college, universities, or professional schools. The fraternity shall be identified by, or related to, a field of study or common interest. Member fraternities may also initiate members of other fraternities.

**Section 3. Prospective Fraternal Membership** -A fraternity which meets the definition contained in Article III of the Constitution shall submit an application for membership to the Board of Directors, together with a copy of its Constitution and Bylaws. A national fraternity is, by definition, one having at least two chapters in a single nation. An international fraternity is, by definition, one having at least one chapter in different nations.

The Board of Directors shall make a recommendation to the Fraternal members to approve or disapprove the candidate for membership. By majority vote of the Fraternal members, by mail, by email, or by Convention, the applicant shall be granted Fraternal membership.

**Section 4. Affiliate Members** – Individual organizations not eligible for Fraternal or Associate membership, but are identified by, or related to, a field of student or common interest or have interest in or support the professional Greek community are eligible for Affiliate membership. An Affiliate Member may not vote on Association governing policies, but may have speaking privileges during business, have a membership liaison on the Board of Directors and on committees. Membership is subject to approval by the Executive Director.

**Section 5. Associate Members** - Associate membership shall be granted to any person, partnership, or corporation that offers services to member fraternities, subject to approval by the Executive Director. The Board of Directors shall have the right to rescind new membership by majority vote within one year of membership being granted.

#### **Section 6. Resignation, Suspension, or Expulsion**

- a. Any member of the Association may voluntarily withdraw from the Association upon due notice to the Executive Director.
- b. The Association may, by two-thirds vote at any Convention, after a hearing, suspend any member until the next Convention for violations of any provisions of the Constitution and Bylaws of this Association.
- c. The Association may, by three-fourths vote at any Convention, expel any member for willful or negligent violations of any provisions of the Constitution and Bylaws of this Association. Before a member may be expelled from membership in this Association, the Executive Director shall send to said member due notice thereof, in writing. This said notice shall contain a statement of the alleged violations and the advice that it is on suspension pending official action after a hearing thereon at the next scheduled Convention of the Association.
- d. Any member fraternity that fails to remit dues for two consecutive years shall be considered as having voluntarily withdrawn.
- e. Any member fraternity that changes its purpose in such manner as to affect its eligibility for membership as defined in Constitution, Article III, shall be considered as having voluntarily withdrawn. Such organization must apply for reinstatement in accordance with the procedure set forth in Bylaws, Article I, Section 3.

#### **Section 7. Reinstatement of Members**

Reinstatement of any constituent member fraternity of the Professional Fraternity Association which has voluntarily withdrawn its membership, or which has been expelled by the Association, shall be in accordance with the procedure set forth in Article I, Section 3. Reinstatement of any former associate member of the Professional Fraternity Association shall be in accordance with the procedures set forth in Article 1, Section 4.

## **ARTICLE II OFFICERS AND DIRECTORS**

### ***Section 1. Description of Officers and Directors***

- a. The officers of the Association shall be as described in Article IV of the Constitution.
- b. The Board of Directors shall consist of the officers and a Director at Large.
- c. The associate members shall select from among their number a representative who shall serve as Associate Member Liaison to the Board of Directors.
- d. The Associate Member Liaison shall participate in meetings of the Board of Directors, but have no vote in Association matters.

### ***Section 2. Election and Term of Office***

- a. Officers shall be elected at every other annual Convention from among the membership of the constituent member fraternities in good standing of the Association. A member fraternity may have no more than one of its members serving as an officer of the Association at any given time.
- b. All Board members shall be elected for a term of two years effective with the close of the Convention at which the election occurs.
- c. All Board members, with the exception of the President, shall be eligible for election to the same office for a maximum of two consecutive terms. The President may not be elected to consecutive terms.

### ***Section 3. Duties of the Board of Directors***

- a. Duties of the President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of its Board of Directors. The President shall oversee the work of all committees.
- b. Duties of the Vice President. The Vice President may assist the President in overseeing committee work and in planning for the Convention. The Vice President shall perform the duties of the President in the absence or disability of the latter.
- c. Duties of the Secretary. The Secretary shall keep a complete and accurate record of all meetings of the Association and the Board of Directors.
- d. Duties of the Treasurer. The Treasurer shall oversee the financial records of the Association and shall report on its financial condition on a periodic basis and in such form as prescribed by the Board of Directors.
- e. Duties of the Director at Large. The Director at Large shall be assigned committee and special task responsibilities by the President or the Vice-President.
- f. Duties of the Associate Member Liaison. The Associate Member Liaison shall serve in an advisory capacity to the Board of Directors, especially on matters related to the associate members; shall coordinate and be responsible for all associate member sponsored events at the annual convention; and shall co-chair with the President a meeting of the associate members at the annual convention.

### ***Section 4. Vacancies***

- a. A vacancy occurs if the board member resigns or if the board member ceases to remain eligible for office in accord with Constitution, Bylaws, and Policies & Procedures.
- b. A vacancy may be declared by majority vote of the voting delegates at Convention or by three-fifths vote of the Board of Directors.
- c. Vacancies occurring in any of the above offices may be filled to complete the term of the vacated office by a majority vote of the Board of Directors if at least 180 days remain in the term of office vacated. If fewer than 180 days remain in the vacated term, it shall be filled by majority vote of the voting delegates at the next Convention.

### ***Section 5. Voting***

- a. The Board of Directors may hold meetings for the conduct of Association business. In the interim between meetings, business coming before the Board of Directors may be conducted via regular mail, facsimile, electronic mail, telephone, or any other method unanimously accepted by the Board. A date shall be specified for the return of a vote to sender. Ballots not received by specified date shall be deemed in the affirmative.
- b. Each elected member of the Board of Directors shall be entitled to one vote.
- c. All Board actions require a majority affirmative vote unless otherwise specified in these bylaws.

### **ARTICLE III EXECUTIVE DIRECTOR**

An Executive Director shall be appointed by the Board of Directors to perform necessary functions of the Association. This appointee will be a nonvoting member of the Board, and will be reimbursed for all actual expenses incurred in this office, and may receive an honorarium as determined by the Board of Directors.

### **ARTICLE IV CONVENTION**

**Section 1. Frequency and Location** -The Professional Fraternity Association shall meet annually, except when unless the Board of Directors deems it unwise because of unusual circumstances. The time, length of meeting, and place shall be determined by the Board of Directors.

**Section 2. Special Meetings** - Special meetings may be called by a majority of the Board of Directors, or majority vote of organizational members, with notice specifying date, place, and purpose sent to all member fraternities no less than forty-five (45) days in advance of the proposed meeting.

### **ARTICLE V GOVERNMENT**

**Section 1. Governing Body** -The Professional Fraternity Association, in Convention, composed of the voting delegates of those members as herein provided, shall be the governing body of the Association.

**Section 2. Convention Delegates** -Each member fraternity, in good standing, through its representation, shall be entitled to one vote. Said fraternity shall designate its voting delegate.

**Section 3. Quorum** -A quorum shall consist of a majority of the members present and in good standing.

### **ARTICLE VI COMMITTEES**

The following standing committees shall be appointed by the President with the approval of the Board of Directors: (1) Membership, (2) Legal and Legislative, (3) Nominating, (4) Public Relations, (5) Convention Planning, (6) Audit, (7) Awards, and (8) Member Services. Each of these committees shall be appointed within 30 days of the close of the annual Convention. Special committees may be appointed by the President as they are required.

### **ARTICLE VII FINANCES**

**Section 1. Organizational Member Dues** -Annual dues, payable to the Professional Fraternity Association, for each constituent member fraternity, shall be determined annually by the Board of Directors.

**Section 2. Associate Member Dues** - Membership dues for associate members shall be payable annually in the amount and manner determined by the Board of Directors and may encompass annual dues, Convention registration, and Convention exhibit fees.

**Section 3. Fiscal Year** - The fiscal year shall be from January 1 through December 31, inclusive.

**Section 4. Delinquency** -Dues shall be payable January 1, and member fraternities and associate members shall become delinquent if dues have not been paid as of the opening session of the annual Convention.

### **ARTICLE VIII DISBURSEMENTS**

**Section 1. Banks and Checking** -The Board of Directors is authorized to designate a depository bank or banks for the funds of the Professional Fraternity Association, shall determine the manner of withdrawals therefrom, and the officer or officers required to sign checks and to write drafts thereon, in accordance with the Policy and Procedure Manual.

## **Section 2. Board Expenses -**

- a. The expenses as authorized by the Convention, President, or by the Board of Directors, shall be paid out of funds of the Professional Fraternity Association. Expenses of the Board of Directors for attendance at interim meetings (including transportation, housing, parking, and scheduled meals) will be fully reimbursed.
- b. Expenses of the Board of Directors (including transportation, housing, and parking) for attendance at annual conventions will be reimbursed by 50% (one-half of costs incurred). Registration fees will not be reimbursed for the annual convention.
- c. Expenses allowed for transportation shall not exceed the discounted airfare. Travel by private auto shall be reimbursed per current PFA policy.
- d. Phone charges for teleconferences shall be fully reimbursed.

**Section 3. Reporting** -The Treasurer shall make a full report to the Association at the Convention, and to the Board of Directors as requested, of the revenues, disbursements, assets, liabilities, and equity of the Professional Fraternity Association.

## **ARTICLE IX PROFESSIONAL FRATERNITY COUNCILS**

The Professional Fraternity Association supports collaboration by chapters of its organizational members on campuses of recognized colleges, universities, and professional schools.

## **ARTICLE X PARLIAMENTARY PROCEDURE**

Robert's Rules of Order, latest revision, shall be the parliamentary authority with respect to all procedures not specifically provided for in the Constitution and Bylaws of the Professional Fraternity Association.

## **ARTICLE XI AMENDMENTS**

The Bylaws may be amended at any Convention by a two-thirds vote of the member fraternities present and entitled to vote, provided, that notice and content of proposed amendment(s) be submitted to the Executive Director who shall distribute same to members at least thirty (30) days prior to the opening date of the Convention.

In the interim between Conventions, proposed amendments may be mailed or sent by electronic means by the Executive Director to each member fraternity, specifying the vote to be returned to sender within sixty (60) days. A favorable vote on three-fourths of the ballots returned by member fraternities shall be necessary for any amendments submitted by mail; results will be reported.

*as amended June 2017*