



CONSTITUTION

ARTICLE I. NAME

Section 1 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

Section 1 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

Section 1 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 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

Section 1 The officers of the Professional Fraternity Association shall be a President, a Vice President, a Secretary, and a Treasurer.

ARTICLE V. CONVENTIONS

Section 1 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

Section 1 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

Section 1 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

ARTICLE I MEMBERSHIP

Section I Classes

- a. There shall be three classes of membership: Fraternal, Affiliate and associate.

Section II Fraternal Members

- a. 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 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.

Section III Prospective Fraternal Membership

- a. 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 one chapter in different nations.
- b. The Board of Directors shall make a recommendation to the Fraternal Members to approve or disapprove the candidate for membership by majority vote of Fraternal Members. The Board of Directors shall make a recommendation to the Fraternal Members by mail, by email, or by Convention the applicant shall be granted Fraternal membership.

Section IV Associate Members

- a. 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 V Affiliate Members

- a. Individual organizations not eligible for Fraternal or Associate membership, but are identified by, or related to, a field of study or common interest or have interest in or support the professional Greek community are eligible for Affiliate membership.
- b. 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 VI 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 Fraternal Membership may, by two-thirds vote suspend any member until the next Convention for violations of any provisions of the Constitution and Bylaws of this Association.
- c. The Fraternal Membership may, by three-fourths vote, expel any member for willful or negligent violations of any provisions of the Constitution and Bylaws. 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 Fraternal Member that fails to remit dues for two consecutive years shall be considered as having voluntarily withdrawn.

Section VII Reinstatement of Members

- a. Reinstatement of any Fraternal Member which has voluntary withdrawn its membership, or which has been expelled, shall reapply for Fraternal membership.

ARTICLE II OFFICERS AND DIRECTORS

Section I 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.
- e. The Affiliate Members shall select from among their number a representative who shall serve as Affiliate Member Liaison to the Board of Directors. The Affiliate Member Liaison shall participate in meetings of the Board of Directors as an ex-officio officer.

Section II Election and Term of Office

- a. Officers shall be elected at every other annual Convention form among the Fraternal Members. A Fraternal Member may have no more than one of its members serving as an officer 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.
- d. The vice president shall assume the office of the President at the Officer Installation.

Section III Duties of the Board of Directors

- a. Duties of the President. The President shall be the chief elected officer and shall preside at all meetings and of its Board of Directors.
- 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. The President shall oversee the work of all committees.
- 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.
- g. Duties of the Affiliate Member Liaison. The Affiliate Member Liaison shall serve in an advisory capacity to the Board of Directors, especially on matters related to the affiliate members.

Section IV Vacancies

- a. A vacancy occurs if the board member resigns or if the board member ceases to remain eligible for office in accord with the Constitution, Bylaws, and Policies & Procedures.
- b. A vacancy may be declared by majority vote of the voting delegates at "Convention 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 V Voting

- a. The Board of Directors may hold meetings to conduct Association business. In the interim business meetings, may be conducted by any 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

- a. An Executive Director shall be selected by the Board of Directors to perform necessary Association functions.

ARTICLE IV CONVENTION

Section I Frequency and Location

- a. The Professional Fraternity Association shall meet annually, except when 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 II Special Meetings

- a. Special meeting may be called by a majority of the Board of Directors, or majority vote of Fraternal Member, with notice specifying date, place, and purpose sent to all Fraternal Members no less than forty-five (45) days in advance of the proposed meeting.

ARTICLE V GOVERNMENT

Section I Governing Body

- a. 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.
- b. The Board of Directors to be the governing body when not in session.

Section II Voting Delegates

- a. Each Fraternal Member, in good standing, through its representation, shall be entitled to one vote. Said Fraternal Member shall designate its voting delegate. Proxy voting is prohibited.

Section III Quorum

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

ARTICLE VI COMMITTEES

Section I Standing Committees

- a. The following committees shall be appointed by the President with the approval of the Board of Directors:
 - a. Bylaws
 - b. Nominating
 - c. Public Relations
 - d. Audit
 - e. Awards

- b. Each of these committees shall be appointed within 30 days of the close of the annual Convention.
- c. Special committees may be appointed by the President as they are required.

ARTICLE VII FINANCES

Section I Fraternal Member Dues

- a. Annual dues, payable to the Professional Fraternity Association, for each Fraternal Member, shall be determined annually by the Board of Directors.

Section II Associate Member Dues

- a. 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 III Affiliate Member Dues

- a. Annual dues, payable to the Professional Fraternity Association, for each Affiliate Member, shall be determined annually by the Board of Directors.

Section IV Fiscal Year

- a. The fiscal year shall be from January 1 through December 31, inclusive.

Section V Delinquency

- a. Dues shall be payable January 1, and Fraternal, Affiliate and associate members shall become delinquent, and not in good standing and lose voting privileges, if dues have not been paid as of the opening session of the annual Convention.

ARTICLE VIII DISBURSEMENTS

Section I Banks and Checking

- a. The Board of Directors is authorized to designate a bank(s) to conduct Association business.

Section II Reporting

- a. 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 FRATERNTIY 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 Fraternal Members 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 Fraternal 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 Fraternal Member, 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.