

**BY-LAWS
OF THE
ZETA PSI FRATERNITY, INC.**

**ARTICLE I.
ACTIVE CHAPTERS**

A. Charter. The charter shall be an engraved or engrossed instrument in the traditional form, under seal and signed by the Grand Chapter Officers, and shall be suitably framed and hung in the regular chapter room or, if none, in a suitable place in the chapter house or other accommodations occupied or used by the chapter.

B. Rules and Regulations. Subject to the approval of the corresponding elder chapter, each active chapter shall enact, for the government of the chapter and conduct of its business and affairs, rules and regulations not inconsistent with the constitution or by-laws of the Fraternity.

C. Members.

1. *Rushing Rules and Practices*. The requirements for election of a candidate shall be determined by each individual chapter under such rules and regulations as may be set up by the chapter in conformity with those in effect at the college or university where the chapter is located. By exception, other students, or non-students, such as faculty members and administrative officials of a college or university, employees, or interested parties upon election to membership and due certification thereof by the Executive Director of the International Headquarters, may be initiated by the respective active or elder chapter. All those elected as candidates should be men who have attained satisfactory academic achievement, displayed honorable character traits, and who have been involved in college or community activities. The term 'men' shall be interpreted in a manner consistent with the provisions of Article IV, section 5, of the Constitution.

2. *Membership Education*. At the time he is made a candidate, the Chapter shall be responsible for the Education of the candidate in full. He shall be provided access to an electronic copy of the Membership Manual, which the Board of Delegates of the Grand Chapter shall cause to be prepared in standard form and made available to the chapters. The manual shall contain a concise statement of the purposes and history of the Fraternity and description of its organization, together with such other information as shall be appropriate, prior to initiation, to assure on the part of each candidate a proper understanding and appreciation of the traditional ideals and standards of the Fraternity, the serious purposes of membership and the nature and extent of the obligation to be assumed.

Additionally, he shall be made aware of and supported in his compliance with all Risk Management Training mandated by Grand Chapter as well as encouraged to attend his Chapter's designated Leadership Training Institute event or the corresponding educational component of the Convention. He should also review all additional resources available by GC re: Officer Roles, as he will be encouraged to participate as an officer during the tenure of his membership.

3. *Revocation or Termination of Candidacy*. A candidate shall have the right to withdraw and thereupon the candidacy shall be revoked. The candidate shall remain responsible for all financial or other obligations incurred prior to the exercise of said right. The candidate shall be suspended or terminated by action of the chapter by the failure of the candidate to maintain the eligibility requirements for membership in the Fraternity. A candidate may be suspended or terminated at the discretion of the chapter. While under

suspension, the candidate may not participate in any Fraternity affairs. A termination by action of the chapter may, at the election of the candidate, be appealed in writing to the corresponding elder chapter. The appeal shall contain the grounds upon which the appeal is made. At its election, the chapter may document its grounds for upholding the suspension or termination. The decision reached by the elder chapter is final.

4. *Initiations.* Upon successful completion of the probationary period and fulfillment of the probationary requirements in effect in the particular college or university and imposed by the Fraternity and chapter, the candidate shall be qualified for initiation; however, no candidate shall be initiated unless all initiation fees have been paid in full. All members of the active chapter are to attend the initiation, except those who are unavoidably absent and who have been excused by the Active Supreme Council. The ceremony shall be conducted in due and ancient form and in no event shall the traditional ceremony or the ritual be varied or abridged. In appropriate cases, present or past Grand Chapter Officers, officers of the elder chapter, and members of the Fraternity other than officers and members of the particular active chapter, may attend and preside at or otherwise participate in the ceremony. Completion of the initiation in due compliance with all provisions of the constitution and by-laws shall entitle the initiate to receive a certificate of membership.

5. *Suspension or Revocation of Membership.* The grounds for suspension or revocation of membership shall be the commission of any offense which might subject the member of the chapter to disciplinary action leading to expulsion of the member or suspension or withdrawal of the privileges of the chapter by the college or university authorities; willful or deliberate repudiation of the Fraternity or of its essential ideals and purposes by the member; repeated, flagrant breaches of chapter discipline; continued refusal or neglect to discharge financial obligations to the chapter or Fraternity; or moral turpitude. Charges may be brought by the Supreme Council of the Active Chapter or by the written demand of not less than one-fourth of the membership of the chapter. The accused shall be apprised of the charges in writing. The charges shall heard before an open duly constituted meeting of the chapter. Conviction and fixing the penalty shall require the three fourths vote of all members of the chapter entitled to vote. On review the elder chapter may reverse, modify, or suspend the decision and/or the penalty imposed, or the elder chapter in its discretion may conduct the hearing in the first instance. This SECTION shall in no way limit or prevent the Grand Chapter from acting under Article IV, Section J.

D. Officers.

1. *Supreme Council.* The Supreme Council shall govern the chapter, manage its business and affairs and, subject to Article I, Section C.5, exercise disciplinary power over the members. In addition to the Phi and Alpha Phi, who shall be ex-officio voting members, the Supreme Council shall consist of not less than three or more than five members, no more than two of whom shall be seniors or active graduate students.

2. *Phi.* The Phi shall be the executive head of the chapter and shall exercise the customary powers and perform the customary duties of president, including presiding at all meetings of the chapter and of the Supreme Council and presiding at initiations. He shall appoint all appointive committees and be responsible for the enforcement of the rules and regulations of the chapter and of the policies as laid down by the Supreme Council.

3. *Alpha Phi.* The Alpha Phi shall exercise the powers and perform the duties of the Phi, in the event of his absence or inability to act, and such other duties as may be assigned to him by the Supreme Council. He shall also be responsible for the chapter's risk management program.

4. *Sigma*. The Sigma shall perform the customary duties of secretary, including keeping complete and accurate minutes of all meetings of the chapter and of the Supreme Council. The Sigma shall be responsible for making sure that accurate membership and candidate rolls are recorded with the Grand Chapter via International Headquarters staff.

5. *Alpha Sigma*. The Alpha Sigma shall perform the customary duties of communications manager, including composing and filing periodic chapter letters for publication in the official publication of the Fraternity and editing and distributing chapter publications and letters to elders of the chapter. The Alpha Sigma will be responsible for ensuring that Brand and Social Media policies of the Fraternity are adhered to in all communications.

6. *Gamma*. The Gamma shall be the treasurer and perform the customary duties of that office. He shall verify and approve all disbursements, manage access to all accounts, bill and collect all accounts. The Gamma shall keep proper books and records of all financial transactions, make proper financial reports, monthly and at the end of each term or semester, to the Supreme Council and to the elder chapter, and under the supervision of the Supreme Council make annual financial reports to the Board of Delegates of the Grand Chapter, said reports to be prepared as of and filed within thirty days after the close of the spring term or semester. The elder chapter may require the active Gamma to be bonded.

7. *Delta*. The Delta shall serve as the chapter historian. He shall maintain and be the custodian of the historical record of the chapter, to include all significant data relating to the founding and progress of the chapter. It shall contain a chronological record of initiations and graduations, of chapter officers, of individual and chapter honors, and of functions and events of historical interest in the life of the chapter. He shall be responsible for supplying chapter historical information to the corresponding elder chapter and to the Grand Chapter.

8. *Sigma Rho*. The Sigma Rho shall be the chief ritual officer of the chapter. He shall be responsible for adherence to ritual during initiation and formal meetings. He shall encourage active members to maintain and improve their knowledge of ritual and secrets. He shall be the keeper of the door while chapter meetings are in session, shall require the traditional identification and admit no one who is not a member of the Fraternity. He shall be the custodian of the key to the chapter room and of the regalia and chapter room properties.

9. *Eligibility, Nomination and Election*. The members of the Supreme Council and all other chapter officers shall be elected annually, preferably prior to the first meeting of the spring term or semester, unless special circumstances exist. Nominations shall be by a nominating committee, to be appointed by the Phi with the approval of the Supreme Council, and/or from the floor. For the election of members of the Supreme Council, other than the Phi and the Alpha Phi who serve ex-officio, each member of the chapter shall be entitled to one vote for each member of the Council to be elected and the requisite number of candidates who receive the plurality of votes shall be declared elected. For the election of the chapter officers, a majority of all votes cast shall be necessary to election and if no candidate receives a majority on the first ballot a second ballot shall be taken on the two highest candidates. For contested elections, voting shall be by secret ballot. Only members in good standing in the chapter shall be entitled to vote; and only members who are in good standing in the chapter and scholastically and otherwise in the college or university shall be eligible to election.

10. *Tenure, Transition, Removal, and Vacancies*. Installation shall occur between one to two months during the academic year after officer and Supreme Council elections. During this period, the

outgoing officers shall meet with their corresponding officer-elects, under the guidance of the Beta Pi, to instruct on their respective roles and responsibilities to ensure a smooth and successful transition. The outgoing Chapter Phi or Alpha Phi shall instruct the newly elected Supreme Council members on their duties. Chapter officers, including members of the Supreme Council, may be removed for cause, upon due notice and opportunity to be heard, by the three-fourths vote of all members of the chapter, entitled to vote. Vacancies shall be filled by the Supreme Council. Failure to continue in good standing in the chapter and college or university shall constitute forfeiture of office and create a vacancy; but this provision may be waived by the Supreme Council in special cases of temporary (not longer than one academic term) disqualification pertaining only to scholastic standing.

E. Meetings.

1. *Regular Meetings.* Regular meetings of the chapter shall be held not less often than twice a month on designated nights during all periods in which the college or university is in regular session.

2. *Special Meetings.* Special meetings shall be held at the request of the Phi, who shall also be required to call a meeting upon the written request of three members.

3. *Notice, Place and Conduct of Meeting.* Such notice of meetings shall be given as the rules and regulations governing the chapter shall require, or in the absence thereof, as the Supreme Council shall prescribe. At least once a month, a meeting shall be held in the traditional, formal manner. Unless the chapter shall not have such accommodations or except in cases of impracticability/impossibility, all meetings shall be held in the regular chapter room or other secure location.

4. *Attendance.* Unexcused, non-attendance at meetings shall be subject to fine and to such further disciplinary action as shall be requisite to secure attendance in all instances in which non-attendance is not for good cause. The Supreme Council alone shall have the power to excuse non-attendance and, subject to review by the Supreme Council, the Phi shall have the power to impose the necessary fines and penalties for unexcused non-attendance.

5. *Quorum and Voting.* A majority of the membership of the chapter, entitled to vote, shall constitute a quorum and each member in good standing in the chapter shall be entitled to one vote.

F. New Chapters.

1. *Interest Groups and Colonies.* The Executive Committee shall set policy for the creation of new interest groups and colonies. These groups that have met the colony requirements and wish to become chartered or to have a charter re-instated must file a petition to the Executive Committee.

2. *Charter Petition.* The Chapter Development Committee shall investigate and report to the Executive Committee of the Grand Chapter its findings with respect to eligibility and whether it appears to be in the interest of the Fraternity to accept and the charter petition. If the Executive Committee accepts the petition, it shall direct the Headquarters to submit the petition for a vote either at a meeting of the Board of Delegates or by canvassing the chapters and associations in accordance with the constitution and by-laws of the Fraternity. If the vote is taken by canvassing the chapters and associations pursuant to the requirements of Article V of the constitution, the vote shall be taken by the several chapters and associations entitled to vote. The result of the vote shall be announced within thirty days. Failure to exercise the right to vote and within said period of thirty days shall constitute an affirmative vote.

3. *Initiation of Members.* Members of a colony or petitioning group, including elder or alumni members if the group was a local fraternity or organization having such members shall be elected to membership and approval for initiation by the Executive Committee of the Grand Chapter.

4. *Installation of Chapter and Charter.* When a charter is issued by the Board of Delegates of the Grand Chapter of Zeta Psi, The Phi Alpha, or the Alpha Phi Alpha, or such other Grand Chapter Officer, past or present, as the Phi Alpha shall designate, shall preside at the installation ceremony, and shall present the charter.

G. Suspension or Revocation of Charters. Suspension or revocation shall be in accordance with Article VI of the constitution. A charter may be suspended or revoked if the chapter shall become dormant or so reduced in numbers as to render it incapable to operate as a chapter. Otherwise the grounds for suspension or revocation of a charter shall be the commission by the chapter, or by one or more of its members, of an offense which might lead to expulsion or suspension of the chapter or forfeiture of its privileges by action of the college or university authorities; repeated, flagrant breaches of Fraternity discipline; continued refusal or failure to adhere to the Fraternity's risk management policies; continued refusal or neglect to discharge obligations, including financial obligations, to the Fraternity; or any misconduct on the part of the chapter or of its members sufficiently grave to expose the Fraternity generally to public condemnation or disrepute.

H. Grand Chapter Representation. One delegate shall be selected according to Article IV, Section A.7 from the chapter membership annually or from time to time, as occasion requires, by the chapter to represent and act for the chapter and cast its vote at meetings of the Board of Delegates of the Grand Chapter. To ensure proper decisions based on the open-minded discussion at meetings of the Board of Delegates, instructions given to delegates shall be advisory only.

I. Insurance. All chapters must maintain adequate liability insurance policies in force at all times. The Executive Committee shall set the minimum policy limits for chapter. The Executive Committee may authorize different insurance minimums by nation. All chapters are required to utilize the insurance carrier selected by the Executive Committee unless (a) there are extenuating circumstances, as determined by the Executive Committee. Loss of insurance may result in the suspension or revocation of the chapter's charter.

ARTICLE II. ELDER CHAPTERS

A. Organization. For the purpose of holding title to chapter houses or for other legal or business reasons, elder chapters may adopt a corporate form of organization, or existing, incorporated chapter associations may constitute the required elder chapter organization. As may be necessary in particular cases to comply with legal or other requirements of corporate organizations, or to conform to special, local circumstances, the organization and structure of the elder chapters as provided in this ARTICLE may be modified and changed, provided that the modifications and changes comply substantially with the spirit and intention of the provisions of this ARTICLE. Where official names and titles are changed for corporate or other reasons, within the Fraternity, the names and titles provided in this ARTICLE shall be used insofar as possible.

B. Membership.

1. Each undergraduate member of the Fraternity, upon termination of his status as a duly qualified undergraduate student, shall automatically become a member of the corresponding elder chapter subject to the duties and obligations and, if in good standing, entitled to enjoy the rights and privileges of such membership, unless he becomes a duly qualified graduate student, in which case he may elect to remain a member of the active chapter at the institution he will attend as a graduate student, with approval from the active chapter. Each graduate student of the Fraternity, upon termination of his status as a duly qualified graduate student, shall automatically become a member of the corresponding elder chapter, subject to the duties and obligations and, if in good standing, entitled to enjoy the rights and privileges of such membership. In the event of a suspension or termination of an active chapter, the Executive Committee is empowered to immediately make active members, at its discretion, members of the corresponding elder chapter, subject to the duties and obligations and, if in good standing, entitled to enjoy the rights and privileges of such membership. Alumni or elder members of a local fraternity or organization who form a petitioning group to whom a charter is granted and members of the faculty and administrative officials of a college or university in which there is an active chapter, upon approval by the Board of Delegates or the Executive Committee of the Grand Chapter in accordance with the constitution, shall become members of the corresponding elder chapter and of the Fraternity, with the rights and privileges and subject to the duties and obligations of such membership.

2. The grounds for suspension or revocation of the membership of an elder shall be the willful or deliberate repudiation of the Fraternity or of its essential ideals and purposes or the commission of any act, which in the opinion of the elder chapter of which the elder is a member or in the opinion of the Executive Committee, shall constitute moral turpitude. Conviction and fixing the penalty shall be by a three-fourths vote of the Supreme Council of the elder chapter or the Executive Committee. If action is taken by the elder chapter it is subject to review by the Executive Committee which may overturn any conviction or acquittal and/or modify any penalty. The elder chapter may suspend or revoke the membership of a member of its active chapter on the same grounds and by the same procedure. Any suspension of membership by the elder chapter or Executive Committee will have immediate effect. The elder chapter will notify the Executive Committee via the International Headquarters of any such decisions immediately, which will then be communicated to all active and elder chapters. On review the Executive Committee or the Grand Chapter may reverse, modify, or suspend the decision.

C. Affiliation. Where desirable for geographical or other reasons, elders may affiliate with elder chapters other than their original chapters. Affiliation shall be accomplished by application to and by the

favorable vote of the Elder Chapter with which affiliation is desired. Such affiliation shall not affect the status of the member in his original chapter.

D. Meetings of the Chapter. The elder chapter shall meet no less than annually. It shall fix the place for holding meetings, direct the giving of notice, determine quorum, voting and other requirements and prescribe the order of business. A copy of these notices shall be forwarded to the Executive Director of the International Headquarters.

E. Officers.

1. *Supreme Council*. The Supreme Council shall consist of not less than three members of the chapter, in addition to the chapter officers, who shall be ex-officio voting members. It shall have full authority to represent, act for and govern the chapter and to manage its business and affairs. It shall serve as the nominating committee for the nomination of chapter officers, including succeeding members of the Supreme Council. It shall hold such regular meetings as are required by the law of the state or province in which the chapter is located and as shall be further determined by the Supreme Council. Meetings shall be called by the Phi or by direction of the Supreme Council. The Phi shall direct the giving of notice and shall make the arrangements for holding the meetings, including the place thereof. Quorum, voting and other requirements shall be fixed by the Supreme Council and it shall prescribe the order of business.

2. *Phi*. The Phi shall be the executive head of the chapter and have the customary powers and perform the customary duties of president. He shall preside at all meetings of the chapter and of the Supreme Council, maintain contact with the corresponding active chapter and with the Board of Delegates, committees and officers of the Grand Chapter.

3. *Alpha Phi*. The Alpha Phi shall exercise the powers and perform the duties of the Phi, in the event of his absence or inability to act, and such other duties as may be assigned to him by the Supreme Council and the corresponding local elder by-laws.

4. *Sigma*. The Sigma shall perform the customary duties of secretary, including keeping complete and accurate minutes of all meetings of the chapter and of the Supreme Council.

5. *Gamma*. The Gamma shall be the treasurer and fiscal officer of the chapter. He shall verify and approve all disbursements, bill and collect all accounts, keep proper books and records of all financial transactions, and make proper financial reports annually and otherwise, as required, to the Supreme Council of the elder chapter and to the Board of Delegates of the Grand Chapter, said annual reports to be prepared as of and filed within thirty days of the close of the fiscal year of the chapter. The Supreme Council may require the Gamma to post a bond.

6. *Delta*. The Delta shall act in concert with the Delta of the corresponding active chapter as the chapter historian and he shall supervise and be responsible for the performance by the Delta of the active chapter of his duties as provided in the by-laws of the Fraternity, including keeping an up-to-date record of the elder members of the chapter and supplying that information to the Board of Delegates of the Grand Chapter.

7. *Beta Pi or Chapter Advisor*. It shall be the duty of the Beta Pi, or Chapter Advisor, to visit the corresponding active chapter periodically throughout the academic year, to advise with its officers as to its condition and affairs, and to keep the elder chapter informed thereof. He shall cooperate with and maintain

proper contact between the active chapter and the Board of Delegates, committees and officers of the Grand Chapter. He should be an elder who resides in or near the locality of the active chapter. Should the Chapter Advisor not be a member of the Fraternity, he shall perform all duties as outlined herein, but he may not have the designation of Beta Pi.

8. Election, Tenure, Removal and Vacancies. Members of the Supreme Council and chapter officers shall be members of the chapter in good standing and shall hold office until their successors are qualified. For the election of members of the Supreme Council each member of the chapter shall be entitled to one vote for each member of the Council to be elected and the requisite number of candidates who receive the plurality of votes shall be declared elected. For the election of the chapter officers, a majority of all votes cast shall be necessary to election and if no candidate receives a majority on the first ballot a second ballot shall be taken on the two highest candidates. For contested elections, voting shall be by secret ballot. Only members in good standing in the chapter shall be entitled to vote. The Supreme Council shall have the power to remove any officer or member of the council for cause, for which purpose the three-fourths vote of all of the members of the Supreme Council entitled to vote shall be required. Vacancies shall be filled by the Supreme Council.

F. Powers in Relation to Active Chapter. The Elder Chapter shall have the power to take over the conduct of the business of the corresponding Active Chapter and to supersede or replace officers of the Active Chapter, including members of the Supreme Council, in cases of such gravity and necessity that the good standing of the Chapter in the Fraternity or in the college or university, or its financial stability or solvency, are in jeopardy. Otherwise, the powers and duties of the elder chapter, with respect to the corresponding active chapter, shall be limited to that of rendering assistance and guidance to the end that the members of the active chapter may gain the experience and have the responsibilities of self-government. Any question or controversy arising with respect to the nature, extent or exercise of the powers granted to an Elder Chapter in relation to the corresponding Active Chapter shall be subject to review, and shall be resolved by the Executive Committee of the Grand Chapter; but this provision shall not impair the right or power of the Elder Chapter to act pending such review, nor shall the Executive Committee be required to exercise said right of review in any case in which it deems the matter in question to be unsubstantial or a review of the matter contrary to the best interests of the particular Active or Elder Chapter or of the Fraternity generally.

G. Grand Chapter Representation. The elder chapter, annually or as occasion may arise, shall select from the chapter membership a delegate to represent and act for the chapter and cast its vote at meetings of the Board of Delegates of the Grand Chapter. Instructions given to delegates shall be advisory only.

H. Elders Without Active Chapters. The elders of active chapters, which have become defunct shall nevertheless continue as an elder chapter, and all the provisions of this ARTICLE, except provisions governing its relations and duties with respect to the active chapter, shall apply to such elder chapter so long as there are sufficient members thereof living to function as a chapter. Elder Chapters that do not conduct an annual meeting or send a delegate to the Grand Chapter Meeting for three consecutive years will be considered dormant and no longer recognized. Dormant Elder Chapters are reconstituted when an Active Chapter is rechartered or by a newly formed elder group conducting an annual meeting and providing that evidence to the International Headquarters at least 30 days before a meeting of the Board of Delegates.

**ARTICLE III.
GEOGRAPHICAL ASSOCIATIONS**

A. Name. The names of the several geographical associations shall indicate their character as such and the district represented - e.g., "The Chicago Association of Zeta Psi".

B. Organization. Any group of elder members of the Fraternity, residing in a suitable geographical district, may organize the elders in the district as a geographical association. The association may adopt such form of organization, which may be corporate, and elect such officers as may be appropriate for its purposes. Each Geographical Association shall register the name of the association with the International Headquarters and shall provide regular updates of the names and contact information of its officers and members.

C. Purposes. The purposes of the associations shall be the fellowship and social intercourse of the members of the Fraternity living in the area and furtherance of the interests and support of the activities, locally and generally, of the Fraternity.

D. Representation in Grand Chapter. If the organization of the association has been approved by the Board of Delegates of the Grand Chapter, the association shall enjoy the status of a duly qualified geographical association in the Grand Chapter. Geographical Associations do not vote on matters referred to Grand Chapter.

**ARTICLE IV.
GRAND CHAPTER**

A. Annual Meetings of the Board of Delegates.

1. *Time, Place, Sponsorship and Notice.* Meetings of the Board of Delegates shall be held annually, under the sponsorship of one or more chapters and geographical associations of the Fraternity and at such time and place and upon such notice as the last preceding meeting shall have fixed; or, in default thereof, as the Executive Committee may fix.

2. *Attendance of Delegates.* Each active and each elder chapter shall select and send a delegate provided with proper credentials to attend the Grand Chapter Meeting.

3. *Expenses of Delegates.* In order to secure proper representation and attendance, each active chapter entitled to representation at the meeting shall share equally in the travel and other expenses of their delegate to attend the Grand Chapter Meeting. The amounts to be thus contributed shall be estimated by International Headquarters and each active chapter will forward their remittances to the International Headquarters by March 1st of that year to enable proper handling of the financial arrangements for the attendance of the delegates. Any deficiency in the estimate shall be assessed equally against the several chapters and any surplus shall be held and applied against the expense of the attendance of delegates at the next meeting. Each chapter shall be liable to make and shall make such contribution irrespective of whether it shall exercise the right to be represented at the particular meeting and irrespective of whether failure to send a delegate shall be excused.

4. *Quorum Requirements and Order of Business.* For purposes of meeting a quorum, members entitled to vote are those delegates whose credentials have been presented and approved for attendance at the meeting. Seventy-five percent of the number of delegates whose credentials have been presented and approved for attendance at the meeting shall constitute a quorum for all sessions, except that the Phi Alpha, with the approval of the Executive Committee, shall have power to relax said requirement and fix a lower quorum requirement as may be necessary under special circumstances, but in no event shall the quorum be less than ten (10) percent of the members entitled to vote. The Phi Alpha, subject to motion from the floor, shall fix the order of business.

5. *Nominations for the Executive Committee and of Grand Chapter Officers.* The Committee on Nominations shall prepare and present nominations for the Executive Committee and for the elective officers; but such nominations shall not be exclusive and nominations from the floor shall be in order. The committee shall be composed of five (5) members, composed of past Presidents of the Zeta Psi Educational Foundation and Zeta Psi Fraternity. In odd numbered years, the chair will be a past Zeta Psi Fraternity Phi Alpha and the existing Phi Alpha of the Fraternity will be allowed to appoint three (3) representatives, while the existing President of the Foundation will be allowed to appoint two (2) representatives. In even numbered years, the chair will be a past Zeta Psi Educational Foundation President and the existing President of the Foundation will be allowed to appoint three (3) representatives, while the existing President of the Fraternity will be allowed to appoint two (2) representatives. If a previous Phi Alpha is unavailable due to death or declines to serve, the Phi Alpha will have the right to appoint another past Phi Alpha to the committee.

6. *Committee on Credentials and Other Committees.* The Phi Alpha shall appoint a Committee on Credentials which shall examine and approve or disapprove the credentials of authorized delegates and

report thereon to the meeting. In the cases of delegates whose credentials have been disapproved, the delegates whose credentials have been approved shall proceed as the first order of business of the meeting to review and determine said cases. Such other committees shall be appointed by the Phi Alpha to serve at the meeting as may be proper to conduct the business of the meeting. Any member of the Fraternity attending the meeting may be an appointee on any of said committees.

7. *Reports.* The Phi Alpha, with the assistance of such special committees as he may appoint for the purpose, shall prepare and deliver to the meeting a report for the year on the work of the Grand Chapter Officers, the Board of Delegates and the Executive Committee, and on the state of the Fraternity and of the several chapters and associations. There shall be included in the report his personal observations and recommendations. The Gamma Alpha shall cause to be prepared and shall deliver an annual report of the financial condition of the Grand Chapter and the conduct of its business during the year. The report shall include a balance sheet and a comprehensive statement of revenue and expenditures and the personal observations and recommendations of the Gamma Alpha with respect to the financial condition and the conduct of the business affairs of the Fraternity. Such other reports shall be made and received as shall be called for.

8. *Conduct of Meeting.* The meeting shall be opened and closed and the newly elected officers and members of the Executive Committee shall be installed in accordance with the ceremonies traditional in the Fraternity, and insofar as feasible, the meeting shall be conducted with due formality, and regard to the traditional practices governing the conduct of Fraternity meetings.

9. *Attendance by Other Than Delegates, Grand Chapter Officers and Members of Executive Committee.* The annual meetings of the Board of Delegates shall constitute annual meetings of the Fraternity and of its membership generally, corresponding to the traditional Grand Chapter meetings of the Fraternity, and may be attended by any members of the Fraternity in good standing and any such member shall have the right to be heard in accordance with established parliamentary practices and procedures.

B. Special Meetings. In cases of necessity, special meetings of the Board of Delegates of the Grand Chapter shall be called by the Phi Alpha as directed by the Executive Committee, which shall have power to make all necessary provisions for the holding of, and the attendance of delegates at, such meetings. Special meetings shall be conducted in the same manner and subject to the same general provisions and requirements as annual meetings.

C. Executive Committee.

1. *Number, Selection and Election.* The Executive Committee of the Grand Chapter shall consist of ten (10) members, at least eight (8) of which shall be elder members and at least one (1) but no more than two (2) of which shall be a member of an active chapter. The Committee shall be constituted of the following:

Phi Alpha, Alpha Phi Alpha, Sigma Alpha, Gamma Alpha, Delta Alpha, and five (5) representatives duly elected at large from the Fraternity, with the provision that at least one member of the Committee must be from Canada and at least one must be from the United States.

2. *Meetings.* At the call of the Phi Alpha, who shall fix the time and place and direct the International Headquarters as to the giving of notice, the Committee shall hold two regular meetings each

year, one in the winter and one in the summer in conjunction with the International Convention and the annual meeting of the Grand Chapter. Special meetings may be called as necessary by the Phi Alpha or by a majority of the Committee. Six members of the Committee shall constitute a quorum. The place of holding the regular meetings shall be progressively rotated and the meetings held in appropriate cities or sections of the United States and Canada, in order that proper contact with the chapters and membership of the Fraternity throughout the United States and Canada may be maintained, taking into consideration such factors as the cost of travel, predictability of weather, opportunities to view prospective colony locations, and other circumstances which could be of importance to the Fraternity.

a. *Special Meetings.* An Executive Committee member may participate in a special meeting of the Executive Committee by conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other, if all participants are advised of the communication equipment and the names of the participants in the conference are divulged to all participants. Participation in the meeting pursuant to this section constitutes presence in person at the meeting.

3. *Powers.* The Executive Committee shall conduct the affairs and carry on the business of the Fraternity generally between meetings of the Board. Reference to the Board of Delegates in the by-laws shall be deemed accordingly to refer likewise to the Executive Committee. All amendments to the By-laws adopted by Executive Committee or Board of Delegates action shall be printed and published as an integral part of the minutes of the Grand Chapter Meeting in the year the amendment is made.

D. Grand Chapter Officers.

1. *Phi Alpha.* The Phi Alpha shall be the executive head of the Grand Chapter and shall exercise the customary powers and perform the customary duties of president, including presiding at all meetings of the Board of Delegates and Executive Committee, and presiding at initiation and installation ceremonies when in attendance. Subject to the direction of the Executive Committee, he shall be responsible for the government and the administration of the business and affairs of the Fraternity generally.

2. *Alpha Phi Alpha.* The Alpha Phi Alpha shall exercise the powers and perform the duties of the Phi Alpha in the event of his death, resignation, absence, or inability to act or preside; and such other duties as may be assigned to him by the Executive Committee.

3. *Sigma Alpha.* The Sigma Alpha shall perform the customary duties of secretary, including keeping proper minutes of all meetings of the Board of Delegates and the Executive Committee. He shall be responsible for the publication of all minutes directed to be published. He shall see to it that proper records are kept of attendance and non-attendance at all meetings of the Board of Delegates and of the Executive Committee. An assistant Sigma Alpha may be appointed by the Executive Committee, who may be required to attend meetings at the discretion of the committee.

4. *Gamma Alpha.* The Gamma Alpha shall be the fiscal officer of the Grand Chapter and shall perform the customary duties of that office, including overseeing the management and reporting of the Fraternity's finances. In addition to the annual report required to be made to the annual meeting of the Board of Delegates, he shall make current reports to all meetings of the Executive Committee. He shall be responsible for the preparation of an annual budget for the Grand Chapter to be submitted to the Executive Committee for its action at the meeting of the committee to be held in the winter of the prior budget year. He shall be responsible for reviewing the annual financial statements and audit of the

Fraternity. An assistant Gamma Alpha, who may have the title of Alpha Gamma Alpha, may be appointed by the Executive Committee, who may be required to attend meetings at the discretion of the committee.

5. *Delta Alpha.* The Delta Alpha shall perform for the Fraternity generally the same functions as those performed by the Deltas of the several chapters. It shall be his responsibility to obtain for the Board of Delegates and the Executive Committee and Grand Chapter Officers up-to-date information with respect to the membership of the events of historic interest to the Fraternity, which is required to be supplied by the Deltas of the active and elder Chapters, and he shall make such necessary compilations and records from their reports as may be of interest to the Fraternity generally. An assistant Delta Alpha may be appointed by the Executive Committee, who may be required to attend meetings at the discretion of the committee.

6. *Sigma Rho Alpha.* The Sigma Rho Alpha shall be the guardian of the door at all meetings of the Board of Delegates, and as may be required at such meetings, he shall perform the traditional duties of that office.

7. *Phi Alpha Emeritus.* The Phi Alpha Emeritus shall be a past Phi Alpha. The position is honorary and is not voting.

8. *Election or Appointment.* The Phi Alpha, Alpha Phi Alpha, Sigma Alpha, Gamma Alpha and Delta Alpha shall be elected annually by the annual meetings of the Board of Delegates. The offices of Phi Alpha Emeritus and Sigma Rho Alpha shall be regular offices appointed by the Phi Alpha for a term of one year. In the absence of the Sigma Rho Alpha, any willing person present at a meeting, when the traditional services of that office shall be required, shall be appointed by the Phi Alpha to serve in that capacity at the particular meeting.

E. Attendance of Members of Executive Committee and Grand Officers at Meetings. The Grand Chapter Officers, excluding the Phi Alpha Emeritus and Sigma Rho Alpha, shall be required to attend the meetings of the Executive Committee, and also the meetings of the Board of Delegates of the Grand Chapter, unless prevented by circumstances beyond reasonable control. Executive Committee members and Grand Chapter Officers may act and shall be selected to act as delegates representing their respective elder chapters or geographical associations insofar as may be feasible and unless in the discretion of the governing boards of particular elder chapters or geographical associations, it appears that a delegate more representative and in touch with local conditions should be selected.

F. Tenure of Office, Removal and Vacancies. The terms of office of the Grand Chapter Officers shall be one year. It is provided, however, that all Grand Chapter Officers and members of the Executive Committee shall hold office until their successors are qualified and installed. Any member of the Executive Committee may be removed for cause, upon due notice and opportunity to be heard, by the three-fourths vote of a duly constituted meeting of the Executive Committee. The Phi Alpha may excuse non-attendance if due to circumstances beyond reasonable control and the declaration of a vacancy due to unexcused non-attendance shall require only the majority vote of the duly constituted members of the committee. Vacancies shall be filled by the Phi Alpha, with the approval of the Executive Committee, unless the vacancy is in the Phi Alpha in which case the Alpha Phi Alpha automatically succeeds to and fills the position of the Phi Alpha.

G. Committees. The standing committees shall be the Finance Committee, Chairman of which shall be appointed by the Phi Alpha. This committee will be responsible, under the supervision of the Executive Committee, for financial planning and investment of Fraternity funds; the Gamma Alpha, who

may be chairman, shall be an ex-officio member of this committee; the Chapter Development Committee, which shall be charged with the responsibility for the processing of all petitions for the granting of charters for new chapters; the Committee on Standards and Accountability, which shall investigate all disciplinary cases over which the Executive Committee and Board of Delegates shall have jurisdiction.

The Phi Alpha shall have the power to create and appoint the members of committees for the purposes of oversight of International Headquarters operations or execution of specific functions of the Fraternity. All committees that the Phi Alpha may decide or be directed to appoint, shall be appointed by the Phi Alpha promptly upon his taking office, or promptly upon his being directed to make the appointment.

H. Finances. The revenue of the Grand Chapter shall be primarily derived from Grand Chapter fees, and initiation fees, and if such revenue proves insufficient an additional assessment may be made on a fair pro rata basis. Each active member shall pay to the credit of the Grand Chapter an initiation fee and other fees as may be fixed from time to time by the Executive Committee. There shall be no apportionment or rebate of said payments in the case of membership as an active which shall have commenced or ceased other than at the beginning or end of a given payment period. In all instances, badges, which shall be uniform, may be provided to or otherwise purchased by the initiates through the International Office. Each active chapter shall be responsible for and shall collect the said fees from its candidates and members and remit or deposit the same forthwith to the credit of the Grand Chapter as International Headquarters shall direct. Nothing herein contained shall be construed as preventing active chapters from assessing candidate, membership, and/or initiation fees in addition to those required to be paid for the Grand Chapter.

I. Disciplinary Procedure. The Executive Committee shall establish and promulgate regulations to govern non-compliant behavior and publish those regulations on the Fraternity website. These regulations shall include appropriate due process protections.

J. International Headquarters. The Grand Chapter shall have an International Headquarters at such place as shall be designated by the Executive Committee, which shall be the official and principal office and mailing address of the Grand Chapter; and the overhead expense and other charges of maintaining and operating said Headquarters shall constitute an expense of the Grand Chapter.

K. No Agency Relationship. Nothing in these by-laws shall be construed as granting to any person not a Grand Chapter Officer or Executive Director of the Fraternity any authority whatsoever to bind or obligate the Grand Chapter or Zeta Psi Fraternity, Inc. for debts, obligations, contracts, leases or other agreements.

L. Robert's Rules. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Board of Delegates and of the Executive Committee in all cases to which they are applicable and in which they are not inconsistent with the constitution, the by-laws, or any special rules of order the Fraternity may adopt.

Nothing in these by-laws concerning the right of the Fraternity to suspend or sever the relationship between the Fraternity and any chapter or member shall create or establish any liability of the Fraternity to any individual person or entity claiming any damages of any sort from the Fraternity.

Further, while the Fraternity has a consultant relationship with its members and the chapters and is a keeper of records and statistical data and serves as a communications channel for the members and the chapters, the Fraternity has no control or power over the day to day actions of members or the chapters of the Fraternity, nor does the Fraternity have any principal-agency relationships with the members or the chapters.