

CONSTITUTION

Preamble

The object and purpose of Alpha Kappa Psi Fraternity, Inc. (the "Fraternity") shall be to further the individual welfare of its members; to foster scientific research in the fields of commerce, accounts and finance; to educate the public to appreciate and demand higher ideals therein; and to promote and advance in institutions of college rank courses leading to degrees in business administration.

ARTICLE I

Name

The name of this Fraternity shall be Alpha Kappa Psi.

ARTICLE II

Membership and Initiation

Section 1. Classes of Membership. The membership of the Fraternity shall consist of Student Members, Faculty Members, Alumni Members, and Honorary Members. No individual shall be denied membership on the basis of race, creed, national origin, sex, religion, marital status, sexual orientation, age, or handicap.

Section 2. Student Members. A Student Member is an individual who is properly registered and actively pursuing an undergraduate or graduate degree in commerce, economics, business, or business administration (or their equivalent) from a college or university that promotes a course of study not fewer than two (2) academic years in length for any such degree ("Qualified Institution") and who has been duly initiated into a College Chapter (as defined in Article VIII, Section 1, Paragraph A hereof).

Section 3. Faculty Members. A Faculty Member is an individual who is an officer of administration or a member on the regular faculty of commerce, economics, business, or business administration (or their equivalent) in a Qualified Institution and who has been duly initiated into a College Chapter or Alumni Chapter.

Section 4. Alumni Members. An Alumni Member is an individual who has been, but is no longer, a Student Member or Faculty Member.

Section 5. Honorary Members. An Honorary Member is an individual who is not eligible to be a Student Member, Faculty Member, or Alumni Member but to whom, subject to the approval of the Chapter Advisor, Regional Director, and National President, membership is granted as an honor and distinction by a College Chapter or Alumni Chapter.

Section 6. Voting. Each Student Member and Alumni Member in good standing of the Fraternity shall be entitled to vote for a National Delegate from his or her respective chapter. A Faculty Member who becomes an Alumni Member shall be entitled to one vote for a National Delegate in his or her capacity as an Alumni Member. Faculty Members shall not be entitled to vote for a National Delegate from a College Chapter. No member shall have more than one vote for a National Delegate. Honorary Members shall have no voting rights.

Section 7. Dues. The dues and other fees incident to membership in the Fraternity shall be determined by the National Chapter in accordance with the Constitution and Statutory Code.

Section 8. Termination of Membership.

A. **Good Standing and Automatic Termination of Membership.** A member who fails to pay dues or fees within thirty (30) days following their due date will not be considered to be in good standing and will not be entitled to the rights and privileges of membership. The membership of any such member may be terminated thirty (30) days after notice is sent to the member explaining the reason for termination and providing the member an opportunity to pay the amounts due or, in the alternative, providing the member the opportunity to meet with the Regional Director, or an individual or committee appointed by the Regional Director, to explain the failure to pay. Any member whose membership in the Fraternity has been terminated for nonpayment of dues or fees may be reinstated at the discretion of the Regional Director upon payment of such amounts as may be determined and submitted by the College Chapter.

B. **Other Associations.** An individual who is a member or a former member of any other professional fraternity in commerce is not eligible to be a member of the Fraternity. A member of the Fraternity who joins any other professional fraternity whose objects and purpose, in the sole determination of the Board of Directors of the Fraternity, is substantially identical to the objects and purpose of the Fraternity shall be terminated as a member thirty (30) days after notice is sent to the member explaining the reason for termination and providing the member the opportunity to meet with the Board of Directors.

C. **Discipline of Members.** Upon a showing of Cause, the Board of Directors may fine, reprimand, suspend or expel a member of the Fraternity or terminate membership in the Fraternity; provided, however, that no member shall be suspended or expelled and no membership shall be terminated except under a procedure that is fair and reasonable

and carried out in good faith in accordance with the Indiana Nonprofit Corporation Act of 1991, as it may from time to time be amended, and any statute that may in the future supersede or replace it, in whole or in part (the "Act"), and the provisions of the Constitution and Statutory Code.

D. Resignation of a Member. The membership of a member of the Fraternity shall terminate upon the receipt of the member's written resignation by the Chief Executive Officer of the Fraternity or upon the member's death. Any resignation does not relieve the member of any obligations incurred or commitments made before the resignation.

ARTICLE III

The National Chapter

Section 1. Definition. The National Chapter shall consist of one delegate ("National Delegate") from each College Chapter and each Alumni Chapter of the Fraternity that is in good standing. Each National Delegate shall have one vote at any meeting of the National Chapter.

Section 2. Delegates. Each College Chapter and Alumni Chapter shall elect a National Delegate and an alternate delegate prior to the date of the annual meeting. Each National Delegate from an Alumni Chapter shall be a member in good standing of the Alumni Chapter. Each National Delegate from a College Chapter shall be a member in good standing of the College Chapter who shall have at least one (1) full academic year of undergraduate studies remaining prior to graduation at the time of the election. No National Delegate may represent more than one College Chapter or Alumni Chapter.

Section 3. Quorum. Except as set forth in Article V, Section 3 of this Constitution, a majority of the National Delegates shall constitute a quorum for the transaction of business at any meeting of the National Chapter. National Delegates cannot be represented by proxy. If a quorum is present when a vote is taken, the affirmative vote of a majority of the National Delegates present shall be the act of the National Chapter, and thus the act of the membership, unless otherwise provided for by the Act, the Articles of Incorporation, Convention Rules or the Constitution and Statutory Code.

Section 4. Annual and Special Meetings. The National Chapter shall meet annually. Special meetings of the National Chapter may be called at any time by the Chairman of the Fraternity, by the National President, by a majority of the Board of Directors, or by a written petition signed by a majority of the National Delegates. Annual meetings held in odd numbered years shall be referred to as National Conventions, and annual meetings held in even numbered years shall be referred to as Administration Meetings. Annual meetings and special meetings shall be held at such place and time as the Board of Directors of the Fraternity shall specify and shall be held in accordance with the provisions of the Constitution and Statutory Code.

Section 5. Notice of Meetings. A written notice, stating the place, day, and time of any meeting of the National Chapter and, in the case of a special meeting, the purpose or purposes for which such meeting is called, shall, at least thirty (30) days before the date of the meeting, be delivered or mailed by the Chief Executive Officer, or by the person calling the meeting, to each chapter of record of the Fraternity in good standing. Notice of any meeting may be waived in writing filed with the Secretary or by attendance in person.

Section 6. Waiver of Registration Fees. The National Chapter shall waive an amount equal to one (1) full registration fee for each College & Alumni Chapter in good standing to each regular meeting of the National Chapter.

ARTICLE IV

Regional Meetings and National Management Team

Section 1. Regional Meetings.

A. Definition. The United States and any other territory where College Chapters and Alumni Chapters of the Fraternity are established shall be divided into regions. One delegate from each College Chapter and Alumni Chapter in a particular region ("Regional Delegate") shall meet biennially, each such meeting being referred to as a Regional Meeting. Each Regional Delegate shall have one vote at any Regional Meeting.

B. Quorum. A majority of the Regional Delegates for the particular region shall constitute a quorum for the transaction of business at any Regional Meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Regional Delegates present shall be the act of the Regional Meeting unless otherwise provided for by the Act, the Articles of Incorporation, Regional Meeting Rules or the Constitution and Statutory Code.

C. Meetings. The Regional Meetings shall be held biennially for the purpose of electing Regional Directors.

D. Regional Director. Every region shall have one (1) Regional Director who shall have authority to preside over and direct the business at the Regional Meetings. The Regional Director shall be elected by a majority vote of the Regional Delegates for the particular region to serve a two (2) year term of office. The Regional Director shall serve in such office until his or her successor is elected and qualified, or until the earlier of his or her death, resignation, disqualification or removal by the respective Regional Delegates. The Regional Director may be removed only for Cause by the affirmative vote of three fourths of the Regional Delegates. The Regional Director shall perform such additional duties in his or her respective region as the Board of Directors may delegate.

Section 2. The National Management Team.

A. Definition. The National Management Team shall consist of all the Regional Directors of the Fraternity and the National Officers of the Fraternity (as defined in Article VII, Section 3 hereof) and shall have such authority and perform such duties as the Board of Directors shall assign to it.

B. Quorum. A majority of the members of the National Management Team shall constitute a quorum for the transaction of business at any meeting of the National Management Team. If a quorum is present when a vote is taken, the affirmative vote of a majority of the members of the National Management Team present shall be the act of the National Management Team unless otherwise provided for by the Act, the Articles of Incorporation, or the Constitution and Statutory Code.

C. Meetings. Meetings of the National Management Team shall be held annually for planning purposes and for such other purposes as are appropriate or directed by the Board of Directors.

ARTICLE V

The Board of Directors

Section 1. Number and Term; Authority. Authority to direct and carry out all powers and business of the Fraternity shall be vested in the Board of Directors. Subject to the staggered terms of office described below, the Board of Directors shall consist of nine (9) individuals, elected by the National Delegates without a meeting pursuant to a vote by written ballot on May 1 of each year. Each Director shall be elected for a three (3) year term of office.

The Directors shall serve on the Board until their successors are elected and qualified, or until the earlier of their death, resignation, disqualification, or removal by the other Directors. No individual is eligible to serve as a Director for more than two (2) consecutive terms. Any Director who is elected to fill the vacancy created by the appointment of a Director to serve as Chairman-Elect shall serve out the former term of the Chairman Elect. Once a person has served two consecutive three (3) year terms as a Director (or any portions of two (2) terms) or has served as an officer Director, the person will be ineligible for election as a Director for a period of three (3) years after leaving office. After serving as Immediate Past Chairman, a member will be ineligible for service on the Board of Directors for a period of three (3) years. The Directors and each of them shall have no authority to bind the Fraternity except when acting as a Board or a committee established by the Board and expressly granted authority to bind the Fraternity.

Section 2. Removal. Any or all members of the Board of Directors may be removed only in accordance with the Articles of Incorporation.

Section 3. Election of Directors and Qualifications

A. Election. Directors shall be elected without a meeting by a majority vote of the National Delegates pursuant to a vote by written ballot. Each National Delegate shall be entitled to cast one vote for each vacancy on the Board of Directors. A certified ballot shall be sent to all National Delegates eligible to vote for Directors by April 1 of the year in which an election of Directors is to be held. Each National Delegate must complete the ballot with his or her choice for each Director position, date and execute the ballot, and return it to the principal offices of the Fraternity so that it is actually received on or before May 1. Ballots shall contain a slate of Directors recommended by the Nominating Committee, but shall also allow for the election of nominees not recommended by the Nominating Committee. Ballots not actually received by the Fraternity on or before May 1 shall not be voted in the election of Directors. The results of the election shall be made available to the members of the Fraternity as soon as reasonably practicable after the ballots have been counted and the election results certified.

B. Qualifications Candidates for Director must

- (1) be members of the Fraternity in good standing,
- (2) have served the Fraternity at least one (1) year in a post graduate volunteer capacity,
- (3) not be employed by the Fraternity or the Alpha Kappa Psi Foundation, and
- (4) never have been removed from an office of the Fraternity for Cause.

C. Quorum. Solely for purposes of the election of Directors by the National Delegates, twenty-five percent (25%) of the National Delegates shall constitute a quorum.

D. Nominations Candidates for Directors shall be nominated (1) in writing by eight (8) members in good standing of the Fraternity, (2) in writing by three (3) members of the National Management Team, or (3) by any member of the Board of Directors. All nominations must be received by January 15 of the year in which the election is to take place. The nominees shall verify their acceptance of the nomination prior to February 15, and each candidate shall submit a resume (or biographical information) to the principal office of the Fraternity prior to February 15. All nominations and biographical information with respect to the nominees for Directors shall be submitted to the Nominating Committee no later than March 1 of each year when an election is to be held. The Nominating

Committee shall meet in person, by teleconference, or other acceptable manner permitted by applicable law in March to review the nominations and to recommend one (1) candidate for each position. The meetings of the Nominating Committee shall be held at such time and place as agreed upon by a majority of the members of the Nominating Committee or as designated by the Board of Directors, but such meetings shall be held before the end of March. After the Nominating Committee has recommended its slate of candidates, it shall forward the proposed slate to the principal offices of the Fraternity, and the Chief Executive Officer shall send the following to each of the National Delegates: (i) a list of the slate of Directors and their related biographical information and (ii) a written ballot.

Section 4. Vacancies. Any vacancy in the Board of Directors from whatever cause shall be filled in accordance with the Articles of Incorporation.

Section 5. Quorum. At any meeting of the Board, a majority of the Directors shall be necessary to constitute a quorum for the transaction of any business. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors unless otherwise provided for by the Act, the Articles of Incorporation, or this Constitution and Statutory Code.

Section 6. Annual and Regular Meetings. The Board of Directors shall meet annually, at the time and place specified by the Board, for the purpose of electing the Corporate Officers (as defined in Article VII, Section 1, Paragraph A of the Constitution) and conducting such other business as shall come before the meeting. In addition to the annual meeting, other regular meetings of the Board of Directors shall be held on such dates, at such times, and at such places as shall be fixed by resolution adopted by the Board of Directors. All meetings shall be presided over by the Chairman. The Board of Directors may at any time alter the date for the next regular meeting of the Board. The Board of Directors shall hold at least one regular meeting annually.

Section 7. Special Meetings. The Chairman may call a special meeting of the Board of Directors and must call a special meeting of the Board of Directors upon receipt of a written request signed by a majority of the Directors, in either case, upon not less than three (3) days' notice given to each Director of the date, time, and place of the meeting, which notice must specify the purpose or purposes of the meeting. Such notice shall be communicated in writing, by facsimile or other similar form of communication, or by first class mail, at the usual business or residence address of the Director and shall be effective at the earlier of the time of its receipt or five (5) days after its being mailed. Notice of any meeting of the Board may be waived by any Director in writing at any time if the waiver is signed by the Director entitled to the notice and filed with the minutes or corporate records. A Director's attendance at or participation in any meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 8. Participation by Conference. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or through the use of, any means of communication, such as conference telephone, by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting.

Section 9. Written Consents. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs the consent, unless the consent specifies a different prior or subsequent effective date, in which case the action is effective on or as of the specified date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

ARTICLE VI

Committees

Section 1. General.

A. In addition to the Executive Committee, Audit Committee, Constitution Committee, and Nominating Committee, the Board of Directors may create one or more committees to assist the Board of Directors in carrying out its duties. Such committees shall be created by resolution of the Board of Directors adopted by a majority of all the Directors in office when the resolution is adopted. Each committee shall have two (2) or more members, and all the members of a committee shall serve at the pleasure of the Board of Directors.

B. In order to exercise the authority of the Board of Directors, a committee must have among its members at least two (2) Directors, and its creation and the appointment of members must be approved by the Board. Notwithstanding the foregoing sentence, however, a committee may not:

- (1) authorize any distributions as defined by the Act;
- (2) approve or propose to the members of the Fraternity action that is required to be approved by the members of the Fraternity, including, but not limited to,
 - (a) dissolution,
 - (b) merger,

- (c) sale,
- (d) pledge, or
- (e) transfer

of all or substantially all of the Fraternity's assets.

- (3) elect, appoint, or remove Directors or fill vacancies on the Board of Directors or on any of its committees;
- (4) adopt, amend, repeal, or waive any provisions of the Fraternity's Articles of Incorporation; or
- (5) adopt, amend, repeal, or waive any provisions of the Constitution and Statutory Code.

C. Except to the extent inconsistent with the resolutions creating a committee, Sections 4 through 8 of Article V, which govern meetings, actions without meetings, notices and waivers of notices, quorum and voting requirements, and telephone participation in meetings of the Board of Directors, shall apply to the committee and its members.

Section 2. Executive Committee. The Board of Directors shall annually appoint an Executive Committee of the Fraternity, which shall consist of the Chairman of the Board of Directors, the Chairman Elect, and the Immediate Past Chairman (the "Officer Directors"). The Chairman shall serve as chairman of the Executive Committee and conduct all meetings of the Executive Committee. During intervals between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Fraternity except as otherwise limited by the Act, the Articles of Incorporation, the Constitution and Statutory Code, or the Board of Directors Statement of Policy. The Executive Committee shall cause minutes of its proceedings to be distributed to all Directors and to be kept and filed with the minutes of the proceedings of the Board of Directors.

Section 3. Audit Committee. The Board of Directors shall annually appoint an Audit Committee, which shall consist of at least two (2) Directors. The Audit Committee shall evaluate and select the accountant or accountants to perform the annual audit and review the results of the annual audit for recommendation to the Board of Directors. The Audit Committee shall perform such additional duties as the Board of Directors may delegate. The Audit Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board of Directors.

Section 4. Constitution Committee. The Board of Directors shall annually appoint a Constitution Committee, which shall consist of at least two (2) Directors. The Constitution Committee shall periodically review the Constitution and Statutory Code and recommend revisions when it deems revisions advisable or necessary. The Constitution Committee, from time to time as such questions may arise, shall advise the Board of Directors as to the interpretation of the Constitution and Statutory Code. The Constitution Committee shall perform such additional duties as the Board of Directors may delegate. The Constitution Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board of Directors.

Section 5. Nominating Committee. Nominations for Directors and National Officers shall be made by the Nominating Committee in accordance with the terms of this Constitution and Statutory Code.

- A. The Nominating Committee shall be composed of the Immediate past Chairman of the Board of Directors who shall be the Chairman of the Committee. The Chairman of the Board of Directors shall appoint two (2) current members of the Board of Directors to the Nominating Committee, and the National President shall appoint three (3) additional members to the Nominating Committee who shall be past or current National Officers or past Chairmen of the Board of Directors. Each Regional Director may appoint a student or alumni member of the Fraternity who is in good standing to serve on the Nominating Committee before February 15 of each year.
- B. A majority of the members of the Nominating Committee shall constitute a quorum for the transaction of any business. If a quorum is present when a vote is taken, the affirmative vote of a majority of the members of the Nominating Committee present shall be the act of the Nominating Committee unless otherwise provided for by this Constitution and Statutory Code.

Section 6. Task Forces. The Board of Directors or the National Management Team from time to time, as it deems necessary or advisable, may appoint committees or task forces, which may convene and operate under any name or title as the Board of Directors or the National Management Team, respectively, may determine, to examine and advise the Board of Directors or the National Management Team, respectively, upon various aspects of the Fraternity's business. These committees or task forces shall be advisory in nature and shall have no authority to exercise functions normally reserved to the Board of Directors of a corporation.

ARTICLE VII

Officers

Section 1. Corporate Officers.

A. General. The officers of the Fraternity shall consist of a Chairman Elect, Chairman, Immediate Past Chairman, Secretary, and Treasurer (hereinafter referred to as the "Corporate Officers"). The Chief Executive Officer shall serve as the Assistant Secretary/Treasurer of the Fraternity, but shall not by virtue of such office be deemed to be a member of the Board of Directors. The Corporate Officers, except the Chairman and Immediate Past Chairman, shall be elected by the Board of Directors at the regular meeting of the Board in March of each year from among the membership of the Board of Directors and shall have full voting privileges on the Board in their capacity as Board members. The Board of Directors may also elect such other officers or assistant officers as it may from time to time determine by resolution creating the office and defining the duties thereof. Each Corporate Officer shall serve a one (1) year term. The election or appointment of a Corporate Officer does not itself create contract rights.

B. Removal. Any or all Corporate Officers may be removed from office only for Cause by an affirmative vote of three fourths of the Board of Directors. Vacancies in such offices, however occurring, may be filled by the Board of Directors at any meeting of the Board.

C. Chairman. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors and shall be the principal volunteer spokesperson for the Fraternity. The Chairman shall have and may exercise all of the powers and duties as are incident to the office or may be delegated from time to time by the Board of Directors. The Chairman of the Fraternity shall sign and execute all routine papers or other instruments of the Fraternity and such other documents as are directed by the Board of Directors. In the event of a vacancy in the office of the Chairman, the Chairman-Elect shall automatically succeed to the office of Chairman.

D. Chairman-Elect. The Chairman-Elect shall, in the absence of the Chairman, serve as Chairman of the Board, on a temporary basis, until such time as the Chairman can resume his or her duties. The Chairman-Elect shall perform such other duties as the Board of Directors may prescribe. Upon the expiration of the Chairman's term, or upon a permanent vacancy in the office of the Chairman, the Chairman-Elect shall automatically succeed to the office of Chairman. If the Chairman-Elect succeeds to the office of Chairman prior to the expiration of the Chairman's original term, he or she shall serve as Chairman for the remainder of the former Chairman's original term and for the following one year term.

E. Immediate Past Chairman. Upon the expiration of the Chairman's term, the Chairman shall automatically succeed to the office of Immediate Past Chairman. The Immediate Past Chairman shall advise and assist the Chairman and the other Corporate Officers and shall perform such other duties and activities as the Board of Directors may direct.

F. Secretary. The Secretary shall keep accurate minutes of the meetings of the Board of Directors and the Executive Committee and see that copies of the minutes of the meetings are sent to all members of the Board of Directors and the Chief Executive Officer as soon as possible following such meetings. The Secretary, in cooperation with the Chief Executive Officer, shall also be responsible for sending out notices of all meetings. The Secretary, in cooperation with the Chief Executive Officer, shall be responsible for conducting the correspondence of the Fraternity and the Board of Directors. The Secretary shall perform such additional duties as the Board of Directors may delegate.

G. Treasurer. The Treasurer shall oversee the financial affairs of the Fraternity in such manners as the Board of Directors may direct. The Treasurer shall monitor all financial reports and shall make reports on such matters at each meeting of the Board of Directors and shall perform such additional duties as the Board of Directors may delegate.

Section 2. Chief Executive Officer. The Fraternity shall have a Chief Executive Officer who shall be the chief staff executive and an officer of the Fraternity. The Chief Executive Officer shall have charge of and be responsible for all communications and correspondence of the Fraternity. The Chief Executive Officer shall receive and disburse all funds on behalf of the Fraternity and any other funds as may be designated by the Executive Committee to be withdrawn under procedures determined by the Executive Committee. The Chief Executive Officer shall keep accurate books of account and furnish reports from time to time as may be required by the Act; shall order and distribute all jewelry, certificates, charters, copies of *The Ritual* and initiation equipment of the Fraternity; and shall keep a complete record of the membership of the Fraternity. The Chief Executive Officer shall serve at the pleasure of the Executive Committee under contract as determined by the Executive Committee. The Chief Executive Officer shall be the Assistant Treasurer and shall assist the Treasurer as the Board of Directors may direct. The Chief Executive Officer shall perform such additional duties as the Board of Directors Executive Committee may delegate.

Section 3. National Officers

A. Number and Qualifications. The National Officers of the Fraternity shall consist of the National President and four (4) National Vice Presidents. The National Officers shall be elected by the National Chapter from and among the Faculty Members and Alumni Members of the Fraternity in good standing. The National Officers shall serve two (2) year terms. No individual shall serve in more than one (1) National Office at any one time. The election or appointment of a National Officer does not itself create contract rights.

B. Removal. Any or all National Officers may be removed from office only for Cause by the affirmative vote of three fourths of the Board of Directors. A vacancy in the office of the National President shall be filled by the Executive Committee, with approval of the Board of Directors, from among the National Vice Presidents. A vacancy in the office of a National Vice President may be filled by the Executive Committee, with approval of the Board of

Directors, from among three (3) candidates chosen by the Executive Committee, except where the remaining term is shorter than six (6) months, in which case the vacancy will remain unfilled for the duration of the term.

C. National President. The National President shall be the presiding officer at all meetings of the National Chapter and the National Management Team and shall have general supervision, direction, and control of the business and affairs of the Fraternity subject to the direction of the Board of Directors, and have such other duties and powers as may be prescribed from time to time by the Board of Directors. The National President, in cooperation with the Chief Executive Officer, shall have general responsibilities for the transaction of the business of the Fraternity and supervision over the activities of the Fraternity. The National President shall sign and execute all routine papers on other instruments of the Fraternity and such other documents as directed by the Board of Directors. The National President may be bonded by an indemnity bonding company at the expense of the Fraternity for such an amount as the Board of Directors may direct.

D. National Vice Presidents. The National Vice Presidents shall assist the National President and have such other duties as the National President may direct. One National Vice President, as the Executive Committee shall determine, in the absence of the National President shall serve as National President of the Fraternity until such time as the National President can resume his or her duties or until the term of the National President's office has expired if the National President is permanently unable to resume his or her duties.

E. Nominations

(1) The Nominating Committee shall submit to the National Delegates the nominees for the National Officers to be elected by the National Chapter. The Nominating Committee shall submit at least one (1) name for each National President and National Vice President position. No individual may be nominated for more than one (1) office.

(2) The nominees shall verify their acceptance of the nomination prior to the vote. The Chief Executive Officer shall send such biographical information regarding the nominees to the National Delegates as the Board of Directors may direct prior to the National Convention.

(3) Nominations for the National Officers to be elected by the National Chapter may be made by members from the floor upon the motion of not less than a majority of the National Chapter delegates present at the National Convention.

(4) Write-in candidates shall not be permitted, and such submissions shall be disregarded.

(5) Nominations for National Officers may be made only as provided in this Section.

Section 4. Salaries. There shall be no salary paid to any officer of the Fraternity other than the Chief Executive Officer.

ARTICLE VIII

Chapters

Section 1. Definitions

A. College Chapter. A College Chapter is an organization of students and members of the faculty of any Qualified Institution, which organization has petitioned for and received a charter to be a College Chapter in accordance with the organization and installation provisions of the Statutory Code. A College Chapter also includes individuals to whom membership has been granted as an honor and distinction.

B. Alumni Chapter. An Alumni Chapter ("Alumni Chapter") is an organization of duly initiated Fraternity members in any city or geographical section who voluntarily agree to affiliate for the development of the Fraternity, which organization has petitioned for and received a charter as an Alumni Chapter in accordance with the organization and installation provisions of the Statutory Code. An Alumni Chapter also includes individuals to whom membership has been granted as an honor and distinction.

Section 2. Names

A. College Chapter. Each College Chapter shall be officially designated and named by a Greek letter or letters assigned to it by the Fraternity and recorded on the College Chapter's charter. The Fraternity shall assign College Chapters Greek letters in the sequence of the Greek Alphabet according to the time of installation of a College Chapter in the Fraternity or in any predecessor in interest of the Fraternity.

B. Alumni Chapter. Each Alumni Chapter shall be officially designated by the locality or school of the petitioning group assigned to it by the Fraternity and recorded on the Alumni Chapter's charter.

Section 3. Good Standing and Automatic Revocation of Charter. A College Chapter or Alumni Chapter that fails to pay its financial obligations within thirty (30) days following its receipt of notification of its delinquency in writing will not be considered to be in good standing and the delegates for such chapter shall not be eligible to vote at any meeting of the National

Chapter, at any Regional Meeting or otherwise, except upon a majority vote of the Board of Directors. If, after ninety (90) days following its receipt of such written notification, the College Chapter or Alumni Chapter has failed to take sufficient steps to rectify its accounts, the Board of Directors, upon the recommendation of the National Management Team, may revoke the College Chapter's or Alumni Chapter's charter. In addition, each alumni chapter must maintain a minimum of 15 donors to the Foundation as of December 31 of each year. If an alumni chapter does not have 15 current donors on file as of December 31, the Foundation will not certify the Alumni Chapter in question, and any voting rights associated with said Alumni Chapter shall be revoked. Any College Chapter or Alumni Chapter that has had its charter revoked for failure to meet its financial obligations may have its charter reinstated at the discretion of the Board of Directors upon payment of such amounts as may be determined by the Board.

Section 4. Officers and Local Rules. College Chapter and Alumni Chapters shall elect officers in accordance with the Statutory Code and shall have the authority to make local rules, regulations, and bylaws for their own government to the extent that they are not inconsistent with the Act, the Articles of Incorporation, the Constitution and Statutory Code, or any other laws, resolutions, policies, or traditions of the Fraternity.

Section 5. Real Property. No College Chapter or Alumni Chapter shall own or lease real property except by means of a housing corporation. Title to real property shall be acquired only by a housing corporation incorporated in the state where the property is located. The Board of Directors must approve all housing corporations.

ARTICLE IX

Publications

The Fraternity shall publish an official magazine designated as *The Diary* and may publish such other publications as the Fraternity deems necessary or advisable. The Fraternity shall publish *The Ritual*, containing the ritual and policies of the Fraternity. The Fraternity shall rescind, change or amend and republish *The Ritual* from time to time as the Board of Directors, in its sole discretion, shall determine is necessary.

ARTICLE X

Indemnification of Directors and Other Eligible Persons

Section 1. General. To the extent not inconsistent with applicable law, every Eligible Person shall be indemnified by the Fraternity against all Liability and reasonable Expense that may be incurred by him or her in connection with or resulting from any Claim:

- A. if such Eligible Person is Wholly Successful with respect to the Claim, or
- B. if not Wholly Successful, then if such Eligible Person is determined, as provided in either Section 3, Paragraph A or B, of this Article X, to have:
 - (1) conducted himself or herself in good faith; and
 - (2) reasonably believed:
 - (a) in the case of conduct in his or her official capacity with the Fraternity that his or her conduct was in its best interest; and
 - (b) in all other cases, that his or her conduct was at least not opposed to the best interest of the Fraternity; and
 - (3) in the case of any criminal proceeding, either:
 - (a) had reasonable cause to believe his or her conduct was lawful; or
 - (b) had no reasonable cause to believe his or her conduct was unlawful.

The termination of any Claim, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an Eligible Person did not meet the standards of conduct set forth in this Section 1, Paragraph B. The actions of an Eligible Person with respect to an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 shall be deemed to have been taken in what the Eligible Person reasonably believed to be the best interest of the Fraternity or at least not opposed to its best interest if the Eligible Person reasonably believed he or she was acting in conformity with the requirements of such Act or he or she reasonably believed his or her actions to be in the interest of the participants in or beneficiaries of the plan.

Section 2. Definitions

A. The term "Claim" as used in this Article X shall include every pending, threatened, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Fraternity or any other Fraternity or otherwise), whether civil, criminal, administrative, or investigative, formal or informal, in which an Eligible Person may become involved, as a party or otherwise: (1) by reason of his or her being or having been an Eligible Person, or (ii) by reason of any action taken or not taken by him or her in his or her capacity as an Eligible Person, whether or not he or she continued in such capacity at the time a Liability or Expense shall have been incurred in connection with a Claim.

B. The term "Eligible Person" as used in this Article X shall mean every person (and the estate, heirs, and personal representatives of such person) who is or was a Director, Regional Director, or officer of the Fraternity (excluding College Chapter Officers and Alumni Chapter Officers) or is or was serving at the request of the Fraternity as a Director or officer of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other organization or entity, whether for profit or not. An Eligible Person shall also be considered to have been serving an employee benefit plan at the request of the Fraternity if his or her duties to the Fraternity also imposed duties on, or otherwise involved services by, him or her to the plan or to participants in or beneficiaries of the plan.

C. The terms "Liability" and "Expense" as used in this Article X shall include, but shall not be limited to, attorney's fees and disbursements and amounts of judgments, fines, or penalties against (including excise taxes assessed with respect to an employee benefit plan), and amounts paid in settlement by or on behalf of, an Eligible Person.

D. The term "Wholly Successful" as used in this Article X shall mean (i) termination of any Claim against the Eligible Person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any Claim, or (iii) the expiration of a reasonable period of time after making or threatened making of any Claim without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Procedure.

A. Every Eligible Person claiming indemnification hereunder (other than one who has been Wholly Successful with respect to any Claim) shall be entitled to indemnification if it is determined, as provided in this Section 3, Paragraph A, that such Eligible Person has met the standards of conduct set forth in Section 1, Paragraph B of this Article X. The determination whether an Eligible Person has met the required standards of conduct shall be made (i) by the Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the Claim, and if such a quorum cannot be obtained, then (ii) by majority vote of a committee duly designated by the Board of Directors (in which designation, Directors who are parties to the Claim may participate) consisting solely of two (2) or more Directors not at the time parties to the Claim, and if such a committee cannot be constituted, then (iii) by special legal counsel selected by a majority vote of the full Board of Directors (in which selection, a Director who is a party to the Claim may participate). If an Eligible Person is found to be entitled to indemnification pursuant to the preceding sentence, the reasonableness of the Eligible Person's Expenses shall be determined by the procedure set forth in the preceding sentence, except that if such determination is by special legal counsel, the reasonableness of Expenses shall be determined by a majority vote of the full Board of Directors (in which determination, a Director who is a party to the Claim may participate).

B. If an Eligible Person claiming indemnification pursuant to Section 3, Paragraph A of this Article X is found not to be entitled thereto, the Eligible Person may apply for indemnification with respect to a Claim to a court of competent jurisdiction, including a court in which the Claim is pending against the Eligible Person. On receipt of an application, the court, after giving notice to the Fraternity and giving the Fraternity ample opportunity to present to the court any information or evidence relating to the claim for indemnification that the Fraternity deems appropriate, may order indemnification if it determines that the Eligible Person is entitled to indemnification with respect to the Claim because such Eligible Person met the standards of conduct set forth Section 1, Paragraph B of this Article X. If the court determines that the Eligible Person is entitled to indemnification, the court shall also determine the reasonableness of the Eligible Person's Expenses.

Section 4. Nonexclusive Rights. The right of indemnification provided in this Article X shall be in addition to any rights to which any Eligible Person may otherwise be entitled. Irrespective of the provisions of this Article X, the Board of Directors may, at any time and from time to time, (a) approve indemnification of any Eligible Person to the full extent permitted by the provisions of applicable law at the time in effect, whether on account of past or future transactions, and (b) authorize the Fraternity to purchase and maintain insurance on behalf of any Eligible Person against any Liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Fraternity would have the power to indemnify him or her against such Liability.

Section 5. Expenses. Expenses incurred by an Eligible Person with respect to any Claim shall be advanced by the Fraternity (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof if:

A. the Eligible Person furnishes the Fraternity a written affirmation of his or her good faith belief that he or she has met the standards of conduct specified in Section 1, Paragraph B, of this Article X;

B. the Eligible Person furnishes the Fraternity a written undertaking, executed personally or on the Eligible Person's behalf, to repay the advance if it is ultimately determined that the Eligible Person did not meet the standards of conduct specified in Section 1, Paragraph B, of this Article X; and

C. the Board of Directors makes a determination that the facts then known would not preclude indemnification of the Eligible Person.

Section 6. Contract. The provisions of this Article X shall be deemed to be a contract between the Fraternity and each Eligible Person, and an Eligible Person's rights hereunder with respect to a Claim shall not be diminished or otherwise adversely affected by any repeal, amendment, or modification of this Article X that occurs subsequent to the date of any action taken or not taken by reason of which such Eligible Person becomes involved in a Claim.

Section 7. Effective Date. The provisions of this Article X shall be applicable to Claims made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

ARTICLE XI

Cause

All references in the Articles of Incorporation and this Constitution and Statutory Code to "Cause" shall mean such grounds for removal of an individual from office as shall be reasonably determined by the entity or body of the Fraternity having removal authority of such individual in accordance with such procedures as such entity or body, in its sole discretion, shall establish.

ARTICLE XII

Incorporation of Defined Terms

All capitalized terms in this Constitution that are not herein defined shall have the meanings attributed to them in the Statutory Code.

ARTICLE XIII

Successor in Interest

The Fraternity is the successor in interest of Alpha Kappa Psi Professional Business Fraternity, Inc., a New York corporation. Unless otherwise specifically provided by this Constitution or the Statutory Code, no member's rights, privileges or status in the Fraternity shall be affected by Fraternity's change in state of domicile.

ARTICLE XIV

Amendments

The Constitution may be rescinded, changed, or amended, and provisions hereof may be waived only by a three-fourths vote of the National Chapter. The Board of Directors shall submit any amendment to the Constitution to legal counsel for the Fraternity for its review. Any amendment that legal counsel subsequently advises the Board not to be in compliance with the Act shall have no effect.

STATUTORY CODE

CAPUT I

Variations in Name

No abbreviations or variations of the name of Alpha Kappa Psi will be permitted except the following; Alpha Kappa Psi, its Greek letters, A K Psi or Alpha Kappa Psi Fraternity.

CAPUT II

College Chapters

Section 1. Organization and Installation.

A. **Organization.** A new College Chapter may be organized on a three-fourths affirmative vote of the Board of Directors. Unless the Board of Directors determines otherwise, a College Chapter may be organized on the petition of thirty (30) or more students, including the officers of the proposed College Chapter, and at least two (2) faculty members of a Qualified Institution. At least twenty (20) of the petitioning students shall be of less than senior status and must be eligible to return the following school term. The Chief Executive Officer shall review all such petitions and present each petition to the Board of Directors for its approval.

B. **Installation.** The National Management Team, or any member of the Fraternity authorized by the National President, may install a new College Chapter. Upon being installed, a College Chapter shall be presented with a charter signed by the National President and the Chief Executive Officer, bearing the seal and coat of arms of the Fraternity, and shall receive an official set of *The Ritual*.

Section 2. Bylaws. Each College Chapter shall enact, or revise as the case may be, bylaws consistent with the laws of the Fraternity and in a form approved by the Board of Directors. The College Chapter shall distribute copies of such bylaws to such persons as the Board of Directors may direct.

Section 3. Officers

A. **Election of Officers.** The officers of a College Chapter shall consist of the President, the Vice President(s), the Secretary, the Treasurer, the Master of Rituals, the Chaplain and Warden, the Director of Public Relations, the Alumni Secretary and the Chapter Historian (the "College Chapter Officers"). The President, the Vice President(s), the Secretary, the Treasurer, and the Master of Rituals shall be elected by the College Chapter members from among the College Chapter members duly initiated and in good standing. Faculty Members, Honorary Members, and Chapter Advisors shall not be eligible to serve nor vote to elect College Chapter Officers. The time of election and the length of the terms of the College Chapter Officers shall be left to the discretion of the individual College Chapters; provided, however, that no term shall be less than one semester or other academic period depending on the relevant academic calendar. In the event of a permanent vacancy in any elected office of a College Chapter, a special election shall be held as soon as possible after the vacancy occurs. The Chapter President shall appoint the Chaplain, the Warden, the Director of Public Relations, the Alumni Secretary, and the Chapter Historian. The College Chapter Secretary shall notify the Chief Executive Officer and the appropriate Regional Director of the results of any such election within five (5) days of the election.

B. **Installation.** Chapter Officers shall be installed in accordance with the installation ceremony of *The Ritual* of the Fraternity.

C. **Duties**

(1) **President.** The President shall be the executive head of the College Chapter and shall preside over its meetings and shall have the power to call special meetings when considered necessary. The President shall enforce strict observance of the laws and policies of the Fraternity, shall decide points of order, shall have power to appoint any officers or committees not provided for by the Constitution and Statutory Code of the Fraternity or the bylaws of the College Chapter, and shall have authority to preside over any committee of the College Chapter. The President shall not be entitled to vote within the College Chapter except: (a) in the election of the National Delegate and alternate of the College Chapter; (b) in the election of the Regional Delegate and alternate; (c) in the election of the College Chapter Officers; (d) in the election of candidates into membership or potential membership; and (e) in the event of a tie vote. The President shall have such further powers and duties as may be prescribed by the Board of Directors. The President may appoint a parliamentarian.

(2) Vice President(s). The Vice President(s) shall assist the President in the performance of the President's duties and shall succeed to those powers and duties in the absence or disability of the President. In the event of a permanent vacancy, the Vice President shall function as President until an election can be held. In the event that the College Chapter has more than one Vice President, the College Chapter's bylaws should provide for the succession of officers. The Vice President(s) shall be responsible for the instruction of pledges and for the filing of performance evaluation reports to the Chief Executive Officer. The Vice President(s) shall have such further powers and duties as may be prescribed by the Board of Directors. At the discretion of each College Chapter, two (2) or more Vice Presidents may be elected. The duties listed in this Section 3, Paragraph C(2) above shall be divided between the Vice Presidents as provided by the College Chapter bylaws.

(3) Secretary. The Secretary shall keep accurate and complete minutes of all meetings of the College Chapter; shall be the custodian of all records, files, and documents of the College Chapter, except the financial books of account; shall be responsible for the general correspondence of the College Chapter; shall keep a record of all proposals for membership; shall keep a record of every initiate into the College Chapter; and shall keep a separate record of all pledges, initiations, suspensions, expulsions and deaths within the College Chapter and send duplicates of such records to the Chief Executive Officer within five (5) days after the event thereof. The Secretary shall supply such reports as may be requested by the Directors or National Officers of the Fraternity within five (5) days from receipt of such requests, and shall have such further powers and duties as may be prescribed by the Board of Directors.

(4) Treasurer. The Treasurer shall keep an accurate account of all funds received and expended, and shall make expenditures only upon written authorization of the President of the College Chapter. The Treasurer shall be the custodian of all financial books of account of the College Chapter, which shall at all times be open to inspection and examination by the Board of Directors or such individuals, committees, or task forces as it may appoint; shall deposit all funds in the name of and to the credit of the College Chapter; and shall prepare a budget covering all necessary expenditures of the College Chapter for the academic year at the beginning of the fiscal year and send a copy thereof to the Chief Executive Officer. The Treasurer shall forward National Chapter fees paid in connection with the induction and initiation of new members ("Pledge and Initiation Fees") and membership records of new members to the Chief Executive Officer within five (5) days of the respective ceremony; shall promptly forward to the Chief Executive Officer notification when a member has graduated or left college or been suspended or expelled; and shall furnish such reports as may be requested by the Directors or National Officers of the Fraternity within five (5) days from receipt of such requests. The Treasurer shall be bonded to the National Chapter under a blanket bond covering all College Chapter Treasurers for the faithful performance of their duties and shall have such further powers and duties as may be prescribed by the Board of Directors.

(5) Master of Rituals. The Master of Rituals shall be in direct charge and supervision of all ritualistic, initiations, and secret work of the College Chapter; shall conduct the office in strict accord with *The Ritual* of the Fraternity; and shall have such further powers and duties as may be prescribed by the Board of Directors.

(6) Chaplain and Warden. The Chaplain and Warden shall have such powers and duties as are prescribed in *The Ritual* and by the Board of Directors.

(7) Director of Public Relations. The Director of Public shall be responsible for conducting a public relations program for the College Chapter, including activities in the areas of faculty relations, community relations, relations with students who are non-members of the Fraternity, College Chapter alumni relations, and relations with such other groups as may be dictated by local conditions or as may be assigned by the College Chapter President. The Director of Public Relations shall supply such data, reports, information and material as may be requested by the editor of *The Diary* for publication therein.

(8) Alumni Secretary. The College Chapter Alumni Secretary shall assist in all matters pertaining to alumni relations and shall be charged with the compilation of current alumni addresses and records and the establishment and maintenance of communication with alumni members of the College Chapter. The Alumni Secretary shall promote interest in the creation of and affiliation with Alumni Chapters, shall be an undergraduate, and shall have such further powers and duties as may be prescribed by the Board of Directors.

(9) Historian. The College Chapter Historian shall compile and enhance a history of the College Chapter from its beginning through the tenure of his or her office, and shall have such further powers and duties as may be prescribed by the Board of Directors.

D. Removal from office. An elected officer may be removed from office for disciplinary circumstances using the guidelines in Caput VII, Section 1. Separate from and in addition to disciplinary action, a chapter officer may be removed from office, with or without Cause, by a "vote of no confidence," approved by three-fourths of the brothers present in good standing at a meeting of the College Chapter at which a quorum is present. Such legislation must lie on the table until the next chapter meeting, which shall be at least 48 hours. The officer

removed shall not be allowed to serve in said office for a period of not less than one year from the date of removal from said office. In addition, the officer removed shall not be allowed to serve in any other elected office for a period of not less than one semester or scholastic grading period from the date of removal from said office. If an elected officer is removed from office, that office shall be declared vacant and an election shall be held as soon as practical to fill the vacant office. The College Chapter secretary shall notify the Chief Executive Officer, Regional Director, Chapter Advisor and Faculty Advisor of the results of any such election within five (5) days of the election.

- E. Succession of officers. In the event that a vacancy or vacancies occur within the executive committee of a College Chapter and no line of officer succession is defined in the College Chapter's Bylaws, the following line of succession should be followed: President, VP Administration, VP Finance/Treasurer, VP Membership, other elected Vice Presidents, Secretary, and Master of Rituals in that order.

Section 4. Chapter Advisor. A Regional Director shall, by October 15 of each year, submit to the Chief Executive Officer a current roster of duly certified chapter advisors ("Chapter Advisor") for each College Chapter in the region. If a Chapter Advisor is not duly certified or a College Chapter wishes to change its Chapter Advisor, the Regional Director shall require from that College Chapter the names of three (3) resident Alumni Members or Faculty Members who are qualified to serve as Chapter Advisor. From the names submitted the Regional Director should select a Chapter Advisor who shall be responsible for the proper conduct of the College Chapter in all local, regional and national Fraternity matters, and shall be accountable to the Regional Director. In that advisory and representative capacity, it shall be the Chapter Advisor's duty to report to the Regional Director any violations of the laws or policies of the Fraternity within the College Chapter. The Chapter Advisor shall forward such reports as may be requested by members of the Board of Directors. The Chapter Advisor shall have such further powers and duties as may be prescribed by the Fraternity. If a College Chapter fails to submit the names of three (3) resident Alumni Members or Faculty Members to be considered for appointment as its Chapter Advisor within thirty (30) days after requested to do so as herein before set forth, the Regional Director without further reference, shall appoint a Chapter Advisor for the College Chapter.

Section 5. Meetings.

- A. Frequency of Meetings. Each College Chapter shall hold at least two (2) business meetings a month during the academic year, at which a quorum shall be present.
- B. Quorum. A majority of the members in good standing of a College Chapter shall constitute a quorum for the conduct of business at any such meeting of a College Chapter.

Section 6. Pledging, Initiation and Affiliation

A. Pledging.

(1) Definition. Each College Chapter, under the direction of its Vice President, shall adopt a program of study on parliamentary procedure and on the history, organization, administration and ideals of the Fraternity in conformity with the Handbook of the Fraternity. This shall include a standard examination prepared by the Chief Executive Officer, which shall be graded by each College Chapter. The results of the standard examination shall be forwarded promptly to the Chief Executive Officer. Each College Chapter shall inform all of its pledges of the financial obligations they will assume if initiated into membership.

(2) Duration. The minimum length of the pledge period shall be five (5) weeks, except for freshmen pledges in which case the minimum length of the pledge period shall be three (3) months unless a shorter period is approved by the Regional Director. The maximum length of the pledge period shall be six (6) months. Any pledge that does not complete all requirements of the pledge period shall be automatically dropped from pledging.

(3) Qualifications to Enter Pledging. Each prospective pledge must:

- (a) be enrolled in the institution at which the College Chapter is located;
- (b) meet the requirements or regulations with respect to rushing and pledging as prescribed by the institution at which the College Chapter is located;
- (c) express his or her firm intention of completing a course in commerce, economics, business, or business administration, or their equivalent and of receiving a degree in same (Business related fields of study or courses that are outside the College Chapter's institution's curriculum of business shall be submitted to the Regional Director for approval.);
- (d) possess a grade average of not less than that required for graduation by the institution at which the College Chapter is located
- (e) have paid any required Pledging Fees in full; and

(e) be invited to join the Fraternity and approved for pledging by the members of the College Chapter.

(4) Voting to Admit Candidates into Pledging. Vote for pledging to the Fraternity may be taken at any regular meeting of a College Chapter, provided a quorum is present. The prospective pledge's name must be proposed by one (1) member of the College Chapter and seconded by another member, after which the motion for vote must lay on the table for at least one (1) week before further action is taken thereon. However, upon unanimous vote of the College Chapter, the provision requiring a one (1) week interval before a vote may be waived. Voting shall always be by secret ballot. The number of unfavorable votes needed to exclude a candidate from pledgeship in any College Chapter shall not exceed twenty-five percent (25%) of that College Chapter's membership in good standing. The number of unfavorable votes shall be determined by each College Chapter and shall be written into that College Chapter's bylaws. Upon request of any member, a discussion may be held, and a second ballot shall be taken before recess or adjournment of the meeting. If a proposed pledge is rejected, that individual's name cannot again be proposed until the next pledge class is founded. Similar ballots may be taken during the pledge period to determine whether pledges should continue in the pledge program.

(5) Pledge and Pledge Ritual. A pledge is the acceptance of an offer to join the Fraternity, binding upon the pledge but not upon the Fraternity. The pledge oath of *The Ritual* shall be administered by the Master of Rituals, preferably in connection with a College Chapter meeting, after the candidate has been favorably voted upon.

B. Initiation to Membership.

(1) Qualifications for Initiation. To qualify for initiation to College Chapter membership each pledge must:

(a) fulfill the qualifications for admittance to the pledge period (Certification of grade average must be obtained from the proper official of the institution at which the College Chapter is located.);

(b) fulfill any additional requirements of the institution at which the College Chapter is located;

(c) have satisfactorily completed the pledge program and the national examination;

(d) have favorably appeared before a Court of Honor for Candidates as specified in *The Ritual* of the Fraternity; provided, however, that the Regional Director and National President may waive this requirement based upon extra ordinary conditions or upon prohibition by the college or university administration of the institution at which the College Chapter is located;

(e) have paid any required Initiation Fees in full; and

(f) be invited to and approved for membership by the members of the College Chapter.

(2) Voting to Initiate Pledges into Membership. At the end of the pledge period a final ballot must be taken to determine the eligibility of pledges for *The Ritual* initiation. Voting procedures shall be the same as used for admitting candidates into pledging, except that if rejected, the individual's name cannot again be proposed until the entire pledge program is repeated.

(3) Pre-ritualistic Initiation. All pre-ritualistic initiation ceremonies, regardless of their character, must be conducted in a place where attendance is restricted to College Chapter members and pledges only, where activities cannot be observed by others. These activities shall be strictly confined within a College Chapter house, meeting hall or reserved room with controlled access, and shall be under the supervision of the Master of Rituals. Actions or activities at these ceremonies that may be construed as demeaning (physically or mentally) in nature are expressly prohibited.

(4) Ritual Initiation. College Chapter Members may be initiated into the Fraternity only by the complete initiation ceremony specified in *The Ritual* of the Fraternity.

(5) Frequency of Initiations. Each College Chapter shall hold at least two (2) initiations during each academic year.

(6) Initiation of Alumni. Alumni members of a petitioning group that has been granted a charter cannot be initiated into the Fraternity later than twelve (12) months from the date of the College Chapter's installation except by special dispensation from the National President.

C. Affiliated Members. A member who desires to transfer membership from the College Chapter of which he or she is a member to another College Chapter located at an institution at which that member is matriculating may do so provided that (i) the member presents to the latter College Chapter verification from the former College Chapter stating that all financial obligations have been paid and that the member is a member in good standing of the Fraternity and (ii) the latter College Chapter has voted to admit said member. Such member shall be referred to as an "Affiliated Member." Voting procedures shall be the same as used for admitting candidates into pledging.

D. Special Dispensation. If a College Chapter is required by its school administration to modify the voting procedures stated above, said College Chapter shall have the right to petition the National Management Team for such change as is necessary to meet said requirements. A three-fourths vote of the National Management Team shall be required to approve such a petition.

Section 7. Finance

A. Dues and Fees. Each College Chapter may assess its own dues and fees provided same are not less than the National Dues and Fees determined by the National Chapter under Caput VI, Section 3, Paragraph A of the Statutory Code.

B. Fiscal Year. The fiscal year of a College Chapter shall begin on the first day of April and end on the last day of the following March.

C. Cash Receipt and Disbursement. Each College Chapter shall establish a proper system of internal controls for cash receipt and disbursement purposes.

D. House Building Fund. The bylaws of every College Chapter may provide for a sinking fund to be used by an appropriate housing corporation for the building or purchase of a College Chapter house or for the maintenance of a College Chapter office. No housing corporation shall own or lease real property before incorporation under the laws of the state in which the property is located.

E. Auditing Committee. An auditing committee, elected by the College Chapter membership consisting preferably of at least one (1) Certified Public Accountant, shall annually audit the books and accounts of each College Chapter. This audit shall be made immediately after the close of its fiscal year. If for any reason a College Chapter Treasurer is unable to complete a term of office, an immediate interim audit shall follow. The committee shall report directly to the College Chapter membership and a copy of the audit shall be forwarded to the Chief Executive Officer. A separate monthly reconciliation of cash receipts and disbursements shall be performed and the results shall be promptly reported to the College Chapter.

Section 8. Publications. A College Chapter may publish bulletins or periodicals for distribution to other College Chapters and Alumni Chapters of the Fraternity or their members, subject to the approval and control of the Board of Directors.

CAPUT III

Alumni Chapters

Section 1. Organization and Installation

A. Organization. A new Alumni Chapter may be organized on an affirmative vote of a majority of the Board of Directors. Unless the Board of Directors determines otherwise, an Alumni Chapter may be organized on the petition of fifteen (15) or more members of the Fraternity in good standing, including the officers of the proposed Alumni Chapter, none of whom is an undergraduate member of a College Chapter. The Chief Executive Officer shall review all such petitions and present each petition to the Board of Directors for its approval.

B. Installation. The National Management Team, or any Fraternity member authorized by the National President, may install a new Alumni Chapter. Upon being installed, an Alumni Chapter shall be presented with a charter signed by the National President and the Chief Executive Officer, bearing the seal and coat of arms of the Fraternity.

Section 2. Bylaws. Each Alumni Chapter shall enact, or revise, as the case may be, bylaws consistent with the laws of the Fraternity and in a form approved by the Board of Directors. The Alumni Chapter shall distribute copies to such persons as the Board of Directors may direct.

Section 3. Officers

A. Election of Officers. The officers of an Alumni Chapter shall consist of the President, the Vice President, Secretary, Treasurer, and other officers as the Alumni Chapter may designate (the "Alumni Chapter Officers"). The Alumni Chapter Officers shall be elected by the Alumni Chapter membership from and among the Alumni Chapter membership duly initiated and in good standing. The time of election and the length of the terms of the Alumni Chapter Officers shall be left to the discretion of the individual Alumni Chapters. In the event of a permanent vacancy in any elected office of an Alumni Chapter, a special election shall be held as soon as possible after the vacancy occurs. The Alumni Chapter Secretary shall notify the Chief Executive Officer and the Regional Director of the results of any such election within five (5) days of the election.

B. Installation. Alumni Chapter Officers shall be installed in accordance with the installation ceremony of *The Ritual* of the Fraternity.

C. Duties. The duties of the positions of the Alumni Officers shall be the same as the duties of the corresponding positions of the College Chapter Officers.

Section 4. Meetings

A. Frequency of Meetings. Each Alumni Chapter shall hold at least four (4) meetings annually, one (1) of which shall be a business meeting at which a quorum shall be present.

B. Quorum. Each Alumni Chapter shall determine its own quorum in its bylaws.

Section 5. Status of Membership. Each Alumni Chapter shall determine the qualifications of its members, except that members of an Alumni Chapter must be initiated members of the Fraternity in good standing; and may not retain membership in a College Chapter.

Section 6. Finance

A. Dues and Fees. Each Alumni Chapter may establish the dues and fees for its members in such amounts as it shall deem desirable

B. Fiscal Year. The fiscal year of an Alumni Chapter shall begin on the first day of April and end on the last day of the following March, except that each Alumni Chapter may elect to operate on a fiscal year that coincides with the terms of office of the Alumni Chapter Officers.

C. House Building Fund. The bylaws of every Alumni Chapter may provide for a sinking fund to be used by an appropriate housing corporation for the building or purchase of an Alumni Chapter house. No housing corporation shall own or lease real property before incorporation under the laws of the state in which the property is located. Nothing in this section shall prohibit a housing corporation associated with an Alumni Chapter from incorporating and purchasing real property jointly with a housing corporation associated with a College Chapter.

Section 7. Publications. An Alumni Chapter may publish bulletins or periodicals for distribution to other Alumni Chapters and College Chapters of the Fraternity or their members, subject to the approval and control of the Board of Directors.

Section 8. Revocation or Suspension of Charter. An Alumni Chapter may have its charter revoked or suspended if it has an active membership of fewer than ten (10) members in good standing.

CAPUT IV

Official Emblems, Awards and Regalia

The Fraternity shall establish such official emblems, insignia, regalia, awards and other symbols or honors, as the Board of Directors shall deem necessary and appropriate in view of the policies and traditions of the Fraternity.

CAPUT V

Records

The Chief Executive Officer, or such other person as the Executive Committee shall direct, shall keep in the principal offices of the Fraternity a record of every initiate, including but not limited to the following information: each initiate's full name, home address, permanent address, College Chapter or Alumni Chapter, date of initiation, course, class and membership in other fraternities.

CAPUT VI

Financial Matters

Section 1. Uniform Accounting System. The Board of Directors or such individuals or committees as are appointed by the Board shall devise a uniform accounting system for use by the Fraternity and its College Chapters and Alumni Chapters.

Section 2. Expense Reimbursement. Directors, Regional Directors, officers (excluding College Chapter Officers and Alumni Chapter Officers), and the Chief Executive Officer are entitled to reimbursement for expenses required for the performance of their official duties as subject to the approval of the Board of Directors.

Section 3. Dues.

- A. College Chapter Dues. The National Chapter shall establish the amount and the method of payment of the dues due to the Fraternity from each College Chapter ("National Chapter Dues") on October 15 and February 15 of each year. The Board shall determine a late fee or fees for National Chapter Dues not paid within thirty (30) days of their due date.
- B. Alumni Chapter Dues. The National Chapter shall not establish any dues or fees for any Alumni Chapter.
- C. Other Fees. The National Chapter from time to time shall by resolution establish the amount and method of payment of College Chapter fees, pledge fees, Initiation Fees, life membership fees and any other fees or payments the National Chapter deems necessary or advisable.
- D. Waiver of Dues and Fees. At the Board's discretion, the Board of Directors may waive or postpone the payment of dues or fees from any individual or College Chapter.

Section 4. Loans.

- A. Chapter Loans. The Executive Committee may direct the appropriate officers of the Fraternity to set aside from the general funds of the Fraternity such sums as it may deem advisable, to the credit of a chapter loan account, which shall be available to make loans to the housing corporations associated with the College Chapters and Alumni Chapters of the Fraternity for the assistance of the College Chapters and Alumni Chapters in the purchase of College Chapters and Alumni Chapter houses, subject to the rules and regulations the Executive Committee shall establish.
- B. Student Loans. The Executive Committee may direct the appropriate officers of the Fraternity to set aside from the general funds of the Fraternity, such sums as it may deem advisable, to the credit of a student loan account, which shall be available to assist worthy Student Members who are unable to meet their tuition obligations, subject to the rules and regulations the Executive Committee shall establish.

Section 5. Audit. The Board of Directors shall appoint annually a Certified Public Accountant, to audit the books and accounts of the Central Office of Administration of the Fraternity.

Section 6. Fiscal Year. The fiscal year of this Fraternity shall begin on the first day of July and end on the last day of the following June.

CAPUT VII

Discipline

Section 1. Discipline of Members

- A. Definition. Any member who is deemed guilty of violating any of the provisions of the Ritual of Alpha Kappa Psi, the Articles of Incorporation, the Constitution and Statutory Code, Bylaws, rules, regulations or edicts which have been properly approved, or who divulges any of the secrets of the Fraternity or who violates any of the fundamental laws thereof, or who is deemed guilty of gross improper conduct shall be subject to fine, reprimand, suspension or expulsion.
- B. Procedures used for disciplinary action.
 - (1) Procedure to determine policy violation. Upon the knowledge or receipt of any alleged violation by a member under the guidelines stated in Caput VII, Section 1a, the Executive Committee of the College Chapter shall convene to determine the validity of the alleged violation(s). Written notification of said meeting must be submitted to the Regional Director, Chapter Advisor, and Faculty Advisor on or before the meeting date. If a member of the Executive Committee is among the accused or if the Executive Committee believes that an independent analysis cannot be performed, the Regional Director and/or Chapter Advisor and/or Faculty Advisor shall submit to the College Chapter a committee of no less than five (5) student members of the College Chapter to review the validity of the alleged violation(s). The accused must be notified in writing at least fifteen (15) days prior to the determination of the proceedings and be given an opportunity to be heard orally or in writing before or during the determination proceedings. After all relevant facts and circumstances have been taken into consideration in a fair and reasonable manner; a majority vote of the committee will determine the validity of alleged violations(s). In the event that more than one member is among the accused, each member's violation(s) should be considered separate, unless the judgment of the committee is otherwise noted. In the event that said violations are proven legitimate, the College Chapter Secretary shall submit a complete written notification of the

violation(s) within five (5) business days of the determination proceedings to the Regional Director, Chapter Advisor, and Faculty Advisor.

- (2) Procedure to assign disciplinary action. Upon the determination that part or all of the alleged violations are valid, a majority vote of the committee will approve a recommendation of disciplinary action to the College Chapter to be assessed against the accused, with the exception of suspension or expulsion. In the event that suspension or expulsion is the committee's recommendation, a unanimous vote of the committee is required to approve the recommendation to the College Chapter. The type of discipline established should include, but not limited to, fine, reprimand, suspension or expulsion. In the event that more than one member is among the accused, each member's disciplinary action should be considered separate, unless the judgment of the committee is otherwise noted.
- (3) Procedure to approve disciplinary action. In the event that disciplinary action is recommended by the committee, one member of the committee shall present for consideration a motion of its determinations and recommendations at the next meeting of the College Chapter in which a quorum exists. The accused has the right to plead his or her case during the discussion phase of the motion. For any type of disciplinary action, except suspension or expulsion, a majority vote of the College Chapter shall be required to approve the motion and recommendations of the committee. If the motion under consideration is suspension or expulsion, a three-fourths vote is required for approval. The Chapter Secretary shall file a complete report of the proceedings of the College Chapter within five (5) business days of the proceedings to the National Office, Regional Director, Chapter Advisor, and Faculty Advisor.
- (4) Removal from office. In the event that the accused is an officer of the chapter, refer to Caput II, Section 3D, Removal from office.
- (5) Procedures for appealing chapter's decision. The accused has the right to appeal the decision of the College Chapter within 30 days of the meeting in which the decision was approved. This appeal must be in writing to the Chief Executive Officer, Regional Director, Chapter Advisor, and Faculty Advisor, and state the justification for the appeal. Upon receipt of the appeal letter, the Regional Director will empanel a Trial Court of not less than three (3) independent alumni, who have no direct knowledge of the case, to hear the appeal.
- (6) Trial Proceedings. The proceedings of the Trial Court shall be conducted in accordance with such procedures as the Board of Directors shall establish.
- (7) Review by the Board of Directors Upon the later of the expiration of the 30 day appeal period, should the accused not file an appeal, or the rendering of the appellate decision of the Trial Court, the Board of Directors shall conduct a review of the documented report of the proceedings. The Board of Directors shall approve all sentences of expulsion to become effective. As the Board deems legal and just, the Board may affirm, reverse, or modify the decision, or remand the case for a trial. The decision of the Board shall be filed with the Chief Executive Officer, who shall transmit copies accordingly.

Section 2. Discipline of Chapter.

A. After thorough investigation by the National Management Team, the Board of Directors may suspend or revoke the charter of a College Chapter or Alumni Chapter or place a College Chapter or Alumni Chapter on probation for the violation of any of the provisions of the Articles of Incorporation, the Constitution and Statutory Code, or any policies or regulations of the Fraternity in accordance with such procedures as the Board of Directors shall establish. Any procedures the Board of Directors establishes for the suspension or revocation of a chapter or the placement of the chapter on probation shall be fair and reasonable taking into consideration of all the relevant facts and circumstances and shall be consistent with Section 1 of this Caput VII.

B. The Board must approve a suspension or revocation of a College Chapter or an Alumni Chapter by a three-fourths affirmative vote.

C. A College Chapter or an Alumni Chapter whose charter has been suspended or revoked may petition the Board of Directors for reinstatement in accordance with such procedures as the Board of Directors shall establish.

D. Members in good standing of a College Chapter or an Alumni Chapter whose charter has been suspended or revoked shall continue to be members in good standing of the Fraternity.

CAPUT VIII

Checks

All checks, drafts, or other orders for payment of money shall be signed in the name of the Fraternity by such officers or persons as the Board of Directors shall designate from time to time by resolution adopted thereby and included in the minute book of the Fraternity.

CAPUT IX

Execution of Documents

The Chief Executive Officer, the Chairman of the Board, the National President, or any Corporate Officer designated from time to time by any resolution adopted by the Board of Directors and included in the minute book of the Fraternity may, in the Fraternity's name, sign all deeds, leases, contracts or other similar documents that may be authorized by the Board of Directors unless execution is otherwise provided for, required, or directed by the Board of Directors, the Fraternity's Articles of Incorporation, the Act, or other law.

CAPUT X

Loans

The Chief Executive Officer, the Chairman of the Board, the National President, or any Corporate Officer designated from time to time by any resolution adopted by the Board of Directors and included in the minute book of the Fraternity shall have the power, with such limitations as may be fixed by the Board of Directors, to borrow money on the Fraternity's behalf, to establish credit, to pledge collateral, and to execute evidences of indebtedness and other instruments in connection therewith, as the Board may authorize from time to time. The Fraternity may not lend money to or guarantee the obligations of any Director, Regional Director, officer, or other volunteer of the Fraternity.

CAPUT XI

Incorporation of Defined Terms

All capitalized terms and defined terms in this Statutory Code that are not herein defined shall have the meanings attributed to them in the Constitution of the Fraternity.

CAPUT XII

Amendments

The Statutory Code may be rescinded, changed, or amended, and provisions hereof may be waived only by a majority vote of the National Chapter. The Board of Directors shall submit any amendment to the Statutory Code to legal counsel for the Fraternity for its review. Any amendment that legal counsel subsequently advises the Board not to be in compliance with the Act shall have no effect.