

**THE PHI KAPA THETA
ALUMNI ASSOCIATION of
SETON HALL UNIVERSITY**

BYLAWS

Article I – Name

The name of this organization is the Seton Hall Alumni Association of Phi Kappa Theta (hereinafter referred to as the “Association”)

Article II – Purpose

The Association is the duly constituted alumni chapter of New Jersey Phi Beta Undergraduate Chapter of Phi Kappa Theta International Fraternity at Seton Hall University and is subject to the international fraternity’s Constitution, Bylaws, regulations and policies. The purpose of the Foundation is to:

1. Promote, secure and encourage the religious, academic, cultural, social, educational, scientific and literary advancement of members of the Association and the Undergraduate Chapter and the students of Seton Hall University.
2. Foster the spirit of fraternalism, loyalty, and support for Phi Kappa Theta and the Association among the alumni and friends of Phi Kappa Theta.
3. Promote the general welfare of Phi Kappa Theta and the Association through programs, events, activities and advocacy.

Article III – Membership

1. All persons who have been duly initiated into the bonds of Phi Kappa Theta International Fraternity and who are alumni members of and in good standing with New Jersey Phi Beta Chapter of Phi Kappa Theta International Fraternity at Seton Hall University are members of the Association. .
2. By unanimous vote of the Board of Directors (hereinafter referred to as the “Board”) of the Association, there may be elected to membership in the Association other individuals who meet such requirements and qualifications for membership as shall be determined by the Board of Directors.

Article IV – Organization

1. Board of Directors

a. The governing body of the Association shall be the Board of Directors, which shall have power to direct the affairs of the Association, as specified in Article V, except at such time as the Annual Meeting is in session.

b. The Board shall be responsible for carrying out the Association's agenda and for sponsoring at least two programs, events and/or activities for members of the Association each year.

c. The Board shall consist of four ex-officio members and not less than eight nor more than 21 elected members, including officers.

d. The ex-officio members of the Board shall be the President, Treasurer, Faculty Advisor and Chaplain of the Undergraduate Chapter. Their terms of office shall commence immediately upon their assuming the undergraduate chapter office by which they are designated and shall terminate immediately upon their vacating said chapter office.

2. Election of Board Members

a. The election of members to positions on the Board shall take place at the Annual Meeting of the Association.

b. Members of the Association shall be given advance written notice of the Annual Meeting, as specified in provisions of Article VII.

c. The notice shall contain the names of the slate of qualified members who have been recommended by the Nominating Committee for Board positions to be filled at that meeting.

d. The Board may include the name of the outgoing President of New Jersey Phi Beta Undergraduate Chapter on the slate of nominees for Board positions to be filled at the Annual Meeting. If elected, the Undergraduate President shall serve as a Board member during his last semester at Seton Hall University and complete the remainder of his term as an alumnus.

e. At the Annual Meeting, nominations of qualified members for Board positions to be filled at that meeting may be made from the floor.

f. Whenever there are two or more candidates for any office, the voting shall be by secret ballot.

g. The candidates receiving the largest number of votes for the number of positions to be filled at that meeting shall be declared elected.

3. Terms of Office

- a. Board members shall serve for three-year terms of office or until successors are duly elected or appointed.
- b. The elected members of the Board shall be divided into three approximately equal classes, of not more than seven members each, who shall serve for a term of three years or until their successors are duly elected or appointed. The term of one class of Board members shall expire each year at the Annual Meeting.
- c. Elected members of the Board shall take office at the Annual Meeting at which they are elected.
- d. Appointed members of the Board shall take office at the Board meeting at which they are appointed.

4. Compensation

Board members shall receive no pay, fee or compensation for their service on the Board but may be reimbursed for ordinary and reasonable expenses incurred in the course of fulfilling their Board obligations if the Board gives prior authorization for such payments.

5. Board Member Qualifications

Only such persons who are members in good standing with the Association, actively interested in the affairs of the Association, and able and willing to attend the regular meetings of the Board and to participate in and/or to support Association programs, events and activities shall be qualified for election or appointment to membership on the Board.

6. A vacancy occurring in the Board, from any cause other than the expiration of a term, shall be filled by the appointment of a qualified member by a majority vote of the Board at any regular or special Board meeting, and the Board member so appointed shall hold office until the election and qualification of his successor.

7. A Board member may be removed for cause by:

- a. Phi Kappa Theta International Fraternity if such Board member has violated the International Fraternity's Constitution or Bylaws; or
- b. The Board upon at least a two-thirds (2/3) vote of the Board members then in office when in their judgment such Board member has: violated the Association's Bylaws; neglected, refused or been unable or unwilling to perform the obligations of the office; or demonstrated conduct determined to be not in the best interest of Phi Kappa Theta International Fraternity or of the Association .

Article V – Powers and Duties

1. The Board shall possess all powers necessary to conduct, manage and control the affairs of the Association including but not limited to the following:
 - a. Supervise the finances of the Association
 - b. Approve each semester budget and the annual budget of the Undergraduate Chapter.
 - c. Receive and examine monthly reports from the Undergraduate Chapter Treasurer and recommend action in regard to these reports.
 - d. Approve major expenditures made by the Undergraduate Chapter, as defined by the Board.
 - e. Examine into the case of any Undergraduate Member who is delinquent in his accounts payable to the Undergraduate Chapter, and recommend to the Undergraduate Chapter the suspension or expulsion of or other disciplinary action against such member.
 - f. Direct the operation of a scholarship fund to assist qualified members of the Undergraduate Chapter.
 - g. Levy annual dues on the members of the Association, provided that such a system of dues has first been approved by a majority vote of both the Board at a regular or special Board meeting and Association members present at the Annual Meeting of the Foundation or voting by posted mail, facsimile or electronic mail.
2. The Board shall be authorized to adopt such policies and procedures and perform such other acts as may be necessary and appropriate to the governance of the Foundation.
3. Any action taken by the Board may be rescinded only by at least a two-thirds (2/3) vote of all Association members in good standing who are present at the Annual Meeting of the Association or voting by posted mail, facsimile or electronic mail.

Article VI – Officers

1. The officers of the Association shall be the President, Vice President, Secretary, and Treasurer, who shall be elected from the membership of the Board at its first meeting following the election of new members.
2. Officers shall serve for two-year terms of office or until successors are duly elected or appointed.
3. The President shall be the chief executive officer of the Foundation, shall preside at the Annual Meeting of the Association and at all meetings of the Board, and shall:

- a. Oversee the coordination of all Association activities.
- b. Serve as an ex-officio member of all committees.
- c. Ensure that all motions, orders and resolutions of the Board are carried out.
- d. Act as the primary liaison to the Office of Alumni Affairs of Phi Kappa Theta International Fraternity and with various other Phi Kappa Theta undergraduate and alumni chapters and affiliates throughout North America.
- e. Act as the primary liaison to the Seton Hall University Office of Alumni and Government Relations.
- f. Possess such other powers and duties as are vested in the presiding officer by Robert's Rules of Order Revised.

4. The Vice President shall:

- a. Perform the duties and exercise the powers of the President in the absence or disability of the President and such duties as the President and Board of Directors may prescribe.
- b. Assume the office of President if the office is vacated before the President has completed his term of office and shall serve as President for the remainder of the President's unexpired term.
- c. Serve as an ex-officio member of all committees.

5. The Secretary shall:

- a. Keep accurate minutes of all meetings of the Association and Board.
- b. Give, or cause to be given, written notice of the Annual Meeting and any special meetings of the Association and of all regular and special Board meetings by posted mail, facsimile or electronic mail.
- c. Handle all correspondence.
- d. Assist the President in completing an Annual Report of the Association.
- e. Keep accurate lists of all Association members and an updated roster of Board and committee members.
- f. Serve as the custodian of all Association records and forward any address changes or other personal updates to the PKT Executive Office.
- g. Forward the Annual Report of the Association, the listing of Association members and the roster of Board and committee members to the alumni office of Phi Kappa Theta.

International Fraternity and to the Seton Hall Office of Alumni and Government Relations.

h. Communicate news of Association events to the alumni office of Phi Kappa Theta International Fraternity and to the Seton Hall Office of Alumni and Government Relations.

6. The Treasurer shall:

a. Function as the chief financial officer of the Association and shall serve as chairperson of the Finance Committee.

b. Collect, receive, and disburse all moneys on behalf of the Association

c. Keep accurate accounts of the receipts, disbursements and property of the Association.

d. Shall approve a system of financial records and reports to be prepared and maintained by the Undergraduate Chapter Treasurer.

e. Shall ensure that the Undergraduate Chapter Treasurer forwards to the Treasurer of Phi Kappa Theta International Fraternity all reports on the financial condition of the Undergraduate Chapter, at such times as are designated by international fraternity.

f. Issue an annual report of the financial condition of the Association at the Annual Meeting and at every Board meeting.

g. Maintain a checking and/or savings account and ensure that there is a two-signature option for transactions so that Association business can continue in the absence or disability of the Treasurer.

h. Convey to the alumni office of Phi Kappa Theta International Fraternity the name and number of the Association's financial accounts for records purposes.

7. The Board shall have the power to establish an Executive Committee to carry out any of its duties and to exercise any of its powers during the periods when the Board or the Annual Meeting is not in session and any other officer positions as it shall see fit.

Article VII – Meetings

1. Annual Meeting of the Association

a. The Foundation shall conduct an annual in-person meeting of all members of the Foundation to provide information on the state of the Association, to elect members to expiring positions on the Board, and to discuss and vote on any motions.

b. Members of New Jersey Phi Beta Undergraduate Chapter shall be allowed to attend and vote at the Annual Meeting

c. The Annual Meeting of the Association shall be held on a day during the month of November in each calendar year or on such other day as the Board may designate.

d. Special Meetings of all members of the Association may be held at any time at the call of the President or of a majority of Board members.

e. Written notice of the Annual Meeting and of any Special Meetings of the Association shall be given to all members of the Association at least fourteen (14) calendar days in advance of such meeting by posted mail, facsimile or electronic mail. The notice shall state the date, place, time and, if feasible, the tentative agenda for the meeting.

f. A quorum for each Annual or Special Meeting of the Association shall be ten (10) members of the Association. A majority vote of Association members in good standing who are present at any Annual or Special Meeting shall be sufficient to pass any motion at the meeting.

2. Meetings of the Board of Directors

a. The Board shall conduct at least five (5) in-person regular meetings in each fiscal year on a date, place and time designated by the President with the approval of the Board.

b. Special meetings of the Board may be held at any time at the call of the President or of a majority of Board members.

c. Written notice of all regular and special meetings of the Board shall be given to all members of the Board at least five (5) calendar days in advance of such meeting by posted mail, facsimile or electronic mail. The notice shall state the date, place, time and, if feasible, the tentative agenda for the meeting.

d. Any four (4) members of the Board, including at least one ex-officio member, shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. A majority vote of Board members in good standing who are present at any Board meeting shall be sufficient to pass any motion of the Board.

Article VIII – Finances

1. The President and the Treasurer of the Undergraduate Chapter, in consultation with the President and Treasurer of the Board, shall submit to the Board an estimated budget for each ensuing school year, at the first meeting of the Board in each school year.

2. The Board shall approve or disapprove the Undergraduate Chapter budget. If any portions or items of the budget are disapproved, the Undergraduate Chapter shall make no expenditure with respect to such item(s) until they have been reviewed by the Undergraduate Chapter and the Association.

- resubmitted to the Board for its approval. The Treasurer of the Undergraduate Chapter and President and/or Treasurer of the Board will consult with the Undergraduate Chapter officers immediately to resolve any disputed budget item(s).
3. The financial records of the Undergraduate Chapter shall be open to the inspection of any member of the Board, at any and all times, upon due notice from the President or Treasurer of the Board.
 4. The fiscal year of the Association shall be from September 1 to August 31.
 5. The Association shall use its funds only for objectives and purposes spelled out in these Bylaws.
 6. The Board may furnish a suitable fidelity bond for persons entrusted with the handling of the Association's funds or other assets.

Article IX – Committees

1. The Board may establish as many Standing or Ad Hoc committees as it deems necessary to support programs, coordinate events, or plan activities and may abolish any Standing or Ad Hoc Committees.
2. Any member of the Association shall be eligible to serve on a committee.
3. Each committee shall consist of at least one member of the Board and at least one member of the Association.
4. The chairperson of every committee shall be a Board member.
5. All committees shall have and exercise only the power and authority specifically prescribed and granted to them by the Board. No committee shall have the power or authority to fill vacancies on the Board, to adopt, amend or repeal these Bylaws, or to amend or appeal any motion of the Board.
6. Unless otherwise noted in these Bylaws, the President shall appoint the members and chairpersons of standing and ad hoc committees with the approval of the Board.
7. The following shall be Standing Committees of the Board:
 - a. Nominating Committee: This committee shall propose a list of qualified Foundation members as candidates to fill vacant and expiring Board positions. Board members who plan to seek election or re-election to the Board may not serve as a member of this Committee.
 - b. Finance Committee: This committee shall ensure that accurate and appropriate financial records and filings are prepared, develop funding opportunities, prepare an annual budget

for approval by the Board, and review all financial reports of the Undergraduate Chapter. The Treasurer shall serve as Chairperson of this committee.

c. Social Activities Committee: This committee shall develop and oversee implementation of an annual schedule of social programs, events and activities for the benefit of members and friends of the Association.

Article X – Conflict of Interest

The following provisions are designed to prevent the personal interest of any Board member, officer or staff member of the Association from interfering with the oversight of the Association or the performance of their responsibilities to the Foundation and its purposes; or resulting in personal, financial, professional and/or political gain on the part of any Board member, officer or staff member at the expense of the Association or its interests:

1. No transaction involving remuneration or other benefit to a Board member or an officer of the Association or a member of the Board member's or officer's immediate family, or to an organization of which a Board member or an officer or a member of the Board member's or officer's immediate family is an officer, director or a controlling stockholder or in which any such person has a substantial interest shall be entered into by the Association without full disclosure by the interested Board member or officer and the approval of the Board and unless the transaction is fair and reasonable to the Association. Common or interested Board members shall be counted in determining the presence of a quorum. The transaction must be authorized and approved by written consent, provided that at least one Board member so consenting is disinterested, or by affirmative vote of a majority of the disinterested Board members, even though the disinterested Board members be less than a quorum.
2. Every Board member and officer, in a manner and form prescribed by the Board, shall, as a condition of the office, be required to disclose fully any area of conflict of interest.
3. A conflict of interest refers to any situation in which a decision maker is influenced in an organizational decision by external, personal, financial, business or other considerations. The perception of a conflict of interest refers to any situation in which a decision maker may or could be influenced in any such decision. Compensation received by an officer as an employee of the Foundation shall not in and of itself create a conflict of interest.
4. The Board may adopt such other policies, not inconsistent with this policy and the Association's Bylaws, as it deems necessary and appropriate in regard to conflicts of interest.

Article XI – Exempt Activities

Notwithstanding any other provisions of these Bylaws, no Board member, officer, employee or representative of the Association shall take any action or carry on any activities by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future

United State Internal Revenue Law), or by an organization, contributions to which are deductible under Section 170, 2055, or 2522 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United State Internal Revenue Law).

Article XII – Chapter Discontinuance and/or Dissolution

1. Phi Kappa Theta International Fraternity retains the discretionary authority to discontinue the Association for lack of activity or willful violation of charters, bylaws, and other restrictions or laws that may apply. If the Association is discontinued for any reason, the Association's bank account shall be closed and the balance shall be sent to the Office of Alumni Affairs of Phi Kappa Theta International Fraternity for holding in the event that the Association is reconstituted or a successor alumni chapter is established.
2. The Association may be dissolved at the Annual Meeting, any special meeting of the Association, or at any regular or special meeting of the Board, provided that:
 - a. Written notice of the Annual Meeting of the Association, or of any regular or special Association meeting, or of any regular or special Board meeting at which the vote to dissolve will take place shall be given to all Association and Board members, respectively, at least fourteen (14) calendar days in advance of such meeting by posted mail, facsimile or electronic mail. The notice shall state the date, time, place, and the primary reason(s) for dissolving the Association.
 - b. A decision to dissolve the Association shall require approval by at least two-thirds (2/3) of all the votes cast at the meeting.
 - c. Following a decision to dissolve the Association the Board shall comply with all applicable procedures for dissolving the corporation as contained in applicable laws of the State of New Jersey and these Bylaws.

Article XIII– Limitation of Liability of Board Members

1. The Association and its Board members as individuals shall not be held liable for the unlawful or illegal acts, conduct or behaviors of its members or of the members of the NJ Phi Beta Undergraduate Chapter of Phi Kappa Theta International Fraternity.
2. The Association shall not endanger, legally imperil or hold liable the Phi Kappa Theta International Fraternity or its Board of Trustees and staff through misconduct, insufficient funds, or mismanagement of Association programs, events or activities.
3. The Association shall not accept liability for the actions and behavior of its members or their families and/or friends who elect to participate in or attend such functions.
4. No Board member shall be held personally liable for monetary damages for any action(s) taken, or any failure to take any action(s) as a Board member.

5. Every Board member and officer of the Association shall be entitled as of right to be indemnified by the Association against all expenses and liabilities to the fullest extent permitted by Section 15A:3-4 of the New Jersey Nonprofit Corporation Act.
6. The Association may obtain insurance to protect the corporation, its Board members, officers, agents and employees (if any) from personal losses arising from claims against any of them for alleged wrongful acts committed in their capacity as Board members, officers, agents and employees.
7. The Association may not obtain insurance that provides for payment of losses incurred by any Board member, officer, agent or employee as a consequence of his willful or criminal misconduct, but may purchase a fidelity bond or bonds to reimburse the Association for losses sustained in that regard.

Article XIV – Confidentiality

No member, officer, constituent or friend of the Association shall have permission to utilize mailing lists, membership directories or labels other than for their intended use in alumni programming and activities. Violations of this trust may result in removal of such officers and or discontinuance of the Association.

Article XV – Amendments

1. These Bylaws may be amended, repealed or altered, in whole or in part, by a three-fourths vote of members of the Association attending the Annual Meeting or any special meeting of the Association provided that the proposed amendment(s) shall have been submitted in writing by posted mail, facsimile or electronic mail to all Association members at least fourteen (14) calendar days prior to the date of such meeting.
2. Any amendment(s) adopted pursuant to Sections 1. above shall become effective immediately, unless the motion directs otherwise.

Amended January 13, 2018