

**THE BYLAWS OF PHI BETA DELTA
HONOR SOCIETY FOR INTERNATIONAL SCHOLARS, INC.**
(A California Nonprofit Mutual Benefit Corporation)

July 1988 (As Amended 1997, March 2004, March 2006, April 2011, April 2012, April 2013, April 2015)
By-Laws Updated and Reformatted May 29, 2015

PREAMBLE

Phi Beta Delta, Honor Society for International Scholars, Inc., a California nonprofit mutual benefit corporation, shall be governed in accordance with the Laws of the State of California, with the Corporation's Articles of Incorporation. This Corporation will be referred to herein as the "Society", and the Board of Directors will be referred to as the "Board".

ARTICLE I: Name and Objectives

SECTION 1: The name of this corporation is Phi Beta Delta, Honor Society for International Scholars, Inc.

SECTION 2: The primary objective of Phi Beta Delta is:

- 2.1 to recognize achievement in international educational interchange; and in doing so, serve as a catalyst to:
 - 2.1.1 increase the recognition, credibility, and importance of the international experience;
 - 2.1.2 develop a network/cadre of individuals (students, faculty and staff) involved in the international experience;
 - 2.1.3 to create a catalyst for international academic based programming on campuses;
 - 2.1.4 to connect individuals on university campuses and throughout the world involved in the international experience by a) recognizing the importance of these achievements in higher education, and b) formally organizing an association and activity similar to other national honor societies (i.e. Kappa Delta Pi, Phi Delta Kappa).

ARTICLE II: Chapters

SECTION 1: Chartering of Chapters

- 1.1 The Board shall establish policies and rules of procedure for
 - 1.1.1 submission of petitions of new chapters;
 - 1.1.2 review of petitions;
 - 1.1.3 execution and presentation of charters and other authorizations;
 - 1.1.4 payment of petitioning, chartering, and other authorizing fees;
 - 1.1.5 withdrawal of charter or other authorization.
- 1.2 Eligibility to petition for chapter
 - 1.2.1 An institutional chapter may be established in any college or university recognized by its national government, offering at least the equivalent of a U.S. baccalaureate degree, meeting standards of quality, and holding regional accreditation or its equivalent.
 - 1.2.2 An alumni chapter may be chartered by the board any place where the objectives of the Society would be promoted thereby.

SECTION 2: Functions of Chapters

- 2.1 Institutional chapters shall

- 2.1.1 hold two (2) or more meetings a year;
 - 2.1.2 recognize outstanding achievement through election to membership;
 - 2.1.3 sponsor activities and/or promote projects that support or recognize international scholarship;
 - 2.1.4 participate through the chapter president or a duly authorized delegate in national elections and other voting between Conferences - subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, each chapter shall be entitled to cast one (1) vote on each matter submitted to a vote of the chapters;
 - 2.1.5 send a chapter delegate to the annual conference;
- 2.2 Alumni chapters shall
- 2.2.1 hold at least one meeting a year;
 - 2.2.2 sponsor activities and/or promote projects that support and recognize international scholarship;
 - 2.2.3 participate through the chapter president in national elections and other voting between Conferences;
 - 2.2.4 send a chapter delegate to the annual conference.

SECTION 3: Chapter Bylaws

- 3.1 Chapter Bylaws shall be in accordance with the Bylaws of the Society.
- 3.2 Upon adoption or revision, copies shall be filed with the Executive Director and CEO of the Society.
- 3.3 A quorum for meetings shall be specified in chapter Bylaws.

SECTION 4: Chapter Governance

- 4.1 The (elective) elected officers of each chapter shall include a President, a President-Elect and/or a Vice President, a Secretary, and a Treasurer (or a Secretary-Treasurer). In institutional chapters, these officers shall be active members. Additional offices may be established as the chapter may describe.
 - 4.1.1 The chapter President shall be faculty/staff.
- 4.2 There shall be a chapter coordinator who serves as a liaison between the chapter and the Executive Office.
 - 4.2.1 The Chapter Coordinator shall be faculty/staff.
 - 4.2.2 Duties of the Chapter Coordinator shall be to:
 - 4.2.2.1 serve as chapter liaison to the Society, its Executive Office and the Board and maintain a list of active chapter members;
 - 4.2.2.2 assure compliance at the chapter level of policies, procedures, and reporting requirements of the Society;
 - 4.2.2.3 advise the chapter concerning policy, organization, and management;
 - 4.2.2.4 perform other duties as determined by the chapter.
 - 4.2.3 Term of office for the Chapter Coordinator shall be determined by each chapter.
- 4.3 The terms of the chapter officers shall be determined by each chapter.
- 4.4 The election of officers shall normally occur at the chapter's annual business meeting, and a report shall be sent within 30 days to the Executive Director and CEO of the Society.
- 4.5 The management of the chapter shall be vested in an executive committee, consisting of the above officers, chapter coordinator, the immediate past president, and such additional members as the chapter may prescribe.

- 4.6 The duties of the President, Vice President, Secretary and Treasurer shall be such as usually pertain to these offices, together with such other duties as the Bylaws of the chapter may prescribe.
- 4.7 The chapter president shall, with the advice and consent of the chapter executive committee, exercise the chapter's voting rights in any voting by chapters between annual Conferences.
 - 4.7.1 When a ballot is mailed to chapters, each Chapter President or Chapter Coordinator shall be responsible for completing and returning it promptly to the Executive Director and CEO of the Society or other designated office.
 - 4.7.2 At the annual Conference, the chapter's delegate may be the chapter coordinator, chapter president, chapter president-elect, an active member, or another delegate designated by the chapter as its proxy.

SECTION 5: The Board of Directors of the Society by a two-thirds (2/3) vote may withdraw the charter of any chapter if it has become inactive, if it has not followed basic procedures and policies, or for non-payment of fees, periodic dues, or assessments or for conduct which the Board shall deem inimical to the best interests of the Society, including, without limitation, flagrant violation of any provisions of these Bylaws or failure to satisfy chapter qualifications. The Board shall give the chapter which is the subject of the proposed action 15 days prior notice of the proposed expulsion, suspension, or termination of the reasons therefore. The chapter may submit a written statement to the Board regarding the proposed action not less than five days before the effective date of the proposed expulsion, suspension or termination. Prior to the date of the proposed expulsion, suspension or termination, the Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed expulsion, suspension or termination. A suspended chapter shall not be entitled to exercise any of the voting rights set forth in these Bylaws.

ARTICLE III: Membership

SECTION I: Membership in the Society is open to individuals who have demonstrated scholarly achievement in the international area. These individuals include:

- 1.1 international students (non-immigrant visa holders in the upper division or graduate levels) who have demonstrated high scholastic achievement at their institution;
- 1.2 domestic students (upper division and graduate level) who have demonstrated high scholastic achievement in the pursuit of academic studies abroad in exchange programs approved by the institution or in participation in comparable international programs or experiences where academic relevance can be demonstrated to the institution;
- 1.3 distinguished faculty and staff who have been involved in recognized international endeavors (i.e. research, teaching, program development, or service).

SECTION 2: Persons elected and initiated into membership remain members for life.

SECTION 3: The following membership categories are authorized:

- 3.1 Active Members
 - 3.1.1 Active Members - they have been elected and initiated, are affiliated with a chapter, and have paid their dues for the current year;
 - 3.1.2 Distinguished Members of Chapters - members who have served the society through their international activities in an outstanding manner, have been nominated and been accorded this status by the Chapter Board;

- 3.1.3 Distinguished Members of the Society - members who have served the Society through their international activities in an outstanding manner, have been nominated and have been accorded this status by the Board.
- 3.1.4 Honorary Members of Chapters - they have not previously been members, have achieved outstanding eminence in some field of academic, creative or intellectual endeavor, have been nominated and have been accorded this status by the Chapter.
- 3.1.5 Honorary Members of the Society - they have not previously been members, have achieved outstanding eminence in some field of academic, creative or intellectual endeavor, have been nominated and have been accorded this status by the Board.
- 3.2 Inactive Members
 - 3.2.1 They have not paid dues for the current year.
 - 3.2.2 Such members shall be returned to active status when dues are paid to their chapter for the current year.
- 3.3 Charter Members are individuals who have participated in the organization of a new chapter and have been inducted into the Society at the founding meeting of their chapter.

SECTION 4: Criteria for eligibility of election to membership by an institutional chapter shall be determined by that chapter and with the provision that undergraduate student members must have achieved a minimum 3.2 grade point average (GPA) and rank in the top 20% of their class; graduate students must have achieved a GPA of 3.5. For schools that use a different grade point average system, the school must verify that their candidates for Phi Beta Delta meet a GPA standard equivalent to that specified in this Section.

SECTION 5: Election of members

- 5.1 Each chapter's Bylaws shall delineate a process for the nomination and election of members, which shall be implemented by a duly constituted membership committee of the chapter.
- 5.2 Reports of those who accept election shall be made within thirty days to the Executive Director and CEO of the Society by the Chapter Coordinator.

SECTION 6: Membership privileges

- 6.1 Active members receive the regular publications of the Society and are eligible to:
 - 6.1.1 vote in Chapters;
 - 6.1.2 hold office in Chapters;
 - 6.1.3 serve as chapter delegates to any annual Conference;
 - 6.1.4 serve on Committees appointed by the Board;
 - 6.1.5 hold office on the Board of Directors.
- 6.2 Distinguished members are given the privileges listed in 6.1 and a certificate or other symbol of recognition.
- 6.3 Honorary members are given an honorary membership certificate and the regular publications of the Society.
- 6.4 The members of the Society described in this Article III shall not be deemed to be members as that term is used in Section 5056 of the California Corporations Code.

ARTICLE IV: Executive Office

SECTION 1: The Board has full power and authority to establish, maintain, and relocate a principal office or other offices at any place where the Corporation is qualified to do business. The purchase of

the land and/or buildings for an executive office or other offices must first be approved by a majority of the Board of Directors.

ARTICLE V: Officers of the Society

SECTION 1: The officers who constitute the Board of Directors of the Society shall consist of the following:

- 1.1 President
- 1.2 Past President
- 1.3 President-Elect
- 1.4 Senior Vice President
- 1.5 Five (5) Regional Vice Presidents. Regional Vice President appointed for the specific regions approved by the Board of Directors.
- 1.6 Board Members appointed at the discretion of President, with the concurrence of the elected officers and the regional vice presidents, shall be:
 - 1.8.1 Executive Director and CEO (ex-officio)
 - 1.8.2 Director of Publications
 - 1.8.3 Historian/Archivist
 - 1.8.4 Director of Membership
 - 1.8.5 Director of Development
 - 1.8.6 Director of Fellowships, Scholarships and Awards

SECTION 2: Election and Appointment of Officers

- 2.1 President
 - 2.1.1 At the close of the annual Conference, the President-Elect for the preceding year shall assume the office of President.
 - 2.1.2 In the event of a vacancy in the office of the President, the President-Elect shall automatically succeed to the Presidency.
 - 2.1.3 In the event of vacancies in both the offices of the President and President-Elect, the Senior Vice President shall function as Interim President until the next annual Conference.
- 2.2 Past President
 - 2.2.1 The position of Past President shall be filled by the most immediate Past President willing and able to serve.
 - 2.2.2 The Past President shall take office at the close of the annual Conference.
- 2.3 President-Elect
 - 2.3.1 The President-Elect shall be elected by majority vote of the annual Conference from a slate of candidates prepared by the Nominations and Elections Committee and augmented by additional nominations of consenting and eligible candidates, if any, made from the floor of the Conference.
 - 2.3.2 In the event of a vacancy in the office of President-Elect, this office shall remain vacant until the next annual Conference, at which time the Conference shall elect a President and President-Elect for the next term. Both shall be elected by a majority vote from the slate of candidates prepared by the Nominations and Elections Committee, which may be augmented by additional nominations and consenting and eligible candidates made from the floor of the Conference. The President will assume office at the close of the annual Conference.
- 2.4 Senior Vice President
 - 2.4.1 The Senior Vice President shall be elected by majority vote of the conference from the slate of candidates prepared by the Nominations and Elections Committee,

- which may be augmented by additional nominations of consenting and eligible candidates made from the floor of the Conference.
- 2.4.2 A newly elected Senior Vice President shall take office at the close of the Conference and shall serve until the close of the Conference three years hence.
- 2.4.3 In the event of a vacancy in the office of Senior Vice President, the President may appoint an interim successor to serve until the next annual conference, at which time the Conference shall elect a Senior Vice President for a new three year term. The Senior Vice President shall be elected by a majority vote from the slate of candidates prepared by the Nominations and Elections Committee, which may be augmented by additional nominations of consenting and eligible candidates made from the floor of the Conference. The Senior Vice President will assume office at the close of the annual Conference.
- 2.5 Regional Vice Presidents
- 2.5.1 The Regional Vice President for a specific region shall be appointed by the Board of Directors from a list of nominees prepared for the Board by the Senior Vice President in consultation with the incumbent Regional Vice President from that region.
- 2.5.2 Regional Vice Presidents shall take office at the close of the Conference and shall serve until the close of the Conference three years hence;
- 2.5.3 In the event of a vacancy in the office of a Regional Vice President, the Senior Vice President may appoint an interim successor to serve until the next annual conference at which time a new Regional Vice President shall be appointed by the Board of Directors (during the Board of Directors meeting) from a list of nominees prepared for the Board by the Senior Vice President;
- 2.5.4 The Regional Vice Presidents shall serve for three years and may be re-appointed to no more than two additional consecutive terms;
- 2.5.5 Regional Vice Presidents shall be appointed and serve the following regions: Northeast, Southeast, Midwest, Southwest, and West.
- 2.6 The Executive Director and CEO, the Director of Publications, the Historian/Archivist, the Director of Membership, the Director of Development, and the Director of Fellowships, Scholarships and Awards may be appointed by the President, with the concurrence of the Board, for an indefinite term and may remain in office at the will of the Board.

SECTION 3: Duties of Officers

- 3.1 President
- 3.1.1 shall perform those duties that usually pertain to the office of the President
- 3.1.2 shall supervise the activities of the Society;
- 3.1.3 shall appoint members of standing, special and ad hoc committees;
- 3.1.4 shall appoint officers to those offices listed in, and according to the provisions of Article V, Section 1.8;
- 3.1.5 shall serve as an ex-officio member of all committees, with the exception of the Nominations and Elections Committee.
- 3.2 Past President
- 3.2.1 shall perform such duties as are assigned by the President with the approval of the Board;
- 3.2.2 shall serve as chair of the Nominations and Elections Committee;
- 3.2.3 shall serve as Treasurer and Chief Financial Officer (CFO) of the Society.
- 3.2.3.1 shall provide assistance and consultation to the Executive Director and CEO during the preparation of the annual budget, quarterly budget reports, and all necessary materials required to complete regular evaluation of the Society's finances by external auditors;

- 3.2.3.2 shall provide assistance and consultation to the President and President-Elect during the planning for the Society's annual conference, particularly as it pertains to financial planning and budgeting decisions;
 - 3.2.3.3 shall act as co-signer for the Society's long-term investment accounts;
 - 3.2.3.4 shall serve as chair of the Budget Committee.
- 3.3 President-Elect
- 3.3.1 shall perform such duties as are assigned by the President with the approval of the Board;
 - 3.3.2 shall preside at meetings of the Board or Conferences in the absence of the President;
 - 3.3.3 shall succeed to the Presidency in the event of a vacancy in the position of President until the close of the next annual Conference.
- 3.4 Senior Vice President
- 3.4.1 shall be informed by Regional Vice Presidents about all active chapters in the area of policy, program and communication;
 - 3.4.2 shall coordinate the activities of the Regional Vice Presidents, including regular communications with Regional Vice Presidents concerning chapter issues, programs and policies;
 - 3.4.3 shall communicate regularly with the President concerning chapter and regional issues;
 - 3.4.4 shall communicate regularly with the Executive Office concerning chapter issues, management and policy;
 - 3.4.5 shall chair the Admissions Advisory Committee;
 - 3.4.6 shall work closely with Board members responsible for collections of membership data, compliance with the bylaws, implementation of the scholarship program, and planning of the annual Conference;
 - 3.4.7 shall be responsible for the training of newly elected Regional Vice Presidents;
 - 3.4.8 shall perform other duties and assignments as arranged in consultation with the President;
 - 3.4.9 shall be responsible for the Chapter Management Workshop at the annual Conference;
 - 3.4.10 shall promote the establishment of and serve as a resource to chapters outside of the United States.
- 3.5 Regional Vice Presidents
- 3.5.1 shall assume responsibility for liaison between the Executive Office and the chapters in their respective regions;
 - 3.5.2 shall investigate and assist institutions seeking to found chapters within their respective regions;
 - 3.5.3 shall promote the establishment of new chapters in their respective regions;
 - 3.5.4 shall, when feasible, attend and represent the Board at the installation of new chapters approved for the respective regions;
 - 3.5.5 shall encourage development of existing chapters and send chapter information to the Society's newsletter;
 - 3.5.6 shall be responsible for organizing and running whatever regional meetings chapters may hold between annual Conferences;
 - 3.5.7 shall serve on the Admissions Advisory Committee;
 - 3.5.8 shall communicate regularly with the Senior Vice President regarding the activities of chapters in their regions.
- 3.6 Executive Director
- 3.6.1 is the CEO (Chief Executive Officer) of the Society.
 - 3.6.2 shall coordinate petitioning procedures for the national organization:

- 3.6.2.1 shall communicate regularly with the President and Senior Vice President concerning the petitions of new or potential chapters, institutional inquiries and public relations;
- 3.6.2.2 shall work closely with the Executive Office concerning the collection of petitioning fees and dissemination of literature to potential chapters;
- 3.6.2.3 shall work closely with Regional Vice Presidents concerning institutional inquiries and potential chapters;
- 3.6.3 shall perform those duties that usually pertain to the office of the secretary of the Society:
 - 3.6.3.1 shall maintain membership rolls appropriate records of chapters, records of the fellowship and scholarship program, and other records and reports;
 - 3.6.3.2 shall arrange for timely announcement, agenda, and minutes of all meetings of the Board, and annual Conferences;
 - 3.6.3.3 shall distribute minutes to participants within sixty (60) days following each meeting;
 - 3.6.3.4 shall report to membership concerning actions taken by the Board and Conferences;
 - 3.6.3.5 shall provide assistance to standing, special, and ad hoc committees as requested by the President;
 - 3.6.3.6 shall maintain communications with members of the Society, chapter officers, and the Board; shall make recommendations to the Board concerning all aspects of the internal and external communications policies of the Society;
- 3.6.4 shall work with the Past President in that person's capacity as Treasurer and Chief Financial Officer of the Society, In conjunction with Past President, the Executive Director and CEO:
 - 3.6.4.1 shall prepare and transmit general annual budget estimates to the Board at least one (1) month before the annual Conference for information and content;
 - 3.6.4.2 shall prepare detailed annual budgets within the parameters of these estimates and submit them to the Board for approval;
 - 3.6.4.3 shall receive, hold, and disburse Society funds in accordance with the approved budget and make quarterly reports to the Board of the receipts and disbursements;
 - 3.6.4.4 shall report at least once per year to the Board on the status of the Society's investments;
 - 3.6.4.5 shall have accounts audited annually or as directed by the Board by a public accounting firm and make certified copies of the auditor's report available to the Board;
- 3.6.5 shall manage Executive Office:
 - 3.6.5.1 shall establish rules and policies to operate the office and to satisfy legal requirements established for nonprofit corporations;
 - 3.6.5.2 shall employ office staff and professional personnel at the expense of the Society and in accordance with the approved budget;
 - 3.6.5.3 shall make provision for non-salary benefits required by law or in accordance with the approved budget;
 - 3.6.5.4 shall purchase equipment and supplies in accordance with the approved budget;
 - 3.6.5.5 shall enter into contracts for office space, equipment, and services in accordance with the approved budget;
 - 3.6.5.6 shall purchase, stock and resell to chapters and members such items as emblems, certificates, plaques, banners or placards;
 - 3.6.5.7 shall arrange for security bonds for members of the office in appropriate amounts to safeguard the funds of the Society;
 - 3.6.5.8 shall assist chapter officers in carrying out their duties.
- 3.7 Director of Publications
 - 3.7.1 shall oversee publications of the Society as directed by the Board;

- 3.7.2 shall forward material of historical interest to the Society's Historian/Archivist;
- 3.8 Historian/Archivist shall maintain historical and archival materials relating to and of interest to the Society, and shall perform other related duties as assigned by the President. In addition, Historian/Archivist shall perform those duties that usually pertain to the office of the Parliamentarian of the Society, including the interpretation of the rules of procedure and matters pertaining to the Bylaws.
- 3.9 Membership Coordinator shall assist the officers in matters relating to membership in the Society, shall assist the Executive Director and CEO in maintaining membership records, and shall perform other duties as assigned by the President.
- 3.10 Director of Development shall assist the officers in matters relating to the development of the Society, and shall perform other duties as assigned by the President.
- 3.11 Director of Fellowship, Scholarships and Awards
 - 3.11.1 shall chair the Fellowships, Scholarships and Awards committee;
 - 3.11.2 shall supervise work pertaining to the administration of the fellowships and scholarships;
 - 3.11.3 shall prepare an annual detailed account of the work of the Fellowships, Scholarships, and Awards Committee and send a copy to each member of the Board.

SECTION 4: General Provisions

- 4.1 The elected officers shall serve with compensation. The appointed officers and other staff members shall receive such compensation as the Board may determine.
- 4.2 Upon evidence of any officers incapacity or unwillingness to serve, the Board by two-thirds (2/3) vote may declare that office to be vacant.
- 4.3 As the need arises, the Board may determine the need for additional appointed officers.

ARTICLE VI: Board of Directors

SECTION 1: The Board of Directors of the Honor Society of Phi Beta Delta shall consist of the officers, both elected and appointed, as prescribed in ARTICLE V, Section 1.

- 1.1 The authorized number of Directors shall be fifteen (15) until changed by amendment to this section.
- 1.2 All members of the Board shall be voting members except the Executive Director.
- 1.3 The President shall be Chairperson and shall appoint a secretary.

SECTION 2: Powers and Responsibilities

- 2.1 Except as otherwise provided by the Articles of Incorporation or Bylaws, the powers of the Society shall be exercised, its property controlled and its affairs conducted by or under the direction of the Board of Directors. All administrative and judicial powers of the Society shall be vested in the Board.
- 2.2 Specific powers and responsibilities shall include, but not be limited to, the following:
 - 2.2.1 chartering institutional and alumni chapters, withdrawing charters if necessary;
 - 2.2.2 approving election of Honorary and Distinguished Members;

- 2.2.3 reviewing the recommendations of the Executive Director and CEO and of the Director of Fellowships, Scholarships and Awards in determining the number and type of fellowships, scholarships, awards, and similar recognitions to be granted;
- 2.2.4 determining the amounts of annual national dues for members, petitioning and chartering fees for new chapters, and any other dues or assessments;
- 2.2.5 reviewing and approving the annual budget of the Society;
- 2.2.6 reviewing and approving publications policy;
- 2.2.7 designating boundaries of the geographic regions of the Society and the regional affiliation of overseas chapters.

SECTION 3: In the event of any vacancy on the Board, the Board of Directors shall appoint a replacement to serve for the unexpired portion of the term of his or her predecessor in office.

SECTION 4: All meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place as may be designated for that purpose from time to time by the Board. Other such places may be defined as electronically via telephone conference call.

SECTION 5: Regular meetings of the Board shall be held at such time, place and frequency as the Board may fix by resolution from time to time. No notice of any regular meeting of the Board need be given.

SECTION 6: Special meetings of the Board for any purpose or purposes may be called at any time by the President or by any three (3) or more Directors.

SECTION 7: Notice of the time and place of *special meetings* shall be delivered by e-mail, telephone, sent by first-class mail or telegram (charges prepaid) or delivered personally, addressed to each Director at that Director's address as it is shown on the records of the corporation. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. In case the notice is delivered personally, by e-mail, or by telephone or telegram, it shall be delivered in the chosen manner personally or by e-mail, telephone or by electronic mail at least forty-eight hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal office of the corporation.

SECTION 8: The transactions of the Board of Directors at any meeting, however called or noticed, or wherever held, shall be as valid as at a meeting duly held after call and notice if a quorum be present and if, either before or after the meeting, each Director not present signs a written waiver of notice of a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

SECTION 9: A majority of the authorized number of Directors shall constitute a quorum. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

SECTION 10:

10.1 Written Consent: Any action required or permitted to be taken by the Board under any provision of law, the Articles of Incorporation or these Bylaws may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the

Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed on behalf of this corporation relating to an action taken by the Board without a meeting shall state that the action was taken by a unanimous written consent of the Board without a meeting, and that the Bylaws of the corporation authorize its Directors to so act.

10.2 Conference Telephone: Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, provided that all Directors participating in such a meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

ARTICLE VII: Committees

SECTION 1: Except as otherwise provided by these Bylaws, the Board of Directors may, by resolution or resolutions passed by a majority of the members thereof, appoint executive, standing or special committees for any purpose and, if such are comprised solely of Directors, delegate to such committees any of the powers and authority of the Board, except the power and authority to adopt, amend, or repeal these Bylaws, or such other powers as may be prohibited by law.

1.1 Development Committee

- 1.1.1 The committee shall consist of five (5) persons; the Director of Development, the Executive Director and CEO and three (3) others appointed by the President.
- 1.1.2 The terms of the appointed members shall be two (2) years.
- 1.1.3 The committee, with the advice and consent of the Board, shall recommend to the Board the investment of the endowment funds in such a manner as to yield the best return compatible with safety and growth.
- 1.1.4 The Chairperson shall be the Director of Development.

1.2 Fellowships, Scholarships and Awards Committee

- 1.2.1 The committee shall consist of one (1) representative from each region appointed by the President. The Director of Fellowships, Scholarships and Awards shall represent his/her region.
- 1.2.2 Members other than the Director of Fellowships, Scholarships and Awards shall serve three (3) year terms with at least one (1) new member to be appointed at the beginning of each year.
- 1.2.3 The Committee, within policy decisions made by the Board, shall recommend to the Board the number of fellowships to be granted each year and the persons to whom they shall be awarded.
- 1.2.4 The Director of Fellowships, Scholarships and Awards shall serve as chairman.

1.3 Budget Committee

- 1.3.1 The committee shall consist of five (5) persons; the Executive Director and CEO, Past President and Treasurer, President, President-Elect, and Senior Vice President.
- 1.3.2 The terms of service of the appointed members shall not exceed their respective terms on the Board.
- 1.3.3 The Committee shall review both the annual budget and the general year budget prepared by the Executive Director and CEO, and the Past President and Treasurer, in coordination with the Executive Director and CEO, submits them to the Board for approval or revision.
- 1.3.4 The Past President and Treasurer shall be the chairperson.

1.4 Nominations and Elections Committee

- 1.4.1 The committee shall consist of five (5) persons, one from each region.
- 1.4.2 Members shall be appointed by the President.

- 1.4.3 The Past President shall chair the committee but shall not have a vote on the committee.
- 1.4.4 The committee shall be responsible for certifying the credentials of voting chapter delegates at annual Conferences.
- 1.5 Admissions Advisory Committee
 - 1.5.1 shall consist of six (6) Board members: the Regional Vice Presidents (5), and the Senior Vice President;
 - 1.5.2 shall be chaired by the Senior Vice President;
 - 1.5.3 shall review and act, on behalf of the Board, upon petitions forwarded by the Executive Director and CEO;
 - 1.5.4 may consult with appropriate chapter members in the region of petitioning institutions;
 - 1.5.5 may refer specific petitions to the Board for final disposition.
- SECTION 2:** Special and ad hoc committees are those that do not have continuous existence and shall be established by the Board as the needs and welfare of the Society demand.
 - 2.1 The President shall appoint the members of the special and ad hoc committees.
 - 2.2 The President shall define the functions of each committee and appoint the chairperson.
 - 2.3 Their functions shall not usurp the functions, duties, or responsibilities of any standing committee.
 - 2.4 The President shall inform the appointees of their functions.
- SECTION 3:** A majority of the members of a committee shall constitute a quorum and any transaction of a committee shall require a majority vote of the quorum present at any meeting. Each member of a committee, including the person presiding at the meeting shall be entitled to one (1) vote.
- SECTION 4:** The Board of Directors may remove at any time, with or without cause, a member or members of a committee.

ARTICLE VIII: Annual Conference

- SECTION 1:** The Society shall hold an annual Conference.
 - 1.1 The date of the annual Society conference shall be decided by the Board but must take place before the beginning of May.
 - 1.2 All members of the Society and interested non-members may participate in the annual Conference; however, only one (1) duly authorized delegate of each chapter may vote.
 - 1.3 An annual Business Meeting shall be held during the annual Conference to include the election of new officers, the renewal of all continuing officers and continuing directors to another one-year term, and other business of the Society as determined by the Board.
 - 1.3.1 Only active members who are duly authorized delegates of chapters may vote in the annual Business Meeting.
 - 1.3.2 A quorum for the annual Conference shall be a majority of the duly authorized delegates of each chapter.

ARTICLE IX: Fees, Dues and Assessments

SECTION 1: Annual Fees, Dues and Assessments

- 1.1 The following types of fees, dues, and assessments may be collected by the Society:
 - 1.1.1 petitioning, chartering and authorizing fees to reimburse the Society for part of the expenses incurred in the establishment of new institutional and alumni chapters.
- 1.2 Establishment of amounts
 - 1.2.1 The Board shall determine the amounts of fees and dues to be charged.
 - 1.2.2 special assessments shall be levied only by two-thirds (2/3) vote of the Board.
- 1.3 Fees, dues, and assessments shall be collected in the following manner:
 - 1.3.1 The institution or a petitioning group representing the institution shall pay the petitioning fees at the time a formal petition for a chapter is submitted.
 - 1.3.2 The institution or the petitioning group representing the institution shall pay the chartering or authorizing fee before a new chapter is installed.
 - 1.3.3 Chapter secretaries or treasurers shall collect, in advance, one time initiations fees from candidates for initiation and these fees will be submitted to the Executive Director and CEO when the election of new members is reported.
 - 1.3.4 Chapter secretaries or treasurers shall collect annual dues and forward them to the Executive Office.
 - 1.3.5 Special assessment, if any, shall be collected by the Executive Director and CEO from chapters.
 - 1.3.6 Those with Honorary or Distinguished memberships granted by either a Chapter or the Society are not required to pay any Annual dues. The issuing body is responsible for paying the one-time initiation fees for Honorary or Distinguished memberships.

SECTION 2: Chapter Fees and Dues.

- 2.1 Each chapter shall have authority to determine its own initiation fees and chapter dues, and shall be responsible for remitting the Society's initiation fees and Annual dues to the Executive Director and CEO.
- 2.2 Charter members of a chapter to be installed are required to pay fees and dues to the Society as follows:
 - 2.2.1 Active members of the Society, who have paid dues for the current year, shall pay no additional fee.
 - 2.2.2 Inactive members of the Society, who have not paid dues for the current year, shall pay annual dues before being recognized as charter members but shall pay no initiation fees.
 - 2.2.3 Charter members who were not members of the Society previously shall be initiated and pay full initiation fees and any dues or fees required by the chapter.

ARTICLE X: Rules of Procedure

SECTION 1: The Board may establish such rules of procedure as may be necessary for implementing the provisions of these Bylaws and for governing the Society.

SECTION 2: Such procedure shall become operative at the time designated by the Board and shall be published and distributed to national and chapter officers.

SECTION 3: Robert's Rules of Order, as most recently revised, shall govern the proceedings of meetings of the Society when not in conflict with these Bylaws.

ARTICLE XI: Amendments and Revisions of Bylaws

- SECTION 1:** Amendments and revisions may be initiated by a chapter, an ad hoc committee appointed by the president, or the Board.
- SECTION 2:** Such amendments and revisions shall be reviewed by the Board. A two-thirds (2/3) vote of the Board shall be required for approval.
- SECTION 3:** Upon approval of the Board, such amendments and revisions shall be submitted by the Executive Director and CEO to all chapters at least one (1) month in advance of an annual Conference at which the changes are to be voted upon. On an exceptional basis, this notification can occur two (2) months via electronic communication with chapter coordinators in order to hold a vote via electronic means.
- SECTION 4:** A two-thirds (2/3) vote of all duly authorized chapter delegates present at an annual Conference is required to amend or revise these Bylaws. A similar two-thirds (2/3) vote is required when an electronic vote is conducted on an exceptional basis.

ARTICLE XII: General Provisions

- SECTION 1:** The corporation may vote any and all shares held by it in any corporation by such officer, agent or proxy as the Board of Directors may appoint, or in default of any such appointment, by its President or by any Vice President and, in such case, such officers, or any of them, may likewise appoint a proxy to vote said shares.
- SECTION 2:** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation and any and all securities owned or held by the corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.
- SECTION 3:** The Board of Directors may authorize one or more officers, agents or employees to enter into any contract or to execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation, by any contract or engagement, to pledge its credit or to render it liable for any purpose or in any amount.

ARTICLE XIII: Motto and Insignia

- SECTION 1:** The motto of the Society shall be *Scientia Mutua Mundi*, interpreted to mean *World's Shared Knowledge*.
- SECTION 2:** The crest (badge) of the Society shall be a shield with a depiction of the world superimposed on a sunburst (symbolizing the energy of the sun from which all people and cultures draw strength and life), the three Greek letters Phi (*philomatheia*, meaning love of knowledge), Beta (*biothremmonia*, meaning valuing human life), and Delta (*diapherein*, meaning achieving excellence) superimposed on the world, an open book (symbolizing knowledge) immediately below the world, a torch (symbolizing leadership) above the world, and the Society motto inscribed on a ribbon below the book.

- SECTION 3:** The seal of the Society shall consist of a laurel wreath surrounding a depiction of the world upon which are superimposed the Greek letters Phi, Beta, and Delta, and with the words PHI BETA DELTA above and following the arc of the upper half of the world, and the words INTERNATIONAL SCHOLARS below and following the arc of the lower half of the world.
- SECTION 4:** The colors of the Society shall be red and gold, symbolizing the strength of humankind and the energy of the sun from which all people and cultures draw strength and life.
- SECTION 5:** The specifications for the official ritual and insignia of the Society shall be preserved by the Executive Director and CEO for appropriate use. The purchase or consignment of insignia shall be made only from the Executive Office on orders properly certified by the secretary or treasurer of the chapter and countersigned by the Executive Director and CEO.

Article XIV: Definition of Fiscal Year

- SECTION 1:** The fiscal year of the Society for accounting and budgeting purposes shall be from July 1st of each year to June 30th of the following year.

Article XV: Reconfiguration or Expansion of Number of Regions

- SECTION 1:** The Board by a two-thirds vote may change, modify, or otherwise reconfigure one or more Society regions.
- SECTION 2:** Each additional region approved by the Board shall require the Senior Vice President to submit a list of nominees to the Board for the appointment of a new Regional Vice President.
- SECTION 3:** To provide for the orderly change in regions and additional regional Vice Presidents, regions may be changed, modified, or otherwise reconfigured only at a Board meeting at the Annual Conference, with the new region and terms of the additional regional Vice President effective at the beginning of the new fiscal year (July 1st).
- SECTION 4:** There shall be five (5) regions established at the founding of the Society are: Northeast, Southeast, Midwest, Southwest, West.
- SECTION 5:** The Senior Vice President shall have responsibility for maintaining contact with non-U.S. based chapters. In the event a Senior Vice President is unavailable, the Board shall assign Chapter oversight responsibility for Non-U.S. based chapters.