

NATIONAL PAN-HELLENIC COUNCIL, INC.

CONSTITUTION AND BYLAWS

PREAMBLE

We, the representatives of historically established community service fraternities and sororities, similar in structure and background with both graduate and undergraduate chapters, recognizing the need for coordination and cooperation in activities of intercollegiate Greek letter fraternities and sororities, and recognizing that there certain areas of action and programming that can best be realized by formal organization, do hereby establish such an organization and bind ourselves to abide by the provisions of the following Constitution and Bylaws.

ARTICLE I - NAME

- Section 1.** The name of this organization shall be the NATIONAL PAN-HELLENIC COUNCIL, INC., hereinafter referred to as "NPHC."
- Section 2.** All Undergraduate Councils chartered by this organization shall be designated as the "National Pan-Hellenic Council, Inc. of _____" (*insert college or university's name*).
- Section 3.** All Alumni Councils chartered by this organization shall be designated as the "National Pan-Hellenic Council, Inc. of _____" (*insert name of city and/or town or area*).

ARTICLE II- PURPOSE

The purpose of the NPHC shall be to foster cooperative actions of its members in dealing with matters of mutual concern. To this end, the NPHC promotes the well-being of its affiliate fraternities and sororities, facilitates the establishment and development of local councils of the NPHC and provides leadership training for its constituents.

ARTICLE III - STRUCTURE

- Section 1.** There shall be a Council of Presidents, which shall have authority on all matters.
- Section 2.** There shall be a National Convention which shall elect officers for the ensuing term and perform such other duties as may hereinafter be described.
- Section 3.** There shall be an Executive Board of Directors, subject in all respects to the Council of Presidents of the NPHC.
- Section 4.** The Executive Board of Directors shall have the authority to establish geographical groupings when deemed necessary.
- Section 5.** The Executive Board of Directors shall establish undergraduate and alumni councils of the NPHC.

Section 6. Undergraduate and Alumni councils of the NPHC shall become a part of the respective region in which they are located; if such region exists.

ARTICLE IV - MEMBERSHIP

Section 1. Affiliate Membership. Affiliate membership in NPHC shall include Alpha Kappa Alpha Sorority, Inc., Alpha Phi Alpha Fraternity, Inc., Delta Sigma Theta Sorority, Inc., Zeta Phi Beta Sorority, Inc., Iota Phi Theta Fraternity, Inc., Kappa Alpha Psi Fraternity, Inc., Sigma Gamma Rho Sorority, Inc., Phi Beta Sigma Fraternity, Inc., Omega Psi Phi Fraternity, Inc. and any other affiliate organization of the NPHC as may, from time to time, be granted membership. No other organization shall have the right to participate at the collegiate level. Affiliate membership shall also include local undergraduate and alumni councils chartered by the NPHC.

Section 2. Eligibility for Affiliate Membership. To be eligible for affiliate membership in NPHC, a fraternity or sorority, which did not hold membership before December 1995, must meet the following requirements. The fraternity or sorority shall:

- a. Be devoted to general fraternity or sorority ideals and be in conformity with the NPHC Constitution and Bylaws and the NPHC Mission Statement.
- b. Have been in existence for at least twenty-five (25) years and shall have been incorporated in the United States of America.
- c. Be national in scope and consist of a total of no less than one hundred (100) collegiate and alumni chapters, which have a current financial membership of at least five (5) persons. Of the aforesaid 100 collegiate and alumni chapters, a total of no less than fifty (50) must have been a part of the fraternity or sorority for at least fifteen (15) years.
- d. Have constitutional provisions for a national convention, with interim authority vested in trustees, a board of directors or the officers who supervise the affairs of the fraternity or sorority.
- e. Have collegiate chapters recognized by and be in good standing with accredited four-year colleges or universities which offer at least a baccalaureate degree.

For the purpose of this section “accredited” shall mean institutions in the United States which are accredited by one of the regional accrediting agencies in the American Council of Education. Institutions located outside of the United States shall be accredited by the appropriate agency/organization in that locale.

For the purpose of this section, a collegiate chapter is recognized by an institution, if its membership is drawn from students enrolled at such institution, and formal agreement with or recognition by such institution is required or implied.

Section 3. Associate Membership. Associate Membership in the NPHC may be accorded to an individual, a firm, an association, a partnership, a corporation, an officer or an employee of a corporation, or a member or employee of a partnership actively engaged in the business of manufacturing, selling, distributing, or providing supplies, products or services to affiliate fraternities and/or sororities. Election to Associate Membership shall be by majority vote of the Executive Board of Directors. Associate Membership shall be without vote.

Section 4. Active Members. Active members shall be the members who have paid all required dues and assessments.

ARTICLE V - COUNCIL OF PRESIDENTS

Section 1. Authority. The supreme governing authority of the NPHC shall be vested in the Council of Presidents.

Section 2. Composition. The Council of Presidents shall be composed of the elected president of each affiliate member fraternity or sorority or the authorized representative thereof, who shall be designated by the president of the respective fraternity or sorority and shall represent the fraternity or sorority in the absence of the president.

Section 3. Responsibilities. The Council of Presidents shall be responsible for the broad general policies of the NPHC and for instructing the Executive Board of Directors regarding activities to be executed on behalf of the NPHC.

ARTICLE VI - NATIONAL CONVENTION

Section 1. The National Convention shall convene biennially in October or November. The dates and place of the National Convention shall be determined by the Executive Board of Directors. The National Convention shall elect the officers of the NPHC and shall perform such other activities or deliberate on such other matters as may be referred to it, pursuant to Section 5 of this Article.

Section 2. Delegates. Voting delegates to the National Convention shall be comprised of the elected officers of the NPHC; Regional Directors; the Immediate Past President of the NPHC; the National Presidents and National Executive Directors of affiliate fraternities and sororities; three additional representatives from each of the affiliate fraternities and sororities, who are appointed by the National President of the respective organization, including at least one undergraduate; and representatives of each of the local undergraduate and alumni councils. Each local council shall be entitled to have two (2) voting delegates.

Section 3. Quorum. At least two representatives of each affiliate fraternity and sorority and representatives from at least one-fifth of the financial undergraduate and alumni councils shall constitute a quorum.

Section 4. Ad Hoc Convention Committees. The National President, with the approval of the Executive Board of Directors, shall establish such ad hoc convention

committees and make such appointments thereto as may be required to carry out the business of the National Convention.

Section 5. Scope of Authority. Matters shall be brought before the National Convention by: reference from a previous National Convention, the Council of Presidents, the Executive Board of Directors, the Constitution and Bylaws Committee, other Standing Committees, regions, local councils and delegates.

ARTICLE VII - EXECUTIVE BOARD OF DIRECTORS

Section 1. Scope of Authority. The executive and administrative powers of the Council of Presidents shall be vested in the Executive Board of Directors.

Section 2. Composition and Quorum. The NPHC Executive Board of Directors shall be composed of twenty-three (23) directors. Six (6) directors shall be elected national officers. Five (5) regional directors and nine (9) Executive Directors of the affiliate fraternities and sororities shall also be members. The NPHC Executive Director, the NPHC General Counsel and the NPHC Immediate Past President, by virtue of position, shall serve as the remaining Board of Directors. The Immediate Past President, if in good standing, shall serve as a voting director, without regard to any other provision of the Constitution and Bylaws which limits the term of service as a director. Eleven (11) directors shall constitute a quorum for the transaction of business.

Section 3. Qualification Term. No elected Director shall serve more than two full terms, except as herein provided.

Section 4. Eligibility. No person shall be elected or chosen as a Director unless he is a member of a fraternity or sorority which is a member of the NPHC in good standing. For this purpose, a fraternity or sorority which has been granted an extension by the Executive Board of Directors as provided in the bylaws for the payment of dues, shall not be deemed a member in good standing. An elected member whose fraternity or sorority is not in good standing because of failure to pay its dues, shall have the office vacated forthwith.

Section 5. Vacancies. In the event of the death or resignation of a Director between National Conventions, such vacancy shall be filled by a majority vote of the remaining Directors, and the person thus chosen shall serve only until the next regularly assembled National Convention at which time, a successor to the deceased or resigned Director shall be elected to fill the remainder, if any, of the unexpired term. The resignation of a Director shall be submitted to the Council of Presidents, if assembled. Otherwise, the resignation shall be submitted to the Executive Board of Directors through the Executive Director. A Director chosen to fill an unexpired term(s) may be elected to full terms, following the completion of the unexpired term.

ARTICLE VIII - OFFICERS

Section 1. Elected Officers. The elected officers shall be President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer. These officers shall be elected by the National Convention.

Section 2. Appointed Officers. The National President of the NPHC, with the approval of the Executive Board of Directors, shall appoint the hereinafter named national officers. The appointed national officers shall include: the Executive Director, the Legal Counsel, the Historian and such others as may be required to carry out designated programs.

Section 3. Ex-Officio Members. The Executive Director and Legal Counsel of NPHC shall serve as ex-officio members of the Executive Board of Directors. They shall serve without vote.

ARTICLE IX - MEETINGS

Section 1. The National Convention shall convene biennially in October or November. The Executive Board of Directors shall determine the time and place of the National Convention.

a. Notices. Notices of the biennial meeting of the NPHC and of the Council of Presidents shall be issued not less than sixty (60) days preceding the biennial meeting, and thirty (30) days preceding special meetings.

b. Registration. Registration for the biennial meeting shall be limited to representatives of members of the NPHC as defined in Article IV and guests specifically invited by the NPHC. A person who is not registered shall not be admitted to any official function of the biennial meeting.

Section 2. The Executive Board of Directors shall meet at least once a year at such time and place as is agreed to by a majority of its members.

Section 3. Meetings of the Executive Board of Directors shall be held prior to and after the biennial National Convention of the NPHC.

Section 4. Biennial regional conferences shall be held in the even years at such times and places as may be determined by the Regional Executive Board of Directors.

Section 5. Established undergraduate and alumni councils shall meet on a regular basis.

ARTICLE X - COMMITTEES

Section 1. Standing Committees. The Standing Committees of the NPHC shall be: Program; Budget and Finance; Membership; Nomination; Election; and Constitution and Bylaws.

Section 2. Executive Committee. Between meetings of the Executive Board of Directors, the executive and administrative duties of the said board may be carried out by an Executive Committee consisting of six (6) of its members: the President, First

Vice President, Second Vice President, Third Vice President, Secretary and the Treasurer. Four (4) members shall constitute a quorum. The Executive Committee shall report and be responsible to the Executive Board of Directors, and through the Executive Board of the Council of Presidents.

Section 3. Appointments. The chairman and members of all standing committees, except the Nominating Committee, shall be appointed by the President, with the approval of the Executive Board of Directors. The Immediate Past National President shall serve as Chairperson of the Nominating Committee. Not less than six (6) persons, each of whom has been a delegate, or who has served as alternate delegate (in the absence of a delegate), at any one of the five immediately preceding National Conventions, shall be appointed by the President, with the concurrence of the Executive Board of Directors.

Section 4. Special Committees. The Executive Board of Directors may form such other committees as it deems necessary to carry out the duties of the NPHC. The President shall appoint the chairperson and members of such other committees with the concurrence of the Executive Board of Directors.

ARTICLE XI - FINANCE

Section 1. Membership Dues and Assessments. Membership dues and assessments shall be recommended by the Executive Board of Directors and approved by the Council of Presidents.

Section 2. Budget. The annual budget for the NPHC shall be approved by the Executive Board of Directors, prior to the beginning of the fiscal year.

Section 3. The fiscal year shall be January 1 to December 31.

ARTICLE XII - AMENDMENTS

Section 1. This Constitution shall be provisionally amended by a two-thirds vote of the delegates present and voting at the National Convention. The Council of Presidents shall have veto power over any amendment passed by the National Convention, by a two-thirds vote against an amendment. Any veto exercised by the Council of Presidents shall be reconsidered by the body and the veto may be overturned with a three-fourths (3/4) vote of the voting delegation at the National Convention where the proposed amendment was passed.

Section 2. Amendments to the Constitution may be proposed by: reference from a previous National Convention, the Council of Presidents, the Executive Board of Directors, the Constitution and Bylaws Committee, and local councils.

Section 3. All proposed amendments shall be submitted in writing to the Constitution and Bylaws Committee through the office of the Executive Director at least one hundred twenty (120) days prior to the National Convention.

Section 4. The Constitution and Bylaws Committee shall distribute each proposed amendment with its recommendation to the Council of Presidents, to the Executive Board of Directors and to all established councils at least sixty (60) days prior to the National Convention at which said proposed amendments are to be acted upon.

BYLAWS

ARTICLE I - COUNCILS

Section 1. Councils of the NPHC are chartered, upon the approval of the Executive Board of Directors. Representation of at least two of the local chapters of the affiliate fraternities and sororities is necessary, in order to establish an undergraduate or alumni council.

Section 2. Undergraduate councils shall be established as college or university councils and shall be composed of representatives of local chapters of the affiliate fraternities and sororities who are matriculating at an accredited college or university that recognizes and supports the NPHC's concepts. Once established, a council, with fewer than two of the affiliate sororities and fraternities participating, must request and receive from the Executive Director and the university or college, special dispensation to function in any given fiscal year.

- a. Each undergraduate council shall have one or more council advisors.
- b. The college or university council shall select the advisor with sanction from the institution. This may be in addition to the paid staff member of the college or university assigned to advise council activities.
- c. Advisors shall be active with their respective local chapters of the affiliate fraternities and sororities.

Section 3. Alumni councils shall be established in a geographical area (city, county , region) and will be composed of representatives of at least two of the recognized member Greek Letter organizations. Once established, a local council with fewer than two representatives of the affiliate fraternities and sororities participating, must request and receive from the Executive Director special dispensation to function in any given fiscal year.

Section 4. Multiple local chapters of one affiliate fraternity or sorority may belong to the same local council. The bylaws of the local council must determine an equitable voting structure to accommodate such arrangements.

Section 5. A local chapter of an affiliate fraternity or sorority may retain membership in only one local council at the same time.

Section 6. Undergraduate and alumni councils of the NPHC shall be comprised of representatives of chapters that are active with their respective national organization and whose respective national organization is an active member of the NPHC.

ARTICLE II - REGIONS

Section 1. The NPHC shall observe the regions established by the Executive Board of Directors.

Section 2. Regions shall adopt bylaws which are not inconsistent with the Bylaws of the NPHC. The Executive Board of Directors must approve the bylaws of regions, before said bylaws become operative.

Section 3. Regions shall elect officers for the management and execution of regional affairs.

Section 4. Regions shall hold meetings in a year when the National Convention does not meet.

Section 5. Regions shall prepare an annual budget for the conduct of its affairs and shall submit an annual financial report for the previous year to the National Budget and Finance Committee by January 31 of the ensuing year.

ARTICLE III - DUTIES OF OFFICERS

Section 1. Elected Officers

- a. President. The President shall serve as Chairperson of the Executive Board of Directors; preside at all meetings of the Executive Board of Directors and the National Convention; appoint the chairperson and members of all committees and serve as ex-officio member of all committees, with the exception of the nominating committee; approve all vouchers for expenditure of the budgeted funds; and perform the duties which are usually executed by the chief officer.
- b. First Vice President. The First Vice President shall assist the President in the performance of duties and preside in the absence of the President; coordinate activities of local councils; and assist in the chartering of new local councils.
- c. Second Vice President. The Second Vice President shall assume the duties of the First Vice President, in the absence or incapacitation of the First Vice President, shall coordinate the activities of the local undergraduate councils and shall perform such other duties as may be assigned.

- d. Third Vice President. The Third Vice President shall assume the duties of the Second Vice President in the absence and incapacitation of the First Vice President and perform other duties as may be assigned.
- e. Secretary. The Secretary shall attend all meetings of the Executive Board of Directors and the National Convention and shall keep a true and accurate record of the proceedings of the meetings. The Secretary shall file and preserve all important records, documents, reports and communications.
- f. Treasurer. The Treasurer shall keep correct and complete records of accounts, showing accurately the financial condition of the NPHC. The Treasurer will receive all revenues from the office of the Executive Director and deposit all funds in the NPHC's bank account or other depositories designated by the Executive Board of Directors. The Treasurer shall furnish a statement of the financial condition of the NPHC at meetings of the Executive Board of Directors, or whenever requested by the Council of Presidents or the NPHC President.

Section 2. Appointed and Other Officers

- a. Historian. The Historian shall collect and compile historical data pertaining to the NPHC and the affiliate fraternities and sororities.
- b. Parliamentarian. It shall be the duty of the Parliamentarian to assist the presiding officer in the interpretation of the Constitution and Bylaws and to serve as the Chairperson of the Constitution and Bylaws Committee.
- c. Legal Counsel. It shall be the duty of the Legal Counsel to advise the National President and the Executive Board of Directors as may be required.
- d. Executive Director. The Executive Director of the NPHC shall be responsible for the day-to-day operation of the International Office of the NPHC. The Executive Director shall receive and issue receipts for funds; and issue all vouchers for the expenditures of funds. The President shall approve all vouchers.
- e. Regional Directors. The Regional Directors of the respective regions shall be the chief operating officers of the regions which elected them.

Section 3. Eligibility and Terms for Officers

- a. Official delegates from the local councils and affiliate fraternities and sororities shall be eligible for election to any office of the NPHC.
- b. The officers shall be elected by plurality vote. Voting shall be by secret ballot.

- c. The term of office for each officer shall be for two years. Any officer shall be eligible to succeed himself/herself once in any given office, except that Section 3(d) is controlling.
- d. The offices of Second Vice President and Third Vice President shall be filled by an undergraduate student below the senior level who has at least one full academic year remaining in school at the time of election.
- e. The Regional Directors shall be elected at their respective Regional Conferences.
- f. Candidates for office must be present at the National Convention or Regional Conference where they are elected.
- g. Candidates for office must be financial with the local chapter of the affiliate fraternity and sorority and the chapter must be a member in good standing with a local council of the NPHC.
- h. Each candidate for office, except the Second Vice President and Third Vice President, must have attended at least two of the last three National Conventions and one of the last two Regional Conferences held previous to the nomination.
- i. Candidates for office must be available to travel to national meetings and perform duties of the office.

ARTICLE IV - EXECUTIVE BOARD

Section 1. Duties. The Executive Board of Directors shall deliberate on those matters which are referred to it by the Council of Presidents or which have been vested in it by the Council of Presidents. It shall have the duty to approve the time and place of the National Convention and ensure that an election of officers is conducted at the National Convention. It shall also have the authorized duty to employ or appoint an Executive Director of the NPHC. It shall also establish regions.

ARTICLE V - COMMITTEES

Section 1. Standing Committees

- a. Program. It shall be the duty of the Program Committee to recommend projects and/or activities to be jointly implemented by councils and affiliate organizations; and to plan and coordinate projects and/or activities approved by the National Convention.
- b. Budget and Finance. It shall be the duty of the Budget and Finance Committee to: plan and recommend a budget to the Executive Board of Directors; and recommend financial policies to the Executive Board of Directors.

- c. Membership. It shall be the duty of the Membership Committee to: develop and promote a program to increase the number of active undergraduate and alumni councils; and promote the interests and concerns of the members of the NPHC.
- d. Nominating. It shall be the duty of the Nominating Committee to receive nominations of persons to serve as officers of the NPHC from councils and affiliate fraternities and sororities and to prepare a slate of candidates for office to be presented to the National Convention.
- e. Election. It shall be the duty of the Election Committee to develop guidelines for elections to be held at the National Convention; perform all duties related to the election at the National Convention; and tabulate the votes and report same to the National Convention.
- f. Constitution and Bylaws. It shall be the duty of the Constitution and Bylaws Committee to receive and evaluate recommendations for changes in the Constitution and Bylaws and present recommended changes to the National Convention.

ARTICLE VI - FINANCE

- Section 1.** Dues and Fees. All regular dues and assessments are due in the office of the Executive Director by not later than January 31 of each year. Dues and assessments received after February 15 will be assessed a late fee. The late fee shall be determined by the Executive Board of Directors and approved by the Council of Presidents.
- Section 2.** Reactivation. Any affiliate fraternity or sorority or any local council which has been unfinancial for one year or more will be required to pay a reactivation fee. The reactivation fee shall be determined by the Executive Board of Directors and approved by the Council of Presidents.
- Section 3.** Accounting. The financial accounts of the NPHC shall be audited by a certified public accountant annually and shall be submitted to the Executive Board of Directors and to the Council of Presidents.
- Section 4.** Bonding. All officers of the NPHC who handle funds shall be bonded at a level sufficient to cover the amount of funds they are expected to handle.

ARTICLE VII - LIABILITY

- Section 1.** The NPHC disavows responsibility of National Officers for actions of local councils or individual council members who aide in violation of both the letter and the spirit of the Constitution and Bylaws.

ARTICLE VIII - AUTHORIZATION

Section 1. The President of the NPHC is authorized to speak on behalf of the organization. The President shall authorize any others speaking on behalf of the NPHC.

ARTICLE IX - PARLIAMENTARY AUTHORITY

Section 1. The latest edition of Robert's Rules of Order shall govern in all matters not provided for in this Constitution and Bylaws of the NPHC.

ARTICLE X - AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds vote of the Council of Presidents.

ADOPTED AT THE 60th GENERAL CONVENTION
February 20, 1999, Third Plenary Session
Greg Austin, National President
Cynthia E. Willis, National Secretary