

**BYLAWS
OF
PHI ALPHA HONOR SOCIETY**

Prepared by:

Jeannette Smith Tysinger
Attorney/MBA
Hunter, Smith & Davis, LLP
100 Med Tech Parkway, Suite 110
Johnson City, TN 37604-2369
Phone: (423) 283-6320/Fax: (423) 283-6301

BYLAWS
OF
PHI ALPHA HONOR SOCIETY
TABLE OF CONTENTS

Article I. NAME..... 1

Article II. HISTORY 1

Article III. MISSION 1

Article IV. PURPOSES AND OBJECTIVES..... 1

Article V. MEMBERSHIP IN CHAPTERS 2

Section 5.01 Membership in Phi Alpha Chapters. 2

Section 5.02 Criteria for Membership..... 2

(a) Active Members..... 2

(b) Honorary Members. 4

(c) Payment of Fees..... 4

Section 5.03 Non-Discrimination and Anti-Hazing..... 4

Section 5.04 Payment of Fees to Society..... 4

Section 5.05 Privileges of Membership..... 4

Section 5.06 Resignation..... 5

Section 5.07 Suspension or Termination of Membership..... 5

Section 5.08 Liability Waiver 5

Section 5.09 Voting..... 6

Section 5.10 Voting Changes..... 6

Section 5.11 Chapter Affiliation..... 6

Article VI. CHAPTERS 7

Section 6.01 Establishment of Collegiate Chapters..... 7

(a) Minimum Qualifications 7

(b) International Chapters..... 7

(c) Procedure 7

Section 6.02 Other Chapter Types..... 8

Section 6.03 Chapters in Good Standing..... 8

Section 6.04 Chapters Not in Good Standing/Inactive Chapters..... 8

(a) Automatic Probation..... 8

(b) General Probation..... 9

(c) Suspension..... 9

(d)	Termination.....	10
(e)	Automatic Suspension.....	11
(f)	Automatic Termination.....	11
(g)	Suspension or Termination of Chapter Membership/Notice.....	11
Section 6.05	Reporting of Meetings.....	11
Section 6.06	Officers and Advisors.....	11
(a)	Required Collegiate Officers.....	11
(b)	Additional Officers.....	11
(c)	Qualifications.....	11
(d)	Mentors.....	11
(e)	Faculty Advisor.....	12
(f)	Chapter Board of Directors and Officers.....	12
Section 6.07	Chapter Constitution and Bylaws.....	12
Section 6.08	Dues.....	12
Section 6.09	Designation of Chapters.....	12
Section 6.10	Annual Meeting of the Chapters.....	12
Section 6.11	Special Meetings of Chapters.....	12
Section 6.12	Place of Special Meetings.....	12
Section 6.13	Notice of Meetings of Chapters.....	13
(a)	Annual Meetings.....	13
(b)	Special Meetings.....	13
(c)	Mailing.....	13
(d)	Waiver.....	13
(e)	Adjourned Meetings.....	13
(f)	Notice of Automatic Proxy.....	13
Section 6.14	Quorum.....	14
Section 6.15	Proxies.....	14
Section 6.16	Voting of Chapters.....	14
Section 6.17	Automatic Proxy/Failure to Vote.....	14
Section 6.18	Resignation.....	15
Section 6.19	Independence.....	15
Section 6.20	Tax Reporting.....	15
Section 6.21	Liability Waiver.....	15
Article VII.	SOCIETY BOARD OF DIRECTORS	16
Section 7.01	General Powers and Duties.....	16

Section 7.02	Number, Election, Tenure and Qualifications.....	16
(a)	Number.	16
(b)	Election.	16
(c)	Term.....	17
(d)	Qualifications.....	17
(e)	Contract Rights.	17
Section 7.03	Resignation.....	17
Section 7.04	Removal of Director.....	17
Section 7.05	Vacancy.....	18
Section 7.06	Compensation.....	18
Section 7.07	Regular Meetings.	18
Section 7.08	Special Meetings.	18
Section 7.09	Place for Meetings.	18
Section 7.10	Notice of Meetings.....	18
(a)	Regular Meetings.	18
(b)	Special Meetings.	18
(c)	Mailing.....	18
(d)	Waiver.....	19
(e)	Adjourned Meetings.....	19
Section 7.11	Electronic Conference Meetings.....	19
Section 7.12	Quorum and Voting.	19
(a)	Quorum.	19
(b)	Voting.	19
Section 7.13	Information Action By Directors.	19
(a)	Action Without a Meeting.....	19
(b)	Effective Date.	20
(c)	Effectiveness.....	20
Section 7.14	Standing Rules and/or Policies.....	20
Article VIII.	SOCIETY OFFICERS	20
Section 8.01	Qualifications	20
Section 8.02	Required Officers.....	20
(a)	Chairperson.	20
(b)	Vice Chairperson.....	20
(c)	Secretary.	20
(d)	Treasurer.	21

(e)	Board Members-at-Large.....	21
(f)	Executive Director.....	21
(g)	Other Officers.....	21
Section 8.03	Election and Term of Office.....	22
(a)	Election.....	22
(b)	Term of Office.....	22
(c)	Contract Rights.....	22
(d)	Multiple Offices.....	22
Section 8.04	Removal.....	22
Section 8.05	Resignation.....	22
Article IX.	COMMITTEES.....	22
Section 9.01	Establishment of Committees.....	22
Section 9.02	Committees and Their Duties.....	23
(a)	Awards Committee.....	23
(b)	Nominating Committee.....	23
(c)	Ad Hoc Committees.....	23
Section 9.03	Vacancy.....	23
Section 9.04	Powers.....	23
(a)	Meetings.....	23
(b)	Consent to Committee Actions.....	23
Article X.	INDEMNIFICATION.....	24
Section 10.01	Permissive Indemnification.....	24
Section 10.02	Mandatory Indemnification.....	24
Section 10.03	Expenses of Successful Defense.....	24
Section 10.04	Employee Benefit Plan.....	24
Section 10.05	Contract Right; Board Approval of Indemnity.....	25
Section 10.06	Prohibited Indemnification.....	25
Section 10.07	Determination That Indemnification Is Proper.....	25
Section 10.08	Proportionate Indemnity.....	26
Section 10.09	Expense Advance.....	26
Section 10.10	Non-Exclusivity of Rights.....	26
Section 10.11	Indemnification of Employees and Agents of the Society.....	26
Section 10.12	Former Directors and Officers.....	26
Section 10.13	Insurance.....	27
Section 10.14	Changes in Tennessee Law.....	27

Article XI.	LIMITATION OF AND IMMUNITY FROM ACTIONS FOR BREACH OF FIDUCIARY DUTY	27
Section 11.01	Immunity.....	27
Section 11.02	Removal of Immunity.	27
Article XII.	GENERAL STANDARDS OF CONDUCT.....	27
Section 12.01	Standards of Conduct for Directors and Officers.....	27
Section 12.02	Conflict of Interest Transaction.	27
Section 12.03	Loans to Directors and Officers.	28
Article XIII.	CONFLICT OF INTEREST POLICY.....	28
Section 13.01	Purpose of Conflict of Interest Policy.....	28
Section 13.02	Definitions.....	28
Section 13.03	Procedures.....	29
Section 13.04	Violations of the Conflict of Interest Policy.	29
Section 13.05	Records of Proceedings.....	30
Section 13.06	Compensation.....	30
Section 13.07	Statements.	30
Section 13.08	Periodic Reviews.....	30
Article XIV.	LIABILITY FOR UNLAWFUL DISTRIBUTIONS.....	31
Section 14.01	Director Liability.....	31
Section 14.02	Contribution.	31
Article XV.	CONTRACTS, LOANS, CHECKS AND DEPOSITS; CORPORATE ACTS.....	31
Section 15.01	Contracts.	31
Section 15.02	Loans.....	31
Section 15.03	Checks, Drafts, etc.	31
Section 15.04	Deposits.....	31
Section 15.05	Voting of Securities Owned by the Society.	32
Section 15.06	Contracts between Society and Related Persons.....	32
Article XVI.	FISCAL YEAR.....	32
Article XVII.	SEAL.....	32
Article XVIII.	ETHICS.....	32
Article XIX.	AMENDMENTS	32
Article XX.	PARLIAMENTARY AUTHORITY	33
Article XXI.	DEFINITIONS.....	33
Article XXII.	CONTINUATION OF SOCIETY	33
Article XXIII.	ADOPTION	34

BYLAWS
OF
PHI ALPHA HONOR SOCIETY

These are the Bylaws of Phi Alpha Honor Society, also referred to as the “Constitution” of Phi Alpha Honor Society, and by becoming a member of a local chapter of Phi Alpha Honor Society or otherwise affiliated with the same, you agree to abide by the contents herein.

Article I. NAME

The name of the organization is Phi Alpha Honor Society, herein referred to as “Phi Alpha” or the “Society.” Phi Alpha is a nonprofit corporation, now chartered under the laws of the state of Tennessee. Phi Alpha was formerly an unincorporated association known as “Phi Alpha Honor Society” or “Phi Alpha Honor Society for Social Work.”

Article II. HISTORY

Phi Alpha Honor Society was an unincorporated association established in the State of Michigan in 1962 after six collegiate social work groups formed a National Honor Society Committee in November of 1960. For more than a year, this committee worked on the constitution and other administrative matters. The name Phi Alpha was adopted from the local chapter existing at Florida State University. The constitution and formal organization were completed in 1962, and six chapters qualified to become "charter chapters." The charter chapters were Florida State University, Michigan State University, Ohio North University, Central State College, University of Dayton, and the University of Tennessee. Phi Alpha offers membership to social work students, faculty and practitioners. Phi Alpha was incorporated in the State of Tennessee, where its principal executive office is located, in April of 2018.

Article III. MISSION

The purpose of Phi Alpha is to provide a closer bond among students of social work and promote humanitarian goals and ideals. Phi Alpha fosters high standards of education for social workers and invites into membership those who have attained excellence in scholarship and achievement in social work.

Article IV. PURPOSES AND OBJECTIVES

- To recognize and promote scholastic achievement in graduate schools of social work and departments offering an undergraduate major in social work and accredited by the Council on Social Work Education.
- To improve and further the goals and objectives of social work in the community, state, nation and world by:
 - Encouraging objectivity and awareness of current developments and practices in the various fields of social work;

- Developing active communication and positive working relations among schools of social work, undergraduate programs, professional social workers, and the general public;
- Stimulating interest in preparation for a career in social work; and
- Furthering research and study in social work.
- To recognize those professional social workers whose service and leadership are held in esteem.
- To provide scholarships for certain students to further their studies in the field of social work.
- To cooperate with other organizations that have similar goals and ideals.

Article V. MEMBERSHIP IN CHAPTERS

Section 5.01 Membership in Phi Alpha Chapters.

Phi Alpha has Chapter Members who are local chapters of Phi Alpha and who consist of collegiate, alumni, professional, faculty, advisor, and honorary members ("Members") as set forth below. "Chapter Members" may also be referred to as "local chapters" or "chapters" within these Bylaws. Unless otherwise designated, all references to meetings of Members and other related provisions within this Article V shall apply to both Active and Honorary Members.

Section 5.02 Criteria for Membership.

Members shall meet the following minimum criteria for membership. Any chapter, at its discretion, may establish higher or additional criteria, but below is the minimum criteria. Any individual applying for membership shall complete any application procedure required. Any controversy concerning membership approval, categories, or criteria will be resolved by the Society Board of Directors, which has final authority and sole and absolute discretion in this regard.

(a) Active Members.

Members who have paid the one-time international fees and meet the qualifications for an active member classification shall be active members of the Society. Advisor Members shall also be active members of the Society, even though an Advisor Member may not have paid the international fees, since Advisor Member international fees are waived as hereinafter provided under (v) hereinafter.

(i) Collegiate Members.

Collegiate members shall be students enrolled in undergraduate, graduate or doctoral programs at the time of initiation and have been recommended for membership by their local chapter who paid international fees.

a) Undergraduate Students.

Undergraduate students shall be enrolled in the institution represented by the chapter, have declared a major in social work, have completed 9 semester hours of required social work courses or at least 37.5% of the total hours/credits required for the degree, whichever is later achieved, and rank in the top 35% of their class.

b) Graduate Students

Graduate students shall be enrolled in a graduate program in social work, have completed 9 semester hours of required social work graduate courses or at least 37.5% of the total hours/credits required for the graduate degree, whichever is later achieved, and rank in the top 35% of their class.

- c) **Doctoral Students**
 Doctoral students shall require a masters in social work or related discipline, be enrolled in a doctoral program in social work, have completed 9 semester hours of required social work doctoral courses or at least 37.5% of the total hours/credits required for the doctoral degree, whichever is later achieved, and rank in the top 35% of their class.
 - d) **Invitational Only**
 Collegiate Members are admitted upon meeting criteria and by invitation only from the local collegiate chapter at the college or university where the Collegiate Member attends school at time of membership.
 - e) **Requalification**
 If any other classification of Member (listed herein below) qualifies to become a Collegiate Member, then such Alumni, Professional or Faculty Member shall request that the local collegiate chapter admit said Member as a Collegiate Member, which would enable such Member to serve as a collegiate officer. Notwithstanding the above, any Member who desires to become a Collegiate Member must not also be a tenured professor in social work at the college at which said Member is seeking collegiate membership.
- (ii) **Alumni Members.**
 Alumni Members shall be a lifetime member who wishes to remain engaged. Alumni Members shall be affiliated with a collegiate chapter. Any Alumni Member must have been a Collegiate Member and automatically becomes an Alumni Member upon graduation or transfer to a college or university without an active collegiate chapter as long as he/she was a Collegiate Member in good standing at the time of such graduation or transfer.
 - (iii) **Professional Members.**
 Professional Members who met their collegiate chapter's criteria, but did not apply for membership while in college, or meet the current collegiate chapter's criteria if such chapter was not active or institute during their attendance at said college, may apply for membership through their alma mater's active collegiate chapter. Professional Members must have graduated from said school with a degree in social work and be employed in a position for which said degree is required or highly desirable to apply for membership.
 - (iv) **Faculty Members.**
 Faculty Members shall be a member of the faculty or has a professional designation (e.g., Director of Field Instruction) within the university or college that has a collegiate chapter. Faculty Members apply for membership through said college's chapter. Faculty Members must be employed full-time by said college or university and have at least a Master's Degree in social work. If a faculty member intends to become a Phi Alpha Member for the purpose of serving as a chapter advisor, they qualify as an Advisor Member as long as said faculty member is on the faculty of the college or university to which collegiate chapter he or she plans to advise.
 - (v) **Advisor Members.**
 Advisor Members shall be the advisor of a collegiate chapter at the time of membership and shall meet the requirements of at least one of the other categories of active membership listed hereinbefore. While a Member is serving as an advisor, that Member is an Advisor Member and must remain so during the entire time said Member serves as an advisor. Advisor Members are not required to pay the international fees, but may be required to pay any local chapter dues in the chapter to which they are an advisor other than international fees that such local chapter

assesses to each active Member. If an Advisor Member is no longer an advisor, then such membership shall convert to the membership type under which Advisor Member qualified at such time of membership, but no assessment of international fees shall be assessed upon such Advisor Member's conversion to other active membership.

(b) Honorary Members.

Honorary Members shall be persons, other than students, outside the Society who have provided distinctive contributions to the field of social work and are granted only by the sole permission of the Society. These membership are honorary and do not have voting rights. Honorary Member are almost always bestowed by local collegiate chapters, but the Society shall also have the right, but not the obligation, to bestow such Honorary Member membership since such membership does not contain the right to vote and will assign such Honorary Member a local chapter for affiliation.

(c) Payment of Fees.

Each active Member other than Advisor (Collegiate, Alumni, Professional, or Faculty) is required to have submitted the international fees to the Society through the local chapter to which they are affiliated prior to being declared a Member of Phi Alpha or having any privileges of such membership. Advisor Members' international fees are waived, but if such Advisor Member has already paid the international fees prior to becoming an Advisor Member, then no refund will be issued. Each local chapter determines the amount of local dues, if any, that each membership class shall pay to said local chapter. Since Honorary Members do not vote and their membership is honorary, there are no international fees or dues assessed to Honorary Members. If an Honorary Member desires to become an active member, said Honorary Member must (i) declare their intent to qualify for active membership and the type of membership requested to their local collegiate chapter, (ii) meet the qualifications for the requested type of active membership, and (iii) pay the appropriate international and local dues for such membership in the same manner as any other person apply for active membership of that particular membership classification.

Section 5.03 Non-Discrimination and Anti-Hazing.

Membership in the Society is open to qualified candidates, including persons with disability, without regard to age, color, gender, gender identity, gender expression, national origin, race, religion, and/or sexual orientation. No undue social pressure, hazing, bullying or harassment (collectively "Hazing") shall be used to ensure invitation or acceptance of membership by any Chapter or Chapter member(s). All Chapters and their members, regardless of classification, shall comply with the Chapter's university's non-discrimination and anti-hazing policies.

Section 5.04 Payment of Fees to Society.

Each local chapter is required to submit international fees for any new member to the Society prior to any rights or benefits of membership being given to such Member. Membership is not conferred upon any active Members prior to a notice of approved membership (which notice shall include the individual's full name, membership classification, and confirmation of each qualification required for said membership classification, including additional local chapter qualification requirements) and the international fees being submitted by Chapter Member and received by the Society.

Section 5.05 Privileges of Membership.

Active members shall have the right to vote, hold office in the Society (though only Collegiate Members may be officers in any collegiate chapter), be elected or appointed to committees of the Society provided

other uniform criteria are met, and have such other privileges as the Board of Directors shall determine. Collegiate Members may also be elected or appointed to committees of the chapters to which the members belong provided other uniform criteria are met, with other active Members being able to serve as non-voting members of said committees. Honorary Members shall have all the privileges of active members except the right to vote, hold office, or serve on committees.

Section 5.06 Resignation.

A Member desiring to resign from the Society shall submit such resignation in writing to the Executive Director and the President of their local chapter. Any Member having resigned from membership may be reinstated upon application to the Executive Director and upon meeting such uniform terms and conditions as may be established by the Board of Directors. Resignation does not entitle the Member to a return or refund of any international fee or local chapter due.

Section 5.07 Suspension or Termination of Membership.

Membership in the Society may be suspended or terminated by the Board of Directors for just cause. Sufficient cause for such suspension or termination of membership may result from violation of these Bylaws or any lawful rule or practice adopted by the Society or other conduct deemed by the Board of Directors to be prejudicial to the best interests of the Society. A statement of the charges shall be sent by registered mail to the last recorded address of the member, accompanied by notice of the time and place of the meeting at which the charges are to be considered. At least thirty (30) days' notice shall be given, and the member shall have the opportunity to appear in person, by teleconference, or to be represented by counsel and to present any defense to such charges before action is taken by the Board of Directors. Pending the outcome of the Board's decision regarding suspension, the Member shall be deemed to be "inactive" and not allowed to vote on any chapter or Society matter. The Board may adopt such rules as may be necessary to assure due process to the Member. The decision for suspension or termination shall be by a two-thirds vote of the Board of Directors. A Member is also automatically suspended and/or terminated if his/her local chapter suspends or terminates said Member's membership. A member suspended or terminated for just cause or by his or her local chapter or by the Board of Directors of the Society shall not be entitled to return of chapter dues or international fees. Any hearing concerning the suspension or termination of a Member may coincide with any other hearing related to the matter, including with other Members or the subject chapter.

Section 5.08 Liability Waiver

By joining a Chapter and/or Phi Alpha, each Member understands that participation in any one particular chapter activity is purely voluntary and is not a part of the university academic curriculum or Phi Alpha Honor Society requirements (though there may be requirements regarding by Phi Alpha or a local chapter regarding participation in a certain amount of volunteer activity related to social work). In consideration of a university, a local chapter, or Phi Alpha making any funds, equipment and/or facilities available for the chapter's activity or otherwise organizing the same, and in consideration of Member becoming a Member of Phi Alpha and the local chapter, said Member hereby releases Phi Alpha Honor Society, the local chapter, the affiliated university, the affiliated university's governing body, their successors, assigns, Trustees, officers, agents, volunteers and employees from any and all claims, demands and causes of action whatsoever, in any way growing out of or resulting from said Member's or other person's participation in the activity of the local chapter. The Member further agrees that he/she understands that the activity of the local chapter may involve substantial risk and could lead to bodily injury, illness, paralysis, permanent disability, death, property damage and other dangers associated with participation. Involvement in the activity could also result in injury or death while traveling to and from

the chapter activity. When activities are physically demanding or athletic in nature other risks associated with participation could include but are not limited to: respiratory failure, spine and neck injuries (either of which could result in paralysis), concussion, heart failure, broken bones, heat stroke, heat cramp, heat exhaustion, hypothermia, frostbite, stroke, convulsion, unconsciousness, abrasions, fainting, sudden illness, cramps, and shortness of breath or with respect to water activities, there is also the risk of drowning. It is the responsibility of the individual participant to assess these risks, consider his/her personal knowledge of and ability to safely participate in each activity prior to participation. The Member agrees that he or she is solely responsible for any cost arising out of any bodily injury or property damage sustained through participation in normal or unusual activities of the local chapter or Phi Alpha. The Member is encouraged to obtain adequate bodily injury, health, and/or property damage insurance coverage, and understands that Phi Alpha Honor Society, the local chapter, or the affiliated university may not provide any insurance coverage; all injuries suffered during participation in a Phi Alpha and/or local chapter activity are solely their own financial responsibility and not the responsibility of Phi Alpha Honor Society, the local chapter, or the affiliated university. If injured while participating in this activity, the Member agrees to seek medical attention at his or her own cost and responsibility.

Section 5.09 Voting.

Only Active Members are eligible to vote on matters in their local chapter. Said Member must be a member of said local chapter to be eligible to vote in that chapter. Each Member may only vote as one type of Member at any time. Each Member may only vote in the local chapter in which there are officially affiliated under their current classification of membership in said local chapter. Each Member is entitled to one vote upon each matter submitted to a vote for which there is not a conflict of interest for said Member. Each Member may vote either (in order of highest priority and preference) (i) in person, (ii) by electronic means as dictated by the chapter (i.e., vote by survey monkey or other electronic voting, but only if the chapter sets such electronic voting for all members of the chapter even if “in person” voting is also allowed for said matter), (iii) by absentee ballot (whether by paper or email ballot), (iv) by proxy (said proxy being given to an officer or advisor of the chapter), or (v) by proxy (said proxy being given to another Member of the chapter); but said Member may only use one method of voting per matter voted upon. If multiple methods are used by any Member to vote on a single matter, then the chapter may, in its discretion applicable to all Members that use multiple methods to vote on a single matter, choose to (i) refuse to recognize all votes of that Member on that matter or (ii) count only the vote with the highest level of priority and preference. Duplicate voting is not allowed and only one vote may be cast per Member on any matter. Advisors shall consult the Society’s Advisor/Chapter Handbook regarding local chapter input.

Section 5.10 Voting Changes.

The Society may at any time change the overall method of voting or the eligibility of certain types of membership to vote. On an individual Member level, the Society may change the criteria for a chapter or person to be in good standing. The Society or the local chapter may suspend or terminate an individual member for cause.

Section 5.11 Chapter Affiliation.

Each Member must be affiliated with a local chapter. The default chapter to which a Member belongs and is eligible to vote is the collegiate chapter where the Member was first granted membership. If a Member moves to an area where a local chapter is within a reasonable distance of said Member’s primary workplace and/or residence, then said Member may transfer chapters to the new local chapter upon submission of the request to transfer to the new local chapter and notification of transfer to the old

chapter. After such documentation has been received by both chapters, the transfer of affiliation is complete and the Member is now a member of the new local chapter. During such time as the Member is waiting for both chapters to receive the transfer documentation, said Member may continue to vote in the original collegiate chapter until said Member is notified that said transfer is complete by the collegiate chapter to which Member is requesting transfer. Honorary Members are only affiliated with the chapter that granted such honorary membership; however, if an Honorary Member becomes an active Member, then such Honorary Member's membership classification will change and he/she is eligible to transfer chapters under this Section.

Article VI. CHAPTERS

Section 6.01 Establishment of Collegiate Chapters.

(a) Minimum Qualifications

A chapter of the Society shall be established only at a university (a college or other graduate study program is included within the definition of "university" if accredited by the Council on Social Work Education) with a graduate or undergraduate program accredited by the Council on Social Work Education. A chapter of the Society may also be established at a university with a doctoral program in Social Work (which university does not otherwise qualify as indicated herein) on a case by case basis in the sole, absolute, and unreviewable discretion of the Society. A chapter of the Society may also be established at a university which is in candidacy for accreditation (which university does not otherwise qualify as indicated herein) on a case by case basis in the sole, absolute, and unreviewable discretion of the Society, but such chapter shall be probationary until such candidacy is approved. If the candidacy is not approved or otherwise terminated prior to full accreditation, then the previously approved chapter shall be suspended, subject to termination, until such time as candidacy is approved or the chapter is terminated.

(b) International Chapters

A group desiring a charter for a collegiate chapter of the Society may apply to the Society to be established in the same manner as Section 6.01(a) if the university meets all other qualifications therein other than having a program accredited by the Council on Social Work Education if such Council does not accredit universities in that country, province, or territory (collectively known as "International Chapters," even if such university is not outside of the United States or its territories, and shall not apply to any international chapter that would otherwise meet the requirements of Section 6.01(a).) The Society may consider on a case by case basis in its sole, absolute, and unreviewable discretion whether such university's social work program(s) meets the intent of the requirements and high standards of the Society, including, but not limited to: accreditation by another respected accreditation body; widely respected education program in the country, province or territory in which the university is located; reciprocity with social work programs which are accredited by the Council on Social Work Education; and such other criteria that the Society may establish with regard to International Chapters.

(c) Procedure

A group desiring a charter for a collegiate chapter shall petition the Board of Directors of the Society. Such petition shall include, at a minimum, all information evidencing the group meeting the minimum requirements listed herein in this Section 6.01, approval and acceptance of the chapter by the university, and such other information and requirements as the Board may require during the application, review, and/or approval process. The qualifications of such petitioning

groups shall be examined by the Board of Directors and additional evidence may be requested by the Board in its sole and absolute discretion. A two-thirds vote of Board of Directors shall be required for a charter to be granted. Any Chapter applying for membership in the Society shall complete any application procedure as defined by the Society's Board of Directors, who has final approval authority. Any controversy concerning membership approval, categories, or criteria will be resolved by the Board of Directors, which has final authority and sole and absolute discretion in this regard.

Section 6.02 Other Chapter Types.

Currently, the Society only has collegiate chapters. However, the Society may promulgate rules and/or procedures for the establishment of other types of chapters. This might include alumni or professional chapters, as well as others, in the Society's sole and absolute discretion. Upon establishment of such new types of chapters being available nationwide, these Bylaws will be amended to detail such rules, requirements, and procedures for such new chapters. The Society may provide for a smaller number of test chapters without the amendment of the Bylaws under a committee of the Board of Directors to determine if such new chapter type is feasible or desirable. Any such test chapter, whether one, multiple or all, may be dissolved and terminated at any time by the committee of the Board of Directors of the Society for any, or no, reason, even if other test chapters are allowed to continue or new test chapters are started.

Section 6.03 Chapters in Good Standing.

A chapter in good standing shall comply with the Bylaws, shall comply with any rules, regulations or handbooks published by the Society, shall hold elections annually, shall have at least one (1) meeting each year, shall meet uniform criteria determined by the Board of Directors, shall have at least one active Advisor, shall have filed all required reports with the Executive Director, and shall be current in all financial obligations to the Society. The Board of Directors shall apply uniform criteria to determine those chapters that are not in good standing. Only chapters in good standing shall be eligible to vote and advertise its affiliation with Phi Alpha.

Section 6.04 Chapters Not in Good Standing/Inactive Chapters.

A chapter which is not in good standing may be declared "inactive" and ineligible to vote on Society matters during any period of inactive status. The Board of Directors of the Society may establish different types of inactive chapters and requirements for removal of such inactive status. A chapter under any inactive status shall not be entitled to return of international fees or chapter dues. Currently, the Society recognizes the following types of inactive chapters:

(a) Automatic Probation.

A chapter shall be declared inactive and on automatic probation in the event that any of the following take place: (1) the institution at which the chapter is located fails to meet the requirements listed in this Article VI, (2) the chapter failed to pay any international membership fee when required, (3) the chapter failed to maintain their good standing with the university or any state or local agency, (4) the chapter failed to hold elections for two or more consecutive years, (5) at any time when the chapter does not have an active advisor, or (6) the chapter requests inactive status. So long as a chapter has not been placed on another type of inactive status hereunder by the Board of Directors of the Society, then the chapter shall be automatically reinstated ten (10) days after all such probationary matters have been cured and such satisfactory proof of cure has been submitted to the Society. The chapter may continue to induct new

Members and hold regular chapter business meetings during the automatic probation, but may not participate in any other university or chapter activity as a chapter.

(b) General Probation.

A chapter may be placed on probation by a vote of the majority of the Board of Directors if (1) it fails to meet the criteria for a chapter in good standing, (2) is inactive for two consecutive years under any criteria set forth in Section 6.04(a), (3) has committed any minor or lesser violation of these Bylaws or any lawful rule or procedure adopted by the Society, or (4) has engaged in other conduct deemed by the Board of Directors to be prejudicial to the best interests of the Society. All determinations of probation under this provision shall be in the sole, absolute, and unreviewable opinion of the Society. A chapter may also be placed on probation by the Board of Directors if it fails to continuously remain in good standing for a period of two years after a previous inactive status has been cured. The Board of Directors of the Society will provide any chapter being placed in inactive status by general probation a Notice of Probation. In the Notice of Probation, the Board of Directors of the Society shall provide a reactivation plan for any chapter placed on general probation detailing (a) the infraction causing such probation, (b) a timeline for suspension of the chapter's ability to continue to accept members and/or hold formal chapter meetings, if any, (c) items required to be completed prior to removal of such chapter from probation, and (d) such other items which the Board determines is relevant. The Notice of Probation is deemed received by the chapter within three (3) business days of mailing, at which time the chapter will be deemed inactive, under probation, and subject to the reactivation plan terms and conditions until such time as it is completed in its entirety or the Board rescinds said probation. The chapter shall have thirty (30) days to provide comments to said reactivation plan, which the Board may take under advisement, though is not required to conduct any hearing, additional investigation, or modification to the reactivation plan. If the reactivation plan is to be revised, then the Board will provide a revised reactivation plan within fifteen (15) days of receipt of the chapter's comments. However, the Board hereby reserves the right to modify the reactivation plan at any time for any reason that the Board reasonably feels necessary or desirable. After all provisions of the then current reactivation plan have been completed and proof of such completion is provided to the Board, the Board will reinstate the chapter to being in good standing within thirty (30) days as long as such chapter has not been declared inactive under another provision hereunder.

(c) Suspension.

The Board of Directors may in their sole, absolute, and unreviewable discretion suspend a chapter by a two-thirds (2/3) majority vote. Sufficient cause for such suspension may be violation of these Bylaws or any lawful rule or procedure adopted by the Society or other conduct deemed by the Board of Directors to be prejudicial to the best interests of the Society. The Board of Directors of the Society will provide any chapter being placed in inactive status by suspension a Notice of Suspension. The Notice of Suspension shall be given by the Board of Directors to the chapter in question by registered mail, and is deemed received by the chapter within three (3) business days of mailing, at which time the chapter will be deemed inactive, suspended and all activity of the chapter must cease except to comply with the reactivation plan in place. This shall prevent the induction of any new individual members to the chapter or participation in any activity as a chapter until the suspension is over. In the Notice of Suspension, the Board of Directors of the Society shall provide a reactivation plan for any chapter placed on suspension detailing (a) the infraction causing such suspension, (b) an estimated initial timeline for such period of suspension (which may be shortened or extended by the Board over time as the Board sees fit), (c) a notice

that the chapter may not continue to accept members or hold formal chapter meetings, (d) items required to be completed prior to removal of such chapter from suspension, and (e) such other items which the Board determines are relevant. The chapter shall have thirty (30) days to provide comments to said reactivation plan, which the Board may take under advisement, though is not required to conduct any hearing, additional investigation, or modification to the reactivation plan. Additionally, any chapter which is in suspension may be suspended for failure to maintain itself in good standing at any time during the suspension. Such suspension shall not require a hearing and shall last until such time as the chapter is back in good standing with the Society and the suspension period has expired. After all provisions of the then current reactivation plan have been completed and proof of such completion is provided to the Board, the Board may reinstate the chapter to being in good standing within thirty (30) days upon request of such chapter as long as such chapter has not been declared inactive under another provision hereunder and the Board feels that the suspension period does not need an additional extension or the chapter needs to be placed on probation. If the suspension period is extended by the Board, the Board will provide an additional Notice of Suspension and a date by which the chapter may petition the Board for reinstatement again. If the Board chooses to place the chapter on general probation, then the Board will provide a Notice of Probation under Section 6.04(b) and comply with all such other provision of such subsection.

(d) Termination.

The Board of Directors may determine, in their sole and absolute discretion, by a two-thirds (2/3) majority vote that any chapter which is subject to suspension or under current suspension will be terminated instead. The Notice of Termination shall be given by the Board of Directors to the chapter in question by registered mail, during which time from the date of mailing the chapter will be deemed to be under suspension and all activity of the chapter must cease. In the Notice of Termination, the Board of Directors of the Society shall provide (a) details of the infraction(s) causing such termination, (b) a notice that the chapter may not continue to accept members or hold formal chapter meetings, (c) details of the time and place of the termination hearing at which the charges are to be considered and how the chapter may participate, (d) a notice that if the chapter is not terminated that a Notice of Suspension (as provided for in Section 6.04(c)) will be provided within thirty (30) days of such determination, and (e) such other items which the Board determines are relevant. Within a specifically called termination hearing for any chapter, the Board will determine if, in its sole, absolute and unreviewable discretion, a chapter should be terminated for the benefit of the Society as a whole, for its failure to remain in good standing consistently, for an egregious breach of these Bylaws or any lawful rule or procedure adopted by the Society, or for an action of a member or members which involves a crime of violence, moral turpitude, or an infamous nature. At least thirty (30) days' notice shall be given, and the chapter shall have the opportunity to appear in person or to be represented by counsel and to present any defense to such charges before termination action is taken by the Board of Directors. The Board may adopt such rules as may be necessary to assure due process to the chapter and/or member. A university whose charter with the Society is terminated may apply for a new charter no sooner than two (2) years from the date of termination of the prior charter. The Board is not obligated to reinstall a terminated chapter and any new chapter will require payment of new international fees to the Society. If the chapter is not terminated at the termination hearing, then the Board will provide a Notice of Suspension (as provided for in Section 6.04(c)) to the chapter within thirty (30) days of the conclusion of the termination hearing.

(e) Automatic Suspension.

A chapter will be automatically suspended if the accreditation of its university's social work degree program is suspended or not otherwise in good standing. Such suspension shall continue until such time as the university's social work degree program is reaccredited.

(f) Automatic Termination.

A chapter will be automatically terminated if its university's social work degree program is eliminated from the university degree program or if the university is closed or is the non-surviving entity of a merger with another surviving university with another Society chapter.

(g) Suspension or Termination of Chapter Membership/Notice.

The Board shall notify the university of any suspension or termination within thirty (30) days of such. The Board may choose to notify the university of a probation if the Board determines in its sole, absolute, and unreviewable discretion that such action would be beneficial to the university, the chapter, and/or the Society. The Board is not responsible for enforcing any university censure, probation, suspension or termination, but such university action may be cause for action for some type of inactive status hereunder by the Board and the Board hereby reserves to make determinations based upon the relevant facts and conclusions of the university in its evaluation of such matters. The Members of a suspended or terminated chapter herein may request a transfer of membership to another chapter under Section 5.11 as long as such Member was not a participating member of any infraction which caused said chapter's suspension or termination. Any hearing concerning the suspension or termination of a Member may coincide with any other hearing related to the matter, including with other Members or the subject chapter.

Section 6.05 Reporting of Meetings.

Each chapter shall determine the number of meetings to be held during the year and report the same on the Chapter Annual Report in a format and containing the information required by Phi Alpha. Each chapter is required to have a minimum of one meeting a year to hold elections. The Board of Directors may also require additional reports of a chapter, which may be for all chapters or unique to that chapter, or anywhere in between, depending on various criteria considered by the Board of Directors.

Section 6.06 Officers and Advisors.

(a) Required Collegiate Officers

The officers of each chapter shall consist of a President, a Vice-President, and a Secretary-Treasurer, which shall be Collegiate Members (whether undergraduate, graduate or doctoral students).

(b) Additional Officers

Additional officers may be added to meet the needs of the individual chapters.

(c) Qualifications

The officers of the chapter must be active members who have maintained the scholarship requirements for initiation. The officers of a collegiate chapter must be Collegiate Members.

(d) Mentors

The chapter may have Alumni, Professional, Faculty, or Honorary Members who serve as mentors for the chapter. The Mentor role is advisory only. The officers must conduct all chapter business.

(e) Faculty Advisor

Each chapter is required to have an advisor who is a member of the faculty or has a professional designation (e.g., Director of Field Instruction) within the university. This Advisor should be affiliated with the department that oversees a social work program at that university or college and must be an Advisor Member of the Society.

(f) Chapter Board of Directors and Officers

If the chapter is also a state recognized nonprofit corporation, then said chapter will adhere to state corporation requirements regarding a local board of directors and/or required local officers, if in addition to the ones required herein.

Section 6.07 Chapter Constitution and Bylaws.

Each chapter shall provide for its own regulations by an individual constitution and/or bylaws provided that such are not in conflict with the local, state, and federal statutes. Such constitution and/or bylaws shall not provide any provisions that are in direct or indirect conflict with the Society's Bylaws, rules and/or regulations, and, if any such conflict arises, the Society's Bylaws, rules and/or regulations shall control.

Section 6.08 Dues.

The chapter shall determine chapter dues, but such dues may not be less than the international fees required by Phi Alpha. Such local chapter dues shall be in excess to any international fees which may be required by Phi Alpha.

Section 6.09 Designation of Chapters.

The chapters shall be designated by the Society in the order of their installation according to the letters of the Greek Alphabet.

Section 6.10 Annual Meeting of the Chapters.

An annual meeting of the Chapters shall be held in conjunction with the Council on Social Work Education's Annual Program Meeting. Except as stated herein, the Board or fifty percent (50%) of the Chapters may change the date of the annual meeting by providing notice of the change and notice pursuant to Section 6.13. The date of the annual meeting of the Chapters cannot be changed within the thirty (30) days preceding the date on which the annual meeting is to be held unless consented to in writing, or by resolution adopted at a meeting, by all the Chapters entitled to vote at the annual meeting. The Society shall conduct elections as detailed hereinafter and such other business as may be held at an annual meeting of the members of a nonprofit corporation under Tennessee law. The Treasurer, or such other Board Member or Executive Director as the Treasurer may appoint to do so, shall provide a financial report from the most recently completed fiscal year, unless such report is properly waived by a majority of the Chapter Members at attendance at such annual meeting.

Section 6.11 Special Meetings of Chapters.

Special meetings of the Chapters for any purpose or purposes may be called by the Board or by fifty percent (50%) of the Chapters.

Section 6.12 Place of Special Meetings.

The Board may designate any place for any special meeting of the Chapters called by the Board. For any special meeting of the Chapters called by the Chapters, the Chapters may designate any place for the meeting. The place of the meeting may not be changed within ten (10) days of the meeting except in the

case where the venue becomes unavailable due to *force majeure* or something else outside of the control of the Board or the Chapters who designated the place of the meeting.

Section 6.13 Notice of Meetings of Chapters.

(a) Annual Meetings.

At least ten (10) days, but not more than sixty (60) days, prior to the date fixed for the holding of the annual meeting of Chapters, written or printed notice stating the place, day and hour of the meeting shall be delivered personally, by mail, or by email, to each Chapter of record entitled to vote at such meeting. This notice must include a proxy card which: (1) provides an option for a Chapter to vote by proxy; (2) designates two Members appointed by the Board to vote the membership interest by proxy; and (3) lists each item on which the Chapter Members will vote at such meeting. A Chapter shall have the option of voting by proxy by submitting this proxy card in advance of the annual meeting and indicating an affirmative or negative vote for each listed matter.

(b) Special Meetings.

At least ten (10) days, but not more than sixty (60) days, prior to the date fixed for the holding of any special meeting of Chapters, written notice of the time, place and purpose of the meeting shall be delivered personally, by mail, or by email, to each Chapter of record entitled to vote at the meeting. No business not mentioned in the notice shall be transacted at the meeting. This notice must include a proxy card as set forth in (a) of this Section 6.13.

(c) Mailing.

Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, addressed to the Chapter at the Chapter's address as it appears in the records of the Society or when sent by email to the business email address on record.

(d) Waiver.

Attendance of a Chapter at a meeting of Chapters constitutes a waiver of notice, except when attendance is for the express purpose of objecting to the transaction of any business, at the commencement of the meeting, because the meeting was not lawfully called or convened. Additionally, a waiver of notice in writing, signed by the person or persons entitled to such notice, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of notice.

(e) Adjourned Meetings.

Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

(f) Notice of Automatic Proxy.

The Board may prescribe an automatic proxy as detailed in Section 6.17 (Automatic Proxy) if the notice of the meeting/action also contains within it a notice in bold typeface that failure to vote/return a ballot or abstain will result in a certain individual/group being automatically appointed as proxy for the Chapter Member failing to vote/abstain for the purpose of either approving or disapproving an action. Such notice of automatic proxy within the meeting notice must detail the action being considered, must detail whether the automatic proxy will appoint a proxy for or against such action, and must be sent by the Secretary of the Society. For each

action for which an automatic proxy may be considered, notice of the automatic proxy must be given within the notice of meeting with the details required herein. The notice of automatic proxy must be sent to all Chapter Members entitled to vote on an action that are sent a notice of meeting. Actions for which an automatic proxy is not being considered, no notice of automatic proxy needs to be given and, unless otherwise required, does not need to be specifically laid out in the notice of meeting.

Section 6.14 Quorum.

At least ten percent (10%) of the Active Chapters entitled to cast the votes at a meeting, whether physically present or present by written proxy, shall constitute a quorum at the meeting.

Section 6.15 Proxies.

A Chapter entitled to vote at a meeting, or a Chapter wishing to express consent or dissent without a meeting may authorize other persons to act for the Chapters by proxy. A proxy must be registered with the Secretary of the Society at least five (5) business days prior to the meeting in which the vote is taken. Proxy is deemed “registered” when actually received by the Secretary of the Society.

Section 6.16 Voting of Chapters.

Each Active Chapter of the Society is entitled to one vote upon each matter submitted to a vote for which there is not a conflict of interest for said chapter at a meeting of its Chapter Members except as its charter (as approved by the Society) otherwise provides. Chapter Members may also vote in advance of the meeting by submitting their votes by electronic means, absentee ballot, or proxy, using the form provided in the Notice. The Advisor Member for the Chapter Member is the individual who is entitled and required to cast the vote for the Chapter Member. Said Advisor may vote either (in order of highest priority and preference) (i) in person, (ii) by electronic means as dictated by the Society (i.e., vote by survey monkey or other electronic voting, but only if the Society sets such electronic voting method for all Chapter Members who are eligible to vote even if “in person” voting is still allowed for said matter), (iii) by absentee ballot (whether by paper or email ballot as prescribed by the Society received at least five (5) business days prior to the meeting), (iv) by proxy (said proxy being given to an member of the Board of Directors of the Society and said proxy being registered with the Secretary of the Society), or (v) by proxy (said proxy being given to the President or Secretary of the Chapter Member and said proxy being registered with the Secretary of the Society); but said Chapter Member may only use one method of voting per matter voted upon. If multiple methods are used by any Chapter Member to vote on a single matter, then the Society may, in its sole and absolute discretion applicable to all Chapter Members that use multiple methods to vote on a single matter, choose to (i) refuse to recognize all votes of that Chapter Member on that matter or (ii) count only the vote with the highest level of priority and preference. It is assumed that voting by proxy or absentee ballot would be a rare occurrence and only due to unforeseen circumstances. If for some reason, the advisor is unable or unavailable to vote on a matter, then the President of the Chapter Member may cast said vote if at least four (4) members of the Chapter Member sign an affidavit stating that the Advisor Member is unable or unavailable to vote and the reasons for said inability or unavailability and submit such affidavit to the Secretary of the Society within five (5) business days of the meeting. It is assumed that voting by the Chapter Member President would be a rare occurrence and only due to unforeseen circumstances.

Section 6.17 Automatic Proxy/Failure to Vote.

Any action that is to be considered by the Chapter Membership of the Society may be approved or denied by the use of a proxy as detailed in Section 6.15 (Proxies). The Society may require that each

Chapter Member vote on a matter or that a proxy will be automatically be assigned as a result of such Member failing to vote or abstain from the vote due to a conflict of interest. For an automatic proxy to be assigned, the Society must:

- Provide notice to the Chapter Members of the meeting as detailed in Section 6.13 (Notice of Meetings of Chapters);
- Provide a description of action for which the meeting is called;
- Provide notice that an automatic proxy will be assigned for failure to vote/abstain on such action in compliance with Section 6.13(f) (Notice of Automatic Proxy); and
- Provide notice that only those actions for which this procedure was strictly followed in full may be assigned an automatic proxy.

Any matter which is to be considered with potential automatic proxies must follow this procedure, though other actions may be taken at such meeting for which the automatic proxy(ies) do not apply. This automatic proxy shall not override any currently effective proxy, which is properly registered pursuant to Section 6.15 (Proxies), or the Chapter Member's right to vote on a matter at a meeting, though the Society may substitute the automatic proxy if the appointed proxy holder or Chapter Member fails to vote or properly abstain on a matter, even if present at such meeting.

Section 6.18 Resignation.

A Chapter desiring to resign from the Society shall submit such resignation in writing to the Executive Director. Any Chapter having resigned from membership may be reinstated upon application to the Executive Director and upon meeting such uniform terms and conditions as may be established by the Board of Directors.

Section 6.19 Independence

Each Chapter is its own entity. It must meet the requirements set forth in these Bylaws for membership in the Society, but may impose such additional requirements, rules and regulations as it feels necessary for its individual chapter. All actions of the Chapter are its own and, other than the rights and requirements indicated in these Bylaws, the Society has no right or obligation to dictate what actions a Chapter takes (or does not take) to further its purpose or mission. Each Chapter and all of its Members, in consideration of joining Phi Alpha or a local chapter, hereby acknowledges and affirms that each Chapter is solely responsible for its actions and the actions (or inaction) of its members.

Section 6.20 Tax Reporting

Since each Chapter is its own entity as detailed in Section 6.19, each Chapter shall be responsible for any and all tax filings related to its finances. The Society is a non-profit organization under Section 501(a) of the Internal Revenue Code and tax-exempt pursuant to Section 501(c)(3) of the Internal Revenue Code. The local Chapter shall not be included with any tax filing by the Society, including, but not limited to, the Society's filing of the Form 990 (Return of Organization Exempt From Income Tax). The Society is not responsible for the reporting of any income, expense, or other amount to the Internal Revenue Service, state or local taxing authority or any other party for any such amount earned or otherwise related to such local Chapter other than payments of international fees from the local Chapter to the Society as would be detailed on the Society's Form 990.

Section 6.21 Liability Waiver

Notwithstanding anything herein, the local Chapter is required to obtain a liability waiver from each and every participant for any activity sponsored or co-sponsored by it. Said liability waiver must contain at

least the waivers contained in Section 5.08, but may contain such additional and/or modified language as required or allowed by state statute. Phi Alpha is not responsible for any action or inaction by said local Chapter. In consideration of membership in Phi Alpha, said local Chapter hereby holds Phi Alpha harmless for all damages (of any nature), liabilities, costs, expenses, etc. related to or resulting from any local Chapter activity or bylaws, rules and/or regulations, and agrees to indemnify Phi Alpha from all damages, liability, costs and expenses incurred, including, but not limited to, any attorney fees or court costs, in the defense of any such action, whether formal or informal.

Article VII. SOCIETY BOARD OF DIRECTORS

Section 7.01 General Powers and Duties

All corporate powers shall be exercised by, or under the authority of, its Board of Directors. The business, property, and affairs of the Society shall be managed under the direction of its Board of Directors. The Board of Directors shall have general supervision of the Society. The Board of Directors shall develop governing policies for the Society. The Board of Directors shall carefully consider the mission and purpose of the Society while making any decision and no decision shall be made or upheld which does not reasonably promote or enhance such mission and/or one or more of said purposes. The duties of the Board of Directors shall include, but are not limited to, the following: (a) appoint an Executive Director who shall be chief administrator of the Society; (b) cause to be bonded all officers and employees entrusted with property, real or personal, belonging to the Society; (c) cause the financial reports of the Society to be examined annually and at the time shall determine what level of examination is needed; (d) report budget policy and financial status to the Chapters; (e) review the reports of officers and committees of the Society; (f) adopt rules and regulations for the conduct of the affairs of the Society; and (g) perform such other duties as are prescribed or permitted by the laws of the State of Tennessee for a Board of Directors, by these Bylaws, or as reasonably necessary to accomplish the charitable purposes of the Society.

Section 7.02 Number, Election, Tenure and Qualifications.

(a) Number.

The Board of Directors will be composed of eight (8) Directors. Such Directors shall consist of the following individuals:

1. Three (3) Officers as follows:
 - Chairperson of the Board
 - Vice-Chairperson of the Board
 - Executive Director (non-voting)
2. Five (5) Members-at Large

There shall, at all times, be at least three (3), but not more than fifteen (15), Directors.

(b) Election.

All board members, with the exception of the Executive Director, will be elected by the representatives of each individual local chapter by mail, email, or other electronic ballot. The Executive Director of the Society will be appointed by and accountable to the Board and will be a non-voting member of the Board. If the election is by mailed or electronic ballot, in order to be elected, a Member eligible to serve as Director must receive a majority of the valid ballots returned to the Society no later than thirty (30) days after the initial mailing. If the election is not by mailed or electronic ballot, the election will take place at the annual business meeting of the

Members of the Society, where a Member nominated for a directorship must receive a majority of the votes cast by the Chapter Members entitled to vote for Directors. In the event that more than two (2) candidates appear on the ballot and no candidate receives a majority of the votes, a runoff election between the two (2) candidates receiving the most votes shall be conducted with the person between the top two (2) candidates receiving the majority of the votes in the runoff election shall take office.

(c) Term

Each Director shall be designated or appointed for a two (2) year term. The terms of these various Directors may, or may not, be staggered, as the Board of Directors determines from time to time. Each Director shall hold office until his successor shall have been duly elected and shall have qualified or until he or she shall resign or shall have been removed in the manner hereinafter provided. It is intended that Board Members may serve for no more than three (3) consecutive two (2) year terms. Following rotating off the Board for two (2) years following his or her terms, Board Members are eligible for re-election to the Board of Directors. This limitation shall not apply if no Members are willing and able to replace current Directors and shall not apply to the Executive Director, since the Executive Director is usually a non-voting position.

(d) Qualifications

Prior to being eligible for nomination, a person being considered for Director shall have served as a Society officer, committee chair, committee member, chapter adviser, or Society member, and shall have been an active member in good standing for a minimum of twelve (12) months prior to nomination. Directors must be natural persons who are eighteen (18) years of age or older and are Active Members of the Society, but who need not be residents of the State of Tennessee.

(e) Contract Rights.

The appointment or election of a Director does not itself create contract rights.

Section 7.03 Resignation

A Director may resign at any time by delivering written notice to the Executive Director, the Chairperson, or the Secretary. The resignation shall be effective when it is delivered unless the notice specifies a later effective date.

Section 7.04 Removal of Director

A Director may be removed either (1) by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Board of Directors at which a quorum is present; or (2) by a two-thirds (2/3) vote of the Chapter Members of the Society eligible to vote for Directors, present and voting at any regular or special meeting at which a quorum is present, each provided that the notice for such meeting to remove said Director (1) contains a written explanation as to why the Directors is being removed, (2) is sent by certified or registered mail to the last recorded address of the Director, (3) is accompanied by ten (10) days' notice of the time and place of the meeting at which the charter are to be considered by the Board, and (4) details that the Director to be removed may attend such meeting in person, by teleconference, or by legal representative. Such Director to be removed may, but is not required to, attend said meeting for his/her removal and have a reasonable amount of time to speak regarding the removal consideration. Nothing in this section should be construed as requiring that a Director be removed only for cause.

Section 7.05 Vacancy

If a vacancy occurs on the Board of Directors, including a vacancy resulting from a removal or resignation of a Director, the Board of Directors may fill the vacancy, along with the corresponding officer position, with an individual who meets the qualifications for such. Even if the Directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office.

Section 7.06 Compensation.

No Director or Officer, other than a Society employee under a separate employment agreement or arrangement, shall receive compensation for service as such Director and/or Officer to the Society, apart from reimbursement or payment for required travel or authorized purchases and/or expenses.

Section 7.07 Regular Meetings.

The Board of Directors shall meet at least twice a year. The Directors may provide, by resolution, the date, time and place for the holding of additional regular meetings without notice other than such resolution. Meetings may be held either in or out of Tennessee.

Section 7.08 Special Meetings.

The Executive Director, the President or any two (2) Directors may call a special meeting of the Directors. The person or persons authorized to call special meetings of the Directors may fix the date and time for said special meeting.

Section 7.09 Place for Meetings

The place where a meeting is held shall be at the principal office of the Society or at such other place as a majority of the Directors agrees. The place of the meeting may not be changed within two (2) days of the meeting except in the case where the venue becomes unavailable due to *force majeure* or something else outside of the control of the Board or the Directors who designated the place of the meeting.

Section 7.10 Notice of Meetings.

(a) Regular Meetings.

The time and date for a regular meeting shall be set at the most recent regular meeting. If the time and date previously set for the regular meeting is changed, then, at least ten (10) days prior to the date fixed for the holding of a regular meeting, written or printed notice stating the amended place, day and/or hour of the meeting shall be delivered personally, by mail, or by email, to each Director entitled to vote at such meeting.

(b) Special Meetings.

At least two (2) days, but not more than sixty (60) days, prior to the date fixed for the holding of any special meeting of Directors, written notice of the time, place and purpose of the meeting shall be delivered personally, by mail, or by email, to each Director entitled to vote at the meeting. No business not mentioned in the notice shall be transacted at the meeting.

(c) Mailing.

Every notice shall be deemed duly served when the same has been deposited in the United States mail at least three (3) days prior, with postage fully prepaid, addressed to the Director at the Director's address as it appears in the records of the Society or when sent by email to the email address on record.

(d) Waiver.

A Director's attendance at, or participation in, a meeting waives any required notice of the meeting unless the Director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Additionally, a waiver of notice in writing, signed by the person or persons entitled to such notice, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of notice. The waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records.

(e) Adjourned Meetings.

Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

Section 7.11 Electronic Conference Meetings.

The Board of Directors may permit any or all Directors to participate in a regular or special meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. Including, but not limited to, conference telephone calls or web-based meetings. The entire meeting may be conducted through such means. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 7.12 Quorum and Voting.

(a) Quorum.

A quorum of the Board of Directors consists of a majority of the Directors in office immediately before a meeting begins. In no event may the Bylaws authorize a quorum of fewer than the greater of (i) one third of the number of Directors in office or (ii) two (2) Directors.

(b) Voting.

If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present constitutes the act of the Board of Directors. A Director who is present at a meeting when corporate action is taken is deemed to have assented to the action unless:

- He or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding the meeting or transacting business at the meeting;
- He or she dissents or abstains from the action taken which dissent or abstention is entered in the minutes of the meeting; or
- He or she delivers written notice of his/her dissent or abstention to the presiding Officer of the meeting before its adjournment or to the Secretary immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 7.13 Information Action By Directors.

(a) Action Without a Meeting.

Action may be taken by the Directors without a meeting. If all Directors consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting is the act of the Board of Directors. The action must

be evidenced by one (1) or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken.

(b) Effective Date.

Action taken under this Section 7.13 is effective when the last Director signs the consent, unless the consent specifies a different effective date.

(c) Effectiveness.

A consent signed under this Section 7.13 has the effect of a meeting vote and may be described as such in any document.

Section 7.14 Standing Rules and/or Policies.

A standing rule or policy of the Board of Directors is defined as a definite course or method of action selected to guide and determine present and future decisions of the Society. Officers shall follow all standing rules or policies in carrying out their duties in conducting the business and affairs of Phi Alpha. Standing rules or policies may be enacted only when approved by an affirmative vote at two (2) consecutive meetings of the Board of Directors. Thereafter, changes in, additions to, or deletions from, standing rules or policies may be accomplished only when approved by an affirmative vote at two (2) consecutive meetings of the Board of Directors. The Board of Directors may suspend, for a set period of time not exceeding thirty (30) days, any standing rule or policy, but only upon three-fourths ($\frac{3}{4}$) vote of those present.

Article VIII. SOCIETY OFFICERS

Section 8.01 Qualifications

The same individual may simultaneously hold more than one (1) office in the Society, except the offices of Executive Director (President) and Secretary or Secretary/Treasurer. All Officers, other than Secretary and Treasurer (or Secretary/Treasurer), must be active members of the Society.

Section 8.02 Required Officers

(a) Chairperson.

The Chair shall preside at all meetings of the Board of Directors, serve as an ex officio member of all committees except the Nominating Committee, and provide leadership of the Society on behalf of the Members and local Chapters. The Board of Directors elect the Chairperson.

(b) Vice Chairperson.

The Vice Chairperson shall preside in the absence of the Chairperson and fill any vacancy in the office of Chairperson, recommend appointments for expiring committee memberships to the Board of Directors and shall have such other duties as may be determined by the Board of Directors to accomplish Society priorities. The Board of Directors elect the Vice-Chairperson. It is intended that the Vice Chairperson is to serve as the Chairperson during the next successive term and upon election of a successor.

(c) Secretary.

The Secretary shall keep a record of all proceedings of the Board of Directors and of all decisions made by mail, email, or other electronic ballots, develop an annual summary of Society activities and accomplishments for inclusion in the Society history, provide leadership for maintaining the policies and procedures manuals, and shall have such other duties as may be determined by the

Board of Directors to accomplish Society priorities. The Secretary shall coordinate with the Board members on all meetings and attend meetings of the Board of Directors and the annual or special meetings of the Chapter Members. The Board of Directors elects the Secretary. The Secretary is not required to be an Active Member. The Society may choose to have a combined Secretary/Treasurer to serve instead of two separate offices.

(d) Treasurer.

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Society; oversee the receipt of moneys due or payable to the Society from any source whatsoever, and assure the deposit of the same in the name of the Society in such banks, trust companies, or other depositories as decided by the Board or Executive Director and Secretary; oversee the disbursement of funds of the Society in accordance with the directives of the Board of Directors, assuring proper vouchers and procedures for such disbursements; and render to the Board, at its annual meeting and at such other times as may be requested by the Board, an account of all the transactions of the Treasurer and of the financial condition of the Society; and assure compliance with (i) financial standards applicable to the Society, and (ii) applicable federal and/or state requirements incident to the Society's tax exempt status. The Treasurer shall provide a report related to the finances to the Chapter Members at the Annual Meeting of the Chapter Members each year, unless such report reading is waived. The Treasurer shall in general perform all of the duties incident to the office of treasurer and shall have such other duties as may be determined by the Board of Directors to accomplish Society priorities. The Board of Directors elects the Treasurer. The Treasurer is not required to be an Active Member. The Society may choose to have a combined Secretary/Treasurer to serve instead of two separate offices.

(e) Board Members-at-Large.

Other than their service on the Board of Directors, the Board Members-at-Large or "Members at Large" shall have such other duties as may be determined by the board of Directors to accomplish Society priorities. The Board Members-at-Large are elected by the Chapter Members.

(f) Executive Director.

The Executive Director shall serve under the direction of the Board of Directors as the chief executive officer and President of the Society. The Executive Director shall implement policies and programs of the Board of Directors; be responsible for relations with Chapters, Members, and external groups; supervise and manage the offices of the Society and engage all employees; serve as custodian of properties, deeds, records, and archives belonging to the Society and hold, invest, and disburse monies according to policies established by the Board of Directors; provide leadership for long-range planning; and coordinate and expedite work of the Board of Directors and national committees. The Executive Director shall be required to attend all meetings of the Board of Directors. The Board of Directors elect the Executive Director. The Executive Director is not subject to the term limits imposed on other Board Members since the Executive Director is a non-voting member of said Board of Directors.

(g) Other Officers

The Board of Directors may, by majority vote, create such other offices and elect such other Officers and assistant Officers as may be deemed necessary.

Section 8.03 Election and Term of Office.

(a) Election

All Officers are elected by the Board of Directors and all duties shall be those as listed herein or as modified, added or deleted by the Board. Such Officers may be elected at the annual meeting of the Board of Directors or at a special meeting called for such purpose.

(b) Term of Office.

The term of office for all elected or appointed Officers shall be two (2) years unless otherwise indicated. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified or until he or she shall resign or shall have been removed in the manner hereinafter provided.

(c) Contract Rights.

The appointment or election of an Officer does not itself create contract rights.

(d) Multiple Offices.

Persons may serve in more than one office at a time, other than the offices of Executive Director and Secretary or Secretary/Treasurer, which must be held by separate individuals.

Section 8.04 Removal.

Any Officer appointed by the Board of Directors may be removed by a majority vote of the Directors in office, excluding the Officer proposed for removal. Any tie in vote shall be decided by the Executive Director, unless that is the Officer slated for removal, then the Chairperson shall decide any tie.

Section 8.05 Resignation.

An Officer may resign at any time by delivering notice to the Executive Director or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board of Directors accepts the later effective date, the Board of Directors may fill the pending vacancy before the effective date if they provide that the successor does not take office until the effective date. An Officer's resignation does not affect the Society's contract rights, if any, with the Officer.

Article IX. COMMITTEES

Section 9.01 Establishment of Committees.

The Board of Directors shall establish committees. Each committee shall be established by a majority vote at a meeting of the Board of Directors at which a quorum is present. The Committee Chair and members shall be appointed by the Board of Directors by a majority vote at a meeting of the Board of Directors at which a quorum is present except as noted herein. To be eligible for service on a national committee, a candidate shall have been an active member for the preceding twelve (12) months prior to appointment, or, if for the Nominating Committee, a Society staff member may serve along with active members.

Section 9.02 Committees and Their Duties.

The Committees of the Society shall include the following:

(a) Awards Committee.

The Awards Committee shall review selection policies, oversee the review applications for awards, and recommend recipients. This is a staff committee appointed by the Board of Directors.

(b) Nominating Committee.

The Nominating Committee shall be the Board Members-at-Large who are not eligible for reelection, the Executive Director, and Society staff members. Terms for the Nominating Committee shall be for two years or until the successors are elected. The Committee Chair shall be appointed annually by the Board of Directors from among the eligible members. It shall be the responsibility of the Nominating Committee to propose at least one candidate for each open Director position to be filled. In the event of a tie in the election after a run-off election, the Nominating Committee shall vote to break the tie. The Nominating Committee will, when time allows, poll the individual Chapters for potential candidate for nomination.

(c) Ad Hoc Committees

The Board of Directors may create additional Ad Hoc Committees as necessary to accomplish Society priorities. This is a staff committee appointed by the Board of Directors.

Section 9.03 Vacancy.

A vacancy in any committee, including the Nominating Committee shall be filled by the Board of Directors.

Section 9.04 Powers.

A committee designated by the Board may exercise any powers of the Board to the extent provided by resolution of the Board. No committee, however, shall have the power to:

- Adopt, amend or repeal articles of incorporation or articles of conversation or the bylaws of the Society;
- Adopt an agreement of merger or consolidation;
- Authorize distributions;
- Approve or recommend to Chapter Members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Society's assets;
- Elect, appoint or remove Directors or fill vacancies on the board or on any of its committees; or
- Fix compensation of any Director or Officer.

(a) Meetings.

Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

(b) Consent to Committee Actions.

Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the Board.

Article X. INDEMNIFICATION

Section 10.01 Permissive Indemnification.

Subject to all of the other provisions of this Article X, the Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the Society) by reason of the fact that the person is or was a Director or officer of the Society, or is or was serving at the request of the Society as a fiduciary, committee member, employee, or agent of the Society against expenses (including reasonable attorneys' fees and court costs), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Society, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Society, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. However, indemnification shall not be made for any claim, issue or matter in which such person has been found liable to the Society unless, and only to the extent, that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 10.02 Mandatory Indemnification.

Unless limited by the charter, the Society shall indemnify a Society director or officer to the extent the director and/or officer was successful, on the merits or otherwise, or who is immune from suit under TCA § 48-58-601, in the defense of any proceeding to which the director and/or officer was a party because the director and/or officer is or was a director or officer of the Society against reasonable expenses incurred by the director and/or officer in connection with the proceeding.

Section 10.03 Expenses of Successful Defense.

To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.01, or in defense of any claim, issue or matter in the action, suit or proceeding related to such person's relationship with the Society, the person shall be indemnified by the Society against expenses (including actual and reasonable attorneys' fees and court costs) incurred by such person in connection with the action, suit or proceeding and in any action, suit or proceeding brought to enforce the indemnification provisions of these Bylaws to the extent allowed by state law.

Section 10.04 Employee Benefit Plan.

For the purposes of indemnification, "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the Society" shall include any service as a Director, officer, committee member, employee, fiduciary, or agent of the Society which imposes duties on, or involves services by, said person with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner the person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner "not opposed to the best interests of the Society."

Section 10.05 Contract Right; Board Approval of Indemnity.

The right to indemnification conferred in this article shall be a contract right, and shall apply to services of a Director, officer, or committee member as an employee, fiduciary, or agent of the Society as well as in such person's capacity as a Director, officer or committee member. Except as provided in Section 10.02, the Society shall have no obligations under this Article X to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

Section 10.06 Prohibited Indemnification

Indemnification of any party is prohibited pursuant to TCA § 48-58-502(d) for any one or more of the following unless otherwise ordered to do so by a court of competent jurisdiction:

- In connection with a proceeding by or in the right of the Society in which the party was adjudged liable to the Society;
- In connection with any other proceeding charging improper personal benefit to the party, whether or not involving action in the party's official capacity, in which the party was adjudged liable on the basis that personal benefit was improperly received by said party;
- For any breach of the director's duty of loyalty to the Society or its members;
- For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- Under TCA § 48-58-302.

Section 10.07 Determination That Indemnification Is Proper.

Any indemnification under Section 10.01 or Section 10.02 (unless ordered by a court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 10.01 or Section 10.02, whichever is applicable. Such determination shall be made in any of the following ways:

- By a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit or proceeding.
- If the quorum described in hereinabove is not obtainable, then a majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate), consisting solely of two (2) or more Directors not at the time parties to the proceedings;
- Independent special legal counsel:
 - Selected by the board of directors or its committee in the manner prescribed in subdivision (b)(1) or (b)(2); or
 - If a quorum of the board cannot be obtained under subdivision (b)(1) and a committee cannot be designated under subdivision (b)(2), selected by majority vote of the full board of directors (in which selection directors who are parties may participate); or
- The Chapter Members, but Directors who are at the time parties to the proceeding may not vote on the determination; or
- Qualified Directors as provided in TCA § 48-58-703.

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is

made by independent special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled to select counsel as indicated hereinabove.

Section 10.08 Proportionate Indemnity.

If a person is entitled to indemnification under Section 10.01 or Section 10.02 for a portion of expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Society shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 10.09 Expense Advance.

Expenses incurred by a party to a proceeding, who is also eligible for indemnification, in defending a civil or criminal action, suit or proceeding described in Section 10.01 or Section 10.02 may be paid for or reimbursed who is a party to a proceeding in advance of final disposition of the proceeding if:

- The party furnishes the Society a document of the party's good faith belief that he or she has met the standard of conduct described in TCA § 48-58-502 or is immune from suit under TCA § 48-58-601;
- The party herein furnishes the Society a document, executed personally or on said party's behalf, to repay the advance if it is ultimately determined that said party is not entitled to indemnification ("Indemnification Affidavit"); and
- A determination is made that the facts then known to those making the determination would not preclude indemnification under this part.

The undertaking required in executing an Indemnification Affidavit must be an unlimited general obligation of the party to whom expenses were paid, but need not be secured and may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payments under this section shall be made in the manner specified in this Article X.

Section 10.10 Non-Exclusivity of Rights.

The indemnification or advancement of expenses provided under this Article X is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Society. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 10.11 Indemnification of Employees and Agents of the Society.

The Society may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Society to the fullest extent of the provisions of this Article X with respect to the indemnification and advancement of expenses of Directors and officers of the Society.

Section 10.12 Former Directors and Officers.

The indemnification provided in this Article X continues as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such person so long as the suit or proceeding is as a result of such person's time as such Director or officer.

Section 10.13 Insurance.

The Society may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a Director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Society would have power to indemnify him or her against such liability under this article or the laws of the State of Tennessee.

Section 10.14 Changes in Tennessee Law.

In the event of any change of the Tennessee statutory provisions applicable to the Society relating to the subject matter of this Article X, then the indemnification to which any person shall be entitled hereunder shall be determined by such changed provisions, but only to the extent that any such change permits the Society to provide broader indemnification rights than such provisions permitted the Society to provide prior to any such change.

Article XI. LIMITATION OF AND IMMUNITY FROM ACTIONS FOR BREACH OF FIDUCIARY DUTY

Section 11.01 Immunity.

All Directors and Officers, regardless of compensation or lack thereof, shall be immune from suit arising from the conduct of the affairs of the Society.

Section 11.02 Removal of Immunity.

Such immunity from suit shall be removed when such conduct amounts to willful, wanton or gross negligence.

Article XII. GENERAL STANDARDS OF CONDUCT

Section 12.01 Standards of Conduct for Directors and Officers.

A Director or Officer shall discharge his or her duties as a Director or Officer, including his or her duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the best interest of the Society. The Director or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(i) One or more Officers or employees of the Society whom the Director reasonably believes to be reliable and competent in the matters presented,

(ii) Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence, or

(iii) A committee of the Board of Directors of which he is not a member if the Director reasonably believes the committee merits confidence. (Only for Directors).

Section 12.02 Conflict of Interest Transaction.

(a) Conflict of Interest Transaction. A conflict of interest transaction is not voidable by the Society solely because of a Director's or Officer's interest in the transaction if any one (1) of the following is true:

(i) The material facts of the transaction and the Director's or Officer's interest were disclosed or known to the Board of Directors or committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction; or

(ii) The transaction was approved by (i) the attorney general and reporter for the State of Tennessee, or (ii) a court of record having equity jurisdiction in an action in which the attorney general and reporter is joined as party.

(b) Indirect Interest. A Director or Officer of the Society has an indirect interest in the transaction if, but not only if, another entity in which the Director or Officer has a material financial interest in is a party to the transaction; another entity in which the Director or Officer is a general partner is a party to the transaction; or another entity of which the Director or Officer is a governor, director, manager, officer, or trustee is a party to the transaction. All such interest should be disclosed to and considered by the Board of Directors.

(c) Authorization, Approval, and Ratification Under Subsection (a)(1). A conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Board of Directors who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified by a single Director.

Section 12.03 Loans to Directors and Officers.

The Society may not lend money to or guarantee the obligation of a Director or Officer of the Society unless:

- The Society's Board of Directors determines that the loan or guarantee benefits the Society and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees;
- The loans or guarantees are authorized by statute regulating any special class of the Society; or
- A sale on credit is in the ordinary course of business or for a life insurance policy loan.

It is the intent of the Society that loans to Directors, Officers, or any other party be discouraged and very rarely considered. Also, all conflict of interest provisions must be followed.

Article XIII. CONFLICT OF INTEREST POLICY.

Section 13.01 Purpose of Conflict of Interest Policy.

The purpose of the conflict of interest policy is to protect the Society's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Society or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable State or federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 13.02 Definitions.

The following definitions relate to this Article XIII (Conflict of Interest Policy):

(a) Interested Person. Interested Person shall mean any Director, Officer, or member of a committee with Board powers delegated by the Board of Directors, who has a direct or indirect financial interest.

(b) Financial Interest. Financial Interest shall mean an interest of a Person if the Person has, directly or indirectly, through business, investment, or family:

(i) an ownership or investment interest in any entity with which the Society has a transaction or arrangement;

(ii) a compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement; or

(iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.

(c) Compensation. Compensation shall include direct or indirect remuneration, as well as gifts or favors, that is not insubstantial.

Section 13.03 Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board powers considering the proposed transaction or arrangements.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the Board or committee meeting while the determination of conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing Conflict of Interest.

- An Interested Person may make a presentation at the Board or committee meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The preceding officer of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Board or committee shall determine whether the Society can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decisions as to whether to enter into the transaction or arrangement.
- All the conduct required in Section 12.02 shall be followed.

Section 13.04 Violations of the Conflict of Interest Policy.

(a) Explanation of Failure to Disclose. If the Board or committee has reasonable cause to believe a Director, Officer or Member has failed to disclose any actual or possible conflicts of interest, it shall inform the potential Interested Person of the basis for such belief and afford the potential Interested Person an opportunity to explain the alleged failure to disclose.

(b) Determination. If, after hearing the potential Interested Person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the

potential Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 13.05 Records of Proceedings.

The minutes of the Board and all committees with Board powers shall contain the following:

- Names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest;
- The nature of the Financial Interest;
- Any action taken to determine whether a conflict of interest was present;
- The Board's or committee's decisions as to whether a conflict of interest, in fact, existed;
- The names of the persons who were present for the discussions and the votes relating to the transaction or arrangement;
- The content of the discussion, including any alternatives to the proposed transaction or arrangement; and
- A record of any votes taken in connection with the proceedings.

Section 13.06 Compensation.

A voting Director, Officer, member of a committee, or Member who receives Compensation, directly or indirectly, and in whatever capacity, from the Society for services is precluded from voting on matters pertaining to that Director's, Officer's, committee member's, or Member's compensation. No voting Director, Officer, Member, or committee member whose jurisdiction includes Compensation matters and who receives Compensation, directly or indirectly, and in whatever capacity, from the Society, either individually or collectively, is prohibited from providing information to any committee regarding Compensation.

Section 13.07 Statements.

Each Director, Officer and member of a committee with Board powers shall sign a statement that affirms such person:

- Has received a copy of the conflict of interest policy;
- Has read and understands the policy;
- Has agreed to comply with the policy; and
- Understands that the Society is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 13.08 Periodic Reviews.

To ensure the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in an inurement, an impermissible private benefit, or an excess benefit transaction.

When conducting the periodic reviews, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Article XIV. LIABILITY FOR UNLAWFUL DISTRIBUTIONS.

Section 14.01 Director Liability.

A Director who votes for or assents to a distribution made in violation of the Act, the Charter, or these Bylaws is personally liable to the Society for the amount of the distribution that exceeds what could have been distributed without violating such section or the Charter if it is established that the Director did not perform such Director's duties in compliance with TCA § 48-58-301. In any proceeding commenced under this section, a Director has all of the defenses ordinarily available to a Director.

Section 14.02 Contribution.

A Director held liable under Section 14.01 for an unlawful distribution is entitled to contribution from every other Director who could be held liable under Section 14.01 for the unlawful distribution and each person who received an unlawful distribution for the amount of the distribution, whether or not the person receiving the distribution knew it was made in violation of the Act or the Charter.

Article XV. CONTRACTS, LOANS, CHECKS AND DEPOSITS; CORPORATE ACTS

Section 15.01 Contracts.

The Board may authorize any Officer or Officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Society. Such authority may be general or confined to specific instances, but the appointment of any person other than an Officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Board authorizes the execution of a contract or of any other instrument in the name of and on behalf of the Society, without specifying the executing Officers, the Chair or Secretary may execute the same and may affix the corporate seal thereto.

Section 15.02 Loans

No loans shall be executed on behalf of the Society and no evidences of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. No loan or advance to or overdraft or withdrawal by an Officer or Director of the Society otherwise than in the ordinary and usual course of the business of the Society, and on the ordinary and usual course of the business or security, shall be made or permitted unless each such transaction shall be approved by a vote of two-thirds (2/3) of the Directors excluding any Directors involved in such transactions.

Section 15.03 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such Officer or Officers, agent or agents, of the Society and in such manner as shall from time to time be determined by the Board.

Section 15.04 Deposits.

All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board may select.

Section 15.05 Voting of Securities Owned by the Society.

Subject always to the specific directions of the Board, any shares or other securities issued by any other corporation and owned or controlled by this Society may be voted at any meeting of security holders of such other corporation by the Chair of this Society or by proxy appointed by the Chair, or in the absence of the Chair and the Chair's proxy, by the Secretary of this Society or by proxy appointed by the Secretary. Such proxy or consent in respect to any shares or other securities issued by any other corporation and owned by this Society shall be executed in the name of this Society by the Chair or the Secretary of this Society without necessity of any authorization by the Board, affixation of corporate seal or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this Society shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by this Society the same as such shares or other securities might be voted by this Society.

Section 15.06 Contracts between Society and Related Persons.

Any contract or other transaction between this Society and one or more of its Directors or Officers, or between this Society and any firm of which one or more Directors or Officers are members or officers, or are otherwise interested is not void or voidable so long as the transaction complies with Section 545 of the Act (or successor provision). This Section shall not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common and statutory law applicable thereto.

Article XVI. FISCAL YEAR

The fiscal year of the Society shall begin on the 1st day of July of each year.

Article XVII. SEAL

The Directors may, at their election, provide for a corporate seal which, if provided, shall be circular in form and shall have inscribed therein the name of the Society, the state of incorporation, the year of incorporation and the words, "Corporate Seal." It may be embossed, rubber stamped or computer generated. If such corporate seal is elected, then the Secretary of the Society shall maintain possession of the same along with the corporate records.

Article XVIII. ETHICS

The Society subscribes to the code of ethics as contained in the National Association of Social Workers Code of Ethics.

Article XIX. AMENDMENTS

These Bylaws may be amended by affirmative vote of two-thirds (2/3) of the Chapter Members voting at the annual meeting or at a special meeting called for such purpose. Upon decision of the Board of Directors, a mail ballot of the membership may be utilized in lieu of voting at the annual meeting or at a special meeting. At least thirty (30) days shall be allowed for the return of ballots. Each active chapter shall have one vote and shall be responsible for submitting its vote to the principal executive office of the Society by a date clearly specified on the mail or email ballot. Approval of the amendment shall require

approval by Chapter Members by two thirds (2/3) of the votes cast or a majority of the voting power, whichever is less. An amendment to the Bylaws that relates solely to the international fees required for membership and which establishes or changes a specific amount for international fees shall be approved by only a majority of the Chapter Members present (or returning ballots) and voting.

Article XX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

Article XXI. DEFINITIONS

“Act” shall mean the Tennessee Nonprofit Corporations Act, Title 48, Chapters 51 - 68, as amended from time to time. TCA § 48-51-101.

“Board” or “Board of Directors” shall mean the board of directors of the Society. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Society managed under the direction of, its Board of Directors, subject to any limitation set forth in the Charter and TCA § 48-58-101. TCA § 48-51-201(2).

"Charter" shall mean the Articles of Conversion (Domestic Unincorporated Entity to a Domestic Nonprofit Corporation) of the Society with the attached Charter, as filed with the Secretary of State of Tennessee, as amended, corrected or restated from time to time, and any Articles of Merger or Amendment thereto. TCA § 48-51-201(4) and TCA § 48-52-102.

“Code” shall mean the Internal Revenue Code of 1986, as amended from time to time.

“Director” shall mean a natural person serving on the Board of Directors of the Society who is an Active Member of the Society. TCA § 48-51-201(10).

“Officers” shall mean collectively, the Executive Director, the Secretary, and each other Officer appointed by the Board of Directors to run the day-to-day operations of the Society.

“Property” shall mean all property, real or personal, tangible or intangible, including money and any legal or equitable interest owned by the Society.

“Regulations” shall mean the Income Tax Regulations, including Temporary Regulations, promulgated under the Code, as such regulations may be amended from time to time.

Article XXII. CONTINUATION OF SOCIETY

Conversion of Phi Alpha Honor Society from an unincorporated association to a corporate entity should in no way imply that the Society is operating differently on a day to day basis or that its mission or purpose has been changed from when it was originally granted tax-exempt status. The Society will continue to meet the missions, purpose, and goals as set forth in its original application for tax-exempt status and will serve the same public interests and benefits as before its conversion to a corporate entity.

Article XXIII. ADOPTION

These Bylaws were duly adopted to be the bylaws of a Tennessee nonprofit corporation by the Chapter Members of Phi Alpha Honor Society on April 3, 2018, with an effective date of the filing date of the Charter with the Tennessee Secretary of State of the 11th day of April, 2018.