

NATIONAL PAN-HELLENIC COUNCIL, INC.

CONSTITUTION AND BYLAWS

PREAMBLE

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

ARTICLE I - NAME

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

ARTICLE II- PURPOSE

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

ARTICLE III - STRUCTURE

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

- Section 6.** Undergraduate and alumni councils shall become a part of the region in which they are located.

ARTICLE IV - MEMBERSHIP

- Section 1.** Affiliate Membership. Affiliate membership in NPHC shall include Alpha Kappa Alpha Sorority, Inc., Alpha Phi Alpha Fraternity, Inc., Delta Sigma Theta Sorority, Inc., Zeta Phi Beta Sorority, Inc., Iota Phi Theta Fraternity, Inc., Kappa Alpha Psi Fraternity, Inc., Sigma Gamma Rho Sorority, Inc., Phi Beta Sigma Fraternity, Inc., Omega Psi Phi Fraternity, Inc. and any other affiliate organization of the NPHC as may, from time to time, be granted membership. No other organization shall have the right to sit on, or have a voice in, a local undergraduate or alumni council of NPHC, and may not be considered for membership on the local level. Affiliate membership shall also include local undergraduate and alumni councils chartered by the NPHC.
- Section 2.** Associate Membership. Associate Membership in the NPHC may be accorded to an individual, a firm, an association, a partnership, a corporation, an officer or an employee of a corporation, or a member or employee of a partnership actively engaged in the business of manufacturing, selling, distributing, or providing supplies, products or services to affiliate fraternities and/or sororities. Election to Associate Membership shall be by majority vote of the Executive Board of Directors. Associate Membership shall be without vote.
- Section 3.** Active Members. Active members shall be the members who have paid all required dues and assessments.

ARTICLE V - COUNCIL OF PRESIDENTS

- Section 1.** Authority. The supreme governing authority of the NPHC shall be vested in the Council of Presidents.
- Section 2.** Composition. The Council of Presidents shall be composed of the elected president of each affiliate member fraternity or sorority or the authorized representative thereof, who shall be designated by the president of the respective fraternity or sorority and shall represent the fraternity or sorority in the absence of the president.
- Section 3.** Responsibilities. The Council of Presidents shall be responsible for the broad general policies of the NPHC and for instructing the Executive Board of Directors regarding activities to be executed on behalf of the NPHC.

ARTICLE VI - NATIONAL CONVENTION

- Section 1.** The National Convention shall convene biennially in October or November. The dates and place of the National Convention shall be determined by the Executive Board of Directors. The National Convention shall elect the officers of the NPHC

and shall perform such other activities or deliberate on such other matters as may be referred to it, pursuant to Section 5 of this Article.

Section 2. Delegates. Voting delegates to the National Convention shall be comprised of the elected officers of the NPHC; Regional Directors; the Immediate Past President of the NPHC; Affiliate National Presidents and Executive Directors; three additional representatives from each of the affiliate organizations appointed by the National President of the respective organization, including at least one undergraduate; and no more than two (2) voting delegates from each financial undergraduate and alumni council. A penalty shall be assessed on councils not in attendance without prior approval from the NPHC National Executive Director.

Section 3. Quorum. At least one-fifth of the eligible voting strength shall constitute a quorum.

Section 4. Ad Hoc Convention Committees. The National President and Executive Director shall establish ad hoc convention committees and make such appointments thereto as may be required to carry out the business of the National Convention.

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

ARTICLE VII - EXECUTIVE BOARD OF DIRECTORS

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

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

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

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

member, whose fraternity or sorority is not in good standing because of failure to pay its dues, shall have the office vacated forthwith.

- Section 5.** Vacancies. In the event of the death or resignation of a Director between National Conventions, such vacancy shall be filled by a majority vote of the remaining Directors. The person thus chosen shall serve only until the next regularly assembled National Convention, at which time a successor to the deceased or resigned Director shall be elected. The resignation of a Director shall be submitted to the Executive Board of Directors through the National Executive Director. A Director chosen to fill an un-expired term may be elected to a full term, following the completion of the un-expired term.

ARTICLE VIII - OFFICERS

- Section 1.** Elected Officers. The elected officers shall be President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer. These officers shall be elected by the National Convention.
- Section 2.** Appointed Officers. The National President of the NPHC, with the approval of the Executive Board of Directors, shall appoint the hereinafter named national officers: Executive Director, Legal Counsel, Parliamentarian, Historian and such other offices as may be required to carry out the business of NPHC.
- Section 3.** Ex-Officio Members. The Executive Director, Legal Counsel and all other national appointed officers of NPHC shall serve as ex-officio members of the Executive Board of Directors. They shall serve without vote.

ARTICLE IX - MEETINGS

- Section 1.** The National Convention shall convene biennially in October or November. The Executive Board of Directors shall determine the time and place of the National Convention.
- a. Notices. Notices of the biennial meeting shall be issued not less than one hundred-eighty (180) days preceding the biennial meeting, and ninety (90) days preceding special meetings.
 - b. Registration. Registration for the biennial meeting shall be limited to representatives of members of the NPHC as defined in Article IV and guests specifically invited by the NPHC. A person who is not registered shall not be admitted to any official function of the biennial meeting.
- Section 2.** The Executive Board of Directors shall meet twice a year in a Convention year, one of which shall be prior to the National Convention, and at least once a year in a non-Convention year, at such time and place as to be determined by a majority of its members.

- Section 3.** Meetings of the Executive Board of Directors shall be held prior to and after the biennial National Convention of the NPHC.
- Section 4.** Biennial regional conferences shall be held in the even years at such times and places as may be determined by the Regional Executive Board of Directors.
- Section 5.** Established undergraduate and alumni councils shall meet on a regular basis.

ARTICLE X - COMMITTEES

- Section 1.** Standing Committees. The Standing Committees of the NPHC shall be: Program Planning and Development; Budget and Finance; Membership; Nominating; Election; Constitution and Bylaws; Social Action; Scholarship and Standards, and Convention Committee.
- Section 2.** Executive Committee. Between meetings of the Executive Board of Directors, the executive and administrative duties of the board may be carried out by an Executive Committee consisting of six (6) of its members: the President, First Vice President, Second Vice President, Third Vice President, Secretary and the Treasurer. Four (4) members shall constitute a quorum. The Executive Committee shall report to and be accountable for actions to the Executive Board of Directors.
- Section 3.** Appointments. The chairman and members of all standing committees, except the Nominating Committee, shall be appointed by the National President, with the concurrence of the Executive Board of Directors. The Immediate Past National President shall serve as Chairperson of the Nominating Committee.
- Section 4.** Special Committees. The Executive Board of Directors may form such other committees as it deems necessary to carry out the duties of the NPHC. The President shall appoint the chairperson and members of such other committees with the concurrence of the Executive Board of Directors.

ARTICLE XI - FINANCE

- Section 1.** Membership Dues and Assessments. Membership dues and assessments shall be determined by the Executive Board of Directors.
- Section 2.** Budget. The annual budget for the NPHC shall be approved by the Executive Board of Directors, prior to the beginning of the fiscal year.
- Section 3.** The fiscal year shall be January 1 to December 31.

ARTICLE XII – PARLIAMENTARY AUTHORITY

- Section 1.** The current edition of *Robert's Rules of Order, Newly Revised* shall govern in all matters not provided for in this Constitution and Bylaws and other documentation of the NPHC.

ARTICLE XIII – LIABILITY

- Section 1.** The National Officers and the National Executive Board of Directors of the NPHC expressly disavows responsibility for the actions of local councils or individual members who are in violation of either the letter or the spirit of this Constitution and Bylaws.

ARTICLE XIV – AMENDMENTS

- Section 1.** This Constitution may be amended by a two-thirds vote of the delegates present and voting at National Convention. The Council of Presidents shall have veto power over any amendment passed by the National Convention directly affecting national affiliate members, by a two-thirds vote against an amendment.
- Section 2.** Amendments to the Constitution may be proposed by: reference from a previous National Convention, the Council of Presidents, the Executive Board of Directors, the Constitution and Bylaws Committee, and local councils.
- Section 3.** All proposed amendments shall be submitted in writing to the Constitution and Bylaws Committee through the office of the Executive Director at least one hundred twenty (120) days prior to the National Convention.
- Section 4.** The Constitution and Bylaws Committee shall distribute each proposed amendment with its recommendation to the Council of Presidents, to the Executive Board of Directors and to all established councils at least sixty (60) days prior to the National Convention at which said proposed amendments are to be acted upon.

BYLAWS

ARTICLE I - MEMBERSHIP

- Section 1.** Councils. Undergraduate and alumni councils of the NPHC must be chartered where there is representation of at least two local affiliate chapters, with the approval of the Executive Director, unless otherwise prohibited by a college or university.
- Section 2.** Undergraduate councils shall be established as college/university councils and shall be comprised of representatives of the local undergraduate chapters of affiliate organizations who are matriculating at an accredited college or university that recognizes and supports the concepts and ideals of the NPHC. Once established, a council with fewer than two affiliate organizations participating must request and receive special dispensation from the Executive Director and that college/university, to function in a given fiscal year.
- a. Each Undergraduate council shall have at least one advisor from the local Alumni council. If no local Alumni council exists, a financial member of an affiliate organization in the area may be appointed by the Regional Director. All Alumni council advisors must be approved by their respective council and Regional Director.
 - b. The undergraduate council shall have input in the selection of a campus and Alumni council advisor. The Alumni council advisor must be approved by the Regional Director.
 - c. Alumni council advisors must be financial and active with their respective local chapter of an affiliate organization and the chapter financial and active with the local council.
- Section 3.** Alumni councils shall be established in a geographical area (city/county) and shall be comprised of representatives of at least two affiliate organizations. Once established, a local council with fewer than two affiliate organizations participating must request and receive special dispensation from the Executive Director, to function in a given fiscal year.
- Section 4.** Multiple local chapters of one affiliate organization may belong to the same local council. The bylaws of the local council must determine an equitable voting structure to accommodate such membership.
- Section 5.** A local chapter of an affiliate organization may hold membership in only one local council at a time.
- Section 6.** Undergraduate and alumni councils of the NPHC shall be comprised of representatives of chapters that are financial and active with their respective

national affiliate organization and whose respective national organization is a financial member of the NPHC.

Section 7. Non-financial councils may not operate under the NPHC name nor use the organization's logo.

Section 8. Eligibility for Affiliate Membership. To be eligible for affiliate membership in NPHC, a fraternity or sorority which did not hold membership prior to December 1995 must meet the following requirements. The fraternity or sorority shall:

- a. Be devoted to general fraternity or sorority ideals and be in conformity with the NPHC Constitution and Bylaws and the NPHC Mission Statement.
- b. Have been in existence for at least fifteen (15) years and shall have been incorporated in the United States of America.
- c. Be national in scope and consist of a total of no less than one hundred (100) undergraduate and alumni chapters, which have a current financial membership of at least five (5) persons. Of the aforesaid 100 undergraduate and alumni chapters, a total of no less than fifty (50) must have been a part of the fraternity or sorority for at least ten (10) years.
- d. Have constitutional provisions for a national convention, with interim authority vested in trustees, a board of directors or the officers who supervise the affairs of the fraternity or sorority.
- e. Have undergraduate chapters recognized by and be in good standing with accredited four-year colleges or universities which offer at least a baccalaureate degree.

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

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

ARTICLE II - REGIONS

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

- Section 2.** Regions shall adopt bylaws which are consistent with the National Constitution and Bylaws of the NPHC and other governing documents, and shall submit the same to the Executive Board of Directors through the Executive Director.
- Section 3.** Regions shall elect officers for the management and execution of regional affairs.
- Section 4.** Regions shall hold biennial meetings, with a primary focus of leadership training, opposite hosting years of the National Convention.
- Section 5.** Regions shall prepare an annual budget for the conduct of its affairs and shall submit an annual financial report for the previous year to the National Budget and Finance Committee by January 31 of the ensuing year.

ARTICLE III - OFFICERS

Section 1. Elected Officers

- a. President. The President shall serve as Chairperson of the Executive Board of Directors; preside at all meetings of the Executive Board of Directors and the National Convention; appoint chairperson and members of all committees; serve as ex-officio member of all committees, with the exception of the nominating committee; approve all vouchers for expenditure of the budgeted funds; and perform all duties required of the office.
- b. First Vice President. The First Vice President shall assist the President in the performance of duties and preside in the absence or incapacitation of the President. They will also coordinate and implement national programmatic thrusts under the advisement of the National President, to be carried out through local councils.
- c. Second Vice President. The Second Vice President shall assume the duties of the First Vice President, in the absence or incapacitation of the First Vice President, shall coordinate the activities of the local undergraduate councils and shall perform such other duties as may be assigned.
- d. Third Vice President. The Third Vice President shall assume the duties of the Second Vice President in the absence and incapacitation of the Second Vice President and perform other duties as may be assigned.
- e. Secretary. The Secretary shall attend all meetings of the Executive Board of Directors and the National Convention and shall keep a true and accurate record of the proceedings of the meetings. The Secretary shall file and preserve all important records, documents, reports and communications.

- f. Treasurer. The Treasurer shall keep correct and complete records of accounts, showing accurately the financial condition of the NPHC. The Treasurer will receive all revenues from the office of the Executive Director and deposit all funds in the NPHC's bank account or other depositories designated by the Executive Board of Directors. The Treasurer shall furnish a statement of the financial condition of the NPHC at meetings of the Executive Board of Directors, or whenever requested by the Council of Presidents or the NPHC President.

Section 2. Appointed and Other Officers

- a. Historian. The Historian shall collect and compile historical data pertaining to the NPHC and affiliate organizations and perform any other such duties as assigned by the National President.
- b. Parliamentarian. It shall be the duty of the Parliamentarian to assist the presiding officer in the interpretation of the Constitution and Bylaws and to serve as the Chairperson of the Constitution and Bylaws Committee.
- c. Legal Counsel. It shall be the duty of the Legal Counsel to advise the National President and the Executive Board of Directors as may be required.
- d. Executive Director. The Executive Director of the NPHC shall oversee the day-to-day operation of the International Office of the NPHC and serve as the chief executive officer. The Office of the Executive Director shall also function in the capacity of Financial Secretary, receiving and issuing receipts for funds and issue all vouchers for the expenditures of funds.
- e. Regional Directors. The Regional Directors of the respective regions shall be the chief operating officers of the regions which elected them during the Regional Conference.

Section 3. Eligibility and Terms for Officers

- a. All delegates, voting and non-voting, must be financial and active with their affiliate organization, their respective local council, and with NPHC National and their Region thirty days prior to an election.
- b. The officers shall be elected by plurality vote. Voting shall be by secret ballot.
- c. The term of office for each officer shall be for two years. Any officer shall be eligible to succeed himself/herself once in any given office, except that Section 3(d) is controlling.

- d. The offices of Second and Third Vice President shall be filled by an undergraduate student who has at least one full academic year remaining in school at the time of election.
- e. The Regional Directors shall be elected at their respective Regional Conferences.
- f. Candidates for office must be present at the National Convention or Regional Conference where they are elected.
- g. Candidates for office must be financial with their respective local affiliate chapter and that chapter must be a financial member in good standing with the local council of the NPHC. A candidate intending to run from the floor must submit materials to the Nomination Chair prior to election and have proof of the submission.
- h. Each candidate for office, except the Second Vice President and Third Vice President, must have attended at least two of the last three National Conventions and one of the last two Regional Conferences held previous to the nomination.
- i. Candidates for office must be available to travel to national meetings and perform duties of the office.

ARTICLE IV - EXECUTIVE BOARD

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

ARTICLE V - COMMITTEES

Section 1. Standing Committees

- a. Program Planning and Development. It shall be the duty of the Program Planning and Development Committee to recommend programmatic thrusts, plan and coordinate appropriate projects and activities to be implemented on the national, local and regional levels with the approval of the National Executive Board of Directors.
- b. Budget and Finance. It shall be the duty of the Budget and Finance Committee to: plan and recommend a budget to the Executive Board of Directors; and recommend financial policies to the Executive Board of Directors.

- c. Membership. It shall be the duty of the Membership Committee to develop and promote programs to increase membership and the number of financial and active undergraduate and alumni councils; identify potential Associate members; and promote the interests and concerns of the members of the NPHC.
- d. Nominating. It shall be the duty of the Nominating Committee to develop and publish guidelines and receive nominations for potential candidates for office; and to prepare a slate of candidates to be presented at the National Convention.
- e. Election. It shall be the duty of the Election Committee to develop guidelines for elections to be held at the National Convention; perform all duties related to the election at the National Convention; and tabulate the votes and report same to the National Convention.
- f. Constitution and Bylaws. It shall be the duty of the Constitution and Bylaws Committee to establish procedure for receiving and evaluating recommendations for changes to the National Constitution and Bylaws and present recommended changes to the National Convention.
- g. Social Action. It shall be the duty of the Social Action committee to develop and coordinate programs to be approved by the Executive Board and implemented on the national, regional and local levels; and to educate and foster member interest in social action.
- h. Scholarship and Standards. It shall be the duty of the Scholarship and Standards committee to educate and inform the membership on the NPHC Constitution and Bylaws and various other established policies and procedures; develop and administer a scholarship program and make recommendations to the Executive Board regarding the same. The committee shall conduct leadership training on the national, regional and local levels; recognize councils and individuals who have made extraordinary achievements; and receive, evaluate and recommended changes to the Council Management Handbook, and revise as necessary.

ARTICLE VI - FINANCE

Section 1. Dues and Fees. All regular dues and assessments are due in the office of the Executive Director by not later than January 31 of each year. Dues and assessments received after February 15 will be assessed a late fee. The late fee shall be determined by the Executive Board of Directors and approved by the Council of Presidents.

Section 2. Reactivation. Any affiliate organization, council, or other membership status which has not been financial in the previous year or more will be required to pay a reactivation fee, late fee (if applicable), the current year and past year's dues. The reactivation fee shall be determined by the Executive Board of Directors.

Section 3. Accounting. The financial accounts of the NPHC shall be audited by a certified public accountant annually that is independent of the NPHC and its affiliate organizations in face and nature. Upon completion of the audit, a report ~~and~~ shall be submitted to the Executive Board of Directors.

Section 4. Bonding. All officers of the NPHC who handle funds shall be bonded at a level sufficient to cover the amount of funds they are expected to handle.

ARTICLE VII - LIABILITY

Section 1. The National Officers and the National Executive Board of Directors of the National Pan-Hellenic Council, Inc. expressly disavows responsibility for the actions of councils and any other such membership as defined in this document in violation of either the letter or the spirit of this Constitution and Bylaws.

ARTICLE VIII - AUTHORIZATION

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

ARTICLE IX - PARLIAMENTARY AUTHORITY

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

ARTICLE X - AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds vote of the voting delegates at a National Convention. The Council of Presidents shall have veto power, by a two-thirds vote, against an amendment passed by the National Convention directly affecting the policies and practices of national affiliate members.

ADOPTED AT THE 62th GENERAL CONVENTION
October 25, 2003, Third Plenary Session
Cassandra Black, National President
Donna B. Jones, National Secretary