

Phi Beta Kappa, Alpha Association of Colorado

BYLAWS

Article I

Phi Beta Kappa, Alpha Association of Colorado shall be identified hereinafter as the Association.

Article II

The purpose of the Association is to further the ideals of Phi Beta Kappa by encouraging friendship, scholarship, and cultural interest in Colorado.

Article III

Every member of Phi Beta Kappa is eligible for membership in the Association. The Association shall only actively recruit members of Phi Beta Kappa who reside in Colorado, but members of Phi Beta Kappa who reside outside Colorado and who apply to the Association are eligible for full membership in good standing, as defined in Article VI.

Article IV

The officers of the Association shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer.

The President or, in his/her absence, the Vice President whom the President has designated, or if the President fails to designate a Vice President, the Vice President designated by the Board of Directors, shall preside at all meetings. The President shall exercise the usual functions of a presiding officer, shall appoint or dissolve all committees that may be deemed desirable, and shall perform such duties usually pertaining to that office. In the President's absence the Vice President whom the President has designated, or if the President fails to designate a Vice President, the Vice President designated by the Board of Directors, shall perform the duties of the President. In addition, the First Vice President shall be responsible for programs, and the Second Vice President shall be responsible for membership.

The Secretary shall keep an accurate record of all proceedings of the Association; shall have oversight of the records and papers; shall conduct the correspondence of the Association; shall give to all members due notice of all meetings; and shall perform such other duties usually pertaining to the secretaryship.

The Treasurer shall keep an accurate account of the financial transactions of the Association; shall render bills for and collect all money due to the Association; shall pay out such sums as may be directed by the Association or the Board of Directors: and shall make a report of the financial condition of the Association at the annual meeting.

Phi Beta Kappa, Alpha Association of Colorado

BYLAWS

A Board of Directors, consisting of the five officers of the Association and the Immediate Past President, shall have charge of the affairs of the Association, subject to these bylaws and to any specific directives of the Association. The act of a majority of the Board of Directors shall be an action of the Board of Directors. The Board of Directors may adopt any policy that has been proposed by any of the officers or any Member of the Association who is in good standing, as defined in Article VI, and that it finds is in the Association's interest and that does not conflict with these Bylaws, the Association's Charter, the Association's Constitution, or any applicable law. If there is a conflict between the Association's Constitution and these Bylaws the Constitution will prevail.

Meetings of the Board of Directors shall be held upon the call of the President, or upon the signed request of three officers of the Association. The Board of Directors shall be notified of all meetings of the Board of Directors by telephone, by fax, or by electronic mail at least two weeks prior to the time scheduled for the meeting.

Article V

The annual meeting of the Association shall be held at such time as the Board of Directors shall determine. The Board of Directors shall also arrange for at least one other regular meeting of the Association during the year. Special meetings may be called at any time by a majority of the Board of Directors. The Board of Directors shall give written notice of every annual meeting to members of the Association. Notice shall be given no less than ten days prior to an annual meeting and by United States mail. Notice shall be deemed given when posted in the United States mail.

The officers of the Association shall be elected annually by majority vote of the members present at the annual meeting. The term of office for each board member is one year. Officers may be re-elected to serve additional terms in the same office.

In the event that an officer resigns (or becomes incapacitated) before completing his or her elected term of office, the Board of Directors may either appoint a member to complete the term of office or leave the position vacant until the next regularly scheduled election. In the event that the Board of Directors chooses to leave a position vacant the President shall appoint one or more of the remaining officers to fulfill the duties associated with the vacant position.

An officer may be removed from office for missing the majority of the year's board meetings, demonstrated conflict of interest, breach of confidentiality, or failure to support a stated decision of the Board of Directors. Conflict of interest is defined as receiving financial gain from misuse of the individual's affiliation with the Association or Phi Beta Kappa.

Phi Beta Kappa, Alpha Association of Colorado

BYLAWS

At least two months before the annual meeting, the President shall appoint a nominating committee of three members. The nominating committee shall recommend a slate of officers for the ensuing year and present its nominations in writing to all members of the Association at least fifteen days before the annual meeting. Only members in good standing, as defined in Article VI, who reside in Colorado shall be eligible to serve as officers.

Article VI

Membership dues in the Association shall be paid annually at a rate to be set by the Board of Directors and reported to the Association. Any member delinquent in payment for 90 days from the date dues are to be paid, shall be dropped from the rolls and will forfeit all benefits of membership. A member in good standing is a member who is not more than 90 days delinquent in payment of membership dues from the date dues are to be paid. The foregoing notwithstanding, the Board of Directors may offer multi-year memberships that are paid on an other than annual basis. Further, by majority vote of the Board of Directors, honorary memberships may be awarded to individuals who are members of Phi Beta Kappa.

Article VII

The Association shall only apply the money that has been dedicated to or collected for either the Alpha Association's Scholarship Fund or the Members' Endowment to fund the Association's Graduate Study Scholarships. The funds in either the Alpha Association's Scholarship Fund or the Members' Endowment, including accrued interest, shall not be used to pay the Association's operating expenses.

The Board of Directors shall adopt policies from time to time that set forth the criteria that a member of Phi Beta Kappa must meet in order to receive one of the Association's Graduate Study Scholarships.

Article VIII

These bylaws may be amended by the affirmative vote of two-thirds of the members present at any regular or special meeting of the Association, provided that (i) copies of the proposed amendments are posted on the Association's website at least fifteen days in advance of the meeting, (ii) a summary of the changes that will be made to the bylaws is printed in the Association's newsletter or other means of communication with its members along with a notice directing the reader to visit the Association's website to review the amended bylaws in their entirety, and (iii) that such amendments be forwarded to the Committee on Associations for final approval by the Senate of the Phi Beta Kappa Society. Upon adoption, copies of the amended bylaws shall be made available to all members of the Association and to the Phi Beta Kappa Society.

The officers of the Association will review these bylaws at least every three years, following every Triennial Council meeting, to determine whether amending the bylaws would be

Phi Beta Kappa, Alpha Association of Colorado

BYLAWS

beneficial to the Association. Each set of proposed amended bylaws shall first be submitted to the Board of Directors. Two-thirds of the officers then in office must vote to submit each set of proposed amended bylaws to the members for approval.

Article IX

The property of the Association is irrevocably dedicated to educational purposes, and no part of the net income or assets of the Association shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution of the Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.