

# **Bylaws of the Gamma Beta Phi Society**

## **A. In General**

1. These Bylaws are intended to ensure the efficient operation of the Gamma Beta Phi Society (“the Society”) and execution of the provisions of the Society Constitution. The Bylaws are subordinate to the Society Constitution.
2. Indemnification
  - a. General:
    - i. To the full extent authorized under the laws of the State of Tennessee, the Society shall indemnify any member of the National Executive Committee (“NEC”), officer, employee, or agent, or former NEC member, director, officer, employee, or agent of the Society (each of the foregoing NEC members, officers, employees, agents, and persons is referred to in this section individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such NEC member, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the NEC, or otherwise.
  - b. Expenses:
    - i. Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Society in advance of the final disposition of such action, suit, or proceeding, if authorized by the NEC, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.
  - c. Insurance:
    - i. The Society may purchase and maintain insurance on behalf of any person who is or was a NEC member, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the Society would have the power or obligation to indemnify such person against such liability under this section.

## **B. Membership**

### 1. Initial Qualifications

- a. Chapter Member must:
  - i. Be enrolled as a full or part time student in a program at a 2- or 4-year degree-granting institute of higher education.
  - ii. Complete at least one (1) term at such academic institution and have completed a minimum of twelve (12) credit hours.
  - iii. Have a minimum cumulative grade point average of a 3.00 (B) on a 4.00 (A) scale or its equivalent. Each chapter shall establish its minimum grade point criteria for membership which shall be specified in the local chapters Bylaws or policy statements.
  - iv. Have paid the Society induction fee and Chapter fee, if applicable.
- b. Member-at-Large (MAL) must:
  - i. Be enrolled as a full or part time student in a program at a 2- or 4-year degree-granting institute of higher education.
  - ii. Complete a least one (1) term at such academic institution and have completed a minimum of twelve (12) credit hours.
  - iii. Have a minimum cumulative grade point average of a 3.20 (B) on a 4.00 (A) scale or its equivalent.
  - iv. Have paid the Society induction fee.
  - v. Submit an official transcript to the Society headquarters.
- c. Honorary Member:
  - i. A recognition which can be conferred by the Chapter, Region or Society upon any person or entity who has made significant contributions toward the promotion and improvement of scholarship, service and/or character to the Society.
  - ii. Honorary membership alone does not confer upon the honoree any of the rights and privileges of those who hold dues paying memberships in the Society. However, an Honorary Member may concurrently hold any other class of membership for which the honoree qualifies.

- e. Professional Member:
  - i. Any person who was a former Chapter Member or Member-at-Large that were a student member; or former Chapter Advisors, that either graduated from or otherwise left the academic institution where such local chapter of the Society was located.
  - ii. Any person, organization or corporation who wants to make significant contributions to the promotion and improvement of scholarship, service and/or character to the Society.
  - iii. Professional Member must comply with the Professional Member's Guidelines provided by the Society.

## 2. Continuing Qualifications

- a. Chapter Member:
  - i. Must maintain a minimum grade point average of 3.00 (B) on a 4.00 (A) scale or its equivalent. Each chapter shall establish its minimum grade point criteria for continuing membership which shall be specified in the local chapters Bylaws or policy statements.
  - ii. Must comply with the continuing membership qualifications specified in the local chapters Bylaws or policy statements.
  - iii. Each chapter of the Society may establish additional local continuing membership qualifications, which do not conflict with the national policies of the Society. All chapter continuing qualifications must be approved by the National Executive Committee.
  - iv. Upon default therein by any Chapter Member, the membership thereof in the Society may be suspended or revoked upon the direction of the Executive Committee of the local chapter to the National Executive Director of the Society. Any appeal of a suspension or revocation of Chapter membership shall be directed to the National Executive Director, whose decision shall be final.
  - v. A Chapter Member of the Society in good standing at a chapter of the Society at one academic institution, who transfers to another academic institution where there is a local chapter of the Society, shall automatically qualify for membership therein; but, shall be subject to the continuing scholastic retention standards thereof.
- b. Member-at-Large must:
  - i. Maintain a minimum grade point average of 3.20 (B) on a 4.00 (A) scale or its equivalent.

- ii. Complete 20 hours of community service through August 1st – May 31st of each academic school year.
    - iii. Submit documentation of service hours completed on the organization's letterhead and signed by a representative of the organization by May 31st each year.
    - iv. Refrain from any fund raising activity using the Gamma Beta Phi Society's name, logo, or reputation.
  - c. Professional Member:
    - i. Annual membership is due each academic year as specified in the Professional Member Guidelines.
- 3. Membership Documentation:
  - a. An official roster of the Society shall be maintained by the National Executive Director of the Society at the National Headquarters.
  - b. Any issue or dispute about the membership of any individual in regards to the Society shall be resolved and decided by reference to the official roster.
- 4. Certificate of Membership:
  - a. Each new member of the Society shall be issued a Certificate of Membership, with the name and insignia of the Society thereon, along with the signatures of officers of the Society designated by the National Senate.
  - b. Each new member can review the National Constitution of the Society at the Gamma Beta Phi website.
- 5. Chapter Advisor:
  - a. Each Chapter must have a Chapter Advisor that is a full-time member of the faculty or staff of the academic institution at which that chapter of the Society is located.
  - b. Chapter Advisors shall comply with the Advisor Handbook and the Chapter Advisor Expectations document, which will be published and occasionally amended by the NEC or, upon instruction by the NEC, the National Executive Director or other national leadership of the Society.

## C. Organization and Government

### 1. National Senate:

#### a. National Executive Committee (NEC):

##### i. Composition:

The National Executive Committee shall be composed of the following officers:

- a. President
- b. President Elect
- c. Advisor (2) Member
- d. Professional Member
- e. Five (5) Student Members
- f. Member-at-Large Member

##### ii. Elections of NEC members:

- a. Society members eligible for running for office of the President, President Elect, and Advisor Member must be a Chapter Advisor from a chapter in good standing with the Society.
- b. Society members eligible for running for office of Student Member must be a student Chapter Member who is in good standing with their chapter.
- c. Society members eligible for running for office of Member-at-Large Member must be a MAL student who is in good with the Society.
- d. Persons eligible for running for the office of Professional Member must be graduating from their respective academic institution within the semester of the election, or a graduate student Chapter Member or Member-at-Large who were in good standing with their chapter or the Society.
- e. Each officer of the NEC shall be elected by and from the eligible voting members of the Society.
- f. Eligible voting members of the Society shall consist of the Chapter Advisor (1) and one (1) Executive Officer from each Society Chapter in good standing.
- g. Voting will take place electronically within the convening of the National Convention. Eligible voting members of the Society (present or not-present) will be allowed to vote during the allotted voting period.
- h. The method of electronic voting shall be determined by the NEC in conjunction with the National Executive Director.

##### iii. Terms of Office:

- a. The newly elected NEC shall start its term beginning at the close of the National Convention and continue until the close of the following National Convention (every two years).

- b. The President Elect shall succeed and advance to the office of the President, thereby serving two (2) terms in office.
  - c. All other officers of the NEC may be re-elected for a maximum of two (2) consecutive terms in any office or sequence of offices, except for the office of President Elect.
  - d. After serving on the NEC for two (2) terms, that person shall be ineligible for election as a NEC member for two (2) years.
- iv. Duties and Responsibilities:
    - a. The NEC will conduct themselves in accordance with the National Senate Handbook, which will be published and occasionally amended by the NEC or, upon instruction by the NEC, the National Executive Director or other national leadership of the Society.
  - v. Removal from Office:
    - a. A National Executive Committee Member may be removed from office for failure to perform duties described in the National Senate Handbook, for misconduct, for extreme negligence, for violation of other guidelines set by the National Executive Committee, or for conduct that is unlawful or that may cast a negative image on the Society. Such issues shall be decided by the NEC.
    - b. A simple majority vote of the National Executive Committee is required for removal of an NEC member.
    - c. The National Executive Committee may appoint a qualified member to fill the unexpired term of any NEC member who is removed or who resigns or is unable to serve for any reason.
- b. National Officers (Regions):
    - i. Composition
      - a. The National Officers shall be composed of one (1) to two (2) officers from each region of the Society and shall preside as part of the National Senate.
      - b. Officers will include the following:
        - 1. Regional Undergraduate Senator
        - 2. Regional Graduate Senator
    - ii. Elections of National Officers:
      - a. Society members eligible for running for office of Regional Undergraduate Senator or Regional Graduate Senator must be in good standing with their chapter from the designated Region.
      - b. Each National Officer of a Region shall be elected by and from the eligible voting members of the Society within that region.
      - c. Eligible voting members of the Society are the Chapter Advisor (1) and one

- (1) Executive Officer from a Chapter in good standing from that Region.
  - d. Voting will take place electronically within the convening of the National Convention. Eligible voting members of the Society (present or not-present) will be allowed to vote during the allotted voting period.
  - e. The method of electronic voting shall be determined by the NEC in conjunction with the National Executive Director.
- iii. Terms of Office:
  - a. The newly elected Regional Senator shall start their term beginning at the official announcement of the election results until the close of the following senator election process (approximately one (1) year).
  - b. Regional Senator may be re-elected for a maximum of two (2) consecutive or non-consecutive terms.
  - c. After serving on the National Senate for two (2) terms, that person shall be ineligible for re-election or election on the NEC for two (2) years.
- iv. Duties and Responsibilities:
  - a. Regional Undergraduate/Graduate Senator will conduct themselves in accordance with the Regional Guidelines outlined in the National Senate Handbook, which will be published and occasionally amended by the NEC or, upon instruction by the NEC, the National Executive Director or other national leadership of the Society.
- v. Removal from Office:
  - a. A National Officer may be removed from office for failure to perform duties described in the National Senate Handbook, for misconduct, for extreme negligence, for violation of other guidelines set by the National Executive Committee, or for conduct that is unlawful or that may cast a negative image on the Society. Such issues shall be decided by the NEC.
  - b. A simple majority vote of the National Executive Committee is required for removal of a National Officer.
  - c. The National Executive Committee may appoint a qualified member to fill the unexpired term of a National Officer who is removed or who resigns or is unable to serve for any reason.

## 2. Regions:

- a. The Society shall consist of the following Regions:
  - i. Region I – Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Washington DC, West Virginia
  - ii. Region II – Florida, Georgia, North Carolina, Puerto Rico, South Carolina, Virginia
  - iii. Region III – Alabama, Arkansas, Kentucky, Mississippi, Tennessee

- iv. Region IV – Kansas, Louisiana, Missouri, Oklahoma, Texas
- v. Region V – Illinois, Indiana, Iowa, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin
- vi. Region VI – Arizona, California, Colorado, Hawaii, New Mexico, Oregon
- vii. Region VII – Alaska, Idaho, Montana, Nevada, Utah, Washington, Wyoming

3. Local Chapters:

a. Reports:

- i. Each Chapter shall submit annual reports to the Society's National Headquarters and National Executive Director by May 31st of each year for the prior academic year.
- ii. Each Chapter must submit the following:
  - a. Chapter Report Form
  - b. Treasurer's Report Form
  - c. IRS Authorization Form
  - d. Chapter Award Status Form
  - e. Advisor Expectation Form
  - f. Chapter Bylaws
- iii. All reports will be submitted by electronic means only. No other submission method will be accepted.
- iv. Failure to submit your reports by the prescribed deadline with result in a chapter being placed on Probation.

4. National Executive Director (NED):

- a. The NED is hired by the NEC to carry out the day to day operations of the Society. The NED is an "at-will" employee of the Society. This means that the NED's employment by the Society is for an indefinite period of time and that employment is subject to termination by either the Society or the NED, with or without cause, and at any time.
- b. National Executive Director candidate(s) must go through an interview process conducted by the National Executive Committee (NEC) and appointed search committee. The NEC will then recommend to the National Senate a candidate for ratification by a majority of the members of the National Senate.
- c. The NED is an ex-officio (non-voting) member of the National Senate.
- d. The responsibilities of the NED are:
  - i. Be responsible for the "at will" employment of clerks, typists, computer



operators, bookkeepers, secretaries, and other full and part time employees of the Society.

- ii. Reporting weekly, quarterly and annual financial documentation to IRS and NEC.
- iii. Be actively engaged with chapters across the Society.
- iv. Adhere to and follow the guidelines and procedures outlined in the NED Handbook, which will be published and occasionally amended by the NEC.

#### **D. National Convention**

1. The National Headquarters shall convene a National Convention of the members of the Society.
2. The date and location of the convention shall be decided by the National Executive Committee in consultation with National Executive Director.
3. National Convention shall convene every two (2) years.

#### **E. Regional Conference**

1. The National Headquarters shall convene a Regional Conference of the members of the Society with in the designated Region.
2. The date and location of the Regional Conference shall be decided by the Regional Natioanl Officer(s) in consultation with National Executive Director.
3. Regioanl Conference shall convene in the intervening year of the National Convention.

#### **F. Bylaw Amendments**

1. Amendments to the Bylaws may be proposed by any two (2) members in good standing of the Society.
2. Proposed amendments shall be submitted electronically to National Headquarters in a form prescribed by the National Executive Committee.
3. Proposed amendments shall be submitted to the National Headquarters at least thirty (30) days before the end of the academic school year for review and recommendations for disposition by the National Executive Committee.
4. Ratification of a proposed amendment to the Bylaws will take place electronically at the beginning of the academic year and shall require a three quarter (3/4) vote of the National Senate.

## **G. Conflict of Interest Policy**

1. Scope: The following statement of policy applies to each member of the NEC and to all staff.
2. Purpose: To establish the guidelines and authority to assist the NEC in identifying, disclosing, and resolving potential conflicts of interest.
  - a. The purpose of the conflict of interest policy is to protect the interest of the Society, a tax-exempt organization, 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 and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
3. Definitions
  - a. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
  - b. Financial Interest: A person has a financial interest 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.
    - iv. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
    - v. A financial interest is not necessarily a conflict of interest. Under Section 3 (b) of this Conflict of Interest section, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### 4. 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 governing board delegated powers considering the proposed transaction or arrangement.
- 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, he/she shall leave the governing board or committee meeting while the determination of a 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 the Conflict of Interest.**
  - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - iii. After exercising due diligence, the governing 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.
  - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested NEC members 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 decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy.**
  - i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## 5. Records of Proceedings

- a. The minutes of the governing board and all committees with board delegated powers shall contain:
  - i. The 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, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and 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.

## 6. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## 7. Annual Statements

- a. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
  - i. Has received a copy of the conflicts of interest policy,
  - ii. Has read and understands the policy,
  - iii. Has agreed to comply with the policy, and

- iv. Understands the Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### 8. Periodic Reviews

- a. 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:
  - i. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
  - ii. 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 inurement, impermissible private benefit or in an excess benefit transaction.

#### 9. Use of Outside Experts

- a. When conducting the periodic reviews as provided for in Section 7 of this Conflict of Interest section, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### **H. Anti-Nepotism Policy**

- 1. No person shall serve as a member of the GBP National Senate, the GBP National Executive Committee, the GBP National Executive Director, or a GBP employee (full or part time) if that person has a "familial relationship" with any other current member of the GBP National Senate, the GBP National Executive Committee, the GBP National Executive Director, or a GBP employee (full or part time).
- 2. The term "familial relationship" within the meaning of this policy means the relationship of husband, wife, father, mother, brother, sister, son, daughter, uncle, aunt, nephew, niece, grandfather, grandmother, grandson or granddaughter, or any of those relationships arising as a result of marriage (for example, brother-in-law).
- 3. The term "familial relationship" also includes a romantic relationship between two individuals.

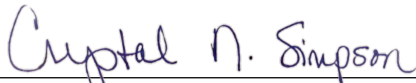
We, the undersigned, as officers of National Executive Committee of The Gamma Beta Phi Society, a non-profit corporation, consent to, and hereby do, adopt the foregoing Bylaws, consisting of these 13 preceding pages, as the Bylaws of the Society.

**ADOPTED AND APPROVED** by the GBP National Executive Committee on 2 day of this February, 2021.



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Dr. Denis Goulet (NEC President)



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Nikki Simpson (NEC President-Elect)