

**Bylaws for Virginia/West Virginia Region Alumni Association  
of Phi Theta Kappa**



## **BYLAWS OF THE VIRGINIA/WEST VIRGINIA REGION ALUMNI ASSOCIATION**

### **Preamble**

We, the members of the Virginia/West Virginia Region Alumni Association hereby associate ourselves to continue to uphold the purposes of Phi Theta Kappa Honor Society; provide a continuing fellowship of Phi Theta Kappa members; help our fellow members and their advisors; and recognize and encourage scholarship and leadership among Phi Theta Kappans. Inasmuch the Association is an extension of Phi Theta Kappa and its chapters, colleges, regions, and senior institution partners, the Association is subject to all applicable rules and policies as introduced by Headquarters and its representatives. The Association's program of work is at the discretion of chapter and college administrators, regional coordinators, advisors, and Phi Theta Kappa Headquarters for the benefit of current and future Phi Theta Kappa members.

### **Article 1**

#### ***Name and purpose of the Organization***

The name of this organization shall be the Virginia/West Virginia Region Alumni Association of the Phi Theta Kappa Honor Society of the Two-Year College (hereafter: the Association)<sup>1</sup>. The purpose of the Association is to support and promote the people, programs, and priorities of Phi Theta Kappa Honor Society (hereafter: the Society), especially the Virginia/West Virginia Region of Phi Theta Kappa.

### **Article II**

#### ***Membership***

An alumnus member shall be a former active member of the Society who left a chapter in good standing. All members of the Association shall adhere to Phi Theta Kappa's Code of Ethics (Appendix I). Discrimination based on gender, family or marital status, race, color, national origin, military or veteran status, economic status, ethnic background, sexual orientation, gender identity, transgender status, genetic information or history, age, disability, political affiliation, and cultural and religious backgrounds is prohibited.

#### **Section 1. Active Members.**

- A. An active member of the Association shall be an alumnus of Phi Theta Kappa; have been an active member in good standing of Phi Theta Kappa at a two-year college; and maintain a current fee status to the Alumni Association.

#### **Section 2. Honorary Members.**

- A. An honorary member shall be a person who has rendered distinguished service to the Alumni Association, was previously inducted as an honorary member into a Phi Theta Kappa chapter, and whose nomination was approved by simple majority by the Executive Committee.
- B. Honorary members shall not have the right to vote, hold office, or represent the Society. Nor shall honorary members be asked to pay membership fees to the Alumni Association.

### **Article III**

#### ***Officers and Duties***

The elected officers of this organization shall be: President, President-Elect, Past-President, Treasurer, Secretary, Member-at-Large 1, and Member-at-Large 2. All officers shall serve the memberships, chapters and regions of Phi Theta Kappa – to include responsibilities defined in the Bylaws and duties that arise with the needs of those the Association pledges to support.

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<sup>1</sup> Formally known as *Virginia Regional Alumni Association of Phi Theta Kappa*. Name change approved June 29, 2015 by Phi Theta Kappa Headquarters.

- Section 1.** **President** | The duties of the President shall be to preside over all Alumni Association meetings, to serve as chairman of the Executive Committee, to appoint all committees, to enforce the Bylaws, to call special meetings, to act as spokesperson for the Alumni Association, and to ensure that proper procedures are followed according to Phi Theta Kappa policies and procedures. The President will report Association activities and goals to appropriate advisor(s), regional coordinator(s), and Headquarters staff.
- Section 2.** **President-Elect** | The duties of the President-Elect shall be to serve as Acting President in the absence of the President, to serve on the Executive Committee, to chair the Elections Committee, and to serve as an ex-officio member of all committees.
- Section 3.** **Past-President** | The duties of the Past-President shall be to act as an advisor and aid to the President and serve on the Executive Committee.
- Section 4.** **Treasurer** | The duties of the Treasurer shall be to serve on the Executive Committee, to collect fees, to maintain accurate accounting records, to deposit promptly into the Association's account all monies received, to process applicable payments, and to render financial reports upon request. Financial reports should be submitted at least once a year to all appropriate advisors/coordinators and Headquarters. The Treasurer will share check signing abilities with the Association President and all Association Advisor(s).
- Section 5.** **Secretary** | The duties of the Secretary shall be to serve on the Executive Committee, to keep the minutes of the Executive Committee and General Assembly meetings, to maintain a membership roster, to provide members and Advisor(s) with one week's notification of all meetings, to take roll call, to act as corresponding agent at all levels – including with represented regions, chapters, colleges, or universities.
- Section 6.** **Members-at-large 1 & 2** | The duties of the Members-at-Large shall be to serve on the Executive Committee and to chair or serve on another committee as necessary.

#### **Article IV**

##### ***Executive Committee***

- Section 1.** The Executive Committee shall consist of all elected officers. The Chapter Advisor(s) and Regional Coordinator(s) (when applicable) shall serve as ex-officio, non-voting member(s). The duties of the Executive Committee shall be to handle all questions not specifically dealt with in this document; to make recommendations to the membership; and to submit an Alumni Annual Report to Phi Theta Kappa Headquarters by the stated deadline, with copies to the appropriate Advisor or Regional Coordinator.
- Section 2.** The Executive Committee shall meet at the call of the chair.
- Section 3** The Executive Committee shall act in a fiduciary capacity as it relates to Association business. All decisions must be approved by a simple majority of the Executive Committee. All Executive Committee approved changes to the Association Bylaws, dues, or the removal of officers are advisory only and must be referred to the General Assembly for a vote to go into effect.
- Section 4.** Four (4 of 7) members of the Executive Committee shall constitute a quorum.

#### **Article V**

##### ***Election of Officers***

- Section 1.** An Election Committee appointed by the President and chaired by the President-Elect will present a slate of officers for consideration and open the floor for other nominations at the annual meeting. Members are eligible for the office of President-Elect after maintaining good standing in the Association for one (1) year. All other officer positions are open to any active

- member in good standing
- Section 2.** Elections will be conducted at the Association's annual meeting during the Virginia/West Virginia Regional Conference. Balloting times and locations shall be designated by the Election Committee preceding the elections.
- Section 3.** Voting shall be by secret ballot open to all members in good standing. Votes may be made in person, by proxy, or electronically. A simple majority of all members voting shall constitute a choice as counted by the Association Advisor or appointee. The Association President will only vote in the case of a tie; the Association Advisor(s) will not vote.
- Section 4** The term(s) of officer shall be for a period of two (2) years (excluding the office of President) beginning with the installation. The positions of Treasurer and one Member-at-Large shall be elected in odd-numbered years, and the positions of Secretary and the other Member-at-Large shall be elected in even-numbered years. The office of President shall be for a three (3) year term, the first of which shall be as President-Elect, the second as President, and the third as Past-President. The position of President-Elect shall be elected every year.
- Section 5.** In the event a vacancy occurs in an elective office, a special election will be held to fill the vacancy. If a vacancy occurs within six (6) months prior to the election date, the Executive Committee may appoint an interim officer.
- Section 6** In the event that there is no nominee for an elected office, the Executive Committee may appoint an interim officer to fill the position.
- Section 7.** Installation of new officers shall occur at the Virginia/West Virginia Regional Conference.
- Section 8** The President shall not be eligible for office of President/President-Elect for three (3) years after the completion of his or her term of office.

#### **Article VI** ***Removal from Office***

- Section 1.** Any elected officer who fails to maintain active membership, who fails to perform his or her duties, or who fails to uphold the purpose of the Society and his or her office is subject to removal.
- Section 2.** The procedure for submitting charges against an officer shall be as follows:
- A. A written statement to be presented to the Executive Committee and/or Association Advisor(s). This statement shall include whichever information is deemed pertinent to the conflict.
  - B. The Executive Committee and Advisor(s) shall review these statements and provide the opportunity for each party to discuss the conflict with them.
  - C. The Executive Committee and Advisor(s) shall present a recommendation to the parties presenting charges and to the officer in question.
  - D. If the recommendation is not acceptable to any of the involved parties, referral shall be made by the Executive Committee and Advisor(s) to the General Assembly for final appeal.
- Section 3.** A three-fourths (3/4) vote of the General Assembly shall be necessary to remove any officer; this vote shall be made by secret ballot and counted by the Association Advisor(s).
- Section 5.** In the event a vacancy occurs in an elective office, a special election will be held to fill the vacancy. If a vacancy occurs within 6 months prior to the election date, the Executive Committee may appoint an interim officer.

#### **Article VII** ***Advisor***

- Section 1.** The Association shall have an Advisor(s) appointed by the Regional Coordinator(s) after consultation with the Alumni Association membership. The Advisor shall be a Chapter Advisor or

an alumnus designated by the Regional Coordinator.

**Section 2.** The Advisor(s) shall perform all duties and responsibilities as defined by Phi Theta Kappa Headquarters.

#### **Article VIII**

##### ***Meetings and Fees***

**Section 1.** Meetings shall be held as necessary and set at the discretion of the Executive Committee or at the request of ten (10) or more voting members. An annual meeting is mandatory for the election of officers and the conducting of business. This annual meeting shall be held during the Virginia/West Virginia Regional Conference. Additional meetings may be called by the Executive Committee; members will have one week's notice of all meetings.

**Section 3.** Meetings of committees and sub-committees shall be ad-hoc. These groups shall select their chairs by consensus of the members. Committee meetings shall be called by the chair of the committee. Procedures at such meetings are left to the discretion of the committee chair. Reports of each meeting shall be given to the members at the following association meeting.

**Section 2.** Alumni Association fees shall be set by the membership by a three-fourths (3/4) vote of the General Assembly. All active members must pay annual or lifetime fees as established by the Association to be on the Alumni Association roster. Honorary members will not pay fees.

**Section 3.** The Treasurer shall collect all Alumni Association fees, when applicable. Alumni failing to maintain current fees-paying status forfeit the right to vote and hold office.

**Section 4.** All accounts held in the name of the Alumni Association shall be audited annually and an audit report presented to the General Assembly.

#### **Article IX**

##### ***Finances***

**Section 1.** All requests for money to be paid from the Association funds must be presented in writing for the approval of the Executive Committee. Approval may be obtained by mail or email from at least two-thirds (2/3) of the Executive Committee.

A. Reimbursement requests should be submitted to the Treasurer with accompanying receipts.

**Section 2.** All accounts held in the name of the Association shall be verified annually through a written report presented to the membership by the Treasurer. The Treasurer will arrange to have a monthly statement from the bank holding the Association account(s) to be shared with the Executive Committee and Advisor(s).

#### **Article X**

##### ***Quorum***

A quorum of the General Assembly shall consist of those active members present at any announced meeting. Association members will have the opportunities to vote and respond in person, by ballot, electronically, or by proxy.

#### **ARTICLE XI**

##### ***Robert's Rules of Order***

All meetings shall be conducted using Robert's Rules of Order as a guide publication. Any situation not covered in this document, or under consideration by the Executive Board, shall be governed by Robert's Rules of Order.

#### **ARTICLE XII**

##### ***Amendments***

**Section 1.** Amendments of the Bylaws shall be submitted to the President in writing for submission to the

members for a vote at the next General Assembly meeting or by electronic means.

**Section 2.** Notice shall be given to all active members prior to any vote to amend these Bylaws of at least three (3) weeks.

**Section 3.** These Bylaws may be amended by a two-thirds vote of the active membership given a period of up to two (2) weeks to vote electronically prior to the General Assembly meeting.

**Section 4.** Amendments shall become effective upon ratification by the membership and the approval by Phi Theta Kappa Headquarters.

#### **ARTICLE XIII**

##### ***Ratification***

**Section 1.** These Bylaws shall become effective upon:

A. Approval by Phi Theta Kappa Headquarters after conferring with appropriate Administrator(s), Chapter Advisor(s) or Regional Coordinator(s).

B. Affirmative vote by a majority of the Association quorum.

**Section 2.** Upon ratification, these Bylaws shall become the governing document of this Alumni Association, superseded only by the Phi Theta Kappa International Constitution, Phi Theta Kappa Honor Society Bylaws, and the policies and procedures of Phi Theta Kappa.

#### **ARTICLE IVX**

##### ***Dissolution***

**Section 1** The Association may be dissolved one (1) year after a vote of the general membership to dissolve the Association. However, any ten (10) persons eligible for membership under these Bylaws may, by unanimous vote, rescind any action to dissolve the Association within one (1) year of such action and call for a reorganization meeting.

**Section 2** Upon a successful vote to dissolve the Association, all funds held in its treasury and in all its accounts shall be frozen except for payment to creditors as of that date and shall be turned over in full to Phi Theta Kappa Headquarters within thirty (30) days of the final dissolution of the Association.

**Section 3** Associations failing to comply with Phi Theta Kappa policies and procedures will be dissolved/retired. A six-months warning will be submitted to Advisor(s) and officers to allow compliance.

**Headquarters Approval Date: 08/23/19**

**Ratification Date by General Assembly: 11/10/19**

## Appendix I

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### **Phi Theta Kappa Society-Wide Code of Ethics<sup>1</sup>**

Phi Theta Kappa is committed to the highest ethical standards, efficient stewardship of resources, and compliance with all applicable federal, state, and local laws and regulations. Phi Theta Kappa has developed this Code of Ethics to promote these important objectives. Phi Theta Kappa's Code of Ethics shall apply in all Organizational operations and to all employees and constituents of Phi Theta Kappa, regardless of rank or position.

These values serve as the permanent foundation upon which Phi Theta Kappa operates.

When engaged in activities or conduct associated with Phi Theta Kappa programs or business operations, all Phi Theta Kappa employees and constituents must endeavor to:

- Promote the best interests of Phi Theta Kappa.
- Preserve the public's trust, respect, and confidence in Phi Theta Kappa.
- Exhibit personal integrity, honesty, and responsibility in all actions.
- Provide an environment of mutual respect, impartiality, and collaboration, free from harassment and discrimination of any kind.
- Maintain confidentiality in all matters deemed confidential.
- Assure independence of judgment free from conflicting interests.
- Ensure that relationships that constitute or could be perceived as conflicts of interest are fully and properly disclosed and that Phi Theta Kappa policies and procedures are followed.
- Comply with the policies and procedures of Phi Theta Kappa and applicable federal, state, and local laws and regulations.
- Demonstrate appropriate and efficient stewardship of Phi Theta Kappa property and resources.

Where appropriate, Phi Theta Kappa will review and address any reported violation of this Code of Ethics determined to have occurred.

The Executive Director and CEO shall establish procedures necessary to implement this policy.

*Adopted November 9, 2015*

<sup>1</sup>This document is provided as reference only and may be superseded by the most current version as adopted by Phi Theta Kappa Headquarters.