

# **PUGET SOUND ASSOCIATION OF PHI BETA KAPPA**

## **REVISED BYLAWS**

### ARTICLE I

#### NAME

The name of this association shall be the PUGET SOUND ASSOCIATION OF PHI BETA KAPPA, referred to herein as “the Association”.

### ARTICLE II

#### PURPOSES

The purposes of the Association, as a non-profit organization, shall include the promotion of academic scholarship, culture, and public education. The Association shall encourage scholastic achievement of students by the presentation of awards and monetary scholarships. The Association shall publicize matters of educational and cultural worth. Where convenient, the Association shall coordinate its activities with programs of the national and local associations and local chapters of Phi Beta Kappa and other academic honorary institutions. This shall include, without limitation, endeavoring to send a delegate who shall be a member of the Board to the Triennial meeting of the Phi Beta Kappa Society.

### ARTICLE III

#### MEMBERS

1. The corporation shall have two (2) classes of membership. Regular members shall consist of all persons who (1) were elected to membership in Phi Beta Kappa at any college or university, (2) reside in the Puget Sound Region as defined in Section 2 of this Article IV, and (3) pay association dues. Associate members shall consist of all persons who (1) were elected to membership in Phi Beta Kappa at any college or university, (2) reside outside the Puget Sound region, and (3) pay association dues. Only regular and ex-officio members shall be eligible to serve as trustees, and only regular members shall be eligible to serve as officers of the corporation.

2. The term “Puget Sound Region” shall be deemed to include Clallam, Grays Harbor, Island, Jefferson, King, Kitsap, Mason, Pierce, San Juan, Skagit, Snohomish, Thurston and Whatcom counties in the State of Washington.

3. Regular and ex-officio members shall be entitled to vote on the following association matters: Merger, consolidation, dissolution, and amendment of bylaws. Associate members shall not be entitled to vote.

4. Special meetings of the members may be called by the president or the Board of Trustees. Special meetings shall be held at the principal office of the corporation or at such other location designated in the notice of special meeting. Written notice of special meetings of the members shall state the purpose or purposes for which the meeting is called and shall be provided to members entitled to vote at such meeting not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president or the secretary to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail, postage prepaid, to the member at the address appearing on the corporate records. At any meeting of members of the corporation, the presence in person or by proxy of members holding ten percent of the votes entitled to be cast shall be necessary to constitute a quorum for all purposes, except as otherwise provided by applicable law. In the

absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of a majority of the members present in person or by proxy without notice other than by announcement at the meeting and without further notice to any absent member. A member may vote by proxy by an attorney-in-fact pursuant to a written instrument complying with the Washington Nonprofit Corporation Act.

5. Regular and associate members shall be required to pay annual dues in such amounts as the Board of Trustees may determine from time to time. Dues shall be due and payable on July 1st of each year. A member shall be considered in arrears if dues remain unpaid for a period of twelve (12) months. Nonpayment of dues may cause suspension of a member's status as such, in the discretion of the Board of Trustees. A suspended member may be reinstated upon payment of the dues for the then current fiscal year.

6. To recognize extraordinary merit in the service rendered by individuals to the Association, they may be elected as Honorary Life Members by resolution of the Board of Trustees.

#### ARTICLE IV BOARD OF TRUSTEES

1. Composition. The management of the affairs of the Association is vested in a Board of Trustees, pursuant to RCW 24.03.095. Presidents of the Phi Beta Kappa Alpha Chapter of the University of Washington and of the Delta Chapter of the University of Puget Sound and their respective Executive Secretaries shall be ex-officio trustees, provided the Executive Secretaries are members of Phi Beta Kappa.

2. Election. Successor members of the Board of Trustees shall be elected by the affirmative vote of a majority of the trustees at the meeting of trustees scheduled for May of each year. Nominations for trustee positions shall be proposed by a nominating committee. Proposed nominations shall be submitted to the Board of Trustees at the April meeting of trustees. Trustees shall be eligible to serve successive terms. The term of office of the newly elected successor trustees shall commence July 1 and the successor trustee shall hold office until his or her successor is elected.

3. Qualifications. All members of the Board of Trustees must be members of the Association and in good standing during their term of office as trustees.

4. Tenure.

A. Trustees. The Board of Trustees shall consist of not less than nine, nor more than eighteen trustees, not counting those ex-officio trustees who are not under the authority of the Association, the specific number to be set by resolution of the Board of Trustees. Provided, that no decrease in the number shall have the effect of shortening the term of any incumbent trustee. The term of office of the trustees shall be three years. The terms of the trustees shall be staggered so that one-third of the trustees shall be selected in each year.

B. Provisions with respect to trustees. A trustee may be removed from the office of trustee by a vote of a majority of the Board for unexcused failure to attend three consecutive monthly meetings.

5. Vacancies. Any vacancy occurring on the Board of Trustees by reason of the death, resignation, or removal of a trustee shall be filled by the President, subject to the approval of the Board of Trustees. Such appointee shall serve during the unexpired term of the trustee whose position has become vacant.

6. Regular Meetings. There shall be regular monthly meetings of the Board at a date and place specified by the Board.

7. Special meetings. Special meetings of the Board may be called by or at the request of the President. Notice of any special meeting of the Board shall be given at least five days previous thereto by written notice delivered personally or sent by mail or email to each member of the Board.

8. Quorum. One-third of the regular members of the Board of Trustees shall constitute a quorum. The act of the majority of the trustees present at a meeting at which there is a quorum shall be the act of the Board unless the vote of a greater number is required by these By-Laws, the Articles of Incorporation, or applicable Washington law.

9. Powers. The Board of Trustees shall have general supervision of the affairs of the Association, shall set the amount of the annual dues, shall adopt the Association's annual budget, and shall perform other duties as described by these Bylaws.

#### ARTICLE V OFFICERS

1. Officers. The officers of the Association shall be a President, Vice-President, Secretary and Treasurer. The Board may elect or appoint two additional officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board.

2. Election. At the meeting at which trustees are elected, the members of the Board shall elect officers to one-year terms of office from among those trustees who were elected. If the election of officers shall not be held at the regular meeting, such election shall be held at the next regular or special meeting as soon thereafter as conveniently may be.

3. Term of Office. The officers of the Association provided for above shall each serve a term of one year which term shall start at the beginning of the Fiscal Year and continue until successors qualify. Such officers may be elected by the Board of Trustees to succeed themselves.

4. President. The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He or she shall preside at all meetings of the members and of the Board of Trustees. He or she may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Trustees, any contracts, agreements or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by statute to some other officer or agent of the Association. The President may be assigned other duties from time to time by the Board of Trustees.

5. Vice President. The Vice-President shall perform the duties of President in the absence or disability of the President, and such other duties as the Board of Trustees may assign.

6. Secretary. The Secretary shall keep the minutes of the meetings of the Association, maintain correspondence relating to the Association's business, and give notice of meetings of the Association where required by these Bylaws or the Articles of Incorporation of the Association.

7. Treasurer. The Treasurer shall keep records of all funds belonging to the Association, pay all obligations incurred by the Association from Association funds when authorized by the Board of Trustees, maintain such bank accounts, deposits, and decisions on investments as designated by the Board of Trustees, and render periodic financial reports as requested by the Board of Trustees.

#### ARTICLE VI COMMITTEES

1. Standing Committees. The Board of Trustees may establish standing committees to consider matters of the Association that require continuity of attention. There shall be at least the following:

(i) Executive Committee. Its composition shall be the President, Immediate Past President, Vice-President, Secretary and Treasurer. Its purpose is to assist the Board in the management of the Association. It meets at the pleasure of the President or at the request of two members of the Board.

(ii) Nominating Committee. There shall be three members nominated and elected by the Board. One member of the committee may be from the general membership. The terms of the members will be staggered over a three-year period. The function of the committee will be to nominate the necessary number of trustees in a timely manner.

(iii) Undergraduate Scholarship Committee. There shall be at least three members (at least one each from the University of Washington and the University of Puget Sound) appointed by the President. The committee shall be responsible for the administration of the annual Association scholarships awarded to undergraduate students of the University of Washington and the University of Puget Sound. The committee shall propose to the Board, for decision, procedures involving criteria, publicity, selection and notification, paying particular attention to establishing an appropriate and timely schedule.

(iv) Ernest R. Stiefel Graduate Scholarship Committee. There shall be at least three members (at least one each from the University of Washington and the University of Puget Sound) appointed by the President. The committee shall be responsible for the administration of the Ernest R. Stiefel Graduate Scholarship awarded to graduate students who are members of Phi Beta Kappa and who are attending the University of Washington, the University of Puget Sound, Washington State University, or Whitman College. The committee shall propose, for decision by the Board, procedures involving criteria, publicity, selection and notification, paying particular attention to establishing an appropriate and timely schedule.

(v) Pathfinder Committee. There shall be three members of the Board, appointed by the President. Its purpose shall be to request nominations from the membership at large for the Pathfinder Award and to recommend to the Board for its selection one or more individuals and/or institutions and/or corporations to receive this honor. The Pathfinder Award reflects the imagery on the Phi Beta Kappa key, a hand pointing to the stars, and honors those who encourage others to seek new worlds to discover, pathways to explore, and untouched destinations to reach

(vi) High School Outreach Committee. There shall be at least three members of the Board, appointed by the President, to provide appropriate recognition to selected high school graduating seniors in the Puget Sound Association region. The committee will make its recommendation regarding the type of recognition to the Board.

(vii) Activities Committee. There shall be four members appointed by the President. The committee shall be responsible for Association events.

(viii) Membership Committee. There shall be at least two members of the Board plus one or more regular members, all appointed by the President. The committee shall work to increase and retain the membership of the Association.

(ix) Finance Committee. It is composed of the Treasurer, as chair, the Assistant Treasurer (if such has been elected) and other members of the Board as determined by the President. The committee shall review the finances of the Association, make recommendations to the Board as to investment of funds or other financial matters, and draft the annual budget for approval by the Board. In addition, it shall perform such related functions as may be requested by the Board.

## 2. Ad Hoc Committees

The President with the approval of the Board may appoint ad hoc committees to resolve matters of interest to the Association.

ARTICLE VII  
FISCAL YEAR

The fiscal year of the Association shall be from 1 July to 30 June of the following year.

ARTICLE VIII  
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE IX  
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the membership in attendance at any special meeting or by a two-thirds vote of the Board at any regular or special meeting. Mailed ballots may be used for voting purposes.

The foregoing Revised By-Laws were adopted by the affirmative vote of two-thirds of the Board of Trustees on \_February 6, 2009\_

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Secretary