

PHI BETA KAPPA ASSOCIATION OF WEST TEXAS - EASTERN NEW MEXICO

Bylaws

Article I. Name

This society is a constituent member of the Phi Beta Kappa Society, an unincorporated association (hereinafter, "Phi Beta Kappa Society") or its successor-in-interest, and shall be known as the Phi Beta Kappa Association of West Texas - Eastern New Mexico (herein after referred to as the Association). The Association has been granted a Charter by the Phi Beta Kappa Society and is therefore a Chartered Association of Phi Beta Kappa.

Article II. Purpose

This Association is under the general supervision and control of the Phi Beta Kappa Society. The purpose of the Association is to further the ideals of Phi Beta Kappa by encouraging friendship, scholarship and cultural interests in West Texas and Eastern New Mexico.

Article III. Membership

Every member of Phi Beta Kappa residing in West Texas and Eastern New Mexico is eligible for membership in the Association. No one who is not a member of Phi Beta Kappa shall be eligible for membership.

Article IV. The Board of Directors and Officers

The officers of this Association shall be: a President, a Vice-President, a Secretary and a Treasurer.

The President (or, in his/her absence, the Vice-President) shall preside at all meetings. The President shall exercise the usual functions of a presiding officer, shall appoint all committees that may be deemed desirable, and shall perform such duties usually pertaining to that office.

The Vice-President shall perform the duties of the President during his/her absence. In addition, the duties of the Vice-President shall include responsibility for programs.

The Secretary shall keep an accurate record of all proceedings of the Association; shall have charge of the records and papers, and conduct the correspondence of the Association; shall give to all members due notice of all meetings; shall periodically notify all Phi Beta Kappa members residing in West Texas and Eastern New Mexico of their eligibility for membership in the Association; 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 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.

The affairs of the Association shall be managed by a Board of Directors, subject to these bylaws and to any specific directive of the Association. The Board shall consist of not fewer than nine persons including the President, Vice-President, Secretary, Treasurer and immediate past president. Meetings of the Board of Directors shall be upon the call of the President or upon

signed request of five members of the Board. The Board shall have at least one meeting each year. A quorum for the Board meeting is greater than 50% of the Board membership. It is preferable that meetings be conducted in person. However, in view of the fact that board members may be separated by long distances, it may be necessary to conduct the business of the Board by electronic means. This may necessitate an exchange of electronic messages over several days. Minutes of Board meetings should be kept for reference purposes.

If an officer or member of the Board moves out of the region, resigns his/her position, or is otherwise unable to carry out his/her duties, the President will, as soon as possible, nominate another member of the Association to fill that person's unexpired term. The remaining Board members will vote on the nomination and, if passed by the board, the nominee will be so appointed.

Article V. Meetings

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 officers and additional at large members of the Board of Directors of the Association shall be elected biennially by majority vote of the members present at the annual meeting.

At least two months before the meeting at which officers and at-large board members are to be elected, the President shall appoint a Nominating Committee of three members. The Nominating committee shall nominate officers and at large members of the Board of Directors for the ensuing biennium and present its nominations in writing to all members of the Association at least fifteen days before the annual meeting.

Article VI. Fees

Membership dues in the Association shall be paid annually at a rate set by the officers and directors and reported to the Association.

Special assessments may be levied by a two-thirds vote of the members present at any regular or special meeting of the Association, provided that written notice of the proposed assessment is sent to all members of the Association with the notice of the meeting.

This Association shall contribute such equitable share to the financial support of the Phi Beta Kappa Society and shall be entitled to receive such publications and services as the Senate may from time to time determine.

The Association is organized and is to be operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code §501(c)(3) (references herein to the Internal Revenue Code, hereinafter "IRC," include the corresponding section(s) of any future United States tax code).

No part of the net earnings of this Association shall inure to the benefit of, or be distributable to its directors, officers, members, trustees, officers, or any other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposed set forth herein.

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office. Notwithstanding any other provision herein, the Association shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under IRC §501(c)(3), or (b) by an organization, contributions to which are deductible under IRC §§170(c)(2), 2055(a)(2) or 2522(a)(2).

Upon the dissolution of this Association, after paying or making provision for the payment of all of the lawful debts and liabilities of the Association, the assets shall be distributed to one or more of the following categories of recipients, as the Association shall determine:

1. A nonprofit organization or organizations which may have been created to succeed the Association, as long as such organization or each such organization shall qualify as an organization described in IRC §501(c)(3); and/or
2. The Phi Beta Kappa Society, provided that it shall qualify at the time of distribution as an organization described in IRC §501(c)(3); and /or
3. A nonprofit organization or organizations having similar aims and objectives as the Association and which may be selected as an appropriate recipient of such assets, as long as such organization or each such organization shall qualify as an organization described in IRC §501(c)(3); and/or
4. The Federal government, or to a State or local government, but only if such assets will be used for a public purpose.

Article VII. Amendments

The 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 copies of the proposed amendment are sent to all members of the Association at least fifteen days in advance of the meeting, and that such amendments be forwarded to the Committee on Associations for final approval of the Senate of the Phi Beta Kappa Society.

Upon adoption, copies of the amended bylaws shall be distributed to all members of the Association and to the Phi Beta Kappa Society.