

Bylaws of Alpha Delta Pi Sorority

ARTICLE I – NAME AND OBJECTS

This Sorority is incorporated under the nonprofit corporation laws of the State of Georgia as "Alpha Delta Pi Sorority" with its objects as "the mental, moral and religious improvement and social enjoyment of the members thereof, and the general welfare of those institutions of learning at which chapters of the Sorority may heretofore have been, or may hereafter be, organized or established."

ARTICLE II – GOVERNING ENACTMENTS

This Sorority exists as a corporation pursuant to the provisions of the Georgia Nonprofit Corporation Code and Articles of Incorporation granted there under by authority of the State of Georgia and, subject to such Code and said Articles, it is governed by these Bylaws, and the Rules, Regulations or other enactments of the Grand Convention or the Grand Council duly adopted in accordance with authority of these Bylaws. In the event of any conflicting rules, regulations or enactments, these Bylaws shall prevail. These Bylaws shall constitute the corporate bylaws required by said Code.

ARTICLE III – MEMBERSHIP QUALIFICATIONS

Section 1 - Qualifications of Membership for Collegiate Initiate. Any regularly matriculated woman at any educational institution at which a Collegiate Chapter or colony of this Sorority is located is eligible for membership in this Sorority provided that she shall not be initiated until she has met all Delta membership standards of that Collegiate Chapter or colony. Alpha Delta Pi is a private membership organization for women, which affirms the worth of every individual. Alpha Delta Pi actively encourages a membership, which represents a diverse population and does not discriminate in membership selection procedures. No woman who currently is, or ever has been, an initiated member of another National Panhellenic Conference college sorority or fraternity shall be eligible for membership in Alpha Delta Pi.

Section 2 - Qualifications of Membership for Alumna Initiate. Any woman who has met the Alumna initiate standards of this Sorority is eligible for membership in this Sorority. Alpha Delta Pi is a private membership organization for women, which affirms the worth of every individual. Alpha Delta Pi actively encourages a membership, which represents a diverse population and does not discriminate in membership selection procedures. No woman who currently is, or ever has been, an initiated member of another National Panhellenic Conference college sorority or fraternity shall be eligible for membership in Alpha Delta Pi.

Section 3 - Alpha Members. A member who has accepted an invitation to join the Sorority shall enjoy conditional or provisional membership and shall be known as an Alpha member until she is initiated. If an Alpha member withdraws or ceases to be a student at the College or University, fails to become eligible for initiation within such time and pursuant to such standards and regulations

as are required, voluntarily surrenders or otherwise loses Alpha membership status, or the charter of the Collegiate Chapter at the College or University in which the Alpha member is a student is withdrawn, her Alpha membership thereupon shall terminate automatically. If a membership is terminated without prejudice, an invitation to membership may be re-extended to the individual at the sole discretion of the Sorority. No female may be extended an invitation to membership in the Sorority who does not meet the requirements of these Bylaws, the local Panhellenic regulations and any other regulations prescribed by the Grand Council, the Chapter Operations Book, and/or the Chapter's Bylaws.

Section 4 - Initiation. No female may be initiated until she has been released for initiation by the Executive Office.

Section 5 - Delta Members. A member who has been initiated and who is, or is required to be, a member of the Collegiate Chapter with respect to such College or University shall be known as a Delta member.

Section 6 - Alumnae Members. An initiated member who has graduated or who is no longer required to be a member of a Collegiate Chapter shall be known as an Alumna member. Under the following circumstances, a member shall not automatically have her status changed to an Alumna member, but may have her status changed to that of Alumna member at the sole discretion of the Grand Council: (1) if the individual member has been placed on probation; (2) if the collegiate chapter has been placed on probation; (3) if the charter of the collegiate chapter is withdrawn, suspended, or relinquished; or (4) if the collegiate chapter is to be reorganized.

ARTICLE IV – DISCIPLINARY PROCEDURES

All disciplinary procedures shall be conducted in accordance with these Bylaws and the Chapter Operations Book. Any decision of the Grand Council regarding disciplinary procedures shall be final and binding and not subject to appeal.

Section 1 - Just Cause. Alpha, Delta, and Alumnae members may be subjected to disciplinary measures when there is a finding that "Just Cause" exists. Just Cause, which may be further defined in the Chapter Operations Book, includes but is not limited to (1) engaging in conduct which is unlawful or immoral, or which is in violation of the rules or standards of conduct established for members of the Sorority, for members of a Collegiate Chapter, or for students of the College or University in which a member is enrolled; (2) consistently failing or refusing to fulfill the duties of membership in or service to the Sorority without cause such as physical disability; (3) willfully severing one's self from relationships with the Sorority or its members; or (4) otherwise acting to the derogation of the Sorority. The member shall be afforded the procedures set forth in the Chapter Operations Book before a finding that Just Cause exists. A certified copy of any judgment of a court of law under which a member has been convicted of a felony involving moral turpitude shall be conclusive evidence of the commission of an unlawful act.

Section 2 - Probation: Alpha Members. Alpha members may be placed on probation for Just Cause in accordance with the disciplinary procedures set forth in the Chapter Operations Book. When a Collegiate Chapter places an Alpha member on probation, the decision of the chapter will be

final. At any time during the probation, the Collegiate Chapter may terminate or reduce the time or conditions of probation. An Alpha member shall be reinstated to full Alpha membership privileges upon the termination or expiration of the probation.

Section 3 - Probation: Delta Members. Delta members may be placed on probation for Just Cause in accordance with the disciplinary procedures set forth in the Chapter Operations Book. When a Collegiate Chapter places a Delta member on probation, a complete written report of the proceedings and the chapter's decision shall be made as specified in the Chapter Operations Book. Upon a request from the supervising District Team Director or Collegiate Province Director, the International President shall appoint a Review Panel as provided in Section 12 of this Article to review the report received from the Collegiate Chapter. The Review Panel shall either (1) approve the terms and conditions of probation; (2) direct that the terms and conditions of probation be modified; (3) direct the chapter to reconsider its findings or the recommended terms and conditions of probation; or (4) direct that the member be reinstated without probation. Such action may also be taken by the Grand Council on its own initiative. At any time during the probation, the Grand Council may terminate or reduce the time or conditions of probation, but only after giving notice and opportunity to be heard to the Collegiate Chapter and to the supervising District Team Director and Collegiate Province Director. A Delta member shall be reinstated to full membership privileges upon the termination or expiration of the probation, unless the Grand Council, in its sole discretion, changes the status of the member to Alumna member.

Section 4 - Probation: Alumnae Members. Alumnae members may be placed on probation by the Grand Council. A member's Alumnae Association may recommend that the Grand Council consider placing an Alumna member on probation, but the Grand Council shall determine whether probation will be imposed and the terms and conditions thereof. Before taking any action against an Alumna member, the Grand Council shall give the member notice and an opportunity to be heard and may adopt procedures for this purpose.

Section 5 - Probation Imposed by Direct Action of the Grand Council. When the Grand Council believes that there is Just Cause for imposing probation, the Grand Council may take such action without a recommendation from the member's Collegiate Chapter or Alumnae Association. Before taking direct action against a member, the Grand Council shall give the member notice and an opportunity to be heard and may adopt procedures for this purpose.

Section 6 - Notice of Action Taken. Whenever the Grand Council modifies the terms or conditions of probation or imposes probation by direct action, the International President shall give notice of such action to the affected member, to the member's Collegiate Chapter or Alumnae Association, to the supervising District Team Director and Collegiate Province Director, to the Executive Office, and to such other officers, members, or subordinate bodies of the Sorority as the Grand Council directs.

Section 7 - Fines. A Collegiate Chapter may impose fines against a member in accordance with the Chapter Operations Book and the Chapter's Standing Rules. When the amount of the fine is stated in the Chapter's Standing Rules, the fine may be imposed without a Standards Council meeting or formal hearing, and the decision may not be appealed to the Grand Council. Fines not set forth in a Chapter's Standing Rules may be imposed after a Standards Council meeting or formal hearing and may be appealed to the Grand Council. In the event of such appeal, the International President,

acting on behalf of the Grand Council, shall appoint a Review Panel to review the appeal, and the Review Panel shall consider and render a decision on the appeal, in a timely manner, all in accordance with the provisions of Section 12 of this Article.

Section 8 - Other Disciplinary Measures. When a chapter finds through the proceedings required by the Chapter Operations Book that Just Cause exists, it may take other disciplinary action against an Alpha or Delta member as provided by the Chapter Operations Book and the chapter's Bylaws. Such action may include the loss or suspension of some or all of the rights and privileges of membership, and/or a requirement that the member take certain steps to remedy the situation giving rise to disciplinary proceedings.

Section 9 - Emergency Disciplinary Measures. Notwithstanding the previous sections, the Grand Council may suspend the membership rights and privileges of any Alpha, Delta, or Alumna member without a prior hearing whenever failure to suspend such rights and privileges might reasonably be anticipated to result in: (1) the loss of, or damage to, the property of any person; or (2) the loss of, or damage to, human life, health, or safety; or (3) serious damage to the reputation of the Sorority.

Such suspension may include, without limitation, temporary removal of a Delta or Alumna member from her office. Any suspension under this Article shall be upon such terms and shall be subject to such conditions as the Grand Council shall determine. Appropriate procedures addressing the event or circumstance leading to such suspension shall proceed as expeditiously as possible.

Section 10 - Right of Appeal. A Delta member may appeal her probation by her Collegiate Chapter or request that the Grand Council reconsider any decision made by her Chapter against the member, including the imposition of a fine not set forth in her chapter's Bylaws and the loss or suspension of some or all of the rights and privileges of membership. The member must submit a written statement to the International President and her Collegiate Chapter within 20 calendar days of receiving notice on the form prescribed in the Chapter Operations Book of the action against her. In the event of such appeal, the International President, acting on behalf of the Grand Council, shall appoint a Review Panel to review the appeal, and the Review Panel shall consider and render a decision on the appeal, in a timely manner, all in accordance with the provisions of Section 12 of this Article. In its discretion, the Grand Council may consider other appeals and requests for reconsideration. An Alpha member may not appeal decisions of her Collegiate Chapter to the Grand Council.

Section 11 - Membership Cancellation. In accordance with the procedures set forth in the Chapter Operations Book for Alpha and Delta members, or in accordance with procedures adopted by the Grand Council for Alumnae members, a membership may be canceled (1) upon a member's request; (2) for financial reasons; (3) through disciplinary procedures resulting from a recommendation from the member's Collegiate Chapter or Alumnae Association; or (4) by direct action of the Grand Council. A Collegiate Chapter may cancel an Alpha membership in accordance with the procedures set forth in the Chapter Operations Book. Further, cancellation or termination of a member's membership will not relieve the member from any fees, dues, or other obligations to the Sorority that arose or accrued prior to and including the effective date of such cancellation or termination.

(A) Cancellation Upon Member's Request. A member's request for cancellation will not be effective until the member complies with the notice requirements in the Chapter Operations Book.

(B) Cancellation for Financial Reasons. Delta memberships may be cancelled for financial reasons in accordance with the procedures set forth in the Chapter Operations Book.

(C) Cancellation for Just Cause: Alpha Members. Alpha membership may be canceled by the member's Collegiate Chapter for Just Cause in accordance with the disciplinary procedures set forth in the Chapter Operations Book. The decision of the chapter will be final and may not be appealed to the Grand Council.

(D) Cancellation for Just Cause Other Than for Financial Reasons: Delta Members. Delta memberships may be canceled for Just Cause in accordance with the disciplinary procedures set forth in the Chapter Operations Book. When a Collegiate Chapter recommends such a termination, a complete written report of the proceedings and the chapter's decision shall be made to the International President and to the supervising District Team Director and Collegiate Province Director as specified in the Chapter Operations Book. The supervising District Team Director and Collegiate Province Director may make recommendations to the Grand Council as they deem appropriate. If the affected member appeals the recommendation for cancellation to the Grand Council, the International President, acting on behalf of the Grand Council, shall appoint a Review Panel to review the appeal, and the Review Panel shall consider and render a decision on the appeal, in a timely manner, all in accordance with the provisions of Section 12 of this Article. The Review Panel may (1) approve the recommended cancellation; (2) direct the chapter to reconsider its findings and recommendation or provide additional information; (3) direct that the member be placed on probation in lieu of cancellation; or (4) direct that no action be taken against the member. If the affected member does not appeal the recommendation for cancellation, the International President shall approve the recommendation.

(E) Cancellation for Just Cause: Alumnae Members. Upon recommendation from an Alumna member's association, Alumna membership may be cancelled for Just Cause by a two-thirds vote of the Grand Council. Before taking any action against an Alumna member, the Grand Council shall give the member notice and an opportunity to be heard and may adopt procedures for this purpose.

(F) Effect of Cancellation. Upon cancellation of her membership, a member shall immediately forfeit her badge, membership certificate, and all other insignia of membership by delivering all items to her Collegiate Chapter or Alumnae Association or to the Executive Office. Cancellation or termination of a member's membership will not relieve the member from any fees, dues, or other obligations to the Sorority that arose or accrued prior to and including the effective date of such cancellation or termination.

(G) Cancellation by Direct Action of the Grand Council. When the Grand Council believes that there is Just Cause for canceling an Alpha, Delta, or Alumna membership, the Grand Council may cancel the membership by a two-thirds vote without recommendation from the member's Collegiate Chapter or Alumnae Association. Before taking direct action against a Delta or Alumna member, the Grand Council shall give the member notice and an opportunity to be heard and may adopt procedures for this purpose.

(H) Notice of Action Taken. Whenever the Grand Council, or a Review Panel, cancels a membership, the International President shall give notice of such action to the affected member, to the member's Collegiate Chapter or Alumnae Association, to the supervising District Team Director and Collegiate Province Director, to the Executive Office, and to such other officers, members, or subordinate bodies of the Sorority as the Grand Council directs.

Section 12 - Review Panel. As to each matter for which provisions of this Article IV require the appointment of a Review Panel, such Panel shall be specially appointed by the International President and shall consist of three members as follows: one District Team Director, one Collegiate Province Director, neither of whom shall be assigned to the District in which the relevant Collegiate Chapter is located, and one Alumna member in good standing, as defined by the Chapter Operations Book. To the extent applicable, the rules of Article VII, Section 4 of these bylaws shall apply to actions of a Review Panel. Decisions of the Review Panel shall be final unless the Grand Council, by a two-thirds vote, elects to review the decision of the Review Panel.

Section 13 - Reinstatement. Memberships may be reinstated as follows:

(A) Membership Cancelled for Financial Reasons. If a former Delta member had her membership cancelled for financial reasons, she may petition the Grand Council in writing requesting reinstatement. The Grand Council, in accordance with the procedures it develops, shall have the authority to reinstate the membership by a two-thirds vote. If the Grand Council votes to allow reinstatement, the individual being reinstated shall pay all monies owed at the time of membership cancellation plus any reinstatement or other fees set by the Grand Council before her reinstatement is finalized.

(B) Membership Cancelled for Reasons Other Than Financial. Upon a motion of a Grand Council member, the Grand Council shall review the final cancellation of the membership of a former Delta or Alumna member. The Grand Council, in accordance with the procedures it develops, shall have the authority to reinstate the membership by a two-thirds vote. If the Grand Council votes to allow reinstatement, the individual being reinstated shall pay any reinstatement or other fees set by the Grand Council before her reinstatement is finalized. The former member has no right to notice or the opportunity to be heard.

ARTICLE V— DIVISIONS

Section 1 - Collegiate Chapters. Collegiate Chapters shall be those holding current charters at Colleges or Universities that are authorized to confer a Bachelor's Degree and that have received a satisfactory rating by the pertinent recognized regional association of colleges and secondary schools.

A colony shall be a group of women organized by Alpha Delta Pi with the intent to become a chartered Collegiate Chapter at a College or University that is authorized to confer a Bachelor's Degree and has received a satisfactory rating by the pertinent recognized regional association of colleges and secondary schools.

Section 2 - Alumnae Associations. In order to be chartered, Alumnae Associations shall be composed of no less than five (5) Alumnae. Alumnae Associations shall be designated by a name

approved by the Grand Council. There may be additional and distinct alumnae organizations established and identified by the Grand Council. An Alumnae Association that fails to pay its fees for two consecutive years shall be considered dormant. Upon payment of an activation fee, the Alumnae Association shall then be considered active.

Section 3 - House Corporations. House Corporations shall be established according to: (1) all Alpha Delta Pi policies set by the Grand Council and (2) all applicable state and federal regulations.

Section 4 - Districts and Provinces. The geographical territories within which are located the Collegiate Chapters, Alumnae Associations, and House Corporations shall be divided into Districts. Further, each District shall be divided into Provinces among which the Collegiate Chapters shall be allocated. The number of Districts and Provinces, the boundaries of each, and the allocation of the Collegiate Chapters to Provinces, shall be as the Grand Council determines in order to provide for their efficient administration and supervision.

ARTICLE VI – GRAND CONVENTION

Section 1 - Grand Convention. The supreme governing power of the Sorority shall be vested in the Grand Convention, which shall be convened biennially during the months of June, July, or August in odd numbered calendar years at such time, date, and place as shall be selected by the Grand Council no less than 200 days before the convening date. At least 180 days prior to the convening date, notice of the time, date, and place for Grand Convention shall be announced via official sorority channels of communication. The 200-day and 180-day periods respectively provided above may be changed or waived by a unanimous vote of the Grand Council.

In the event of a national emergency, natural or manmade disaster, or other event of force majeure, the Grand Council may, at the request of the International President, by a two-thirds vote, postpone a regularly scheduled Grand Convention meeting to such date, time, and place as the Grand Council may determine.

Except as provided in the preceding paragraph, in the event where other conditions are indicative of the undesirability or inconvenience of a regularly scheduled Grand Convention, the Grand Council may, at the request of the International President, take a vote by mail or electronic transmission, of the eligible voting delegates on the question of postponement of such a regularly scheduled Grand Convention. A majority vote of Collegiate Chapters and Alumnae Associations shall be required in order to postpone the Grand Convention under these circumstances.

Section 2 - Official Composition. The Grand Convention shall consist of those members who, at the time of such Grand Convention, are the Grand Council Members, the District Team Directors, the Academic Enhancement Directors, the Alumnae-Collegiate Relations Directors, the Alumnae Resource Directors, the Chapter Finance Directors, the Collegiate Province Directors, the Expansion Directors, the Housing Resource Directors, the Leadership Directors, the Panhellenic Relations Directors, the Recruitment and Marketing Directors, the Ritual, Heritage and History Director, the Total Membership Education Directors, the National Panhellenic Conference Delegate and Alternate Delegates, and the Chairs or Members of Standing Committees authorized by these

Bylaws (all of the above shall be collectively referred to as International Officers), former Grand Council members, one delegate from each eligible Collegiate Chapter, one delegate from each eligible chartered Alumnae Association, one delegate from each eligible Chapter Advisory Board, and one delegate from each eligible House Corporation.

When the Grand Convention is in session, the aforesaid official composition of the Grand Convention shall be the members of the Sorority for corporate purposes. At all other times, the members of the Grand Council shall be the members of the Sorority for corporate purposes.

Section 3 - Collegiate Chapter Delegates and Alternates. The President of each Collegiate Chapter shall be the delegate of that Collegiate Chapter to Grand Convention. If, for good cause, any President of a Collegiate Chapter shall not be able to attend Grand Convention, an alternate delegate from that Collegiate Chapter shall be selected subject to prior approval of the supervising Collegiate Province Director and District Team Director. If the Chapter President/alternate delegate must permanently leave the Grand Convention due to an emergency, and another Chapter member is present at the Grand Convention, she may be seated as the Collegiate Chapter Delegate after obtaining proper credentials from the Credentials Committee.

Section 4 - Alumnae Association Delegates and Alternates. Each eligible Alumnae Association shall be entitled to elect a delegate and one or more alternate delegates to Grand Convention. Alumnae Association Delegates and Alternates shall be elected from association members who are members in good standing as defined by the association bylaws. The alternate delegate shall act and vote in the place of the delegate when the delegate is absent or otherwise unable to act. If more than one alternate delegate is elected, the order of priority in which they are to serve as delegate shall be designated by the Alumnae Association. No Alumnae Association shall be entitled to a Grand Convention Delegate unless all fees assessed against said Alumnae Association have been paid to the Sorority for two fiscal years prior to the Grand Convention. Alumnae Associations who have not been in existence for two fiscal years prior to the Grand Convention shall be entitled to a Grand Convention delegate provided they have paid fees required by the Sorority.

Section 5 - Chapter Advisory Board Delegates and Alternates. Each eligible Chapter Advisory Board shall be entitled to select a delegate and one or more alternate delegates to Grand Convention. They shall be selected from among the members of the Chapter Advisory Board who are members of the Sorority in good standing as defined by the Chapter Operations Book. The alternate delegate shall act and vote in the place of the delegate when the delegate is absent or otherwise unable to act. If more than one alternate delegate is selected, the order of priority in which they are to serve as delegate shall be designated by the Chapter Advisory Board.

Section 6 - House Corporation Board Delegates and Alternates. Each eligible House Corporation Board of Directors shall be entitled to select a delegate and one or more alternate delegates to Grand Convention. They shall be selected from among the Alumnae members of the House Corporation Board in accordance with the policies established by the House Corporation. The alternate delegate shall act and vote in the place of the delegate when the delegate is absent or otherwise unable to act. If more than one alternate delegate is selected, the order of priority in which they are to serve as delegate shall be designated by the House Corporation Board. A House Corporation shall be entitled to a Grand Convention Delegate provided the House Corporation has submitted a budget for the current fiscal year with a Saving for Capital Improvement plan; has

executed a Chapter/House Corporation Agreement for the current fiscal year, if applicable; has held an annual meeting according to Corporation Bylaws; has Bylaws current and consistent with the Bylaws of the Sorority; is currently incorporated in the state where the chapter is located; and has sent current documentation of the incorporation to the Executive Office. Newly formed House Corporations shall be entitled to a Delegate and Alternates at the Grand Convention if they have not had an annual meeting, provided that they meet all other requirements of this Section. The delegate must be a current, duly-elected member of the Board of Directors of the House Corporation and a member in good standing of both the House Corporation and the Sorority.

Section 7 - Organization and Procedure of the Convention.

(A) Grand Convention Calendar, Standing Rules, and Committees. Prior to the Grand Convention, the Grand Council shall adopt a convention calendar, convention standing rules, and shall appoint the Grand Convention Committees, defining their powers and duties.

(B) Resolutions with Notice before Convention. A resolution may be adopted by a majority vote of the qualified voters at any Grand Convention provided that any proposed resolution has been submitted to the Bylaws and Resolutions Committee no later than March 5 prior to the Grand Convention and has been submitted by the Bylaws and Resolutions Committee by April 15 prior to the Grand Convention to all Collegiate Chapters, all the chartered Alumnae Associations, all the eligible Chapter Advisory Boards, all the eligible House Corporations, and members who, by virtue of holding, or having held, an office or position in the Sorority, are entitled to vote as members of the Grand Convention. Proposed resolutions may be submitted to the Bylaws and Resolutions Committee by a Collegiate Chapter, an Alumnae Association, a Chapter Advisory Board, a House Corporation, the Grand Council, a subordinate body of the Sorority, or a member in good standing of the Sorority.

(C) Resolutions with Notice at Convention. A resolution may be adopted by an eight-tenths vote of the qualified voters at any Grand Convention, provided previous notice has been given by a member of the Grand Convention at an earlier meeting of the same session of the Grand Convention and a copy has been submitted to the Bylaws and Resolutions Committee.

Section 8 - Quorum; Voting. A majority of the delegates present at Grand Convention shall constitute a quorum for the transaction of all business of the Grand Convention.

Each member of the Grand Convention, including members acting in more than one capacity, shall be entitled to one vote. Any member acting in more than one capacity must elect in which capacity she will cast her one vote. Unless otherwise provided in the Articles of Incorporation, these Bylaws, or applicable law, at all sessions of the Grand Convention at which a quorum is present, all questions and business shall be determined and conducted by a majority vote of those cast.

Delegates must be present in person to vote. Proxy voting shall not be allowed.

ARTICLE VII – GRAND COUNCIL

Section 1 - The Grand Council. The Grand Council shall have general supervision, direction, and control over the Sorority between sessions of the Grand Convention and shall have all the powers of the Grand Convention, except that the Grand Council shall not have the power to amend these Bylaws or the Articles of Incorporation. Subject to any limitations of these Bylaws or as established by a Grand Convention, the Grand Council may establish, amend, and abolish rules and regulations governing the operations and activities of any parts, divisions, or organizations within the Sorority, including a "Chapter Operations Book" stating the policies and procedures by which all Collegiate Chapters will operate. The Grand Council shall supervise the District Team Directors, the National Panhellenic Conference Delegate, the Ritual, Heritage and History Director, the Chairs of the various Director groups, and the Chairs of the Standing and Special Committees.

Section 2 - Composition. The Grand Council of the Sorority shall be composed of the International President, two International Vice Presidents of Collegiate Membership, International Vice President of Alumnae Membership, International Vice President of Finance, International Vice President of Communications, and International Vice President of Organizational Relations. The Executive Director shall be a non-voting, ex-officio member of the Grand Council and shall attend all meetings except when her performance and/or compensation shall be discussed and/or when excused by a majority vote of the Grand Council.

Section 3 - Meetings. The Grand Council shall meet within 60 days following each Grand Convention and for any regular or special meetings at dates, times and places the Grand Council shall decide. The Grand Council may be convened in special meetings by a call to meet by either the International President or any two officers of the Grand Council on a date, time and place as may be set forth in the call. Notice of each regular meeting of the Grand Council shall be sent to each member of the Grand Council at least 10 days but not more than 60 days prior to convening the meeting; however, such notice may be waived, and attendance at such meeting shall constitute waiver of said notice. Notice of each special meeting of the Grand Council shall be sent to each member of the Grand Council at least 2 days but not more than 5 days prior to convening the special meeting; however, such notice may be waived, and attendance at such meeting shall constitute waiver of said notice.

Notices of regular meetings shall be sent to International Officers, Collegiate Chapters, Chapter Advisory Boards, House Corporations and Alumnae Associations at least 10 days but not more than 60 days prior to the meeting. Within 30 days following each Grand Council meeting, written notice of any applicable rule(s), regulation(s), election or appointment of any officer(s) decided at the meeting shall be sent to all International Officers, Collegiate Chapters, Chapter Advisory Boards, House Corporations, Alumnae Associations and members upon whom these will have an impact.

Section 4 - Quorum; Voting; Action Without a Meeting. A majority of the members of the Grand Council then in office shall constitute a quorum. A Grand Council Member may attend and participate in meetings of the Grand Council in person, by telephone conference call, or using similar communications equipment by means of which all persons participating in the meeting can hear each other, unless otherwise specified in the notice of such meeting.

At each meeting of the Grand Council at which a quorum is present, all business shall be decided by majority vote of those participating, unless otherwise specified in the Articles of Incorporation, these Bylaws or applicable law.

Unless otherwise specified in the Articles of Incorporation, these Bylaws or applicable law, any action that may be authorized or taken at a meeting of the Grand Council may be authorized or taken in writing or by electronic transmission, without a meeting, by a majority of the Grand Council Members entitled to vote. Any such written or electronically transmitted action may be signed in counterparts, electronically, or by facsimile transmission and shall be entered upon the records of the Sorority and sent to all Grand Council Members.

ARTICLE VIII – NOMINATIONS AND ELECTION OF THE GRAND COUNCIL MEMBERS AND NOMINATING COMMITTEE

Section 1 - Eligibility to Serve on Grand Council. To be eligible to be elected to serve as a Grand Council Member, an Alumna must:

(A) Be an Alumna member in good standing of the Sorority, who is at least 18 years of age.

(B) Have consented to serve if elected.

(C) Have served for a consecutive period of 20 or more months during the past four years as a Grand Council Member, District Team Director, Academic Enhancement Director, Alumnae-Collegiate Relations Director, Alumnae Resource Director, Chapter Finance Director, Collegiate Province Director, Expansion Director, Housing Resource Director, Leadership Director, Panhellenic Relations Director, Recruitment and Marketing Director, Ritual, Heritage and History Director, Total Membership Education Director, Chair or Member of a Standing Committee, or National Panhellenic Conference Delegate or Alternate Delegate.

(D) In addition to the requirements in (C) above, have served in the past ten (10) years in another International Officer position or as an Alumnae Communications Director, Alumnae Development Director, College Panhellenic Relations Director, Recruitment Director, Ritual and Heritage Director, Alpha Delta Pi Foundation Trustee Board Member, or as a member of a Sorority Standing or Special Committee created, and/or authorized by Grand Council or the Grand Convention.

(E) Have served on a local level as a member of a chapter advisory board, alumnae association board, and/or house corporation board, , or at the request or direction of the International Organization by providing special assistance to a collegiate chapter as appointed by a District Team Director or Grand Council.

(F) Not be a currently paid staff member of Alpha Delta Pi Sorority and/or the Alpha Delta Pi Foundation.

(G) To be eligible to serve as International President, the Alumna must meet the following requirements:

- i. At the time of election, be serving as a member of the Grand Council; and
- ii. For the 20 months immediately preceding election, have served as a member of the Grand Council.

Section 2 - Nominating Committee.

(A) Composition and Term of Office. A Nominating Committee, composed of Alumnae members in good standing in the Sorority, shall be elected during each Grand Convention. Each member of the Nominating Committee shall be elected as hereinafter provided and shall serve a two-year term or until her successor is elected and assumes office.

Each term shall begin immediately after the adjournment of the Grand Convention at which the member of the Nominating Committee is elected and shall end upon the adjournment of the next Grand Convention or until her successor is elected and assumes office.

A member of the Nominating Committee shall not serve more than two consecutive terms.

(B) Method of Election. During the Grand Convention, each District shall hold a meeting to elect an Alumna member, who is present at the Grand Convention, to serve on the Nominating Committee. An alternate shall also be elected. The Alumnae-Collegiate Relations Director shall preside at such meeting, and, if she is unable to do so, a Chair appointed by the International President shall preside.

Nominations for the committee shall be received from the floor. Each nominee must meet the minimum qualifications provided in this Article and must have consented to serve if elected.

Each credentialed delegate shall have one vote in the District of her primary residence. For these purposes, collegiate members shall be deemed to reside in the district in which her college or university is located. If an Alumna delegate does not have a primary residence in the United States or Canada, then the credential committee shall make her district determination. In each District, the Alumna member who receives the highest number of votes shall be elected to the Nominating Committee, and the Alumna member who receives the second highest number of votes shall be the alternate.

The members of the Nominating Committee shall meet at the Grand Convention and elect their own Chair, whose election shall be announced before the adjournment of the Grand Convention. In the event the Nominating Committee Chair is not able to fulfill her responsibilities as Chair, the Nominating Committee members shall convene in a manner appropriate to their geographic location(s) to elect a replacement from the members of the Nominating Committee.

(C) Any member of the Nominating Committee may be removed by a majority vote of the Nominating Committee if, in the judgment of the Nominating Committee, the best interests of the Sorority will be served by such removal. The member in question shall recuse herself in all votes concerning her removal.

(D) Filling Vacancies in the Nominating Committee. In the event of a vacancy in the Nominating Committee when neither the original member nor elected alternate can serve, the Grand Council shall fill the vacancy for the unexpired term. The member appointed to fill the vacancy must reside in the same district in which the person who vacated the office was originally elected.

(E) Procedure to Nominate for Elective Office of the Grand Council. Nominations for elective offices of the Grand Council to be filled at the next Grand Convention may be submitted to the Nominating Committee by the individual seeking nomination, a Collegiate Chapter, an Alumnae Association or any member in good standing of the Sorority, provided that each nominee has consented to serve if elected and meets all requirements of Article VIII, Section 1. Nominations shall be made on a Nomination for the Grand Council of Alpha Delta Pi form and shall be submitted by March 5 immediately preceding the convening date of the next Grand Convention.

Upon receipt of the "Nomination for the Grand Council of Alpha Delta Pi" form, the Chair of the Nominating Committee shall within five (5) business days send to the nominee the Grand Council Nominee Profile form to be completed and returned to the Chair. Current Grand Council Members who are eligible for re-election must complete the regular nomination process.

The Nominating Committee shall select eligible nominee(s) for any office(s) on the Grand Council for which there is/are no nominee(s).

(F) Duties of the Nominating Committee. The Nominating Committee shall compile a list of all eligible nominees and their qualifications. This list shall be distributed to all Collegiate Chapters, all chartered Alumnae Associations, all Chapter Advisory Boards, all House Corporations, and members who, by virtue of holding, or having held, an office or position in the Sorority, are entitled to vote as members of the Grand Convention. This distribution shall occur by April 15 immediately preceding the convening date of the next Grand Convention.

The Chair of the Nominating Committee shall present a report at the Grand Convention of all nominees for office on the Grand Council.

(G) Nominations from the Floor. Nominations for offices of the Grand Council may be made from the floor, provided that each nominee has consented to serve if elected and meets eligibility requirements.

Section 3 - Election. The International President, two International Vice Presidents of Collegiate Membership, International Vice President of Alumnae Membership, International Vice President of Finance, International Vice President of Communications, and International Vice President of Organizational Relations shall each be elected by a majority vote of the Grand Convention. The elections shall be by ballot except in those offices where there is but one nominee where the vote may be by voice.

Section 4 - Terms of Office.

(A) Each Grand Council Member shall serve for a term commencing at the adjournment of the Grand Convention during which she is elected and ending at the adjournment of the next Grand Convention or until her successor is elected and assumes office.

(B) International President. The International President shall serve no more than two (2) consecutive terms. After the completion of two (2) consecutive terms as International President, the member shall not be eligible to serve on the Grand Council for one (1) term.

(C) Other Grand Council Members. A member shall serve no more than three (3) consecutive terms as an International Vice President. After the completion of three (3) consecutive terms, the member shall not be eligible to serve on Grand Council in any Vice President position for one (1) term. Regardless of the number of consecutive terms a member has served in any one or combination of the offices other than International President, the member shall be eligible to serve two (2) consecutive terms as International President.

ARTICLE IX – DUTIES OF THE GRAND COUNCIL MEMBERS

Section 1. The International President shall:

- (A) Serve as Chief Executive Officer of Alpha Delta Pi;
- (B) Preside over meetings of the Grand Council and Grand Convention;
- (C) Preside over chapter installations or appoint a designee to do so;
- (D) Provide leadership in the development, implementation, and evaluation of Alpha Delta Pi's strategic plan;
- (E) Appoint Grand Council members to serve as ex officio members of all committees except the Nominating Committee;
- (F) Lead Alpha Delta Pi in the promulgation, communication, and maintenance of the organization's values, principles, policies, and objectives; and
- (G) Perform other duties as required by these Bylaws, the Grand Convention, the Grand Council, or as required by the adopted parliamentary authority of Alpha Delta Pi.

Section 2. The two International Vice Presidents of Collegiate Membership shall:

- (A) Have general oversight of issues and matters pertaining to Collegiate Chapters and Colonies;
- (B) Serve as an ex-officio member of Standing Committees as assigned by the International President; and
- (C) Shall perform other duties as required by these Bylaws, the Grand Convention, the Grand Council, the International President, or as required by the adopted parliamentary authority of Alpha Delta Pi.

Section 3. The International Vice President of Alumnae Membership shall:

- (A) Have general oversight of issues and matters pertaining to Alumnae and Alumnae Associations;
- (B) Serve as an ex-officio member of Standing Committees as assigned by the International President; and
- (C) Shall perform other duties as required by these Bylaws, the Grand Convention, the Grand Council, the International President, or as required by the adopted parliamentary authority of Alpha Delta Pi.

Section 4. The International Vice President of Finance shall:

- (A) Have general oversight of the financial issues of the Sorority at all levels;
- (B) Serve as an ex-officio member of Standing Committees as assigned by the International President; and
- (C) Shall perform other duties as required by these Bylaws, the Grand Convention, the Grand Council, the International President, or as required by the adopted parliamentary authority of Alpha Delta Pi.

Section 5. The International Vice President of Communications shall:

- (A) Have general oversight of issues and matters pertaining to internal and external communications, marketing, and public relations; (B) Serve as an ex-officio member of Standing Committees as assigned by the International President; and
- (C) Shall perform other duties as required by these Bylaws, the Grand Convention, the Grand Council, the International President, or as required by the adopted parliamentary authority of Alpha Delta Pi.

Section 6. The International Vice President of Organizational Relations shall:

- (A) As assigned by the Grand Council, have general oversight of issues and matters relating to the relationships of the various entities of the organization;
- (B) Serve as an ex-officio member of Standing Committees as assigned by the International President; and
- (C) Shall perform other duties as required by these Bylaws, the Grand Convention, the Grand Council, the International President, or as required by the adopted parliamentary authority of Alpha Delta Pi.

Section 7 - Vacancy/Absence/Removal.

- (A) In the absence of the International President, the Grand Council shall, by majority vote, elect one of the remaining members of the Grand Council to perform the duties of the International President during such absence, and the person so elected shall have all of the powers of and be subject to all of the restrictions upon the International President.
- (B) Any member of the Grand Council may be removed by the affirmative vote of two-thirds of the Grand Council if, in the judgment of the Grand Council, the best interests of the Sorority will be served by such removal. The member in question shall recuse herself in all votes concerning her removal. The Grand Council shall notify the removed officer in writing of her removal, and such notice shall state the effective date of such removal.
- (C) Except as expressly provided in these Bylaws, any vacancy in any office of the Grand Council, however occurring (whether by death, incapacity, removal, or otherwise), may be filled by majority vote of the remaining members of the Grand Council.

**ARTICLE X – APPOINTED OFFICERS AND STANDING COMMITTEES
ELIGIBILITY AND TERMS OF OFFICE**

Section 1 - District Team Directors. There shall be a District Team for each established District which shall be led by a District Team Director. Each District Team Director shall be appointed or may be removed by a majority vote of the Grand Council. Each shall be appointed no

later than June 1 of the year following a Grand Convention, and shall serve for a term of two years or until her successor is appointed and assumes office.

Section 2 - Academic Enhancement Directors. There shall be Academic Enhancement Directors as needed, one of whom shall be designated by the Grand Council as the Chair. Each shall be appointed by the District Team Director of the District in which she shall serve, or as deemed necessary, by majority vote of Grand Council, Each shall be appointed no later than June 1 of the year following a Grand Convention, and shall serve for a term of two years or until her successor is appointed and assumes office, or until the members of the Grand Council determine the position is no longer needed. Each Academic Enhancement Director may be removed by a majority vote of the Grand Council.

Section 3 - Alumnae-Collegiate Relations Directors. There shall be Alumnae-Collegiate Relations Directors as needed, one of whom shall be designated by the Grand Council as the Chair. Each shall be appointed by the District Team Director of the district in which she shall serve, or as deemed necessary, by majority vote of Grand Council, no later than June 1 of the year following a Grand Convention, and shall serve for a term of two years or until her successor is appointed and assumes office or until the members of the Grand Council determines the position that they appointed is no longer needed. Each Alumnae-Collegiate Relations Director may be removed by a majority vote of the Grand Council.

Section 4 - Alumnae Resource Directors. There shall be Alumnae Resource Directors as needed, one of whom shall be designated by the Grand Council as the Chair. Each shall be appointed by the District Team Director of the district in which she shall serve, or as deemed necessary, by majority vote of Grand Council, no later than June 1 of the year following a Grand Convention, and shall serve for a term of two years or until her successor is appointed and assumes office, or until the members of the Grand Council determines the position that they appointed is no longer needed. Each Alumnae Resource Director may be removed by a majority vote of the Grand Council.

Section 5 - Chapter Finance Directors. There shall be Chapter Finance Directors as needed, one of whom shall be designated by the Grand Council as the Chair. Each shall be appointed by the District Team Director of the district in which she shall serve, or as deemed necessary, by majority vote of Grand Council, no later than June 1 of the year following a Grand Convention, and shall serve for a term of two years or until her successor is appointed and assumes office, or until the members of the Grand Council determines the position that they appointed is no longer needed. Each Chapter Finance Director may be removed by a majority vote of the Grand Council.

Section 6 - Collegiate Province Directors. There shall be a Collegiate Province Director for each established Province. Each shall be appointed by the District Team Director of the district in which she shall serve, or as deemed necessary, by majority vote of Grand Council, no later than June 1 of the year following a Grand Convention and shall serve for a term of two years or until her successor is appointed and assumes office, or until the members of the Grand Council determines the position that they appointed is no longer needed. Each Collegiate Province Director may be removed by a majority vote of the Grand Council.

Section 7 - Expansion Directors. There shall be Expansion Directors as needed, one of

whom shall be designated by the Grand Council as the Chair. Each Expansion Director shall be appointed or may be removed by a majority vote of the Grand Council. Each shall be appointed no later than June 1 of the year following a Grand Convention, and shall serve for a term of two years or until her successor is appointed and assumes office.

Section 8 - Housing Resource Directors. There shall be Housing Resource Directors as needed, one of whom shall be designated by the Grand Council as the Chair. Each shall be appointed by the District Team Director of the district in which she shall serve, or as deemed necessary, by majority vote of Grand Council, no later than June 1 of the year following a Grand Convention, and shall serve for a term of two years or until her successor is appointed and assumes office, or until the members of the Grand Council determines the position that they appointed is no longer needed. Each Housing Resource Director may be removed by a majority vote of the Grand Council.

Section 9 - Leadership Directors. There shall be Leadership Directors as needed, one of whom shall be designated by the Grand Council as the Chair. Each Leadership Director shall be appointed or may be removed by a majority vote of the Grand Council. Each shall be appointed no later than June 1 of the year following a Grand Convention, and shall serve for a term of two years or until her successor is appointed and assumes office.

Section 10 - Panhellenic Relations Directors. There shall be Panhellenic Relations Directors as needed, one of whom shall be designated by the Grand Council as the Chair. Each shall be appointed by the District Team Director of the district in which she shall serve, or as deemed necessary, by majority vote of Grand Council, no later than June 1 of the year following a Grand Convention, and shall serve for a term of two years or until her successor is appointed and assumes office, or until the members of the Grand Council determines the position that they appointed is no longer needed. Each Panhellenic Relations Director may be removed by a majority vote of the Grand Council.

Section 11 - Recruitment and Marketing Directors. There shall be Recruitment and Marketing Directors as needed, one of whom shall be designated by the Grand Council as the Chair. Each shall be appointed by the District Team Director of the district in which she shall serve, or as deemed necessary, by majority vote of Grand Council, no later than June 1 of the year following a Grand Convention, and shall serve for a term of two years or until her successor is appointed and assumes office, or until the members of the Grand Council determines the position that they appointed is no longer needed. Each Recruitment and Marketing Director may be removed by a majority vote of the Grand Council.

Section 12 - Ritual, Heritage and History Director. There shall be a Ritual, Heritage and History Director who shall be appointed or may be removed by a majority vote of the Grand Council. She shall be appointed no later than June 1 of the year following a Grand Convention, and shall serve for a term of two years or until her successor is appointed and assumes office.

Section 13 - Total Membership Education Directors. There shall be Total Membership Education Directors as needed, one of whom shall be designated by the Grand Council as the Chair. Each shall be appointed by the District Team Director of the district in which she shall serve, or as deemed necessary, by majority vote of Grand Council no later than June 1 of the year following a

Grand Convention, and shall serve for a term of two years or until her successor is appointed and assumes office, or until the members of the Grand Council determines the position that they appointed is no longer needed. Each Total Membership Education Director may be removed by a majority vote of the Grand Council.

Section 14 - National Panhellenic Conference Delegate and Alternate Delegates. There shall be one National Panhellenic Conference Delegate and three National Panhellenic Conference Alternate Delegates, each of whom shall be appointed or may be removed by a majority vote of the Grand Council. Each shall be appointed by the newly-elected Grand Council no later than thirty (30) days following a Grand Convention, and shall serve for a term of two years or until her successor is appointed. The outgoing delegation members shall complete all assignments as determined by the National Panhellenic Conference. In the event of a vacancy in the position of National Panhellenic Conference Delegate or Alternate Delegates, the Grand Council shall appoint a replacement to serve until the end of the unexpired term.

Section 15 - Strategic Leadership Team. There shall be a Strategic Leadership Team comprised of Grand Council, the District Team Directors, the National Panhellenic Conference Delegate, the chairs of all Director groups listed above, senior staff from the Executive Office as determined by the Executive Director, and others as invited by Grand Council.

Section 16 - Chairs and Members of Standing Committees. There shall be a Chair for each of the following Standing Committees: Bylaws and Resolutions; Nominating; Technology; and Publications. With the exception of the Nominating Committee, Chairs and Members of Standing Committees shall be appointed or may be removed by a majority vote of the Grand Council. Each shall be appointed no later than sixty (60) days following a Grand Convention, and shall serve for a term of two years or until her successor is appointed and assumes office.

Section 17 - Other Appointed Officers and Special Committees. Other Appointed Officers and Special Committees may be created and appointed by the Grand Convention or the Grand Council as deemed necessary. There shall be a Chair for each Special Committee.

Section 18 - Eligibility.

- (A) Only Alumnae members in good standing shall be eligible to be elected or appointed as a Director, a National Panhellenic Conference Delegate or Alternate Delegate, or Chair or Member of a Standing Committee.
- (B) Currently paid staff members of Alpha Delta Pi and/or the Alpha Delta Pi Foundation shall not be eligible to be elected and/or appointed a Director, a National Panhellenic Conference Delegate or Alternate Delegate.

Section 19 - Vacancies in the Appointed Offices and Standing or Special Committees. Vacancies in any appointed office shall be filled promptly, and the appointee to fill the vacancy shall take office immediately upon her acceptance.

ARTICLE XI – DUTIES OF APPOINTED OFFICERS AND STANDING COMMITTEES

Section 1 - District Team Directors. Each District Team Director shall be supervised by the Grand Council. She shall appoint and lead a District Team composed of the Academic Enhancement Director(s), Alumnae-Collegiate Relations Director(s), Alumnae Resource Director(s), Chapter Finance Director(s), Collegiate Province Directors, Housing Resource Director(s), Panhellenic Relations Director(s), Recruitment and Marketing Director(s), and Total Membership Education Director(s) within the District which she serves and others as may be assigned by the Grand Council and shall perform such other duties as assigned by the Grand Council.

Section 2 - Academic Enhancement Directors. Each Academic Enhancement Director shall supervise initiatives in the area of academic enhancement and shall perform such other duties as assigned by the District Team Director, Chair of Academic Enhancement Directors or the Grand Council.

Section 3 - Alumnae-Collegiate Relations Directors. Each Alumnae-Collegiate Relations Director shall supervise the interaction between Alumnae, Alumnae Associations, and Collegiate Chapters and their individual members within the District which she serves and shall perform such other duties as assigned by the District Team Director, the Chair of Alumnae-Collegiate Relations Directors, or the Grand Council.

Section 4 - Alumnae Resource Directors. Each Alumnae Resource Director shall supervise initiatives in the area of Alumnae Association growth, development, and retention while supervising communications with Alumnae and Alumnae Associations within the District which she serves and shall perform such other duties as assigned by the District Team Director, the Chair of Alumnae Resource Directors, or the Grand Council.

Section 5 - Chapter Finance Directors. Each Chapter Finance Director shall supervise initiatives in the area of chapter finance and shall perform such other duties as assigned by the District Team Director, the Chair of Chapter Finance Directors, or the Grand Council.

Section 6 - Collegiate Province Directors. Each Collegiate Province Director shall supervise the affairs of all Collegiate Chapters within the Province which she serves and shall perform such other duties as assigned by the District Team Director or the Grand Council.

Section 7 - Expansion Directors. Each Expansion Director shall be responsible, as directed, for pursuing appropriate expansion opportunities and supervising the colonization and installation of new chapters, shall assist in developing, implementing and updating all procedures and resources pertaining to expansion, and shall perform such other duties as assigned by the Chair of Expansion Directors or the Grand Council.

Section 8 - Housing Resource Directors. Each Housing Resource Director shall supervise initiatives in the area of housing and shall perform such other duties as assigned by the District Team Director, the Chair of Housing Resource Directors, or the Grand Council.

Section 9 - Leadership Directors. Each Leadership Director shall supervise initiatives in the

area of leadership and shall perform such other duties as assigned by the Chair of Leadership Directors or the Grand Council.

Section 10 - Panhellenic Relations Directors. Each Panhellenic Relations Director shall supervise initiatives in the area of Panhellenic relations and shall perform such other duties as assigned by the District Team Director, the National Panhellenic Conference Delegate, the Chair of Panhellenic Relations Directors, or the Grand Council

Section 11 - Recruitment and Marketing Directors. Each Recruitment and Marketing Director shall supervise initiatives in the areas of recruitment and marketing and shall perform such other duties as assigned by the District Team Director, the Chair of Recruitment and Marketing Directors, or the Grand Council.

Section 12 - Ritual, Heritage and History Director. The Ritual, Heritage and History Director shall supervise initiatives in the area of ritual, heritage and history and shall perform such other duties as assigned by the Grand Council.

Section 13 - Total Membership Education Directors. Each Total Membership Education Director shall supervise initiatives in the area of total membership education and shall perform such other duties as assigned by the District Team Director, Chair of Total Membership Education Directors, or the Grand Council.

Section 14 - National Panhellenic Conference Delegate and Alternate Delegates. The National Panhellenic Conference Delegate leads Alpha Delta Pi's Panhellenic Delegation. The National Panhellenic Conference Delegation shall be responsible for maintaining and promoting relationships with other Greek letter organizations and associations, and College and University campuses. They shall attend all applicable National Panhellenic Conference meetings held during their terms of office or as directed by Grand Council. They shall fulfill all obligations assigned to them by the National Panhellenic Conference and shall perform such other duties as assigned by the Grand Council.

Section 15 - Strategic Leadership Team. The Strategic Leadership Team shall meet on a regular basis as determined by Grand Council to assess trends in the organization and on campuses and serve as the principal implementation body for Alpha Delta Pi operating procedures. Between meetings, the Strategic Leadership Team members shall work together to achieve the priorities developed by the Strategic Leadership Team.

Section 16 - Chairs and Standing Committees. There shall be a Chair of each Standing Committee whose duties shall be indicated by title, by instruction of the Grand Convention or by the instruction of the Grand Council.

Section 17 - Other Appointed Officers and Special Committee Chairs. Other Appointed Officers and Special Committee Chairs created and appointed by either the Grand Convention or the Grand Council shall have such duties as designated by the Grand Convention, the Grand Council, or these Bylaws.

ARTICLE XII – ADMINISTRATION

Section 1 - The Executive Office. The Sorority shall maintain an Executive Office from which its affairs shall be administered. The location, the facilities provided, the services to be rendered, the employees and other personnel, and the duties of each shall be determined by the Grand Council.

Section 2 - Executive Director. The Executive Director shall be appointed or terminated by a majority vote of the Grand Council, in accordance with the terms of employment established by the Grand Council. The Executive Director shall serve as the Chief Operating Officer of the Sorority and shall work under the direction of and report to Grand Council. The Executive Director shall oversee the hiring, terminating, and disciplining of all Executive Office employees and perform such duties as specified by Grand Council. In the event of a vacancy in the office of Executive Director, the Grand Council may appoint a person to serve in that capacity until a new Executive Director is hired.

Section 3 - Other Officers and Employees. The Grand Council may establish or abolish any office or position for the Sorority that is not provided for by these Bylaws and define the duties of such office or position. They may appoint or employ persons at such compensation, upon such conditions and for such terms as the Grand Council may determine to be appropriate and in the best interests of the Sorority. Currently paid staff members of Alpha Delta Pi and/or the Alpha Delta Pi Foundation shall not be eligible to be elected and/or appointed a Director, a National Panhellenic Conference Delegate or Alternate Delegate, and/or Grand Council member.

ARTICLE XIII – COLLEGIATE CHAPTERS

Section 1 - Collegiate Chapters Established. Collegiate Chapters may be established at Colleges or Universities which meet all the National Panhellenic Conference requirements.

Section 2 - Collegiate Chapter Names. The Collegiate Chapters shall be designated by the letters of the Greek alphabet, beginning with Alpha in the order of installation. Chapters designated by letters held by older Chapters shall be distinguished by the prefix Alpha, signifying the second series of the alphabet and thereafter by the prefix Beta, signifying the third set of the alphabet, and in the same manner successively through the Greek alphabet.

Section 3 - Manner of Establishment. Alpha Delta Pi and the National Panhellenic Conference recognize that the approval of the proper authority must be secured before any chapter is established. Proper authority is the College Panhellenic Council if one exists where a new chapter is to be established or the College Administration if no College Panhellenic Council exists.

The Expansion Director Chair or her designee shall visit each qualified petitioning group or campus and prepare a report to the Grand Council. Upon recommendation of the Expansion Director Chair and approval by a two-thirds vote of the Grand Council, the Expansion Director Chair or her designee shall notify the group or campus that a colony can be established.

Any of the following methods may be used to establish a colony and, thereafter, a Collegiate Chapter of the Sorority:

(A) By Petition. A local sorority or interest group at a College or University where the Sorority does not have a Collegiate Chapter, who have permission from the proper authority, may request in writing that the group be considered to become a colony of the Sorority.

(B) By Invitation of a College Panhellenic Council and/or College Administration. A colony may be established at a College or University through an expansion recruitment coordinated by the Expansion Director Chair upon invitation of the College Panhellenic Council and/or College Administration.

(C) By Charter Transfer. Charters may be transferred from one College or University to another College or University upon a two-thirds vote of the Grand Council.

Section 4 - Installation. Upon meeting criteria established by the Grand Council, an Alpha Delta Pi colony shall be installed as a Collegiate Chapter at such time and by such members as may be directed by the International President.

Section 5 - Charters.

(A) Granting of Charters. Charters granted to new Chapters shall bear the signatures of all members of the Grand Council.

(B) Voluntary Suspension or Relinquishment of Charter by Collegiate Chapter. The Charter of a Collegiate Chapter may be suspended or relinquished by a two-thirds vote of the Delta members of the Collegiate Chapter which is certified in writing by an Executive Officer of the Chapter, subject to the approval of a majority vote of the Grand Council. The Grand Council shall rely on such certification in good faith for purposes of voting on the acceptance of the suspension or relinquishing of a Collegiate Chapter charter.

Section 6 - The Grand Council Action Regarding the Status of Collegiate Chapters.

(A) Probation; Suspension or Withdrawal of Charters. When the Grand Council determines that the need exists to take action regarding the status of a Collegiate Chapter, it may, by majority vote, place the Chapter on probation or suspend or withdraw the Chapter's charter. Need for such action includes, but is not limited to, the following: failure to conform to the administrative, membership, and fiscal standards and requirements of the Sorority; failure of the Chapter's members to maintain a satisfactory scholastic achievement average; or collective conduct or the condoning of individual conduct that constitutes Just Cause for disciplining members under Article IV of these Bylaws. The Grand Council may adopt, amend, or rescind procedures for determining whether the need for such action exists. Before making a determination that the need for the taking of action with respect to the status of a Collegiate Chapter exists, the Grand Council shall give the Chapter reasonable notice of the circumstances which form the basis for the proposed action and shall afford the Collegiate Chapter an opportunity to be heard. The Grand Council shall base its determination upon competent evidence and shall make written findings of fact upon which its determination is based. The terms and conditions of probation or suspension shall be specified and violation of those

terms shall be grounds for suspension or withdrawal of a Chapter's charter without further proceedings. The Grand Council may terminate any probation or suspension or reduce the terms and conditions of probation at any time. When a charter is withdrawn, the Collegiate Chapter shall stand disbanded.

(B) **Emergency Disciplinary Measures.** Notwithstanding the foregoing, the Grand Council may suspend the charter of any Collegiate Chapter without a prior hearing whenever failure to suspend such charter might reasonably be anticipated to result in: (1) the loss of, or damage to, the property of any person; or (2) the loss of, or damage to, human life, health, or safety; or (3) serious damage to the reputation of the Sorority.

Any suspension under this Article XIII shall be upon such terms and shall be subject to such conditions as the Grand Council shall determine. Appropriate procedures addressing the event or circumstance leading to such suspension, as provided elsewhere in these Bylaws, shall proceed as expeditiously as possible.

Section 7 - Dissolution of Collegiate Chapters. Should a Collegiate Chapter close, all remaining assets, after satisfying the chapter's liabilities and expenses, shall be transferred to Alpha Delta Pi Sorority, a non-profit corporation chartered in the state of Georgia.

ARTICLE XIV – ALUMNAE ASSOCIATIONS

Section 1 - Manner of Establishment. With the approval of a majority vote of the Grand Council, a Charter as an Alumnae Association shall be granted upon written application of no less than five (5) Alumnae members in good standing. Charters granted to new Alumnae Associations shall bear the signatures of all members of the Grand Council.

Section 2 - Suspension or Withdrawal of Charters. The Charter of an Alumnae Association may be suspended or withdrawn for such cause as may be determined by a majority vote of the Grand Council.

ARTICLE XV – HOUSE CORPORATIONS

Section 1 - Manner of Establishment. With approval of a majority vote of the Grand Council and under the guidance of a Housing Resource Director, a House Corporation shall be established by following all applicable state and federal regulations and shall function according to Alpha Delta Pi policies.

Section 2 - House Corporation Board of Directors. A House Corporation Board of Directors shall be elected by the Corporation membership in accordance with applicable state and federal regulations, Alpha Delta Pi policies as set by the Grand Council, and the House Corporation Bylaws.

Section 3 - Removal of Board of Directors. Except to the extent prohibited or limited by applicable law, the Grand Council shall be empowered to remove from office any director, officer, or trustee of a House Corporation who does not fulfill properly the requirements of her/his office or

who fails or refuses to comply with these Bylaws, or requirements of the Grand Council. Filling of vacancies thus occurring shall be subject to approval by the Grand Council.

ARTICLE XVI – FINANCE

Section 1 - General Finance. The revenues of the Sorority shall be credited from general sources, apportioned to such funds, collected and disbursed in such manner as may be determined by the Grand Council. The collection and disbursement of funds shall be under the direct control and supervision of the Grand Council.

Section 2 - Investments. Any and all funds of the Sorority may be invested in such securities, in such manner, and at such times as may be recommended by an Investment Advisory Committee and approved by the Grand Council.

Section 3 - International Dues, Fees and Assessments. The Grand Convention, unless otherwise noted below, shall determine the amounts of International dues, fees, assessments and other charges payable to the Sorority by members, chapters, alumnae associations, and house corporations as follows:

(A) Annual Membership Fee from each Alpha and Delta member of each Collegiate Chapter enrolled in the College or University at any time during the school year.

(B) Initiation Fee from each Alpha member and Alumna initiate becoming eligible for initiation shall include amounts allocated for a subscription to The Adelphean, Publication Fee and a Processing Fee.

(C) The fee for annual membership, initiation, and alumnae associations may be increased by Grand Council each year in accordance with the preceding December Consumer Price Index-Urban (CPI-U) not to exceed 3%. Rounding to the next highest whole dollar will be used.

(D) Such other International dues, fees, charges, fines or assessments from members, chapters, alumnae associations and house corporations as from time to time may be determined by the Grand Council.

Section 4 - Allowances to Officers and Employees. All officers and employees shall receive such allowances as compensation for their services as may be authorized by the Grand Council subject to the limitations and restrictions of the Georgia Nonprofit Corporation Code.

ARTICLE XVII – INDEMNIFICATION

In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, seeks indemnification from the Sorority against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by her in connection with such action,

suit, or proceeding by reason of the fact that such person is or was a member of the Grand Council, an International Officer of the Sorority, a member of any committee appointed by the Grand Council, or an employee or agent of the Sorority, then, unless such indemnification is ordered by a court, the Sorority shall determine, or cause to be determined, in the manner provided under Georgia law, whether or not indemnification is proper under the circumstances; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification may be indemnified to the fullest extent now or hereafter permitted by Georgia law. Any determination under this Section shall be made by the Grand Council by a majority vote of those individuals then serving on Grand Council who were not parties to such action, suit or proceeding. The indemnification provided in this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or these Bylaws, or any agreement or vote of disinterested members of Grand Council, or otherwise, both as to action in her official capacity and as to action in another capacity while holding such office or position. The indemnification rights provided for in this Section shall continue as to a person who has ceased to be a member of the Grand Council, an International Officer, a member of a committee appointed by the Grand Council, or an employee or agent of the Sorority and shall inure to the benefit of the heirs, executors, and administrators of such person. Notwithstanding the foregoing or any other provision of these Bylaws, no indemnification may be provided pursuant to this Section or otherwise to the extent that such indemnification would violate (or reasonably be expected to violate) the Sorority's status as a tax exempt organization as described in section 501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE XVIII – INSIGNIA AND JEWELRY

Section 1 - Purchase of Insignia and Jewelry. Purchases of badges, insignia or other items of jewelry or merchandise bearing the name or any insignia of the Sorority shall be made from either the Sorority or from other authorized purveyors. Each such purchase, including placement of order, delivery of goods and payment of purchase price, shall be in accordance with such reasonable procedures as may be prescribed by the Grand Council with the views of making all such items which may be desired by members available to them at reasonable prices with prompt delivery and of assuring, to the extent reasonably practical, that only members may acquire such items.

Section 2 - Badge. The official badge of the Sorority, worn by Delta and Alumnae members, shall be a pin, with or without jewels, diamond in shape, the face of which shall be black enamel, displaying clasped hands along the longest diagonal, and on each side of which shall be a star, and beneath which shall be the Greek letters, Alpha Delta Pi.

Section 3 - Guard Pin. The official Guard Pin shall be the Greek letter or letters of the respective chapter.

Section 4 - Alpha Pin. The official Alpha Pin, worn by Alpha members, shall bear the Greek letters Beta Upsilon Alpha, surmounted by a lion head.

Section 5 - Colors. The official colors shall be azure blue and white.

Section 6 - Flower. The official flower shall be the Woodland Violet.

Section 7 - Motto. The motto shall be "We Live for Each Other."

Section 8 - Coat-of-Arms. The Coat-of-Arms shall be: Shield: Per Chevron, azure and argent, two mullets in fess of the second, between in chief, two hands clasped fess wise, proper, and in the center base a candle flamed in holder, all proper. Crest: Demi-lion, rampant. Motto ribbon: Bears historical and symbolic Greek characters. Mantling: Azure and Argent.

Section 9 - Banner. The official banner shall be a rectangle of white satin, surmounted by a diamond of azure blue, the points of which touch the four edges. The Sorority letters, Alpha Delta Pi, shall appear in white satin in the center of the diamond, with two white satin stars at right and left points of the diamond.

ARTICLE XIX – SEAL

The official and corporate seal of the Sorority shall consist of a circular design, with an inner and outer circle, having the coat-of-arms in the inner circle and surrounded in circular form in the outer circle by the words, "Great Seal of Alpha Delta Pi Sorority, 1851."

ARTICLE XX – PUBLICATIONS

Section 1 - *The Adelphean*. There shall be an official esoteric educational publication called *The Adelphean of Alpha Delta Pi Sorority*. The Editor shall be selected and appointed by the Grand Council and shall carry out those duties established by the Grand Council.

Section 2 - *The Chronicle*. There shall be an official esoteric publication which shall be called *The Chronicle of Alpha Delta Pi* and which shall be published or otherwise disseminated in such a manner and on a schedule designated by the Grand Council.

Section 3 - *Additional Publications*. There shall be such additional publications as may be directed by the Grand Council.

ARTICLE XXI – PARLIAMENTARY AUTHORITY

Except as may be provided otherwise by applicable law, the Articles of Incorporation, the Bylaws, rules, regulations or enactments of Grand Convention or the Grand Council, the parliamentary procedures governing meetings of a Grand Convention, the Grand Council, a Collegiate Chapter, an Alumnae Association, any Committee or other organized body of the Sorority shall be as set forth in the current edition of *Robert's Rules of Order Newly Revised*.

ARTICLE XXII – AMENDMENTS

The Bylaws may be amended by a two-thirds vote of the qualified voters at any Grand Convention provided that any proposed amendment has been submitted to the Bylaws and Resolutions Committee no later than March 5 prior to the Grand Convention and has been submitted by the Bylaws and Resolutions Committee by April 15 prior to the Grand Convention to all eligible voting delegates of the Grand Convention. All such proposed amendments which are submitted by the Bylaws and Resolutions Committee to the eligible voting delegates of the Grand Convention shall be accompanied by the written recommendation of the Grand Council, unless, because of a conflict of interest or other special circumstances, Grand Council elects to make no recommendation, in which event the submission of the amendment shall be accompanied by a statement of the Grand Council's basis for its election to refrain from making a recommendation. Proposed amendments to the Bylaws may be submitted to the Bylaws and Resolutions Committee by a Collegiate Chapter, an Alumnae Association, a Chapter Advisory Board, a House Corporation, the Grand Council, a subordinate body of the Sorority, or a member of the Sorority in good standing.