

PHI BETA KAPPA ASSOCIATION OF THE CHICAGO AREA

CONSTITUTION (Revised September, 2008)

ARTICLE ONE

Name

This Association shall be named the Phi Beta Kappa Association of the Chicago Area, and is also known as the Alpha of Illinois Association of Phi Beta Kappa. It is organized as an unincorporated association, or its successor-in-interest, of persons pursuant to a Charter granted, as a subordinate body and constituent member of the Phi Beta Kappa Society.

ARTICLE TWO

Object

This Association is under the general supervision and control of the Phi Beta Kappa Society. The Association's object shall be the association of members of Phi Beta Kappa to inspire enthusiasm for pursuits of the mind and with a view to the promotion of friendship, scholarship, cultural interests, continued interest in intellectual life and exercise of the proper responsibility of the educated for social conditions and trends.

ARTICLE THREE

Members and Dues

Every member of Phi Beta Kappa of whatever Chapter residing in the region of the Chicago Metropolitan area shall be regarded as eligible for membership. Categories of membership and dues shall be determined by the Executive Committee.

Fiscal Year

The fiscal year shall be the calendar year ending December 31st of each year, and dues paid any time within any year shall be considered dues for that year unless otherwise designated.

ARTICLE FOUR

Meetings

An annual meeting, preferably on or near Founder's Day (December 8th), for the election of officers and other business and for literary or other exercises shall be held as determined by the Executive Committee. Other regular and special meetings may be called by the Executive Committee. A quorum shall consist of fifteen (15) members present in person.

ARTICLE FIVE

Executive Committee

The general management of the affairs of this Association shall be the responsibility of the Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer and Secretary (all of whom shall serve as ex officio voting members) and members in addition to said officers numbering not fewer than (fifteen) 15 nor more than twenty (20). The other members of the Executive Committee shall be elected at the annual meeting from among the general membership. The Executive Committee, by a majority vote, shall designate a member of the Association to represent the Association at the meeting of the Triennial Council.

The Executive Committee shall meet at the call of the President on written notice mailed to each member of the Committee on written notice not less than five (5) days prior to the date of such meeting, and may also be called upon notice signed by any five (5) of its members. Between annual meetings of this Association, if any vacancy

occurs or exists in the Executive Committee, then the Executive Committee shall be empowered to elect a replacement member to serve the unexpired term and which election shall take place at any duly called meeting of said committee. Five (5) Executive Committee members present at any stated meeting shall constitute a quorum.

ARTICLE SIX

Officers

The officers shall be a President, Vice President, Secretary and Treasurer. Terms of office shall be three (3) years, which shall begin immediately following the annual meeting at which they are elected.

President: The President shall preside at all meetings of the Association and shall be a voting ex officio member of all its committees. He/she shall be a signatory on its bank account. He/she shall deliver the Presidential address at the annual meeting, sign all certificates, letters, and other documents usually required in connection with the office. After his/her term of service, he/she shall automatically be a member of the Executive Committee for the next year. The President and/or the Executive Committee shall appoint such Ad Hoc Committees to assist in carrying out the objects of this Association as in their discretion shall be deemed appropriate. At least 6 weeks before the annual meeting, the President shall appoint a nominating committee of at least three (3) members. This committee shall report in writing at the annual meeting.

Vice President: The Vice President shall assist the President in the discharge of his/her duties and in the absence of the President, or in his/her inability to act, shall assume and have the authority to perform all of the duties of the President.

Secretary: The Secretary shall keep a roll of the members with addresses and shall, from time to time, report all changes in this roll to the Secretary of the Society. He/she shall keep minutes of all Executive Committee meetings and prepare and submit the annual report of all activities to the Society.

Treasurer: The Treasurer shall be a signatory on the bank account of the Association with the President. He/she shall maintain the Association's financial records and shall send payment of the required dues and per capita assessment to the Society each year as may be required by the Society.

Vacancies: Vacancies in the office of President, Vice President, Secretary or Treasurer by death, resignation or otherwise shall be filled by the Executive Committee from among its members.

ARTICLE SEVEN

Advisory Council to Executive Committee

Membership on the Advisory Council to the Executive Committee may be conferred upon a member of the Association by affirmative vote of not less than 75% of the membership of the Executive Committee present at a duly constituted meeting in recognition of distinguished service in the important position of trust as an officer or a member of the Executive Committee.

The duties of the members of the Advisory Council shall be to continue to assist in furthering the work and goals of the Association with such members to undertake and perform such duties as may be assigned by the President or the Executive Committee as may be acceptable to such member.

ARTICLE EIGHT

Society Fees

The 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 of the Society 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, hereafter “IRC”, include the corresponding section(s) of any future United States tax code).

No part of the Association’s net earnings shall inure to the benefit of, or be distributable to its officers, members, or 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 purposes set forth herein. No substantial part of the Association’s activities shall be the carrying on of propaganda, or otherwise trying to influence legislation, and the Association shall not participate 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 dissolution of this Association, after paying or making provision for payment of all 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 body shall qualify as an IRC §501 (c)(3) entity; and/or
2. The Phi Beta Kappa Society, provided it shall qualify at the time of distribution as an IRC §501(c)(3) entity; and/or
3. A nonprofit organization having similar aims as the Association and which may be selected as a suitable recipient of such assets, as long as such organization or each such body shall qualify as a IRC §501(c)(3) entity; 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 NINE

Amendments

This Constitution may be amended at any regular or special meeting of the general membership by a two-thirds (2/3) vote of members present provided that the proposed amendments have been first reviewed by the Executive Committee and submitted by such with its recommendation to the members; provided also that the notice of the meeting shall have stated specifically the proposed amendments, and which notice, together with a copy of said proposed amendments, shall be mailed not less than fifteen (15) days prior to the date of said meeting. Amendments so adopted shall be forwarded to the Committee on Associations for final approval of the Senate of the Phi Beta Kappa Society.