

**Bylaws of the  
Phi Sigma Kappa Foundation Incorporated**

***OFFICES***

- 1) The principal office of the Phi Sigma Kappa Foundation Incorporated (the “Foundation”) shall be in the City of Wilmington, County of New Castle, State of Delaware, and the name of the resident agent in charge thereof is The Corporation Trust Company, or such other person as may properly be designated from time to time by the Board of Trustees.
- 2) The Foundation may also have offices at such other places as the Board of Trustees may from time to time determine or the business of the Foundation may require. The Foundation has designated an office at 2925 East 96th Street, Indianapolis, Indiana 46240.

***MEMBERSHIP***

- 3) NO MEMBERS. The Foundation shall have no members. Any action which would otherwise require approval by a majority of all members or approval of the members shall require only approval of the Board of Trustees (“Board”). All rights which would otherwise vest in the members shall vest in the Trustees.
- 4) ASSOCIATES. Nothing in Section 3) shall be construed as limiting the right of the Foundation to refer to persons associated with it as “members” even though such persons are not members, and no such references shall constitute anyone being a member.

***BOARD***

- 5) The property and business of the Foundation shall be managed by its Board, which may also exercise all such powers of the Foundation and do all such lawful acts and things as are by statute or by the certificate of incorporation or by these Bylaws directed or required to be exercised or done by the members.
- 6) Any member in good standing of Phi Sigma Kappa Fraternity of the 3<sup>rd</sup> degree or higher shall be eligible to serve the Board as a Trustee.
- 7) No Trustee shall serve concurrently as a member of the Grand Council of Phi Sigma Kappa Fraternity, Director of Phi Sigma Kappa Properties Inc., or a paid employee of Phi Sigma Kappa, except that the Grand President of Phi Sigma Kappa Fraternity, the President of Phi Sigma Kappa Properties Inc., and the Chief Operating Officer of Phi Sigma Kappa Fraternity shall serve ex-officio as non-voting Trustees.
- 8) The total number of Trustees which shall constitute the whole Board shall not be less than eleven (11). A Trustee’s term will be three (3) years.
- 9) A Trustee will join the Board immediately upon being elected by a majority of the Trustees

at a duly constituted meeting of the Board. The start date of a Trustee's term for purposes of reelection shall be the next annual meeting after his election.

- 10) For purposes of a Trustee's term, the term shall begin immediately if elected at an annual meeting.
- 11) All re-elections will occur at the annual meeting.

### ***BOARD MEETINGS***

- 12) The Trustees may hold their meetings and keep the books of the Foundation outside of Delaware, at such other places as they may from time to time elect.
- 13) The time and place for the annual meeting of the Board of Trustees shall be determined by the President and the Secretary of the Foundation. If they do not act before March 15th, the annual meeting will be automatically held on the second Saturday of June at the site of our National Headquarters at 11:00 AM.
- 14) At the annual meeting the Board shall also transact such business as may properly be brought before the meeting
- 15) All current Trustees shall vote to elect new active Trustees as presented for election by the Nominating Committee. The election shall follow guidelines as set forth in Section 30 of the Bylaws.
- 16) Written notice of the annual Trustee meeting and its location shall be served upon the Trustees via email to each Trustee member by the President, or Secretary, or their designee, at least ten (10) days prior to the meeting.
- 17) Special meetings of the Board of Trustees may be called by the President on at least one day's notice to each Trustee, via email stating the time, place and object thereof.
- 18) Special meetings may be called by the written request of two Trustees served upon the Board via the Chief Operating Officer of the Fraternity. Special meetings may be conducted via telephonic or electronic method.
- 19) At all meetings of the Board of Trustees, a quorum shall be satisfied if either a) one-third (1/3) of the total number of seated Trustees or b) eleven (11) Trustees are present. The act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board, except when the question is one upon which by express provisions of the statutes or of the certificate of incorporation or of these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question. If a quorum shall not be present at any meeting of the Trustees, the Trustees present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

***NOTICE***

- 20) Whenever under the provisions of the statutes or of the certificate of incorporation or of these Bylaws, notice is required to be given to any Trustee, it shall not be construed to mean personal notice. Such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a post-paid sealed wrapper, addressed to such Trustee or member at such address as appears on the books of the Foundation, or emailed, and such notice shall be deemed to be given at the time when the same shall be thus mailed or emailed.
- 21) Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation, or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time therein, shall be deemed equivalent thereto.

***COMMITTEES OF THE BOARD OF TRUSTEES***

- 22) The Board of Trustees shall have five (5) standing committees: Executive Committee, Nominating Committee, Investment Committee, Bylaws and Policies Committee, and Finance Committee. The President may from time to time appoint committees. All committee members will serve one (1) year terms that expire at the annual meeting.
- 23) The Executive Committee shall be composed of the President, the Vice Presidents, the Secretary and the Treasurer, and any other Trustees as appointed by the Trustees. The Chief Operating Officer of the Foundation shall be an ex-officio member of the Executive Committee. It shall be responsible for the operations of the Foundation between annual meetings. The Executive Committee shall have all authority of the Board of Trustees, except that it may not:
- (a.) Fill vacancies on the Board of Trustees or any office of the Foundation;
  - (b.) Fix compensation of the Trustees or any office of the Foundation;
  - (c.) Amend or repeal Bylaws or adopt new Bylaws.
- 24) Nominating Committee
- a) The President following his election shall put forth a slate of no less than three (3) active Trustees to serve as a Nominating Committee. The President shall designate one member of the committee as the Chairman.
  - b) This slate shall be submitted to the Board for approval through simple majority vote.
  - c) Vacancies on the Nominating committee caused by resignation or inability to serve may be filled by an active Trustee appointed by the President to fill the term remaining for the vacated seat.

- d) The Nominating Committee shall canvas the membership of the Fraternity for candidates to serve on the Board and the various committees.
- e) The Nominating Committee will also communicate with the Trustees whose terms are expiring as to their availability and intent to serve for another term.
- f) The Nominating Committee shall be careful to recommend only candidates who are willing and able to fulfill the requirements of a Trustee as outlined in *Responsibilities of a Trustee*.
- g) The Nominating Committee may nominate candidates for Honorary Trustee as determined by the Board of Trustees.
- h) The Nominating Committee may nominate candidates for the Emeritus Trustee status who fulfill the criteria of a Trustee Emeritus.
- i) Trustees, as terms expire, shall be evaluated by the Nominating Committee. The Committee will evaluate the Trustee's participation on committees and attendance at committee and Board of Trustee meetings, be it by conference call or in person; the Trustee's required financial contribution; the Trustee's willingness to participate in solicitation activities as part of approved Foundation campaigns and as requested by other Foundation Trustees and staff; and any other criteria deemed appropriate by the Nominating Committee.
- j) At the time of the elections additional candidates for all positions may be received from the floor.

#### 25) Investment Committee

- a) There shall be an Investment Committee of the Board of Trustees. It shall be made up of no less than three (3) active Trustees. Members of the Investment Committee will be nominated to serve by the President of the Foundation and must be approved by the Board of Trustees. The President shall determine the Chair of the Investment Committee.
- b) It shall determine the investments to be made from the Foundation's funds and may revise the Foundation's investment portfolio as it determines advisable.
- c) The Investment Committee Chairman, or his designee, shall make a report to the full Board at each annual meeting of actions taken between meetings by the Investment Committee and request that the Board include said report in the Board's meeting minutes.
- d) The Investment Committee shall be guided by the direction of the full Board and the investment policy as documented in the Foundation Operating Policy Manual.

#### 26) Bylaws and Policies Committee

- a) The Bylaws and Policies Committee of the Board of Trustees shall be made up of no less

than two (2) active Trustees. The Secretary and any Assistant Secretaries of the Board of Trustees will be members of the Bylaws and Policies Committee with other members appointed by the President.

- b) The Secretary shall maintain all bylaws, policies and related formal documents of the Foundation, ensuring that they are current and appropriate.

#### 27) Finance Committee

- a) The Finance Committee of the Board of Trustees shall be made up of no less than three (3) active Trustees. The Treasurer, and Assistant Treasurer, and the Chief Operating Officer will be members of the Finance Committee with other members appointed by the President.
- b) The Finance Committee shall be responsible for all finance related matters of the Foundation. This includes working with the Chief Operating Officer to create operating plans, annual budgets and lead strategic planning efforts. The Finance Committee will also be involved with properly executing all planned giving related activities

28) The Board may, by resolution or resolutions, designate one or more additional committees. Each committee to consist of at least two of the Trustees of the Foundation, which, to the extent provided in said resolution or resolutions, shall have and may exercise the powers of the Board of Trustees in the management of the business and affairs of the Foundation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Trustees. Nothing shall prevent the Board from appointing non-Trustees to any committee, other than the Nominating Committee.

29) The committees shall keep regular minutes of their proceedings and report the same to the Board.

### ***ELECTION OF TRUSTEES***

30) Trustees. To be elected to the Board, a potential Trustee must first be vetted and nominated by the Nominating Committee. Upon such a nomination, a potential Trustee must be elected by a simple majority of Trustees in attendance at a duly constituted Board meeting.

31) Associate Trustees. To be elected to serve on the Foundation, a potential Associate Trustee must first be vetted and nominated by the Nominating Committee. Upon such a nomination, a potential Associate Trustee must be elected by a majority of Trustees in attendance at a duly constituted Board meeting. Associate Trustees must be members of the 3<sup>rd</sup> degree that are less than 30 years old. Associate Trustees may serve up to three (3) consecutive three (3) year terms until his current term expires after he has turned 30 years old. After such term expiration, if a brother desires to continue serving the Foundation, he must be vetted by the Nominating Committee as a candidate to serve as a full seated Trustee and elected by the Board as described above. An Associate Trustee will have all the authority and responsibility of a Trustee and be considered a full member of the Board of Trustees unless specifically noted otherwise in these Bylaws. An Associate Trustee may be counted towards the number of Trustees need for quorum. However, the number of participants needed for quorum is

calculated based on the number of Trustees, exclusive of Associate Trustees.

- 32) Honorary Trustees. Honorary Trustee candidates may be nominated by the Nominating Committee or by the Trustees from among the ranks of distinguished alumni who have served and/or supported the Foundation. Distinguished service is defined by a former Trustee's active participation over multiple terms, consistent philanthropic support, and demonstrated interest in the Foundation. Recognizing former Board Trustees, whose service was less than distinguished, serves neither the interests of the Foundation nor the responsibilities of those who currently serve as Trustees. Honorary Trustees will have no vote on the Board. Honorary Trustees will be elected by the Board of Trustees at any duly constituted meeting of the Board by a 2/3 majority of those present. Honorary Trustees, once elected, shall be Honorary for Life. Honorary Trustees may return to the active ranks of Trustees if desired, but must proceed through the normal nomination and election process for Trustees.
- 33) Trustees Emeriti. Trustee Emeriti candidates may be nominated by the Nominating Committee or by the Trustees from among the ranks of Honorary Trustees. Trustees Emeriti will be elected by the Board of Trustees at any duly constituted meeting of the Board by a 2/3 majority of those present. Trustees Emeriti, once elected, shall be Emeriti for Life. This is the highest honor bestowed by the Board to a Fraternity member based on his lifelong devotion and support of the Foundation. Trustee Emeriti status is a mark of distinction and carries no additional rights or privileges. Trustee Emeriti status is a presumption of retirement. However, Trustees Emeriti shall be kept informed about the issues being addressed by the board and the Foundation through regular communications from Foundation leadership.

### ***OFFICERS***

- 34) The Foundation shall have the following officers: President, 1<sup>st</sup> Vice President, Secretary, and Treasurer. The Board of Trustees may also elect the following additional officers: 2<sup>nd</sup> Vice Presidents, Assistant Secretarys, and/or Assistant Treasurers. The officers shall be members of the Executive Committee.
- 35) The Nominating Committee will nominate the officers of the Foundation.
- 36) The officers shall serve until the next annual meeting of the Board, where new officer elections shall be held.
- 37) At its annual meeting, the Board shall elect the officers by a majority vote of those present. Nothing prevents a Trustee that was not offered by the Nominating Committee from running from the floor as an officer candidate.
- 38) Any officer elected or appointed by the Board of Trustees may be removed at any time, for any reason, by the affirmative vote of a 2/3 of the *entire* Board of Trustees exclusive of Associate Trustees. The officer designated for removal shall not have a vote pertaining to his removal.
- 39) If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the

Board at a duly constituted meeting, except as to the vacancy of the President as described below.

***PRESIDENT***

40) The President shall:

- a) Act as the Chairman of the Board of the Foundation;
- b) Preside at all meetings of the Trustees;
- c) Serve as an ex-officio a member of all standing committees;
- d) Appoint the members of all committees other than the Executive Committee and Nominating Committee;
- e) Create such additional committees as he deems necessary and appropriate;
- f) See that all orders and resolutions of the Board are carried into effect.

41) He shall have the power when authorized by the Board of Trustees to execute bonds, mortgages and other contracts requiring a seal or notary, under the seal of the Foundation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Trustees to some other officer or agent of the Foundation.

***VICE PRESIDENTS***

42) The 1<sup>st</sup> Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Trustees shall prescribe until the term of the previous President expires.

***THE SECRETARY AND ASSISTANT SECRETARY***

43) The Secretary shall ensure that all votes and the minutes of all proceedings are recorded and kept by the Board. He shall ensure that notice is given of all meetings and special meetings of the Board and shall perform such other duties as may be prescribed by the Board of Trustees or President, under whose supervision he shall be. He shall keep in safe custody the seal of the Foundation and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the Treasurer or an Assistant Secretary.

44) In the absence or disability of the Secretary, the Assistant Secretary shall perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board of Trustees shall prescribe.

***THE TREASURER AND ASSISTANT TREASURER***

- 45) The Treasurer, in coordination with the Chief Operating Officer, shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation and shall deposit all monies and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Trustees.
- 46) He shall disburse the funds of the Foundation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the President and Trustees, at the regular meeting of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Foundation.
- 47) If required by the Board of Trustees, he shall give the Foundation a bond (which shall be renewed each year) in such sum and with surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the Foundation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Foundation.
- 48) In the absence or disability of the Treasurer, the Assistant Treasurer, shall perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Trustees shall prescribe.

***TERM LIMITS***

- 49) A Trustee may serve a maximum of three (3) consecutive terms, serving a maximum of nine (9) consecutive years. This limit resets after a Trustee has spent one year off the Board.
- 50) No officer shall serve as President for more than five (5) consecutive years.
- 51) Notwithstanding the foregoing, any Trustee who has reached his term limit but who is serving as the President or Treasurer and is nominated and eligible to continue in the office which he holds because his term as an officer has expired may be re-elected as a Trustee by a majority vote of the entire Foundation Board of Trustees at its annual meeting in order to continue in his office for a minimum of one (1) additional year and not more than four (4) additional years.

***TRUSTEES' ANNUAL STATEMENT***

- 52) The Board of Trustees shall present at each annual meeting, a full and clear statement of the business and condition of the Foundation.

***FISCAL YEAR***

- 53) The fiscal year shall begin the first day of July in each year and ends on the ensuing thirtieth day of June.

***SEAL***

- 54) The corporate seal shall have inscribed thereon the name of the Foundation, the year of its organization and the words "Corporate Seal, Delaware." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

***INDEMNIFICATION OF TRUSTEES***

- 55) Whenever in these Bylaws it is provided that any power may be exercised by the Trustees or any action taken by them involving the exercise of discretion, the discretion of the Trustees, when exercised in good faith and with reasonable care, shall be absolute and binding upon all persons having or claiming any interest in Phi Sigma Kappa Foundation, Inc. The Trustees shall not be responsible for any error in judgment or for anything which they may do or refrain from doing in good faith in respect to the administration of the Phi Sigma Kappa Foundation, Inc. The Trustees as at any time constituted and disregarding any vacancy shall enjoy all rights, powers, interest, discretions, and immunities of the Trustees as originally constituted. No Trustee shall have any liability for any act or omission of any other Trustee nor of any officer or agent of the Trustees, nor shall any Trustee have any accountability hereunder, except each Trustee for his own willful default. Each Trustee, whether or not then serving as such, shall be entitled to indemnity, to the extent of the assets then held in the Phi Sigma Kappa Foundation, Inc., for all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Trustee.

***AMENDMENTS***

- 56) These Bylaws may be altered or repealed by the affirmative vote of a 2/3 of the Board in attendance with quorum at any regular meeting of the Board or any special meeting of the Board if notice of the proposed alterations or repeal be contained in the notice of such special meeting.