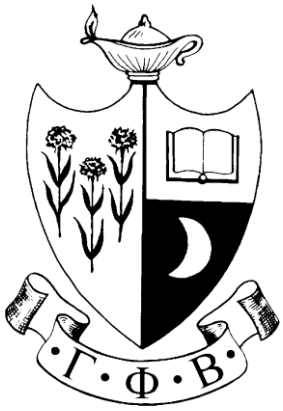
Gamma Phi Beta Sorority

Articles of Incorporation

and Bylaws



2026

ARTICLES OF INCORPORATION
ARTICLE V- PURPOSE

The purpose or purposes for which the corporation is organized are:

1. Gamma Phi Beta Sorority, Inc. (the "Sorority") is organized and its operations shall be conducted exclusively for educational, charitable and social purposes, including pleasure, recreation, fraternal and other nonprofitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 (as amended from time to time), and specifically to accomplish the following objects and purposes:

(a) To develop the highest type of womanhood through education, social life and service to country and humanity.

(b) To aid, foster and promote the establishment and maintenance of a sisterhood of college, university and other qualified women known as Gamma Phi Beta Sorority.

(c) To aid, encourage, promote and contribute to the education of women students enrolled in any school, college or university in the United States of America or its territories or possessions and in Canada, and to provide and promote educational advantages, opportunities and facilities for such students and to assist them in the improvement of their physical, mental and moral development.

(d) To aid and assist such students financially or otherwise by the establishment or financing of endowments, fellowships and scholarship incentives and awards.

(e) To provide for the distribution of a magazine and such manuals and other printed or written material as may be of value in promoting the interests of the Sorority.

(f) To aid, promote and foster the development of good character, good personality, good citizenship and experience in democratic living among the student members of the Sorority or any affiliated group or groups.

(g) To provide national and international leadership and guidance for the individual student members, and to provide an International Headquarters for the administration and supervision of the affairs of the Sorority and affiliated groups.

2. This Sorority is not organized or created and shall not be maintained or operated for private gain or personal or pecuniary profit or benefit. All of its funds and assets, together with the net earnings thereof and income realized therefrom shall be exclusively devoted to the educational, charitable and social objects and purposes herein above expressed. No substantial part of the activities of this Sorority shall consist of carrying on propaganda or otherwise attempting to influence legislation and this Sorority shall not participate in or intervene in political campaigns on behalf of any candidate for public office. No individual member, director, officer, employee or agent of this Sorority or any other person shall receive, or be entitled to receive, under any circumstances, any pecuniary profit or benefit from the operation or liquidation thereof except as reasonable compensation for services rendered in effecting one or more of the purposes of the Sorority. Upon any dissolution of the Sorority or any partial or entire liquidation of its property and assets, no part of such money, property or assets shall be distributed to any individual, director, officer or other person, but such assets and property shall be distributed, disposed of or used for similar educational, charitable or social purposes as set forth in the Articles of Incorporation and as may be determined by three-quarters vote of the Board of Directors.

3. The members of this Sorority shall be divided into two classes, namely, the voting members and the non-voting members. The voting members shall be confined to the duly affiliated active (or Greek-letter) and Alumnae Chapters of Gamma Phi Beta Sorority; the non-voting members shall be as provided in the Bylaws of the Sorority.

4. These Articles of Incorporation may be amended or revoked only at Convention by a three-fourths vote of all delegates, pursuant to procedure prescribed in the Bylaws. The Bylaws may be amended or revoked as provided in the Bylaws.

BYLAWS

ARTICLE I — ORGANIZATION

SECTION 1. INTERNATIONAL ORGANIZATION — Gamma Phi Beta Sorority, Inc. ("Sorority") shall be an international organization composed of collegiate members and alumnae members.

SECTION 2. ORGANIZATION OF THE MEMBERSHIP

a. Collegiate members shall be organized into collegiate chapters.
b. Alumnae members shall be organized into alumnae chapters.
c. Chapters shall derive their power from a charter granted by International Council.
d. Collegiate and alumnae chapters shall be grouped together by International Council for the purpose of manageable governing and ease of communicating, in the manner set forth in the Rules and Procedures of the Sorority.

SECTION 3. GAMMA PHI BETA FACILITIES MANAGEMENT COMPANY

a. The ownership, leasing and/or management of real property for member housing, meeting space, or other business operations may be furthered by a corporation, limited liability company, or other legal entity established and maintained by the Sorority for such purposes.
b. The Gamma Phi Beta Facilities Management Company ("Facilities Management Company") shall provide facilities management services.

SECTION 4. GAMMA PHI BETA FOUNDATION – The educational and charitable purposes of the Sorority may be furthered by the Gamma Phi Beta Foundation ("Foundation"), through operation in accordance with the Articles of Incorporation and Bylaws of the Foundation.

SECTION 5. AFFILIATED HOUSE CORPORATIONS

a. The Sorority may cause to be established a non-profit corporation to own, lease, or otherwise acquire a house, lodge, living quarters, room, or share in group housing for the use of a collegiate chapter ("Affiliated House Corporation").
b. Any Affiliated House Corporation which at any time shall own, hold, lease, or otherwise acquire and use property or funds for the benefit of any collegiate chapter shall be an affiliated and subordinate unit of the Sorority subject at all times to the jurisdiction of International Council, and governed by the Articles of Incorporation, the Bylaws, and the Rules and Procedures of the Sorority.

SECTION 6. FOUNDERS DAY — The anniversary of the founding of the Sorority, November 11, 1874, shall be designated as Founders Day. Each chapter shall schedule a Founders Day program.

ARTICLE II — MEMBERSHIP

SECTION 1. MEMBERSHIP DEFINED — Prior to Initiation, a woman shall be known as a new member. After meeting all Initiation eligibility and financial requirements, a new member shall be initiated and become a member for life, unless her privileges, benefits, and obligations are terminated by resignation or termination.

SECTION 2. COLLEGIATE

a. Membership

(1) Eligibility — Any woman shall be eligible for membership, provided:
   (a) She is currently enrolled in a college or university where there is a collegiate chapter, as outlined in the Rules and Procedures.
   (b) She is not, nor has been, an initiated member of an existing National Panhellenic Conference fraternity/sorority.
(2) Requirements — Any eligible woman may be offered membership, provided she has received an affirmative rating by the collegiate chapter or, in the formation of a new chapter, she has been selected by the collegiate extension recruitment team.

b. Initiation
(1) Eligibility — A new member shall be eligible for Initiation, provided:
   (a) She has completed new member education.
   (b) She is currently enrolled in the college or university where the initiating collegiate chapter is located, unless she is a new member to be initiated at the time of a collegiate chapter installation or special exception is granted by International Council or its designee.
   (c) She has met the academic requirements for good standing determined by the college or university administration.
(2) Right of Initiation — A new member who is eligible shall be entitled to Initiation, unless:
   (a) She is incompatible with the chapter; or
   (b) Her conduct violates the Sorority's policies; or
   (c) She has refused her new member responsibilities or financial obligations to the Sorority as further outlined in the Rules and Procedures.
(3) Initiation Service – A new member shall be initiated by a collegiate chapter.

c. Affiliation — A member of one collegiate chapter who transfers to another college or university where there is a collegiate chapter of the Sorority may be affiliated by the second chapter, provided:
(1) She has fulfilled all chapter, international, and Affiliated House Corporation or Facilities Management Company financial obligations as outlined in the Rules and Procedures.
(2) The affiliating chapter votes to accept the affiliating member by a 2/3 affirmative vote.

SECTION 3. ALUMNAE

a. Obligations — Each alumna member of Gamma Phi Beta is expected to fulfill her financial obligations to the Sorority. These obligations may include, but shall not be limited to, international dues, local alumnae chapter dues, and donations to the Foundation.

b. Eligibility – All members initiated as collegians shall be granted alumnae status upon graduation from college or as provided otherwise in the Rules and Procedures of the Sorority.

c. Eligibility for members initiated as alumnae:
(1) Alumnae of local collegiate groups to which a collegiate charter is granted are eligible for alumnae membership in Gamma Phi Beta.
(2) A woman who is in accord with the aims of Gamma Phi Beta shall be eligible to become an alumna member, provided the following criteria are satisfied:
   (a) She is not an initiated member of another National Panhellenic Conference group.
   (b) She is not currently employed by the Sorority, Facilities Management Company, Foundation, or an Affiliated House Corporation.
   (c) She has satisfactorily completed the designated course of Sorority education.

(d) She has received approval of the initiating chapter, or local alumnae group (if one exists), and International Council or its designee.

(3) Initiation Service – A member initiated as an alumna shall be initiated by a collegiate chapter or in an international Initiation Service.

SECTION 4. TERMINATION AND REINSTATEMENT

a. Resignation - A member in good standing may submit a voluntary resignation to terminate her membership following the procedure set forth in the Rules and Procedures of the Sorority.

b. Disciplinary Action

(1) A member is subject to disciplinary action and possible termination of membership:

(a) If she fails or refuses to perform or accept her duties and obligations of membership; or

(b) If she violates any official rule or policy adopted by the Sorority or her chapter; or

(c) If she is disloyal to the Sorority or her chapter; or

(d) If she fails to cooperate in the best interest of the Sorority or her chapter; or

(e) If she engages in conduct detrimental to the reputation or well-being of the Sorority, her chapter, or other members.

(2) The procedure for disciplining a member shall be as set forth in the Rules and Procedures of the Sorority.

c. Reinstatement - Only former members who have voluntarily resigned with an endorsement for reinstatement or whose memberships have otherwise been terminated for financial reasons may be reinstated by the Membership Review Committee following the procedure set forth in the Rules and Procedures of the Sorority.

ARTICLE III — COLLEGIATE CHAPTERS

SECTION 1. DEFINED — A collegiate chapter shall be a chartered group of women students of an approved college or university.

SECTION 2. GRANTING OF CHARTER

a. International Council may, by a four-fifths vote, grant a charter for a collegiate chapter to a new chapter when International Council deems the new chapter has met the standards of the Sorority.

b. Upon installation, the chapter shall maintain local autonomy with respect to the chapter operation and management, provided the chapter adheres to the Sorority's Bylaws, rules, procedures and policies.

SECTION 3. CHAPTER NAMES — Collegiate chapters shall be assigned their names from the letters of the Greek alphabet in regular order. When the letters have been used once, they shall be repeated with the Greek letter "Alpha" prefixed thereto; then repeated with the Greek letter "Beta" and with successive Greek letter prefixes as required.

SECTION 4. CHARTER MEMBERS — Unless special exception is granted by International Council or its designee, charter members of a collegiate chapter shall be only those initiated at the time of installation who are registered in the college or university when the chapter is granted its charter, provided that they shall have met the Initiation requirements of the Sorority.

SECTION 5. CHAPTER GOOD STANDING -- Good standing of chapters shall mean fulfillment of all international financial and reporting obligations.

SECTION 6. CHAPTER FACILITIES — Upon a determination to establish a collegiate chapter, International Council shall determine which form of facility is required and whether such facility shall be owned, leased, or otherwise acquired by the Sorority, the Facilities Management Company, or an Affiliated House Corporation.

SECTION 7. CHAPTER CEASE AND DESIST— A chapter may be placed in a cease and desist status by International Council for a specified period of time for a policy violation or any action that could damage the reputation or interfere with the operations of the Sorority or Facilities Management Company.

SECTION 8. CHAPTER DISCIPLINE-- A chapter may be placed in a disciplinary status by International Council or its designee for the following:

a. If its scholarship is below the standards prescribed by the Sorority; or
b. If its membership has fallen below the standards set for such chapters; or
c. If it has failed to cooperate with the appointed volunteers or professional staff in meeting its financial commitments or in performing its duties and obligations as a chapter of the Sorority; or
d. If it has failed to abide by the Sorority's Bylaws, Rules and Procedures, or policies.

SECTION 9. CHARTER REVOCATION AND SUSPENSION

a. A chapter's charter may be revoked or suspended by the unanimous vote of International Council:
    (1) If the college or university at which the collegiate chapter is located discontinues sororities on its campus; or
    (2) If conditions at the college or university preclude the chapter's adherence to the Bylaws of the Sorority; or
    (3) In extreme circumstances when there is a reasonable belief that a chapter has and/or a number of its members have committed a serious violation(s) of federal, state, provincial or local laws, university policies, and/or Gamma Phi Beta policies such that swift action is necessary to ensure that charter revocation or suspension will be effective immediately; or
    (4) If it has not fulfilled the terms of its probation; or
    (5) When a chapter votes to relinquish its charter.

b. Use of Name — When the chapter's charter is revoked, or suspended, no part of the name of Gamma Phi Beta may be used in establishing a local chapter on that campus.
c. Disposition of Property — When a charter is revoked:
    (1) All Sorority paraphernalia and chapter records including the charter and roll book(s) shall be shipped or otherwise delivered to International Headquarters within 30 days.
    (2) All Assets of the chapter shall be timely transferred to the Sorority and International Council or its designee may appoint at any time an administrator to manage Assets pending transfer.
    (3) In the event of chapter indebtedness to the international Sorority, such administrator shall be appointed immediately unless International Council shall determine such appointment is not necessary to protect the interests of the Sorority. Upon appointment of any such administrator, the title, ownership, and all rights to such Assets shall vest immediately in the Sorority and may be managed and disposed of at the direction of International Council or its designee.
    (4) The Sorority shall be entitled to receive the income of such fund or property.

(5) If the collegiate chapter has not been reactivated within five years from the date of the charter revocation, then the Assets shall become the property of the Sorority, absolutely.

SECTION 10. CHAPTER REORGANIZATION — When International Council, after consulting the local alumnae, as appropriate, and the Affiliated House Corporation or the Facilities Management Company, as applicable, deems it in the best interest of the Sorority to reorganize a collegiate chapter, any present collegiate member of that chapter may be designated an alumna by International Council. Any member so designated shall remain an alumna unless otherwise designated by International Council.

SECTION 11. REACTIVATION

a. International Council may reactivate a chapter's charter that has been previously revoked. Such chapter shall take the collegiate chapter name it bore before revocation.
b. If the chapter is reactivated within five years, a sum equal to the fair value of the Assets transferred pursuant to Section 9 c. of this Article III shall be made available to the chapter for the use and benefit of the collegiate chapter as determined by International Council.

SECTION 12. CHAPTER DISPENSATION

a. International Council by a four-fifths vote can grant a chapter dispensation from Bylaws if the dispensation is in the best interests of the Sorority as a whole.
b. If such dispensation is not granted, the chapter may present its case at the next meeting of International Council for reconsideration and vote.

SECTION 13. GOVERNMENT

a. Bylaws — Each collegiate chapter shall adopt bylaws for its government. Such bylaws shall not conflict with the Articles of Incorporation, Bylaws, or Rules and Procedures of the Sorority.
b. Membership — Membership entails the fulfillment of all obligations imposed by the Sorority and the chapter.
c. Officers — The officers of the collegiate chapter shall include president, administrative vice president, financial vice president, and such officers as are required in the Rules and Procedures of the Sorority.
d. Meetings — Each collegiate chapter shall hold regular business meetings during the college term at which all members shall be required to be present and ritual must be observed.

SECTION 14. CHAPTER SUPERVISION — Each chapter shall have a chapter advisory board.

ARTICLE IV — ALUMNAE CHAPTERS

SECTION 1. DEFINED — An alumnae chapter shall be a chartered group of Gamma Phi Beta alumnae.

SECTION 2. GRANTING OF CHARTER – International Council, by a four-fifths vote, may grant a charter for an alumnae chapter.

SECTION 3. CHAPTER NAMES— Alumnae chapters shall take their names from the city, town, or area in which they are founded unless special permission is granted by International Council or its designee to use another name.

SECTION 4. CHAPTER GOOD STANDING -- Good standing of chapters shall mean fulfillment of all international financial and reporting obligations.

SECTION 5. CHARTER REVOCATION— If an alumnae chapter has failed to meet its international obligations, International Council may revoke its charter.

SECTION 6. DISPOSITION OF ALUMNAE CHAPTER PROPERTY

a. If the charter of any alumnae chapter is revoked, all Sorority manuals, records and property of the chapter shall be shipped to International Headquarters, and all funds shall be transferred to the Sorority.

b. If the chapter has not been reactivated within five years from the date of the charter revocation, then the Assets shall become the property of the Sorority, absolutely.

SECTION 7. REACTIVATION — International Council may reactivate an alumnae chapter whose charter has been previously revoked. Such chapter shall take the alumnae chapter name it bore before revocation. If the chapter is reactivated within five years from the date of revocation, a sum equal to the fair value of the Assets so transferred shall be returned to the chapter.

SECTION 8. GOVERNMENT

a. Officers — The officers of the alumnae chapter shall include president, vice president, treasurer, and such officers as are required in the Rules and Procedures of the Sorority.

b. Meetings — There shall be at least two meetings or activities each year, including at least one to which only members of the Sorority shall be admitted.

ARTICLE V — COLLEGIATE CHAPTER FACILITIES

SECTION 1. AFFILIATED HOUSE CORPORATIONS

a. The governing documents of any Affiliated House Corporation shall contain such terms as may be required by International Council, and any amendment of such governing documents must be approved by International Council or its designee before becoming effective.

b. Whenever any amendment to the International Articles of Incorporation, Bylaws, or Rules and Procedures of the Sorority requires amendment of the governing documents of an Affiliated House Corporation, such amendment of the governing documents of the Affiliated House Corporation shall be adopted as promptly as feasible.

c. Each Affiliated House Corporation shall maintain its own federal tax identification number and state tax exemption (if available) and shall file such reports and information with governmental agencies as may be required by law and shall also file with the International Headquarters of the Sorority copies of its governing documents and all amendments thereto, its annual financial statements and such other pertinent information as may be required by the Facilities Management Company.

d. An Affiliated House Corporation shall be managed by a board of directors composed of at least three alumnae members of the Sorority and, so long as the related collegiate chapter is in active status, the chapter advisor, one other advisor, president, financial vice president, and facilities manager of the related collegiate chapter shall serve as voting ex-officio members of such board.

e. Upon mutual written agreement with the Sorority, an Affiliated House Corporation may transfer its ownership, lease, or other right of occupancy to a facility and all Assets to the Facilities Management Company and upon such transfer, the Affiliated House Corporation shall dissolve and cease to exist.

f. In the event of the failure of an Affiliated House Corporation to comply with all applicable requirements and policies of the Sorority or the Facilities Management Company, International Council may direct that such corporation be dissolved, and the Assets transferred to the Facilities Management Company.

g. The collegiate chapter shall be obligated to cooperate in carrying out these purposes.

SECTION 2. SUPERVISION — The Facilities Management Company shall be the principal representative of the Sorority in all matters concerning Affiliated House Corporations.

SECTION 3. BORROWING — The charter, Articles of Incorporation, and/or Bylaws of each Affiliated House Corporation shall, to the extent permissible under local law, provide that it may not borrow more than $10,000 from any source or sources without the prior approval of the Facilities Management Company.

SECTION 4. SURRENDER OR REVOCATION OF CHAPTER CHARTER — If the charter of the related collegiate chapter is surrendered or revoked, the Affiliated House Corporation shall, if requested by International Council to do so, promptly elect or appoint as additional directors or trustees of the Affiliated House Corporation, with full voting rights, those alumnae members of the Sorority designated by International Council.

SECTION 5. DISPOSITION OF PROPERTY

a. If an Affiliated House Corporation is dissolved, liquidated, or ceases to exist for any reason, the Affiliated House Corporation will diligently cooperate with the Facilities Management Company to transfer, assign, convey, and deliver the Assets of the Affiliated House Corporation to the Facilities Management Company while preserving the value of the Assets.

b. The Facilities Management Company shall be entitled to receive and make unrestricted use of the income from such transferred Assets to fulfill its obligation to provide appropriate facility types as directed by International Council.

ARTICLE VI — NOMINATING COMMITTEE AND APPOINTMENTS

SECTION 1. NOMINATING COMMITTEE

a. Purpose – With respect to positions elected by the membership, the Nominating Committee is responsible for the strategic recruitment of applicants, evaluation of potential candidates, preparation of a slate for all elected positions, and distribution of candidate names and qualifications on or before April 1 of the Convention year.

b. Composition — The Nominating Committee shall consist of a chairwoman, seven elected alumnae members and two collegiate members.
   (1) With the exception of the chairwoman all members of the Nominating Committee may vote.
   (2) The collegiate members shall be appointed as designated in the Rules and Procedures of the Sorority.

c. Eligibility - Any alumna member in good standing is eligible to serve on the Nominating Committee except for those concurrently serving on International Council, FMC Board of Managers, Foundation Board of Trustees, or members who are paid employees of the Sorority, Facilities Management Company, or Foundation.

d. Term of Office - An alumna member of the committee shall serve for one four-year term beginning August 1 following each Convention. No voting alumna member of the Nominating Committee may serve two consecutive terms. The term of office of alumna members shall be staggered so that approximately half of the alumna members shall be elected at each biennial Convention.

e. Appointment of Chairwoman — A chairwoman, who must have either served on the Nominating Committee or International Council, shall be appointed by International Council for a two-year term beginning August 1 of the Convention year. She may not be appointed for more than two consecutive terms as chairwoman**.** The Nominating Committee will select a vice chairwoman from among its membership as designated in the Rules and Procedures. In case of a vacancy in the chairwoman's position, the vice chairwoman will serve the remainder of the term.

SECTION 2. NOMINATIONS AND ELECTIONS AT CONVENTION

a. Nominations at Convention –
   (1) Nominations for any office may be made from the floor, provided that the candidate applied during the nominating committee slating process.
   (2) Any member intending to be nominated from the floor at Convention must notify the Nominating Committee chairwoman by April 15 preceding Convention.
   (3) Any member who accepts a slated position is not eligible to be nominated from the floor.

b. Voting and Election -
   (1) Election of International Council
      (a) International Council shall be elected at each Convention.
      (b) Election shall be by ballot vote.
      (c) Should a candidate(s) for International President receive a nomination from the floor at Convention, her name will be added to the ballot. Subject to Article IX Section 3 (b), the candidate receiving the highest number of votes is elected. When no one is nominated from the floor for International President, election may be made by voice.
      (d) Should a candidate(s) for an International Council Vice President position receive a nomination from the floor at Convention, her name will be added to the ballot. Delegates will vote for six International Council Vice Presidents. Subject to Article IX Section 3 (b), the candidates receiving the highest number of votes are elected. When no one is nominated from the floor for International Council Vice President, election may be by voice.
   (2) Election of Alumnae Members of Nominating Committee – Alumnae members shall be elected at each Convention.
      (a) Delegates will vote for alumnae members of the Nominating Committee. Subject to Article IX, Section 3.(b), the candidates receiving the highest number of votes shall be elected to the Nominating Committee. When no one is nominated from the floor for the Nominating Committee, election may be by voice.
      (b) Vacancies shall be filled by the unanimous vote of the remaining voting members of the Nominating Committee as outlined in the Rules and Procedures. An alumna appointed to fill a vacancy may not be elected to a successive term.

SECTION 3. APPOINTMENTS
a. Appointments other than those identified in Article VII, Section 2, as elected officers, shall be made by International Council as outlined in the Rules and Procedures.
b. Terms — Appointments shall be made by International Council by August 1 in the off-Convention year.
c. Eligibility — Any alumna in good standing shall be eligible for appointment.
d. Vacancies — International Council shall make the appointments to fill the unexpired term occurring in any of the appointive offices.

ARTICLE VII — INTERNATIONAL COUNCIL

SECTION 1. GOVERNING BODY — The general government of the Sorority shall be vested in International Council. International Council shall manage the affairs and property of the Sorority. International Council shall also have the authority and responsibility to adopt such official rules, procedures, and policies as International Council shall deem necessary or appropriate for the conduct of the activities of the Sorority and shall exercise on behalf of the organization all of its rights, authorities, powers, and

privileges. As a responsibility of office, International Council shall develop and oversee the Sorority's strategic plan and resulting initiatives.

SECTION 2. MEMBERS OF INTERNATIONAL COUNCIL — Members of International Council shall be alumnae in good standing and not employed by the Sorority, Facilities Management Company, or the Foundation. International Council shall consist of the International President and six Vice Presidents, all of whom shall be elected and voting members of International Council. The International President must have previously served at least one term on an International Council.

SECTION 3. TERMS OF OFFICE — The members of International Council shall take office on August 1 following Convention, or if Convention is held after August 1, immediately following. The International President shall serve for a two-year term and may serve two consecutive terms. Each Vice President shall serve for a two-year term and may serve three consecutive terms. Beginning August 1, 2018, International Council service is limited to no more than 10 consecutive years.

SECTION 4. VACANCIES — Vacancies shall be filled by the unanimous vote of the remaining members of International Council. In case of a vacancy in the office of the International President, consideration shall first be given to a member of International Council without regard to length of service. If no member of International Council is elected to serve as International President, any alumna in good standing with prior International Council experience may be elected by International Council to fill the vacancy. In the event that a vacancy occurs between the election at Convention and August 1, the newly-elected International Council will follow these guidelines for an International Council member replacement.

SECTION 5. MEETINGS

a. Regular meetings of International Council shall be held at least once, but customarily three times, within each fiscal year and shall be scheduled by International Council and designated as regular meetings. The forum of regular meetings will be determined by the International President. If a regular meeting is held in person, in extenuating circumstances, an International Council member may participate fully and vote in a regular meeting of International Council via available technology. Special meetings of International Council may be called by the International President or by a majority of the elected members.

b. The new International Council shall meet in the fall following each Convention.

c. Written notice of a meeting of International Council shall be given to each member thereof at least thirty (30) days before the date of any regular meeting and at least seven (7) days before the date of any special meeting. Attendance of an International Council member at any meeting shall constitute a waiver of notice of such meeting except where the member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A written waiver of notice signed by an International Council member shall be deemed equivalent to the giving of the required notice, regardless of whether the waiver is signed before or after the meeting in question.

SECTION 6. QUORUM AND VOTING

a. At all meetings of International Council a quorum shall consist of five. All questions shall be decided by at least four affirmative votes.

b. Exceptions to these requirements shall be the following:
   (1) Filling International Council vacancies, when a unanimous vote shall be required.
   (2) Revoking and suspending charters, when a unanimous vote shall be required.
   (3) Accepting an invitation to extend at a campus, when a four-fifths vote shall be required.
   (4) Granting charters, when a four-fifths vote shall be required.
   (5) Suspending or terminating members, when a four-fifths vote shall be required.
   (6) Reactivating charters, when a four-fifths vote shall be required.

(7) Dissolving the Facilities Management Company when a four-fifths vote shall be required.

c. Members of International Council may participate in and act at any special meeting of International Council through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.

d. Any action which may be taken at a meeting of International Council may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the members of International Council entitled to vote with respect to the subject matter thereof. Any such unanimous written consent shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of International Council.

SECTION 7. CHIEF EXECUTIVE OFFICER– The Sorority shall employ the Chief Executive Officer, with International Council responsible for the appointment, supervision, and termination of the Chief Executive Officer. The Chief Executive Officer shall be secretary and treasurer of the corporation. The Chief Executive Officer shall attend International Council meetings as directed by International Council but shall not be a member of International Council.

ARTICLE VIII— INTERNATIONAL HEADQUARTERS

SECTION 1. PURPOSE — A business office to be known as International Headquarters under the supervision of the Chief Executive Officer shall be maintained to transact business and to keep all records and supplies of the Sorority.

SECTION 2. LOCATION — The International Headquarters shall be in a location designated by International Council.

SECTION 3. GAMMA PHI BETA MUSEUM — The Gamma Phi Beta Museum, artifacts and documents shall be maintained by International Headquarters for the care and preservation of Sorority, Facilities Management Company, and Foundation.

ARTICLE IX — CONVENTIONS, SPECIAL MEETINGS AND LEADERSHIP CONFERENCES

SECTION 1. CONVENTIONS

a. Purpose — The purpose of Conventions shall be to receive reports, conduct business pertaining to the general operation of the Sorority, and elect officers.

b. Conventions of the Sorority shall be held biennially in the even numbered years on dates and in such format to be determined by International Council. If an emergency makes it inadvisable to hold a Convention in the year specified, International Council may, when authorized by two-thirds vote of all chapters in good standing, provide for the postponement or omission of a Convention.

SECTION 2. SPECIAL MEETINGS

a. Purpose — The purpose of special meetings shall be to consider business on which decisions cannot be delayed until the next Convention.

b. Special meetings may be held at such times and places or in such manner, consistent with these Bylaws, as International Council shall determine.

c. A special meeting may be conducted in person by assembly of the delegates or, if so specified by the resolution or call, by an electronic means sufficiently able to allow delegate access and security in voting.

SECTION 3. VOTING BODY

a. Delegates — At all Conventions and special meetings:

(1) Each collegiate chapter with at least six members and in good standing shall be entitled to one delegate and one alternate.

(2) Each alumnae chapter in good standing shall be entitled to one delegate and one alternate.

(3) An alumnae chapter delegate or alternate delegate can be a chapter advisor, affiliated house corporation officer, alumnae chapter member, or other volunteer leader who is in good standing with the Sorority and an active member in good standing with the alumnae chapter she represents.

(4) No alumnae delegate can be a current member of International Council, professional staff or volunteer leader who is attending Convention at the expense of Sorority or receiving supplemental funds from the Sorority.

b. Votes — The accredited and registered delegates from each collegiate and alumnae chapter shall have one vote, except when the number of alumnae delegates equals or exceeds the number of collegiate delegates, in which case each collegiate delegate's vote shall be so weighed that the combined vote of the collegiate delegates is fifty-one (51) percent of the total vote.

c. International Council will determine the appropriate mechanism for taking votes at Convention or special meeting based on the format of such meeting. Voting by proxy is prohibited.

SECTION 4. MAIL OR ELECTRONIC VOTING — In the event that International Council determines that it is necessary to call for a special meeting or vote by remote or electronic means, including the authorization to postpone or omit a Convention pursuant to Article IX, Section 1.b., then each collegiate and alumnae chapter in good standing as of a date certain shall constitute the voting body.

SECTION 5. QUORUM — A majority of the accredited delegates registered shall constitute a quorum for a Convention, special meeting or leadership conference.

SECTION 6. LEADERSHIP CONFERENCES — Leadership conferences may be held as set forth in the Rules and Procedures of the Sorority.

ARTICLE X — FUNDS AND FINANCE

SECTION 1. GENERAL AUTHORITY — The Sorority and the Facilities Management Company may buy, own, lease, receive by gift, or otherwise acquire and use land, buildings, furnishings, equipment, securities, money, or other real or personal property and may convey, mortgage, pledge, sell, assign, transfer, or otherwise deal with and dispose of any such funds or property; provided, however, that any use or disposition of any funds or other property of the Sorority or the Facilities Management Company must be consistent with and in furtherance of one or more of the objects and purposes of the Sorority which are set forth in its Articles of Incorporation.

SECTION 2. FUNDS — The Operating Account shall consist of fees and dues levied upon chapters and/or members and other unrestricted income or monies paid into the Sorority treasury and shall be utilized for the transaction of Sorority business and affairs, assistance to chapters and other general Sorority purposes.

SECTION 3. FISCAL YEAR — The fiscal year of the Sorority shall extend from August 1 through July 31.

SECTION 4. BONDING — All those authorized to sign on the Sorority checking and savings accounts or to enter safety deposit boxes shall be bonded.

SECTION 5. FEE SETTING

a. Fees shall be set by International Council except for facilities fees determined by the Facilities Management Company Board of Managers or Affiliated House Corporations.
b. All fees will be set by March 1 for the upcoming fiscal year and a complete schedule of fees will be distributed.
c. In setting fees, International Council will evaluate the size of the membership, services and benefits provided, environmental and economic impacts, United States Consumer Price Index, as well any other considerations that are relevant at that time.
d. Fees will include annual dues, membership fee, affiliation fee, local facilities fee, international facilities fee, reinstatement fees, technology fees, and any such fee as deemed necessary by International Council or Facilities Management Company.

SECTION 6. BUDGETS, AUDITS AND FINANCIAL EXAMINATIONS

a. International
   (1) Budget – International Council will approve the consolidated Sorority annual budget.
   (2) Audit — All funds of the Sorority shall be audited annually by a certified public accountant to be appointed by International Council or its designee.
b. Chapters — Collegiate, Alumnae, and Affiliated House Corporations
   (1) Budget — The financial vice presidents or treasurers of collegiate chapters and Affiliated House Corporations shall use a system of budgeting and bookkeeping approved by the International Council or its designee.
   (2) Financial Examination — The financial vice president's or treasurer's accounts of collegiate chapters and alumnae chapters and Affiliated House Corporations shall be examined annually, and the report shall be submitted to International Headquarters with a copy of the Federal Return for Tax Exempt Organizations (Form 990), if such return is required by law.

SECTION 7. BORROWING — No collegiate chapter or alumnae chapter may borrow money without prior approval of International Council or its designee.

SECTION 8. LIABILITY INSURANCE AND LEGAL EXPENSES— International Council or its designee may determine that it is in the best interests of the Sorority to maintain liability insurance coverage for one or more collegiate chapters, one or more alumnae chapters, one or more Affiliated House Corporations, or any other affiliated group or organization under one or more policies of insurance maintained by the Sorority but in which such chapters, Affiliated House Corporations, or other affiliated organizations are named as additional insured parties, International Council may arrange for such a policy or policies of insurance and allocate the cost in a reasonable manner among the additional insured groups or organizations. The Sorority may also be required to incur expenses in certain instances where legal or university actions are threatened or filed. Some of these expenses may not be covered by liability insurance. The Sorority shall be entitled to collect from each chapter, Affiliated House Corporation, or other affiliated organization which is insured in the said manner an amount equal to its allocated portion of the total premium cost for such multi-party insurance coverage. In addition, the Sorority shall be entitled to collect from each chapter, Affiliated House Corporation, or other affiliated organization the expenses incurred by the Sorority on behalf of that individual entity associated with a threatened or filed legal and/or university action. The insurance cost and expenses payable by any chapter, Affiliated House Corporations, or other affiliated organization pursuant to this section shall constitute a general operating expense of the insured group or organization and shall not constitute a tax imposed on any individual members of the Sorority.

SECTION 9. ASSETS — As used in these Bylaws, “Assets” means “funds and property.”

ARTICLE XI — INDEMNIFICATION OF OFFICERS AND MEMBERS OF INTERNATIONAL COUNCIL

SECTION 1. DIRECT INDEMNIFICATION — To the full extent permitted by, and in accordance with the procedure prescribed in the General Not for Profit Corporation Act of Illinois, the Sorority shall indemnify any and all of the members of International Council (which members shall hereinafter in this Article be referred to as "directors") and any and all of the officers, employees, agents, and representatives of the Sorority for certain expenses and other amounts paid in connection with legal proceedings in which any such persons become involved by reason of their serving in any such Sorority capacity.

SECTION 2. INSURANCE — Upon specific authorization by International Council or its designee, the Sorority may purchase and maintain insurance on behalf of any or all directors, officers, employees, agents, or representatives of the Sorority against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the Sorority would have the power to indemnify them against such liability under the provisions of Section 1 of this Article.

ARTICLE XII — *THE CRESCENT*

SECTION 1. A magazine, to be known as *The Crescent*, shall be published by the Sorority. It shall be made available to all members at least twice a year in the fall and spring and mailed to all collegians, alumnae dues payers, and Life Loyal dues payers.

ARTICLE XIII— INSIGNIA, SYMBOLS AND RITUAL

SECTION 1. INSIGNIA

a. Badge
   (1) The badge of the Sorority shall consist of a monogram of the three Greek letters, surrounded by a black enamel crescent, the lower part of which shall bear certain Hebrew letters. The official size of the badge shall be five-eighths inch in diameter.
   (2) The only exception shall be the badge with white enamel crescent, three-quarters inch in diameter, which shall be designated for present and former Grand Council and International Council members.
   (3) The International Council badge with Greek letters fully set in diamonds shall be available for purchase only by or for the International President and those who have served in that office.

b. New Member Pin — The new member pin shall be a brown shield with light brown crescent in the center.

c. Coat-of-Arms — The coat-of-arms shall be a shield topped by a burning Greek lamp, with a scroll below the shield bearing the Greek letters Gamma, Phi, and Beta. The left half of the shield shall contain three carnations, the upper right quarter an open book, and the lower right quarter a crescent opening to the left.

SECTION 2. SYMBOLS

a. Colors — The colors shall be light and dark brown.
b. Flower — The flower shall be the pink carnation.
c. Open Motto — The open motto shall be "Founded On a Rock".
d. Ritual Symbols — All ritual symbols, including the secret motto, grip, password, and signature shall be revealed to the candidate upon Initiation.
e. Crescent — A crescent shall constitute a symbol of the Sorority.
f. Greek Letters and Words, Gamma Phi Beta — The Greek letters and words, Gamma Phi Beta, shall constitute symbols of the Sorority.

SECTION 3. PROTECTION — Official versions of Sorority insignia, symbols, and name are protected by trademark registration. The design or representation of the badge, coat of arms, new member pin, recognition

pins, other jewelry, flags, the Greek letters Gamma Phi Beta, and the words 'Gamma Phi Beta', or any derivation thereof, shall not be manufactured, created, used, reproduced, offered for sale, or distributed by any person, company, or firm except as specifically authorized in writing by International Council or its official representative. All rights, title, and interest that may be established from the use of Sorority insignia, symbols, and name shall accrue to the sole benefit of the Sorority, unless otherwise assigned in writing by International Council.

SECTION 4. RITUAL

a. Rituals for pledging and Initiation are found in the official ritual manual.
b. Changes in pledging and Initiation ritual may be amended only at Convention by a two-thirds vote of delegates accredited and registered.
c. Other rituals may be adopted, implemented, or repealed by International Council.

ARTICLE XIV — AWARDS OF HONOR

SECTION 1. HONOR ROLL — Members in good standing who have created and developed a service for the Sorority that has contributed notably over a period of years toward the fulfillment of the aims of the organization, and members who have given distinguished service at the highest international level over a period of years shall be deemed eligible for consideration for the Honor Roll. Members of International Council shall not be eligible while holding office.

SECTION 2. SERVICE ROLL — Members in good standing who have given long, devoted, and constructive service for a minimum of five years at the international level, and fifteen years total at both the local and international level, as well as financial support to the Foundation or the Sorority for a minimum of five years, shall be eligible for consideration for the Service Roll.

SECTION 3. MERIT ROLL — Members in good standing who have given long, devoted, and distinguished service to the Sorority at the local level for a minimum of fifteen years shall be eligible for consideration for the Merit Roll.

SECTION 4. LOYALTY AWARD — Members in good standing who have given outstanding service on the international level for at least seven years, as well as financial support to the Foundation or the Sorority for at least seven years shall be eligible for consideration for the Loyalty Award.

SECTION 5. CARNATION AWARD — Members whose outstanding achievements in fields outside the Sorority, have brought them honor or great distinction shall be eligible for recognition of these accomplishments. Members of International Council shall not be eligible while holding office.

ARTICLE XV — AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

SECTION 1. METHOD

a. ARTICLES OF INCORPORATION – The Articles of Incorporation may be amended or revoked only at Convention by a three-fourths vote of the voting body, provided four months' notice has been given to all chapters and a second notice is given between five and sixty days prior to Convention.
b. BYLAWS – The Bylaws may be amended only at Convention by a two-thirds vote of the voting body, provided four months' notice has been given to all chapters.

SECTION 2. ORIGIN — Amendments may be proposed by International Council, the Facilities Management Company, a chapter, other groups of members or a Convention. Amendments proposed shall be signed.

SECTION 3. PROCEDURE — BYLAWS

a. All proposed amendments shall be submitted to the International President and the bylaws committee by October 15 preceding the Convention.
b. International Council shall refer all proposals to the bylaws committee for wording and placement.
c. At least four months before the Convention, the Chief Executive Officer will distribute electronically to each chapter a copy of all proposed amendments as prepared by the bylaws committee, and recommended for adoption by International Council. The means by which the proposed amendments will be electronically distributed will be set forth in the Rules and Procedures of the Sorority.

ARTICLE XVI — PARLIAMENTARY AUTHORITY

On all parliamentary questions for which provision is not made in the Bylaws, the provisions of Robert's Rules of Order, Newly Revised shall prevail.