

# **RICHMOND ASSOCIATION OF PHI BETA KAPPA CONSTITUTION and BYLAWS**

## **Article I. Name**

This Association is a constituent member of the Phi Beta Kappa Society, an unincorporated association (hereinafter, "Phi Beta Kappa Society"), or its successor-in-interest, and shall be known as the Alpha Association of Virginia, or as the Richmond Association of Phi Beta Kappa.

## **Article II. Purpose**

This Association is under the general supervision and control of the Phi Beta Kappa Society. The object of the Association shall be the union of the members of Phi Beta in such region as may be defined in its bylaws, with a view to the promotion of scholarship, friendship, and cultural interests.

## **Article III. Members**

Every member of Phi Beta Kappa of whatever chapter resident in said region shall be regarded as eligible for membership and, in so far as addresses are known and it is practicable, should be notified at least once each year of his or her eligibility. No person not a member of Phi Beta Kappa may be elected to membership.

## **Article IV. Meetings**

At least one meeting shall be held each year. Meetings should generally be dignified and scholarly in character.

## **Article V. The Council**

A delegate or, if the membership of the Association is 200 or more, two delegates, may be sent to represent the Association at each meeting of the Council of Phi Beta Kappa, provided that the Association is accredited by the Senate as an active Association; that is, as duly chartered and having at least 25 members in good standing, at least one meeting each year, and fees to the Phi Beta Kappa Society fully paid, and as having acted in harmony with the laws, requirements, and ideals of Phi Beta Kappa.

## **Article VI. Fees**

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

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

No part of the net earnings of this Association shall inure to the benefit of, or be distributable to its directors, officers, members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposed set forth herein. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office. Notwithstanding any other provision herein, the Association shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under IRC §501(c)(3), or (b) by an organization, contributions to which are deductible under IRC §§ 170(c)(2), 2055(a)(2) or 2522(a)(2).

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



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

## **Article VII. Bylaws**

Provisions shall be made by bylaws for the election of officers, notification of members, conduct of meetings, and such other matters as may be deemed proper or may be required by the Phi Beta Kappa Society; provided that such bylaws shall contain nothing inconsistent with this constitution or with the Constitution and Bylaws of the Phi Beta Kappa Society, and that they and all later amendments shall not become effective until approved by the Senate.

## **BYLAWS**

### **Article I. Name**

This Association is a constituent member of the Phi Beta Kappa Society and shall be known as the Alpha Association of Virginia or as Richmond Association of Phi Beta Kappa.

### **Article II. Purpose**

The purpose of this Association is to further the ideals of Phi Beta Kappa by encouraging friendship, scholarship, and cultural interests in the Richmond area.

### **Article III. Membership**

Every member of Phi Beta Kappa residing in the Richmond area is eligible for membership in this Association. No one who is not a member of Phi Beta Kappa shall be eligible for membership.

### **Article IV. Officers and Directors**

The officers of this Association shall be: a president, a vice-president, a secretary, and a treasurer.

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

The vice-president shall perform the duties of the president during his/her absence. In addition, the duties of the vice-president shall include responsibility for programs and membership.

The secretary shall keep an accurate record of all proceedings of the Association; shall have charge of the records and papers, and conduct the correspondence of the Association; shall give to all members due notice of all meetings; shall periodically notify all Phi Beta Kappa members residing in the Richmond area of their eligibility for membership in the Association; and shall perform such other duties usually pertaining to the position of secretary.

The treasurer shall keep an accurate account of the financial transactions of the Association; shall render bills for and collect all money due the Association; shall pay out such sums as may be directed by the Association or the board of directors; and shall make a report of the financial condition of the Association at the annual meeting.

A board of directors, consisting of the four officers of the Association and the immediate past president, shall have charge of the affairs of the Association, subject to these bylaws and to any specific directive of the Association. Meetings of the board of directors shall be held upon the call of the president, or upon the signed request of four officers of the Association.

#### **Article V. Meetings**

The annual meeting of the Association shall be held at such time as the board of directors shall determine. Special meetings may be called at any time by a majority of the board of directors.

The officers of the Association shall be elected by majority vote of the members present at the annual meeting. The officers will assume the duties of their office at the close of the annual meeting.

At least two months before the annual meeting, the president shall appoint a nominating committee consisting of the three immediate past presidents. The nominating committee shall nominate officers for the ensuing year and present its nominations at the annual meeting.

#### **Article VI. Dues**

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

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

#### **Article VII. Amendments**

These bylaws may be amended by the affirmative vote of two-thirds of the members present at any regular or special meeting of the Association, provided that copies of the proposed amendment are sent to all members of the Association at least 15 days in advance of the meeting, and that such amendments be forwarded to the Committee on Associations for final approval of the Senate of the Phi Beta Kappa Society.

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