ARTICLE I – NAME AND OBJECTIVES

Section 1. Name and Region

The name and title of the chapter shall be:

The Stony Brook University Chapter of Phi Delta Kappa International (the “Chapter”).

The Chapter shall be located in the region assigned to it by Phi Delta Kappa International, Incorporated (“PDK”) and shall be headquartered in Stony Brook, N.Y.

Section 2. Purposes

The objectives of the Chapter are to foster the purposes of PDK and to provide a vehicle by which members can meet and discuss matters of mutual interest.

ARTICLE II – ADMINISTRATION

Section 1. Books and Records

a. The Chapter shall obtain a chapter list from PDK with the names and contact information of the members entitled to vote.

b. All books and records of the Chapter may be inspected by any member having voting rights, for any proper Chapter purpose, at any reasonable time.

Section 2. Fiscal Year

The fiscal year of the Chapter shall be the same fiscal year as PDK.

ARTICLE III – MEMBERSHIP

Section 1. Chapter Membership

a. No person may be a member of the Chapter unless he or she is also a member in good standing of PDK. No person who is a member in good standing of PDK and who pays all applicable Chapter and PDK dues may be denied membership in the Chapter.
b. Chapter membership categories and voting rights shall be the same as those established in the PDK bylaws. All members may vote on chapter issues and hold chapter office.

c. Membership in the Chapter may be terminated for non-payment of Chapter or PDK dues.

Section 2. Dues and Assessments

Chapter members shall timely pay Chapter dues. PDK shall bill Chapter members for PDK dues, as well as Chapter dues.

ARTICLE IV – OFFICERS

Section 1. Officers

a. The officers of the Chapter are:
   President
   Treasurer
   Vice President for Foundations
   Vice President for Membership
   Vice President for Programs
   Secretary
   Communications Manager

b. The term of office shall be two (2) years or until a successor is elected and assumes office.

c. No Chapter officer may serve more than two (2) terms in succession in the same office.

d. No member may serve simultaneously as both President and Treasurer.

Section 2. Duties

a. The President:
   • Serves as the official voice and representative of the Chapter.
   • Presides over Chapter meetings.
   • Performs such other duties as the Chapter may require.

b. The Treasurer:
   • Ensures that Chapter financial transactions are timely and proper and that Chapter financial accounts are properly maintained.
   • Ensures that Chapter financial records and tax forms are properly maintained and submitted.
   • Performs such other duties as the Chapter may require.

c. The Vice President for Foundations
   • Ensures that the records for the Chapter scholarships are well maintained
   • Ensures that all scholarship applications are sent to local area schools in a timely manner.
   • Ensures that the Executive Board votes in a timely manner to determine the scholarship recipients.

d. The Vice President for Membership
   • Maintains accurate membership records.
   • Communicates as necessary with all members.
   • Actively seeks new members and the renewal of current membership.
e. Vice President for Programs
   • Arranges and prepares programs for the general membership and population.
   • Acts as liaison between the Chapter and presenters for the Chapter.

f. Secretary
   • Prepares minutes of all meetings.
   • Maintains accurate records of meetings and presentations.

g. Communications Manager
   • Maintains the Chapter website.
   • Prepares Chapter newsletters for publication to members.
   • Reviews and posts the information flyers regarding events on the Chapter website.

Section 3. Board of Officers

Collectively, the officers of the Chapter shall make up the Board of Officers. The Board of Officers shall be the governing and policy-making body of the Chapter and shall have responsibility for supervising the activities of the Chapter.

Section 4. Eligibility

The Officers of the Chapter must be members of PDK in good standing.

Section 5. Nomination and Election

a. At least three (3) months before the next term of office begins, the Board of Officers shall appoint a nominations committee consisting of at least three (3) voting members in good standing. The nominations committee shall recruit and accept nominations for each officer position due for election.

b. At least two (2) months before the next term of office begins the nominations committee shall publicize officer openings and identified nominees to all Chapter members. Additional nominations may be made, up to the date of election, provided that the nominated member is in good standing and meets the requirements for the office.

c. At least one (1) month before the next term of offices begins, the election of officers shall be held. The election may be conducted by email, regular mail, and/or at a regular meeting of the Chapter, provided that at least 30 days notice of the pending election and procedures for voting has been given to all Chapter members.

d. A plurality of those voting for each position shall be required to elect.

Section 6. Vacancy and Removal

a. No Chapter officer may remain in office if he/she no longer meets the eligibility criteria for office.

b. Should any elected or appointed officer be unable to fulfill his/her elected term, the remaining officers (by majority vote) shall appoint a member to fill the vacant position for the remainder of the term. The appointed member must meet the qualification requirements for the position.

c. Any Chapter officer may be removed from office by a vote of the membership for failure to perform the duties of office, negligence, violation of PDK’s policies or procedures, or any other reason, provided that:
1. The members of the Chapter, including the officer to be removed, have been notified in advance of the reason for potential removal.
2. The officer has been provided an opportunity to respond on his/her own behalf.
3. A majority of a quorum at a properly noticed and held meeting vote to remove the officer from office.

**ARTICLE V – MEETINGS**

Section 1. Regular Meetings

a. Chapter meetings may be held at such intervals as may be decided by the Chapter, but not less than two (2) times per year.
b. Notification of each regular meeting shall be made at least thirty (30) days before the meeting.

Section 2. Special Meetings

a. Special meetings of the Chapter may be called by the Chapter officers or by written request of ten percent (10%) of the members eligible to vote in Chapter elections.
b. Notification of such meeting shall state the purpose of the meeting and shall be made at least ten (10) days before the meeting.

Section 3. Quorum

The presence of at least four (4) members or twenty percent (20%) of the Chapter members who are eligible to vote, whichever is greater, constitutes a quorum for the transaction of business at any regular or special Chapter meeting. A majority vote of the quorum shall be required to take action, unless a greater vote is required by law, PDK’s bylaws, or these Bylaws.

Section 4. Voting

At every meeting of the Chapter members, each voting Chapter member shall have one vote on any matter put before the membership. In the absence of a voting Chapter member, such Chapter member may vote by proxy. Meetings may also be held via conference call, or other form of communication by which all participants can hear one another.

Section 5. Waiver of Notice

Whenever any notice of any meeting of the members is required under provision of law or these Bylaws, a member may waive the notice requirement by signing a written waiver. The written waivers should be filed with the record of the meeting and may be prepared before or after the meeting. Any member present at any meeting, who does not object to the absence of notice, has waived the notice requirement.

**ARTICLE VI – RELATIONSHIP WITH PDK AND OTHER PROVISIONS**

Section 1. Relationship with PDK

The Chapter is a unit of PDK. Any action taken by the Chapter without the prior written consent of
PDK’s Board of Directors shall not be binding on PDK. PDK does not authorize the Chapter to act as an express or implied agent for, or on behalf of, PDK without the prior written consent of PDK.

Section 2. Chapter Activities

The Chapter shall be responsible, in addition to upholding the purpose of PDK, for the following: 1) promoting membership, 2) inducting and retaining members, 3) carrying out fiscal responsibilities according to PDK policies, 4) promulgating programs and services related to education, 5) fostering and supporting diversity and equity, 6) maintaining these Chapter Bylaws, 7) supporting the Phi Delta Kappa Educational Foundation, and 8) communicating with Chapter members and PDK.

Notwithstanding any other provisions of these Bylaws, the Chapter shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501 (c)(3) of the U.S. Internal Revenue Code of 1986, or any successor provision.

Section 3. Logo and Name

All public uses by the Chapter of PDK’s name, trademarks, and/or logos must be in compliance with the terms of the PDK Chapter Affiliation Agreement. Any Chapter logo must be approved in advance in writing by PDK.

Section 4. Dissolution

The Chapter may be dissolved by: (i) a two-thirds majority vote of the voting Chapter members; or (ii) a majority vote of the PDK Board of Directors, when such Chapter has been inactive for over one (1) year, or when such action is determined to be in the best interests of PDK. Chapter dissolution shall not affect PDK membership status of the members assigned to such Chapter. Upon dissolution, all Chapter funds shall revert to PDK. The Chapter President shall be responsible for closing the Chapter, ensuring that all Chapter debts and obligations are paid, and all Chapter records are sent to PDK headquarters.

ARTICLE VII – AMENDMENT OF THE BYLAWS

Section 1. Chapter Responsibility

The Chapter shall ensure that these Bylaws are kept current in relation to PDK’s bylaws, policies and procedures. The Chapter shall abide by PDK’s bylaws, policies and procedures. In the event that these Chapter Bylaws conflict with any PDK governing document or policy or procedure, the latter shall prevail and the Chapter Bylaws shall be revised accordingly.

Section 2. Amendment Process

The Board of Officers shall review the Chapter’s Bylaws whenever it receives notice that PDK’s bylaws have been amended and, in any case, at least once during every term of office. Should changes be required, the Board of Officers will draft suggested amendments to be submitted to the PDK Executive Director for approval. Upon such approval, such amendments shall be submitted for approval to the Chapter membership at the next regularly scheduled Chapter meeting or through a mail or electronic ballot, provided that the notice of proposed amendments shall be given to all voting members of the
Chapter at least 10 days before the voting deadline. Should a majority of those voting support the proposed amendments, the new amendments shall be adopted.