

NATIONAL PAN-HELLENIC COUNCIL OF ANN ARBOR (NPHCAA)

BYLAWS

ARTICLE I - Name

The name of this organization shall be the National Pan-Hellenic Council of Ann Arbor, hereinafter referred to as NPHCAA.

ARTICLE II - Purpose

The purpose of the NPHCAA shall be to:

Collaborate through cooperative actions and reciprocal support to improve the conditions of our communities and well-being of our Member Chapters.

ARTICLE III – Definitions

“Executive Board Members”: The elected, appointed or interim officers of the NPHCAA and the immediate past President (non-voting, ex-officio member)

“General Body”: Members of Member Chapters who attend an NPHCAA meeting

“Member Chapters”: Local chapters and non-chapter local members of Greek organizations recognized by the NPHC

“NPHC”: National Pan-Hellenic Council, Inc., the umbrella organization composed of historically African American fraternities and sororities, commonly called the Divine Nine

“NPHCAA”: National Pan-Hellenic Council of Ann Arbor, the local chapter of the NPHC

“NPHCAA Year”: The annual program and officer term, July 1-June 30

“Quorum”: More than half the total number of Voting Representatives

“Voting Representative”: A member of a Member Chapter authorized by that chapter to serve as its representative and vote on its behalf at NPHCAA meetings (does not include Executive Board Members except as described in Article IV, Section 3)

ARTICLE IV - Membership

Section 1. Organizations

Membership in NPHCAA shall include the following Member Chapters:

- Alpha Phi Alpha Fraternity, Inc., Theta Zeta Lambda Chapter;
- Alpha Kappa Alpha Sorority, Inc., Delta Psi Omega Chapter;
- Kappa Alpha Psi Fraternity, Inc., Ann Arbor/Ypsilanti/Inkster Alumni Chapter;
- Omega Psi Phi Fraternity, Inc., Sigma Rho Chapter;
- Delta Sigma Theta Sorority, Inc., Ann Arbor Alumnae Chapter;
- Zeta Phi Beta Sorority, Inc., Rho Delta Zeta Chapter;
- Sigma Gamma Rho Sorority, Inc., Zeta Zeta Sigma Alumnae Chapter;
- Phi Beta Sigma Fraternity, Inc., Pi Rho Sigma Chapter;
- Iota Phi Theta local membership; and
- Any other organization granted membership by the NPHC.

Section 2. Category

Membership in NPHCAA shall consist of graduate/alumni/alumnae chapters (hereafter referred to as Member Chapters) of the fraternities and sororities as outlined in: Article IV, Section 1 of the NPHC Constitution; Article II, Sections 5 and 6 of the NPHC Bylaws (regarding acceptability of multiple local chapters in local council and membership by local chapters in one local council at a time); and Article IV, Section 1 above in these NPHCAA Bylaws.

Section 3. Voting Representatives

Each Member Chapter of the NPHCAA may have during any given meeting only one Voting Representative, in addition to any Executive Board Members, who may vote also. (See Article V, Section 5 regarding nominations and elections of Executive Board Members.) Multiple other representatives from a Member Chapter may participate in a meeting without voting privileges.

No one shall serve officially as both an Executive Board Member and a Voting Representative, but an Executive Board Member whose Member Chapter Voting Representative is absent during a meeting may operate as the Voting Representative during that meeting for that Member Chapter. In that instance, the individual will have only one vote, forgoing an additional voting privilege as an Executive Board Member. Notification of absences must be made to the President.

Section 4. NPHCAA Year

The NPHCAA programmatic year shall be July 1 - June 30. Other than in exceptional circumstances, NPHCAA will not meet in July or December. (The NPHC has established its fiscal year as the calendar year.)

Section 5. Annual Dues

Annual dues and late fees will be recommended by the Executive Board and approved by the Member Chapters. Each Member Chapter shall pay its annual dues to the Treasurer by

December 15 for the upcoming calendar year. Dues paid after the February meeting will incur a late fee of \$25.

Section 6. National Dues

NPHCAA shall pay its national dues to the NPHC by December 31 for the upcoming calendar year.

Section 7. Active and-Good-Standing Member Chapters

“Active” Member Chapters are those that have paid their annual dues and any assessments.

“Good-Standing” Member Chapters are those in “good standing” with their national organizations and whose national organizations are in good standing with the National Pan-Hellenic Council. Member Chapters not in good standing shall not participate in any NPHCAA activities, including but not limited to meetings, events and fundraising.

The Executive Board will confer among its officers and with those Member Chapters that are not active in January of each year to resolve those situations. The Executive Board immediately will inform Member Chapters as soon as it has identified they are not in good-standing and thus ineligible to participate in any NPHCAA activities.

ARTICLE V - Officers

Section 1. Elected Officers

The elected officers of NPHCAA, who along with the immediate past President in an ex-officio, non-voting capacity, compose the Executive Board, shall be:

- President
- Vice-President
- Recording Secretary
- Financial Secretary
- Treasurer
- Parliamentarian/Sergeant-at-Arms
- Historian

Section 2. Appointed Officers

The President, with the majority approval of the Executive Board, may appoint additional officers as deemed necessary. In cases where no candidate is available for a particular office, the President may appoint an elected officer to an additional position. Under no circumstances may the President serve also as Treasurer or Financial Secretary.

Section 3. Duties of Officers

a. President:

Shall provide direction for and oversee implementation of NPHCAA activities, preside over all meetings, serve as chair of the Executive Board, appoint committee chairpersons and serve as an ex-officio member of all committees, approve expenditures, communicate at least quarterly with the Member Chapter presidents, and serve as primary NPHCAA point person for reporting to and otherwise communicating with the NPHC, NPHCAA Member Chapters and the local community. The President along with the Financial Secretary and Treasurer shall be signers on NPHCAA financial accounts. This position shall perform all such other duties applicable to this office.

b. Vice-President:

Shall assist the President, preside in the President's absence, serve as interim President until a permanent replacement is appointed by the Executive Board if between elections the President no longer may serve, chair the Program and Community Outreach Committee (see Article VIII, Section 3), oversee implementation of national programs and manage the master calendar of NPHCAA and Member Chapter organization events. Additionally, this officer shall initiate the NPHCAA's annual audit (internal or external, as appropriate) each summer with a goal of completion by an appropriate individual or entity prior to October 31 (within approximately 120 days of elections). This position shall perform all such other duties applicable to this office.

c. Recording Secretary:

Shall keep accurate records (attendance and minutes) of all meetings on a platform accessible to all NPHCAA members, maintain a roster of NPHCAA participants, file documents, and disseminate meeting minutes and other necessary information on a timetable determined by the Executive Board. This position shall perform all such other duties applicable to this office.

d. Financial Secretary:

Shall receive and record all cash and electronic payments, retrieve all Post Office Box correspondence at least twice per month, provide receipts or other documentation to those making payments, transfer funds to the Treasurer along with documentation, present updated monthly reports to the Executive Board and General Body, and sign vouchers or provide other written authorization for expenditures. Each year, the Financial Secretary shall submit these and any other requested materials in an organized, timely manner for audit. The Financial Secretary along with the President and Treasurer shall be signers on NPHCAA financial accounts. The Financial Secretary shall co-chair the Budget Committee (see Article VIII, Section 2), including providing timely delivery of the proposed annual budget. Should the Executive Board require, this officer will become bonded. This position shall perform all such other duties applicable to this office.

e. Treasurer:

Shall maintain accurate financial records on a platform accessible to all NPHCAA members, receive and deposit funds from the Financial Secretary, execute expenditures authorized by the Financial Secretary and approved by the President, and present updated monthly reports to the Executive Board and General Body, in a comprehensive and clear format acceptable to the General Body. Each year, the Treasurer shall submit these and any other requested materials in

an organized, timely manner for audit. This officer, along with the President and Financial Secretary, shall be a signer on NPHCAA financial accounts. The Treasurer shall chair the Budget Committee (see Article VIII, Section 2), including providing timely delivery of the proposed annual budget. Should the Executive Board require, this officer will become bonded. This position shall perform all such other duties applicable to this office.

f. Parliamentarian/Sergeant-at-Arms:

Shall assist in interpreting the NPHCAA Bylaws and enforcing the latest edition of *Robert's Rules of Order*, and chair the Bylaws Committee (see Article VIII, Section 5). This officer shall supervise meeting member eligibility and conduct. This position shall perform all such other duties applicable to this office.

g. Historian:

Shall gather and organize annual and legacy NPHCAA text and visual records, in electronic and/or hard-copy format as determined by the Executive Board. The Historian shall chair the Public Relations Committee, including maintaining the NPHCAA's ongoing website and social-media presence and producing its annual recap (see Article VIII, Section 4). This officer may recruit other NPHCAA members to provide support with website, social media and other publicity tasks. This position shall perform all such other duties applicable to this office.

Section 4. Eligibility for Office

Candidates for office must have been active in NPHCAA for at least one year (participated in either five meetings or, four meetings and one event) and in good standing with their Member Chapters (oral or written support from a candidate's chapter president). The current Executive Board will certify candidates.

Section 5. Nomination for Office

Nominations for officers shall be made at the April NPHCAA meeting for the upcoming NPHCAA Year. The Nominations and Elections Committee shall preside over nominations. In the spirit of collaboration and fairness, sincere effort should be made to avoid nominating or electing to the Executive Board more than two members from any one organization. Exceptions considered acceptable would be: if a third member from one organization were a candidate for President; or, if an office would remain otherwise vacant unless a third member from one organization were allowed to hold the position.

Section 6. Term of Office

The term of each office shall be one NPHCAA Year (or until a successor is elected.) No officer shall serve more than two consecutive terms (NPHCAA Years) in the same office. Officers will serve as the Executive Board, along with the immediate past President in an ex-officio, non-voting capacity.

Section 7. Election of Officers

Elections for officers shall occur at each May NPHCAA meeting for the upcoming NPHCAA Year. Quorum shall be as described in Article VI, Section 1a. The Nominations and Elections Committee shall preside over elections. Elections shall be conducted by voice vote or any other method for each position not contested. Voting for any contested position shall be conducted by secret ballot to ensure confidentiality and fairness. In those situations, the candidate receiving

the most votes for each office will be declared the winner (regardless of how many votes are received.)

Section 8. Installation of Officers

Installation of officers shall occur in June, either at the conclusion of that month's NPHCAA meeting if all positions are uncontested, or in a special meeting called for that purpose if any position has been contested. Except in unavoidable situations, the installation ceremony for all officers shall occur at the same event in person. All officers shall assume their duties on July 1.

Section 9. Removal or Resignation from Office

Any officer may resign effective after 30 days' written notice to the Executive Board. One or more Executive Board Members who consider a fellow Executive Board Member detrimental to the Executive Board may begin the process for removal. Those individuals shall speak directly with the Executive Board Member in question and make every good-faith effort to identify a mutually agreeable solution. If the matter cannot be resolved, with 30 days' written notice it shall be brought to the Executive Board in a regular Executive Board meeting or special Executive Board meeting called for that purpose. The Member Chapter president of the Executive Board Member in question shall be notified. Non-Executive Board Members mutually agreed upon, by both the party(ies) raising the concern and the member in question, may be invited to the Executive Board meeting. If the Executive Board Member in question has had the opportunity to speak in their own defense, a motion to remove is brought forth by an Executive Board Member and seconded, and 2/3 of all Executive Board Members (excluding the immediate past President, e.g., 5 of 7) vote in the affirmative, the Executive Board Member in question shall be removed immediately from that position.

Section 10. Procedure for Succession

All outgoing Executive Board Members will submit all electronic and hard-copy records and access information, including but not limited to usernames, passwords, checkbooks and debit cards, to their successors no later than the end of July (within approximately ten weeks of the elections.) Updates to bank-account signing authority (i.e., current and new signers take to bank signed minutes from the meeting electing new officers and sign bank's paperwork) must be completed by the August NPHCAA meeting. In the event of a removal or resignation of an Executive Board Member, the outgoing officer is required to provide all electronic and hard-copy records and access information, including but not limited to usernames, passwords, checkbooks and debit cards, to the Executive Board immediately.

Vacancies created by resignation or removal may be filled by appointment through the majority vote of the Executive Board. An Executive Board Member appointed to serve an unexpired term of less than half the remaining term shall not be precluded from being elected thereafter to two full consecutive terms.

ARTICLE VI - Meetings

Section 1. General Meetings

The NPHCAA shall meet monthly, except in July and December, at the discretion of the President by establishing the meeting cadence (e.g., second Wednesday of every month at 7:30

pm) or by providing 15 days' written notice of a new date. Meetings may be held in person, via audio/conference call or virtually. The Executive Board reserves the right to change the date, time or format of meetings or to cancel meetings altogether, as appropriate.

a. Quorum

A quorum shall consist of more than half of all Voting Representatives. For example, if there are six (6) Voting Representatives, four (4) would constitute a quorum.

b. Voting

Each organization shall be allowed one Voting Representative. In addition, Executive Board Members, except for the immediate past President, will have the right to vote. As indicated in *Robert's Rules of Order (12th ed.)*, the presiding officer "has the same voting right as any other member." Nevertheless, this leader can protect the impartiality of the role by choosing to exercise that right only when it would affect the outcome. Voting may take place by voice vote or any other reasonable method at the discretion of the President.

Section 2. Executive Board Meetings

Executive Board meetings shall be held at the discretion of the President by establishing the meeting cadence (e.g., first Monday of every month at 7:30 pm) or by providing 15 days' written notice of a new date. Meetings may be held in person, via audio/conference call or virtually. The incoming Executive Board shall meet between the May election and August General Body meeting to plan for the upcoming NPHCAA Year.

a. Quorum

A quorum shall consist of more than half of all Executive Board Members, excluding the immediate past President. For example, if there are seven (7) Executive Board Members with voting privileges, four (4) would constitute a quorum.

b. Voting

Each Executive Board member, except for the immediate past President, will have the right to vote. As indicated in *Robert's Rules of Order (12th ed.)*, the presiding officer "has the same voting right as any other member." Nevertheless, this leader can protect the impartiality of the role by choosing to exercise that right only when it would affect the outcome. Voting may take place by voice vote or any other reasonable method at the discretion of the President.

Section 3. Special Meetings

The President or any member of the Executive Board, with Executive Board majority approval, may call special meetings in case of emergency or urgent matters.

Quorum and voting rules would follow Article VI, Section 1 or 2 above, unless otherwise indicated in these Bylaws (e.g., Article V, Section 9).

ARTICLE VII - Executive Board

The Executive Board shall consist of all elected officers and interim officers and the Immediate past President in an ex-officio, non-voting capacity, with the President serving as chair. The Executive Board shall supervise the business of the NPHCAA; conduct business between General Body meetings; and otherwise manage the affairs of the NPHCAA, including but not limited to Member Chapter and Voting Representative recruitment and retention, committee support, and reporting to and communication with the NPHC and NPHCAA. All Executive Board Members will serve without compensation.

ARTICLE VIII – Committees

Except for the Nominations and Elections Committee, all committees shall present their recommendations to the Executive Board for approval prior to sharing with the NPHCAA General Body.

Section 1. Nominations and Elections Committee

Populated by the Executive Board each year, including the President as an ex-officio member, this committee shall convene during February of each year to begin to consider and recommend candidates for all Executive Board offices. It shall determine organizational needs, discuss prospective officers and reach out to prospects to evaluate interest. Member Chapters and NPHCAA individual members may forward names to the committee. In the spirit of collaboration and fairness, sincere effort should be made to avoid nominating or electing to the Executive Board more than two members from any one organization. Exceptions considered acceptable would be: if a third member from one organization were a candidate for President; or, if an office would remain otherwise vacant unless a third member from one organization were allowed to hold the position.

The Nominations and Elections Committee shall present candidates at the April NPHCAA meeting for the upcoming NPHCAA Year. The Nominations and Elections Committee will accept nominations from the floor. The Nominations and Elections Committee will conduct elections at the May NPHCAA meeting.

Any candidates not eligible to be presented by the committee will be notified prior to the May NPHCAA meeting. Elections will take place as described in Article V, Section 7.

Section 2. Budget Committee

Chaired by the Treasurer with the Financial Secretary as co-chair, and other members appointed at the discretion of the President, this committee shall develop and present first to the Executive Board and then to the April NPHCAA meeting a proposed budget for the upcoming NPHCAA Year. It shall supply all requested information in an organized, timely manner to complete the annual audit.

Section 3. Program and Community Outreach Committee

Chaired by the Vice President, this committee shall plan and monitor community-based and other programs, at the discretion of the Executive Board. This committee will partner with the Public Relations Committee.

Section 4. Public Relations Committee

Chaired by the Historian, this committee shall manage NPHCAA publicity by use of appropriate traditional and modern communication tools, as appropriate, for the benefit of NPHCAA and its Member Chapters. Its responsibilities shall include maintaining the NPHCAA website and social-media presence to attract awareness and support of NPHCAA and Member Chapter activities. This committee will partner with the Program and Community Outreach Committee. Each June, the Public Relations Committee will compile the year's NPHCAA's highlights into a format for presentation to the General Body, and broader community, if appropriate.

Section 5. Bylaws Committee

Chaired by the Parliamentarian/Sergeant-at-Arms, this committee shall review the Bylaws annually to ensure NPHCAA's concurrence and to consider amendments or revisions as appropriate. Any NPHCAA member may submit recommendations to the Bylaws Committee.

Section 6. Ad Hoc Committees

The Executive Board reserves the right to establish ad hoc committees as necessary.

ARTICLE IX - Liability

The NPHCAA is not responsible for any action or behavior that violates the letter or spirit of these Bylaws, the Constitution and Bylaws of the NPHC, or any local, State of Michigan or Federal laws, whether by individual NPHCAA members, any Greek-organization member whether or not affiliated with NPHCAA, any other person, NPHCAA Member Chapters, any Greek organization whether or not affiliated with NPHCAA, or any other organization.

Neither NPHCAA or NPHC will share in or accept any responsibility for any liability for bodily injury, property damage, medical expense or other loss that may arise from anything with which NPHCAA is associated.

ARTICLE X - Parliamentary Authority

The most recent edition of *Robert's Rules of Order* shall govern the NPHCAA in all matters not covered by these Bylaws.

ARTICLE XI – Amendments and Revisions

Following approval by the Executive Board, and subsequently by the NPHC, the Bylaws Committee once each NPHCAA Year can present proposed amendments or a full revision of these Bylaws to the NPHCAA. Amendments or revisions shall be affirmed with 2/3 vote at any regular or special meeting of the NPHCAA, provided that the proposed amendments have been presented or distributed at least 30 days prior to the meeting.

Submitted to NPHCAA Executive Board by NPHCAA Constitution Committee:
Timothy A. Collier, Sr., Marvin R. Perry, Katherine Weathers, Byron Roberts (Chair),
March 2025

Approved by NPHCAA Executive Board
May 2025

Approved by NPHC (National) Parliamentarian
August 2025