

CONSTITUTION
OF
PHARAOHS SOCIETY, INC.

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PREAMBLE

To promote and encourage honesty, morality, character, scholastic and humanitarian achievements, leadership and service ideals, and entrepreneurship, the governing body of Pharaohs Society, Inc. has formed this national brotherhood-sisterhood organization as a social club under Section 501(c)(7) of the Internal Revenue Code.

ARTICLE I - NAME

The official name of this organization shall be “Pharaohs Society, Inc.”, and the organization may be referred to as “National Pharaohs Society”. The name of each local chapter of the organization shall be designated by the name of the secondary school to which it is affiliated (or the municipality in which it is located) and the numerical order of the chartering of the chapter (i.e. Clinton High Pharaohs Society Chapter No. 1). All local chapter names will be issued by the State Pharaohs Council or, in the absence of a State Pharaohs Council, by the National President of Pharaohs Society, Inc. or a committee appointed by the National President.

ARTICLE II - PURPOSE

The purposes of this organization shall be to: (1) provide members an avenue for becoming academically prepared, community-oriented, and civically engaged; (2) promote the ideals of leadership, character, honesty, morality, and ethics among its members; (3) assist members in pursuing career and entrepreneurial opportunities; (4) encourage humanitarian achievements by members and volunteers that will make long-lasting differences in their lives, the lives of their families, and their communities; and (5) bring people together in a network that promotes lifelong friendships, educational opportunities, and professional advancement.

ARTICLE III - ORGANIZATION

Section 1. Local Chapters.

The National Pharaohs Society is an organization consisting of local chapters of the High School Division and the Alumni Division. Local chapters shall consist of individual members.

Section 2. Divisions.

Pharaohs Society, Inc. shall be composed of two divisions: (1) a High School Division and (2) an Alumni Division. Each division shall make recommendations to the National Board of Directors with respect to the welfare of that division in the best interest of the Pharaohs Society.

Section 3. Convention State.

Any state that has at least 50 local chapters or at least 2500 members and that has been recognized by the National Pharaohs Society Board of Directors (hereinafter, “National Board”) as a convention state shall be governed by a State Pharaohs Society Council (hereinafter, “State Council”).

ARTICLE IV - GOVERNANCE

Section 1. National Board.

Pharaohs Society, Inc. (hereinafter, "National Pharaohs Society") shall be governed by the National Pharaohs Society Board of Directors (hereinafter, "National Board") pursuant to the Bylaws of Pharaohs Society, Inc. The administration of all National Pharaohs Society interests shall be vested in the National Board, and the National Board shall direct the affairs of the National Pharaohs Society. The National Board shall establish all policies of the National Pharaohs Society. The National Board may adopt, amend, alter, or repeal the Bylaws of Pharaohs Society, Inc.

Section 2. State Council.

When a state has the requisite number of chapters or members to become a Convention State pursuant to the Bylaws of Pharaohs Society, Inc., the National Board may establish a State Pharaohs Council (hereinafter, "State Council") to administer the affairs of the local chapters of the National Pharaohs Society in that state.

Section 3. Local Chapters.

Local chapters of the National Pharaohs Society shall be administered by the State Council in the state in which the chapter is located or, in the absence of a State Council, by the National Board. The National Board, however, may designate a neighboring State Council to administer the affairs of a local chapter that is not situated in a Convention State.

ARTICLE V - OFFICERS

Section 1. Levels of Officers.

Pharaohs Society, Inc. shall have national, state, and local officers as designated in its bylaws. The qualifications of officers, the methods of their selection, and their respective powers and duties shall be set forth in the Bylaws, Standard Operating Procedures, Minutes, Handbooks, or Manuals.

Section 2. National Officers.

National officers of Pharaohs Society, Inc. shall be elected by majority vote of the voting delegates at the National Conference. The national officers must consist of a president and a secretary and may consist of vice president, treasurer, and other necessary officers, as described in the Bylaws of Pharaohs Society, Inc. Notwithstanding anything to the contrary, no person shall hold two offices except that a person may be secretary-treasurer. Duties of each officer will be as described in the bylaws.

Section 3. State Officers.

State officers of Pharaohs Society, Inc. shall be elected by majority vote of the voting delegates at the State Conference. The state officers must consist of a president and a secretary and may consist of vice president, treasurer, and other necessary officers, as described in the bylaws. The

State Officers shall comprise the State Pharaohs Council (hereinafter, "State Council"). Notwithstanding anything to the contrary, no person shall hold two offices except that a person may be secretary-treasurer. Duties of each officer will be as described in the bylaws.

Section 4. Local Officers.

Local officers for each chapter of Pharaohs Society, Inc. shall be elected by majority vote of the voting members of the local chapter at the end of each academic year. The chapter officers must consist of a president and a secretary and may consist of vice president, treasurer, and other necessary officers, as described in the bylaws. Notwithstanding anything to the contrary, no person shall hold two offices except that a person may be secretary-treasurer. Duties of each officer will be as described in the bylaws of that chapter.

Section 5. Term of Office.

Individuals elected as national or state officers at one annual conference shall hold office until the close of the next annual conference.

Section 6. Limitation.

No individual may contemporaneously hold a national and a state office of Pharaohs Society, Inc.

ARTICLE VI - MEMBERSHIP

Section 1. Members.

Pharaohs Society, Inc. shall consist of individual members as provided in its bylaws. Members shall be called "Pharaohs". To qualify for membership in the National Pharaohs Society, members must be in good standing with the local chapter situated in the member's district. If there is no local chapter, then the member must petition to become a member-at-large.

Section 1.1. Divisions.

Membership in the National Pharaohs Society shall be comprised of two divisions: (1) a High School Division and (2) an Alumni Division. Each division shall make recommendations to the National Board of Directors with respect to the welfare of that division in the best interest of the organization.

Section 1.2. High School Division.

Any public or non-public secondary school or homeschool group which includes any of the grades 10-12 shall be eligible to apply for a charter as a chapter of the High School Division of the National Pharaohs Society pursuant to Article V, Section 2 of this Constitution.

Section 1.3. Alumni Division.

Any member of the High School Division of the National Pharaohs Society who successfully completes the requirements for graduation from a secondary school and is issued a diploma from the high school may apply to the State Council or, in the absence of a State Council in the state of residence, the National Board for a charter as a chapter of the Alumni Division of the National Pharaohs Society pursuant to Article V, Section 2 of this Constitution.

Section 1.4. Members-At-Large.

If a member relocates to a district or graduates from secondary school where there is no chapter of their division within twenty miles, the member may petition the State Council or, in the absence of a State Council in the state of residence, the National Board to become a member-at-large. A non-member who graduated from a secondary school that did not have a chapter of the National Pharaohs Club may petition the State Council or, in the absence of a State Council in the state of residence, the National Board to become a member-at-large. Notwithstanding anything to the contrary, any person applying to become a member-at-large must produce evidence that they meet the eligibility requirements. In addition to all other eligibility requirements, any individual applying to become a member-at-large in the Alumni Division of the National Pharaohs Society must produce a high school transcript to prove that she/he graduated from secondary school with a minimum grade point equal to or greater than the minimum grade point average and other eligibility requirements at the time of graduation and continues to meet such requirements.

Section 2. Society Charter Eligibility.

Section 2.1. Public and Non-Public Traditional Schools.

Any public secondary school which includes any of the grades 10-12 shall be eligible to apply for a charter as a chapter of the National Pharaohs Society. Non-public schools are also eligible to apply for a charter provided that the school or schools are accredited through one of the accrediting agencies approved by the National Office of Pharaohs Society, Inc. The membership of National Pharaohs Society shall be comprised of chapters of those students who qualify for membership according to the constitution and the bylaws of the National Pharaohs Society. Prior to June 30, 2024, a minimum of ten members is required to charter a chapter. Thereafter, a minimum of twenty members is required to charter a chapter. There are no restrictions on the maximum number of members per chapter. Membership is not limited to any certain percentage of the students in the school. For purposes of this Article, "traditional schools" means accredited schools housed in a specific building or set of buildings in which students are enrolled and physically present for a defined full-time school day." Traditional schools include homeschools or cooperative groups of home-school students.

Section 2.2. Public and Non-Public Virtual Schools.

Any public virtual secondary school which includes any of the grades 10-12 shall be eligible to apply for a charter as a chapter of the National Pharaohs Society. Non-public online virtual schools are also eligible to apply for a charter provided that the school or schools are accredited through one of the accrediting agencies approved by the National Office of Pharaohs Society, Inc. In order to be awarded a charter, a virtual school must provide acceptable evidence that it uses effective criteria for identifying exemplary

student achievement and high moral character of students applying for membership in the National Pharaohs Society. Prior to June 30, 2024, a minimum of ten members is required to charter a chapter. Thereafter, a minimum of twenty members is required to charter a chapter. There are no restrictions on the maximum number of members per chapter. Membership is not limited to any certain percentage of the students in the school. For purposes of this Article, “virtual schools” means accredited online schools in which students are enrolled and receive full-time instructional services.

Section 2.3. Homeschool Groups.

Any homeschool cooperative, group or association which includes any of the grades 10-12 shall be eligible to apply for a charter as a chapter of National Pharaohs Society. Students must be working on or above grade level, show exemplary academic achievement and high moral character for membership consideration. A minimum of twenty members is required to charter a chapter. Homeschool students follow guidelines of membership qualifications as stated in membership Section 3. Homeschool student standards are maintained by the respective sponsor. There are no restrictions on the maximum number of members per chapter. Membership is not limited to any certain percentage of the students in the group.

Section 2.4. Alumni Chapters.

Any group of alumni members who reside in the same district shall be eligible to apply for a charter as a chapter of National Pharaohs Society. A minimum of ten members of the Alumni Division of the National Pharaohs Society is required to charter a chapter. Alumni members follow guidelines of membership qualifications as stated in Article V, Section 3 of this constitution. There are no restrictions on the maximum number of members per chapter.

Section 3. Membership.

Requirements of membership in the National Pharaohs Society are solely qualitative within the scope and regulations specified in the Bylaws of Pharaohs Society, Inc. Membership is a privilege and not a right.

Section 3.1. Qualifications.

The qualifications for membership shall be: (a) worthy, moral and ethical character; (b) exemplary achievement, and (c) commendable attitude. The standards and means for appraising these qualities shall be determined by the administration of the school where the chapter is located. The purpose of selection for membership in the organization is to honor and encourage individuals possessing these characteristics and to bring together in the chapter individuals who merit distinction because of these qualifications.

Section 3.1.1. High School Division

All candidates for membership in the High School Division of the National Pharaohs Society must have and maintain a cumulative grade point average of at least 2.60 in order to be eligible for membership. The

academic requirements for membership are intended to ensure the selection of students of exemplary qualifications.

Section 3.1.2. Alumni Division.

All candidates for membership in the Alumni Division of the National Pharaohs Society must have had a cumulative grade point average of at least 2.60 at the time of graduation from an accredited secondary school in order to be eligible for membership. The academic requirements for membership are intended to ensure the selection of students of exemplary qualifications.

Section 3.1.3. Eligibility.

An individual may be eligible to become a member-at-large of Pharaohs Society, Inc. as set forth in this Section of this constitution.

3.1.3.1. Student Member.

If a student member relocates to a district where there is no high school chapter within twenty miles, the member may petition the State Council or, in the absence of a State Council in the state of residence, the National Board to become a member-at-large. The school administration and the chapter advisor must certify that the individual is a member in good standing.

3.1.3.2. Alumni Member.

A student member who graduates from high school while a member in good standing of the National Pharaohs Society shall remain a member in good standing until June 30th of the year following graduation. Such member may join an alumni chapter in the district where she/he resides or, if there is no local alumni chapter, may apply to become a member-at-large.

If an alumni member relocates to a district where there is no chapter of their division within twenty miles, the member may petition the State Council or, in the absence of a State Council in the state of residence, the National Board to become a member-at-large. The secretary of the alumni chapter must certify that the individual is a member in good standing.

3.1.3.3. Non-member.

A non-member who graduated from a secondary school that did not have a chapter of the National Pharaohs Club may petition the State Council or, in the absence of a State Council in the state of residence, the National Board to become a member-at-large. Notwithstanding anything to the contrary, any person applying to become a member-at-large must produce evidence that they meet the eligibility requirements. In addition to all other eligibility requirements, any individual applying to become a

member-at-large in the Alumni Division of the National Pharaohs Society must produce a high school transcript to prove that she/he graduated from secondary school with a minimum grade point equal to or greater than the minimum grade point average and other eligibility requirements at the time of graduation and continues to meet such requirements.

3.1.3.4. Non-discrimination.

At no time shall membership in the National Pharaohs Society make it incumbent upon a member to alter her/his religious or political ideas or affiliations. In addition, membership qualifications shall not discriminate against any students based on race, color, religion, gender, or gender-identity, or any other characteristic protected by federal, state, or local laws.

Section 3.2. Membership Selection.

The method of selecting eligible students for membership shall be determined by the Executive Director of the National Pharaohs Society or, in the absence of an Executive Director, the President of the National Pharaohs Society. The administrative head (principal/administrator) of the school may submit other or additional selection criteria to the Executive Director prior to selection of members. The administrator may approve or disapprove selection of any student according to standards established for that school. Invitations for membership may be provided to any student meeting those standards.

Section 3.3. Induction.

Each local chapter of the National Pharaohs Society shall conduct a dignified service for the induction of new members into the organization.

Section 3.4. Pledge.

After a member has been nominated and duly elected to membership, and after her/his certificate has been received from the National Executive Director, she/he shall subscribe to a pledge that shall be provided for in the policies enacted by the National Board before she/he can be considered a member of the National Pharaohs Society. Notwithstanding, no member shall be required to undertake an oath to become a member.

Section 3.5. Certificate of Membership.

Certificates of membership in the National Pharaohs Society shall be issued to all new members.

Section 3.5.1. High School Division.

Certificates of membership in the High School Division of National Pharaohs Society are issued only upon the recommendation of the two teachers and one administrator of the secondary school where the student currently attends and will be inducted and two recommendations from members of the community who are not affiliated with the school. No person recommending a student for

membership may be related to the candidate by blood, marriage, or adoption. No student may become a member of a chapter unless approved by school administration. No student may be inducted into a high school chapter unless she/he meets the eligibility requirements of Article V, Section 3.1.3. of this constitution. In all cases, an application for membership must be signed by the superintendent or principal of the school in which the prospective member is enrolled as a student.

Section 3.5.2. Alumni Division.

Certificates of membership in the Alumni Division of National Pharaohs Society are issued only upon the recommendation of three members of the community in which the alumnus resides or has resided in the past year. No person may be inducted into an alumni chapter unless she/he meets the eligibility requirements of Article V, Section 3.1.3. of this constitution. In all cases, an application for membership must be accompanied by a national background check and a Certificate of Sex Offender Status. Alumni shall have access to the alumni website and shall be entitled to attend conferences, upon payment of conference registration fees.

Section 3.6. Disqualification and Reinstatement.

Members who fail to maintain an exemplary record, or who engage in personal conduct unbecoming members of the National Pharaohs Society, may be disqualified from membership pursuant to policies developed by the National Board.

Section 3.7. Membership Dues.

The membership dues of the National Pharaohs Society shall be governed by the Bylaws of Pharaohs Society, Inc. The National Board may amend the membership dues at any time by majority vote; provided, however, such amendment will not take effect for ninety days after its adoption. The cost of membership in the National Pharaohs Society should be kept at an absolute minimum so that no worthy student is unable to become a member for financial reasons.

Section 3.7.1. High School Division.

Until such time as a new amount shall be set by the National Board for membership dues in the National Pharaohs Society, the student membership dues for the Pharaohs Society shall be \$250.00 for grade 10 and \$200.00 for grades 11-12. There will be no refund of membership dues after the student is inducted into the National Pharaohs Society. All membership dues must be paid prior to induction. The membership dues are payable by each student regardless of the date of affiliation with the organization. No additional membership dues will be charged.

Section 3.7.2. Alumni Division.

Upon graduation from secondary school, a member in good standing of the National Pharaohs Society may remain affiliated with the National Pharaohs Society and may be transferred to the Alumni Division of the National Pharaohs Society without additional dues becoming due and payable until July 1st of the next year following their graduation. Any member who is not affiliated with a local alumni chapter will be deemed a member-at-large. Such alumni membership dues shall become due and payable on or before

December 31st of that same year. Any member who has not paid membership dues by such time will be placed in inactive status.

Until such time as a new amount shall be set by the National Board for membership dues in the National Pharaohs Society, the alumni membership dues for the National Pharaohs Society shall be \$350.00 per year. For members inducted into the Alumni Division of the National Pharaohs Society, all membership dues must be paid prior to induction. There will be no refund of alumni membership dues. To remain a member in good standing of the National Pharaohs Society, all alumni membership dues must be paid on or before December 31st. Any member who has not paid alumni membership dues on or before December 31st shall be placed in inactive status. Membership dues shall be paid annually.

3.8. Membership Assessments.

Except as otherwise authorized by the National Board, no local chapter or State Council may assess any member of the Alumni Division of the National Pharaohs Society with any additional dues not assessed pursuant to Article V, Section 3.3 of this constitution pursuant to the Bylaws of Pharaohs Society, Inc. Notwithstanding anything to the contrary, no member of the High School Division of the National Pharaohs Society will be assessed with any additional dues not assessed pursuant to Article V, Section 3.3.1. and Section 3.3.2. of this constitution pursuant to the Bylaws of Pharaohs Society, Inc.

Section 3.9. Chapter Fees.

Local chapters of the National Pharaohs Society may assess additional fees to members in an amount not to exceed \$50.00 per year. The local chapter may establish a deadline for payment of such fees. Notwithstanding anything to the contrary, no member of the High School Division of the National Pharaohs Society shall be transferred to inactive status due to a failure to timely pay local chapter fees. Members of the Alumni Division may be required to pay applicable local chapter fees contemporaneously with National Dues.

Section 3.10. Convention Fees.

The National Board may establish registration fees for attending the National Convention. Each State Council, in conjunction with the National Executive Director, will establish a state registration fee for attending the state convention.

Section 3.11. Chapter Charter Fees.

Each new chapter will be charged a charter fee to defray the cost of starting a local chapter of the National Pharaohs Society in an amount approximately equal to: (1) the cost of incorporating the chapter in the state where the chapter is situated, (2) the cost of the Certificate of Charter issued to the chapter, and (3) the cost of any other items provided to the newly chartered chapter. The State Council or, in the absence of a State Council, the National Board may set these fees based upon the fees charged by the Secretary of State or any other local, state, or federal governmental authority.

Section 3.12. Reinstatement Fees.

The National Pharaohs Society shall charge reinstatement as determined by the National Board pursuant to the Bylaws of Pharaohs Society, Inc.

Section 3.12.1. Membership Reinstatement.

Any member losing their good standing with the National Pharaohs Society for any reason shall be required to pay a reinstatement fee in the amount of \$100.00 prior to being transferred to active status.

Section 3.12.2. Chapter Reinstatement.

Any local chapter losing its good standing with the National Pharaohs Society for any reason shall be required to pay a reinstatement fee in the amount of \$250.00 prior to being transferred to active status.

ARTICLE VII - VOTING

Section 1. National Conference.

The State Council shall exercise their voting privileges through voting delegates at the annual meeting (National Conference) of the National Pharaohs Society. Apportionment of the number of voting delegates will be determined annually as described in the bylaws. Voting delegates will be entitled to an individual vote as set forth in the bylaws.

Section 2. State Conference.

The local chapters shall exercise their voting privileges through voting delegates at the annual meeting (State Conference) of the National Pharaohs Society in that state, territory, or jurisdiction. Apportionment of the number of voting delegates will be determined annually as described in the bylaws of each State Council. Voting delegates will be entitled to individual vote as described in the bylaws of that State Council.

ARTICLE VIII - MEETINGS

Section 1. National Conference.

Annual meetings of the members, directors, and officers of the National Pharaohs Society shall be held each year at the time and place or in the manner designated by the National Board.

Section 2. State Conference.

Annual meetings of the State Council may be held each year at the time and place or in the manner designated by the State Council. In any event, a state conference shall be held in any year there is a national conference.

Section 3. Manner of Meetings.

Unless otherwise determined by the National Board, the National Conference shall be held in person at such time and such place designated by the National Board. When deemed appropriate by the National Board, annual meetings may be held by videoconferencing pursuant to the bylaws. The Executive Director shall establish the protocols for the meeting and distribute the

same to all voting delegates as soon as practical after it is determined that the meeting will be held by videoconferencing.

Section 4. Parliamentary Procedures.

Parliamentary procedures for all meetings of Pharaohs Society, Inc. shall be governed by the most recent edition of *Robert's Rule of Order (Newly Revised)*.

ARTICLE IX - ADVISORY BOARDS

Section 1. National Advisory Boards.

The National Board may appoint such Advisory Boards to assist its growth and development as it deems necessary and desirable. National Advisory Boards and their members shall serve at the pleasure of the National Board.

Section 2. State Advisory Boards.

The State Councils may appoint such Advisory Boards to assist their growth and development as they deem necessary and desirable. State Advisory Boards and their members shall serve at the pleasure of the State Councils.

ARTICLE X - FINANCES

Section 1. National Dues.

Each local chapter shall be responsible for collecting national dues from each member as established for its division as described in the Bylaws of Pharaohs Society, Inc. All local dues shall be submitted to the National Board pursuant to the protocols and procedures established by the National Board. Such portion of the fees as the National Board deems reasonable shall be apportioned to the State Councils from fees collected in the State and pursuant to the budget established for the State Council.

Section 2. Financial Management.

The National Board shall manage all corporate finances and shall furnish an annual audit to each State Council or, in the absence of a State Council, to each local chapter. The State Council shall furnish the annual audit to each local chapter.

ARTICLE XI - AMENDMENTS

Section 1. Constitutional Amendments.

This constitution may be amended by a two-thirds majority vote of the members of the National Board in attendance at any of its regular or special meetings. The proposed amendment must be provided to all National Board members and to the Executive Director at least thirty days prior to the meeting at which it is to be considered. All officials of the organization are to be notified in

writing of any amendments to this constitution and shall abide by them as by the stipulations of the original constitution.

Section 2. Responsibilities.

Prior to each annual meeting of the National Board, the Executive Committee shall review this constitution and recommend any necessary changes. The Executive Committee shall consider the substance of any proposed amendments submitted by any member of the National Board, National Advisory Board, National Executive Director, National Officers, state councils, state officers, or local chapters.

Section 3. Procedure.

To amend the Constitution of the Pharaohs Society, Inc., proposed amendments shall be submitted according to the following procedures:

Section 3.0.1. Submission of Amendments.

Proposed amendments shall be submitted in writing to the National Executive Director at least one hundred eighty days prior to the beginning of the National Conference.

Section 3.0.2. Distribution of Amendments.

At least ninety days prior to the beginning of the National Conference, the National Executive Director shall electronically distribute any proposed amendments to this constitution to: (1) state council representatives and (2) local chapter representatives. Contemporaneously, proposed amendments shall be distributed to members in good standing by posting the same at www.PharaohsSociety.com. Any member desiring to opt out of paperless notices must do so by the procedures established by the National Executive Committee.

Section 3.0.3. Approval of Amendments.

Proposed amendments shall be approved by a two-thirds majority of the voting delegates present at the annual business meeting during the National Conference.

Section 3.0.4. Ratification of Amendments.

Within ninety days after the amendments are approved by the voting delegates, proposed amendments approved by the voting delegates during the National Conference must be ratified by (1) a two-thirds electronic vote of the state council representatives, (2) a two-thirds electronic vote of local chapter representatives, and (3) a two-thirds vote of the members-at-large.

Section 4. Number Of Voting Delegates.

The number of voting delegates shall be determined based upon the protocols established by the National Executive Committee pursuant to the Bylaws of Pharaohs Society, Inc.

Section 6. Manner of Voting.

Except as otherwise set forth in the protocols established by the Executive Committee, all votes taken at a meeting where individuals are physically present shall be cast by ballot. In all other cases, votes may be cast electronically.

Section 7. Effective Date.

All amendments approved amendments to this constitution shall become effective immediately following the ratification of the same as set forth in this article.

ARTICLE XII - BYLAWS

This constitution is adopted pursuant to the Bylaws of Pharaohs Society, Inc. Such Bylaws contain the provisions necessary for the orderly administration of Pharaohs Society, Inc. and its affairs including, but not limited to, the governing authorities, officers, elections, and meetings. If there is any inconsistency between this constitution and the bylaws, this constitution shall prevail.

ARTICLE XIII - DISSOLUTION

Pharaohs Society, Inc. may be voluntarily dissolved pursuant to the provisions of the bylaws.

Adopted: May 5, 2022