

**BYLAWS  
OF  
THE PI STATE EDUCATIONAL FOUNDATION  
(Updated 2019)**

**ARTICLE I  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the Corporation shall be in the county of the President of the Pi State Educational Foundation.

**SECTION 2. CHANGE OF ADDRESS**

The principal office of the Corporation would change when there is a newly elected President of the Foundation or by amendment of these BYLAWS.

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_\_\_

**SECTION 3. OTHER OFFICES**

The Corporation may also have offices at such other places, within or without its state of Incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**ARTICLE 2  
NONPROFIT PURPOSES**

**SECTION 1. IRC SECTION 501 (C) (3) PURPOSES**

This Corporation is organized exclusively for one or more of the purposes as specific in Section 501 (C) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code.

**SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

This Corporation's primary purposes are:

1. to engage in any lawful charitable, educational, scientific and literary activities as defined in Section 501 (C) (3) of the Internal Revenue Code
2. to provide assistance and/or funding to members and/or chapters of the New York State organization of Delta Kappa Gamma Society (Pi State). The funding shall support qualified projects and/or programs that relate to the development of learning and literacy of any New York State person who needs special assistance.

## **ARTICLE 3 DIRECTORS**

### **SECTION 1. NUMBER**

The Corporation shall have at least five (5) Directors and collectively they shall be known as the Board of Directors.

### **SECTION 2. QUALIFICATIONS**

Directors shall be of the age of majority in this state and members of the Foundation. Other qualifications for Directors of this Corporation shall be as follows:

1. All Directors shall be members of New York State of Delta Kappa Gamma Society International .
2. Five directors will be elected from the members of the Pi State Educational Foundation of the Delta Kappa Gamma Society International.

### **SECTION 3. POWERS**

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 4. DUTIES**

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such time and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed, faxed, or e-mailed to them at such addresses shall be valid notices thereof.

### **SECTION 5. TERM OF OFFICE**

Each director shall hold office for a period as designated below and until her successor is elected and qualifies:

Directors from Members-at-Large:

1. Three Directors elected in even-numbered years, shall have a term of four years.
2. Two Directors elected in odd-numbered years shall have a term of four years.
3. One Director will be elected a year during a four year cycle and two directors will be elected at the end of a four year cycle commencing in 2020.

Under no circumstances may any person be elected to serve as a Director for more than eight (8) consecutive years. All Directors shall hold their offices until Corporation's next election of Directors to replace them as specified in these Bylaws and until their successors are elected and qualified.

## **SECTION 6. COMPENSATION**

Directors shall serve without compensation except that a reasonable fee may be to paid to Directors for attending regular and special meeting of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

## **SECTION 7. REGULAR MEETINGS**

Regular meetings will be held in the fall of even numbered years to coincide with the Fall Seminar/Executive Board Meetings and spring at a time and place as designated by the Trustees of the Pi State Educational Foundation.

## **SECTION 8. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President, or by the written request of any two (2) Directors. The meeting will be held at a place designated by the person or persons calling the special meeting.

## **SECTION 9. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provision of law, the following provisions shall govern the giving of notice for meeting of the Board of Directors:

Notice of Board Meetings shall be addressed to each Director via email at her email address as shown on the books of this Corporation. Notice shall specify the place, day and hour of the Board Meeting with a proposed agenda.

## **SECTION 10. CONTENTS OF NOTICE**

Notice of Board Meetings shall be addressed to each Director at her address as shown on the books of this Corporation. Notice shall specify the place, day and hour of the Board Meeting with a proposed agenda.

## **SECTION 11. QUORUM FOR MEETINGS**

A quorum shall consist of three (3) of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only notion which the President shall entertain at such meeting is a motion to adjourn.

When a Board Meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned Board meeting or of the business to be transacted at such Board Meeting, other than by announcement at the Board Meeting at which the adjournment is taken except as provided in the Bylaws.

The Directors present at a duly called and held Board Meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the Board Meeting due to a withdrawal of Directors from the Board meeting, provided that any action thereafter taken must be approved by at least a majority of the

required quorum for such Board Meeting or such greater percentage as may be required by law, the Articles or the Bylaws.

## **SECTION 12. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of matter by the Board.

## **SECTION 13. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over the President of the Board, or in her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a President chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meeting of the Board, provided that, in her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

## **SECTION 14. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Directors, and (2) whenever the number of authorized Directors is increased.

Any directors may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Directors may resign if the Corporation would then be left without a duly elected Directors or Directors in charge of the affairs, except upon notice to the Office of the Attorney General or other appropriate agency of New York State.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of New York State.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of the majority of the Directors then in office or by a sole remaining Director.

A person elected to fill a vacancy on the Board shall complete the vacated term or until her death, resignation or removal from office.

## **SECTION 15. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

## **SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The Directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of New York State.

## **SECTION 17. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provision of law.

## **ARTICLE 4 OFFICERS**

### **SECTION 1. DESIGNATION OF OFFICERS**

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and other such officers with such titles as may be determined from time to time by the Board of Directors.

### **SECTION 2. QUALIFICATIONS**

Members of the Board may serve in any office of this Corporation.

### **SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected by the Board of Directors, at the first biennium meeting of the year or at any time. Each officer shall hold office until she resigns, or is removed or is otherwise disqualified to serve, or until her successor shall be elected and qualified, whichever occurs first.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

### **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. She shall perform all duties incident to her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

Unless another person is specifically appointed as President of the Board of Directors, the President shall preside at all meetings of the Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaw, she shall, in the name of the Corporation execute such deeds, mortgages, bonds, contracts, checks, or other instruments which from time to time be authorized by the Board of Directors. The President will appoint a Parliamentarian.

## **SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or may be prescribed by the Board of Directors.

## **SECTION 8. DUTIES OF SECRETARY**

The secretary shall:

Keep a copy of these BYLAWS as amended.

Certify and keep at the principal office of the Corporation the original, or a copy, of the BYLAWS as amended or otherwise altered to date.

Keep a book of minutes of all meetings of the Directors, meetings of committees of Directors, and of members recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of Committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these BYLAWS or as required by law.

Keep the Corporate seal.

## **SECTION 9. DUTIES OF THE TREASURER**

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipts for, monies due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any Directors of the Corporation, or to her agent or attorney, on request therefore.

Render to the President and Directors, whenever requested, an account of any or all of her transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Submit all financial records annually for audit to person or persons designated by the Board.

Keep at the principal office of the treasurer a record of membership containing the name and address of each and any members, and, in the case where any membership has been terminated, she shall record such fact in the membership book together with the date on which such membership ceased.

## **ARTICLE 5 COMMITTEES**

### **SECTION 1. COMMITTEES**

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of person who are not also members of the Board and shall act in an advisory capacity to the Board.

### **SECTION 2. MEETINGS AND ACTION OF COMMITTEES**

Meeting and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer only after receipt of a voucher approved by the President of the Corporation.

### **SECTION 3. DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

**ARTICLE 7**  
**CORPORATE RECORDS, REPORTS, AND SEAL**

**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep the current fiscal year's records with the Treasurer. Inactive records shall be kept with the Treasurer at a site designated by the Board of Directors.

(a) Minutes of all meetings of Directors, committees of the Board and of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(c) A record of members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

(d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the Corporation at all reasonable times during office hours.

**SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept by the secretary of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instruments.

**SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this Corporation.

**SECTION 4. MEMBERS' INSPECTION RIGHTS**

Each member has the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of this Corporation, which shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Treasurer, upon written demand on, and payment of a reasonable charge to, the Secretary of the Corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is required. The membership list shall be made on or before the later of ten (10) business days after the demand is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the Secretary of the Corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of the Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.



## **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

## **SECTION 6. ANNUAL REPORT**

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of this Corporation's fiscal year to all Directors and to any members who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of this Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue of receipts of this Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of this Corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by the Bylaws.

## **ARTICLE 8 IRC 501 (C) (3) TAX EXEMPTION PROVISIONS**

### **SECTION 1. LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation {except as otherwise provided by Section 501 (h) of the Internal Revenue Code}, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statement), any political campaign on behalf of, or in opposition to, any candidates for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

### **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, Directors, or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

### **SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this Corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the Corporation: 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

## **ARTICLE 9 FISCAL YEAR**

### **SECTION 1. FISCAL YEAR**

The fiscal year of this Corporation shall begin on July 1 and end on June 30 of the following calendar year.

## **ARTICLE 10 MEMBERS**

### **SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

This Corporation shall have only four classes of members. No member shall hold more than one (1) membership in the Corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of the Corporation or provisions of the law, only lifetime members shall have all the same rights, privileges, restrictions and conditions.

1. Lifetime members
2. Associate members (DKG member, non-resident of NY State)
3. Inactive members (No longer a DKG member)
4. Silent Member (deceased)

### **SECTION 2. QUALIFICATION OF MEMBERS**

All persons who are members of Pi State of Delta Kappa Gamma Society International are eligible for membership in the Pi State Educational Foundation. Any person may become a member if she is a member of one or more of the sister Corporations of the Delta Kappa Gamma Society International. Any qualified applicant shall be admitted as a member. There is no limitation on the number of members.

### **SECTION 3. ADMISSION OF MEMBERS**

An applicant shall be admitted to membership upon receipt of the required application and payment of designated fees.

### **SECTION 4. FEES**

A one-time fee of \$25.00 shall be charged for making application for membership in this Corporation.

## **SECTION 5. NUMBER OF MEMBERS**

There is no limit on the number of members the Corporation may admit.

## **SECTION 6. NON-LIABILITY OF MEMBERS**

A member is not personally liable for the debts, liabilities or obligations of this Corporation.

## **SECTION 7. NON-TRANSFERABILITY AND TERMINATION OF MEMBERSHIP**

No member may transfer her membership or any rights arising from her membership. All rights of a member shall cease upon the member's death.

The membership of a member shall terminate if: (1) the member gives notice of termination to the secretary personally, by US First Class Mail, E-mail, or fax and her membership terminates on the date of delivery of the notice, the date deposited in the Mail or the date of the E-mail or fax and (2) the Board determines that the member has engaged in conduct materially and seriously prejudiced to the Corporation's interest or purposes.

If the Board makes such a determination, then a written notice at least fifteen (15) days before the proposed expulsion effective date shall be sent by first-class or registered, return-receipt-requested to the last known address of the member setting forth the expulsion and its reasons. Further, the notice must state the date, time and place of a hearing if the member so demands. This member may demand orally or in writing a hearing to be held not less than five (5) days before the proposed expulsion date. This hearing will be conducted by the Board in accordance with the Bylaws. At the hearing the Board must decide whether the member should in fact be expelled, suspended or sanctioned. The decision of the Board is final.

All rights of a member shall terminate on such terminations.

## **ARTICLE 11 MEETING OF MEMBERS**

### **SECTION 1. PLACE OF MEETING**

Meetings of members shall be held at such place or places as the Board may designate from time to time.

### **SECTION 2. ANNUAL MEETING**

Members shall meet annually during then New York State Convention or Spring Executive Board Meeting at a time to be determined by the Board. Directors will be elected and other business that may come before the meeting will be conducted.

### **SECTION 3. SPECIAL MEETING OF MEMBERS**

Special meetings of the members may be called by the Board, the Presidentman or the President. Also, special meetings for any lawful purpose may be called by five percent (5%) or more of the members. The term "Members' Meetings" refers to both the Annual Meetings and the Members' Special Meetings.

## **SECTION 4. NOTICE OF MEETING**

- (a) Time of Notice. Whenever members are required or permitted to take action at a Members' Meeting, a written notice of the Members' Meeting shall be given by the secretary not less than ten (10) nor more than ninety (90) days before the date of the Members' Meeting to each member who, on the record date for notice, is entitled to vote.
- (b) Manner of Giving Notice. Notice of a Members' Meeting or any report shall be given either personally or by mail or other written means of communication, addressed to the Member at her last known address or by Pi Lights.
- (c) Contents of Notice. Notice of a Members' Meeting shall state the place, date and time of the Members' Meeting and (1) the business to be transacted, and no other business may be transacted, or (2) in the case of an Annual Meeting, those matters which the Board, at the time notice is given, intends to present for action by the Members. Subject to any provision to the contrary contained in the Bylaws, however, any proper matter may be presented at an Annual Meeting for such action. The notice of any Members' Meeting at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to Members.
- (d) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of the Members' Meeting or in any written waiver of notice;
  - 1. Removal of Directors without cause
  - 2. Filling of vacancies on the Board by Members
  - 3. Amending the Articles and
  - 4. An election to voluntarily wind up and dissolve this Corporation

## **SECTION 5. QUORUM FOR MEMBERS**

A quorum for Members' Meeting shall consist of 7% of the Members. The Members present at a duly called and held Members' Meeting at which a Members' Quorum is initially present may continue to do business notwithstanding the loss of a Members' Quorum at the Members' Meeting due to the withdrawal of Members provided that any action taken after the loss of a Members' Quorum must be approved by at least a majority of the Members required for a Members' Quorum.

In the absence of a Members' Quorum, any Members' Meeting may be adjourned from time to time by the vote of a majority of the votes represented in person at the Members' Meeting, but no other business shall be transacted.

When a Members' Meeting is adjourned for lack of a Members' Quorum or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned Members' Meeting or of the business to be transacted at such Members' Meeting other than by announcement at the Members' Meeting of the time and place of the adjourned Members' Meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned Members' Meeting shall be given to each Member who, on the record date for notice, is entitled to vote at the Members' Meeting. A Members' Meeting shall not be adjourned for more than forty-five (45) days.

## **SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting Members present in person at a duly held Members' Meeting at which a Members' Quorum is present is the act of the Members, unless the law, the Articles or the Bylaws requires a greater number

## **SECTION 7. VOTING RIGHTS**

Each member is entitled to one vote on each matter submitted to a vote by the Members. Voting at duly held Members' Meetings shall be by ballot. Election of Directors shall be by ballot. The agenda and candidate names will be printed in Pi Lights and distributed to members.

## **SECTION 8. CONDUCT OF MEETINGS**

Members' Meetings shall be presided over by the President or if there is no President by the Vice-President or in her absence, by a President chosen by a majority of the Members present in person. The Secretary shall act as Secretary of all Members' Meetings, provided that, in her absence, the presiding officer shall appoint another person to act as Secretary of the Members' Meeting.

## **SECTION 9. ACTION BY WRITTEN BALLOT WITHOUT A MEETING**

Any action which may be taken at any Members' Meetings may be taken without a Members' Meeting if this Corporation distributes a written ballot to each Member entitled to vote on the matter. The written ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to this Corporation. Ballots shall be mailed or delivered in the manner required for giving notice of Members' Meetings.

All written ballots shall also indicate the number of responses needed to meet the Members' Quorum and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by this Corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the Members' Quorum and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a Members' Meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by voice vote or written ballot.

## **SECTION 10. REASONABLE NOMINATION AND ELECTION PROCESS**

This Corporation shall make available to Members reasonable nomination and election procedures with respect to the election of Directors by Members. Such procedures shall be reasonable given the nature, size and operation of the Corporation, and shall include:

- a. A reasonable means of nominating persons for election as Directors;
- b. A reasonable opportunity for a nominee to communicate to the Members the nominee's qualifications and the reasons for the nominee's candidacy;
- c. A reasonable opportunity for all nominees to solicit votes;
- d. A reasonable opportunity for all Members to choose among the nominees.

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable cost of mailing (including postage), this Corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all Members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless this Corporation within five (5) business days after the request allows the nominee, at this Corporation's option, the right to do either of the following:

1. Inspect and copy the record of all Members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon this Corporation, which demand shall state the purpose for which the inspection rights are requested; or
2. Obtain from the Treasurer, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of members entitled to vote for the election of Directors, as of the most recent record date or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the Membership List is requested and Membership List shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If this Corporation distributes any written election material soliciting votes for any nominee for Directors at this Corporation's expense, it shall make available, at this Corporation's expense, to each nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected to the Board shall be nominated at the Annual Meeting held for the purpose of electing Directors by any Member present at the Members' Meeting in person.

**SECTION 11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Except as otherwise provided in the Bylaws, any action required or permitted to be taken by the Members may be taken without a meeting, if all Members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Members. The action by written consent shall have same force and effect as the unanimous vote of the Members.

**WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

We, the undersigned, are all of the persons named as the Directors in the Articles of the Pi State Educational Foundation Inc., a New York State nonprofit public benefit Corporation, and, pursuant to the authority granted to the Directors by the Bylaws to take action by unanimous written consent without a Board Meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of fifteen (15) pages, as the Bylaws of this Corporation.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Virginia Dudko, President

\_\_\_\_\_  
Jane Tanner, Vice-Director

\_\_\_\_\_  
Grace Murphy, Secretary

\_\_\_\_\_  
Jean Sekel, Treasurer

\_\_\_\_\_  
Sheila Brady-Root, Director