

The Pi State Educational Foundation
PROPOSED BYLAWS CHANGES FOR 4/27/19
Karen P. Crumley, *Tau*, Parliamentarian

Please save the following pages 1-6 and bring to the NY State Convention, April 26-28, 2019 at the Ramada Geneva Lakefront, Geneva. You will need them for the Pi State Educational Foundation Annual Meeting 3:35-4:35pm on Saturday, April 27, 2019.

In addition to the following proposed changes in the BYLAWS in consultation with the Pi State Educational Foundation Parliamentarian and Board of Trustees, reserves the right to make numbering and wording changes and to update the BYLAWS of the Pi State Educational Foundation as is deemed necessary for clarity and ease-of-use.

1. To Amend Article 1 Section 1 Principal Office

To Read:

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

Rationale: This acknowledges where key documents will be kept.

2. To Amend Article 1 Section 2 Change of Address

To Read:

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

Rationale: This acknowledges where key documents will be kept.

3. Strike Article 3 Section 7

Rationale: It is addressed in Section 8.

4. To Amend Article 3 Section 8

To Read:

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.

Rationale: Biennial limits the meetings. This gives a broader time frame as to when meetings can be called.

5. To amend Article 3 Section 10: Regular Meetings

At least one month prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by e-mail, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile and e-mail notification, the Directors to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four (24) hours of the first transmission.

To Strike facsimile machine and facsimile

To Read:

At least one month prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by e-mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of e-mail notification, the Directors to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four (24) hours of the first transmission.

Rationale: Fax machines are not used today as in the past and correspondence is distributed by email today.

6. To Amend Article 3 Section 11

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.

To Read:

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.

Rationale: This is the present practice of the Pi State Foundation.

7. To Amend Article 3 Section 15

Any Directors may resign effective upon giving written notice to the President person of the Board, 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 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.

To Strike: person of the Board, the President

To Read:

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 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.

Rationale: Redundant wording

8. To Amend Article 4 Section 6

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.

To Read:

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 BYLAWS, 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.**

Rationale: This is the present practice of the Pi State Foundation.

9. To Amend Article 4 Section 8

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

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.

Maintain a safety deposit box in the Corporation name for designated documents and materials.

To Strike: Maintain a safety deposit box in the Corporation name for designated documents and materials.

To Read:

Keep a copy of these BYLAWS as amended.

Certify and keep at the principal office of the Corporation the original, or a copy, of these 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.

Rationale: This is the present practice of the Pi State Foundation.

10. To Amend Article 4 Section 9

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.

To Read:

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 Corporation 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.

Rationale: This is the present practice of the Pi State Foundation.

11. To Amend Article 7 Section 1

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

To Read:

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

Rationale: This is the present practice of the Pi State Educational Foundation.

12. To Amend Article 7 Section 4 (b)

To obtain from the Secretary, 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.

To Read:

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.

Rationale: The Treasurer presently keeps the membership rolls.

13. To Amend Article 10 Section 1

This corporation shall have only one class of members.

To Read:

This Corporation shall have only **four** classes of members.

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

Rationale: This assists in maintaining a historical record of membership.

14. To Amend Article 11 Section 2

Members shall meet annually during the NY State Convention or 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.

To Read:

Members shall meet annually during the NY 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.

Rationale: It is the current practice of the Pi State Education Foundation.

15. To Amend Article 11 Section 4 (b)

Manner of Giving Notice. Notice of a Members' Meeting or any report shall be given by mail addressed to the Member at her last known address.

To Read:

Manner of Giving Notice. Notice of a Members' Meeting or any report shall be given by mail addressed to the member at her last known address or *Pi Lights*.

Rationale: It is the current practice of the Foundation to notify members of the Annual Meeting via Pi Lights.

16. To Amend Article 11 Section 5

A quorum for Members' Meeting shall consist of one-fifteenth (1/15) of the members.

To Read:

A quorum for Members' Meeting shall consist of **7%** of the Members.

Rationale: This allows the Foundation to conduct the business that comes before them at their Annual Meeting.

17. To Amend Article 11 Section 7

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. Such ballots shall be mailed to members with the meeting notice and may be received at the meeting or by mail prior to the meeting.

To Read:

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.**

Rationale: This is the current practice of the Pi State Educational Foundation.

18. To Amend Article 11 Section 10 (2)

Obtain from the Secretary, 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.

To Read:

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.

Rationale: It is the current practice of the Pi State Educational Foundation Treasurer to keep the membership rolls.