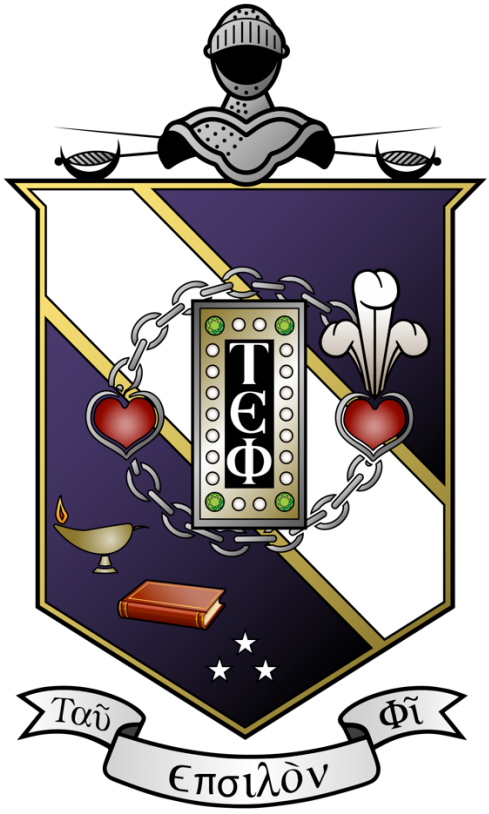
The Constitution
of
Tau Epsilon Phi Fraternity, Inc.



Adopted: October 23, 2020

Version 2.01

PREAMBLE

By the grace of GOD, we, the members of TAU EPSILON PHI FRATERNITY, fully believing that a feeling of true brotherly love and spirit of self-sacrifice can best be promoted by a fraternity of college men, and also believing that such a brotherhood will be an inspiration to the members of this Fraternity toward higher ideals and nobler actions as exemplified by our ritual; and further believing that such a brotherhood will serve as encouragement toward scholastic attainments, do solemnly, and with the faith in the GOD of our forefathers, ordain and establish this Constitution for the Government of our Fraternity.

THE CONSTITUTION
ARTICLE I – GENERAL PROVISIONS

Section 1.01 – Official Name. The official name of this Corporation shall be TAU EPSILON PHI FRATERNITY, INC. (the "Corporation" or "Fraternity").

Section 1.02 – Headquarters and Other Offices. The corporation may establish a headquarters office or other offices, either within or without the County of New York, State of New York, as the Board of Directors ("Grand Council") may from time to time determine.

Section 1.03 – Purpose. The purpose of this Corporation is as follows:

a. To impress upon its members and promote the true significance of fraternal relationship and create and perpetuate principles of Friendship, Chivalry, Service, and Brotherly love and the spirit of self-sacrifice among college men;

b. To develop and strengthen the character of its members and create, through brotherhood, inspiration to the members of this Fraternity toward higher ideals and nobler actions; and

c. To provide encouragement toward scholastic attainments.

Section 1.04 – Establishment of Legal/Fraternal Activities. Any Fraternity activity shall be of a constructive nature in accordance with the purposes and objectives of the Fraternity, and all forms of hazing are prohibited at all times.

Section 1.05 – Insignia

a. Official Badge. The official badge shall be made of gold and shall be oblong in shape, eighteen millimeters long and twelve millimeters wide. It shall have a concentric interior oblong which shall be raised, and the surface of which shall be black enamel with the Greek letters "ΤΕΦ" in gold. The outer border shall be studded with twenty-two jewels arranged as follows: one emerald in each corner, two pearls on each of the shorter sides, and seven pearls on each of the longer side. The Greek letters and the longer sides shall be vertical with the "Τ" at the top of the badge and the "Φ" at the bottom.

b. The official badge shall be worn only by members of the Fraternity, their mothers, wives, daughters, sisters, or fiancées. It shall be used as a badge only, and shall be worn in a vertical position over the heart.

c. Other badges may be permitted by appropriate provision in the National Bylaws.

d. Coat of Arms. Arms-Purpore, a bent argent. In fess point, a reproduction of the Tau Epsilon Phi badge proper (See Section 1.05.a. Official Badge), surrounded by a chain of twenty-six links, in the center of which, are two hearts on either side. All of this between, in sinister chief three plumes, in dexter base, a flamed lamp of knowledge, a book in perspective (and three mullets one and two, all bondwise and of the forth)

e. Crest – A sovereign's helmet resting on two swords

f. Motto – "Tau Epsilon Phi" in upper and lower-case Greek letters.

g. Colors. The colors of the Fraternity shall be lavender and white.

h. Flag. The flag of the Fraternity shall be oblong in shape, with the longer sides vertical. It shall be lavender and white, divided diagonally from the upper left corner to the lower right corner, with the three Greek letters "ΤΕΦ" in that order vertically. In the center the upper triangle shall be white and the lower triangle shall be lavender. The letter "Τ" shall be lavender and the letter "Φ" shall be white in contrast to the fields. The diagonal line shall pass through the letter "Ε".

i. Flowers. The flowers of the Fraternity shall be violets and lilies-of-the-valley in combination.

j. Seal. The corporate seal of the Fraternity shall be circular in form, with the coat of arms in the center and word "Grand Seal" directly below it, all of which shall be circumscribed by the words "Tau Epsilon Phi Fraternity, Inc. 1910."

ARTICLE II – ORGANIZATION AND GOVERNANCE

Section 2.01 – In General. This Fraternity shall consist of undergraduate chapters and colonies now instituted, or hereafter to be instituted in educational organizations and of alumni associations.

Section 2.02 – Incorporation. This Fraternity is incorporated under the Laws of the State of New York and is designated as a fraternity not for pecuniary profit.

Section 2.03 – Units of Government. The principal units of government of this Fraternity shall be the Grand Chapter, the Grand Council, and the undergraduate chapters and alumni associations.

Section 2.04 – Laws. The Laws of this Fraternity shall consist of the *Constitution of Tau Epsilon Phi Fraternity,* and *the National Bylaws of Tau Epsilon Phi Fraternity*, and such additional regulations as may be enacted in accordance with the Laws of this Fraternity. Each undergraduate chapter and alumni association shall have the power to make any local bylaws, rules, and regulations for its own government so long as it is consistent with the Constitution, Bylaws, Rules, regulations, and policies of this Fraternity.

National Bylaws — In addition to the Constitution, there shall be, a code of laws for the government of the Fraternity to be known as the *National Bylaws of Tau Epsilon Phi* ("National Bylaws"). The Constitution shall identify and define specific subjects that are to be governed by the National Bylaws.

An amendment to the National Bylaws requires a two-thirds (2/3) vote of the entire Grand Council with previous notice at a properly called meeting.

Section 2.05 – Ritual. The National Fraternity ritual existing at the time of the adoption of the Constitution shall continue to be the sole and official ritual of the Fraternity. Amendments to the ritual are subject to both the Constitution and National Bylaws.

Section 2.06 – Grand Chapter. The Grand Chapter shall consist of delegates from the undergraduate chapters and alumni associations in good standing. Chapters not in good standing may attend Grand Chapter, but shall not have delegates seated by the Credentials Committees, as referenced in Section 4.06.

Section 2.07 – Undergraduate Chapters. An Undergraduate Chapter shall consist of duly initiated students matriculating in a qualified program to whom a charter has been granted as provided in the *Constitution and National Bylaws of Tau Epsilon Phi Fraternity.*

Section 2.08 – Alumni Associations. An Alumni Association shall consist of Alumni Members as hereinafter defined, in good standing, and to whom a charter has been granted.

Section 2.09 – Parliamentary Authority. Except when contrary to the laws of the State of New York, the Constitution, or any Special Rules of Order adopted by this Fraternity, the rules contained in the current edition of *Robert's Rules of Order Newly Revised* ("Parliamentary Authority" or "Rules") shall govern all meetings of this Fraternity (whether of the Corporation, the Board, or Committees) and in all other cases to which they are applicable.

ARTICLE III – MEMBERSHIP

Section 3.01 – Membership Defined. A member of the Fraternity is a man of good moral character who conforms to the ideals of the Fraternity, who is eligible for membership therein, and having been elected to membership pursuant to the provisions of the *Constitution and National Bylaws of Tau Epsilon Phi Fraternity*, as well as the undergraduate chapter bylaws, is granted membership; provided however, that no man shall be eligible for membership who has failed to meet the minimum academic requirements set forth in Section 3.08, or who is a member of another collegiate social fraternal organization unless formally released by the other organization while in good standing. Eligibility for membership shall not, in any way, be affected or determined by race, color, religion, age, physical disability, ethnic background, sexual orientation, creed, national origin, or male gender identity based on a consistent and uniform assertion and sincerely held core identity.

Section 3.02 – Limitations/Restrictions on Membership. Limitation of membership to a small, selective group of men, and the exclusion of women from membership, is deemed to be consistent with the purposes for which the Fraternity was founded and Article I hereof. Such limitation is further intended to foster and develop (1) family-like ties of brotherhood comparable to those existing in members' families, (2) members' collegial, social and emotional development, (3) members' academic commitment, (4) associational relationships, and (5) adherence to the conduct of members' lives consistent with the principles, values, and Ritual of the Fraternity.

Section 3.03 – Member in Good Standing. A member in good standing is defined as a member who has been duly initiated, is not in arrears with respect to any financial obligations owed to the National

Fraternity or any chapter, agency or subdivision thereof, and is not suspended or on probation by the National Fraternity or any chapter, subdivision thereof, or by the institution at which the chapter is located. A member in good standing must meet the standards of "academic good standing" as defined below in Section 3.08.

Section 3.04 – Types of Membership.

a. Undergraduate Membership may be conferred on any individual man that has been officially affiliated with an undergraduate chapter or colony and is pursuing an undergraduate or post graduate course or program at an accredited college or university that has a duly constituted undergraduate chapter or colony of the Fraternity.

b. Alumni Membership shall be automatically conferred upon every previous undergraduate active member who is in good standing and has ceased to be an active member of his undergraduate chapter or colony by reason of (1) completion of undergraduate or post graduate courses or programs, which he has pursued, or (2) by reason of his withdrawal from his college or university. Such alumni membership shall terminate and active membership be restored upon his matriculation at any college or university where a current chapter or colony exists.

c. Honorary Membership may be conferred upon any man of distinction or eminence whose achievements shall merit such membership, except for one who is already a member of any other collegiate social fraternal organization, by the Grand Council or an undergraduate chapter. A majority vote of the Grand Council members present shall be necessary for the election of any such membership. After such election, the prospective honorary member may be inducted into the Fraternity in such manner as the Grand Council may direct.

d. Prohibition of Auxiliary Groups. The Fraternity hereby prohibits any undergraduate chapter or its members from acting in any fashion or undertaking any actions that organizes, fosters, or encourages the existence of any undergraduate auxiliary groups to Tau Epsilon Phi undergraduate chapters, commonly known as "Little Sisters."

Section 3.05 – Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this Fraternity, nor shall any of such property or assets be distributed to any member on its dissolution.

Section 3.06 – Liability of Members. No member of this Fraternity shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

Section 3.07 – Transfer, Termination, and Reinstatement. Membership in this Fraternity is nontransferable. Membership shall terminate on the approved resignation or revocation of membership by the Grand Council.

Section 3.08 – Academic Standards. The following shall be the academic requirements for good scholastic standing related to membership in the Fraternity:

a. Each undergraduate chapter, taking into consideration all relative statistics on its campus, shall establish a minimum grade point average for candidates for membership who are (1) incoming freshmen; and (2) continuing college students. The minimum high school grade point average

for incoming freshmen to be eligible for membership shall be a 2.50 out of a 4.0 scale (or its equivalent). The minimum college grade point average for continuing college students to be eligible for membership shall be a 2.50 cumulative GPA on a 4.0 scale (or its equivalent).

b. Nothing shall prohibit an undergraduate chapter from setting a minimum member grade point average that is higher than the standards set forth in Subsection (a), above, and the Grand Council challenges individual chapters to establish a minimum GPA reflecting or exceeding their all campus average.

c. This minimum standard shall be established no later than the first month of the academic year. Further, the chapter will alert the International Consul or any International Vice Consul as to its standard immediately after ratification, and this minimum standard shall be re-evaluated at the beginning of each academic year.

d. An undergraduate member of Tau Epsilon Phi with a grade point average below a 2.50 cumulative GPA or equivalent on a 4.0 scale shall have his membership restricted for academics by his chapter for the duration of the next consecutive term.

e. A member with academically restricted membership shall not be permitted to be elected or appointed to serve as an officer of an undergraduate chapter or as a committee chairman. During this period, he shall be required to meet with the chapter's executive board to develop an academic support plan to improve his academic performance. He must also obtain an academic mentor approved by the chapter's executive board and meet with his academic mentor regularly to review his progress.

f. For the purposes of this Section, a summer session shall not constitute a term, however, grades achieved in summer sessions shall be considered for the calculations of cumulative GPA's.

g. The executive board of the member's chapter shall have the authority and responsibility for enforcing both the academic provisions of this Section as well as the reinstatement process.

h. In order to maintain good standing within the fraternity, undergraduate chapters are required to establish and maintain a minimum annual cumulative GPA of:

   (1) 2.70 or higher; or

   (2) One that is at or above the all men's GPA for the host institution where an undergraduate chapter exists, if the all men's GPA for the host institution is below a 2.70.

Section 3.09 – Election to Membership. The selection of those candidates to be offered membership in Tau Epsilon Phi shall be completed by the undergraduate chapter or colony or a committee of its undergraduate members as established in the chapter's or colony's bylaws.

a. Candidate Selection. All candidates shall be voted upon separately, and only members in good standing shall be entitled to vote.

b. Types of Candidates
   (1) Active Undergraduate Members. The election and induction of active undergraduate members are provided for in Article III.

   (2) Honorary Members. The election and induction of honorary members by undergraduate chapters are provided for in Section 3.04(c).

   (3) Legacy. A legacy is the son, grandson, stepson, brother or nephew of an initiated member of Tau Epsilon Phi Fraternity, Inc. If any chapter or colony is notified of a legacy, the chapter or colony must extend him an invitation to go through the chapter or colony's Rush Program. Extending a bid to the legacy is to be determined by the local chapter or colony in accordance with the Constitution and National Bylaws of Tau Epsilon Phi.

c. Time of Election. The selection of candidates shall be done at a regular meeting of an undergraduate chapter, at a special meeting called for that purpose, or at a meeting of the chapter's designees, as established in the undergraduate chapter's bylaws.

d. Bids. Each undergraduate chapter shall establish the minimum standards for extending a bid for membership as long as those standards do not fall below the minimum requirements outlined in *The Constitution and National Bylaws of Tau Epsilon Phi Fraternity.*

e. Rejection. A candidate rejected by a chapter may be reconsidered at the next meeting of the undergraduate chapter or at the next meeting of the chapter's designees.

f. Transfer Members. Any member in good standing in his chapter matriculating at another college or university at which there is a chapter of the Fraternity may, upon application of the latter chapter to the Grand Council, be permitted by the Grand Council to transfer his membership to the latter chapter.

g. Payment of Initiation Fees. No initiation of any candidate for active membership shall be granted unless all initiation fees are paid.

h. Initiation Statement. All initiates shall agree to abide by the Constitution and National Bylaws of the Fraternity, the bylaws and rules of the chapter or colony, and all rules and regulations of the University at which the chapter or colony is based. The signed statement shall be provided to the Grand Council of the Fraternity by the individual chapters at the same time as the initiation fees either prior to or shortly after the initiation.

Section 3.10 – Resignation. No member of the Fraternity may resign his membership without the approval of the Grand Council.

ARTICLE IV – GRAND CHAPTER (MEETING OF THE MEMBERS)

Section 4.01 – Grand Chapter Defined. The Grand Chapter shall be a representative body of the Fraternity composed of one or more, but not more than three, delegates from each undergraduate chapter and alumni association in good standing.

Section 4.02 – Sessions of the Grand Chapter. The following shall be the options available to hold a session of Grand Chapter:

a. **Regular Sessions of Members held In-Person -** Except as otherwise provided in this Constitution, a regular session of the members held in person, called the Grand Chapter, shall be held biennially for the election of officers and directors, and the transaction of other business as specified in the Constitution and National Bylaws of Tau Epsilon Phi Fraternity.

b. **Regular and Special Sessions of Members Held by Means of Electronic Communication -** When permitted by New York State Not-for-Profit Corporation Law ("NY N-PCL"), and when travel, meetings, or gatherings of people are limited, restricted or prohibited by law or regulation due to health, safety, or other emergency reasons; or, if meeting in-person is regarded as unsafe for certain groups of people due to disease, epidemic, or pandemic, the Grand Council may, in its sole discretion, determine that any regular or special session of members, called the Grand Chapter, be held solely by means of electronic communication through use of an electronic internet meeting service designated by the Grand Council.

The requirements of Section 4.05 and Section 4.10 shall apply, respectively.

Section 4.03 – Classes of Voting Members. For purposes of Grand Chapter, for all duties defined within Article IV, a Voting Member shall be:

a. Undergraduate Chapters shall consist of all active undergraduate chapters in good standing.

b. Alumni Associations shall consist of all active alumni associations in good standing.

c. If at any time the number of recognized alumni associations exceeds one-half the number of active undergraduate chapters, then the vote of each recognized alumni associations shall be reduced to the point where the combined vote of all recognized alumni associations is equal to one-half the number of active undergraduate chapters.

Section 4.04 – Duties of the Grand Chapter. The Grand Chapter at its regular session and at any special session shall transact all business regularly coming before it.

Section 4.05 – Special Sessions. Special sessions of members may be called by the International Consul, the Grand Council, or, subject to voting limitations in Section 4.06, by ten percent (10%) of all Voting Members who, at the time of the calling of the special session would qualify to be a Voting Member at a regular Grand Chapter session, and who, may, in writing, demand the call of a special session specifying the date and month thereof, which shall not be less than two but not more than three months from the date of such written demand. The Secretary of the Fraternity, upon receiving the written demand, shall promptly give notice of such session, or if he fails to do so within five business days thereafter, any member signing such demand may give such notice.

Section 4.06 – Representation and Participation. Voting shall be done by delegate members which comprise the Grand Chapter and who shall be duly selected by their representative undergraduate chapter or alumni association. A member may be selected as a delegate if:

a. He is approved by the Credentials Committee, which shall be established within the provisions of Section 7.05(g)(1) of this Constitution.

b. He is and has been at any time a member of that undergraduate chapter or alumni association.

c. He is in good standing with the Fraternity and undergraduate chapter or alumni association.

d. A delegate shall only represent one undergraduate chapter or alumni association.

Section 4.07 – Officers of the Grand Chapter. The following shall be the methods available of choosing Grand Chapter officers:

a. For meetings held in-person - Except as otherwise provided in this Constitution, at any regular or special session of members held in-person, the Grand Chapter shall elect a Grand Chancellor, Grand Vice Chancellor, Grand Scribe, Grand Warden, and Grand Chaplin. The Grand Chancellor shall serve as the presiding officer and shall have the power to create, appoint, and name the chairman for the necessary Grand Chapter committees. The duties of the respective officers of the Grand Chapter shall be analogous to those corresponding officers of the undergraduate chapter, as set forth in Section 2.03 of the National Bylaws of Tau Epsilon Phi. The Grand Chancellor shall have the power to create, appoint, and name the chairman for the necessary Grand Chapter committees. The Grand Chancellor may appoint assistant officers, as required.

b. For meetings held by means of electronic communication - At a regular or special session of members held by means of electronic communication, the Grand Council shall appoint a Grand Chancellor, Grand Vice Chancellor, Grand Scribe, Grand Warden, and Grand Chaplin.

The Grand Chancellor shall serve as the presiding officer and shall have the power to create, appoint, and name the chairman for the necessary Grand Chapter committees. The duties of the Grand Chapter Officers shall be as described in the Parliamentary Authority, 12th ed., Section 47:5–40 ("Elected Officers"), respectively as follows: Chairman or President, Vice-President, Secretary, Chaplain, and Warden.

The Grand Chancellor shall have the power to create, appoint, and name the chairman for the necessary Grand Chapter committees. The Grand Chancellor may appoint assistant officers, as required.

Section 4.08 – Location of Meetings. The following shall be the options for the location of a Grand Chapter meeting:

a. Location of In-Person Sessions. The Grand Council may designate any place, either within or without New York State, as the place of meeting for any annual or special session of members held in-person.

b. Location of Grand Chapter Sessions Held by mean of Electronic Communication. The electronic internet service and/or platform by which the session is held shall by the place of the meeting if a session is held solely by means of electronic communication.

Section 4.10 – Notice of the Sessions. Written notice shall be given twice to all active undergraduate chapters and colonies, and to all alumni associations, at least one (1) year and again at no less than forty (40) days before the session shall take place, stating the place, date, and hour of any meeting of members, and, unless it is a regular biennial session, indicate that it is being issued by or at the direction of the person or persons calling the meeting.

a. Acceptable methodology for delivery of notice. Notice will be considered given when deposited in the United States mail, with first class postage thereon prepaid, or by electronic mail ("e-mail"), in accordance with this provision. If sent by e-mail, such notice is given when directed to the member's electronic mail address as it appears on the record of members, or, to such other electronic mail address as filed with the Secretary of the Fraternity.

b. Failure to provide notice. Notice shall not be deemed to have been given electronically if the Fraternity is given credible notification that delivery has failed after two consecutive attempts, in which case the Secretary of the Fraternity must make a good faith effort to obtain accurate contact information and make a new attempt.

c. The Fraternity shall send notice of meetings by first class mail to any member who requests in writing that such notices be delivered by such method.

d. When a meeting is adjourned to another time or place, it shall be necessary to give notice of the adjourned meeting or session, even if the time and place to which the meeting, or session is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting, after the adjournment, the Grand Council fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date that was entitled to notice of the original meeting.

e. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called.

f. Waiver of Notice. There shall be no waivers of notice.

Section 4.10 – Informal Action by Members. Any action required or permitted to be taken at any meeting of members, may be taken without such meeting upon the consent, either written or electronic, of all the Voting Members entitled to vote thereon, setting forth the action so taken. If written, the consent must be signed by the undergraduate chapter or alumni association Chancellor. If electronic, the transmission of the consent must be sent by electronic mail (e-mail) and clearly state the Member's name and desire to consent to the action so taken.

Section 4.11 – Quorum.

a. Number of Voting Members Constituting a Quorum. Subject to voting limitations in Section 4.06, a majority of the total number of Voting Members eligible to cast a vote at a Grand Chapter session for the transaction of any business shall constitute a quorum.

b. Determining the total number of Voting Members entitled to vote. The record date and time for the purpose of determining the total number of Voting Members entitled to vote shall be on the

day the Grand Chapter session begins and prior to the time the Grand Chapter is called to order by the Grand Chancellor; no changes may be made thereafter during the Grand Chapter session.

c. Quorum Call. Attendance shall be taken to establish quorum at the beginning of each day's meeting during the Grand Chapter. A quorum call by Voting Members is not permitted.

d. Failure to Establish Quorum. In the absence of a quorum prior to calling each day's meeting to order, the Voting Members present may adjourn the meeting to another time or place, adjourn the meeting, recess the meeting, take measures to obtain a quorum, and other motions related to the conduct of the meeting while it remains without a quorum, subject to voting limitations in Section 4.06.

Section 4.12 – Non-present voting. There shall be no proxy or non-present voting.

Section 4.13 – Voting Rights. All Voting Members shall be entitled to one vote, subject to the limitations established in Section 4.03. Each Voting Member shall designate one of its delegates who shall have the right to exercise the Voting Member's voting rights.

Section 4.14 – Guidelines and Procedures for any Session of Members Held by Means of Electronic Communication. Sessions of members conducted partially or solely by means of electronic communications and any member's electronic participation in such meetings shall be subject to the following.

The Grand Council shall implement reasonable measures to: (1) verify that each person participating electronically is a credentialed delegate of a Voting Member of the Grand Chapter; (2) provide each credentialed delegate participating electronically with a reasonable opportunity to participate in each meeting of the session, including an opportunity to propose, object to, and vote anonymously upon a specific action to be taken by the Voting Members; (3) to see, read, or hear the proceedings of each meeting of the session substantially concurrently with those proceedings; (4) record and maintain a record of any votes or other actions taken by electronic communication at each meeting of the session; (5) identify those seeking recognition to speak; (6) show (or permit the retrieval of) the text of pending motions, and show the results of votes.

Sessions of members conducted partially or solely by means of electronic Internet communications and the electronic participation of any credentialed delegate, director, officer, or guest in such meetings, shall be subject to those guidelines and procedures as the Grand Council adopts. Any such rules adopted by the Grand Council shall be called the "Standing Rules For A Grand Chapter Session Held By Means of Electronic Communication" ("Standing Rules"), shall supersede any conflicting rules in the Parliamentary Authority, and shall be in substantial compliance with this Constitution and New York Not-For-Profit Corporation Law. Otherwise, the Parliamentary Authority shall apply.

An anonymous vote conducted through the designated electronic Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the Constitution, the Parliamentary Authority, or the guidelines and procedures adopted by the Grand Council that a vote be conducted by ballot.

ARTICLE V – GRAND COUNCIL (BOARD OF DIRECTORS)

Section 5.01 - Authority. The Board of Directors shall be the supreme executive, legislative, and judicial body of the Fraternity and shall also be known as the Grand Council of Tau Epsilon Phi Fraternity (the "Board" or the "Grand Council") which shall take any and all actions necessary and proper for carrying out the objectives of the Fraternity and be made up of the positions elected under Article VI.

Section 5.02 - Election of Grand Council. All of the members of the Grand Council shall be elected at each biennial meeting of the Members.

Section 5.03 - Number of Members of the Grand Council (Directors). The authorized number of elected Grand Council members shall be no less than six (6) and no more than eleven (11).

Section 5.04 - Qualifications of Directors. Directors must be alumni members in good standing with the Fraternity and must be over the age of 18, except that any Honorary Member shall be automatically eligible. In addition, Directors must satisfy the minimum requirements for good standing as specified in the *Constitution and National Bylaws of Tau Epsilon Phi Fraternity*.

In order to be eligible to serve on the Grand Council, all members of the Grand Council shall be a member of the National Chapter. The member must also be in good financial standing with the National Fraternity having paid their annual National Chapter dues as defined in Article III, Section 3.01(b) of the National Bylaws. Those members who are life members of the National Chapter shall be deemed to have satisfied this requirement without further payment.

Section 5.05 – Term of Office. The term of office of each Director shall be two years, until the following biennial Grand Chapter following the election of the Grand Council, and until the qualification of a successor in office.

Section 5.06 - Powers. The Grand Council shall have general power to control and manage the affairs and property of the Fraternity subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein, including, but not limited to:

a. Advisors and Consultants. The Grand Council may appoint and discharge advisors and consultants who have skills necessary or helpful to the Fraternity. It may also employ and discharge persons for the furtherance of the purposes of the Fraternity.

b. The Grand Council may propose changes to or a revision of the Constitution by presenting amendments or a revision at any meeting of the Grand Chapter.

c. The Grand Council shall have the authority to investigate, audit, and take appropriate action on the financial affairs of any committee, undergraduate chapter, subdivision of the Fraternity, or member as it relates directly to Fraternity business.

d. The Grand Council shall be empowered to take any action, disciplinary or otherwise against any officer, undergraduate chapter, member or committee, which it shall deem necessary or expedient by reason of any irregularity in the financial affairs of such officer, chapter, member or committee.

e. The Grand Council shall be empowered to grant charters, approve colony status, and present awards for undergraduate chapter excellence.

Section 5.07 - Replacement of Directors. Whenever a vacancy exists on the Grand Council, whether by death, resignation, or otherwise, the vacancy shall be filled by a majority vote of the total number of Directors that are in office *within 45 days of the vacancy occurring, with the exception of the Immediate Past Consul who shall not be replaced*. Any person elected to fill the vacancy of a Director shall have the same qualifications as were required of the Director whose office was vacated. Any person elected to fill a vacancy in the Grand Council shall hold office for the unexpired term of his predecessor in office.

Section 5.08 - Removal of Directors. Any Director may be removed, for cause, by a majority vote of the total number of Directors that are in office. At any such meeting, any vacancy caused by the removal may be filled as stated above. Seven (7) days previous notice shall be given to all Directors.

a. "Cause" is defined as:
(1) an intentional act of fraud, embezzlement, theft or any other material violation of law that occurs in the course of serving as a Director of the Fraternity;

(2) intentional damage to Fraternity assets;

(3) intentional disclosure of Fraternity's confidential information;

(4) breach of a Director's obligations under the Constitution, National Bylaws, or other Fraternity policy;

(5) dereliction of duty in office, neglect of duty in office, misconduct in office, the willful and continued failure to substantially perform the duties of the office for the Fraternity as described in the Constitution, National Bylaws, policies, procedures, or duties as assigned as a result of a vote of the Grand Council; or

(6) willful conduct that is demonstrably and materially injurious to Fraternity, monetarily or otherwise.

Section 5.09 – Unexcused Absences. Any Director who has three or more consecutive, unexcused absences from regular Grand Council meetings, as defined in Section 5.11, shall be deemed to have resigned. The Consul shall determine what constitutes an "excused absence." Upon such resignation, the majority of the Grand Council may select another to serve, as per Section 5.07, until elections at the next regular Grand Chapter session.

Section 5.10 - Compensation. No member of the Grand Council shall receive any compensation from the Fraternity. Reimbursement for approved expenses shall not be considered compensation.

Section 5.11 - Meetings. Regular meetings of the Grand Council, as defined in the Rules, shall be held at such place or places as the Grand Council may from time to time by resolution designate; or, in the absence of such designation, at the principal office of the Fraternity. A special meeting, as defined in the Rules, may be called at any time by the Consul or four (4) Directors. A meeting of the Grand Council shall be in-person unless specifically designated to be by teleconference or by electronic video screen communication, but not a mixture thereof. Participation by such means shall constitute presence in

person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Grand Council, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Grand Council or committee.

Section 5.12 - Time and Place of Regular Meetings.

a. The Grand Council shall hold an in-person organizational meeting within ninety (90) days after its election. Regular in-person meetings shall be held at least twice each year with notice as required under Section 5.13. Additional regular meetings may be held pursuant to Section 5.11.

b. When travel, meetings, or gatherings of people are limited, restricted or prohibited by law or regulation due to health, safety, or other emergency reasons; or, if meeting in-person is regarded as unsafe for certain groups of people due to disease, epidemic, or pandemic, the Grand Council shall hold an in-person organizational meeting within ninety (90) days, and may hold that meeting by means of electronic communication through use of an electronic internet meeting service designated by the Grand Council.

Section 5.13 - Notice of Regular Meetings of the Grand Council. Notice for regular, in-person meetings, as designated in Section 5.12, shall be provided thirty (30) days prior to the meeting. Notice for regular, teleconference meetings shall be provided fourteen (14) days prior to the meeting. Notice may be provided by electronic means.

Section 5.14 - Special Meetings. The Consul may, as the Consul deems necessary, call a special meeting of the Grand Council. In such event, five (5) days written notice to each Director shall be deemed sufficient notice. Electronic mail and facsimile communication of the notice of a special meeting shall be deemed acceptable forms of notice for the purposes of this section. A special meeting is a separate meeting of the Grand Council held at a time different from that of any regular meeting, and convened only to consider one or more items of business specified in the call of the meeting. In the event of an emergency, or should a situation where time is of the essence be deemed necessary, the Consul is authorized to omit the aforementioned notice and call an emergency special meeting.

Section 5.15 - Quorum of Directors and Voting. At any regular or special meeting, a majority of the Grand Council shall constitute a quorum for the transaction of business or of any specific item of business, provided that in the case of a Grand Council of eleven (11) members or less the quorum shall be at least six (6) of the voting members of the Grand Council. No proxy votes shall be admitted. If less than a quorum is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Except as may otherwise be provided in the Constitution, or in the Certificate of Incorporation, or in New York State Not-For-Profit corporation law, the vote of a majority of Directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Grand Council.

Section 5.16 - Action without Meeting. No meeting need be held by the Grand Council to take any action required or permitted to be taken by law, provided all members of the Grand Council shall individually or collectively consent in writing to such action, and such written consent or consents is filed with the minutes of the proceedings of the Grand Council. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the

consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. Action by written consent shall have the same force and effect as action by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Directors without a meeting, and that the Certificate of Incorporation, Constitution, or National Bylaws authorize the Grand Council to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VI - OFFICERS

Section 6.01 - Designation of Officers. The officers of the Fraternity shall also be Directors and shall be designated as follows and may be elected in accordance with the provisions of this article:

a. A chairman of the Board, President and Chief Executive Officer (the "International Consul")

b. Three (3) vice presidents (the "International First and Second Vice Consul, and the International Vice Consul for Undergraduate Affairs)

c. A secretary (the "International Tribune")

d. A treasurer (the "International Quaestor")

e. The immediate past president (the "Immediate Past Consul") shall not be elected but shall serve as an ex officio member to the extent that he retains the title.

f. The Grand Council may appoint such other officers that are not Directors, including but not limited to one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Grand Council. Any two or more offices may be held by the same person, except the offices of (1) president and secretary, or (2) president and treasurer.

Section 6.02 - Election and Term of Office. The officers of this Fraternity shall be elected contemporaneously with their election as Directors at the biennial meeting of the Fraternity. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

Section 6.03 - Removal. Any officer appointed by the Fraternity may be removed by the Grand Council with or without cause. Any officer elected by the Voting Members shall be removed in the manner prescribed under Section 5.08.

Section 6.04 - Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Grand Council for the unexpired portion of the term, as per Section 5.07.

a. Until formally filled by the Grand Council under this Section 6.04, a vacancy in the position of International Consul shall be temporarily filled in the following succession, so long as the incumbent meets all prescribed qualifications under this Constitution:
   (1) First Vice Consul;
   (2) Second Vice Consul;

(3) Quaestor;
(4) Tribune.

b. If no officer names under this Section 6.04(a) is able or willing to serve as the interim International Consul, the Grand Council shall vote to appoint an interim International Consul by majority vote until a suitable permanent replacement can be appointed for the remainder of the term.

Section 6.05 - International Consul. The International Consul shall be the chief executive officer of the Fraternity, and shall exercise general supervision and control over all activities of the Fraternity. The International Consul shall have been a member of the Fraternity for at least ten (10) years and shall have served at least two (2) years as a duly elected member of the Grand Council. The International Consul:

a. Shall preside at all meetings of the Grand Council and shall have a vote on all questions;

b. May sign, with the Tribune or other officer duly authorized by the Grand Council, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Grand Council, except in cases where the signing and execution or such instruments has been expressly delegated by the Grand Council, by the Constitution, or National Bylaws, to some other officer or agent of the Fraternity by law; and

c. The International Consul shall perform all duties generally incidental to the office of Chairman of the Board, President, and Chief Executive Officer, and such other duties as may from time to time be assigned to him by the Grand Council.

Section 6.06 - International First and Second Vice Consuls. The International First and Second Vice Consuls shall have been a member of the Fraternity for at least ten (10) years. In the absence of any other officer or in the event of any other officer's inability or refusal to act, the International First Vice Consul, shall perform the duties of that officer, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the officer so absent. The International Vice Consuls shall perform all duties generally incidental to the office of vice president and such other duties as may from time to time be assigned to the vice president by the International Consul or by the Grand Council.

a. The International Vice Consuls shall be elected separately for each position.

Section 6.07 – International Vice Consul for Undergraduate Affairs. The International Vice Consul for Undergraduate Affairs shall be an alumnus in good standing who has graduated from an undergraduate chapter within the past three (3) years at the time of his election or appointment. The International Vice Consul for Undergraduate Affairs will serve as the Chairman of the Permanent Standing Undergraduate Advisory Committee. The Vice Consul for Undergraduate Affairs shall serve as the Undergraduate representation and perspective on the Grand Council and shall perform all other duties as assigned by the International Consul or by the Grand Council.

Section 6.08 - International Quaestor. The International Quaestor shall have been a member of the Fraternity for at least ten (10) years. The International Quaestor shall be the chief financial officer of the Fraternity, shall keep the financial records of the Fraternity and shall make reports, to the Grand Council, at least once each calendar year, on the finances of the Fraternity. The International Quaestor shall perform all duties generally incidental to the office of treasurer, including making a regular

financial report to the Grand Council, and such other duties as may from time-to-time be assigned to the treasurer by the International Consul or by the Grand Council.

a. If so required by the Grand Council, the International Quaestor shall give a bond for the faithful discharge of the International Quaestor's duties in such sum and with such surety or sureties as the Grand Council may deem appropriate;

b. Have charge and custody of, and be responsible for, all funds and securities of the Fraternity;

c. Receive and give receipts for moneys due and payable to the Fraternity from any source and deposit all such moneys in the name of the Fraternity in such banks, trust companies, or other depositories as shall be selected by the Grand Council.

Section 6.09 - International Tribune. The International Tribune shall have been a member of the Fraternity for at least ten (10) years. The International Tribune shall perform all duties generally incidental to the office of secretary and such other duties as may from time to time be assigned to the secretary by the International Consul or by the Grand Council. In addition, the International Tribune shall:

a. Keep the minutes of meetings of the Grand Council, and minutes of meetings of any committee of the Grand Council thereof, in an acceptable format provided for that purpose;

b. See that all notices are duly given in accordance with The Constitution and National Bylaws of Tau Epsilon Phi or as required by law;

c. Be custodian of the corporate records and of the seal of the Fraternity;

d. Keep a membership book containing the names, addresses, and e-mail addresses of all Members, and with respect to any membership which has been terminated, record that fact together with the date of termination;

e. Exhibit to any Member, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, the Constitution, National Bylaws, the Certificate of Incorporation, the membership book, the minutes of any meeting, and the other records of the Fraternity.

Section 6.10 – Immediate Past Consul. The Immediate Past Consul shall have served as the International Consul in the immediately preceding term of the Grand Council. The Immediate Past Consul shall be, from time to time, assigned such duties as designated by the International Consul or the Grand Council.

Section 6.11 – Other Appointed Officers. Appointed officers shall perform such duties as may be assigned to them by the International Consul, the International Quaestor, the International Tribune, or the Grand Council.

ARTICLE VII - COMMITTEES

Section 7.01 – Definitions, Constituting, and Limitations.

a. Definition of Committee — "Committee," shall mean an ordinary committee, not a committee of the whole or a quasi-committee of the whole, as defined in the Rules.

b. Types of Committees.

(1) Permanent Committees. A Permanent Committee is constituted by name in this Constitution; committees other than Permanent Committees are created by resolution of the Grand Council as described in Article VII.

(i) Permanent Standing Committees. A permanent standing committee is a committee constituted by the members under this Constitution to perform a continuing function, remains in existence permanently, and can be dissolved only by amendment of this Constitution. Such committees report to the Grand Council, and to the Grand Chapter when requested. Unless prescribed elsewhere in Article VII, its members are appointed and chairman designated as described below in Section 7.03.

(ii) Permanent special (select, or ad hoc) Committees. A permanent select committee is a committee constituted by the members under this Constitution for a specific, and periodically repeated purpose, and can be dissolved only by amendment of this Constitution. Such committees report to the Grand Council, and to the Grand Chapter when required. Unless prescribed elsewhere in Article VII, its members are appointed and chairman designated as described below in Section 7.05.

(2) Standing committees. A standing committee is constituted by name by a resolution of the Grand Council to perform a continuing function, requires for its adoption previous notice and a majority of the entire Grand Council, and remains in existence for the term of the Grand Council that established it, or until its successors have been chosen.

(3) Special (select, or ad hoc) committees. A special committee is constituted as the need arises by the Grand Council to carry out a specified task, at the completion of which—that is, on presentation of its final report to the Grand Council— automatically ceases to exist. A special committee may not be appointed to perform a task that falls within the assigned function of an existing standing committee.

c. Authority of Committees. Committees of any Type, as described in Section 7.01(b), shall also be described by whether any authority of the Grand Council has been given to the committee by the Constitution or Grand Council resolution constituting the committee.

(1) Committees of the Grand Council. A committee which shall have the authority of the Grand Council to the extent provided to it by the Constitution or the Grand Council resolution that constituted the committee is a Committee of the Grand Council, also known as a Committee of the Board. Such a committee may be constituted only by the Constitution, or a resolution of the Grand Council which requires for its adoption previous notice and a majority of the

entire Grand Council; and which must consist only of three or more Directors appointed by the Grand Council, and which shall designate its chairman, either by name or by office.

(2) Committees of the Fraternity. A committee, other than a Committee of the Board, is Committee of the Fraternity, also known as a Committee of the Corporation, and may consist of Directors and/or non-directors or non-members of the Fraternity, appointed by the Grand Council. No such committee shall have the authority of the Grand Council and shall have no authority to bind the Grand Council.

(3) No Committee of any kind or authority shall have the authority as to the matters listed in Section 712(a) (1–9) of New York State Not-for-Profit Corporation law.

d. Ex Officio Committee Membership. The International Consul shall be, ex officio, a member of all committees except the Nominating Committee and any disciplinary committees.

Section 7.02 – Executive Committee.

a. The Executive Committee is a Permanent Standing Committee of the Grand Council consisting of the Members of the Grand Council specific in Section 6.01, excluding those members enumerated in section 6.01(f). The Immediate Past Consul shall be an ex officio member of the Executive Committee.

b. The Executive Committee shall have the authority to:
   (1) Act as the Grand Council between sessions of the Grand Council; and
   (2) Act upon any business which comes before it relating to the activities of the Grand Council, except those prohibited in Section 7.01(c)(3).

c. The Executive Committee may never alter a decision of the Grand Council unless expressly authorized by the Grand Council within a particular resolution or motion.

d. At regular Grand Council meetings, the Executive Committee shall make a report of its activities since the last regular Grand Council meeting.

e. The Executive Committee shall meet upon the call of the International Consul, who shall serve as the Chairman, or upon the call of two of its members.

Section 7.03 – Permanent Standing Committees - General.

a. The Grand Council shall draft and adopt a Charter for each permanent standing committee.

b. The members of all permanent standing committees shall be appointed, and the Chairman designated by nomination by the International Consul with the advice and concurrence of the Grand Council, which requires for its adoption, previous notice and a majority of the entire Grand Council, within 30 days of adjournment of the Grand Chapter, unless otherwise indicated.

c. The Grand Council, by majority vote with previous notice, may remove any chairman or any member of any permanent standing committees, unless the member or position of chairman is designated by virtue of that office.

d. Any vacancy on any permanent standing committee as a result of resignation, removal, or death shall be appointed by the Grand Council, in the same manner and with the same requirements as the original appointments, at the next regular meeting, or during a special meeting called by the International Consul for such a purpose.

e. Committee quorum is established by a majority of the appointed members, including the chairman; ex officio members named in the Constitution are not counted in determining the number required for a quorum or whether a quorum is present.

f. Committees shall meet on a schedule established by the committee's charter or the chairman and concurred to by the International Consul or his designee.

g. Except when designated as a member, the International Consul stands as an *ex officio*, voting member of all permanent standing committees, except the Nominating Committee and any disciplinary committees.

h. All permanent standing committees shall be required to keep minutes of all meetings and other business transacted; a copy of such minutes shall be provided to the Tribune. Prior to each meeting, each committee shall appoint a designated member as Recording Secretary for that purpose.

Section 7.04 – Permanent Standing Committees. In addition to the Executive Committee, the following permanent standing committees are hereby constituted by the Constitution:

a. Finance Committee.
   (1) The Finance Committee shall be a Committee of the Grand Council and shall consist of three (3) or more members. The chairman shall be the International Quaestor.

   (2) The Committee shall undertake the following responsibilities which are set forth as a guide. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Grand Council from time to time. To fulfill its purposes, the Committee shall:

      (i) Review and adopt, annually, an operating budget proposed by the Quaestor and/or management for the next fiscal year;

      (ii) Review, annually, any and all insurance policies purchased by the Fraternity;

      (iii) Approve compensation packages for staff;

      (iv) Review and approve any leases the Fraternity wishes to enter into on behalf of the Fraternity for the national office, or any undergraduate chapters or alumni associations;

      (v) Oversee the performance of the Fraternity in meeting its budgeted revenues and expenses;

      (vi) Develop, for Grand Council action, the financial policies the Fraternity requires;

(vii) Oversee and review the Fraternity's financial tracking and monitoring systems;

(viii) Oversee and review the Fraternity's independent audit or financial review; and

(ix) Regularly report to the Grand Council on Committee findings, recommendations, and actions, and any other matters the Committee deems appropriate or the Grand Council requests.

b. Governance Committee.

(1) The Governance Committee shall consist of three (3) or more members. The chairman shall be designated as per Section 7.03.

(2) The Committee shall undertake the responsibilities outlined in a Committee Charter adopted by majority vote of the Grand Council.

c. Undergraduate Advisory Committee (UAC).

(i) The UAC shall consist of five (5) members in addition to the chairman.

a. The chairman shall be the International Vice Consul for Undergraduate Affairs. The members shall be recommended to the International Consul by the Vice Consul of Undergraduate Affairs who will work with the undergraduate chapters in good standing to seek developing and emerging leaders in the fraternity. They shall come from the existing or previous Executive Boards of active undergraduate chapters in good standing.

b. At least one member shall be from a chapter with less than twenty-five (25) members, one member shall be from a chapter with between twenty-five (25) and fifty (50) members, and one member shall be from a chapter of over fifty (50) members.

c. The remaining two members can be any initiated undergraduate member from any chapter or colony in good standing.

(ii) The UAC shall undertake the following responsibilities:

a. Maintain communication with Chancellors of existing undergraduate chapters and colonies via Conference Calls, E-mail, and phone conversations

b. Prepare a report for all in person Grand Council Meetings serving as an update of the Undergraduate Activities.

c. Delegate one representative (aside from the Chairman) to attend each in person Grand Council Meeting with reimbursement of his reasonable travel expenses.

d. Coordinate any Tau Epsilon Phi Leadership events with the help of the Tau Epsilon Phi Staff members.

d. Alumni Advisory Committee (AAC).
The AAC shall consist of five (5) alumni members of the Fraternity, one of which shall be designated chairman. All members shall come from the existing Chancellors of alumni associations in good standing. The AAC shall advise the Grand Council as to developing alumni relationships.

e. The Grand Council may create other standing committees as it shall from time-to-time deem necessary to carry on its work by adoption of a Committee Charter that enumerates the membership, purpose, and responsibility. Standing Committees shall be constituted by a majority vote of the entire Grand Council with previous notice. A standing committee created by the Grand Council shall be dissolved with a majority vote of the entire Grand Council with previous notice.

Section 7.05 – Special (Select or ad hoc) Committees.

a. The Grand Council may create or dissolve special committees by majority vote of the Grand Council. The Grand Council shall define the Committee's membership, purpose, limited duration, and specific tasks and duties to be undertaken.

b. Select committees shall be Committees of the Fraternity, unless otherwise indicated.

c. The Chairman and all members of select committees shall be nominated by the International Consul with concurrence of the Grand Council upon establishment of the Committee.

d. Any vacancy on any select committee as a result of resignation, removal, or death shall be filled at the discretion of the Grand Council.

e. Committee quorum is established by a majority of the members, including the chairman.

f. All select committees shall be required to keep minutes of all meetings and other business transacted; a copy of such minutes shall be provided to the Tribune. Prior to each meeting, each committee shall appoint a designated member as Recording Secretary for that purpose.

g. Permanent Select Committee.
(1) Credentials Committee.
(a) The Credentials Committee shall consist of five (5) members, including the International Consul and the International Vice Consul for Undergraduates Affairs. The chairman shall be appointed as per Section 7.03.

(b) The Credentials Committee shall be appointed at least ninety (90) days prior to a Grand Chapter meeting.

(c) The Committee shall undertake the determination of eligibility of delegates to the Grand Chapter based on the criteria and restrictions set forth in Section 4.06.

Section 7.06 - Disciplinary Committees

Trial Commission — A Trial Commission or any other committee or entity involved in investigating or adjudicating any matter of shall be created only by the Grand Council, shall be a select committee of the Fraternity operating under the rules in Article VII and the Parliamentary Authority, and shall have a quorum of two-thirds (2/3) of its members. When adjudicating a disciplinary matter, a guilty verdict requires a two-thirds vote of the entire committee.

ARTICLE VIII – UNDERGRADUATE CHAPTERS

Section 8.01 – Formation and Colonization

a. Number and Location of Petitioners for Colonization. Undergraduate colonies may be established upon the petition of at least ten (10) resident undergraduate members of a college or university each of who agree to abide by the Constitution and National Bylaws of Tau Epsilon Phi.

b. Inspection by Grand Council or designee. The petitioning group for colonization shall be inspected and interviewed by at least one member or representative of the Grand Council.

c. Petition. The petition for colonization shall furnish such information as may be required by the National Bylaws and shall be presented together with the report of the inspecting member, at the next meeting of the Grand Council following the inspection.

d. Vote on Petition. The consent of a majority of the members of the Grand Council present at a meeting thereof shall be necessary to grant colony status to the petitioning group.

e. Installation and Charter. A colony may petition for, and be granted a charter from the Grand Council, in the form prescribed by the Grand Council, after the final approval of its petition. Final approval shall be granted by a majority vote of the Grand Council members voting when the colony has fulfilled the requirements for a Charter.

Section 8.02 – Membership

a. Composition of undergraduate Chapter or Colony. An active undergraduate chapter or colony shall be composed of such members of the Fraternity as defined in Article III.

b. Conformity of New Member Education Requirements. Candidates for membership shall have conformed to all the requirements of new member education as outlined by Fraternity policy.

c. Initiation and Enrollment. All candidates shall be initiated in conformity with Article III.

d. All members upon initiation shall be duly enrolled on the rolls of the undergraduate chapter or colony, Fraternity, and University, and shall be vested with the raiment of the Fraternity.

e. Hazing.

(i) Hazing is an action taken or situation created, intentionally, whether on or off Fraternity premises, to produce mental or physical discomfort, embarrassment, harassment or ridicule.

(ii) Hazing in any form is expressly prohibited by the Fraternity.

(iii) Hazing includes, but is not limited to, paddling in any form, creation of excessive fatigue, physical and psychological shocks, quests or treasure hunts, scavenger hunts, road trips, or any other such activities carried on outside the confines of the house, wherein, publicly, apparel which is conspicuous and not normally in good taste is worn, engaging in public stunts of buffoonery, morally degrading or humiliating games and activities, late work sessions that interfere with scholastic activities, and any other activities which are not consistent with the Fraternity's ritual, rules, or policies, or the regulations and policies of the educational institution at which the undergraduate chapter or colony or interest group is located or any applicable federal, state, and local laws or ordinances, are especially forbidden and prohibited by the Fraternity.

Section 8.03 – Undergraduate Chapter Dormancy or Rescission. When, in the judgment of the Grand Council, an undergraduate chapter shall have failed to perform the proper functions of an undergraduate chapter of the Fraternity, the Grand Council shall have the authority to declare such chapter dormant and inactive, and to require the surrender of the chapter's charter and all of its records and property.

In the event that an undergraduate chapter is declared dormant and inactive in accordance with the provisions of the Constitution and National Bylaws, its property, real, personal, or mixed, whether held by a Holding Corporation, Alumni Trust, or otherwise, shall be turned over to the Grand Council. The Grand Council may in their discretion convert this property to cash and hold the same in trust for the subject chapter for a period of five (5) years. Should a dormant and inactive chapter be re-colonized during the five (5) year period, the funds so held in trust shall be made available on ninety (90) days' notice by a representative committee of its alumni for the purpose of securing housing for said reactivated, or re-colonized chapter. After five (5) years have passed since the dormancy of said chapter, the funds held in trust for that chapter shall be merged with the general assets of the National Fraternity. It shall be the moral responsibility of the Grand Council to provide equivalent funds to the subject chapter's Alumni Committee, should the chapter be re-colonized at any time after the aforesaid five (5) year period has expired.

ARTICLE IX – ALUMNI ASSOCIATIONS

Section 9.01 - National Chapter

a. Definition. The National Chapter shall be composed of all alumni members who conform to the requirements of subdivisions (b) and (c) of this Section.

b. Membership Eligibility. Any alumnus member of the Fraternity in good standing with his undergraduate chapter shall be eligible for membership in the National Chapter of the Fraternity.

c. Dues / Benefits. The members of the National Chapter shall pay to the Grand Council such dues and receive such benefits as shall be provided for in the National Bylaws.

Section 9.02 – Organization and Purpose

a. Organization/Membership. Any group of ten (10) or more alumni members of the Fraternity, who shall also be members of the National Chapter, as defined in Section 9.01, may submit to the Grand Council a petition, accompanied by the fee prescribed by the Grand Council, for a charter as an official and recognized alumni association of the Fraternity, and the Grand Council is hereby authorized to grant, in its discretion, such charter. The charter shall be in such form as proscribed in the National Bylaws. An alumni association should have at least one meeting per year, with reports of activities rendered to the National Office annually.

b. Purpose. The purpose of the alumni associations shall be to foster and cultivate the ideals of the Fraternity and social and fraternal relations among the members of the associations, to promote the interests and welfare of the Fraternity generally and of its undergraduate chapters; and to guide, advise and assist such undergraduate chapters in their financial and other activities; and in problems requiring mature judgment.

ARTICLE X - DISCIPLINE

Section 10.01 – Jurisdiction

a. Individual Jurisdiction. The Grand Council may institute disciplinary procedures against an undergraduate member, an alumnus, Officers, Directors, and other appointed Representatives for offenses against the Fraternity, another member, another Chapter, Colony, Interest Group, or Alumni Association, the University at which the individual is matriculating, another organization, or under any circumstances deemed appropriate by the Grand Council, in a manner set out under this Article.

b. Organizational Jurisdiction. The Grand Council may institute disciplinary procedures against an undergraduate chapter, colony, or an alumni association for offenses against the Fraternity, another member, another Chapter, Colony, Interest Group, or Alumni Association, the University where the group is located, another organization, or under any circumstances deemed appropriate by the Grand Council, in a manner set out under this Article and through the Membership Review process established under Article V of the National Bylaws.

Section 10.02 – Appeal

a. Right to Appeal. The accused shall have ten (10) days from notification of the verdict to submit a notice of appeal, either from the judgment of guilt or from the nature of the penalty imposed, in writing to the Grand Council. The Grand Council, at its next meeting, shall hear the appeal and may vacate or suspend the sentence of the lower trial body. The sentence of the lower trial body shall be upheld unless two-thirds (2/3) of the Grand Council members present decide other action.

b. Appeal to the Grand Council. An appeal from a conviction before an undergraduate chapter, alumni association, or a special trial commission must be heard, and may be acted upon by the Grand Council at its discretion.

c. Appeal to the Grand Chapter. An appeal from a conviction before the Grand Council must be heard by the Grand Chapter and may be acted upon by its discretion.

d. Proceedings. Proceedings as to the appeal shall be determined by the body to which the appeal is taken.

Section 10.03 – Procedure Preliminary to Trial or Hearing. The procedure preliminary to trial or hearing shall be as set forth in the National Bylaws.

ARTICLE XI – MISCELLANEOUS

Section 11.01 – Books and Records. Books and Records. The Fraternity shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of the Grand Chapter, the Grand Council, and committees of the Board, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the Fraternity may be inspected by any Director, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

Section 11.02 – Fiscal Year. The fiscal year of the Fraternity shall begin on the first day of June and end on the last day of May in each year.

Section 11.03 – Waiver of Notice. Whenever any notice is required to be given under the provisions of the Not-for-Profit Corporation Law of New York or under the provisions of the Certificate of Incorporation or this Constitution and National Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice (including electronic signatures), whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 11.04 – Indemnification and Insurance. The Fraternity hereby indemnifies each and every Member of the Grand Council and Staff against any legal action to the full extent permitted under Section 733 of the Not-for-Profit Corporation law of New York State. The Fraternity is further authorized to obtain insurance coverage to insure against any liability of its officers, director, and staff.

Section 11.05 – Conflict of Interest Policy. The Fraternity shall adopt a conflict of interest policy to ensure that its Grand Council members, employees, and other Key Persons act in the Fraternity's best interest and comply with applicable legal requirements, including but not limited to, the requirements set forth in New York's Not for Profit Corporation Law.

The conflict of interest policy shall require that prior to the initial election of any member of the Grand Council, and annually thereafter, such member of the Grand Council shall complete, sign, and submit to the Tribune of the Fraternity or a designated compliance officer a written statement identifying, to the best of the member of the Grand Council's knowledge, any entity of which such member of the Grand Council is an officer, Director, trustee, member, or owner (either as a sole proprietor or a partner), or employee and with which the Fraternity has a relationship, and any transaction in which the Fraternity is a participant and in which the Member of the Grand Council might have a conflicting interest. The policy

shall require that each Member of the Grand Council annually re-submit such a written statement. The Tribune of the Fraternity or the designated compliance officer shall provide a copy of all completed statements to the chairman of the audit committee or, if there is no audit committee, to the International Consul.

Section 11.06 – Severability and Conflicts of Law.

a. The provisions of this Constitution are severable, and if any provision shall be held invalid or unenforceable, that invalidity or unenforceability shall attach only to that provision and shall not in any manner affect or render invalid or unenforceable any other provision of this Constitution, and this Constitution shall be carried out as if the invalid or unenforceable provision were not contained herein.

b. If any provisions of this Constitution are found to be in conflict with federal, state, or local law, ordinance, or regulation, the law or regulation in question shall override this Constitution.

ARTICLE XII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 12.01 – Contracts. The Grand Council may, by resolution duly adopted, authorize any officer or officers, agent or agents of the Fraternity, in addition to the officers so authorized by the Constitution and National Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Fraternity. Such authority may be general or confined to specific instances.

Section 12.02 – Gifts and Contributions. The Grand Council or the executive committee may:

a. Accept on behalf of the Fraternity any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and special purposes of the Fraternity, on such terms as the Grand Council or committee shall approve;

b. Hold such funds or property in the name of the Fraternity or of such nominee or nominees as the Grand Council or committee may appoint;

c. Collect and receive the income from such funds or property;

d. Devote the principal or income from such donations to such purposes as the Grand Council or Executive Committee may determine;

e. Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the Grand Council or Executive Committee devote the principal or income from that donation according to the agreement.

Section 12.03 – Deposits. All funds of the Fraternity shall be deposited from time to time to the credit of the Fraternity in such banks, trust companies, or other depositories as the Grand Council may select.

Section 12.04 – Checks, Drafts, and Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Fraternity shall be signed by such officer or officers, agent or agents of the Fraternity and in such manner as the Grand Council shall

from time to time by resolution determine. In the absence of such determination, any payment of such instruments under $2,500 shall be signed by the treasurer or an assistant treasurer. Any payment over $2,500 shall be signed by the treasurer or an assistant treasurer, and approved by the Consul or a Vice Consul in writing.

ARTICLE XIII – AMENDMENT

Section 13.01 – Proposed Amendment.

a. Any proposed amendment to the Constitution, in order to be considered for adoption, must be submitted by an Undergraduate Chapter or Alumni Association in good standing in writing to the Grand Council at least ninety (90) days before the opening date of the next following session of the Grand Chapter. The Grand Council, upon receipt of such proposed amendment, shall at least thirty (30) days before the opening date of the next following session of the Grand Chapter, send a copy of such amendment to each undergraduate chapter and alumni association in good standing.

b. A proposed amendment to the Constitution by a majority vote of the Grand Council shall at least thirty (30) days before the opening date of the next following session of the Grand Chapter, send a copy of such amendment to each undergraduate chapter and alumni association in good standing.

c. When a proposed amendment to the Constitution is required by a change in law, the thirty (30) days advance notice provision in paragraph 'b' of this section shall be waived.

Section 13.02 – Power of Members to Amend Constitution. The Constitution of this Fraternity may be amended, repealed, or added to, or new provisions may be adopted by a roll call vote of two-thirds (2/3) of the votes cast, excluding blanks or abstentions.

Section 13.03 – Amendment of the Constitution without a meeting. Between the sessions of the Grand Chapter, an amendment to the Constitution may be proposed by the undergraduate chapters and/or the Grand Council and shall be acted on upon the recommendation of two-thirds (2/3) of all members of the Grand Council. It may be adopted only by a mail or electronic vote in which all voting members of the Grand Chapter express approval.

Special Rules of Order of Tau Epsilon Phi Fraternity, Inc.

The following are special rules of order as approved by the membership at the 2018 Grand Chapter sessions:

1. Voting Basis: The basis for calculating a vote on any and all classes of motions shall be based on the number of Directors present at the time of the vote, if a quorum is present at such time, except as may otherwise be provided by New York Not-For-Profit Corporation law, the Constitution, or the Certificate of Incorporation

2. Subcommittees: A committee charter, approved by the Grand Council as specified in the Constitution, for any committee type, may include authorization for non-committee members to be on a subcommittee of that committee.

National Bylaws
of
Tau Epsilon Phi Fraternity, Inc.

Adopted: October 20, 2021

Version: 3.00

ARTICLE I – GENERAL PROVISIONS

Section 1.01 – Badges and Insignia

a. Badges Other than Official Badge. The Fraternity may adopt badges other than an official badge for any purpose designated through amendment of these National Bylaws. These badges may include:

   1. Un-jeweled Badge: The full-size plain badge shall be of the same materials, dimensions, and description as the official badge provided for and described in Article I, Section 1.05(a) of the Constitution except that it shall have no jewels, but in place thereof a plain beveled gold edge.

   2. Miniature Jeweled Badge: The miniature jeweled badge shall be in all respects the same as the official badge provided for and described in Section 1.05.a. of the Constitution, except that its height shall be 13 millimeters and its width 8 millimeters.

   3. Miniature Un-jeweled Badge: The miniature un-jeweled badge shall be in all respects the same as the miniature jeweled badge provided for and described in Paragraph 2 above, except it shall have no jewels, but in place thereof a plain beveled gold edge.

b. Pledge Pin. The Fraternity has adopted a pin for potential new members participating in new member education, but have not yet been initiated. This pin shall be a purple shield inlaid with a gray helmet.

c. Other Insignia. The Fraternity may adopt from time-to-time additional insignia to be awarded at the discretion of the Grand Council and the specifications thereof determined by it. The following insignia are adopted by these National Bylaws: (1) Alumni Recognition Key, (2) Associate or Honorary Brother's Key, (3) Bursar's Key, (4) Chancellor's Key, (5) Consul's Key, (6) Founder's Award Key, (7) Meritorious Service Key, (8) National Extra-Curricular Award Key, and the (9) National Key.

   1. The Grand Council shall develop criteria by which each of these insignia are awarded;

   2. For those insignia that apply to undergraduate members, the Grand Council may award insignia to an officer of an undergraduate chapter upon the request of that undergraduate chapter and approval of the Grand Council.

Section 1.02 – Publications. The Fraternity shall publish the following publications for the purposes of communication, information, and education. The Fraternity is authorized to publish in either print or electronic media at the discretion of the Grand Council.

a. The Portals of Tau Epsilon Phi. *The Portals of Tau Epsilon Phi* shall be the official name of the Candidate Manual of the Fraternity and shall be published at such times and in such manner as the Grand Council may designate.

b. The Plume of Tau Epsilon Phi. *The Plume of Tau Epsilon Phi* shall be the name of the official publication of the Fraternity and shall be published under such regulations as the Grand Council may from time to time provide.

ARTICLE II – UNDERGRADUATE MEMBERSHIP

Section 2.01 – Election and Initiation

a. Requirements of Candidacy. Each undergraduate chapter shall within one week after starting the candidate education program, provide to the National Office of the Fraternity all required membership information.

b. Requirements for Initiation. Each chapter shall submit to the Grand Council a written request, via electronic means, for permission to initiate each candidate at least five (5) days before the date of the proposed initiation. Each request shall be accompanied by the candidate's initiation fee.

c. Initiation Ceremonies. All chapter initiation ceremonies shall be conducted according to the Ritual provided by the National Headquarters. Local initiation or pre-initiation activities that violate the Constitution, policies, and procedures of the Fraternity, or are otherwise inappropriate, are expressly forbidden.

d. Raiment's of Fraternity. Each member shall receive upon initiation, a certificate of membership "shingle", a membership card, and a standard Fraternity badge.

Section 2.02 – Fees

a. National Pledging Fee. A national pledging fee of fifty dollars ($50.00) shall be paid by each undergraduate chapter for each prospective new member. Effective August 1, 2022, the national pledging fee shall be one hundred dollars ($100.00.)

b. Initiation Fees. The initiation fee to be paid to the Grand Council for undergraduate members shall be two hundred dollars ($200.00) payable before initiation.

c. Brotherhood Dues. The payment of five hundred dollars ($500.00) per year, pro rata, based upon the number of full terms at the University where the chapter is located, excluding summer sessions, shall be paid by each undergraduate chapter for each member listed in the chapters National Database, which shall be applied, but not limited to, the cost of the administration of the Fraternity, providing publications and other services to the Chapters, and applied against the cost of General Liability Insurance. Effective August 1, 2022, the annual brotherhood dues shall be increased to five hundred and forty ($540.00.)

d. The TEP Foundation, Inc. Tax. Annually, a tax of three dollars ($3.00) shall be paid by each undergraduate chapter from Brotherhood Dues for each member listed on the chapters Fall semester roster. The monies collected from this tax shall be paid over and donated by the Grand Council to The TEP Foundation, Inc., to be administered and used as part of its general fund and in accordance with the purposes of said corporation.

e. Additional Fees and Assessments. The Grand Council may, from time-to-time, assess additional fees for specific purposes not otherwise included in the brotherhood dues. The purposes of said fees, along with frequency and duration, shall be stated at the time of assessment.

f. Local Chapter dues, fees, and costs. Local entities such as chapters, colonies, interest groups, and alumni associations are hereby authorized to assess, at their discretion, any additional dues, fees, rents, or other costs deemed necessary for the successful function of the local entities.

(1) Local dues, fees, and costs may be used for all legal and legitimate purposes required by the local entity, including but not limited to, event planning, rent, utilities, salaries, charitable contribution, and other general purposes.

(2) Local dues, fees, and costs may not offset or substitute in any way fees, dues, and other costs assessed by The Fraternity.

Section 2.03 – Officers

a. Definitions, Qualifications, and Duties. All candidates for office in undergraduate chapters or colonies shall be members of the Fraternity in good standing with the Fraternity and their respective chapters or colonies, colleges, or universities. They shall not be indebted to their respective chapters or colonies, except for the current month's account.

(1) Chancellor
   (a) To be the official executive and responsible head of the chapter.
   (b) To preside at all meetings of the chapter, to perform all duties performed by the presiding officer on motions only to make or break a tie, or when his vote would determine the outcome, and on all elections of candidates for admission to the chapter or to an office.
   (c) To enforce strict observance of *The Constitution and the National Bylaws of the Fraternity* and of its traditions and ritual, of the chapter's bylaws, and of the regulations of the college or university.
   (d) To represent the chapter in all dealings with the officials of the institution at which the chapter is chartered and with the Grand Council or any of its agents.
   (e) To appoint all standing committees and special committees, designate the chairman thereof, to see to it that they carry out their duties, and remove members thereof who may neglect their duties or abuse their powers, and to serve as ex-officio of all chapter committees.
   (f) To levy fines in accordance with the bylaws of the chapter.
   (g) To keep the rituals and ritual paraphernalia securely guarded and to preside at all initiations and to prevent such conduct in connection with initiations that might reflect discredit upon the Fraternity.
   (h) To submit to the Executive Director or his designee, at the end of his term of office, and at such times as required by the Grand Council, a written report giving a complete and accurate account of the general condition of his chapter.
   (i) To countersign all checks and vouchers for cash payments.

(2) Vice Chancellor. The duties of the Vice Chancellor shall be to serve at all times as the executive assistant of the Chancellor and in the latter's absence, incapacity, or disqualification, to serve as the executive and responsible head of the chapter.

(3) Scribe
   (a) To keep an accurate, complete, and impartial account of the proceedings of his chapter and to forward a copy of such record from time to time to the Executive Director or his designee.
   (b) To keep custody of true and current copies of *The Constitution and National Bylaws of the Fraternity* and the chapter's bylaws, and of all minutes and records of the chapter, except those pertaining to other offices hereinafter provided for.
   (c) To conduct and file all chapter correspondence and give necessary notices to members and alumni.
   (d) To attest the actions of the chapter.
   (e) To forward to the Grand Council or any of its agents such reports as are required by statute or as may be requested from time to time.

(4) Bursar
   (a) To collect monies due to the undergraduate chapter giving his receipt thereof.
   (b) To hold the funds, securities, vouchers, and account books of the chapter.
   (c) To keep the books in accordance with such system of accounts as the Grand Council may require, and to render a monthly statement thereof to the chapter.
   (d) To remit to the proper authorities all sums of money lawfully assessed against or owed by the undergraduate chapter.
   (e) To furnish a corporate security bond, for which the chapter shall pay premiums, said bonds to be security through the Grand Council.
   (f) To forward to the Executive Director or his designee a copy of his chapter's annual budget for the coming year at least fifteen (15) days before the end of the scholastic year and such financial statements as may be required by the Grand Council.
   (g) To deliver to his successor or any one designated by the chapter all or any part as directed of the funds, securities, vouchers, and account books of his chapter.
   (h) To sign all checks and vouchers for cash payments.
   (i) To file appropriate tax forms with local, state, and federal tax authorities, including but not limited to tax returns, Form 990s, and nonprofit registration status.

(5) Historian
   (a) To keep a history of the chapter.
   (b) To keep a Fraternity and chapter scrapbook.
   (c) To keep a true and accurate roster of the members of his chapter.
   (d) To prepare and forward to the editor of the *PLUME* any chapter information and updates whenever required by that officer.
   (e) To be responsible for the issuance of publicity matter at such times as will be for the best interests of his undergraduate chapter and Fraternity.

(6) Warden
   (a) To perform the duties of a sergeant-at-arms at all chapter meetings.
   (b) To administer the candidate education program.

(7) Other. The chapter may designate in their own organizational documents additional positions as they determine to be appropriate for the orderly management of their chapter.

b. Election.
   (1) All officers of each undergraduate chapter shall be elected by a vote of the chapter either in November or April of each year, at a meeting designed for that purpose, by the members in good standing. The candidates for office shall be nominated and elected at the same meeting. Each Chapter shall inform the National Office of the Fraternity which month they will conduct elections in.

   (2) The floor shall be open for nominations until no further nominations are offered.

   (3) The officers shall be chosen by secret ballot. The nominee receiving on the first ballot a number of votes equal to or greater than a majority of the number of brothers in good standing who are present shall be declared elected. In the event that no candidate received such a majority, the candidate (or candidates, if there is a tie) receiving the lowest number of votes shall be dropped from the list of nominees, and a vote taken on the remaining candidates. This process shall continue until one nominee receives such a majority, or until the Chancellor rules such a majority cannot be obtained by the nominees and call for new nominations, for which former nominees shall be eligible. No record of the ballot shall be kept except as to the name of the member elected.

c. Term of Office. Officers shall assume their duties one week after election and shall serve until their successors have been duly installed. In the event of a vacancy, officers shall assume their duties immediately upon election.

d. Removal. An undergraduate chapter, may by a two-thirds vote of the entire membership, remove an elected officer for any reason at any time, so long as proper notice is provided to the entire membership in advance of the vote, and the vote is conducted during the regular course of business.

e. Vacancies. An undergraduate chapter, may, by a majority vote of the entire membership, declare any office vacant when the interests of the chapter demand it. Notice of such intended action shall be given by the officer concerned and to all other members of the undergraduate chapter. An election of officers to fill vacancies shall be conducted in the same manner as provided for in subdivision (b) of this Section, and due notice of the meeting for such purpose shall be given.

Section 2.04 – Chapter Property

All property, whether real, personal or mixed, of any undergraduate chapter shall be acquired and owned, as the Grand Council shall direct if in the name of a non-stock and non-profit membership corporation, of which all the undergraduate and alumni members of the chapter shall automatically be members. However, with respect to the acquisition of personal property, the Grand Council may grant exceptions from the foregoing requirement.

The charter or certificate of incorporation of each such corporation shall contain or be amended to contain the following provisions, or provisions to the same effect, the blank reference to the undergraduate chapter being properly filled in:

"The purpose of this corporation shall include the improvement of the members of the corporation in literary and scientific subjects and culture, and to that end the corporation may receive and hold in trust, or otherwise, and may administer scholarships and other funds and property, and own and maintain a chapter house and other buildings. Upon revocation of the charter of the Chapter of Tau Epsilon Phi Fraternity, Inc., or upon its dissolution, the net assets of the corporation shall become the property of Tau Epsilon Phi Fraternity, Inc. and shall pay the income thereof to the said Fraternity."

Should a chapter, which formed a holding corporation later dissolved, as provided in the preceding paragraph, be re-chartered or reorganized, and another holding corporation formed, the assets so held in trust by the Grand Council shall be transferred to such new holding corporation.

Each holding corporation existing at the time of adoption of the National Bylaws shall forthwith submit a copy of its charter or certificate of incorporation to the Executive Director or his designee and henceforth all chapters intending to form holding corporations shall submit to the Grand Council for approval before filing the same in their respective states, their proposed charters or certificates of incorporation to the Grand Council for approval before filing the same in their respective states.

Each holding corporation shall file a list of its officers with the Executive Director or his designee immediately after their election to office.

Each holding corporation shall submit an annual financial report, duly attested by its President and financial officer, to the Grand Council.

The financial officer of each holding corporation shall be bonded in such manner and amount as may be determined by the Grand Council, and the premium for such bond assessed against the corporation.

ARTICLE III – ALUMNI ASSOCIATIONS

Section 3.01 – Alumni Membership

a. Definitions of alumnus – An alumnus of the Fraternity shall be:

   (1) An undergraduate member who has successfully graduated or left the university in good standing at which a chapter or colony is duly recognized by the Fraternity; or

   (2) Has been formally deemed an alumnus by a vote of the Grand Council as a result of a chapter or colony having been disbanded, suspended, or had their charter revoked.

b. Dues - The members of the National Chapter shall be deemed an alumnus in good standing by paying to the Grand Council $50 per year, receive such benefits as shall be provided for in the Constitution and National Bylaws.

c. Benefits – Benefits to an alumnus in good standing shall include all of the rights designated by this Constitution and National Bylaws.

d. Life Membership – A lifetime membership shall be designated upon any alumnus in good standing with the payment of $1,000 at any single time. Life membership will convey all of the rights and benefits of being an alumnus in good standing for the remainder of the alumnus' natural life without the need to ever pay the dues in Section 3.01(b) above.

Section 3.02 – Alumni Associations

a. Categories of alumni associations

(1) Chapter-Based Alumni Associations – An association organized by alumni in good standing from a specific undergraduate chapter or colony.

(2) Regional-Based Alumni Associations – An association organized by alumni in good standing with a specifically-defined region regardless of the chapter or colony of the individual alumni members.

(3) Other Associations – Upon the petition to, and approval of, the Grand Council, an alumni association based on characteristics not already enumerated in sections (1) or (2) above.

b. Multiple membership – An alumnus in good standing may be a member of multiple alumni associations, so long as the alumnus qualifies for membership in each association individually, and meets all other qualifications designated by each association, including but not limited to, the payment of dues to both the Fraternity and all relevant associations, as per Section 3.02.d. below.

c. Establishment and Charter. An alumni association may be constituted with a minimum of ten (10) alumni in good standing who have petitioned the grand council for a charter and have paid all required dues to the Fraternity as designed under Section 3.02(d). Upon successful petition to the Grand Council, a charter shall be issued to each recognized alumni association, and such charter shall be in such form and language as may be directed by the Grand Council.

d. Dues. Each alumni association may impose upon its members such dues as it sees fit. At such times as the Grand Council may require, each alumni association shall submit to the Grand Council a list of its members, with their addresses, together with the alumni association dues of $10 per member, except for Life Members, in addition to all other required dues otherwise designed herein; and no brother shall be a member of an alumni association unless such dues have been remitted by him as so required.

e. Other Requirements

(1) Bylaws. Each alumni association may shall adopt such bylaws that shall not be in conflict with any of the provisions of *The Constitution or National Bylaws of the Fraternity*, or any of the edicts of the Grand Council.

(2) Officers. Each alumni association shall elect a Chancellor, a Vice Chancellor, a Scribe, and Bursar. Each association may have such other officers as provided by its bylaws.

ARTICLE IV – DISCIPLINE

Section 4.01 – Offenses

a. Violations of Laws or Rules. It shall be an offense to violate *The Constitution or National Bylaws of the Fraternity*, policies and edicts of the Grand Council, bylaws of chapters or alumni associations, rules of the college or universities at which chapters are located, or the State, Territory, Province, or Federal law.

b. Violations of Oath or Duty. It shall be an offense to violate the oath of initiation, or any oath or duty of office in the Fraternity, or any regularly constituted body thereof.

c. Improper Conduct. It shall be an offense for any member of the Fraternity, any undergraduate chapter, colony, or alumni association to conduct himself or itself in a manner, which is un-fraternal, scandalous, or prejudicial to the good name or best interests of the Fraternity.

d. Financial Delinquency. It shall be an offense for a member, an undergraduate chapter, or an alumni association to be delinquent in its financial obligations to the Fraternity, the undergraduate chapter, or any recognized Fraternity body or organization.

e. Failure to Appear at Grand Chapter. It shall be an offense for any Undergraduate Chapter in Good Standing to not send a delegate to the biennial Grand Chapter Session. Such offense shall be punishable by the assessment of a fine of thirty ($30.00) per brother in that Chapter.

Section 4.02 – Emergency Powers

a. The Grand Council or its authorized agents are empowered to enact any of the disciplinary sanctions allowed by the Constitution or the National Bylaws against any undergraduate member, alumni member, undergraduate chapter, or alumni association after a preliminary investigation and without a trial if such action is required to preserve the reputational, financial, or legal interests of the Fraternity. In such cases, the undergraduate members and chapters shall have an automatic right of appeal before the Grand Council or an authorized trial commission.

    1. The undergraduate member, alumnus, undergraduate chapter, or alumni association must be notified of the sanction and their right of appeal by written notice via United States Postal Service Registered Mail, or Certified Mail, or by electronic mail, by serving the Chancellor or Vice Chancellor of the Chapter, Colony, or Alumni Association at their last known home address, or their last known college address, or their last known email address. Upon receipt of notification, the affected parties have thirty (30) days to submit an appeal in writing to the Fraternity.

b. The International Consul and the Executive Director each are empowered to suspend any chapter, colony, alumni association or individual member(s) for up-to two (2) weeks should he become aware of actions or behavior detrimental to the good name of the Fraternity which shall include but is not limited to violations of the risk management policy of the Fraternity. Should the Executive Director exercise this power he shall inform the Consul as soon as practical. The

Consul must convene an emergency Grand Council meeting before the expiration of the two (2) week suspension to determine if any further action is warranted against the suspended entity.

Section 4.03 – Procedure Preliminary to Trial or Hearing

a. As to undergraduate or alumni members. Disciplinary action against an undergraduate or alumni member of the Fraternity shall be instituted by any member or officer of the Fraternity by filing with the Consul, or his designee for such matters, a written and signed complaint. The Consul, or his designee for such matters, shall present the complaint to the Grand Council. The Grand Council shall determine whether or not it shall entertain the charges. The Grand Council may also initiate disciplinary procedures without written complaint in cases where there is reasonable evidence to pursue further action. If it decides to do so, the Grand Council may hear evidence itself or appoint a trial commission, and shall fix a date for the trial, which will give the accused at least ten (10) days' notice. The Consul, or his designee for such matters, shall give the accused written notice by email of the date and place of trial, of the charges filed against him, omitting the name of the brother filing the charges where applicable and shall inform the brother of his right to name any brother as his counsel.

b. As to undergraduate chapters or alumni associations. Disciplinary action against an undergraduate chapter or an alumni association shall be instituted by any member or officer of the Fraternity by filing with the Consul, or his designee for such matters, a written and signed complaint. The Consul, or his designee for such matters, shall present the complaint to the Grand Council. The Grand Council shall determine whether or not it will entertain the charges. The Grand Council may also initiate disciplinary procedures without a written complaint in cases where there is reasonable evidence to pursue action. If it decides to do so, it may secure evidence by means of a commission to be appointed by it, and shall fix a date on which, and a place where, it shall adjudicate the charges, and shall notify the accused undergraduate chapter or alumni association of such date and place. This notification will be given by email and give the chapter at least ten (10) days' notice.

c. As to a National Officer, Director, and other Key Persons. Disciplinary action against a National Officer shall be instituted by the filing of a written and signed complaint with the Consul, or his designee for such matters, who shall immediately advise the Grand Council. The Consul, in conjunction with the Grand Council, shall determine whether the charges shall be entertained, unless the complaint is directed against the Consul, in which case, the First Vice Consul will assume administration of the matter. If it is determined that the charges be entertained, the Consul shall fix a date and place, providing at least twenty (20) days' notice to the accused. The Consul shall give the accused notice, by email, of the charges filed against him, and of the date and place the charges were filed, and shall inform the accused of his right to name any brother as his counsel. Where the Grand Council determines that the charges shall be entertained, the Consul shall, pending the outcome of the trial, relieve the accused officer of his duties.

Section 4.04 – Due Process

a. Appointment of Trial Commission. Through its powers to initiate and complete disciplinary proceeding for any offense listed in this Section, the Grand Council may authorize the Consul to delegate the authority to hear and adjudicate the aforesaid charges to a Trial Commission made

up of no less than three alumni members, at least one of whom if practicable, shall be a licensed attorney. Where possible, the Trial Commission shall be made up of representatives from the Grand Council, National Staff, and the appropriate Chapter Advisors or other appointed Officers of the Fraternity. No one shall sit on a commission who has an active role in the issues or incidents being considered.

b. Trial
   (1) Necessity. A trial shall be required for the infliction of any disciplinary penalty, except such fines and penalties as may be provided for as standing fines and penalties in the bylaws of the undergraduate chapter, or in the Constitution or the National Bylaws of the Fraternity.

   (2) Minutes. The body conducting the trial, either the Trial Commission or the Grand Council, shall appoint either from among its ranks or to a non-participating alumnus, the directive to prepare a complete and accurate set of minutes of the trial, which shall include at least a summary of the proceedings, a list of witnesses, and resulting deliberations. A copy of such minutes shall be sent to the Tribune and another copy to the Consul.

   (3) Evidence.
      (a) Any brother of the Fraternity shall be permitted to testify, or to present evidence tending to show the guilt or tending to show the innocence of the accused as to the matter or matters charged, and the accused shall be permitted, but not required to testify and to present any evidence on his behalf; the accused shall also be permitted to cross examine any witness.

      (b) The presiding officer may, within his discretion exclude the proffered evidence as irrelevant, but in any case, in which he so excludes evidence, an appeal may be taken to the body by the brother offering it, in which case a vote shall be taken, and the evidence admitted or excluded according to the vote of the majority.

   (4) Final Vote. A vote of at least two-thirds of the members present of the body holding the trial, provided there is quorum, shall be required to adjudge any brother guilty of an offense.

Section 4.05 – Disciplinary Actions

a. Possible disciplinary actions. For undergraduates or alumni members, the penalty for a disciplinary offense may, as determined by the trial body, consist of one or more of the following:

   (1) Censure
   (2) Fine
   (3) Suspension from Membership in the Fraternity for a specified period of time
   (4) Suspension or removal from Office
   (5) Expulsion from the Fraternity

b. Financial Delinquency. Any undergraduate chapter or colony delinquent sixty (60) days or more in any financial obligation to the Fraternity may be suspended by vote of the Grand Council.

Failure of the chapter or colony to pay its arrears within sixty (60) days after suspension for this cause may, in the discretion of the Grand Council, constitute grounds for expulsion.

Section 4.06 – Reinstatement. An expelled member may at any time seek reinstatement in the Fraternity by submitting a petition to the Grand Council. The petition shall include all pertinent details concerning the original cause of expulsion and shall give good and sufficient reason why reinstatement is indicated. The Grand Council shall cause an investigation to be made of the case, and, if it is found that the expelled member was wrongfully accused, tried, or convicted, the Grand Council may reinstate him in good standing. In the event that the expelled member was properly accused, tried, and convicted, but that since his conviction extenuating circumstances surrounding his conviction have developed, or, in the case of financial delinquency, payment thereof has been tendered, the Grand Council may, at its discretion, reinstate the expelled member. The vote of the Grand Council, in such cases of reinstatement, shall be by a two-thirds (2/3) vote of the Grand Council members present and voting.

ARTICLE V – MEMBERSHIP REVIEWS

Section 5.01 – Legislative Intent and Purpose

a. This section to the National Bylaws defines the processes and framework for Membership Reviews; the rights, duties and responsibilities of Brothers, Chapters, Colonies, or alumni associations under review; and the powers and duties of the Grand Council in the Membership Review process.

b. Brotherhood (Membership) Reviews are a means to realign a wayward chapter, colony, or alumni association with the Creed, Motto and values of Tau Epsilon Phi. The vision, goals and behavior of a chapter/colony may begin to deviate from the ideals of the organization and jeopardize the integrity of the fraternity. Membership Reviews as a way to reaffirm brothers' position to uphold the values of Tau Epsilon Phi and provide a process to rehabilitate or discipline those who violate the rules set forth in the Constitution and National Bylaws.

Section 5.02 – Conflict with other provisions of the National Bylaws

a. To the extent that any provision contained in this Section shall conflict with any other provision contained in the Constitution, the provisions set forth in the Constitution shall govern.

b. To the extent that any provision contained in this Section shall conflict with any other provision in the National Bylaws, the provisions set forth in this Section shall govern.

c. The provisions of this Section are severable. If any part of this Section is declared invalid or Unconstitutional under the Constitution, that declaration shall not affect the part which remains.

Section 5.03 – Definitions

a. For the purposes of this Section, the following definitions shall apply:

(1) “Chapter”, “Colony”, “Alumni Association”, or “Member” shall have the ordinary meanings assigned to it under the Constitution.

Section 5.04 – Initiation of Membership Review

a. Upon receipt of information that a Chapter, Colony, Alumni Association, or Member has violated, is currently in violation of, or will violate in the future, any rule or provision of the Constitution or National Bylaws, the Grand Council is empowered to act pursuant to the supreme executive and judicial powers granted it by virtue of Article V of the Constitution.

b. Upon receipt of such information, the Grand Council or the Executive Director may initiate a Membership Review of such Chapter, Colony, Alumni Association, or Member.

c. Membership Reviews may be instituted for any one or more of the following reasons:
   (1) Violation of the Constitution, National Bylaws; policies, edicts or resolutions of the Grand Council; specific agreements between the Grand Council or the Grand Chapter and the Chapter, Colony, Alumni Association, Member, or Alumnus; bylaws of the Chapter, Colony or Alumni Association; violation of the rules of the college or university at which the Chapter or Colony is located; violation of the oath of initiation; violation of the oath or duty of office in the Fraternity; violation of the State, Territory, Province, or Federal law; or financial delinquency of a Chapter, Colony, Alumni Association, or Member;

   (2) Mismanagement by the Chapter or Colony executive board;

   (3) For other good cause as determined by the Grand Council or Executive Director;

d. Upon a determination that a Membership Review is warranted, the Executive Director shall serve the Chapter, Colony, or Alumni Association with written notice via United States Postal Service Registered Mail, or Certified Mail, or by electronic mail, by serving the Chancellor or Vice Chancellor of the Chapter, Colony, or Alumni Association at their last known home address, or their last known college address, or their last known email address. The Executive Director shall serve a Member with written notice via United States Postal Service Registered Mail, or Certified Mail, or by electronic mail, by serving the Member at their last known home address, or their last known college address, or their last known email address.

e. The Executive Director is empowered to serve the Chapter, Colony, Alumni Association, or Member a written request for information relevant to the inquiry along with the notice of Membership Review, or at any time subsequent to the initial written notice of Membership Review. If the request for information is served subsequent to the initial written notice of Membership Review, the request for information must be served in the same manner as the initial written notice.

f. The initial notice of Membership Review must contain the nature of the inquiry, the name of the individual(s) being investigated, or the name of the Chapter, Colony, or Alumni Association being investigated; and must set forth a notice containing the rights and responsibilities of the

Chapter, Colony, Alumni Association, or Member. If accompanied by a written request for information, the initial notice must also set forth a time, date, place and manner for compliance with the request for information, and the person(s) authorized to respond to such request. The form of such initial notice or written request for information may be set by the Executive Director.

Section 5.05 – Rights of the Chapter, Colony, Alumni Association, or Member during the Membership Review

a. The Chapter, Colony, Alumni Association, or Member shall have the right to written notice that contains the nature of the inquiry, the name of the individual(s) being investigated, the name of the Chapter or Colony being investigated;

b. The Chapter, Colony, Alumni Association, or Member shall have the right to a written notice setting forth the rights and responsibilities of the Chapter, Colony, Alumni Association, or Member under this Section;

c. A Chapter, Colony, Alumni Association, or Member shall have the right to respond in writing to any allegations contained in the initial notice of Membership Review, provided that the response is sent via United States Postal Service Registered Mail, Certified Mail, or transmitted via e-mail to the member of the Executive Director; but in no event shall the response be sent any more than thirty (30) days from the date of service of the initial written notice;

d. A Chapter, Colony, Alumni Association, or Member shall have the right to respond in person or by video conference before the individuals conducting the Membership Review to any allegations contained in the initial notice of Membership Review at a time, date and place to be agreed upon; but in no event shall the in-person meeting or video conference take place any more than thirty (30) days from the date of service of the initial written notice;

e. A Chapter, Colony, Alumni Association, or Member shall have the right to present any testimony, testimonial statements, or any evidence which tends to exonerate the Chapter, Colony, Alumni Association, or Member, or to mitigate any allegation, in their written response, or with their in person or video conference meeting; if documentary evidence is submitted at the in person or video conference meeting, copies shall be given to the Grand Council.

f. A Chapter, Colony, or Alumni Association shall have the right to a written notice of the final disposition of the Membership Review within 15 days upon conclusion of the Membership Review by serving the Chancellor or Vice Chancellor of the Chapter, Colony, or Alumni Association with written notice via United States Postal Service Registered Mail, or Certified Mail, or by electronic mail, by serving the Chancellor or Vice Chancellor of the Chapter, Colony, or Alumni Association at their last known home address, or their last known college address, or their last known email address.

g. A Member shall have the right to a written notice of the final disposition of the Membership Review within 15 days upon conclusion of the Membership Review by serving the Member with written notice via United States Postal Service Registered Mail, or Certified Mail, or by electronic mail, by serving the Member at their last known home address, or their last known college address, or their last known email address.

h. A Chapter, Colony, Alumni Association, or Member may appeal any determination of the Grand Council as provided in Section 5.07(c) below.

Section 5.06 – Responsibilities and Duties of the Chapter, Colony, or Member during a Membership Review

a. During the Membership Review, the Chapter, Colony, Alumni Association, or Member must continue to pay all dues and honor all financial responsibilities required of it/him;

b. During the Membership Review, the Chapter, Colony, Alumni Association, or Member must continue to adhere to the Constitution, National Bylaws; edicts or resolutions of the Grand Council; specific agreements between the Grand Council or the Grand Chapter and the Chapter, Colony, Alumni Association, Member, or Alumnus; by-laws of the Chapter, Colony, or Alumni Association; rules of the college or university at which the Chapter or Colony is located; the oath of initiation; the oath or duty of office in the Fraternity; and the State, Territory, Province, or Federal law.

c. During the Membership Review, the Chapter, Colony, Alumni Association, or Member must promptly respond to all inquiries and requests for information by the Grand Council or anyone empowered to act on its behalf; must provide truthful and accurate information; must not make any material omissions; and must promptly advise the Grand Council or anyone empowered to act on its behalf if any of the information previously provided is updated or if the responding individual learns that a previous response to information contained inaccurate or incorrect information. If a member chooses not to participate in a Membership Review or does not show up to a meeting previously scheduled with them, it will be assumed that this member no longer wishes to be a member of the Fraternity.

d. During the Membership Review, the Chapter, Colony, or Alumni Association must make the Members available for in-person, telephonic, or video conference interview as requested by those conducting the Membership Review. Each Member considered during Membership Review shall make himself available for in-person, telephonic, or video conference interview as requested. If a member chooses not to participate in a Membership Review or does not show up to a meeting previously scheduled with them, it will be assumed that this member no longer wishes to be a member of the Fraternity.

Section 5.07 – Disposition of Membership Review

a. Upon completion of the Membership Review, the those empowered to conduct the review may take the following actions:
   (1) Enter into a written or oral agreement with the Chapter, Colony, Alumni Association, or Member to remedy specific issues relating to Chapter, Colony, Alumni Association, or Member behavior, culture, practices, or customs by any of the following acts:

(j) Requiring the institution of, or abolition, or amendment of any bylaws, operating procedures, rules, or regulations to govern the Chapter, Colony, Alumni Association or Member;

(ii) Requiring a specific plan of action to deal with any issue facing the Chapter, Colony, Alumni Association, or Member, including making restitution, performing community service, or attending educational or informational courses or seminars;

(iii) Require or impose a specific payment plan to deal with any financial deficiencies or obligations concerning the Chapter, Colony, Alumni Association, or Member;

(iv) Take such other and further action as may be necessary to remedy any issue facing the Chapter, Colony, Alumni Association, or Member, or to enforce any provision of the Constitution or National Bylaws;

(2) Institute disciplinary proceedings pursuant to Article IV of the National Bylaws.

b. Service of Final Disposition of Membership Review

(1) Upon final disposition of the Membership Review, the Executive Director shall serve the Chapter, Colony, or Alumni Association with written notice via United States Postal Service Registered Mail, or Certified Mail, or by electronic mail, by serving the Chancellor or Vice Chancellor of the Chapter, Colony, or Alumni Association at their last known home address, or their last known college address, or their last known email address.

(2) The Executive Director shall serve a Member with written notice via United States Postal Service Registered Mail, or Certified Mail, or by electronic mail, by serving the Member at their last known home address, or their last known college address, or their last known email address.

(3) The final disposition shall contain the findings of the Membership Review team and any remedial actions to be taken, and any disciplinary measures anticipated to be instituted pursuant to Article IV of the National Bylaws.

(4) The final disposition shall contain a provision permitting the Chapter, Colony, Alumni Association, or Member to accept the final disposition and to agree to be bound by its terms. In that case, the final disposition shall be treated as an enforceable agreement between the Chapter, Colony, Alumni Association, or Member by the National Fraternity. Such assent shall be indicated by a physical signature by the Chapter, Colony, or Alumni Association representative, or by the Member, or by a digital signature or written acknowledgement either by letter or by email by the same.

c. Appeal

(1) Upon final disposition of Membership Review, the Chapter, Colony, Alumni Association, or Member may appeal any determination by the Membership Review team by submitting a written appeal that shall be sent via United States Postal Service Registered Mail, Certified Mail, or transmitted via e-mail to the Executive Director within ten (10) days of the date of service of the final disposition.

(2) The written appeal may contain such documentary evidence as set forth in Section 5.05(e) above.

(3) The Executive Director shall inform the Consul of the notice of appeal and the Consul shall have the same added to the agenda of the next meeting of the Grand Council. The Grand Council shall vote to uphold the terms of sentence or modify the terms of the same as they see fit.

(4) The right to appeal shall be deemed to be waived by the failure of a Chapter, Colony, Alumni Association, or Member to comply with the procedures set forth in this Section, to any inquiry by the Grand Council, or by the consent to be bound by the terms of the final disposition by agreement.

ARTICLE VI - AMENDMENT OF NATIONAL BYLAWS

An amendment to the National Bylaws shall be as prescribed in the Constitution, Article II, Section 2.04.