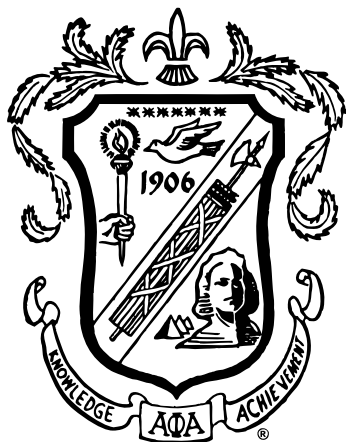


ALPHA PHI ALPHA FRATERNITY, INC.



**CONSTITUTION
AND BY-LAWS
2017**

ALPHA PHI ALPHA FRATERNITY, INC.



**CONSTITUTION
AND BY-LAWS
2017**

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ALPHA PHI ALPHA FRATERNITY, INC.

P R E A M B L E

We, the members of this organization, in order to promote a more perfect union among College men; to aid in and insist upon personal progress of its members; to further brotherly love and a fraternal spirit within the Organization; to discountenance evil; to destroy all prejudices; to preserve the sanctity of the home, the personification of virtue and the chastity of women, do hereby enact and establish this Constitution for the government of its members.

J E W E L S

Henry A. Callis

Charles H. Chapman
Eugene Kinckle Jones
George B. Kelley

Nathaniel A. Murray
Robert H. Ogle
Vertner W. Tandy

Cornell
University
Ithaca, New
York 1906

ALPHA PHI ALPHA FRATERNITY, INC.

TRANSMITTAL

Herewith is transmitted the Constitution and By-Laws of Alpha Phi Alpha Fraternity, Incorporated 94th General Convention/111th Anniversary Convention in Batimore, Maryland in 2017.

Pursuant to the provisions of the Constitution and By-Laws these amendments have been ratified by the Chapters, in accordance with Article VI, Section 2 of the Constitution and Article XII, Section 2 of the By-Laws of the fraternity.

This Constitution and By-Laws is the basic law of the Alpha Phi Alpha Fraternity, Incorporated and supersedes all previous laws, special orders, rules and regulations.

CASH SUTTON III,
Chairman Committee
on Constitution
October 9, 2017

CERTIFICATION

I hereby certify that the Constitution and By-Laws which follow are the actions of the 94th General Convention and 111th Anniversary Convention of Alpha Phi Alpha Fraternity, Incorporated, as recorded in its proceedings and ratified by the chapters of A Φ A.

Additional copies of this document are available for purchase at the Corporate Headquarters, 2313 St. Paul Street, Baltimore, MD 21218-5211.

JAMIE R. RILEY, PH.D.
Executive Director & COO
October 20, 2017

ATTEST:
EVERETT B. WARD, PH.D.
General President

CONSTITUTION

ARTICLE I

NAME, MISSION, OBJECTIVES, AND SYMBOLS

Section 1 – **Name**

The name of this organization shall be ALPHA PHI ALPHA FRATERNITY, INCORPORATED.

Section 2 – **Mission**

Alpha Phi Alpha Fraternity, Incorporated develops leaders, promotes brotherhood and academic excellence, while providing service and advocacy for our communities.

Section 3 – **Objectives**

The objectives of this Fraternity shall be: to stimulate the ambition of its members; to prepare them for the greatest usefulness in the causes of humanity, freedom and dignity of the individual; to encourage the highest and noblest form of manhood; and to aid down-trodden humanity in its efforts to achieve higher social, economic and intellectual status.

Section 4 – **Symbols**

- 4.1 The Symbols shall be the Greek letters: ALPHA PHI ALPHA.
- 4.2 The “Fraternity Shield” is the official emblem.
- 4.3 The “Fraternal Design” is the official coat-of-arms design.
- 4.4 The official colors shall be BLACK and OLD GOLD. No other colors shall be used when representing the Name of Alpha Phi Alpha, its

Regions, Districts or Chapters.

- 4.5 The official flower shall be the YELLOW ROSE.
- 4.6 The official seal shall bear the words “ALPHA PHI ALPHA FRATERNITY, Inc.” on the margin, with the words “Founded 1906” in the center. The seal of the Chapter shall bear the words “ALPHA PHI ALPHA FRATERNITY, Inc.” on the margin with the name of the Chapter and the year of its establishment in the center.

Section 5 – Official Organ

The official organ shall be known as “THE SPHINX”.

Section 6 – Aims

The aims of this organization shall be MANLY DEEDS, SCHOLARSHIP, AND LOVE FOR ALL MANKIND.

ARTICLE II

THE GENERAL ORGANIZATION

Section 1 – The Parent body

- 1.1 The parent body shall be known as the GENERAL ORGANIZATION.
- 1.2 The term General Organization includes: Alumni and College Chapters: the General Officers; the Board of Directors; the Past General Presidents; Committees, Commissions and Foundations created by the General Convention.

Section 2 – The General Convention – Supreme Governing body

- 2.1 The supreme governing body of the General Organization shall be the General Convention, which shall meet biennially at such time and place, as the previous General Convention shall determine.
- 2.2 The Board of Directors shall have authority to determine the time or place for holding a General Convention when such time or place has not been determined by the preceding General Convention. The General Convention shall have the sole power to enact legislation for the regulation of all matters pertaining to the General Organization, except those, which are otherwise expressly provided for in this Constitution.

Section 3 – Composition of the General Convention

- 3.1 The General Convention shall be composed of the General Officers; the Past General Presidents; the Chairmen of Standing Committees; and the delegates from Alumni and College Chapters, each of whom shall be entitled to one vote.
- 3.2 All other members of the Fraternity in good standing may attend the General Convention and participate in its proceedings, but shall not be entitled to vote.

Section 4 – Representation at the General Convention

Delegates to the General Convention, each having one vote, shall be apportioned to Chapters on the basis of the following schedule, provided the Chapter has satisfied all its financial obligations.

Number of Financial Members as of May 1 Delegates Of Convention year	Number of Chapter
---	------------------------------

1 – 6

1

7 – 14	2
15 – 29	3
30 – 50	4
51 – 74	5
75 – 99	6
100 – 149	7
150 – 199	8
200 – 249	9
250 or more	10

Section 5 – Convening of the General Convention

The General Convention, or any Special Convention, shall meet upon the call of the General President or by petition of not less than two-thirds (2/3) vote of the Board of Directors.

Section 6 – Quorum of the General Convention

One-fourth of the delegates registered at the General Convention shall constitute a quorum.

**ARTICLE III
REGIONAL ORGANIZATION**

Section 1 – Designation of Regions

- 1.1 The Regions of the General Organization shall be as follows: EASTERN, SOUTHERN, WESTERN, SOUTHWESTERN AND MIDWESTERN.
- 1.2 Each Region shall have jurisdiction over the Chapters in such geographical areas as shall be determined by the General Convention.
- 1.3 The Regional organization shall be headed by the elected Regional Vice President and the Regional Assistant Vice President.

Section 2 – **Regional Conventions**

- 2.1 Each Region shall have the authority to hold a convention once in each year. It may, in addition, hold such lesser meetings as may be deemed necessary or desirable.
- 2.2 Regional conventions shall elect a Regional Vice President and a Regional Assistant Vice President. The Regional Convention also has limited legislative authority. The legislative authority granted to the Regional Convention will be limited to laying and collecting fees and taxes in its respective region.
- 2.3 Regional Conventions shall meet on the call of the Regional Vice President.
- 2.4 The Regional Convention shall be composed of the Regional Officers; General Officers as defined in Article IV, Past General Presidents and Chairmen of the General Organization's Standing Committees residing within the convening region; and, others as stipulated in Article III, Section 4 of this Constitution.

Section 3 – **Regional Officers**

- 3.1 The Regional Officers shall be: the Regional Vice President and the Regional Assistant Vice President.
- 3.2 The Regional Vice President shall appoint such other officers as may be necessary for the conduct of the business of the Region.

Section 4 – **Representation**

- 4.1 Any member in good standing with a Chapter within the Region's jurisdiction shall be eligible to register at and attend a Regional Convention and to participate in its deliberations.

- 4.2 Chapter representation at Regional Conventions shall be governed by the number of votes to which each chapter is entitled in accordance with the table of apportionment under Article II, Section 4 of this Constitution. For purposes of this section, Chapter representation shall be based on the number of financial members as of the first day of the month preceding the month in which the Regional Convention is held, as certified by the Executive Director, provided the Chapter has satisfied all financial obligations.
- 4.3 Immediate Past Regional Vice Presidents and Assistant Vice Presidents, Current and Immediate Past General Officers, Chairmen of the General Organization's Standing Committees, Foundations and Commissions in attendance and residing in the convening Region shall be entitled to one vote.

ARTICLE IV GENERAL OFFICES

Section 1 – Elective Offices

The elective offices shall be: the General President, the five Regional Vice Presidents, the five college Regional Assistant Vice Presidents, the General Treasurer and the Comptroller.

Section 2 – Requirements for election to General Office

- 2.1 A candidate for nomination and election to a General Office must have registered and been in attendance at two of the three General Conventions immediately preceding the Convention at which he

is presented as a candidate for elective office, except that the attendance requirements shall not apply to the offices of Regional Assistant Vice President.

- 2.2 Each candidate for the office of Regional Assistant Vice President must be regularly enrolled and taking courses leading to his first academic degree during the entire term of his office.

Section 3 – **Election Procedure**

- 3.1 Election procedures, not inconsistent with the provisions of this Constitution, shall be prescribed by the Standing Committee on Elections.
- 3.2 Except as provided for in Section 3.22, election to the office of the General President shall be by ballots distributed to each member who is financial with the General Organization according to the records of the Executive Director, as of the first (1st) day of April of the year in which an election is held. Ballots shall be distributed not later than the twenty-first (21st) day of April of an election year, and sent by the Election Committee. The candidate receiving the largest number of votes cast shall be declared elected to the office.
 - 3.21 The candidates for the office of General President shall be nominated at a General Convention. The rules and procedures for said nominations shall be determined by the Committee on Elections as approved by the General Convention.
 - 3.22 The General Convention shall present no more than two nominees for the office of General President on the ballot for election; except when there is only one (1) nominee where he shall be declared the General President-elect.

- 3.23 If a nominee is unable to complete the election process for whatever reason after the vote by the General Convention and there are three or more candidates, then the name of the candidate receiving the next largest number of votes at the General Convention shall become the nominee and shall be placed on the ballot.
- 3.3 Election to all General Offices except those of the General President, and elected Regional Officers, shall be by nomination and election at the General Convention.
- 3.4 Candidates for the General Offices of Regional Vice President and Regional Assistant Vice President must be residents of the region in which they are elected. (For this purpose the College Chapter location denotes residence of College Brother candidates). They shall be nominated and elected at their Regional Convention. Their election shall be by ballot and majority vote. This election shall be held immediately at the site of the Convention. In the year in which a General Convention is not held, the Regional Assistant Vice President shall be installed no later than the third Monday of July at a scheduled Board of Directors meeting or, if a Board meeting is not scheduled, at the Corporate Headquarters.
- 3.5 All vacancies occurring in the offices of the General Organization during the year shall be filled by the General President on the recommendation of the Board of Directors.
- 3.6 In the event of the incapacity or the inability of the General President to serve, a special ad hoc committee composed of Past General Presidents, convened upon the notice to them for such purpose by the Executive Director, shall have the authority

to determine from amongst the Regional Vice Presidents who shall serve as Acting General President of the Fraternity until the incapacity or inability of the General President is removed, or until his successor is elected. Such appointment shall in no case extend beyond the next succeeding General Convention where a special election shall be held to choose an Acting General President of the Fraternity to serve the unexpired term or until the incapacity or inability of the General President is removed. Election procedures for this special election shall be prescribed by the Standing Committee on Elections and adopted by the General Convention.

Section 4 – **Tenures of Office**

- 4.1 The General President shall serve a term of four (4) years with no succession, and shall assume office on January 1 of the year following the certification of his election. The Special Convention or Board of Directors shall meet in the year of a General Presidential election no later than August 31st of that election year and certify the accuracy of the Election Committee's report.
- 4.2 The Vice President of each Region shall serve a term of two years. He may succeed himself immediately for one additional term of two years.
- 4.3 All other General Officers, except the General Treasurer, the Historian and the Comptroller – whether elected or appointed – shall be limited to a tenure which does not exceed a four (4) year term, or in appropriate cases, until the next General Convention following the completion of four (4) years in office.
- 4.4 The Comptroller and the General Treasurer shall be elected in consecutive biennial years. They shall

serve a term of four (4) years each. The Historian shall serve a term of two (2) years and not limited to tenure in office. The Comptroller and the General Treasurer shall be limited to serve no more than two (2) consecutive, four (4) years terms in office.

Section 5 – Annual and Biennial Reports

All General Officers shall make reports to each General Convention and annual reports to the Board of Directors.

ARTICLE V

THE BOARD OF DIRECTORS

Section 1 – Composition of the Board of Directors

- 1.1 The Board of Directors shall consist of voting and non-voting members.
- 1.2 The voting members of the Board of Directors shall be the elected General Officers of the Fraternity, including the General President, the Immediate Past General President, the General Treasurer, the Comptroller, each Regional Vice President and each Regional Assistant Vice President.
- 1.3 The non-voting members of the Board of Directors shall be the General Counsel and the Executive Director.
- 1.4 The Past General Presidents may sit with the Board of Directors, but shall neither hold office thereon, nor have the right to vote.
- 1.5 No full-time employee of the Fraternity, whether of contractual or elective status, shall be a voting member of the Board of Directors.

Section 2 – Duties and Responsibilities of the Board of Directors

- 2.1 The Board of Directors shall develop policies and pro- grams which are within the limits of constitutional provisions and shall, from time to time, recommend to the General Convention such legislative changes as maybe necessary to give effect to, or ensure the implementation of, recommended policies and programs.
- 2.2 The Board of Directors shall examine budgetary proposals submitted to it by the Standing Committee on Budget and Finance and shall submit such proposals, together with its own recommendations, to the General Convention for approval.
- 2.3 When the General Convention is not in session, the Board of Directors, by not less than two-thirds (2/3) vote of its members present and voting, shall approve, prior to spending, all non-budgetary items and items exceeding the approved budgeted amount.
- 2.4 The Board of Directors shall take such action between sessions of the General Convention as will most effectively ensure the financial integrity and best interests of the Fraternity.
- 2.5 The full board, or a quorum of more than half of its voting membership, shall act on all matters coming before it.
- 2.6 The Board of Directors shall perform such duties and discharge such responsibilities as may be provided for in other Articles of this Constitution.
- 2.7 The Board of Directors, except in matters relating to finances, may authorize a Committee or sub-Committee from amongst its membership to act for it, or it may, for ad hoc purposes, co-opt one or more non-members to act for it.
- 2.8 The Board of Directors shall meet at the call of the General President at least once in each year, or by petition of not less than two-thirds (2/3) of the

voting members of the Board of Directors.

- 2.9 If the General President is incapacitated or refuses to approve a petition for a meeting, then the Board of Directors, by two-thirds (2/3) majority, may call a Board meeting.

ARTICLE VI AMENDMENTS

Section 1 – Proposals for Amendment

- 1.1 Any member or chapter wishing to amend the General Constitution shall submit the proposed change to their respective Regional Vice President not less than 60 days prior to the next succeeding Regional Convention.
- 1.2 The Regional Vice President shall send copies of all proposed amendments to their respective chapters not less than 30 days prior to the start of the next succeeding Regional Convention.
- 1.3 Upon the affirmative vote of the majority of the delegates present and voting at the Regional Convention, the Regional Vice President shall forward all proposed amendments, to the Executive Director not more than 30 days after the close of the Regional Convention.
- 1.4 The Executive Director shall send copies of all proposed amendments to each Chapter not less than sixty (60) days prior to the next succeeding General Convention.

Section 2 – Adoption of Amendments

- 2.1 Adoption of amendments to the General Constitution shall require the affirmative vote of three-fourths of the delegates present and voting at the General

Convention.

- 2.2 All amendments to the General Constitution adopted by the General Convention shall be submitted, within sixty (60) days after adoption, to all Chapters for approval or disapproval, except as otherwise provided in this Constitution and By-Laws to conform with a thirty (30) day deferral period. A negative vote, within sixty (60) days after submission, of fifty-one (51) percent of the Chapters shall be sufficient to veto the action of the General Convention. Chapter votes shall be transmitted by certified mail.

Section 3 – **Limitations**

The General Convention shall consider only such proposed amendments to the Constitution and By-Laws as shall have been submitted, in the manner and within the time limit prescribed in this Constitution, unless it can be shown that the Regional Vice President or Executive Director intentionally failed to comply with the provisions of this Article, or that any act of omission on his part was the result of gross negligence.

ARTICLE VII

CONSTITUTION AND PARLIAMENTARY AUTHORITY

Section 1 – **Constitution and By-Laws**

Constitution and By-Laws of regions, districts, chapters or subsidiaries of the aforementioned shall not conflict in any way of its provisions with the Constitution and By-Laws of the General Organization.

Section 2 – **Parliamentary Authority**

The official parliamentary authority shall be the latest published edition of ROBERT’S RULES OF ORDER NEWLY REVISED. Where not specifically noted or outlined as a rule in this fraternity, its Constitution, or its By-laws, the parliamentary authority shall govern all actions and procedures of the General Convention and all units of the General Organization.

BY-LAWS

ARTICLE III DUTIES AND RESPONSIBILITIES OF ELECTED OFFICERS

Section 1 – **Duties of the General President**

- 1.1 The duties of the General President shall include, but shall not necessarily be limited to, the following:
 - 1.11 He shall preside over the General Convention or any special General Convention that may be called.
 - 1.12 He shall be, ex officio, the President of the Board of Directors on which he will be a voting member.
 - 1.13 He shall have, with the concurrence of a simple majority of the Board of Directors, the authority to appoint General Officers, Directors, Chairman and members to serve on all committees and commissions, except those, which owing to their corporate nature may have a different requirement for appointment to membership.
 - 1.14 He shall interpret the Constitution and By-Laws of the Fraternity and his decision shall be final, except upon an objection being raised and sustained by a majority vote of the delegates to a General Convention, or by not less than two-thirds (2/3) of the voting members of the Board of Directors at a duly authorized Board

of Directors meeting, when the General Convention is not in session.

- 1.15 He shall, within the policy guidelines formulated by the Board of Directors, give such guidance and supervision to the Office of the Executive Director, in particular, and to all other officers, in general, as the circumstances may require.
- 1.16 He shall render a special report to each General Convention on the current status of all legislation, including recommendations and resolutions, specifically enacted at the preceding General Convention.
- 1.17 In the event an amendment to the Constitution and By-Laws is adopted by the General Convention which, in the considered opinion of the General President, or the Board of Directors, or both, has serious budgetary implications – and if these budgetary implications had not been considered by the General Convention at the time of voting – the General President shall have the discretion, citing this Article and Section as authority:
 - (a) To delay submission of the amendment to Chapters for an additional thirty (30) days and
 - (b) To include with the submission of the amendment a brief report outlining the nature and extent of the budgetary implications.
- 1.18 He shall perform such other duties and

represent the Fraternity in such manner as the nature of his office may require.

Section 2 – **Duties of the Regional Vice Presidents**

2.1 The Duties of the Regional Vice Presidents shall include, within the confines of this Constitution and By-laws, and the policies and procedures established by the General Convention, but shall not necessarily be limited to the following:

2.11 They shall provide supervision for the activities of all Chapters within their respective regions.

2.12 They shall settle controversies and misunderstandings within their regions.

2.13 They shall provide, in a manner approved by the General Convention, the region's revenue and expenditures from all sources and uses made of such to the General Organization. The prior year-end statement of financial position and statement of activities shall be presented to the respective Regional Convention. The Regional Vice President shall be responsible for ensuring their respective districts provide, in the same manner approved by the General Convention, the same financial information as the Region to the General Organization.

2.14 The Regional Vice President shall have authority to suspend a member or a chapter. The suspended member or chapter shall have the right of appeal to the General Convention or, the Board of Directors if the convention is not in session.

2.15 They shall perform such other duties as may from time to time be assigned to them

by the General President and shall act in his stead when so requested.

- 2.2 The Regional Vice Presidents shall have the power to appoint District Directors and other Officers to assist in running the region.

Section 3 – **Duties of the Regional Assistant Vice Presidents**

- 3.1 The Regional Assistant Vice Presidents shall assist the Regional Vice Presidents in dealing with College Chapter affairs in their respective regions.
- 3.2 The Regional Assistant Vice Presidents shall perform such other duties as may be assigned to them by the General President or by the Vice Presidents of their Regions.
- 3.3 The Regional Assistant Vice Presidents shall represent all chapters on the Board of Directors.
- 3.4 The Regional Assistant Vice Presidents shall recommend Brothers to standing and special committees.
- 3.5 The Regional Assistant Vice Presidents shall join with the Regional Vice Presidents in making recommendations to the Regional Convention on how funds are to be used.
- 3.6 The Regional Assistant Vice Presidents shall assist in preparations for conventions in their respective regions.

Section 4 – **Duties and Responsibilities of the General Treasurer**

- 4.1 The General Treasurer shall have charge of and be responsible for the proper safeguard of all monies, funds and securities of the General Organization as provided for in the Accounting section of the Fraternal Regulations.
- 4.2 The Board of Directors shall require that the General

Treasurer, as an express condition precedent to his taking office, execute a bond with corporate surety payable to the Fraternity.

Section 5 – **Duties and Responsibilities of the Comptroller**

- 5.1 The Comptroller shall be responsible to the Board of Directors for carrying out the financial mandates of the General Convention.
- 5.2 The Board of Directors shall require that the Comptroller, as an express condition precedent to his taking office, execute a bond with corporate surety payable to the Fraternity.
- 5.3 The duties of the Comptroller shall include, but shall not necessarily be limited to, the following:
 - 5.31 He shall maintain a continuous audit of budgeted financial operations.
 - 5.32 He shall authorize orders on the treasury for all budgeted expenditures approved by the General President or the Board of Directors.
- 5.4 He shall make a report to the first business session of each General Convention on the status of the current year budget and, not later than the last business session, he shall make a final report of the proposed budget for the next biennial fiscal year.

Section 6 – **Removal of Elective Officers**

Elected officers of all units of the General Organization are subject to removal from office for, violation of his oath of office, the Constitution, the Standing Orders and other such rules and regulations of the fraternity, malfeasance, or participation in any criminal or civil action that puts the fraternity at risk.

ARTICLE II
OFFICE OF THE EXECUTIVE DIRECTOR

Section 1 – Duties and responsibilities of the Executive Director

- 1.1 The Executive Director shall be an active member of the Fraternity.
- 1.2 The Executive Director shall have full authority, within budget and policy guidelines approved by the General Convention and the Board of Directors with supervision of the General President to implement fully and effectively the mandates and resolutions authorized and approved by the General Convention.
 - 1.21 He shall keep accurate accounts and minutes of the proceedings of the Board of Directors and of the General Convention.
 - 1.22 He shall at the conclusion of each General Convention cause the minutes of the proceedings to be printed and shall send a copy thereof to each Chapter.
 - 1.23 He shall use such books and observe such accounting principles and practices as may be designated by the Fraternity.
 - 1.24 He shall keep in his custody and under his control all the official records of the Fraternity, except those for which it is otherwise provided herein that the custody and control shall be the responsibility of another office.
 - 1.25 He shall supervise and let contracts except that for which provision has otherwise been made.
 - 1.26 He shall prepare his convention report on the basis of the status of accounts as of the

first of the month immediately preceding that in which the General Convention is held.

- 1.27 He shall maintain a record of each member of the Fraternity.
- 1.28 He shall at the direction of the General President or the Board of Directors, prepare, publish and distribute a directory of the active membership of the Fraternity.
- 1.29 He shall, in accordance with provisions made elsewhere in this Constitution and By-Laws, cause due and timely notice of the meeting of any General Convention or Special Convention.
- 1.30 He shall prepare for the use of the Committee on Elections a list of the Delegates entitled to vote at the General Convention.
- 1.31 He shall be the custodian of the Corporate Seal and shall have the authority to affix it to such documents as required.
- 1.32 He shall in general perform, and have all powers and be vested with full authority to discharge, all the duties and responsibilities incident to his office, and such other duties as may from time to time be assigned to him by the General President or the Board of Directors.
- 1.33 He shall within sixty (60) days after the close of each General Convention submit to Chapters for their consideration all amendments to the Constitution and By-Laws which were adopted by the General Convention, except those which by

provisions elsewhere in this Constitution may be deferred for an additional thirty (30) days.

- 1.34 He shall serve as Secretary of the Board of Directors.

Section 2 – Procedure for Interim Replacement of the Executive Director

In the event of the death of the Executive Director, or of his inability or refusal to act, the General President, on the recommendation of the Board of Directors, shall select a member to act until a qualified successor has been appointed.

ARTICLE III DUTIES AND RESPONSIBILITIES OF APPOINTED OFFICERS

Section 1– The General Counsel

- 1.1 The duties of the General Counsel shall include, but shall not necessarily be limited to, the following:
 - 1.11 He shall, when so required by the General President, the Board of Directors or the General Convention, represent or appoint representation with the concurrence of the Board of Directors in all legal matters affecting or pertaining to the Fraternity.
 - 1.12 He shall serve as legal advisor to the General Officers and render opinions at their request.
 - 1.13 He shall approve the surety bonds of General Officers and employees.
 - 1.14 He shall examine and advise upon the legal

adequacy of all securities in which the funds of the Fraternity are invested, or are to be invested.

- 1.15 He shall represent the Fraternity in litigation involving a Chapter in any matters pertaining to Chapter house loans and financing.
- 1.2 The General Counsel, with the approval of the Board of Directors, shall have the sole authority to prosecute, defend, negotiate and settle all legal actions filed by, on behalf of, against, or in the name of Alpha Phi Alpha Fraternity, Inc. or any bona fide Chapter of Alpha Phi Alpha Fraternity, Inc., unless any insurer of the fraternity refers prosecution or defense of a matter to an attorney duly licensed in the state in which the matter is pending, or the General President, with the approval of the Board of Directors, expressly delegates this authority to a particular Committee or Member of Alpha Phi Alpha Fraternity, Inc.

Section 2 – **The Historian**

- 2.1 The Historian shall be the official recorder and chronicler of the events, memoirs, symbols, biographies and experiences, which combine to make the history and continuity of the Fraternity.
- 2.2 He shall be responsible for the guardianship, protection and collection of all documents and memorabilia, which form the foundation of the Fraternity.
- 2.3 He shall publish upon the direction of the General President or the Board of Directors a new edition of “The History of Alpha Phi Alpha: A Development In College Life,” All materials, documents and other matters collected, assembled or in his custody, shall

be held for and remain the property of the Fraternity.

ARTICLE IV

GENERAL CONVENTION

Section 1 – Arrangements for General Convention

General Conventions shall be planned and arranged by the Board of Directors or a committee designed by the Board, acting in cooperation with one or more host Chapters.

Section 2 – Officials of the General Convention

The General President shall appoint the Officials of the General Convention, who shall include, but shall not necessarily be limited to, the following: Director of Conventions, Parliamentarian, Chaplain, and Sergeant of Arms.

Section 3 – Committees of the General Convention

- 1.1 The following shall be Committees of the General Convention:
 - (a) Committee on Rules and Credentials
 - (b) Committee on Resolutions and Recommendations
 - (c) Committee on Awards and Achievement
 - (d) Committee on Grievances and Discipline
- 1.2 Convention Committees and such other special committees as may become necessary shall be appointed by the General President from among members registered at the General Convention.

ARTICLE V
STANDING COMMITTEES AND COMMISSIONS

Section 1 – Designations of Committees and Commissions

The Standing Committees and the Commissions of the General Organization shall be as follows:

- A. Committee on Constitution
- B. Committee on Budget & Finance
- C. Committee on Endowment and Capital Formation
- D. Committee on Elections
- E. Committee on Fraternal Standards
- F. Committee on Membership Development
- G. Committee on Grievance and Discipline
- H. Historical Commission
- I. Committee on Publications
- J. Committee on Public Policy
- K. Committee on Human Resources
- L. Commission on College Brothers Affairs
- M. Commission on Racial Justice
- N. Commission on Business and Economic Development
- O. Committee on Life Membership

Section 2 – Composition of Standing Committees and Commissions

- 2.1 Standing Committees and Commissions shall be composed of not less than five nor more than eleven members, At least one member shall be appointed from each region and at least two members shall be College Brothers.
- 2.2 The General President with concurrence of the Board of Directors shall appoint Chairmen and members to Standing Committees and Commissions who have not been a member of the Standing Committee or

- Commission for four consecutive years.
- 2.3 It shall be open to the General President, upon the recommendation of the Chairman of a Committee or Commission, to approve the co-option of one or more members for special or limited purposes.

Section 3 – General Responsibilities

- 3.1 Standing Committees and Commissions shall make such investigations and inquiries and shall prepare such reports for submission to the General Convention, the General President, or the Board of Directors as may from time to time be required.
- 3.2 Whenever so directed by the General President, the Chairmen of Standing Committees and Commissions shall advise the Executive Director or, as appropriate, the Regional Vice President of action being taken or to be taken on matters which may affect a particular region.

ARTICLE VI

**PERMANENT COMMISSIONS, FOUNDATIONS
AND SUBSIDIARY CORPORATIONS**

Section 1 – Enabling authority

- 1.1 Where it is deemed necessary, in the furtherance of the business, programs and operations of the General Organization, a permanent Commission, Foundation or Subsidiary Corporation may be established. Such established entity shall have the power to incorporate pursuant to the laws of any state in the United States, create rules and regulations for the administration of its business and provide a structure suitable to its needs.

- 1.2 The authority for the creation of any such corporation, organization or entity, shall rest in the General Convention, upon the recommendation of the General President and the Board of Directors.
- 1.3 Any organization, corporation or other entity established pursuant to this Article, shall provide in its Certificate of Incorporation, Constitution, By- Laws and all other documents which regulate its affairs, that it is an affiliate or subsidiary of the Alpha Phi Alpha Fraternity, Inc., and any and all stock of the entity shall be issued to and in the name of the Fraternity. Such documents shall be submitted to the General Counsel for approval and recommendation to the Board of Directors, prior to its use.
- 1.4 The General Organization may, but shall not be required to, upon authorization of the General Convention, provide a system of funds or an allocation of funds to any entity or organization established hereunder, in furtherance of the business or activity of such entity.

Section 2 – **Annual Reports**

- 2.1 Any organization or entity established or in existence pursuant to this Article, shall make annual reports to the Board of Directors and biennial reports to the General Convention, of all of its activities, officers and membership.
- 2.2 Annual reports and biennial reports shall include full disclosure of the financial operations of the entity, its properties and its expenditures for all purposes. Annual audits and biennial audits shall be made of all of the books and records of such entity in accordance with the other provisions of this Constitution relating to audits.

- 2.3 Upon the recommendation of the General President and pursuant to advice from the Regional Vice Presidents, the Board of Directors shall approve the names of all of the officers, boards and membership of such entities. Among such officers shall be the General Treasurer, the General Counsel and the Comptroller of the General Organization, who shall serve ex officio. And the Board of Directors of the General Organization shall be included in the membership of the entities.

Section 3 – **Assets and Property**

No part of the assets or property, including accounts, belonging to any entity subject to this Article, shall ensure to the benefit of, or be distributable to, its members, officers or any members of the General Organization, except that such entities shall be authorized and empowered to pay reasonable compensation for services rendered and reimburse members for expenses incurred in the performance of assigned duties or attending meetings.

Section 4 – **Dissolution**

Upon, if, and when the dissolution of any entity or organization created, or now in existence, pursuant to this Article, the current Officers shall, after paying or making provision for the payment of any liabilities, dispose of all of the assets of such entity in accordance with the written instructions of the Board of Directors of the General Organization.

ARTICLE VII MEMBERSHIP

Section 1 – Classes of Membership

- 1.1 The classes of membership shall be: College and Alumni.
- 1.2 A status to be known, as LIFE MEMBERSHIP shall be conferred upon any eligible member who fulfills the requirements prescribed therefore in these By-Laws.
- 1.3 A member in good standing shall be one who has fulfilled all of his obligations to his chapter, and to the General Organization and, for college brothers, is a student enrolled and taking courses leading to his first academic degree at an accredited institution, has a minimum cumulative grade point average of a 2.50 on a four point scale; or its equivalent.
- 1.4 No member shall be a member of any other college or intercollegiate fraternity, except a purely honorary or professional fraternity.
- 1.5 No person who is a member of any other college or intercollegiate fraternity, except a purely honorary or professional fraternity, shall be admitted to membership.

Section 2 – Eligibility for College Chapter Membership

- 2.1 Any male student of an accredited college may be presented as a candidate for membership in a Chapter provided that:
- 2.2 He has successfully completed one semester or two quarters of a regular year's program: and
- 2.3 He is a full time student taking courses leading to his first academic degree: and
- 2.4 He has maintained a minimum cumulative grade

point average of 2.50 on a four point scale; or its equivalent except where the minimum grade required by the college for graduation is greater, then the minimum grade for graduation must be used for eligibility; and

- 2.5 He is of good character;
- 2.6 He shall submit proof, if eligible and qualified, that he is registered to vote; and
- 2.7 A member of the Chapter in good standing presents his candidacy.

Section 3 – **Eligibility for Alumni Chapter Membership**

- 3.1 Any male holder of an earned baccalaureate, masters, doctorate, or professional degree from a college or university, which has been accredited by a regional accrediting agency, may be presented as a candidate for membership in an Alumni Chapter provided that he is of good character, that he submit proof, if eligible and qualified, that he is registered to vote and his candidacy is presented by a member of the Chapter in good standing.
- 3.2 Any member of the Fraternity who has been initiated but who did not earn the baccalaureate degree shall be eligible for membership in an Alumni Chapter.

Section 4 – **Requirements for Life Membership**

Any member of the Fraternity may become, upon payment of the Life Membership Fee stipulated in the By-Laws, a Life Member of the General Organization and thereafter shall be exempt from the payment of Grand Tax. Life Membership shall not release or excuse a member from his financial and other obligations to his chapter.

Section 5 – **Initiation**

- 5.1 A candidate who receives, from the Chapter to which he aspires, the affirmative vote of three-fourths of the members of the chapter present at a meeting of the chapter duly called for balloting, or at a meeting where prior notice was given that balloting would be held, shall be eligible for initiation into membership, provided that in addition:
- 5.2 He meets, or has met, all of the requirements for initiation of the Constitution and By-Laws of the Fraternity and of the Chapter: and
- 5.3 He receives the written approval of the Regional Vice President.

ARTICLE VIII

REGIONAL ORGANIZATION

Section 1 – **Regional Organization**

- 1.1 The entities within a Region are Districts, subdivided into Areas. All entities, Districts, Districts operating as Associations, or organizations operating as Districts, within a region shall be under the authority of the General Organization and must conform to the rules and regulations of Alpha Phi Alpha Fraternity, Inc. The District shall be headed by a District Director appointed by the Vice President. The Area shall be headed by an Area Director appointed by the Vice President.
- 1.2 A District shall consist of a state with a number of Chapters, a group of states with only a few Chapters in each state, a country or a group of countries with only a few Chapters in each country. In Districts

over 500 miles in length the Regional Vice President may appoint two District Directors. An Area shall consist of several Chapters working together in a locality for the mutual benefit of all the Chapters

- 1.3 Chapters within any region which are located in the same District shall organize a District Conference of Chapters. They shall elect officers and adopt a Constitution and By-Laws.

ARTICLE IX

CHAPTER ORGANIZATION AND STRUCTURE

Section 1 – Organizational Units

- 1.1 The organizational units of the Fraternity shall be its Alumni and College Chapters.
- 1.2 A Chapter consisting of at least seven members in good standing with the General Organization is “active” if it is in compliance with the other requirements of this Constitution.
- 1.3 A chapter is in good standing if its chapter officers are risk-management certified; it has submitted a current Chapter Directory; and has fulfilled its financial obligations to the General Organization and for college chapters, has a minimum chapter cumulative grade point average of a 2.5 on a four-point scale, or its equivalent.

Section 2 – Chapter Designations

- 2.1 College Chapters shall bear a name composed of the letters of the Greek alphabet in the order in which these occur, e.g., Alpha, Beta, Gamma, etc., except that no College Chapter shall bear the designation of Lambda or Omega.

- 2.2 When by the use of single letters of the alphabet is exhausted, the first Greek letter, Alpha shall be a prefix, e.g., Alpha Alpha, Alpha Beta, Alpha Gamma; as each letter used as a prefix is exhausted, the next letter in order of occurrence becomes in like manner a prefix, e.g., Beta Alpha, Beta Beta, Beta Gamma, etc.
- 2.3 Alumni Chapters shall be named in the same manner as College Chapters, except that the letter Lambda shall be suffixed to the names of Chapters as follows: Alpha Lambda, Beta Lambda, Gamma Lambda, etc.

Section 3 – **Chapter Restrictions**

The Chapter shall not create, maintain, endorse, or otherwise sanction any corporation, foundation, limited liability company, partnership, or other entity whether for profit or not-for profit that abridges the rights of its members in good standing to vote on ultimate issues such as amendments to by-laws, election of directors, or the rights of the members to receive annual reports from any and all such entities.

Section 4 – **Affiliation**

Admission to membership shall be conducted in keeping with the Standing Orders currently in effect.

Section 5 – **Establishment of College Chapters**

- 5.1 A College Chapter may be established at four-year institutions of higher learning, which have been accredited by regional accrediting agencies as being of academic college level. Two or more four-year accredited colleges may join in the formation of a Chapter.
- 5.2 Petitions concerning the establishment of a College

Chapter may be presented by any male student of an accredited college, or by an active member of ALPHA PHI ALPHA.

Section 6 – Establishment of Alumni Chapters

Any seven or more active members and/or members who are not enrolled in college may petition for the establishment of an Alumni Chapter.

Section 7 – Jurisdiction of Chapters

The jurisdiction of an Alumni Chapter or the seat of a College Chapter or any amendment or change thereof shall be determined by the General Convention, if in session, or by the Board of Directors acting on behalf of the General Convention.

Section 8 – Property of the General Organization

All property of the General Organization transmitted to the custody of the Chapter for its use, as provided herein, shall remain the property of the General Organization subject to recall or removal in the event of the Chapter's suspension or deactivation.

**ARTICLE X
DISCIPLINE**

Section 1 – Discipline in Relation to Chapter

The Regional Vice President and the Board of Directors shall have the power, if the General Convention is not in session, to suspend the charter of any chapter for good and sufficient reasons. Such suspension shall be submitted for appropriate action

to the next meeting of the General Convention or, as appropriate, the Board of Directors.

Section 2 – Discipline of Members by the General Convention, Board of Directors or Regional Vice President

- 2.1 The power of expulsion of members is reserved for the General Convention.
- 2.2 In the case of an offense against the General Organization, the Board of Directors shall have the power to suspend the offending member and to recommend his expulsion to the General Convention.
- 2.3 The Regional Vice President shall have the authority to suspend a member. The suspended member shall have the right of appeal to the General Convention or, as appropriate, the Board of Directors.

Section 3 – Imposition of Expulsion

- 3.1 A chapter which initiates a recommendation to the General Convention for the expulsion of one of its members shall serve upon the member subject to such action a written notice of the intended action, together with a specification of the charges, at least thirty (30) days prior to the opening day of the General Convention at which the case is to be heard.
- 3.2 A member, against whom the contemplated action of expulsion has been recommended, shall be given the opportunity to appear in his defense before the Committee on Grievances and Discipline of the General Convention.
- 3.3 The action of the General Convention upon the report of the Committee on Grievances and Discipline shall be final.
- 3.4 A member who has been expelled shall be permitted,

after a lapse of seven (7) full years from the date of the action taken, to make a personal application through the Office of the Executive Director to the General Convention to have his case re-opened and reheard for reinstatement.

- 3.5 The application for reinstatement must set forth good and sufficient reasons therefore. Upon approval by a two-thirds (2/3) majority vote at any session, the General Convention may reinstate the member, where- upon he shall thereafter be restored to membership in the Fraternity.

Section 4 – Loss of Privileges

- 4.1 A member of any Chapter who is enrolled in a college, or who resides at the seat of a Chapter and fails to affiliate himself with that Chapter, within a period of five months after due notification of the existence of the Chapter, shall be denied the privilege of participation in any function held under the auspices of the Chapter until such time as he affiliates with the chapter.
- 4.2 A member who, for any reason, is suspended from his Chapter, shall refrain from wearing the Alpha Phi Alpha Badge until such time as the suspension has been lifted. Failure on the part of a suspended member to observe this provision may be referred for disciplinary action to the General Convention.

ARTICLE XI FEES AND TAXES

Section 1 – Fees and Taxes

- 1.1 On or before November 15th of each year, each member of the Fraternity shall pay through his

Chapter an annual Grand Tax for the ensuing year and each Chapter shall pay an Annual Chapter Tax and Chapter Insurance Fee for the ensuing year. If the annual Grand Tax and Chapter Tax and Chapter Insurance Fee is paid after November 15th, but before September 1st of the following year, there shall be added a late fee of \$10.00 (Grand Tax) and \$50.00, (Chapter Tax and Chapter Insurance Fee), for each delinquent payment.

- 1.2 A member who resides where there is no active Chapter may pay his Grand Tax directly to the Executive Director.
- 1.3 Delinquency of payments shall be determined by the postmark on the communication received by the General Office. However, the Executive Director shall issue pass cards for the next succeeding year upon receipt of Grand Taxes paid after August 31st.
- 1.4 All Grand Taxes collected by Chapters and the Chapter's Taxes and the Chapter Insurance Fee shall be transmitted immediately to the General Office by certified check, a bank or postal money order, or by any other money instrument of like order.
- 1.5 The status of college and alumni members shall be as defined in the Constitution. The annual Grand Tax which each member is required to pay, in addition to his Chapter obligations, shall be as follows:

Effective September 1, 2005

Alumni Grand Tax	\$150.00
College Grand Tax	\$ 75.00

An amount of three percent (3%) from each Grand Tax paid in each year shall be allocated to the respective region. An amount of three percent (3%) from interest earned from Investment of the

Life Membership Reserve Fund shall be paid in each year for each “living” Life Member to his designated respective region. These rebates to regions are allocated annually in September for administration, programs and development of the region as determined by the Regional Convention.

1.51 A College Brother, upon entering an Alumni Chapter, will be provided active alumni status by the General Organization during the first full years following graduation, upon payment of General Organization fees in accordance with the following schedule:

1st Year – 50% of General Organization Fees

2nd Year – 75% of General Organization Fees

3rd Year and Beyond – 100% of General Organization Fees

1.52 The Annual Chapter Tax which each chapter shall be required to pay shall be determined by the following formula: Grand Tax times (multiplied by) the number of Chapter Delegates apportioned to Chapters, as is provided in Article II, Section 4.1 of the Constitution.

- 1.6 The LIFE MEMBERSHIP FEE shall be Three Thousand Dollars (\$3,000), effective January 1, 2005, provided the entire fee is received by the General Office within five consecutive Fraternity fiscal years. For the purposes of this paragraph, the Grand Tax paid for the year in which the Life Membership is completed may be credited to the Life Membership Fee.
- 1.7 The Charter Fee for the establishment of a Chapter shall be five hundred dollars (500) for Alumni

Chapters and two hundred fifty dollars (\$250) for College Chapters. Upon payment of the Charter Fee a Chapter shall be entitled to one of each of the following: a Charter; a Seal; a Ritual; a Constitution and By-Laws; and a History of the Fraternity.

1.8 The initiation fee for each new member, payable to the General Organization, shall be as follows:

– Alumni Initiation Fee	\$350.00
– College Initiation Fee	\$160.00

1.81 At the time of initiation, in accordance with the Schedule for submission of initiation fees set by the Fraternity, each initiate shall pay a Grand Tax of \$25 per year (based on a 4-year college life) for each year they will be in college.

1.9 College Chapter Fees charged Initiates:

1.91 A College Chapter shall submit to the General Office the costs of the initiation fees, the Grand Tax, the Fraternity History, the basic Badge and the General Organization Constitution and By-Laws. In addition to the foregoing, a College Chapter may also impose Chapter dues and subject to approval by the Regional Vice President, other costs incident to initiation, including banquet, dress and entertainment.

1.92 The maximum aggregate of Fees which a College Chapter may impose shall provide for and include all costs incident to initiation. Such maximum aggregate fees shall include: cost of basic Badge; Grand Tax and Chapter dues; a Fraternity

History; a copy of the General Organization Constitution and By-Laws; initiation fee payable to General Office; initiation banquet and entertainment.

- 1.93 College Chapters shall be held strictly responsible for any violation of the spirit or the letter of the immediately foregoing By-Law.

ARTICLE XII AMENDMENTS

Section 1 – Proposals for Amendment

- 1.1 All proposed amendments to the General By-Laws shall be submitted in writing to the Executive Director not less than sixty (60) days before the next succeeding General Convention.
- 1.2 The Executive Director shall send copies of all proposed amendments to each Chapter not less than thirty (30) days prior to the next succeeding General Convention.

Section 2 – Adoption of Amendments

- 2.1 Adoption of amendments to the General By-Laws shall require the affirmative vote of three-fourths of the delegates present and voting at the General Convention.
- 2.2 All amendments to the General By-Laws adopted by the General Convention shall be submitted, within sixty (60) days after adoption, to all Chapters for approval or disapproval, except as otherwise provided in these By-Laws to conform with a thirty (30) day deferral period. A negative vote, within

sixty (60) days after submission, of fifty-one (51) percent of the Chapters shall be sufficient to veto the action of the General Convention. Chapter votes shall be transmitted by certified mail.

Section 3 – **Limitations**

The General Convention shall consider only such proposed amendments to the By-Laws as shall have been submitted, in the manner and within the time limit prescribed in these By-Laws, unless it can be shown that the Executive Director intentionally failed to comply with the provisions of this Article, or that any act of omission on his part was the result of gross negligence.



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ALPHA PHI ALPHA FRATERNITY, INC.
CONSTITUTION AND **BY-LAWS**

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