

BYLAWS
OMEGA THETA PI

ARTICLE I. Name.

Section 1. The name of the organization shall be Omega Theta Pi (hereafter called OTP or the organization)

ARTICLE II. Purpose.

Section 1. OTP

The purpose of Omega Theta Pi is to:

1. Serve as a service organization within the community.
2. Promote higher standards for women and children.
3. Establish good community relations.
4. Build fellowships and share with others.
5. Instill in each member high self-esteem, pride and love for oneself.
6. Promote cultural diversity within the community
7. Build leadership qualities in each member.

Do other activities not prohibited to nonprofit corporations by Section 501 (c)(3) of the Internal Revenue Code, as amended,

and the rulings and regulations thereunder.

ARTICLE III. Membership Eligibility.

Section 1.

Members of Omega Theta Pi shall be divided into Active and Inactive membership.

A. Active members of Omega Theta Pi will participate in meetings and scheduled events. They will also have voting privileges.

B. Inactive members of Omega Theta Pi are members that request a Leave of Absence. Inactive member is required to Check-in every 90 days or sooner to the Membership Coordinator.

1. Inactive members will be handled on a case-by-case basis.
2. Inactive members will not attend meetings, hold office and do not have voting privileges.
3. In the event an Executive Board Member becomes inactive, they will be granted up to a 90 day leave with an extension possibility. Check-ins will be required every 90 days or sooner.
4. Inactive members must pay a reinstatement fee prior to returning to

Active status.

- **Associate members** of Omega Theta Pi are members that fail to adhere to the protocols of Inactive status and will be restricted from Omega Theta Pi activities, privileges and benefits.
 - These members can communicate with the Membership Coordinator about returning to Active or Inactive membership.

C. Potential Members of Omega Theta Pi are women from the community that express an interest in becoming an active member of Omega Theta Pi.

*Legacy are family members of an Omega Theta Pi member

1. Requirements

- i. Must be a person over the age of 18
- ii. Able to pay required fees and dues as scheduled

All membership applications will be subject to the review of the membership committee or Executive Board as specified in Article V, Section 3.

ARTICLE IV. Meetings.

Section 1. A quorum shall be established at the beginning of each meeting, whether it is in person or virtual. A quorum for a meeting is two-thirds (2/3), of dues-paid members present at a designated meeting.

1. Only Active members are eligible to make motions and vote during meetings.
2. Active members are required to attend 80% of monthly meetings.
 - Outreach and notices will be sent to Active members that have less than 80% attendance.
3. Special meetings will be scheduled to address violations and sanctions for inappropriate behavior.

Section. 2 Regular meetings. Meetings of the membership shall be held once monthly at such times and places as shall be designated by the Executive Board. Robert's Rules of Order shall apply during all general membership meetings, committee meetings and Executive Board meetings. The meeting will be led by the president, acting vice president(s) or a designated-

Executive Board member as designated by the president.

Section 3. Notice of meetings. Written notice stating the place, day and time of all meetings and the purpose for which the meeting is called shall be delivered by the secretary to each member not less than ten (10) business days prior to any meeting.

Notice of all special meetings of the Board of Directors (and of all regular meetings other than the annual meetings to be held at the place and time designated shall be given to each director by twenty-four (24) hours prior service of the same by phone, email, fax, by letter, or personally. Such notice need not specify the business to be transacted at, or the purpose of the meeting.

A director waives notice of a regular or special meeting by attending or participating in the meeting unless, at the beginning of the meeting, he objects to the holding of the meeting or transaction of business at the meeting.

Section 4. Voting on issues. Except for the election of officers, a simple majority vote of dues-paid OTP members present during a general membership meeting is necessary to approve any such issues, resolutions or bills. If a quorum is not present the issues in question may be decided by a vote of the majority of dues-paid members present or voted by the majority of dues-paid members present to postpone until another general meeting in which a quorum is present.

ARTICLE V. Fiscal Year and Dues.

Section 1. The fiscal year shall be from June 1 to July . 31 of each calendar year.

Section 2. The Executive Board shall set the membership dues at the annual membership meeting.

Section 3. Payment of dues. Membership dues are good for a full year. Annual dues payment covers membership for a year from the date of payment. Memberships not renewed or paid one year after the date of previous dues payment will be discontinued. During election years, dues must be paid by May 1 in order to be in good standing to vote.

ARTICLE VI. Officers.

Section 1. The offices of the association shall be president, , vice president, secretary, treasurer, parliamentarian and membership coordinator, which shall constitute the Executive Board and all of whom may vote on Executive Board matters.

The following requirements must be met to be eligible to hold an office with Omega Theta Pi

Minimum of 1 year as a member of Omega Theta Pi, in good standing (attend meetings and events, current with dues and fees, etc.) and abide by the By Laws, Mission, Vision and Policies of Omega Theta Pi and serve for a period of 2 years.

A. President

1. The president is the highest Executive of omega Theta Pi and in entrusted with the direction and supervision of all purposes and activities of Omega Theta Pi.
2. 2 years of Active membership
3. Most recent year of active community service
4. Exhibit Leadership qualities
5. Must attend 90% of meetings and events.
6. Be elected.

B. Vice President

1. The Vice President is the next in rank to the President and acts as the leader in the absence of the President.
2. 2 years of Active membership
3. Most recent year of active community service
4. Exhibit Leadership qualities
5. Must attend 90% of meetings and events.
6. Be elected.

C. Secretary

1. The Secretary is responsible for all records and correspondence. All communication including posting on social media is the responsibility of the secretary.
2. 2 years of Active membership
3. Be elected.

- **Assistant Secretary**
 - Will help to assist the Secretary with the following taking phone calls, scheduling appointments, review minutes for correction, typing up minutes as needed, maintaining filing systems and completing duties as assigned.
- **Recording Secretary**
 - Will keep minutes of the meeting and send minutes to members.
 - Archive organization's records
- **Correspondence Secretary**
 - Issue the notice of meetings and manage correspondence matters.
 - Prepare the order of business for the presiding officers, agenda items/ topics for consideration at the meeting.

D. Treasurer

1. The Treasurer is the officer of finances whose duties are to collect dues, actively seek fund raisers and to be responsible for the Omega Theta Pi Accounts.
 2. 2 years of Active membership
 3. Must be bonded, which shall be paid for by OTP.
 4. Prefer notary but not required
 5. Collaborate with Omega Theta Pi Committees regarding fiscal issues
 6. Develop the Fiscal Budget
 7. Prepare Strategic Budget and Spending Plans
- **Assistant Treasurer**
 - Assist Treasurer with managing financial duties and responsibilities

E. Parliamentarian

1. The Parliamentarian is responsible for the adherence of the rules and policies of Omega Theta Pi
2. 2 years of Active membership
 3. Robert Woods Rules of Order will be the procedural standard of Omega Theta Pi meetings
 4. Contribute to the development of policies and protocols
 5. Be elected

F. Membership Coordinator

1. The Membership Coordinator is responsible for supervising and coordinating all membership activities of Omega Theta Pi.
2. 2 years of Active membership
3. Monitoring membership status including attendance and event participation and reinstatements of Inactive and Associate members.

4. Contribute to the development of membership policies and protocols
5. Be elected

- **New Membership Committee**

- Assist Membership Coordinator with managing Potential Member protocols- recruitment, selection, orientation, etc.

ARTICLE VIII. Succession, Resignation, Removal of Office.

Section 1. Succession. If the president cannot or does not complete his/her/their term of office, the Executive Board shall appoint a vice president to assume office for the remainder of the term. The Executive Board shall then appoint a member of the Executive Board or a dues-paid OTP member in good standing to serve as an interim vice president. If the selected member cannot, or does not wish to, serve, the Executive Board will repeat the process until the vacancy is filled.

If a vacancy occurs in any other elected or appointed office, the president shall recommend any dues-paid OTP member or board member in good standing, subject to approval by the Executive Board. If the selected member cannot, or does not wish to, serve, the Executive Board will repeat the process until the vacancy is filled.

Section 2. Resignations. Any officer may resign at any time by delivering a Written or digital resignation to the Executive Board, the OTP president or the secretary of the OTP. Such resignations shall be effective upon receipt, unless otherwise specified in the letter of resignation.

Section 3. Removal

An Officer may be removed by an affirmative vote of two-thirds (2/3) of all eligible dues-paid members of the Board for any of the following reasons:

Failure to perform his duties as a Board member;
Has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than one year;
Missing more than three (3) consecutive meetings in one fiscal year without reasonable justification;
Violating any of the obligations set forth in the Pennsylvania Corporation Law of 1988 (hereinafter referred to as "Act"); or
Any officer or agent may be removed by the Board when in its best judgment the best interest of the corporation will be served.

ARTICLE IX. Eligibility for Office and Term of Office.

Section 1. Eligibility for president and vice presidents. Those members seeking the offices of president and vice president(s) must be full OTP members in good standing. Only paid OTP members as of May . 1 can run for office.

Section 2. Eligibility for secretary, treasurer and parliamentarian. Those members

seeking the offices of secretary, treasurer and parliamentarian must be in good standing with OTP. Associate members may run for the secretary, treasurer and parliamentarian positions in OTP. Associate members are not eligible to run or hold the offices of president or vice president(s). Only paid OTP members as of July . 1 can run for office.

Section 3. Student members are not eligible to hold any OTP office.

Section 4. Term of office. All officers of the organization shall serve a two-year term. The president and vice presidents are prohibited from seeking a third consecutive term. All Executive Board members must maintain good membership standing within OTP for the duration of their term.

ARTICLE X. Elections.

A. Election Codes

1. Nominations, elections and appointments can only occur during mandatory meetings with a quorum of 66% of Active membership present.
 - When a quorum is not present for a vote, voting must be delayed until the next mandatory meeting. An impromptu meeting may need to be scheduled to address an emergent manner.
2. The majority is 51% of Active members.
3. Only Active members are eligible to vote.
4. There will be a 7-day period to cast votes
5. The voting process will be secret ballot.

B. Election Process

1. Nominations will start in April.
2. Elections will be held in May.
3. The Transition of Power will be 30 days beginning June 1st.
 - During the Transition of Power, the current Officers and the newly elected Officers will work in tangent on the following:
 - ❖ Focus on the Mission and Vision statement of Omega Theta Pi
 - ❖ Expectation of service, responsibility and role of elected office
 - ❖ Strategic objectives for the following year including processes, procedures and protocols.
 - ❖ Enhancing relationships with the Omega Theta Pi members and community partnership.
4. Newly elected Officers will begin service July 1st.

C. Elections Committee

All Elections Committees that are created shall set and enforce the election rules, and the process of the committee shall be laid out in the operating procedures. Grievances surrounding the election process must be submitted to the Elections Committee, who will determine any consideration or ruling on a case-by-case basis. All rulings set by the Elections Committee shall be deemed final.

ARTICLE XI.
Committees.

Section 1. Standing committees. The president shall appoint chairpersons of standing committees: Membership, Programs, Scholarship, Bylaws, Elections and Finance/Fund raising. The duties of each such committee shall be determined by the president and the Executive Board. Committee chairs are to submit monthly written reports at the time of the membership meetings. The president shall appoint committee chairs by March 1, following an election. Committee chairs shall serve two- year terms. The president shall be an ex-officio officer of each committee except the Elections committee. Committee chairs can be replaced by the president or members of the Executive Board.

Section 2. Ad-hoc committee. The president and/or the Executive Board may by resolution passed by a majority of the Executive Board designate one or more temporary committees, with each committee consisting of two or more members. The Executive Board may designate one or more of its directors as alternate members of any committee to replace any absentee or disqualified member. Each such committee will exercise only those powers specified by the Executive Board in its formulation. Each committee shall keep regular minutes of its meetings and report the same to the Executive Board, and shall terminate upon completion of its assigned purpose.

ARTICLE XII.
Finances/Contracts.

Section 1. Deposit of Funds. All funds of the organization not otherwise employed shall be deposited in such banks and trust companies as the treasurer, with the recommendations and approval of the Executive Board. Such funds shall be handled in accordance with IRS regulations and state laws governing the activities of the OTP.

Section 2. Compensation. Any member, director or officer of the OTP is

authorized to receive reasonable compensation from the organization for services/expenses rendered to the OTP, when authorized by the Executive Board. No member or officer of the OTP shall receive compensation merely for acting as a member or an officer.

No stated salary shall be paid to directors, as such, for their service, but by resolution of the Board of Directors, reimbursement, including travel expenses to meetings or other expenses, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation, therefore.

Section 3. Contracts with members and officers. No member or officer of the OTP shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies, unless such contracts shall be authorized by the Executive Board and unless the fact of such interest shall have been disclosed or known to the Executive Board at the meeting at which such contract is authorized.

Section 4. Indebtedness. All contracts for services rendered to the OTP shall be paid promptly upon approval of such expenditures by the Executive Board and/or membership.

ARTICLE XIII – INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS

- 13.1 Representative Defined. For purposes of this Article, “representative” means the Member and any Director or officer or employee of the Corporation.
- 13.2. Third-Party Actions. The Corporation shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys’ fees),

judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- 13.3 Derivative and Corporate Actions. The Corporation shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Indemnification shall not be made under this Section 9.3 in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.
- 13.4 Procedure for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 9.2 or Section 9.3 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in those Sections. The determination shall be made:
- (a) By the Board by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
 - (b) If such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- 13.5. Advancing Expenses. The Corporation shall pay expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 9.2 in

advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article or otherwise.

- 13.6 Supplementary Coverage. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. Article 10 (relating to conflicts of interest) shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section 9.6. However, no indemnification may be made by the Corporation under this Article 9 or otherwise to or on behalf of any person to the extent that:
- (a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or
 - (b) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, or its successor (the "Code") or an act of self-dealing under Section 4941 of the Code, if applicable.
- 13.7 Duration and Extent of Coverage. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of that person.
- 13.8 Reliance and Modification. Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Corporation and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, his or her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.
- 13.9 Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him

or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Code or an act of self-dealing under Section 4941 of the Code, if applicable.

ARTICLE XIV – CONFLICTING INTEREST TRANSACTIONS

The Corporation shall separately adopt a conflict-of-interest policy and distribute annual disclosure forms for the purpose of screening conflicts. It is the policy of the Corporation that no contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any "interested" entity shall be authorized or entered into unless the material facts as to the interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board in good faith authorizes the contract or transaction by an affirmative vote of a majority of the Directors other than the interested Director(s) of the Corporation. An "interested" entity includes any entity (a) in which one or more of the Directors or officers of the Corporation (i) are directors or officers, or (ii) have a financial interest, or (b) in which any Director or officer of the Corporation has any other conflict of interest. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

ARTICLE XV – BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

ARTICLE XVI – AMENDMENTS

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this corporation; provided, that the Board will not approve any such alterations, amendment, or repeal that would adversely impact the rights of any class of directors unless such alterations, amendment, or repeal shall first have received the approval of two-thirds (2/3) of the directors

directors then in office.

The Bylaws Committee will annually review the bylaws.

ARTICLE XVII – DISSOLUTION

Said organization is organized exclusively for "charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) the Internal Revenue Code, or corresponding section of any future federal tax code.

The property of this corporation is irrevocably dedicated to non-profit charitable purposes and no part of the net income or assets of this corporation shall ever insure to the benefit of any director, officer or member thereof, or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, which is organized and operated exclusively for non-profit purposes and which has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code, shall be distributed or given to other non-profit organizations as directed by the Board.

Article XVIII Establishing Parliamentary Authority

In all matters not provided for in OTP Bylaws and Operating Procedures shall be governed by the latest version of Robert's Rules of Order, Newly Revised.

ARTICLE XV. Amendments to the Bylaws.

Section 1. Proposed amendments to the OTP bylaws must be submitted in writing to the Executive Board for review and for determination of appropriateness. The Executive Board will then offer the proposed amendment(s) to the membership during a monthly meeting. A two-thirds vote from the membership present at the meeting, , constitutes approval of the proposed amendment(s). The amendments become effective immediately, unless otherwise specified.

