



***Omega Phi Beta Sorority
Articles of Incorporation
and Constitution***
(Code of Regulations)

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Articles of Incorporation

Certificate of Incorporation of Omega Phi Beta Sorority, Incorporated under section 402 of the Not-for-Profit Corporation Law.

IT IS HEREBY CERTIFIED THAT:

- (1) The name of the corporation is Omega Phi Beta Sorority, Incorporated, hereinafter, referred to as the “Corporation.”
- (2) The corporation is a corporation as defined in subparagraph (a) (5) of section 102 (Definitions) of the Not-for-Profit Corporation Law.
- (3) The purpose or purposes for which the corporation is formed are as follows:

This Corporation is organized and its operation shall be conducted exclusively for educational, charitable, and social purposes, including recreation, fraternal, and other non-profitable purposes.

The purpose of this Corporation is to serve and educate people of diverse backgrounds through sisterhood, leadership and guidance. As positive role models, the members of the corporation will strive to promote unity of all cultures, focus on the empowerment of women and raise the standards of excellence in all academic, social, and personal endeavors.

The goals of the Corporation include the following:

- To promote the ethnicity of all women, to gain equal rights and be positive contributors to our community.
- To bring forth our culture and establish our identities as a unifying whole.
- To scholarly achieve our goals to the utmost extreme and offer our support to all who seek success.
- To promote leadership as far as academics and social affairs are concerned.
- To be politically inclined in order to overcome the injustices suffered by our gender in society
- To spread an awareness and educate people about the need of their involvement in protecting our environment worldwide.
- To serve as mentors to those who follow in our routes.

The members of the Corporation dedicate themselves to celebrating womanhood via the common goal of creating a new standard for women in today’s society through education and community involvement.

The corporation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in section 202 of the Not-for-Profit Corporation Law, subject to any limitations provided in the Not-for-Profit Corporation Law or any other statute of the State of New York. Nothing herein shall authorize this corporation, directly or indirectly, to engage in, or include among its purposes, any of the activities mentioned in Not-for-Profit Corporation Law, section 404(b)-(u).

- (4) The corporation shall be a Type B corporation pursuant to section 210 of the Not-for Profit Corporation Law. The names and addresses of the initial directors are as follows:

Claudia Echeverri
59-74 60th Lane
Maspeth, New York 11378

Antonia Encarnacion
141 Pine Place
Staten Island, New York 10304

Jessica Roman
2130 Muliner Avenue Apt. 2C
Bronx, New York 10462

Maria I. Espinal
76-01 Caldwell Avenue Apt.1
Elmhurst, New York 1137

- (5) The office of the Corporation is to be located in the County of New York, State of New York.
Omega Phi Beta Sorority, Incorporated
P.O. Box 3352
Grand Central Station
New York, NY 10163-3352
- (6) The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:
Omega Phi Beta Sorority, Incorporated
P.O. Box 3352
Grand Central Station
New York, NY 10163-3352
- (7) State and Federal exemption:
Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC Section 501(h)] or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

In the event of dissolution, all the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC Section 501(c) (3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to approval of a justice of the Supreme Court of the State of New York.

In any taxable year in which the corporation is a private foundation as described in IRC 509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC Section 4941(d), retain any excess business holdings as defined in IRC Section 4943(c), (b) make any investments in such a manner as to subject the corporation to tax under IRC 4944, or (c) make any taxable expenditures as defined in IRC Section 4945(d) or corresponding provisions of any subsequent Federal tax laws.

Constitution

(CODE OF REGULATIONS)

PREAMBLE

We, the members of Omega Phi Beta Sorority, Incorporated, strive to uphold the high principles and standards for which it stands. The laws and rules of the constitution are set forth to ensure our organization's success. We do hereby establish such an organization and bind ourselves to abide by the provisions of the following constitution and by-laws.

ARTICLE I NAME

In accordance with the Articles of Incorporation, a non-profit corporation created and existing under and by virtue of the laws of the State of New York, the name of the organization shall be Omega Phi Beta Sorority, Incorporated.

ARTICLE II MISSION

In accordance with the Articles of Incorporation, the mission of Omega Phi Beta Sorority, Incorporated, is to serve and educate people of diverse backgrounds through sisterhood, leadership, and guidance. As positive role models, we promote unity of all cultures, focus on the empowerment of our gender and raise the standards of excellence in our academic, social, and personal endeavors.

ARTICLE III VISION

Omega Phi Beta Sorority, Incorporated, envisions a world without oppression, where empowered women celebrate the essence of womanhood and act as resources in the advancement of their communities.

ARTICLE IV STRUCTURE

Omega Phi Beta is a private non-profit Latina-oriented organization that provides programs and services to educate people of diverse backgrounds through sisterhood, leadership and guidance. Omega Phi Beta focuses on the empowerment of our gender by raising the standards of excellence in our academic, social, and personal endeavors. The Sorority is comprised of Collegiate Members, Graduate Members, Alumnae Members, Members-at-Large, Honorary Members, a Board of Trustees, a National Council of Officers, an Alumnae Association, and members who are deceased and memorialized through the Omega Chapter.

Section 1; Founder

The title of "Founder" is reserved solely for the 17 women of diverse backgrounds, who developed, created, and founded this Sorority. No member of Omega Phi Beta Sorority, Inc., excluding the original 17 Founders, shall use the title of "Founder" with regard to any position held or accomplishment attained within the Sorority.

ARTICLE V SORORITY SYMBOLS

Section 1: Crest

The crest of the Sorority shall be:



Section 2: Motto

The motto of the Sorority shall be: “Serving and Educating through Our Diversity.”

The motto in Spanish shall be: “Sirviendo y Educando a través de Nuestra Diversidad.”

Section 3: Colors

The Sorority colors shall be Black, Forest Green, and Gold.

Section 4: Flower

The Sorority flower shall be: The Sunflower (*Helianthus Annuus*); El Girasol (in Spanish).

Section 5: Mascot

The Sorority mascot shall be: The Hummingbird (Rufous); El Colibri (in Spanish).

Section 6: Call (music notes)

The Sorority call shall be: SOLEIL. The sorority call will not be performed with the call of any other Greek organization, non-Greek organization, or group publicly or internally.

Section 7: Hand signs

The Sorority shall have two hand signs.

1. Open left hand. Take right hand and form a circle. Place right hand circle in front of palm of left hand.
2. Take right hand and form a circle. Place right hand circle on left chest where the heart is located.

The sorority hand sign will not be performed with the hand signs of any other Greek organization, non-Greek organization, or group publicly or internally.

Section 8: National Philanthropy

The national philanthropy of the Sorority shall be *Raising Awareness of Violence against Women*. This Sorority recognizes that this issue is important to the livelihood of women and that it affects all women, regardless of race, creed, religion, sexual orientation, or age.

Section 9: Founder’s Day

March 15 shall be designated each year as Founders’ Day by this Sorority and must be recognized by all members.

Section 10: National Day of Remembrance

October 9 shall be designated each year as the National Day of Remembrance by this Sorority and must be recognized by all members.

ARTICLE VI MEMBERSHIP

Section 1: Classification of Membership

1. Collegiate member; or
2. Member-at-Large member; or
3. Alumnae member; or
4. Honorary member; or
5. Board of Trustees member; or
6. National Council member; or
7. Omega Chapter Member.

Each classification of membership is defined in Article VII, Section 2, in the National By-Laws of this Sorority. All members shall have been selected in the manner prescribed by this Constitution and National By-Laws, complete the membership intake process, and is initiated according to the ritual of the Sorority. Prior to and after joining Omega Phi Beta Sorority, Incorporated, no member shall become affiliated with any other Greek-lettered organization except an honorary or professional one. Each member shall be memorialized according to the mourning ritual as prescribed in this sorority.

Section 2: Selection of Collegiate Members

Collegiate members may include individuals who are enrolled in an undergraduate or graduate program and wish to pursue membership of this Sorority through the collegiate membership intake process. Said member must participate in the collegiate membership intake process as prescribed by this Sorority. When applicable, the procedures for establishing colonies and installation of new chapters must be adhered, as prescribed by this Sorority. Membership in the sorority shall not be denied or modified due to ethnicity, race, color, creed, national origin, sexual orientation, or by reason of physical disability allowing for no discrimination as long as the interested woman is in good standing with their respective university or college academic guidelines and fulfills the criteria as prescribed by this Sorority.

Section 3: Selection of Non-Collegiate Members

Non-collegiate members may include individuals who pursue membership through the professional membership intake process or the Honorary Sister membership intake process and criteria as prescribed by this Sorority. When applicable, the procedures for establishment and installation of new colonies/chapters must be adhered, as prescribed by this Sorority. Membership in the sorority will shall not be denied or modified due to ethnicity, race, color, creed, national origin, sexual orientation, or by reason of physical disability allowing for no discrimination as long as the interested woman fulfills the criteria as prescribed by this Sorority.

Section 4: Termination of Membership

The authority to expel any member of this Sorority and to accept a resignation from membership shall be vested in the Vice President of Policy and Compliance and the Board of Trustees as stipulated in Article VIII, Section 4, in the National By-Laws of this Sorority.

ARTICLE VII MEMBERSHIP DUES, FEES, AND OBLIGATIONS

Section 1: Fiscal Year

The fiscal year corresponds to the calendar year, beginning in January and ending in December.

Section 2: Payment and Classification of Dues and Fees

1. Payment of national dues and fees shall go to the national treasury of this Sorority.
2. Dues and Fees
 - a. Individuals
 - i. Candidates for membership shall pay membership intake fees as described in Article VIII, Section 1, Subsection 1 of the National By-Laws of this Sorority.
 - ii. All other individual members of this Sorority shall pay national membership dues as described in Article VIII, Section 1, Subsection 1 of the National By-Laws of this Sorority.
 - b. Chapters/Colonies
 - i. Chapters/Colonies shall pay such dues and fees as described in Article VIII, Section 1, Subsection 2 of the National By-Laws of this Sorority.

Section 3: Penalty for non-payment

A member, chapter/colony, alumnae association, or any other entity within the Sorority who has failed to meet financial obligations may be considered not in good standing and may be deemed inactive or suspended, as determined by the National Council.

Section 4: Dues and Fee Review

Dues and fees shall be determined by the Executive Cabinet of the National Council of Officers and approved by the Board of Trustees. Proposals for revising revenues and fees shall originate during the annual legislative conference as prescribed in this Constitution.

Section 5: Membership Obligations

It shall be the duty of and the privilege of each member to do everything in her power to promote the interests, welfare, and dignity of the chapter/colony, alumnae association, and the Sorority; to pay all fees, dues, and assessments which may be imposed or levied by the National Council.

Section 6: Good Standing

The status of “good standing” for all members of this Sorority including individuals, collegiate and alumnae chapters/colonies, the Alumnae Association, and any other entity within this Sorority shall be the fulfillment of all financial, academic, and ethical obligations, duties, and privileges as prescribed by this Sorority’s National Constitution, National By-Laws [Article VIII, Section 3], Chapter/Colony By-Laws, and national sorority policies.

Section 7: Suspension and Termination of Membership

- a. The policy and procedure for addressing the suspension or expulsion, inactivity, termination, dismissal, reinstatement of membership, and the appellate process shall be defined in the Standards Board Policy.
- b. In the case of suspension or expulsion of a member, the Standard Board Procedure will be executed as determined by the Standards Board Policy. All appeals must be directed to and addressed by the VPPC, and her committee, for review to determine validity of appeal. If determined to be valid then the VPPC will forward all relevant information to the BOT who will respond to the appeal. The final decision shall lie with BOT.
- c. In the case for inactive membership, the same procedure shall be conducted as stated in part (a) of this article and section; with exception of that the final decision shall lie with the VPPC. The VPPC shall consult with the EVP, VP of Finance, VP of Membership, and VP of Operations and all other relevant

Directors prior to making a final decision. The VPPC will notify all relevant officers and directors of the NCOO as well as relevant chapters and colonies of the final decision made.

- d. The VPPC and/or the BOT, in all scenarios covered in this article, may request from the NCOO a recommendation or consider a recommendation made by the NCOO in order to ensure a fair, impartial, and thorough review of all appeals and final decisions.

ARTICLE VIII COLLEGIATE CHAPTERS/COLONIES

Section 1: Membership

Any individual member as defined by Article VII, Section 2 of the National Bylaws of this Sorority is eligible for membership in a collegiate chapter/colony.

Section 2: Officers

1. Each collegiate chapter/colony shall have a President, Vice President, Treasurer, Secretary, and such other officers as may be provided for in the Chapter/Colony Handbook whose responsibilities will include areas of record keeping and correspondence, financial administration, chapter/colony programming, and scholastic excellence.
2. The nomination and election of officers of collegiate chapters/colonies shall take place in accordance with the Chapter/Colony Handbook.
3. The collegiate chapter/colony officers shall perform the customary duties of the office and such duties as may be assigned to them by the National Council and by the chapter/colony bylaws and standing rules.
4. Upon installation each chapter/colony officer shall take the following oath, to be administered by the president of the chapter/colony: *"I do solemnly promise to discharge to the best of my ability, with fidelity and promptness; and in conformity with the Constitution, policies and procedures of Omega Phi Beta Sorority, Incorporated, and the bylaws and standing rules of the chapter/colony, the duties of the office to which I have been elected."*

Section 3: Meetings

1. Each collegiate chapter/colony shall hold a regular meeting, at least, once a week during the academic year.
2. New chapters or colonies must complete a New Chapter/Colony Orientation conducted by their respective Regional Director as determined in the Operational Protocol and Chapter/Colony Handbook.

Section 4: Standing Rules

Collegiate and Alumnae chapter/colony standing rules must be consistent with the Constitution, By-Laws, policies and procedures of the Sorority, approved by the Regional Director in consultation with the Vice President of Policy and Compliance, and may not be amended without her consent.

Section 5: Required Programming

Each collegiate chapter/colony must host a Week of Illumination: a series of cultural, educational, and social programs geared towards women's issues.

Section 6: Resignation and Reinstatement

1. Resignation

A member may submit a voluntary resignation in writing to the Chapter/Colony President and the National Council via the Regional Director.

2. Reinstatement

Only former members who have voluntarily resigned or whose memberships have otherwise been terminated for financial/academic reasons may be reinstated upon a majority vote of the active chapter/colony membership upon the following terms and conditions.

- a. At least one semester has elapsed since the effective date of membership termination.
- b. A written request for reinstatement is submitted to the Chapter/Colony Executive Board and to the corresponding Regional Director.
- c. All financial obligations in areas at the time of termination have been satisfied.
- d. All academic obligations in areas at the time of termination have been satisfied.

ARTICLE IX ALUMNAE CHAPTERS/COLONIES

Section 1: Membership

Any individual member as defined by Article VII, Section 2 of the National Bylaws of this Sorority is eligible for membership in a collegiate chapter/colony.

Section 2: Officers

1. Each alumnae chapter/colony shall have a President, Director of Programming, and Director of Membership, and such other officers as may be provided for in the Chapter/Colony Handbook whose responsibilities will include areas of record keeping and correspondence, financial administration, chapter/colony programming, and scholastic excellence.
2. The nomination and election of officers of alumnae chapters/colonies shall take place in accordance with the Chapter/Colony Handbook.
3. The alumnae chapter/colony officers shall perform the customary duties of the office and such duties as may be assigned to them by the National Council and by the chapter/colony bylaws and standing rules.
4. Upon installation each chapter/colony officer shall take the following oath, to be administered by the president of the chapter/colony: *“I do solemnly promise to discharge to the best of my ability, with fidelity and promptness; and in conformity with the Constitution, policies and procedures of Omega Phi Beta Sorority, Incorporated, and the bylaws and standing rules of the chapter/colony, the duties of the office to which I have been elected.”*

Section 3: Meetings

1. Each alumnae chapter/colony shall hold regular meetings; at least ten chapter/colony meetings per year.
2. New chapters or colonies must complete a New Chapter/Colony Orientation conducted by their respective Regional Director within a reasonable period of time as determined in the Operational Protocol and Chapter/Colony Handbook.

Section 4: Standing Rules

Alumnae chapter/colony standing rules must be consistent with the Constitution, By-Laws, policies and procedures of the Sorority, approved by the Regional Director, in consultation with the Vice President of Policy and Compliance, and may not be amended without her consent.

Section 5: Required Programming

Each alumnae chapter/colony must fundraise for the Reach for the Gold Book Scholarship and have a partnership with a Domestic Violence Agency in their area that they continuously, at least 3 times a year, collaborate with community services.

Section 6: Resignation and Reinstatement

1. Resignation

A member may submit a voluntary resignation in writing to the Chapter/Colony President and the National Council via the Regional Director.

2. Reinstatement

Only former members who have voluntarily resigned or whose memberships have otherwise been terminated for financial reasons may be reinstated upon a majority vote of the active chapter/colony membership upon the following terms and conditions.

- a. At least six months has elapsed since the effective date of membership termination.
- b. A written request for reinstatement is submitted to the Chapter/Colony Executive Board and to the corresponding Regional Director.
- c. All financial obligations in areas at the time of termination have been satisfied.

ARTICLE X GRANTING OF CHARTERS

Section 1: Formation of a Chapter

The National Council shall determine the chartering process for collegiate and alumnae chapters as prescribed by Article IX, Sections 4 and 5, of the National Bylaws of this Sorority.

Section 2: Charters of Collegiate and Alumnae Chapters

All charters will be established as prescribed by in Article IX, Sections 4 and 5, of the National Bylaws of this Sorority.

Section 3: National Supervision, Relinquishment, Suspension, and Termination of Charters

The authority to supervise, relinquish, suspend, and terminate a charter shall be vested in the National Council as described in Article IX, Section 6 of the National By-Laws of this Sorority.

ARTICLE XI REGIONS

Section 1: Definition and Purpose

1. A Region shall be a geographical grouping of undergraduate and alumnae chapters and colonies arranged by the National Council for the purpose of manageable governing and ease of communication.
2. Each region will elect a Regional Director who, under the direction of the Vice President of Operations, shall have the supervision of the collegiate chapters/colonies, alumnae chapters/colonies in the region, any unaffiliated collegiate members attending college in which there is a chapter/colony of Omega Phi Beta Sorority, Incorporated, and any active member who resides within the region.

Section 2: Nomenclature

Regions shall be assigned by the National Council, in consultation with the Board of Trustees, as described in Article IX, Section 3 of the National By-Laws of this Sorority.

ARTICLE XII ALUMNAE ASSOCIATION

Section 1: Membership

Any individual member as defined by Article VII, Section 2, of the National Bylaws is eligible for membership in the Alumnae Association.

Section 2: Purpose

To provide a sister-support system beyond the undergraduate experience for our members that will include social, professional, and other relevant activities. The Alumnae Association affords the opportunity for members to continue serving and educating the community at large through mentoring programs, educational forums, and community service. In addition, while offering outreach to undergraduate members and all members as a whole, the Alumnae Association provides an ongoing social/cultural outlet in order to strengthen and maintain membership cohesion.

Section 3: Officers

1. The officers of the Alumnae Association shall be the President, Vice President of Alumnae Development and Programming, and Administrative Coordinator. These officers shall perform the customary duties of office and such duties as may be assigned to them by the National Council.

2. The nomination, election, and appointment of Alumnae Association officers shall be similar to the process conducted for the National Council of Officers take place at the time designated in Article XV, Section 5 of the National By-Laws of this Sorority.
3. Upon installation each chapter/colony and association officer shall take the following oath, to be administered by the president: *“I do solemnly promise to discharge to the best of my ability, with fidelity and promptness; and in conformity with the Constitution, policies and procedures of Omega Phi Beta Sorority, Incorporated, and the bylaws of the association, the duties of the office to which I have been elected.”*

Section 4: Meetings

1. The association shall hold a regular meeting at least once per month or as specified in the Alumnae Association Standing Rules.
2. The National Council representative must attend the monthly National Council meetings.

Section 5: Standing Rules

The Alumnae Association Standing Rules must be consistent with the Constitution, By-laws, policies, and procedures of the Sorority, approved by the Vice President of Policy and Compliance and may not be amended without consent of the National Council.

ARTICLE XIII GOVERNANCE

Section 1: National Board of Trustees (BOT)

1. Structure
The BOT consists of five voting members, who are elected, and two non-voting Advisory members (Founder Advisor and National President). The Executive officers of the Board of Trustees shall include a Chair, Vice Chair, Secretary, and Treasurer.
2. Purpose
To create and maintain the long-term vision for the Sorority and establish appropriate goals and milestones toward fulfilling the Sorority’s vision. The BOT is the ultimate governing body of this Sorority and oversees the progress of the National Council, Alumnae Association, and all relevant committees.

Section 2: The National Council of Officers

The National Council of this Sorority shall include the following national officer positions, and such other officers as deemed necessary by the Nominations, Appointments, and Elections Committee.

1. Elected National Officers:
 - a. National President
 - b. Executive Vice President
 - c. Vice President of Policy and Compliance
 - d. Alumnae Association President
2. Elected Regional Officers otherwise known as Regional Directors
3. Appointed National Officers

Said officers shall be appointed by the President, Executive Vice President, Vice President of Policy and Compliance, and Alumnae Association President, and conferred by the Board of Trustees:

- a. Vice President of Expansion
- b. Vice President of Finance
- c. Vice President of Membership
- d. Vice President of Operations
- e. Vice President of Programming

4. Authority of National Council

The administrative power of the Sorority shall be vested in the National Council, comprised of the officers elected by the membership and those officers nominated for appointment and conferred by the Board of Trustees; and all other officers as deemed necessary by the Nominations, Elections, and Appointments Committee, including one Regional Director per region. Each member of the National Council shall be an active sister in good standing as prescribed by the National By-Laws. The following national officers will be known as the Executive Cabinet of the National Council with voting power within the cabinet. The National President votes in situations in which there lies a tie.

- a) National President
- b) Executive Vice President
- c) Vice President of Policy and Compliance
- d) Alumnae Association President
- e) Vice President of Expansion
- f) Vice President of Finance
- g) Vice President of Membership
- h) Vice President of Operations

5. The number of National Council members shall be no less than 9 individuals.

Section 3: Alumnae Association

The Alumnae Association shall have a board of officers, comprised of President, Vice President of Alumnae Programming and Development Administrative Coordinator and all other Directors and committees when necessary. Each member of the Alumnae Association shall be an active sister in good standing as provided by the National By-Laws.

Section 4: Chapter/Colony Executive Board

Each chapter/colony shall have an executive board as described in Article XI, Section 4 of the National By-Laws of this Sorority.

ARTICLE XIV ELECTIONS, TERMS AND VACANCIES

Section 1: Nomination, Election, and Appointment Committee (NEAC)

The Committee of Trustees (COT) of the Board of Trustees will establish the Nomination, Election, and Appointment Committee (NEAC) and supervise the nominations, elections, and appointments process, as prescribed in the National By-Laws.

Section 2: Eligibility for National Officer Positions

Candidates for elected and/or appointed positions must be in good standing, active, and meet the requirements as prescribed by the National Bylaws.

Section 3: Voting Eligibility, Election Procedures, and Terms

1. Voting Eligibility and Power

Only active members in good standing have the right to vote, as prescribed in Article XV, Section 3 of the National By-Laws of this Sorority.

2. Election Procedures

- a. The elections of all open elected BOT, NCOO, and AA positions, conducted by the COT, shall take place at annual conferences. Newly elected officers shall assume their duties by January 1 of the following calendar year (if voted in during the annual conference) and abide by their terms and term limits as described in Article XV Section 6 of the National By-Laws. Voting shall be by ballot; except when there is but one candidate for each office, voting may be by voice vote. A majority vote shall be required to elect.
- b. Upon installation, each officer shall take the following oath, to be administered by the Chair of the Board of Trustees: *“I do solemnly promise to discharge to the best of my ability, with fidelity and promptness; and in conformity with the Constitution, policies and procedures of Omega Phi Beta Sorority, Incorporated and the bylaws and standing rules of the (appropriate body being represented), the duties of the office to which I have been elected.”*

3. Terms

Terms and term limits for the Board of Trustees and the National Council shall be followed as prescribed in Article XV, Section 6 of the National By-Laws of this Sorority.

Section 4: Impeachment

1. Board of Trustees

Any member in good standing may submit a request for impeachment of any member of the BOT. The impeachment process shall follow Article XV, Section 10 in the National Bylaws of this Sorority.

2. National Council

Any member in good standing can submit a request for impeachment of any member of the NCOO. The impeachment process shall follow Article XV, Section 10 in the National Bylaws of this Sorority.

3. Alumnae Association

Any member in good standing can submit a request for impeachment of any member of the AA. The impeachment process shall follow Article XV, Section 10 in the National Bylaws of this Sorority.

Section 5: Vacancies of Elected and Appointed National Positions

A vacancy occurring in any positions outside of the elected positions of National Council shall be filled by appointment and confirmed by the OPBSI Board of Trustees. A vacancy in the Executive Cabinet, the Board of Trustees and Regional Directorship shall be filled by national election, at a National Meeting of the membership or by special election.

ARTICLE XV GENERAL BODY MEETINGS

Section 1: Convention

1. Time and place of Convention

An annual meeting to be known as a Convention shall be held during the month of March, on the weekend closest to Founders Day [March 15] and the place shall be designated by the previous

Convention or by the National Council. The National Council may change a designation of the Convention under special circumstances. In a state of war or other national emergency, the Board shall have the power to postpone an annual Convention or otherwise modify this provision.

2. Official Membership of Convention

The official membership of the Convention shall consist of two delegates from each collegiate chapter/colony, one alumnae delegate from each alumnae chapter/colony, two delegates from the executive board of the Alumnae Association, all members at large, all members of the National Council, all members of the Board of Trustees, and such chairwomen and/or directors as may be designated by the Board of Officers.

3. Purpose

The Convention shall be the Professional Meeting for the Sorority whereby the following activities shall take place:

- a. All business pertaining to the general operation of the Sorority
- b. Receive national updates
- c. Professional development workshops and other activities.
- d. Display information and activities of interest to the event organizers and attendees;
- e. To hold elections for the elected positions on the Board of Trustees and National Council, if necessary.
- f. Feature a keynote speaker;
- g. Deliberate on the organization's common issues.

4. Distribution of Votes

Each active collegiate and alumnae chapter/colony shall have one vote. Alumnae Association including the Members-at-Large will have one collective vote. Honorary sisters will have one collective vote. Each member of the Board of Trustees will have one vote for a total of 5 votes. The following members of the National Council will have one vote each: President, Executive Vice President, Vice President for Policy and Compliance and the Alumnae Association President. All appointed officer positions will have one collective vote.

5. If an emergency makes it inadvisable to hold a Convention, the National Council may, when authorized by a majority vote of the chapters/colonies, provide for the postponement or omission of a Convention.

Section 2: Conferences

1. Time and place of Conference

An annual meeting to be known as a Conference shall be held during the month of October, on the weekend closest to the National Day of Remembrance [October 9] at such place as determined by the National Council. The National Council may change a designation of the Conference under special circumstances. In a state of war or other national emergency, the Board shall have the power to postpone an annual Conference or otherwise modify this provision.

2. Official Membership of Conference

The official membership of the Conference shall consist of two delegates from each collegiate chapter/colony, one alumnae delegate from each alumnae chapter/colony, two delegates from the executive board of the Alumnae Association, all members at large, all members of the National Council, all members of the Board of Trustees, and such chairwomen and/or directors as may be designated by the Board of Officers.

3. Purpose

Purpose: The Conference shall be the General Legislative Meeting for the Sorority whereby the following activities shall take place:

- a. To act upon all business pertaining to the general operation of the Sorority except for those which executive authority is otherwise delegated in the Constitution;
- b. To receive annual reports;
- c. To approve changes in various aspects of the organization pertaining to the Constitution and By-Laws;
- d. To approve changes in various aspects of the organization pertaining to the operations of the Sorority;
- e. To hold elections for the elected positions on the Board of Trustees and National Council.

4. Distribution of Votes

Each active collegiate and alumnae chapter/colony shall have one vote. The Alumnae Association members including the Members-at-Large will have one collective vote. Honorary sisters will have one collective vote. Each member of the Board of Trustees will have one vote for a total of 5 votes. The following members of the National Council will have one vote each: National President, Executive Vice President, Vice President for Policy and Compliance and the Alumnae Association President. All appointed officer positions will have one collective vote.

5. If an emergency makes it inadvisable to hold a Convention, the National Council may, when authorized by a majority vote of the chapters/colonies, provide for the postponement or omission of a Convention.

Section 3: Membership Voting Eligibility

All members that are active and in good standing shall have the right to vote, provided that the voting representatives and body, meet the qualifications as prescribed by the National By-Laws.

Section 4: Quorum

1. Definition of Quorum

The active members entitled to vote shall constitute a quorum when two thirds of the eligible voting bodies are in attendance at a national meeting for the transaction of any business, provided that when a specified item of business is required to be voted on by a class or classes, the holders of a majority votes of such class or classes shall constitute a quorum for the transaction of such specified item of business.

- a. Any voting decision made by a quorum shall only be passed if all members were notified of a meeting a minimum of seven days in advance.
- b. When quorum is present to conduct a meeting, it is not broken by the subsequent withdrawal of any eligible voting members or bodies.
- c. The meeting will be adjourned per Roberts Rules of Order.

ARTICLE XVI DISCIPLINE

With the unanimous affirmative vote of the Board of Trustees, subject to the provisions in the National By-Laws and all sorority handbooks and policies and procedures, with special attention to the Standards Board Procedure, the charter of a collegiate or alumnae chapter/colony and/or membership of an individual member may be relinquished, withdrawn, or suspended for reasons provided in aforementioned documents. Reinstatement of a charter or membership is at the discretion of the Board of Trustees as provided by the National By-Laws and all sorority handbooks and policies and procedures, with special attention to the Standards Board Procedure.

ARTICLE XVII NATIONAL COMMITTEES AND APPOINTMENTS

Section 1: Standing Committees

The standing committees may be proposed by any member of the Executive Cabinet and must be appointed by the National Council Board of Officers. Members of the BOT may also propose and appoint standing committees.

Section 2: Special Committees

All special committees shall be appointed by the National Council and/or the BOT to handle particular non-recurring situations that have arisen and shall be disbanded when the situations have been resolved. In no case shall their existence continue beyond the close of the ensuing national membership meeting, unless the members at such national membership meeting specifically authorize extension of its existence for a period not extending beyond the next succeeding national membership meeting.

Section 3: Programs and Initiatives

Programs and Initiatives may be proposed by any member of the Executive Cabinet and must be appointed by the National Council of Officers. Members of the BOT may propose programs and initiatives.

Section 4: Standing Appointments

Standing appointments, not related to national officer positions, may be proposed by the President upon approval of the Board of Trustees.

ARTICLES XVIII AMENDMENTS

Section 1: Required Vote

The Constitution of this Sorority may be amended, altered, revised, added to or repealed by a two-thirds affirmative vote at a meeting of the membership, due notice of any proposed amendment having been given.

Section 2: Required Notice

Notice in writing of any proposed amendments shall be submitted to the Vice President of Policy and Compliance, who shall refer them to the National Council of Officers, sixty (60) days prior to the next general body meeting or will be considered for a subsequent general body meeting. Within ten (10) days prior to the designated general body meeting, the Vice President of Policy and Compliance shall submit the proposed amendments to all members and entities within the Sorority, noting those approved by the National Council of Officers.

ARTICLE XIX REVIEW OF CONSTITUTION

The Constitution shall be reviewed by the Policy and Compliance Committee (PCC). The Policy and Compliance Committee shall review the Constitution at least every two (2) years and make appropriate recommendations as necessary.

ARTICLE XX PARLIAMENTARY PROCEDURE

The conduct of all meetings of the members, the Board of Trustees, the National Council, the Alumnae Association, the committees, chapters/colonies, and any other entity of this Sorority shall be governed by and in accordance with the provisions of Robert's Rules of Order, Revised.

ARTICLE XXI EXECUTIVE OFFICES

Executive Offices shall be maintained by the Sorority at a place selected by the National Council for the purpose of preserving the archives of the Sorority; keeping the records of the Sorority; rendering clerical assistance; handling supplies; and performing such other duties as may be assigned to it by the National Council. The Offices shall be under the supervision of the President. She shall be responsible for the proper execution of the duties for which the Offices are established within the provisions of the budget approved by the National Council

ARTICLE XXII INDEMNIFICATION

This Corporation shall indemnify and agree to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that he or she was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint-venture, trust or other enterprise, and is or was acting within the scope of his or her duties as such against expenses including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. Indemnification will not be granted to any officer acting in violation of either the letter or the spirit of this Constitution, National By-Laws, and any and all other policies and practices of the sorority.