

**THE AMENDED AND RESTATED BYLAWS  
OF  
THE NATIONAL MULTICULTURAL GREEK COUNCIL, INCORPORATED**

**PREAMBLE**

We, the undersigned multicultural and multiethnic fraternal organizations, in furtherance of our mission to unite and empower ourselves and our communities and form a more perfect alliance of fraternal organizations, do hereby establish these Bylaws for the governance of the National Multicultural Greek Council, Incorporated.

**ARTICLE I – NAME**

The name of the corporation shall be the National Multicultural Greek Council, Incorporated, hereinafter referred to in these Bylaws as the “Council” or the “Corporation”.

**ARTICLE II- OBJECTIVE**

**SECTION 1. PURPOSE.**

The purposes of the Council shall be to:

- A. provide a forum that allows for the free exchange of ideas, programs, and services between its constituent fraternities and sororities;
- B. promote the awareness of multicultural diversity within collegiate institutions, their surrounding communities, and the greater community-at-large; and
- C. support and promote the works of its Members (as hereinafter defined).

The Council shall act as an alliance to unite all multicultural and multiethnic fraternities and sororities under one national entity. Council action shall not in any way abrogate the right of its member fraternities and sororities to self-determination and each Member shall be autonomous as a corporation and fraternal society.

**SECTION 2. TAX-EXEMPT STATUS.**

No part of the funds of the Council will accrue to the benefit of any individual, except as incurred for the benefit of the Council’s purpose. Funds collected will be expended exclusively for the Council’s purposes as described herein.

## **ARTICLE III - MEMBERSHIP**

### **SECTION 1. MEMBERS.**

The members of the Council (each, a “Member”) shall consist of fraternal organizations that have met the eligibility requirements for membership as set forth in Article III, Section 2, and have been granted approval for membership from a majority of the Members eligible to vote and seated in general assembly (the “General Assembly”) after submitting a completed application for membership (the “Membership Application”).

### **SECTION 2. MEMBERSHIP CRITERIA.**

Any organization shall be eligible for admission as a Member into the Council provided that the organization:

- A. is a fraternal organization, commonly referred to as a fraternity or sorority, that is a multicultural or multiethnic organization as defined in the Membership Application;
- B. has been in existence for a minimum of five (5) years;
- C. has a minimum of five (5) chapters/colonies as recognized by its respective organization as of the date of application for membership in the Council;
- D. exists as a legal and incorporated body under the laws of either one of the fifty (50) states of America, the District of Columbia, Puerto Rico or Guam and the Laws of Congress;
- E. possesses an insurance coverage policy of at least one million dollar with a recognized insurance provider within the fifty (50) states of America or the District of Columbia.

A committee appointed by the Executive Board will review organizational membership every two years on even number years. In order to maintain membership compliance, organizations must provide supporting documentation of the membership requirements and proof of active participation in NMGC programs and assessments.

### **SECTION 3. MEMBER REPRESENTATIVES.**

Each Member shall be represented by no less than one and no more than two (2) of its individual members (the “Member Representatives”). The Member Representatives shall be responsible for representing and voting on behalf of, the Member in all Council regular and special meetings and in all actions to be taken by the General Assembly in which the Member is eligible to vote or participate.

**SECTION 4. CHAPTERS.**

A. Establishment as a Chapter Organization. The Council shall be a chapter organization, and shall be empowered to establish and maintain local chapters through-out the United States. The Council shall have all of the powers granted to a chapter organization pursuant to Section 15A:2-12 of the New Jersey Nonprofit Corporation Act (the “Act”).

B. Establishment of Local Chapters. A local chapter may be established on any college or university campus where there are at least three (3) Members that are: (i) recognized by the university and (ii) in good standing with the university. A local chapter shall be established in accordance with the policies and procedures for establishing a local chapter of the Council (as such policies and procedures are determined by the Executive Board (as hereinafter defined in Article IV, Section 1 below) and approved of by a majority of Members that are eligible to vote and are seated in General Assembly), as the same may be amended from time to time).

**ARTICLE IV – TRUSTEES AND OFFICERS**

**SECTION 1. TRUSTEES.**

The business and affairs of the Council shall be managed by or under the direction of its board of trustees (the “Executive Board”), who shall also serve as the officers of the Council.

**SECTION 2. OFFICERS.**

The officers of the Executive Board (the “Officers”) shall consist of the following and such other officers as from time to time may be necessary:

Elected officers (the “Elected Officers”)

- President
- Vice-President
- Secretary
- Treasurer
- University Liaison
- Public Relations Coordinator

Appointed officers (the “Appointed Officers”)

- Legal Counsel

**SECTION 3. DUTIES OF OFFICERS.**

A. President. The duties of the president (the “President”) shall be to: (i) establish meeting agendas; (ii) preside over regular and special meetings of the Executive Board and the General Assembly; (iii) act as a primary contact for the Council; (iv) promulgate the mission of

the Council; (v) oversee the Executive Board; and (vi) perform such other duties as from time to time may become necessary.

B. Vice-President. The duties of the vice president (the “Vice President”) shall be to: (i) assist the President as deemed necessary; (ii) preside over regular and special meetings of the Council and the Executive Board in the President’s absence; (iii) serve as the chair of the Membership Committee (as defined in Article VI, Section 1 below); and (iv) ensure the Council’s attendance and participation at annual meetings of the Association of Fraternity Advisors and/or such other meetings and conferences pertinent to and/or requiring the presence of the Council. Keep record of all ratified legislation and amendments. This record will be made publicly available to all council member organizations.

C. Secretary. The duties of the secretary (the “Secretary”) shall be to: (i) record and disburse accurate and complete minutes of all Executive Board and Council meetings; (ii) assist the President in establishing agendas for all Executive Board and Council meetings; (iii) manage all Executive Board and Council correspondence; and (iv) secure meeting locations for all Executive Board meetings.

D. Treasurer. The duties of the treasurer (the “Treasurer”) shall be to: (i) serve as the chief fiscal officer of the Council; (ii) receive and review monthly financial records and reconciliation reports of the Council’s funds; (iii) maintain the finances and accounts of the Council; (iv) research the financial options of the Council; (v) serve as the chair of the Finance Committee (as defined in Article VI, Section 1 below); (vi) address matters of insurance; (vii) collect fines levied on Members and/or local Council chapters as a result of disciplinary measures; (viii) present a monthly financial report to the Executive Board; (ix) present an annual financial report to the Council; and (x) address and manage any tax issues related to the finances of the Council.

E. University Liaison. The duties of the university liaison (the “University Liaison”) shall be to: (i) aid in the establishment of local chapters at colleges and universities; (ii) serve as the chairperson of the Board of Regions (as defined below in Article V, Section 2 of these Bylaws); and (iii) act as the Parliamentarian of the Council.

F. Public Relations Coordinator. The duties of the public relations coordinator (the “Public Relations Coordinator”) shall be to: (i) serve as the spokesperson for the Council for any non-administrative matters; (ii) serve as the public representative for the Council; (iii) address and handle all media related responsibilities including but not limited to the distribution and dissemination of leaflets, flyers, web-related announcements and press releases; and (iv) serve as the chair for the Programming Committee (as defined in Article VI, Section 1 below).

G. Legal Counsel. The duties of the legal counsel (the “Legal Counsel”) shall be to: (i) serve as the legal representative for the Council; and (ii) provide legal counsel on all matters pertaining to the Council.

#### **SECTION 4. EXECUTIVE REPORTS.**

A. Semi-annual Reports. All Officers shall be responsible for preparing and rendering a semi-annual report pertaining to their respective offices to the general body of the Council. Such semi-annual report shall be prepared in accordance with the guidelines as established by the Executive Board.

B. Annual Corporate Reports. All officers shall be responsible for preparing and rendering an annual corporate report pertaining to their respective offices to the general body of the Council. Such annual corporate report shall be prepared in accordance with the guidelines as established by the Executive Board.

## **ARTICLE V – REGIONS**

### **SECTION 1. ESTABLISHMENT OF REGIONS.**

The following six (6) regions are hereby established: Northeast; Mid-Atlantic; Southeast; Midwest; Southwest; and Northwest. Each region shall be managed by the regional director (each, a “Regional Director”), who shall serve as a member of the Board of Regions (as hereinafter defined).

### **SECTION 2. BOARD OF REGIONS.**

There is hereby established the Board of Regional Directors (the “Board of Regions”), which shall consist of all of the Regional Directors for each recognized region and the University Liaison, who shall serve as the chairperson for the Board of Regions.

### **SECTION 3. REGIONAL DIRECTORS.**

The duties of each Regional Director shall be to:

- A. enforce these Bylaws of the Council in the region of which he or she is director;
- B. represent the needs of the Members with chapters within the respective region;
- C. report to the University Liaison on the activities of the office;
- D. serve as the liaison between Members with chapters within the region;
- E. assist and advise the local chapters in the region and serve as an advocate for the local chapters within the region;
- F. investigate applications for the establishment of new local chapters;
- G. serve as the presiding officer at regional meetings;
- H. appoint a Sergeant-at-Arms, Parliamentarian, and committees to serve at the time of the regional conference; and
- I. secure a report of the proceedings of the regional conference and publish the report ninety (90) days after the close of the regional conference.

### **SECTION 4. REGIONAL CONFERENCES.**

Regional conferences shall be held at regular intervals, but no less frequently than once each year, which shall not conflict with the Council Conferences (as defined in Article IX, Section 2 of these Bylaws).

## **ARTICLE VI - COMMITTEES AND COMMISSIONS**

### **SECTION 1. STANDING COMMITTEES.**

The standing committees (the “Standing Committees”) of the Council shall be as follows:

A. Finance Committee. The finance committee (“Finance Committee”) shall be responsible for raising funds for the Council for its day-to-day operations as well as any special projects, promotions, and ventures.

B. Membership Committee. The membership committee (the “Membership Committee”) shall be responsible for reviewing new applications for membership to the Council and reviewing the status of existing members of the Council.

C. Programming Committee. The programming committee (the “Programming Committee”) shall be responsible for the planning and implementation of all activities sponsored by the Council.

D. Research Committee. The research committee (the “Research Committee”) shall be responsible for all the research and assessment collected and conducted by the Council.

E. Heritage Committee. The heritage committee (the “Heritage Committee”) shall be responsible for all the collection and preservation of history or historical papers and artifacts of the Council.

### **SECTION 2. AD HOC COMMITTEES.**

Temporary committees (“Ad Hoc Committees”) shall be appointed by the Executive Board whenever the Executive Board deems it necessary.

### **SECTION 3. COMMITTEE MEMBERS.**

A. Chairperson of Committees. Where otherwise not stated within these Bylaws, the chair of a committee shall be commissioned by the Executive Board.

B. Membership. Committee members shall serve on a voluntary basis. Any individual belonging to a Member may serve on Standing and/or Ad Hoc Committees, as such may be established by the Executive Board or the General Assembly from time to time.

## **ARTICLE VII - ELECTIONS AND VOTING**

### **SECTION 1. ELECTED OFFICERS.**

All Elected Officers shall be elected by the Members that are eligible to vote. Elected Officers shall not simultaneously serve as a Member Representative to the Council.

### **SECTION 2. APPOINTED OFFICERS.**

The Legal Advisor and all other appointed officers shall be appointed by the President, with the approval of the Executive Board. Appointed officers shall not simultaneously serve as a Member Representative to the Council.

### **SECTION 3. REGIONAL DIRECTORS.**

All Regional Directors shall be elected by the Members that are eligible to vote. Regional Directors shall not simultaneously serve as a Member Representative to the Council.

### **SECTION 4. MEMBER REPRESENTATIVES.**

Member Representatives shall be elected and/or appointed by their respective organizations in accordance with their respective constitution and Bylaws, organizational rules of order and/or policies and other procedures.

### **SECTION 5. NOMINATIONS.**

A. Elected Officers. Nominations for Elected Officers shall be held every other year at least three (3) months prior to the elections for such positions. All nominees shall conduct their own campaign for office in accordance with the policies of the Council.

B. Regional Directors. Nominations for Regional Directors shall be held every other year at least three (3) months prior to the elections for such position. All nominees shall conduct their own campaign for office in accordance with the policies of the Council.

### **SECTION 6. TIME OF ELECTIONS.**

- A. Elected Officers. All Elected Officers shall be elected during the Annual Conference every other year.
- a. Elections for President, Secretary, and Treasurer shall be held on even numbered years.
  - b. Elections for Vice President, Public Relations, and University Liaison shall be held on odd numbered years.

In the event that an Executive Board member runs for new office while concurrently holding a position on the Executive Board and is elected a vacancy will be created in their former position.

Under these circumstances NMGC will follow constitutional procedures to fill vacancies as stated in Article VII, Sections 10 and 11.

B. Regional Directors. All Regional Directors shall be elected during the Annual Conference every other year in which an election for Elected Officers shall not be held.

C. Member Representatives. All Member Representatives shall be elected and/or appointed by July 1st of each calendar year.

## **SECTION 7. VOTING.**

A. Method of Voting. Voting for Elected Officers shall be by secret ballot or a Special Election. A "Special Election" shall mean is an election conducted by registered mail or electronic mail within a four (4) week period with campaigning, nominations, voting and announcements to be conducted within the same time period and forum.

B. Member Vote. Each Member present at a Council Conference and eligible to vote shall be granted one (1) vote in all meetings and other voting of the Council.

## **SECTION 8. TERM OF OFFICE.**

A. Length of Term. All Elected Officers shall serve for two (2) years, the respective term commencing at the beginning of the new fiscal year. All Appointed Officers shall serve for the term as prescribed by the Executive Board in the letter of appointment.

B. Transition. Transition of officers from outgoing Elected Officers to incumbent Elected Officers shall be conducted at the June Executive Board Meeting every other year in the same year in which the election was held.

## **SECTION 9. ELIGIBILITY REQUIREMENTS.**

A. In order to be eligible for an elected or appointed office of the Executive Board or to be eligible for election as a Regional Director, an individual must:

- (i) be in good standing with his or her respective Member organization;
- (ii) belong to a Member that is in good standing with the Council;
- (iii) have at least two (2) years experience in a field related to the office sought to be held; and
- (iv) be a graduate and/or alumni member of his or her respective Member organization.

B. In addition to the requirements set forth above in Article VII, Section 9.A, any candidate for the offices of President or Vice-President shall also be required to have prior experience as a Member Representative, Regional Director or committee member of the Council for a period of no less than one (1) year.



## **SECTION 10. VACANCIES.**

A. Vacancy in the Office of President. When a vacancy occurs in the office of President, the Vice-President shall become Acting President until a Special Election is held to fill the vacancy.

B. Vacancy in Other Offices. When a vacancy shall occur in any other office other than that of President, such office shall remain vacant until a Special Election shall be called and held to fill the vacancy or until the President appoints an Acting Officer, to be approved by the Executive Board.

## **SECTION 11. IMPEACHMENT; REMOVAL; RESIGNATION.**

A. Impeachment. Impeachment of any Elected Officer or Regional Director shall only occur by: (i) a two-thirds (2/3) majority vote of the Members eligible to vote and seated in the General Assembly or (ii) the unanimous written consent of all of the Members eligible to vote in accordance with Article IX, Section 4.B below. An impeachment shall only occur after the officer in question has received an oral and written warning regarding his or her conduct. Impeachment proceedings shall be held in accordance with the policies of the Council for impeachment proceedings.

B. Removal. The Executive Board, by majority vote, may remove from office any Appointed Officer of the Executive Board or any member of a Committee for action(s) or omission(s) considered detrimental to the interests of the Council ("For Cause"), including but not limited to the failure to attend at least three (3) consecutive Executive Board or Committee meetings, or the failure to attend, without excuse, any Council Conference.

C. Resignation. Any Officer or Committee member may resign at any time by giving written notice to the Executive Board or the President of the Council. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

D. Replacement Officers/Committee Members. Any vacancies resulting from impeachment proceedings, an Executive Board vote of removal or a resignation shall be filled in accordance with Article VII, Section 10 of these Bylaws.

E. Ineligibility for Further Office. Any Elected Officer or Regional Director who has been impeached or any Appointed Officer who has been removed For Cause shall be ineligible for election or appointment to any other office in the Council.

## **ARTICLE VIII- DUES, FEES, AND FINANCE**

### **SECTION 1. GENERAL.**

The Council shall be financed by the dues, fees and fines from its Members and other appropriate contributions, grants and fundraising activities.

## **SECTION 2. MEMBERSHIP DUES.**

A. Amount and Schedule of Dues. All Members shall remit annual dues to the Council. The amount of such membership dues shall be fixed from time to time by the Executive Board and shall be payable no later than July 15<sup>th</sup> of each year or such other date and time as prescribed by the Executive Board.

B. Penalties for Late Payments.

(i) Any Member that fails to remit payment by July 31<sup>st</sup> of each year shall be assessed a ten (10%) percent late fee of the balance due. Until payment is received, the delinquent Member shall be charged a late fee of ten (10%) percent per month of the balance due.

(ii) Any Member that fails to remit dues by the end of the fiscal year shall be placed on suspension, in accordance with the provisions of Article X, Section 2.C of these Bylaws.

## **SECTION 3. FISCAL YEAR.**

The fiscal year of the Council shall commence on July 1<sup>st</sup> and close on June 30<sup>th</sup>.

## **SECTION 4. ACCOUNTING FOR FUNDS.**

Persons authorized to expend the funds of the Council shall account for such expenditures upon request and at the end of each fiscal year according to procedures established by the Executive Board.

# **ARTICLE IX- MEETINGS**

## **SECTION 1. GENERAL ASSEMBLY.**

A. The General Assembly shall assemble in meeting annually during the month of April, or such other month as fixed by the Executive Board from time to time (the "Annual Conference").

B. The General Assembly shall assemble in meeting semi-annually during the month of December, or such other month as fixed by the Executive Board from time to time (the "Semi-annual Conference" and together with the Annual Conference, each a "Council Conference").

## **SECTION 2. EXECUTIVE BOARD.**

A. Regular meetings of the Executive Board shall be held at such time and in such place or in such manner as the President shall fix from time to time, but no less frequently than once each calendar month. Special meetings of the Executive Board may be held at any place

designated by the President or the Executive Board, upon call by the President or the Executive Board.

B. The Executive Board may conduct any meeting of the Executive Board by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear one another.

### **SECTION 3. BOARD OF REGIONS.**

A. Regular meetings of the Board of Regions shall be held at such time and in such place or in such manner as the University Liaison shall fix from time to time, but no less frequently than once each calendar quarter. Special meetings of the Board of Regions may be held at any place designated by the University Liaison or the Executive Board, upon call by the University Liaison or the Executive Board.

B. The Board of Regions may conduct any meeting of the Board of Regions by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear one another.

### **SECTION 4. ACTION WITHOUT A MEETING.**

A. Executive Board; Board of Regions. Any action required or permitted to be taken at a meeting of the Executive Board or any committee thereof, or the Board of Regions or any committee thereof by the provisions of the Act or by the Certificate of Incorporation or these Bylaws may be taken without a meeting if, prior to the action, all Officers, Regional Directors or members of the committee, as the case may be, consent thereto in writing, and the written consents are filed with the minutes of the proceedings of the Executive Board, Board of Regions or committee. The consents shall have the same effect as a unanimous vote of the Executive Board, the Board of Regions or committee for all purposes, and may be stated as such in any certificate or other document filed with the State of New Jersey.

B. General Assembly. Any action required or permitted to be taken at a meeting of Members by the provisions of the Act or by the Certificate of Incorporation or these Bylaws may be taken without a meeting if all of the Members entitled to vote thereon consent thereto in writing and the written consents are filed with the minutes of the proceedings of the General Assembly. The consents shall have the same effect as a unanimous vote of the General Assembly for all purposes, and may be stated as such in any certificate or other document filed with the State of New Jersey.

### **SECTION 5. NOTICE.**

Written notice of the time and place and purpose of holding any meeting shall be given to each Member permitted to vote at such meeting at least ten (10) days but no more than sixty (60) days prior to the scheduled date for the meeting. All notices shall be given to Members at the address on file with the Council, either by mail, fax or electronic mail, with confirmation of receipt. Notice of the meeting need not be given to any Member that signs a waiver of the

notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice by that Member.

## **ARTICLE X- DISCIPLINE**

### **SECTION 1. CAUSES FOR DISCIPLINE.**

A. Infractions. Any Member may be fined or required to repay expenses incurred, placed on probation, suspended, expelled from the Council, for violation of:

- (i) these Bylaws;
- (ii) the rules or regulations of the Council (as established by the Executive Board and approved of by the Members); or
- (iii) the Council's Hazing Statement and Policy;

B. Failure to Attend Meetings. Failure by a Member to attend two (2) consecutive Council Conferences shall result in such Member being placed on probation for a two (2) year period.

C. Authority. The Executive Board shall have the power to discipline a Member by either placing the Member on probation, placing the Member on suspension, requiring the Member to repay expenses or imposing a reasonable fine or penalty on the Member in accordance with the Disciplinary Procedures as established by the Council; except that no Member may be expelled from the Council without the affirmative vote of three-fourths of the Members (excluding the subject Member) eligible to vote and sitting in General Assembly.

### **SECTION 2. DISCIPLINARY MEASURES AND CONDITIONS.**

A. Fines. A Member that has been fined or required to repay expenses incurred by the Council shall be required to pay such fine or repay such expenses within ninety (90) days of the date such decision to impose the fine or repay the expenses is made. Failure to pay such fine or to repay such expenses within the ninety (90) day period shall result in an immediate probation. A Member that has been charged a fine or required to repay expenses shall still maintain the right to vote. Upon being charged a fine or required to repay expenses, a Member may be subject to such further sanctions as determined by the Executive Board.

B. Probation. A Member that has been placed on probation shall be required to attend each Council Conference for the following two (2) years. Failure to attend any required meeting during the probationary status shall result in an immediate suspension. A Member that has been placed on probationary status shall still maintain the right to vote. Upon probation or suspension, a Member may be subject to such further sanctions as determined by the Executive Board.

C. Suspension. A Member that has been placed on suspension shall be required to attend each Council Conference for the duration of the suspended status. Failure to attend any

required meeting during the probationary status shall result in an immediate suspension. In addition, a Member that has been placed on probationary status shall: (i) lose all voting privileges for the duration of the suspended status; (ii) be required to maintain an open dialog with the Executive Board and the Membership Committee until the suspension period has terminated; and (iii) provide a plan of action to the General Assembly demonstrating the Member's proposed remedial action.

D. Expulsion. A Member that has been expelled shall not be readmitted into the Council until: (i) at least two (2) years from the date of expulsion has transpired; and (ii) it has successfully demonstrated to the Membership Committee and the General Assembly in its re-application for Membership that it can fulfill its duties as a Member of the Council.

### **SECTION 3. APPEALS.**

A Member shall have the right to appeal disciplinary action imposed upon the Member by the Executive Board at the Council Conference next following the notice of appeal in accordance with the Appeal procedures as established by the Executive Board, as the same may be modified or amended from time to time. An appeal shall be taken by the filing of a written notice or appeal with the Membership Committee no later than sixty (60) days from the date of the notice of the disciplinary action.

## **ARTICLE XI - QUORUM**

### **SECTION 1. EXECUTIVE BOARD.**

A majority of the officers currently in office shall constitute a quorum for the Executive Board.

### **SECTION 2. BOARD OF REGIONS.**

A majority of the Regional Directors currently in office shall constitute a quorum for the Board of Regions.

### **SECTION 3. GENERAL ASSEMBLY.**

Two-thirds (2/3) of the Members eligible to vote shall constitute a quorum for the General Assembly.

## **ARTICLE XII - PARLIAMENTARY AUTHORITY**

All matters not covered by these Bylaws and the policies, rules, and regulations of the Council shall be governed by the Laws of the State of New Jersey and the current edition of *Robert's Rules of Order, Newly Revised*. In the event of a conflict between these Amended and Restated Bylaws and the provisions of the Act, the terms and provisions contained herein shall control.

## **ARTICLE XIII – INCORPORATION**

### **SECTION 1. CORPORATE EXISTENCE.**

In order so that it may avail itself of and have the advantages emanating from corporate existence, the Council shall exist as an incorporated body under the laws of Congress and under the laws of the State of New Jersey, said corporation having the power to conduct its business and activities within New Jersey, through the United States and its territories, and elsewhere.

### **SECTION 2. CONTROL AND MANAGEMENT.**

For corporate purposes, the control and management of the Council shall be vested in the Executive Board.

## **ARTICLE XIV - LIABILITY**

### **SECTION 1. NO LIABILITY FOR MEMBERS' ACTIONS.**

The Council and the Executive Board expressly disclaim liability for the actions of any Member that are in violation of either the letter or the spirit of these Bylaws and all applicable federal, state and local laws and regulations.

### **SECTION 2. LIMITATION OF LIABILITY.**

No Officer, Regional Director or Committee member shall be personally liable to the Council for breach of any duty owed to the Council, except for an act or omission that is (a) in breach of such person's duty of loyalty to the Council, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit.

### **SECTION 3. INDEMNIFICATION.**

A. The Council shall indemnify and hold harmless each Officer, Regional Director and Committee Member now and hereafter serving the Council from and against any and all claims and liabilities to which he may be or may become subject by reason of his or her being or having heretofore been an Officer, Regional Director and/or member of a Committee of the Council and/or by reason of his or her alleged acts or omissions as a Officer, Regional Director and/or member of a Committee as aforesaid and shall reimburse each Officer, Regional Director and/or member of a Committee of the Council for all legal and other expenses reasonably incurred by him or her in connection with such claims or liabilities; provided, however, that no Officer, Regional Director and/or member of a Committee shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of his or her own gross negligence or willful misconduct, or if otherwise prohibited by the Act. The

foregoing rights of any Officer, Regional Director and/or member of a Committee shall not be exclusive of other rights to which they may be entitled by law.

B. Each Member shall indemnify and hold harmless the Council from and against any and all claims and liabilities to which the Council may be or may become subject by reason of its purpose as an inter-fraternal governing council and shall reimburse the Council for all legal and other expenses reasonably incurred by the Council in connection with such claims or liabilities; provided, however, that the Council shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of the gross negligence or willful misconduct of any Officer, Regional Director or Committee member, or if otherwise prohibited by the Act. The foregoing rights of the Council shall not be exclusive of other rights to which it may be entitled by law.

#### **ARTICLE XV - EFFECT OF BYLAWS**

These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act and the Certificate of Incorporation as they may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in the New Jersey Nonprofit Corporation Act or the Certificate of Incorporation, the provision of the New Jersey Nonprofit Corporation Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

#### **ARTICLE XVI - AMENDMENTS**

These Bylaws shall only be amended by a two-thirds vote of the Members that are eligible to vote and that are seated in the General Assembly in a Semi-Annual Council Conference.

Notice of proposed amendments shall be published to all Members at least ninety (90) days before the convening of a Council Conference. Amendments shall only be voted upon once each fiscal year during the Semi-Annual Conference.

Amendments presented at an Annual or Semi-Annual Council Conference shall be voted upon at the next Semi-Annual Council Conference.

Legislation or amendments can only be ratified at the Semi-Annual meeting following its introduction.

Legislation or amendments must be introduced using the standardized template provided by the National Multicultural Greek Council executive board.

Updates to any corporate documents that is a result of new legislation or amendments will be provided to the membership with 30 days of its ratification.

All executive level members or council organizations have the right to introduce legislation or amendments to the body of the National Multicultural Greek Council. Submission of new bills must be sent directly to the Vice President.

**ADOPTED AS OF: APRIL 17, 2010**  
**AMENDED AS OF: DECEMBER 1, 2012**  
**AMENDED AS OF: JUNE 1, 2013**  
**AMENDED AS OF: JUNE 28, 2014**  
**AMENDED AS OF: DECEMBER 3, 2016**