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Amended July 4, 1962

Amended July 6, 1964

Amended July 3, 1966

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Amended July 5, 1984

Amended July 2, 1988

Amended July 7, 1990

Amended July 7, 1996

Amended July 5, 1998

Amended July 14, 2006

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Amended and Restated July 5, 2018

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BYLAWS OF PHI MU FOUNDATION

ARTICLE I – PURPOSE

As set forth in the Charter, and more specifically, the purpose of the Phi Mu Foundation (the “Foundation”) is the lifetime development of women in support of Phi Mu’s leadership, scholarship, philanthropic, educational and historic preservation programs.

ARTICLE II - MEMBERSHIP

The membership of the Phi Mu Foundation shall consist of women who are members of Phi Mu Fraternity and who have met one of the following contribution levels during their lifetime:

1. Prior to July 6, 1964, shall have made contributions to the Foundation.
2. Between July 6, 1964 and July 5, 1984, shall have made contributions totaling at least \$5.00.
3. Between July 6, 1984 and July 4, 1998, shall have made contributions totaling at least \$25.00.
4. Between July 5, 1998 and July 13, 2006, shall have made contributions totaling at least \$40.00.
5. Since July 14, 2006, shall have made contributions totaling at least \$50.00.

ARTICLE III – MEETINGS OF MEMBERS

SECTION 1. ~~BIENNIAL~~ ANNUAL MEETING. An annual meeting of the members of this Foundation shall be held for the purpose of conducting any lawful business. ~~Biennially, the~~ The annual meeting shall coincide whenever possible with the Fraternity’s National Convention. At least thirty (30) days prior to the date of the annual meeting, a notice shall be provided. This notice may be sent to each member at her last known address; sent via electronic mail to the member’s e-mail

address on file with the Foundation; or delivered to the members through meeting call or notice in a publication of general circulation to the members, such as *The Aglaia*. At the annual meeting, the President shall report on the activities and financial condition of the Foundation.

SECTION 2. CANCELLATION OF ANNUAL MEETING. In case of emergency, the Board of Trustees ("the Board"), by unanimous vote, may cancel the annual meeting, provided notification of the cancellation is given to the members at least forty-eight (48) hours prior to the time set for the meeting. ~~In the event of cancellation, the Trustees shall provide for the conduct of necessary business, including voting by written or electronic ballot as described in Section 8, below, if deemed necessary. and shall reschedule the annual meeting as soon as is practicable.~~

SECTION 3. SPECIAL MEMBER MEETINGS. Special meetings of the members may be called by the President or by the Secretary upon written notice by fifty (50) members, ~~at~~ At least thirty (30) days before the date of such meeting, notice must be given to each member. This notice must be sent to each member at her last known address; sent via electronic mail to the member's email address on file with the Foundation; or delivered to the members through meeting call or notice in a publication of general circulation to the members, such as *The Aglaia*. The notice of special meeting must state the purpose or purposes of said meeting. No business other than that which is within the purpose or purposes set forth in the notice of special meeting shall be conducted at said special meeting.

SECTION 4. WAIVER OF NOTICE. Any member may waive their notice of any meeting. The attendance by a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 5. PROXY. Members entitled to vote may vote in person or by proxy. To vote by proxy, the member may authorize the Executive Director (or another person authorized by the Board to tabulate votes at a membership meeting) to act as the member's proxy by providing a written authorization or electronic transmission to such person to act as the member's proxy and the authorization may instruct the person acting as proxy to vote as instructed by the member in the

authorization. The proxy is not valid after eleven months from its date of execution. The Board may adopt such procedures as the Foundation deems appropriate to facilitate orderly voting by proxy.

SECTION 6. QUORUM. The presence at a meeting of at least ~~T~~twenty-~~F~~five (25) members of the Foundation, including at least four (4) Trustees, shall constitute a quorum for ~~such any~~ meeting of the members.

SECTION 7. VOTING

1. The right to one vote shall be accorded each member of the Foundation present at any meeting.

2. In the event that any amendment or resolution proposed at a Foundation membership meeting might endanger the tax-exempt status of the Foundation, vote on such an amendment or resolution shall be subject to approval by an attorney before it may become effective.

SECTION 8. ACTION WITHOUT A MEETING. ~~If all m~~Members ~~entitled to vote on the action~~ constituting a quorum under Section 6 of this Article may consent in writing to taking ~~such any~~ action of the members without a meeting, ~~the affirmative vote of the number of votes that would be necessary to authorize or take such~~ which action ~~at a meeting~~ shall be deemed to be the act of the members. ~~An action without a meeting~~ Each such consent shall be in writing (“written consent”) and the affirmative vote of a member with respect to such written consent shall be indicated by the signature of such member. ~~All written consents shall indicate the time by which a member’s signature must be received by the Foundation in order to be counted.~~ An electronic transmission with a typed signature may be used to consent to an action, ~~if the electronic transmission contains or is accompanied by information from which the Foundation can determine the date on which the electronic transmission was signed and that the electronic transmission was authorized by the members.~~ A written consent need not have the signatures of all affirmatively voting members manifested on any particular copy of such written consent; signatures with respect to any written consent may be manifested on separate copies of the same written consent. All such consent shall be delivered to the

[Foundation for inclusion in the minutes or filing with the corporate records of the Foundation.](#)

SECTION 9. MEETINGS BY TELECONFERENCE., Any meeting of the members may be conducted by any means of communication by which all members may simultaneously hear each other during the meeting. Participation by teleconference shall constitute presence.

ARTICLE IV – TRUSTEES

SECTION 1. MEMBERSHIP. The Board shall consist of not more than twelve (12) members and shall include:

1. Up to ten (10) elected Trustees; and
2. The National President of the Fraternity, serving ex officio as **Chairwoman** of the Board and one member of the National Council of the Fraternity, who shall be appointed by the National Council of the Fraternity.

SECTION 2. ELECTIONS.

The election of Trustees shall be held ~~biennially~~[every other year](#) at the [annual](#) membership meeting of the Foundation [in the manner provided in this section](#).

1. Nominations. Candidates for vacancies on the Board may be offered for election in two ways.
 - a. Nominating Committee. Nominations for Trustees may be made by a nominating committee. At least six (6) months prior to ~~the biennial~~[any annual](#) meeting of the Foundation [at which Trustees will be elected](#), a nominating committee of not less than three members shall be appointed by the Board to select candidates for Trustees whose terms are expiring. Candidates shall self-nominate. The selection of candidates shall be in accord with qualifications set forth in the applicable Phi Mu Foundation policies then in effect. The voting membership shall be notified, on or before March 15th immediately preceding the subject election, of the nominees selected by the nominating committee.
 - b. Petition. Nomination for Trustees may be made by petition and are limited to candidates who self-nominated under Sec. IV.2.1.a. above,

but were not slated by the nominating committee. To nominate a candidate by petition, an official nomination ~~by~~must be submitted on a petition form ~~must be~~ obtained from the Foundation ~~and must~~ containing signatures of no less than twenty-five (25) Foundation members who are alumnae in good standing with Phi Mu Fraternity. The petition must be filed with the Executive Director no later than April 15th immediately preceding the subject election. The Executive Director shall verify the petition upon receipt by confirming that ~~twenty-five~~twenty-five (25) signatures are those of alumnae in good standing with Phi Mu Fraternity and members of Phi Mu Foundation. Immediately upon verification, the Executive Director shall transmit the election rules to any qualified candidate by petition by electronic transmission, United States Postal Service or private courier. No later than May 1 immediately preceding the subject election, the Executive Director shall notify the voting body if a candidate has petitioned. Candidates by petition shall be announced by the presiding officer at the ~~Foundation member~~membership meeting following the report of the ~~N~~nominating ~~C~~committee.

- ~~i~~c. Nominations other than specifically as set forth in these ~~b~~Bylaws, including write-in or "from the floor" shall not be permitted.
2. Elections shall be by ballot or secure electronic voting system, as established by the Executive Director. Each member may cast no more than one vote for each vacancy and may vote for each candidate no more than once. If the number of Trustee candidates equals the number of vacancies, ~~the~~a ballot ~~for each position may be waived by~~or other voting system may not be required and the Trustees may be elected by voice vote of a majority of ~~Foundation members voting and instituting a quorum as stated in Article III, section 6~~quorum present.
 3. If the number of candidates exceeds the number of vacancies, the vacancies shall be filled by those candidates receiving the greatest number of votes until the vacancies are filled.
 4. It is not required that a member vote for all or any number of candidates in order for her ballot to be valid with respect to the candidates voted for thereon. For example, if five (5) Trustee positions are to be filled and a ballot indicates a single vote each for four (4) candidates, then assuming the ballot is otherwise valid, the ballot shall be given effect and the votes for those four

(4) candidates shall be counted.

a5. The election of Trustees shall be so arranged that one-half of the elected Trustees are elected at one biennial meeting and one-half of the elected Trustees are elected at the following biennial meeting, continuing thus in succeeding years using the following procedure: At the time of her election, each Trustee shall be assigned to Class A or Class B, and an effort shall be made to keep each class of Trustees of approximately equal size. As provided below, each Trustee shall hold office for a term of four (4) years.

~~Notwithstanding the foregoing, Trustees elected at the 2014 membership meeting of the Foundation and assigned to Class A shall have their term expire in 2016 (and every four (4) years thereafter) and Trustees assigned to Class B shall have their term expire in 2018 (and every four (4) years thereafter).~~

SECTION 3. TERM OF OFFICE. The term of office for Trustees shall be four (4) years, or until a successor is elected, commencing upon the adjournment of the ~~biennial~~membership meeting at which such Trustee is elected. An elected Trustee shall serve no more than two consecutive terms.

SECTION 4. MEETINGS.

1. Annual Trustee meeting. The annual meeting of the Board shall be held at a time and place to be determined by the Trustees. In the year of election of Trustees, the annual meeting shall coincide, if practicable, with the time and place of the ~~biennial~~annual membership meeting of the Foundation.

2. Special meetings of the Board. A special meeting of the Trustees may be called by the President, or by any four (4) Trustees, provided written notice is sent at least **ten (10)** ~~fifteen (15) business~~ days before the date of such meeting to each Trustee.

3. Electronic Transmissions. Each Trustee consents to receiving notices, ballots and all other corporate communications by electronic transmission unless and until the Secretary receives written instructions to the contrary.

SECTION 5. WAIVER OF NOTICE. Any Trustee may waive notice of any meeting. The attendance by a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of

any business on the grounds that the meeting is not lawfully called or convened. Approval of a list of meetings shall constitute consent.

SECTION 6. PRESUMPTION OF ASSENT. A Trustee who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless (i), the Trustee objects at the beginning of the meeting (or promptly upon the Trustee's arrival) to holding it or transacting business at the meeting; (ii) her dissent or abstention is otherwise entered in the minutes of the meeting, or (iii) she shall file her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent or abstention shall not apply to a Trustee who voted in favor of such action.

SECTION 7. QUORUM. At all meetings of the Board, the presence of a majority of the membership of the Board at such meeting shall constitute a quorum.

SECTION 8. VOTING. Each Trustee shall have one vote; no proxy voting is allowed. The affirmative vote of the majority of the Trustees present shall be required for any action to become effective. Voting at Trustee meetings shall be live, either in person or by audio or video conferencing.

SECTION 9. VACANCIES ON THE BOARD OF TRUSTEES.

1. The office of Trustee shall be declared vacant in the event of death, incapacitation, removal or resignation of a Trustee or when a Trustee ceases to be a member in good standing of Phi Mu Fraternity.
2. If a vacancy occurs, the remaining members of the Board shall may appoint a person to fill a vacancy created by any of the foregoing for the unexpired term of the Trusteeship, or to fill any vacancy arising from an increase in the number of Trustees for such term as the Trustees shall determine bearing in mind the directives of Article IV, Section 2 (4.a5). The appointee shall be considered to have served a full term if it is more than half of the term.

SECTION 10. REMOVAL FROM OFFICE.

a1. Any Trustee may be removed from office for neglect of duty or for violation of the Bylaws of this Foundation. Such action shall be initiated after a two-thirds (2/3) vote of the Board and after seven (7) days' notice to the Trustee, with the opportunity for hearing. Removal shall become effective upon a two-thirds vote of the Board taken upon completion of said hearing.

b2. Without limitation, a Trustee who fails to attend more than two-thirds (2/3) of the meetings of the Board in any given calendar year, will be deemed to have resigned. The Board will acknowledge this with written notice to the Trustee immediately upon ~~disregard of~~ failure to meet the attendance requirement. Such action shall be initiated after a two-thirds (2/3) vote of the Board and after seven (7) days' notice to the Trustee, with opportunity for hearing. Removal shall become effective upon a two-thirds (2/3) vote of the Board taken upon completion of said hearing.

ARTICLE V – POWERS AND DUTIES OF THE TRUSTEES

SECTION 1. The corporate powers of the Foundation shall be exercised, its property controlled, and its affairs conducted by ~~a~~ the Board.

SECTION 2. In addition to those imposed by law, the duties of the Trustees shall be to:

1. Represent the members of this Foundation between regular sessions and to do all things incidental to carrying out the objectives, purposes, and policies of this Foundation in accordance with the provisions of the Charter of Incorporation and these Bylaws;
2. Review and approve the Foundation's fundraising and development plans, budgets and actions, actively participate in fundraising campaigns and donor relations and support the Foundation financially;
3. Formulate the policies of the Foundation which shall set forth the intended results of its operations and the acceptable boundaries its executive management must act within to achieve such results;
4. Delegate such authority as may be necessary for the Executive Director to implement the Foundation's policies and conduct business as required and

set forth in Article VIII;

5. Elect all officers of the Foundation, designated by these Bylaws, unless there is a specified provision in these Bylaws for their election or appointment otherwise;
6. Vet and engage legal advisors, auditors and investment advisors;
7. Adopt policies governing the conduct of its business and provide for the transaction of business by mail or electronic communication;
8. Conduct periodic evaluations regarding whether the Foundation's policies have been successfully implemented by the Executive Director in accordance with the Trustees' instructions;
9. Create, oversee and revise, as necessary, the strategic vision for the Foundation;
10. Serve on at least one committee;
11. Remove from office any Trustee as provided in Article IV, Section 10;
12. Fill all vacancies on the Board, as provided in Article IV, Section 9; [and](#)
13. Comply with the Foundation's Conflict of Interest Policy, including, but not limited to, disclosing any Conflict of Interest or direct or indirect financial interest, including possible financial, professional or personal gain to the Trustee or a member of her immediate family.

SECTION 3. CHAIRWOMAN OF THE BOARD. The Chairwoman of the Board shall:

1. Preside at meetings of the membership and at the ~~biennial~~ meeting of the Board in which officer elections occur. ~~coinciding with the biennial membership meeting.~~
2. Serve as liaison officer between the Foundation Board and the Fraternity.
3. ~~Call special meetings of the Board and p~~Preside over meetings of the Board in the President's absence or until one is elected.
4. Perform other duties as may be assigned her by the Board.

ARTICLE VI – OFFICERS

SECTION 1. OFFICERS. The officers of this Foundation shall be a President ~~and a Corporate Secretary~~, a Secretary and a Treasurer. No individual may simultaneously serve ~~as both President and Corporate Secretary~~. In more than one office, provided, however, that the same individual may serve as Secretary and Treasurer.

SECTION 2. ELECTIONS. The officers shall be elected from among the members of the Board by a majority vote of the Trustees present and voting at its meeting following ~~the biennial~~the annual membership meeting at which Trustees are elected. Officers shall assume office immediately upon election. ~~Voting for officers shall be live, either in person or by audio or video conferencing, with no proxy voting allowed.~~

SECTION 3. TERM OF OFFICE. All officers shall hold offices for two years or until their successors are elected and qualified. Officers shall not be eligible for election to the same office for more than two (2) consecutive terms.

SECTION 4. VACANCY IN OFFICE. In the event of a vacancy in any elective office, the Board shall appoint a member to fill the office until the next regular election.

ARTICLE VII – DUTIES OF OFFICERS

SECTION 1. DUTIES OF PRESIDENT ~~shall:~~

The President shall:

1. Preside at meetings of the Board, except as specifically delegated to the Chairman in Article V.3.(1).
2. Serve as the liaison between the Board and the Executive Director.
3. Perform other duties as may be assigned her by the Board.

SECTION 2. ~~CORPORATE~~DUTIES OF SECRETARY/TREASURER shall:

The Secretary shall:

1. Keep the minutes of the meetings of the membership and the Board.
2. Authenticate records of the Foundation.
3. ~~PERFORM OTHER DUTIES AS MAY BE ASSIGNED HER BY THE BOARD.~~

SECTION 3. DUTIES OF TREASURER

The Treasurer shall:

- ~~3~~1. ~~Authenticate~~Oversee the financial operation of the Foundation.
- ~~4~~2. Report on the financial condition of the Foundation at each ~~b~~Board meeting.
- ~~5~~3. Perform other duties as may be assigned her by the Board.

ARTICLE VIII– EXECUTIVE DIRECTOR

The Executive Director shall be the principal executive officer of the Foundation and, subject to the control of the Board, shall supervise and control all of the business and affairs of the Foundation. She shall sign contracts and other legal documents in the name of the Foundation as directed by the Board, shall be responsible for the recruitment, employment (subject to the budgetary parameters therefor), and release of all personnel, both paid staff and volunteers, and shall perform all other duties incident to the office of Executive Director, and such other duties as may be prescribed by the Board. The compensation of the Executive Director of the Foundation shall be determined by the Board.

ARTICLE IX – COMMITTEES & ADVISORY BOARD

SECTION 1. GENERALLY. The Board is empowered to appoint standing and special committees as necessary. The Board shall have the authority to create one or more advisory boards which shall not be delegated Board authority or powers, and may from time to time select those

persons it desires to serve on such advisory boards. The Board may adopt such rules and procedures for the governance of such committees and advisory boards as it deems appropriate.

SECTION 2. STANDING EXECUTIVE COMMITTEE. There shall be a standing Executive Committee ("Committee") consisting of the officers of the Board. The Committee shall meet as circumstances dictate. To fulfill its purposes, the Committee is authorized to exercise powers of the Board ~~of Directors~~ in relation to matters that arise between regularly scheduled Board meetings when it is not practical or feasible for the Board to meet, subject to applicable laws and regulations, the certificate of incorporation and these Bylaws and provided the Committee shall report to the Board any action undertaken by it within 72 hours of taking such action. However, the Committee shall not have the power or authority to act on behalf of the Board with respect to the following matters:

1. Adopting, amending or repealing any provision of the certificate of incorporation or these Bylaws;
2. Amending the Organization's mission;
3. Filling Board vacancies;
4. Changing the membership of, or filling vacancies in, the Executive Committee;
5. Appointing or terminating the appointment of the Executive Director; and
6. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

ARTICLE X – FINANCIAL ADMINISTRATION

SECTION 1. The Foundation may sell, mortgage, pledge, lease, exchange, or otherwise deal or dispose of any property, real, personal, or mixed. In no case shall the assets of this Foundation inure to the benefit of any private person, firm, or corporation for profit except for services rendered or value received in pursuit of some reasonable application

of the objective of this Foundation, and in any case shall be limited to reasonable purposes and amounts.

SECTION 2. All monies received by the Phi Mu Foundation by way of income, gift, bequest, or otherwise shall be deposited to its credit in suitable depositories. All gifts to the Foundation should have a beneficial value, monetary or otherwise, and if not, the Foundation shall refuse to accept such gifts.

SECTION 3. Any officer or other person authorized by the Trustees to handle the funds of the Foundation shall give bond with approved surety of the faithful performance of their duties in such amounts as shall be fixed by the Trustees, the cost of such bonds to be borne by the Foundation.

SECTION 4. The fiscal year of the Foundation shall be from July 1, to June 30, inclusive.

SECTION 5. A seal for the use of the Foundation ~~shall be provided~~ may be adopted but shall not be required in connection with the execution of any document.

ARTICLE XI – INDEMNIFICATION

SECTION 1. Any person who at any time serves or has served as (1) a Trustee, officer, employee, or agent of the Foundation, or (2) at the request of the Foundation, has served in such capacity for any other corporations, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Foundation to the fullest extent permitted by law against (a) reasonable expenses, including attorney's fees, actually and necessarily incurred by her in connection with any threatened, pending or completed action, suit or proceedings whether civil, criminal, administrative, or investigative, brought by a third party seeking to hold her liable by reason of the fact that she is or was acting in such capacity, and (b) reasonable payments made by her in satisfaction of any judgment, money decree, fine, penalty or settlement for which she may have become liable in any such action, suit, or proceeding. Such indemnification only shall arise if (i) the individual's conduct was in good faith, and (ii) the individual reasonably believed that her conduct was in the best interest of the Foundation

and, in all other cases, that it was at least not opposed to the Foundation's best interests.

SECTION 2. Any person who is or was a Trustee, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall not be indemnified by the Foundation (i) against suits brought by or on behalf of the Foundation, seeking to hold her liable by reason of the fact that she is or was acting in such capacity, (ii) for, any proceeding charging improper personal benefit to such person, unless such person is found not liable by a court of law or other properly constituted tribunal; (iii) for any breach of the Trustee's duty of loyalty and duty of care to the Foundation or its members; (iv) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (v) for an unlawful distribution.

SECTION 3. The Board shall take all such action as may be necessary and appropriate to authorize the Foundation to pay the indemnification required by ~~this~~[these](#) ~~b~~[Bylaws](#), including without limitation to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amounts of indemnity due her. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Foundation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that she is not entitled to be indemnified by the Foundation as authorized in ~~this~~[these](#) ~~b~~[Bylaws](#).

SECTION 4. In addition to the foregoing, the Board shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Foundation or is or was serving at the request of the Foundation as a director, officer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise against any liability asserted against her and incurred by her in any such capacity, or arising out of her status as such, whether or not the Foundation would have the power to indemnify her against such liability.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Robert's Rules of Order, ~~shall govern the Phi Mu~~ shall apply to the governance of the Foundation in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or the Policy Manual of ~~this~~the Foundation.

ARTICLE XIII– AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the ~~M~~members by a two-thirds (2/3) vote of quorum, provided notice of such amendment has been sent to the membership at least ~~two~~one (~~2~~1) months prior to the meeting at which the amendment is to be acted upon. These Bylaws may also be amended ~~also~~ at any meeting of the membership of the Foundation without previous notice, ~~by~~ by a nine-tenths (9/10) vote of quorum at such meeting.

