



INTERNATIONAL COUNCIL BYLAWS

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ARTICLE I – NAME

The Name of this non-profit organization shall be Epsilon Sigma Alpha International Council and may be referred to as ESA International.

ARTICLE II – OBJECTIVE

To promote philanthropic and service endeavors, educational and leadership development, friendship and fellowship, to assist in the growth of ESA throughout the world and fulfill the purpose of ESA International as set forth in the Articles of Incorporation found in the permanent files at ESA Headquarters and those of the Recording Secretary.

ARTICLE III – MEMBERSHIP AND DUES

Section 1. Membership

All ESA chapters are members of the International Council, hereafter referred to as IC. Only chapters, states, multi-state councils or subordinates in good standing shall be eligible to enter contests or participate in awards given in conjunction with IC convention, propose amendments to these bylaws, submit bids for convention, have a member serve on the General Board or nominate a candidate for International office.

Section 2. Dues

Annual dues shall be due and payable to the IC Treasury at the beginning of the fiscal year (August 1). To be in good standing, dues must be paid on or before May 1. A statement covering such dues shall be sent by the Treasurer each year. Annual dues shall be as set forth in the IC Standing Rules (see Standing Rule 1).

Section 3. Tax Identification Number

Each chapter, state or multi state council and subordinates must have their own Tax Identification Number (TIN) and follow the principles which enable the International Council to maintain nonprofit status.

Section 4. Honorary Memberships

All Honorary memberships in ESA International shall be conferred at the discretion of ESA Headquarters.

ARTICLE IV – OFFICERS

The elected officers shall be a President, a First Vice President/President Elect, a Second Vice President, a Recording Secretary, a Treasurer, a Parliamentarian and a Workshop Coordinator. The President shall appoint a Corresponding Secretary who shall serve as a voting member of the Executive Board.

ARTICLE V – QUALIFICATIONS OF ELECTED OFFICERS

Section 1. General

A candidate must be in good standing with ESA Headquarters and have held the office of state or multi-state president. The candidate must have been an active



member of ESA International for at least three years immediately preceding the candidate's nomination; must have attended at least one previous International Convention; must indicate in writing the candidate's willingness to accept the office if elected; must be a member of a chapter in good standing with the International Council and have the sponsorship of the candidate's own chapter and/or state or multi-state council.

Section 2. First Vice President

The First Vice President must have served at least two years as an elected officer on the International Council. Upon election as First Vice President/President Elect, the First Vice President/President Elect shall automatically succeed to the office of President.

Section 3. Second Vice President

The Second Vice President must have served at least one year as an elected officer on the International Council.

Section 4. Recording Secretary

The Recording Secretary must be able to take accurate notes and type.

Section 5. Treasurer

The Treasurer must be over twenty-one years of age, bondable and have a working knowledge of bookkeeping. The Treasurer must be proficient on the computer and be willing to learn any software necessary to be compatible with ESA Headquarters.

Section 6. Parliamentarian

The Parliamentarian must be thoroughly familiar with the contents of the International Bylaws, parliamentary procedure and with the parliamentary authority adopted by the International Council.

ARTICLE VI – ELECTIONS

Section 1. Terms of Office

Officers shall be elected to serve for one year or until their successors are elected. Their term shall begin at the close of the annual meeting. No officer shall succeed himself/herself nor hold the same office more than once.

Section 2. Ballot Vote and Nominations from the Floor

Officers shall be elected by ballot vote at the annual meeting. Nominations may be made from the floor for all offices with the exception of President. Candidates so nominated must conform to provisions of Article V and shall have three minutes to have their qualifications presented. Nominations for each office shall not exceed five. Balloting shall begin after the close of the First General Assembly.



Section 3. Election Determination

Elections shall be determined by a plurality vote of delegates casting their own and proxy votes. In the event of a tie for the largest number of votes, there shall be a re-ballot for that office between the candidates receiving tie votes.

Section 4. Tellers and Reporting

The President shall appoint a chief teller and at least five assistant tellers from the convention delegation. A statement of the election returns will be given to the President immediately following final count. This statement shall be attached to the minutes of the convention and filed in the permanent records of the Recording Secretary. No oral report of votes cast shall be given to the convention assembly; however, tabulation of votes cast on all candidates shall be posted in a common area of the convention hotel for general information.

Section 5. Emergency Election

In cases of inability to call an International Convention and hold a regular meeting due to nationwide crisis, the Nominating Committee shall present candidates for office and election shall be by mail in accordance with the method determined by the IC Executive Board. The Executive Board may also devise a means to transact business and to declare the officers chosen by mail vote duly elected during such emergency.

ARTICLE VII – VACANCIES

In the event the office of President should become vacant, the First Vice President/President elect shall complete that unexpired term. If the unexpired term is less than six months, the First Vice President shall be entitled to the presidential term to which he/she was originally elected. Should the First Vice President vacate his/her office, the Second Vice President shall assume the office of First Vice President. All other vacancies may be filled for the unexpired term by the President's appointment of the most recent Past IC President willing to serve.

ARTICLE VIII – DUTIES OF OFFICERS

The officers shall perform the duties as prescribed in these bylaws, the Essential Edge and the parliamentary authority adopted in Article XVII.

Section 1. President

The President shall have general supervision of the business and activities of the organization, be an ex-officio member of all committees except nominating; select the appointed chairmen, Standing Committees and any others deemed necessary. A committee to approve convention minutes shall be appointed to eliminate reading of said minutes at the next meeting.

Section 2. First Vice President

The First Vice President, by virtue of his/her office, shall be known as President-Elect. The First Vice President shall be chairman of the Nominating committee. The First Vice President/President Elect shall appoint a Corresponding Secretary



who shall serve a two-year term and shall serve as a voting member of the Executive Board the year before he/she is installed.

Section 3. Second Vice President

The Second Vice President shall be Convention Chairman. The Second Vice President shall work with the IC President and Local Convention Chairman in planning convention.

Section 4. Recording Secretary

The Recording Secretary shall keep accurate records of all meetings of the International Council in permanent form. Following approval, the convention minutes shall be distributed per guidelines and sent to the archives at ESA Headquarters

Section 5. Treasurer

The Treasurer shall handle all monies and disburse payments upon approval of the Executive Board and direction of the President. The Treasurer shall mail Credential reports to all concerned recipients. The Treasurer shall submit all records to the audit committee consisting of three members of Epsilon Sigma Alpha International Council for audit no later than eight weeks from the end of convention.

Section 6. Parliamentarian

The Parliamentarian shall be chairman of the Bylaws Committee. The Parliamentarian shall prepare proposed amendments, if any, and upon approval by the Executive Board, distribute to the membership.

Section 7. Workshop Coordinator

The Workshop Coordinator shall act as the liaison between the IC Executive Board, Appointed Chairmen and Committee members. The Workshop Coordinator shall work with the President and ESA Headquarters to develop workshops for convention.

Section 8. Junior Past President

The Junior Past President shall be the ESA Disaster Fund Chairman and will be bonded from the fund. At year-end, the Junior Past President shall submit all records to the audit committee consisting of three members of Epsilon Sigma Alpha International Council for audit of the ESA Disaster Fund, results of which shall be forwarded to the Executive Board.

Section 9. Senior Past President

The Senior Past President shall act as the IC Liaison to the ESA Foundation Board of Directors. The Senior Past President shall serve as Coordinator of the Care Connection and shall serve on the Nominating Committee.



ARTICLE IX – DUTIES OF APPOINTED CHAIRS

Section 1. Duties

All appointed chairmen must be active members of a chapter in good standing and shall perform their respective duties as set forth in approved guidelines.

Section 2. Files

Each retiring chairman shall forward all files of the office to his/her successor within 30 days following convention.

ARTICLE X – CONVENTION

Section 1. Timing

The convention of ESA International shall be held annually and general assemblies of the convention shall be held for a minimum of one and one half days.

Section 2. Bidding

Each state shall have the opportunity to bid for convention after having worked with the IC Board and/or representative to select a hotel.

Section 3. Voting for Site

The site of the IC Convention shall be determined by a ballot vote of the membership at a convention three years hence from bids submitted.

Section 4. Ballots for Site

The Second Vice President shall provide site ballots, if needed, for distribution by the Credential Committee. Selection shall be determined by a plurality vote cast by delegates and proxy. In the event only one bid is received, voting shall be by General Consent.

Section 5. Raffles / Selling of Items

There shall be no raffles held or items sold at International Convention unless approved by the IC Executive Board.

ARTICLE XI – REPRESENTATION AND VOTING

Section 1. Representation

The voting body on the convention floor during business assemblies shall be composed of delegates who are registered with credentials and each delegate shall have one vote. Delegate representation is based on primary membership as of May 1 of the convention year.

Section 2. Voting Eligibility

Chapters in good standing with the International Council are entitled to one vote for every ten members, or fraction thereof, which are in good standing with ESA Headquarters. The president of a chapter, by virtue of his/her office, automatically



becomes his/her chapter's delegate. If he/she is unable to attend, the chapter would choose a replacement. Chapters entitled to more than one delegate would select the remaining delegates by chapter vote.

Section 3. Additional Votes

Past IC presidents, state presidents, multi state council presidents and subordinate entities present at convention, by virtue of their offices, shall receive one vote each.

Section 4. Quorum

The quorum for convention shall be a majority of the delegates registered.

Section 5. Proxy Voting

Proxy voting, by qualified delegates (see sections 1, 3 and 6), shall be allowed in the election of officers and selection of convention site.

Section 6. Delegate Voting

Voting delegates for elections and convention site selection shall cast their own votes. Eligible chapters not having a delegate in attendance may have their proxy votes cast by their state president or their state president's representative or a qualified delegate of their own choosing. No voting delegate may cast more than ten proxy votes with the exception of a state president or the state president's representative and the president of the Past IC President's Auxiliary or his/her representative.

ARTICLE XII – THE EXECUTIVE BOARD

Section 1. Members

The elected officers, the incoming Corresponding Secretary, the Corresponding Secretary, the Junior Past President, Senior Past President and one representative of ESA Headquarters Staff shall constitute the IC Executive Board.

Section 2. Quorum

The quorum of the IC Executive Board shall consist of seven members and the vote of any seven members shall constitute effective action.

Section 3. Duties

The Executive Board shall have the power to transact the business of the International Council between meetings and perform such other duties as specified in these bylaws.

Section 4. Annual Convention

The Executive Board shall be charged with the promotion of the annual convention.

Section 5. Communications

Communications of general interest from an officer to the chapters and members at large shall be forwarded to the other officers at the same time.



Section 6. Convention Communications

If any member of the IC Executive Board or Headquarters writes a letter to the convention hotel pertaining to convention business, a copy shall be furnished to the IC President, Second Vice President, the Local Convention Chairman, ESA Headquarters and the President of the hostess state.

Section 7. Meetings

The Executive Board may hold meetings in conjunction with the convention if deemed necessary by the President or any member of the Executive Board. A mid-year meeting of the Executive Board may be held, time and place of meeting to be determined by the Board. Special meetings may be held at the call of the President or may be called upon written request of four members of the board. A joint meeting of the new and retiring officers may be held prior to the last General Assembly of the convention.

Section 8. Meeting Location

All meetings of the International Council Executive Board, General Board and committees may be held in person, via teleconference and/or electronic means.

ARTICLE XIII – THE GENERAL BOARD

Section 1. Membership

The IC General Board shall be composed of the IC Executive Board, the appointed chairmen, committee chairmen and members, past IC Presidents, International Director, and state/multi-state council presidents.

Section 2. Voting

Votes taken during a General Board meeting shall be advisory in nature. Questions voted upon will be further considered by the Executive Board for final action.

Section 3. Meetings

General Board meetings may be called by the President if deemed necessary.

ARTICLE XIV – COMMITTEES

There shall be the following Standing Committees: Budget, Bylaws, Convention, Nominating and Audit. The President may appoint special Committees as needed.

Section 1. Budget Committee

The Budget Committee shall consist of the retiring IC Treasurer, serving as Chairman, incoming Treasurer, President, First Vice President and Junior Past President. The Committee shall be responsible for preparing a budget to be presented to the Executive Board for approval.

Section 2. Bylaws Committee

The Bylaws Committee shall consist of the Parliamentarian, acting as Chairman, and at least two members. A member of the immediate past Bylaws Committee



shall be selected by the President-Elect to serve in an advisory capacity. This committee shall review the existing bylaws, parliamentary rules and all proposed amendments to them. Amendments to the bylaws and parliamentary rules shall be presented to the IC Executive Board for approval in accordance with Article VIII, Section 6 of these bylaws.

Section 3. Convention Committee

The Convention Committee shall consist of a chairman and those members necessary to plan and host the annual meeting.

Section 4. Nominating Committee

The Nominating Committee shall consist of the First Vice President/ President Elect, serving as chairman, the Senior Past President and three members appointed by the President.

Section 5. Audit Committee

The Audit Committee shall consist of three members with the Chair having held the office of International Council President and International Treasurer. This committee shall audit the books of the International Council Treasurer and ESA Disaster Fund Chairman and reconcile each account. Findings shall be presented to the IC Executive Board for approval.

ARTICLE XV – FINANCE

Section 1. Approved Expenses

Approved expenses for the Executive Board, appointed chairmen and standing committees shall be paid by the treasury.

Section 2. Contingent Funds

The President and Treasurer shall be given contingent funds as set by board policy as soon as possible after the close of convention, but no later than October 1.

Section 3. Bonding Fees

Bonding fees for the President, Treasurer and other special committees shall be paid from the treasury.

ARTICLE XVI – FISCAL YEAR

The fiscal year of this organization shall begin on the first day of August and shall end on the last day of July.

ARTICLE XVII – PARLIAMENTARY AUTHORITY

The rules contained in Roberts' Rules of Order Newly Revised shall govern this council in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, Bylaws and Standing Rules of this Council.



ARTICLE XVIII – AMENDMENTS

These bylaws may be amended in odd-numbered years at the annual meeting of the organization by a two-thirds vote of voting delegates present and voting. Proposed amendments must be submitted to the IC Parliamentarian by January 1 for approval by the IC Executive Board. Notice of proposed amendments shall be distributed via State Presidents and the website no later than April 1, prior to the convention.

These bylaws may be amended in even-numbered years when deemed necessary by the Executive Board with all the same rules and voting requirements as above.