

**BYLAWS OF THE  
ASSOCIATION OF FRATERNAL LEADERSHIP & VALUES**

**ARTICLE I  
NAME, OFFICE AND PURPOSE**

**Section 1. NAME.** The name of the corporation shall be the Association of Fraternal Leadership & Values.

**Section 2. OFFICE.** The principal office of the Association of Fraternal Leadership & Values shall be located at:

*Physical Address:*

420 South Howes Street

Bldg. B; Suite 200

Fort Collins, CO 80521-2871

*Mailing Address:*

PO Box 1576

Fort Collins, CO 80522-1576

**Section 3. PURPOSE.** The Association of Fraternal Leadership & Values is organized and shall be operated exclusively for charitable, educational, scientific and literary purposes within the meaning of Code Sections 501(c)(3), 170(c)(2), 2055(a)(2) and 2522(a)(2), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3), or the corresponding section of any future federal tax code. The specific primary purpose of the Association of Fraternal Leadership & Values is to stimulate the growth and development of fraternity/sorority council and chapter leaders by promoting leadership, educational, and values based experiences and resources for student leaders, their advisors, and the larger fraternal market.

No part of the net earnings of the Association of Fraternal Leadership & Values shall be inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE II DEFINITIONS**

**Section 1. DEFINITIONS.** As used in these Bylaws:

- 1.1** “Association” means Association of Fraternal Leadership and Values (AFLV), a nonprofit, public benefit corporation under the laws of the State of Colorado.
- 1.2** “Director” means a member of the Board of Directors of the Association.
- 1.3** “Executive Director” means the Executive Director/Chief Executive Officer of the Association.

## **ARTICLE III MEMBERSHIP**

**Section 1. MEMBERSHIP.** The Association of Fraternal Leadership & Values shall have the following members.

- 1.1 MEMBERSHIP SUBSCRIBERS.** Membership Subscribers are organizations who receive certain benefits from the Association of Fraternal Leadership & Values. Membership Subscribers do not have voting rights in the Association of Fraternal Leadership & Values.
- 1.2 ASSOCIATE MEMBERS.** Associate membership is available to individuals, organizations, manufacturers, or suppliers of goods and services that operate for profit and support of policies, purposes and activities of the Association, educational associations, governmental agencies, and other non-profit groups. Associate membership is subject to approval by the Executive Director. Associate Members do not have voting rights in the Association of Fraternal Leadership & Values.

**Section 2. TERMINATION OF MEMBERSHIP.** Membership shall terminate upon (i) resignation of the member, (ii) for non-payment of dues within thirty (30) days after the date on which they are due, or (iii) subject to a determination by the Board of Directors, for violation of the Association of Fraternal Leadership & Values Code of Conduct or other Association policies and procedures. For termination under (iii), written notice shall be sent to the member charged with such violations, which notice shall specify the reasons for the proposed termination. The member shall be given an opportunity to respond and provide information on his or her behalf to the Board prior to its vote to terminate. The Board of Director's decision is final and not subject to appeal.

**Section 3. DUES.**

**3.1 MEMBERSHIP SUBSCRIBERS.** Dues for Membership Subscribers shall be established by the Board and paid to the Association of Fraternal Leadership & Values and the interest of any member therein terminates upon such payment. Dues will be charged on an annual basis in conjunction with the fiscal calendar of the Association.

**3.2 ASSOCIATE MEMBERS.** Dues for Associate Members shall be established by the Board and paid to the Association of Fraternal Leadership & Values and the interest of any member therein terminates upon such payment. Dues will be charged on an annual basis in conjunction with the fiscal calendar of the Association.

**ARTICLE IV  
SERVICES**

**Section 1. SERVICES.** The Association will provide services commensurate with the purpose and mission including, but not limited to: conferences, publications, educational materials, institutes, webinars, and resource materials. Fees may be established and charged for these services and resources.

**ARTICLE V  
BOARD OF DIRECTORS**

**Section 1. BOARD OF DIRECTORS.**

**1.1 POWERS AND DUTIES.** The Association shall have such powers as are now or may hereafter be granted by the Colorado Revised Nonprofit Corporation Act, by its Articles of Incorporation and these Bylaws. In addition the powers of the Board of Directors include, but are not limited to:

(a) Adoption of Resolutions and Policy statements representing the position of the Association of Fraternal Leadership & Values;

(b) Setting the amount of dues for members of the Association of Fraternal Leadership & Values and the Executive Council;

(c) Amending the Bylaws of the Association of Fraternal Leadership & Values, and

(d) Prescribing duties and responsibilities of the Officers of the Board of Directors for the Association of Fraternal Leadership & Values not otherwise stated in these Bylaws, adoption of an annual financial budget, and determination of authorized signers of checks and drafts.

**1.2 NUMBER.** The Board of Directors shall consist of no fewer than five (5) and no more than eleven (11) Directors, with the number of Directors within that range fixed or changed periodically by the Board.

**1.3 ELIBILITY.** Any individual whose values mirror the purpose of the Association of Fraternal Leadership and Values and who exhibits exemplary leadership skills and who has eminent knowledge of the larger fraternal market shall be eligible for consideration as a member of the Board of Directors.

**1.4 ELECTION.** With the exception of the initial Board of Directors appointed by the Association's incorporator, the Board of Directors shall elect the Association's Directors, following nominations by a committee of Board members, by the affirmative vote of a majority vote of a quorum of the current Board of Directors. The Board of Directors may reject any nominees of the committee and may elect persons who have not been nominated by the committee to be Directors. A Director shall not vote on that member's own position.

**1.5 TERMS OF OFFICE.** The term of office for Directors shall be three years. A Director may be reelected to two additional terms or three consecutive terms of three years each. The terms shall be staggered.

**1.6 VACANCIES.** Any vacancy on the Board of Directors shall be filled by the affirmative vote of the majority of a quorum of the current Board of Directors, following nominations by a majority vote of the nomination committee of the Board of Directors, unless the Board of Directors resolves to decrease the maximum number of Directors under Article V Section 1.2. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor.

**1.7 MEETINGS.** The annual meeting shall be held within the first quarter of the fiscal year in conjunction with Association of Fraternity Leadership and Values conference planning meetings.

- a. The Board of Directors shall authorize and direct the Executive Director to call the meeting and to establish the time and place of the meetings.
- b. The Executive Director or 30 percent of the Directors then in office may call and give notice of special Board meetings.

**1.8 NOTICE OF MEETINGS.** Notice of the time and place of the annual meeting of the Board of Directors shall be given not less than thirty (30) days before the date of the meeting, which notice need not specify the purpose of the meeting. Special meetings of the Board of Directors must be preceded by

at least ten (10) days' notice to each Director of the date, time and place of the meeting; the notice need not describe the purpose(s) of the special meeting, unless otherwise required under Colorado Bill 7-127-102, the Articles of Incorporation or these Bylaws. Notice shall be given to each Director by at least one of the following methods:

- a. Oral Notice. In such case, notice is effective when communicated, if communicated in a comprehensible manner.
- b. Written Notice. In such case, notice, if in a comprehensible form, is effective if received by five (5) pm ten (10) business days in advance of the meeting.
- c. Electronic Notice. In such case, notice is effective when communicated by electronic mail, if communicated in a comprehensible manner.

**1.9 WAIVER OF NOTICE.** A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting, or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**1.10 QUORUM.** A majority of the Directors in office immediately before the commencement of the meeting shall constitute a quorum for the transaction of business at any meeting.

**1.11 MANNER OF ACTING.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Meetings may be held by means of conference telephone or similar communications equipment by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**1.12 ACTION BY CONSENT.** Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a Board of Directors meeting, may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by a majority of the Directors.

**1.13 RESIGNATION AND REMOVAL OF DIRECTORS.**

- a. A Director may resign at any time by delivering written notice to the Board, its presiding officer or the Executive Director. Unless the notice of resignation specifies a later effective date, the resignation will be effective immediately.
- b. A Director may be removed with or without cause by a majority of the entire Board of Directors.

**1.14 REIMBURSEMENT OF EXPENSES.** Directors may receive reimbursement from the Corporation for reasonable out-of-pocket expenses incurred in rendering services to the Corporation.

**1.15 COMPENSATION.** The Board of Directors may from time to time approve the payment of compensation to a Director, officer, or employee of the Association, but only if the compensation is reasonable and given in exchange for personal services provided by the individual to the Association. A Director shall not participate in the determination or approval of his or her own compensation, whether given for service as a Director, officer or employee. In determining if an individual's compensation is reasonable, the Board of Directors shall consider:

- a. The amount that would ordinarily be paid for like services by like enterprises under like circumstances;
- b. The Association's need for the services rendered by the individual;
- c. The background, education, training, experience, and responsibilities of the individual;
- d. The Association's size and complexity at the time the services are rendered;
- e. The amount of time the individual devotes to the position and the quality of his or her performance;
- f. The compensation paid by the Association to other individuals;  
and
- g. The proposed compensation is reasonable when considered together with all funds paid to the individual and all other amounts treated as compensation.

## **Section 2. OFFICERS.**

**2.1 DESIGNATION.** The officers of the Association shall consist of a Chair, Vice Chair, and Secretary-Treasurer, and such other officers as the Board of Directors may from time to time elect. An officer may not hold more than one office.

**2.2 TERM AND ELECTION.** The Board of Directors, pursuant to these Bylaws, shall elect the officers at each annual Board of Directors meeting. Each officer shall hold office until the next annual Board of Directors meeting or until a successor has been duly appointed.

**2.3 VACANCIES AND REMOVAL.** A vacancy in office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. Any officer may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the Association will be served as defined in Article V, Section 1.13.

**2.4 DUTIES OF OFFICERS.** The officers shall have the following duties:

- a. The Chair. The Chair shall preside at all Board of Directors meetings and shall sign, subject to prior Board of Directors approval, all contracts, agreements, instruments, deeds, and obligations of and for the Association when such contract, agreement, instrument, deed and other obligation unless specific authority has been delegated to the Executive Director.
- b. The Vice Chair. The Vice Chair shall preside at all Board of Directors meetings and shall sign, subject to prior Board of Directors approval, all contracts, agreements, instruments, deeds, and obligations of and for the Association when such contract, agreement, instrument, deed and other obligation unless specific authority has been delegated to the Executive Director in the case of the unavoidable absence of the Chair.
- c. The Secretary-Treasurer. The Secretary-Treasurer shall be responsible for the following, which shall be performed either in person by the officer or under that officer's supervision: Oversee development of the budget in conjunction with the Executive Director; ensures accurate tracking/monitoring/accountability and compliance with policies and sound accounting practices; safekeeping of all records and reports of the Board of Directors; preparing and distributing all notices for and minutes of all meetings of the Board of Directors; authenticating the records of the Association; maintaining current records pertaining to the names and addresses of the Directors; and performing such other duties as may be assigned the Secretary-Treasurer from time to time by the Board of Directors or the Chair and/or the Executive Director.

**2.5 REIMBURSEMENT OF EXPENSES.** Officers may receive reimbursement from the Association for reasonable out-of-pocket expenses incurred in rendering services to the Association.

**2.6 EXECUTIVE DIRECTOR.** The Board of Directors may engage an Executive Director who shall have full responsibility for the overall management of programs and services, and of the operations and business affairs for the Corporation. The Executive Director shall execute all programs

and all duties as may be assigned from time to time by the Chair of the Board of Directors, shall negotiate and execute contracts as authorized by the Board of Directors, shall be custodian of the Corporation funds, and shall have authority to make deposits and disbursements in connection with the conduct of its business affairs as delegated by the Board of Directors. The Executive Director and all staff members of the Corporation staff who deal with its funds shall be bonded for the faithful discharge of duties as the Board of Directors may deem appropriate.

## **ARTICLE VI COMMITTEES**

**Section 1. COMMITTEES.** The Board of Directors may from time to time designate and appoint committees with such powers and duties as the Board of Directors may determine. The committees are responsible to report to the board and may not assume the responsibilities of the board. The Board of Directors shall establish committees including the, Executive Committee, standing committees, special committees, ad hoc committees and task forces. The Chair appoints the chairs of the committees unless otherwise provided in the Bylaws.

**1.1 EXECUTIVE COMMITTEE.** The Executive Committee shall act on behalf of the Board of Directors during the interval between Board of Directors meetings and shall have full personnel responsibilities over the position of the Executive Director. The Executive Committee will discharge the full Board of Directors oversight responsibilities.

- a. The Executive Committee will consist of the Chair, Vice Chair, and Secretary-Treasurer.
- b. One member of the Executive Committee shall be designated as the Corporations' Compliance Officer.
- c. The Executive Committee may appoint one of the other Directors to serves as Compliance Officer should a conflict apply to a particular situation.
- d. The Executive Committee shall serve as the Budget & Finance Committee, the Bylaws and Resolutions Committee, and the Personnel Committee.

**1.2 STANDING COMMITTEES.** The Board of Directors may appoint additional permanent committees at such times as it deems necessary to the success of the organization. The committees shall be activated and charged by the Board of Directors as needed.

**1.3 SPECIAL, AD HOC COMMITTEES AND TASK FORCES.** The Board of Directors may appoint committees at such times as it deems necessary to



the success of the organization. The committees can be activated and charged by the Board of Directors as needed. These committees may be established for specific purposes or activities. The Chairs and members of such committees are appointed by and removed by the Chair of the Board of Directors. The tenure of the committee and its members ends at the time the duties are complete.

## **ARTICLE VII LIABILITY AND INDEMNITY**

**Section 1. LIABILITY.** As provided in the Association's Articles of Incorporation, no Director or uncompensated officer of the Corporation shall have any personal liability to the Association for monetary damages for conduct as a Director or officer, except that this provision shall not eliminate a Director's or officer's liability for any conduct for which liability may not be eliminated under Colorado Bill 7-128-403 further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a Director or officer for any act or omission that occurs prior to the effective date of the amendment.

**Section 2. INDEMNITY.** As provided in the Association's Articles of Incorporation, the Corporation shall indemnify, to the fullest extent permitted by law, any person who is made, or threatened to be made, a party to or witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including any action, suit or proceeding by or in the right of this Association) by reason of the fact that person is or was a Director or officer of the Association. The Association may, at the Board of Director's direction, purchase errors and omission insurance coverage or other similar insurance coverage for the benefit and protection of the Corporation and its Directors, officers and other agents and volunteers.

## **ARTICLE VIII GENERAL PROVISIONS**

**Section 1. BOOKS AND RECORDS.** Books and records shall be kept at the principal office, correct and complete books and records of account; written minutes of the proceedings of Board of Directors and committee meetings, the original or a copy of the Bylaws as amended to date, manuals, guidelines, policies and publications. All books and records of the Association may be inspected by any associate, his or her agent or attorney, at any reasonable time and for any reasonable purpose where such associate has provided a written request to the Association.

**Section 2. AGENTS AND ATTORNEYS.** The Board of Directors may appoint such agents, attorneys and attorneys-in-fact of the Association as it may deem proper, and may, by written power of attorney, authorize those agents, attorneys or attorneys-in-fact to represent it and in its name, place and stead, and for its use and benefit to transact any and all business the Association is authorized to

transact or do by its Articles of Incorporation, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments necessary or convenient in transacting that business as fully to all intents and purposes as the Association might or could do if it acted by and through its regularly appointed and qualified officers.

**Section 3. FISCAL YEAR.** The Association's fiscal year shall be July 1 to June 30.

**Section 4. PARLIAMENTARY AUTHORITY.** The rules contained in Robert's Rules of Order Newly Revised shall govern all meetings in all cases in which they are not inconsistent or in conflict with these Bylaws.

**Section 5. DISSOLUTION.** In the event of the Association's dissolution or final liquidation, all assets of the Association remaining after payment of the Association's debts shall be distributed to an organization qualifying as described in Code Section 170(b)(1)(A)(v) or 501 (c) (3) and Code Section 509(a)(1) or 509(a)(2).

**Section 6. AMENDMENTS TO BYLAWS.** These Bylaws may be amended or repealed, or new Bylaws may be adopted, by a two-thirds (2/3) vote of the Board of Directors present at any duly called meeting of the Board of Directors at which a quorum is present.