



MEMORANDUM

TO: The Members of the Association of Fraternity/Sorority Advisors
FROM: The Board of Directors
DATE: November 2, 2017
RE: Proposed Amendments for Consideration During the 2017 Business Meeting

PROCEDURAL OVERVIEW

Pursuant to Article XIV of the Association's Bylaws, amendments may be proposed by the Board of Directors on its own initiative, through solicitation of member input, or upon petition by 2.5 percent of the membership. Proposed amendments to the Bylaws may be presented to the membership with or without endorsement.

Amendments are considered adopted if approved by a two-thirds (2/3) affirmative vote of the members present at the annual business session, provided written notice of the proposed changes is sent to all eligible voting members thirty (30) days prior to the business meeting.

PROPOSAL #1: HOUSEKEEPING AMENDMENT

As part of the Association's cooperative staffing model with the Association of Fraternal Leadership & Values (AFLV) and the relocation of the AFA Central Office to Carmel, IN, the Association was legally re-incorporated in the state of Indiana. Consequently, the Board of Directors proposes the following housekeeping amendments [changes noted in red]:

Article V: Board of Directors

- B.** The Board of Directors shall consist of seven (7) members, including the following officers: President, Treasurer, and Secretary. Five (5) members of the Board of Directors, including the President, shall be elected in accordance with the procedures outlined herein. Two (2) members of the Board of Directors shall be appointed in accordance with the procedures outlined herein. The Board of Directors shall serve in accordance with the laws of the State of ~~Colorado~~ Indiana.

Article XIII: Construction

These Bylaws shall be construed and enforced in accordance with the laws of the State of ~~Colorado~~ Indiana.

PROPOSAL #2: AMENDMENT TO THE ASSOCIATION'S OFFICERS

Pursuant to Article V of the Bylaws, the affairs of the Association are governed by the Board of Directors, which is currently empowered to select its Treasurer and Secretary annually. Consistent with the operations of other non-profit associations and boards of directors, including boards of trustees at colleges and universities, Joshua Schutts submitted the following proposed amendments to the Board of Directors for consideration by the membership, which would take effect at the conclusion of the current President's term of office in 2018 [changes noted in red]:



Article III: Membership

- A. The classifications of membership in the Association shall be Professional, Graduate, Affiliate, Vendor, and Emeritus.
 - 4. Vendor members shall be those organizations, companies, manufacturers, or suppliers of goods and services, either for profit or not for profit in nature, that support the policies, purposes, and activities of the Association. Vendor members shall be subject to the approval of the ~~President Chair of the Board of Directors~~.

Article IV: Board of Directors

- B. The Board of Directors shall consist of seven (7) members, including the following officers: ~~President Chair~~, Treasurer, and Secretary. Five (5) members of the Board of Directors, ~~including the President Chair~~, shall be elected in accordance with the procedures outlined herein. Two (2) members of the Board of Directors shall be appointed in accordance with the procedures outlined herein. The Board of Directors shall serve in accordance with the laws of the State of Colorado.
 - 3. Additional ex-officio, non-voting members of the Board of Directors may be appointed by the ~~President~~ Chair on an annual basis, subject to approval by the Board of Directors.
- H. If a vacancy occurs on the Board of Directors, the ~~President Chair~~, with the approval of the Board of Directors, shall appoint an interim member of the Board.
- L. The committees of the Board of Directors shall be the Finance Committee, Resolutions Committee, and Audit Committee.
 - 1. The Finance Committee shall consist of the ~~President Chair~~, Treasurer, and one (1) additional member of the Board of Directors. The Treasurer shall chair the Finance Committee. The Executive Director shall serve as an ex-officio, non-voting member of the Committee. The Finance Committee shall review quarterly and annual financial reports and make recommendations regarding financial matters to the Board of Directors and the general membership.
 - 3. The Audit Committee shall consist of two (2) members of the Board of Directors and an at-large member to be appointed by the ~~President Chair~~. The Audit Committee shall be chaired by the at-large member, who may not be a member of the Board of Directors. The Audit Committee shall review and present the fiscal year audit report at the annual business session. No members of the Finance Committee may also sit on the Audit Committee.
- M. Members of the Board of Directors may be impeached and removed for failure to appropriately perform their duties in accordance with the procedures outlined herein.
 - 1. Elected members of the Board of Directors may be impeached and removed under the following procedures:
 - a. Charges may be brought by any eligible voting member of the Association in good standing. Charges will be filed with the Secretary of the Board of Director, except in if the Secretary is the affected officer, in which case charges will be filed with the ~~President Chair~~.

Article VI: Officers



- A. The officers of the Association shall be the **President Chair**, Treasurer, and Secretary. ~~The President shall be elected in accordance with the procedures outlined herein.~~ The **Chair**, Treasurer, and Secretary shall be ~~appointed~~ elected from and by the ~~six~~ seven sitting members of the Board, matching skill sets and interests to the needs of the Association. Each officer shall serve a term of one (1) year.
- ~~B. All officers must meet the eligibility requirements to serve on the Board of Directors, as outlined in Article V.~~
- ~~C. The President shall be employed at a college or university or enrolled in a graduate program during his/her term of office; have been a professional member of the Association for a minimum of five (5) years prior to nomination; and have held an elected or appointed role on the Board of Directors for one (1) year prior to his/her assumption of office. The term of service need not be consecutive with the member's term as President of the Association. The President may serve no more than two consecutive, regular terms in office.~~
- ~~1. Should the President no longer be employed at a college or university or no longer enrolled in a graduate program between the time of election results being validated and the end of his/her term, a period of forty-five (45) business days will be extended to the President to seek employment at a college or university or enrollment in a graduate program. Should s/he remain ineligible to serve as President after forty-five (45) business days, the President shall resign his/her office.~~
- ~~D. A member of the Board of Directors may accept a nomination to run for the Office of President mid-term. If elected, said member of the Board shall resign his/her seat upon assuming the Office of President. No other office position shall require a member of the Board to resign his/her seat.~~
- ~~E. B.~~ Newly elected ~~and appointed~~ officers shall take office at the close of the Annual Meeting at which they are installed and shall serve through the Annual Meeting of the year their term expires or until their successors are elected or appointed. Retiring officers shall be responsible for the completion of all responsibilities and for providing new officers all necessary reports and information required for the smooth transition of responsibility.
- ~~F. C.~~ The **President Chair** shall serve as the chief volunteer of the Association and shall preside at all business sessions. The **President Chair** shall have the following duties:
6. Serve as the official spokesperson of the **Association Board of Directors**;
10. Have the power and duties usually vested in the ~~Office of the President Chair~~ of a board.
- ~~G. D.~~ The Treasurer shall be vested with all the powers and shall perform all the duties of the **President Chair** during the absence of the latter. The Treasurer shall have the following duties:
4. Assist the Association's professional staff in the collection and disbursement of all Association funds as authorized by the Board of Directors and approved by the **President Chair**;
7. Perform other such duties as may be assigned by the **President Chair**.
- ~~H. E.~~ The Secretary shall act as the clerk of the Board of Directors and the Association. The Secretary shall have the following duties:
5. Perform other such duties as may be assigned by the **President Chair**.



- ↳ F. If an officer position becomes vacant, the Board of Directors shall elect a member to serve for the remainder of the unexpired officer term. ~~If the Office of President becomes vacant, the next person available shall assume office as Acting President according to the following Order of Succession: Treasurer, Secretary, and then the longest-serving member of the Board of Directors in order of years of service to the Association. The Acting President shall hold office until the Board of Directors can act as specified herein.~~
- ~~1. If the Office of President becomes vacant within thirty (30) days after the beginning of a term of office, the Board of Directors shall call for the election of a new President by the eligible voting membership.~~
 - ~~2. If the Office of President becomes vacant more than thirty (30) days after the beginning of a term of office, the Board of Directors may elect a member of the Board to serve as Interim President until the conclusion of that year of the term of office. The Board of Directors shall then call for a special election. Nominations for and the election of the new President shall occur during the annual election process.~~
 - ~~3. Interim Presidents shall be eligible to succeed themselves for a regular term.~~

Article VII: Central Office Staff

- A. The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall be the chief staff officer of the Association and shall have immediate and overall supervision of the operations of the Association and the Central Office. The Executive Director shall direct the day-to-day business of the Association; hire, discharge, and determine the salaries and other compensation of all staff members under his/her supervision; ~~serve as the official spokesperson of the Association~~; and perform such additional duties as may be directed by the Board of Directors.
- B. The Executive Director shall report to the Board of Directors on the activities of the Central Office and make other such reports as shall be required by the ~~President officers~~ or the Board of Directors.

Article X: Nominations and Elections

- A. The Nominations and Elections Committee shall consist of eleven (11) members, including one (1) elected representative from each region, one (1) appointed representative from each region, and a Chair. The Chair of the Nominations and Elections Committee shall be a Past President of the Association ~~or past Chair of the Board of Directors~~, who shall be appointed by the ~~President~~ current Chair of the Board of Directors with the approval of the Board ~~of Directors~~.
1. The ~~President~~ Chair of the ~~Association~~ Board of Directors shall appoint one (1) Professional, Affiliate, Graduate, or Emeritus member from each region.
- D. The Association's nominations and elections procedures shall be established by the Nominations and Elections Committee and approved by the Board of Directors, unless otherwise specified herein.
2. ~~Half Two (2)~~ of the elected members of the Board of Directors shall be elected ~~each~~ in one year, and three (3) elected members of the Board of Directors shall be elected in the alternate year. ~~The Office of President shall be elected every other year.~~



4. The Committee shall slate all nominees deemed qualified for service and able to advance the work of the Association. For efficiency, it is recommended that the Committee nominate one candidate more than the number of vacancies on the Board of Directors, with no more than ~~five (5)~~ six (6) candidates being nominated for the Board in any year. ~~In the year the Office of President is elected, the Committee should slate no more than two (2) candidates for the position.~~ When multiple members accept nominations, a single slate is acceptable when the Committee either lacks confidence in the nominees or is able to determine a distinct variation in the level of preparedness between nominees.
- ~~8. A plurality of votes shall constitute election to the Office of President. In the event two (2) candidates receive an identical numbers of votes for President, the Association shall conduct an additional electronic vote for only the tied position and only including the original slate of candidates.~~
- ~~9.~~ 8. The members of the Board of Directors, ~~other than the President,~~ shall be elected by preferential voting.
- ~~10.~~ 9. The results of all elections shall be announced by the ~~President~~ Chair of the Board of Directors at the business session of the Annual Meeting and shall subsequently be officially announced in writing following the Annual Meeting.

In order to allow for consideration of this proposal during the 2017 business meeting, it is being shared with the membership at least thirty (30) days in advance. Pursuant to the Association’s Bylaws, the proposal requires a petition of 2.5 percent of the Professional, Graduate, Affiliate, and Emeritus members and Past Presidents in order for it to be placed on the agenda for the business meeting.

The petition will be considered signed if an e-mail, showing the member’s name, is sent to info@afa1976.org by 5:00pm (EST) November 17, 2017. The Central Office staff will verify the membership of each individual signing the petition for consideration.

PROPOSAL #3: AMENDMENT TO THE ELIGIBILITY REQUIREMENTS FOR THE PRESIDENCY

In order to create equality in the Professional member classification, Past President Veronica H. Moore submitted the following proposed amendments to the Board of Directors for consideration by the membership [changes noted in red]:

Article VI: Officers

- C. The President shall be ~~employed at a college or university or enrolled in a graduate program~~ a Professional or Graduate member of the Association during his/her term of office; have been a professional member of the Association for a minimum of five (5) years prior to nomination; and have held an elected or appointed role on the Board of Directors for one (1) year prior to his/her assumption of office. The term of service need not be consecutive with the member’s term as President of the Association. The President may serve no more than two consecutive, regular terms in office.
 1. Should the President no longer ~~be employed at a college or university or no longer enrolled in a graduate program~~ be a Professional or Graduate member between the time of election results being validated and the end of his/her term, a period of forty-five (45) business days will be extended to the President to ~~seek employment at a college or university or enrollment in a graduate program~~ meet the qualifications for Professional or Graduate



membership. Should s/he remain ineligible to serve as President after forty-five (45) business days, the President shall resign his/her office.

In order to allow for consideration of this proposal during the 2017 business meeting, it is being shared with the membership at least thirty (30) days in advance. Pursuant to the Association's Bylaws, the proposal requires a petition of 2.5 percent of the Professional, Graduate, Affiliate, and Emeritus members and Past Presidents in order for it to be placed on the agenda for the business meeting.

The petition will be considered signed if an e-mail, showing the member's name, is sent to info@afa1976.org by 5:00pm (EST) November 17, 2017. The Central Office staff will verify the membership of each individual signing the petition for consideration.

QUESTIONS

Should you have any questions about the proposed housekeeping amendments, the amendment process, or the business meeting, please feel free to contact:

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