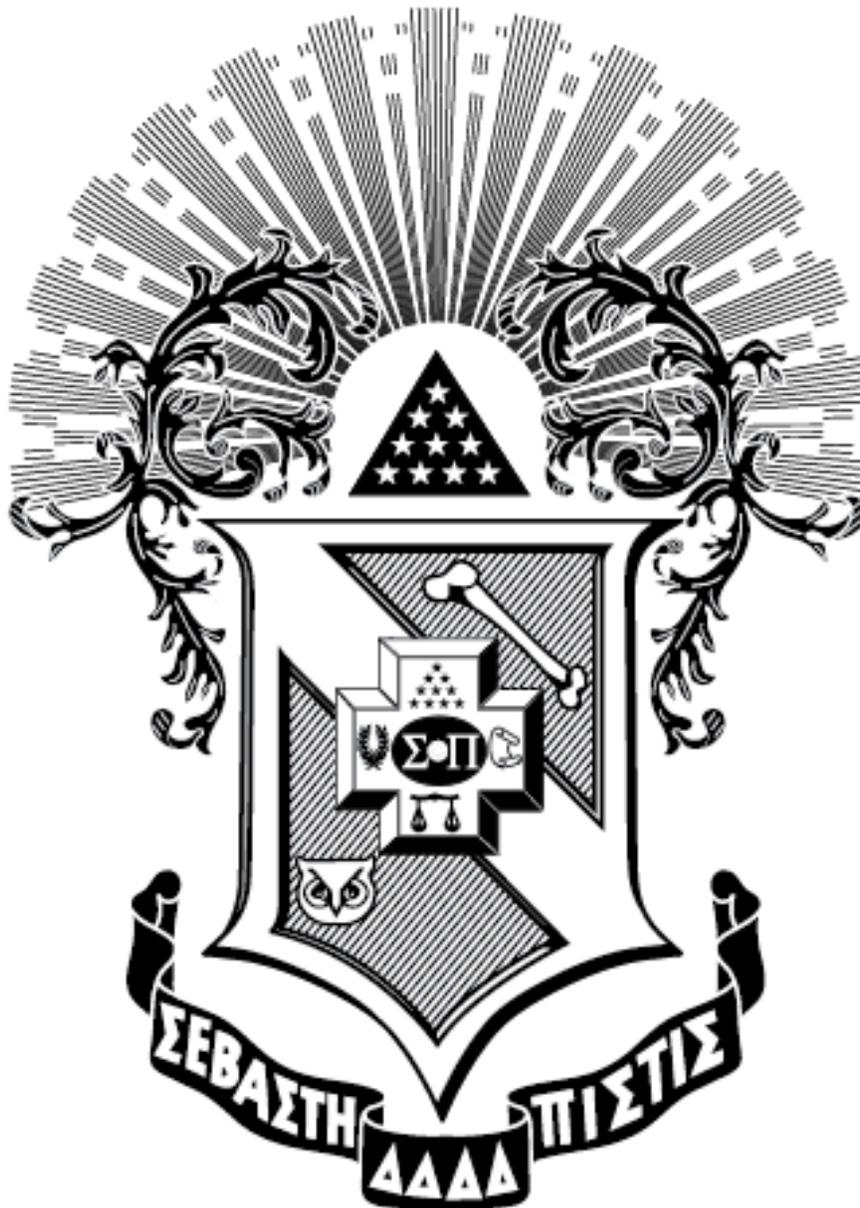


Sigma Pi Fraternity, International GRAND COUNCIL CONDUCT MANUAL



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Purpose

This Agreement applies to all current Grand Council members and shall be signed and agreed upon separately and independently by each member. While binding, this Agreement stands in compliment to, and does not supersede, nor does it conflict with, the Constitution and Bylaws of the Fraternity or the Fraternity's Policy Governance Manual.

This Agreement is intended to govern, define, and clarify Grand Council member actions and conduct. It has been approved by vote of the Grand Council and is subject to periodic revision. Any revision requires a re-attestation by each member.

Grand Council Duties

The Grand Council sets the short-term and long-term strategy for the Fraternity through the adoption of ends as described in the Policy Governance Manual. The Grand Council retains accountability for organizational performance and outcomes and may opt to engage in higher-than-usual levels of executive oversight to help achieve that performance, as deemed necessary.

In accordance with best practices in the sector, the Fraternity's board will adhere to the three generally accepted duties of nonprofit boards of directors:

- Duty of Care – Taking care and exercising the same judgment that any reasonable and prudent person would exhibit in the process of making informed decisions including acting in good faith consistent with what you, as a member of the board, truly believe is in the best interest of the organization. Board member must be attentive, diligent, and thoughtful when making decisions.
- Duty of Loyalty – Consider and act in good faith to advance the interests of the Fraternity. Board members should not authorize or engage in transactions except those that provide the best possible outcomes for the Fraternity. Board members cannot engage in discussions or decisions where they have a conflict of interest (this includes both personal conflicts and professional/volunteer conflicts).
- Duty of Obedience – Board members must be obedient to the Fraternity's mission, bylaws, and policies and honor other terms and conditions including governance manuals and conduct policies.

Policy Governance

The Fraternity utilizes a method of governance called Policy Governance. The Grand Council may, from time-to-time, amend the method by which Policy Governance practices are applied. All guidelines and requirements related to Policy Governance may be found in the Fraternity's Policy Governance Manual.

Committees, Task Forces, and Study Groups

The Grand Sage will assign each Grand Council member responsibility for liaising with one or more committee, task force, or study group or to liaison on a particular project or emphasis area. The Grand Sage may also appoint a Grand Council member to chair certain committees, task forces, or study groups. Grand Council members acting as a liaison to a committee, serving on a committee, or chairing a committee will coordinate and encourage the work of all committee members. The same will be true of service on task forces and study groups.

Committee, task force, and study group members are appointed by the Grand Sage, unless otherwise indicated by the International Constitution and Bylaws or in a committee charter.

Conduct

Council business is confidential and should not be shared in part or in whole, regardless of your position on an issue, unless it has been specifically published via Grand Council meeting minutes, Grand Council Orders, or in some other official format or medium.

The Council commits itself and its members to ethical, professional, and lawful conduct including the proper use of authority and appropriate decorum when acting as Council members. The following points enumerate the method by which the Council will conduct its business.

1. Council members must avoid conflict of interest with respect to fiduciary responsibility.
 - a. There will be no self-dealing or business conducted by a Grand Council member, as service provider, and the Fraternity, as client. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might reasonably be seen as creating a conflict.
 - b. When the Council is to decide upon an issue in which a Council member has an unavoidable conflict of interest, that member shall abstain without comment from the vote and from the deliberation.
 - c. Council members will not use their board position to obtain employment in the Fraternity for themselves, family members, or close associates. Should a Council member apply for employment, he must first resign from the Council.
 - d. Grand Council members shall not serve in any other capacity within the Fraternity. This includes, but is not limited to: Chapter Director, Province Archon, Alumni Club officer, and Alumni Advisory Board member.
2. Council members may not attempt to exercise individual authority over the organization.
 - a. Council members' interactions with the CEO or with Executive Office staff must recognize the lack of ends-related decision-making authority vested in Executive Office staff members outside of the CEO except when explicitly authorized through an approved motion of the Council.
 - b. Council members' interactions with the public, press, or other entities must recognize the same limitation and the inability of any Council member to unilaterally speak for the Council or the Fraternity except to repeat explicitly-stated Council decisions.
 - c. Except for participation in Council deliberation about whether the CEO has achieved any reasonable interpretation of its approved ends, Grand Council members will not express individual judgments of performance of Executive Office staff or the CEO.

3. Council members shall participate in strategic planning activities that assess and plan for the Fraternity's future.
4. Council members must be properly prepared for deliberations and shall have the Policy Governance Manual, International Constitution and Bylaws, and this Conduct Manual available for all Grand Council meetings.
5. Council members must be informed about every major action and be proactive about reviewing board materials in a timely manner.
6. Council members must use their own judgment in deliberations and in voting rather than just following the lead of the CEO, Grand Sage, or fellow Council members.
7. Council members will support the legitimacy and authority of Council decisions, regardless of the member's personal position on the issue.
8. Decisions or instructions of individual Council members, or committees, task forces, or study groups, are not binding on the CEO except in rare instances when the Council has specifically authorized such exercise of authority.

Grand Council members are expected to maintain certain minimum levels of decorum, as follows:

Official Functions

Negative and caustic behavior from any member of the Grand Council during official functions is unacceptable. While it is understandable that certain topics of debate and discussion can become emotional, a reasonable level of professionalism is expected at all times. Failure to abide by appropriate standards of decorum will subject the individual to sanctions as deemed necessary by the remainder of Grand Council.

Social Environments

Grand Council members are expected to practice moderation and responsibility when attending social events.

Social Media

The following points should guide Council members' online interactions.

Resolving Disputes Online

If you come across something on social media that you believe requires intervention, please proceed as follows:

1. Do not respond publicly. You should first attempt to contact the author of the post via whatever means of private communication the appropriate platform offers (e.g. Twitter direct messages, Facebook Messenger, Snapchat direct message, etc.).
2. When contacting the author, you should identify yourself and your position as well as clearly state the nature of your concern and why you believe it potentially may have a negative impact on the Fraternity. You should also indicate to the author that you wish for this matter to be resolved privately.
3. Whenever possible, try to approach the situation from an angle of consultation and concern, rather than from an authoritarian perspective.
4. If the author fails to respond, in some cases you may have an obligation to report the posting to the operator of the website as well as law enforcement, where applicable.

Behavioral Guidelines

1. Posting any material which could reasonably be considered confidential is prohibited.
2. The practice of doxing is illegal in many jurisdictions and is strongly prohibited. Doxing is the publication of private information relating to another individual with the intent to harass or harm. This generally includes disclosing any information to a third party.
3. Impersonating another individual is prohibited.

Communication

Chapters, alumni clubs, or individual brothers may occasionally communicate by e-mail with Grand Council members for assistance with requests, concerns, or problems they may be experiencing. When these issues concern matters of Executive Office administration, such as membership status, financial obligations, discipline of a brother, or other matters typically handled by the Executive Office, the inquiry should be referred to the CEO.

If the issue involves a matter requiring Grand Council action, then no response should be made until the entire Grand Council has had the opportunity to discuss the inquiry and decide on an appropriate response. The official response should be made by the Grand Sage unless he designates another Council member to respond.

At times, a “shotgun” request may be made to all Grand Council members, omitting the Executive Office entirely. In this case, the Council must decide if this is a request for advice and can be responded to by the Council itself or a request which is more properly handled by the Executive Office.

Member Linkage

It is the Grand Council's policy to be visible representatives of the Fraternity. The more visible and accessible the Grand Council makes itself, the more informed it will be of the expectations of the members.

In addition, when traveling for personal reasons, Grand Council members should attempt to make informal visits to alumni events, chapters, or colonies in the area.

The Grand Sage may be asked to attend events at chapters three to four weekends per month (e.g. Founders' Day, Orchid Ball, chartering anniversary, etc.). Every attempt should be made to accept these invitations or request another Grand Council member attend in the Grand Sage's place, within reason and budgetary constraints. These constraints notwithstanding, a minimum of one Grand Council member shall attend each chartering.

Executive Office Staff

The Executive Office staff may be available to assist Grand Council members in their role. All requests must be made to the CEO or, in his absence, the Assistant Executive Director. The Grand Council's only staff member is the CEO and all members of the Grand Council shall respect the relationship that the CEO has with his staff. The Grand Sage shall be made aware of, and if possible, make all requests on behalf of the Grand Council for resources to the CEO.

Meetings

The Grand Sage will schedule a Grand Council meeting soon after Convocation. This is intended to integrate newly-elected members into the Council, as well as to discuss the agenda and assignments for the new biennium.

The Grand Council generally has two face-to-face meetings each year - one in the summer and one in the winter. More meetings may be scheduled as deemed necessary by the Grand Sage in consultation with the Grand Council members.

- The summer meeting typically will be at Convocation in even-numbered years and Sigma Pi University or any other Fraternity-sponsored educational programming in odd-numbered years. Typically, these will take place during the end of July or early August.
- The winter meeting typically will be at the Mid-Year Leadership Conference in January.

The Grand Council also meets every month via conference calls. More calls may be scheduled as deemed necessary by the Grand Sage in consultation with the Grand Council members.

- Conference calls usually take place in the evening and may last two to three hours.
- Occasionally, urgent matters will also require an unscheduled conference call.

Grand Council members should prepare for each meeting as noted in the following guidelines:

- If possible, plan to distribute your reports at least five (5) business days prior to the meeting. Keep reports brief. You can include attachments and other articles for Council members who request greater detail.
- Review all materials in advance of the meeting.
- The Grand Sage sets the agenda in consultation with the Grand Council members. Discuss intended agenda topics including motions with him, so that he can properly prioritize and schedule motions.

Dress Attire

The Grand Council is expected to adhere to dress standards based on the function.

- Grand Council meetings: business casual or casual as prescribed by the Grand Sage
- Convocation business sessions: business attire
- Sigma Pi University: business attire or business casual as prescribed by the Grand Sage
- Mid-Year Leadership Conference: business attire or business casual as prescribed by the Grand Sage
- Formal ceremonies, such as ritual: business attire

Required Charitable Contribution

Grand Council members commit to generate or directly contribute donations to the Sigma Pi Educational Foundation in the amount of \$10,000 per biennium. This amount is not transferrable between Council members and donations made by one member or his contact may not count towards another member's requirement. Failure of any Council member to meet this requirement will subject them to sanctions as approved by the Grand Council.

Expenses

Some, but not all, of out-of-pocket expenses for Grand Council work may be reimbursed. Expenses must be submitted to the CEO for reimbursement. The CEO will not actively seek reimbursement requests from Grand Council members. Related, Grand Council members may individually opt not to seek reimbursement for their out-of-pocket expenses.

Transportation: Travel costs to any event that requires a meeting of the entire Grand Council can be paid by the Fraternity.

- When flying, purchase your tickets and submit the receipt to the CEO if you desire a reimbursement.
- Airfare can be reimbursed at the economy or coach fare rates only. If you choose to fly First Class or Business Class, then document the economy or coach fare for reimbursement.
- Before reserving plane tickets, it is best to confirm the meeting schedule for the first and last days with the Grand Sage to avoid missing any important business meetings or events.
- Only one Grand Council member can be reimbursed for attending a chartering, regardless of how many members attend. Typically, this will be the highest ranking Grand Council member but may be adjusted at the discretion of the Grand Sage.
- Tolls, rental cars, ground transportation, and airport parking will not be reimbursed.
- Appropriate Grand Council (as required due to membership obligations or other requirements) members can be reimbursed for travel expenses associated with professional conferences for the advancement of the Fraternity (e.g. NIC, E-Conference, etc.).
- No Grand Council member will be reimbursed for travel to events such as Founders' Day or an Orchid Ball.

Hotels: Generally, hotel rooms for any event that requires a meeting of the entire Grand Council will be paid by the Fraternity.

- Grand Council members will be expected to share a room, except for Convocation, where each will receive an individual room.
- Hotel reservations for conferences and events will be made by the Executive Office unless otherwise noted. Payment for the room will be made by the Executive Office when appropriate. Any incidental charges (e.g. room service) are the responsibility of the individual Grand Council member.
- Grand Council members are responsible for the cost of hotel rooms at other events, such as any Orchid Ball or Founders' Day events. You should, however, check to see whether the host chapter will be providing a hotel room.
- The Fraternity can reimburse the cost of a shared room for all Grand Council members attending a required professional conference (e.g. NIC, E-Conference, etc.), as might be required by the organization's membership.

Meals: The following points provide guidance on meal expenses for Grand Council members.

- All meals outside of those included in the conference registration will be at the expense of the individual Grand Council member.
- Select meals during Grand Council business meetings will be covered as a cost of the meeting, within reason.

- Dinners for an Orchid Ball, chartering, or Founders' Day event are usually provided by the host chapter, but it is best to confirm in advance. These costs will not be covered by the Fraternity.
- In all circumstances, alcoholic beverages must be purchased personally by individual Grand Council members. Grand Chapter funds, as with local chapter funds, will not be used for the purchase of alcohol.

Registration Fees: Grand Council members are not required to pay a registration fee for Convocation, Sigma Pi University or its equivalent, or the Mid-Year Leadership Conference.

- Recreational activities, such as a golf outing or a group social event at Convocation are the responsibility of the individual Grand Council member.
- Appropriate Grand Council member fees for the attendance of professional conferences directly related to the Fraternity may be paid by the Grand Chapter.

Materials. Upon request, the Executive Office can supply each Grand Council member with one copy of The Manual of Ceremonies and the Sigma Pi Manual at no cost. These materials remain the property of the Fraternity and should be returned to the Executive Office at the conclusion of your Grand Council service.

Resources

Additional resources for reference can be found under the Resource Center within mySigmaPi.com. You will also be provided access to the Grand Council's Google Drive account.

Signature

The undersigned hereby agrees that they have read this Grand Council Conduct Manual and agrees to abide by the terms and guidelines set forth herein.

Agreed upon, this date:

Printed Name

Signature