SPEF By-Law Change Proposals

# Membership

**ARTICLE V: MEMBERSHIP**

Section 1. All living members in good standing of the Sigma Pi Fraternity, International (hereinafter “Fraternity”) shall be eligible to become members of the Foundation in one of the following three (3) categories of membership:

1. Lifetime Voting Members
	1. All members of the Fraternity who have contributed a total of at least $5,000 to the Foundation during their lifetime;
	2. All past lifetime members of the Sigma Pi Educational Foundation, Incorporated and/or of the Sigma Pi Fund, Inc. (regardless of their financial contributions to the Foundation) who have provided notice of their status to the Foundation on or prior to August 8, 2014.
2. Annual Voting Members
	1. All members of the Fraternity who have contributed at least $1,000 in either the current fiscal year in which they propose to vote or the immediately preceding fiscal year in which they propose to vote and
3. Non-Voting Members
	1. All members of the Fraternity who have contributed a total of at least $100 to the Foundation during their lifetime;
	2. All members of the Fraternity currently enrolled in undergraduate programs of study who have contributed at least $20 to the Foundation during their lifetime; and
	3. All honorary members of the Sigma Pi Educational Foundation, Incorporated and/or of the Sigma Pi Fund, Inc.

Section 2. A member may voluntarily terminate his membership in the Foundation by written resignation duly filed with the Secretary of the Foundation.

Section 3. A member may be expelled or suspended by a majority vote of the Board of Trustees if, (a) not less than fifteen (15) days prior written notice of the expulsion, suspension, or termination and the reasons for the expulsion, suspension, or termination and (b) the member has an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension should not take place. The member shall have the right to be represented by legal counsel.

Section 4. The Board of Trustees, by a majority vote, may elect to honorary membership in the Foundation any individual who has made significant contributions to the Sigma Pi Educational Foundation, Incorporated or to the purposes for which it exists.

**ARTICLE V: MEMBERSHIP (Recommended Changes)**

Section 1. All living members in good standing of the Sigma Pi Fraternity, International (hereinafter “Fraternity”) shall be eligible to become members of the Foundation in one of the following ~~three~~ two (~~3~~2) categories of membership:

1. ~~Lifetime~~ Voting Members
	1. All members of the Fraternity who have contributed a total of at least ~~$5,000~~ $2,500 to the Foundation during their lifetime;
	2. ~~All past lifetime members of the Sigma Pi Educational Foundation, Incorporated and/or of the Sigma Pi Fund, Inc. (regardless of their financial contributions to the Foundation) who have provided notice of their status to the Foundation on or prior to August 8, 2014.~~
2. ~~Annual Voting Members~~
	1. ~~All members of the Fraternity who have contributed at least $1,000 in either the current fiscal year in which they propose to vote or the immediately preceding fiscal year in which they propose to vote and~~
	2. ~~The official representative of each of the top twelve active undergraduate chapters of the Fraternity (as selected by the Executive Director of Sigma Pi Fraternity, International in accordance with the objective standards set out in the “Chapter Accreditation Program” (or its equivalent), with the advice and consent of the Grand Council) in attendance at the annual meeting of the members of the Foundation at either a biennial convocation in even-numbered years or at Sigma Pi University (or its equivalent) in odd-numbered years.~~
3. Non-Voting Members
	1. All members of the Fraternity who have contributed ~~a total of at least $100~~ to the Foundation during their lifetime;

**ARTICLE VI: MEETINGS OF MEMBERS**

Section 1. The regular meetings of the members of the Sigma Pi Educational Foundation, Incorporated shall be held annually and shall be held at a time and place as designated by the Sigma Pi Educational Foundation Board, with all such annual regular meetings being subject to due notice thereof being given in writing at least ninety (45) days in advance.

Section 2. Special meetings of the members of the Foundation may be called by the Chairman of the Board of Trustees, at the request of or with the consent of a majority of the members of the Board of Trustees, or if the holders of at least ten percent (10%) of all the votes entitled to be cast on an issue proposed to be considered at the proposed special meeting sign, date, and deliver to the corporation's secretary at least one (1) written demand for the meeting describing the purpose for which the meeting is to be held. The Foundation must notify its members of the place, date, and time of the special meeting of members not less than ten (10) days, or, if notice is mailed by other than first class or registered mail, thirty (30) days to sixty (60) days, before the meeting date.

Section 3. Each voting member of the Foundation shall be entitled to one vote at regular or special meetings of the members of the Foundation, which vote must be entered in person.

Section 4. A quorum for the transaction of business at regular or special meetings of the members of the Foundation shall consist of ten percent (10%) of the voting members of the Foundation, or a minimum of twenty-five (25) voting members, whichever is less.

Section 5. No proxy voting by members of the Foundation shall be allowed, and no action of the members may be taken without a meeting, regular or special, of the members of the Foundation.

**ARTICLE VI: MEETINGS OF MEMBERS (Recommended Changes)**

Change existing Section 4.

Section 4. A quorum for the transaction of business at regular or special meetings of the members of the Foundation shall consist of ~~ten percent~~ more than one-half ~~(10%)~~ (1/2) of the ~~voting members~~ Board of Trustees of the Foundation, with a minimum of 3 Trustees present.~~, or a minimum of twenty-five (25) voting members, whichever is less~~.

**ARTICLE VII: BOARD OF TRUSTEES**

Section 1. (updated 5/5/20) The management of the affairs of the Sigma Pi Educational Foundation, Incorporated shall be vested in a working Board of Trustees consisting of up to eleven (11) elected members and any ex-officio and Honorary members as appropriate. Regular and Special meetings of the Board of Trustees may be held in-person, by telephone conference calls, video conferences, or other virtual conferencing systems, at the request of the Chairman, at the request of any three (3) officers, or at the request of any five (5) Trustees, subject to due notice of such meetings being given in any manner at least five (5) days in advance.

Section 2. (updated 5/5/20) Members of the Board of Trustees shall be elected at the annual meeting of the members in all even-numbered years. The Trustees shall be elected to serve for terms of four (4) years on such a basis that approximately one-half are elected every fourth year and the other one-half are elected every fourth year for overlapping four-year terms. Elected Trustees may be elected to succeed themselves, provided that no Trustee shall be elected to more than two (2) consecutive four-year terms or serve more than ten (10) consecutive years. Special elections of members of the Board of Trustees may also be held at the annual meeting of the members that occurs in all odd-numbered years, if circumstances so justify.

Section 3.  If a majority of the members of the Board of Trustees vote to approve, the Chairman may remove a member of the Board of Trustees for cause (i.e. failure to perform job duties) or for conduct unbecoming of Sigma Pi.  The member shall have had at least fifteen (15) days advance written notice of the time and place of the vote and the reasons for the request for removal. The member shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension should not take place. The member shall have the right to be represented by legal counsel. and further informed he has the right to be represented by legal counsel.

The Members of the Foundation may remove a member of the Board of Trustees with or without cause. The member shall have had at least fifteen (15) days advance written notice of the time and place of the vote and the reasons for the request for removal. The member shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension should not take place. The member shall have the right to be represented by legal counsel. The board member may only be removed by a meeting called for that purpose and the notice must state the purpose of the meeting. The board member shall be removed if the number of Members who vote for removal is the same or more than the number of votes that were required to elect the board member.

Section 4. In the event of vacancies on the Board of Trustees, the Chairman may temporarily fill such vacancies by appointment with any member of the Foundation. Such appointment must be confirmed by a majority vote of the Board of Trustees. Any such Trustee so appointed shall serve only until the next annual meeting of the members of the Foundation at which time the vacancy he filled shall be permanently filled by special election. Any Trustee specially elected shall serve for the unexpired term of the Trustee that he succeeds. Trustees, whether temporary or permanent, selected to fill vacancies shall have the rights and privileges accorded regularly elected Trustees and shall be subject to the same requirements and obligations imposed on regularly elected Trustees, including any policies that may be adopted pursuant to Article XIV.

Section 5. A Nominating Committee of no less than three (3) and no more than seven (7) members shall consider and recommend candidates for the Board of Trustees at regular elections occurring in even years at the same time and place as the biennial convocation of the Fraternity. The members of the nominating committee shall appointed by the Chairman from among the membership of the Foundation with the approval and consent of a majority vote of the Management Committee of the Board of Trustees at least thirty (30) days prior to the commencement of the biennial convocation. Members of the Nominating Committee may not be elected to the Board of Trustees at elections occurring at the biennial convocation of their service.

Section 6. Seven (7) of the voting Trustees shall constitute a quorum for the transaction of business by the Board of Trustees.

Section 7. No proxy voting of Trustees shall be allowed at regular or special meetings of the Board of Trustees.

Section 9. With the approval of a majority of the members of the Board of Trustees, the Chairman, upon nomination or recommendation of any Trustee or the Nominating Committee, may appoint additional non-voting Advisor Trustees to serve four-year terms on the Board of Trustees with such term ending at the regular meeting of the Foundation members held in even years in conjunction with the Fraternity’s biennial convocation. Such non-voting Advisor Trustees shall be in addition to, and shall not be a part of, the number of voting Trustees whose numbers are limited in Section 1 of Article VII hereof. At any given time, the number of Advisor Trustees shall not exceed eight (8). Advisor Trustees may be appointed for successive terms upon the approval of a majority of the members of the Board of Trustees.

Section 10. With the approval of a majority of the members of the Board of Trustees, the Chairman, upon nomination or recommendation of any Trustee or the Nominating Committee, may appoint additional non-voting Honorary Trustees and Honorary Life Trustees to serve either terms of four years (for Honorary Trustees) or lifetime terms (for Honorary Life Trustees) on the Board of Trustees in recognition of substantial contribution or service to the Foundation. Terms of Honorary Trustees shall end at the regular meeting of the Foundation members held in even years in conjunction with the Fraternity’s biennial convocation Such non-voting Honorary and Honorary Life Trustees shall be in addition to, and shall not be a part of, the number of voting Trustees whose numbers are limited in Section 1 of Article VII hereof. At any given time, the number of Honorary Trustees and the number of Honorary Life Trustees together may not exceed eight (8). Honorary Trustees may be appointed for successive terms or made Honorary Life Trustees upon the approval of a majority of the members of the Board of Trustees.

**ARTICLE VII: BOARD OF TRUSTEES (Recommended Changes)**

Sections 1. – No Changes

Section 2. (updated 5/5/20) Members of the Board of Trustees shall be ~~elected~~ appointed at the annual meeting of the members in all even-numbered years. Appointments are subject to a majority vote of the current Board of Trustees. The Trustees shall be ~~elected~~ appointed to serve for terms of four (4) years on such a basis that approximately one-half are ~~elected~~ appointed every fourth year and the other one-half are ~~elected~~ appointed every fourth year for overlapping four-year terms. ~~Elected~~ Appointed Trustees may be ~~elected~~ appointed to succeed themselves, provided that no Trustee shall be ~~elected~~ appointed to more than two (2) consecutive four-year terms or serve more than ten (10) consecutive years. Special ~~elections~~ appointments of members of the Board of Trustees may also be held at the annual meeting of the members that occurs in all odd-numbered years, if circumstances so justify.

Sections 3. – No Changes

Section 4. In the event of vacancies on the Board of Trustees, the Chairman may temporarily fill such vacancies by appointment with any member of the Foundation. Such appointment must be confirmed by a majority vote of the Board of Trustees. Any such Trustee so appointed shall serve only until the next annual meeting of the members of the Foundation at which time the vacancy he filled shall be permanently filled by special ~~election~~ appointment. Any Trustee specially ~~elected~~ appointed shall serve for the unexpired term of the Trustee that he succeeds. Trustees, whether temporary or permanent, selected to fill vacancies shall have the rights and privileges accorded regularly elected Trustees and shall be subject to the same requirements and obligations imposed on regularly elected Trustees, including any policies that may be adopted pursuant to Article XIV.

Section 5. A Nominating Committee of no less than three (3) members shall consider and recommend candidates for the Board of Trustees at ~~regular elections~~ the annual meeting occurring in even years ~~at the same time and place as the biennial convocation of the Fraternity~~. The members of the nominating committee shall be appointed by the Chairman from among the Voting membership of the Foundation with the approval and consent of a majority vote of the Management Committee of the Board of Trustees at least thirty (30) days prior to the ~~commencement of the biennial convocation~~ annual meeting. Members of the Nominating Committee may not be ~~elected~~ appointed to the Board of Trustees ~~at elections occurring at the biennial convocation of their service~~ during their service to the committee.

Sections 6, 7, 9 and 10 – No changes.