

## **BYLAWS**

### **AS AMENDED August 2021**

#### **ARTICLE I: NAME**

The Corporation's name is the ASSOCIATION OF FRATERNITY/SORORITY ADVISORS, INC. The Corporation may also use the following assumed names: Association of Fraternity/Sorority Advisors; AFA.

#### **ARTICLE II: PURPOSES**

##### A. The Association:

1. Provides people engaged in advising fraternities and sororities with a cooperative association for their professional development;
2. Advances research and best practices about fraternities and sororities and fraternity/sorority advising;
3. Formulates and maintains high professional standards for advising fraternities and sororities;
4. Advocates for the fraternity/sorority advising profession;
5. Provides a forum for sharing ideas and concerns about advising fraternity and sororities through its publications, educational programming, and member engagement;
6. Supports members' abilities to foster student development in undergraduate fraternity and sorority chapters; and
7. Maintains strategic relationships with professional higher education associations, inter/national fraternities and sororities, and interfraternal organizations.

#### **ARTICLE III: MEMBERSHIP**

##### A. The Association's membership categories are as follows:

1. **Professional members** are people holding full-time, paid positions at a college/university or an inter/national fraternity or sorority.
2. **Graduate members** are people enrolled as part-time or full-time graduate students (masters or doctoral) and not employed in any full-time, professional position.
3. **Affiliate members** are people advising fraternities and sororities or interested in fraternity/sorority advising who are not employed by a college/university or inter/national fraternity or sorority.

4. **Vendor members** are organizations and companies that support the purpose and activities of the Association. Vendor members are subject to the President's approval.
  5. **Emeritus members** are former Professional members who retired from a college/university or an inter/national fraternity or sorority and remain interested in fraternity/sorority advising.
- B. All members must pay dues annually. Emeritus members pay annual dues commensurate to the rate for Graduate members.
  - C. Professional, Graduate, Affiliate, and Emeritus members are entitled to one vote in all Association business; able to hold appointed and elected offices; and eligible to serve on Association committees, editorial boards, and workgroups.
  - D. Vendor members will be listed in the vendor directory, receive updated membership lists, and be eligible to exhibit or sponsor an event at the Annual Meeting.

#### **ARTICLE IV: FINANCES**

- A. The Board of Directors sets the dues for all membership categories.
- B. The Association's fiscal year is September 1 through August 31.
- C. The Association's membership year runs concurrent with the fiscal year. First-time members who join after June 1 will have their membership payment applied to the remainder of the current membership year and all of the following membership year. Members who do not pay annual dues by September 15 will have their membership terminated.
- D. Volunteers may request reimbursement for reasonable expenses related to their roles. Volunteer reimbursement requests may not include travel to the Annual Meeting. Volunteer expenditures cannot exceed the approved budget amounts without prior approval from the Board of Directors.
- E. The Board of Directors may approve expenditures under the adopted annual budget. The Board of Directors may deviate from the annual budget in unforeseen circumstances, provided the deviation does not create a budget deficit.
- F. The Association may not operate at a deficit in any fiscal year. If necessary, the Finance Committee may use the Association's reserve funds consistent with the adopted policies to offset a budget deficit.

## ARTICLE V: BOARD OF DIRECTORS

- A. The Board of Directors governs the Association's affairs. The Board of Directors:
1. Articulates the Association's mission and vision;
  2. Serves as the decision-making body for the Association outside of the annual business meeting;
  3. Formulates and adopts Association policies consistent with these Bylaws;
  4. Selects and supervises the executive or association management company to whom the Board delegates responsibility for the Association's operations;
  5. Manages the Association's finances;
  6. Ensures effective organizational planning and resource allocation;
  7. Protects and enhances the Association's public image;
  8. Creates committees and workgroups to advance Association projects;
  9. Proposes amendments to these Bylaws; and
  10. Participates in the AFA Foundation's fundraising activities by contributing at a predetermined giving level or securing an equal contribution from another source.
- B. The Board of Directors consists of seven members, including the following officers: President, Treasurer, and Secretary. The membership elects five members of the Board of Directors, including the President, under the procedures outlined in the Bylaws. The Board of Directors appoints two members under the procedures outlined in the Bylaws. The Board of Directors serves under the laws of the State of Indiana.
1. The AFA Foundation Chair is an invited guest to all meetings of the Board of Directors.
  2. The Executive Director is an ex-officio non-voting member of the Board of Directors.
  3. The President may appoint additional ex-officio, non-voting members of the Board of Directors annually, subject to approval by the Board of Directors.
- C. All members of the Board of Directors must be Professional, Graduate, Affiliate, or Emeritus members.
- D. All members of the Board of Directors must have been members of the Association for a minimum of three years prior to nomination.
- E. The term of office for all members of the Board of Directors is two years. No member of the Board may serve more than three consecutive, regular terms in office.
- F. Newly elected members of the Board of Directors will take office at the close of the Annual Meeting at which they are installed and serve through the Annual Meeting of the year their term expires or until their successors are elected. Retiring members of the Board are responsible for completing all responsibilities and providing new members of the Board all necessary reports and information required for the smooth transition of responsibility.

- G. If a member-elect of the Board of Directors resigns the position after the completion of the official ballot and prior to installation at the business session of the Annual Meeting, the Board of Directors will call for the election of a new member-elect of the Board by the eligible voting membership within one week of the resignation. The Chair of the Nominations and Elections Committee will conduct an open call for nominations and candidates will be determined within two weeks of the resignation. The special election will be conducted in accordance with the applicable election procedures outlined the Bylaws and will remain open for one week.
- H. If a vacancy occurs on the Board of Directors, the President, with the approval of the Board of Directors, will appoint an interim member of the Board.
1. If the vacancy was created by an elected Board member, the interim Board member will serve until the conclusion of that year of the term of office.
  2. If the vacancy occurs during the first year of a regular term of office for an elected Board member, the Board of Directors will call for a special election by the eligible voting membership at the conclusion of the first year of the regular term of office. Nominations for and the election of the new member of the Board of Directors will occur during the annual election process. The newly-elected Board member will serve a special one-year term to complete the remainder of the vacated term of office.
  3. If the vacancy was created by an appointed Board member, the interim Board member will serve until the conclusion of the regular term of office.
  4. An interim Board member is eligible to serve three (3) consecutive, regular terms on the Board of the Directors in addition to the member's interim term.
- I. If any member of the Board of Directors becomes unemployed or is no longer enrolled in a graduate program between the validation of election results or time of appointment and the end of the member's term, the member has forty-five business days to seek employment or enroll in a graduate program. If the members remain ineligible to serve on the Board of Directors after forty-five business days, the member must resign from the Board.
- J. The Board of Directors will meet at such times and places as it determines, to include at least one meeting in the period between Annual Meetings. The Board of Directors may, at its discretion, authorize the use of Association funds to support its meetings. The Board of Directors may conduct meetings electronically through use of a synchronous platform.
- K. A majority of the Board of Directors constitutes a quorum for the transaction of business.
- L. The committees of the Board of Directors are the Finance Committee, Resolutions Committee, and Audit Committee.
1. The Finance Committee consists of the President, Treasurer, and one additional member of the Board of Directors. The Treasurer chairs the Finance Committee. The Executive Director serves as an ex-officio non-voting member of the

Committee. The Finance Committee reviews quarterly and annual financial reports and makes recommendations to the Board of Directors and general membership about financial matters.

2. The Resolutions Committee consists of the Secretary and two additional members of the Board of Directors. The Secretary chairs the Resolutions Committee. The Executive Director serves as an ex-officio non-voting member of the Committee. The Resolutions Committee reviews all Association standing resolutions, as well as other policy or position statements, and makes recommendations to the Board of Directors and general membership about appropriate revisions, additions, or eliminations.
3. The Audit Committee consists of two members of the Board of Directors and an at-large member appointed by the President. The at-large member may not be a member of the Board of Directors. The at-large member chairs the Audit Committee. The Audit Committee reviews and presents 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 under the procedures outlined in the Bylaws.

1. Elected members of the Board of Directors may be impeached and removed under the following procedures:
  - i. 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 Directors, unless the Secretary is the affected officer, in which case charges will be filed with the President.
  - ii. Charges will be brought before the Board of Directors, which will conduct a hearing and provide the affected Board member an opportunity to present a defense.
  - iii. The Board of Directors, in closed session and in the absence of the accused, votes whether to impeach the accused member.
  - iv. If the Board of Directors votes to impeach the accused member, the question is presented to the eligible voting members of the Association, along with an explanatory statement from the Board and a statement from the accused. A majority agreement of those voting within four weeks of the date of the distribution of the electronic ballot is required to effect removal from the Board of Directors.
2. Appointed members of the Board of Directors may be removed from their positions:
  - i. Without notice, by a three-fourths vote of the Board of Directors.
  - ii. With sufficient notice and a reasonable opportunity to defend themselves before the Board of Directors, by a majority vote of the Board.
3. Members of the Board of Directors who are removed for failure to meet the minimum requirements outlined in Section C of this Article and Section C of Article

IV automatically forfeit their positions on the Board and are not entitled to the removal procedures outlined herein.

- N. Members of the Board of Directors are covered by the Association's liability insurance policy, which must provide a minimum of \$100,000 in coverage.

## **ARTICLE VI: OFFICERS**

- A. The Association's officers are the President, Treasurer, and Secretary. The President is elected in accordance with the procedures outlined in the Bylaws. The Treasurer and Secretary are appointed from the six sitting members of the Board, matching skill sets and interests to the Association's needs.
- B. All officers must meet the eligibility requirements to serve on the Board of Directors outlined in Article V.
- C. The President shall 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 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.
- D. Members of the Board of Directors may accept nominations to run for President during their term in office. If elected, the member must resign the current Board seat upon assuming the presidency. The other officer positions do not require Board members to resign their seats.
- E. Newly elected and appointed officers will 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 are responsible for completing all responsibilities and providing new officers all necessary reports and information required for the smooth transition of responsibility.
- F. The President serves as the Chair of the Board of Directors and presides at all business sessions. The President:
1. Leads the Board of Directors;
  2. Supervises the Executive Director;
  3. Manages all other officers and Board members to ensure they properly perform their duties;
  4. Supports the AFA Foundation's fundraising activities and serves as the Board liaison to the Foundation;
  5. Oversees the ongoing review and advancement of the Association's strategic priorities;
  6. Represents the Association to external constituents and organizations;
  7. Serves as an ex-officio member of all committees, except for the Nominations and Elections Committee; and

8. Has all other powers and duties usually vested in the Office of the President.

G. The Treasurer:

1. Chairs the Finance Committee;
2. Ensures the development and subsequent review all financial policies and procedures by the Board of Directors;
3. Provides an annual budget to the Board of Directors for approval;
4. Reviews written quarterly and annual financial reports;
5. Assists in the management of the Association's investments; and
6. Assists the Association's professional staff in collecting and disbursing all Association funds authorized by the Board of Directors;
7. Performs other duties as assigned by the President.

In the absence of the President, the Treasurer is vested with all the powers and responsibilities of the presidency.

H. The Secretary acts as the clerk of the Board of Directors and the Association. The Secretary:

1. Chairs the Resolutions Committee;
2. Keeps the official minutes of all Board meetings and all business sessions of the Association;
3. Manages the records of the Board and ensures the effective management of the Association's records;
4. Ensures compliance with the Association's governing documents during meetings; and
5. Performs other duties as assigned by the President.

I. If the Office of President becomes vacant, the next available Board members assumes office as Acting President according to the following Order of Succession: Treasurer, Secretary, and then the longest-serving Board member. The Acting President will hold office until the Board of Directors can act as specified in the Bylaws.

1. If the Office of President becomes vacant within the first thirty days of the term of office, the Board of Directors will call for the election of a new President by the eligible voting membership.
2. If the Office of President becomes vacant more than thirty days after the beginning of the term of office, the Board of Directors may elect a Board member to serve as Interim President until the conclusion of that year of the term of office. The Board of Directors will then call for a special election. Nominations for and the election of the new President will occur during the annual election process.
3. Interim Presidents are eligible to succeed themselves for a regular term.

## ARTICLE VII: CENTRAL OFFICE STAFF

- A. The Board of Directors hires the Executive Director, who serves at the will of the Board. The Executive Director is the chief staff officer of the Association. The Executive Director:
1. Supervises the Central Office staff;
  2. Manages the Association's strategic priorities;
  3. Directs the Association's day-to-day business;
  4. Serves as the Association's spokesperson;
  5. Hires, discharges, and determines the salaries and other compensation for all other Central Office staff; and
  6. Performs other duties as directed by the Board of Directors.
- B. The Executive Director reports the activities of the Central Office to the Board of Directors on the activities of the Central Office and makes other such reports as required by the President or the Board.

## ARTICLE VIII: REGIONAL DIRECTORS

- A. The Association is divided into the following regions:
1. **Region I:** Connecticut, Delaware, the District of Columbia, Maine, Maryland, Massachusetts, New Brunswick, Newfoundland, New Hampshire, New Jersey, New York, Nova Scotia, Pennsylvania, Quebec, Rhode Island, Vermont, West Virginia, and the United Kingdom;
  2. **Region II:** Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, and Virginia;
  3. **Region III:** Illinois, Indiana, Manitoba, Michigan, Ohio, and Ontario;
  4. **Region IV:** Arkansas, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota, Texas, and Wisconsin; and
  5. **Region V:** Alaska, Alberta, Arizona, British Columbia, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Saskatchewan, Utah, Washington and Wyoming.
- B. The Board of Directors appoints a Regional Director for each region. Regional Directors:
1. Promote the Association's mission, programming, and strategic priorities within their respective regions;
  2. Manage regionally-based committees or workgroups;
  3. Promote the Association to potential new members;
  4. Perform other duties as requested by the Board of Directors or Central Office staff.
- C. All Regional Directors must be Professional, Graduate, Affiliate, or Emeritus members.
- D. All Regional Directors must have been members of the Association for a minimum of one year prior to appointment.



- E. All Regional Directors must work, live, or attend graduate school in their region for at least one year prior to appointment.
- F. The term of office for all Regional Directors is one year. No Regional Director may serve more than two consecutive, regular terms in office.
- G. Regional Directors may be removed from their positions for failing to appropriately perform their duties under the procedures outlined in the Bylaws.

## **ARTICLE IX: MEETINGS**

- A. There will be an Annual Meeting of the Association, unless prevented by an emergency. The Association will conduct its annual business session during the Annual Meeting. All members will receive notice of the Annual Meeting at least forty-five days in advance. The annual business session may be conducted in-person or electronically through use of a synchronous platform.
- B. The Professional, Affiliate, Graduate, and Emeritus members and the Past Presidents present at the business session constitutes a quorum for the transaction of business, provided members received proper notice of the business session.
- C. All officers and Regional Directors must be present at the Annual Meeting at which they assume their roles and at all Annual Meetings during their terms of office. Failure to attend these meetings, unless excused by a vote of the Board of Directors, is cause for removal without notice as provided in the Bylaws.

## **ARTICLE X: NOMINATIONS AND ELECTIONS**

- A. The Nominations and Elections Committee shall consist of eleven (11) members, including five (5) elected representatives, five (5) appointed representatives and a Chair. The Chair of the Nominations and Elections Committee shall be a Past President of the Association, who shall be appointed by the President with the approval of the Board of Directors.
  - 1. The President of the Association shall appoint five (5) Professional, Affiliate, Graduate, or Emeritus members.
  - 2. During the normal election process, five (5) Professional, Affiliate, Graduate, or Emeritus members shall be elected by the eligible voting membership.
  - 3. Should a member of the Nominations and Elections Committee resign, the Board may appoint a replacement. At no time shall the committee be fewer than seven (7) members.
  - 4. The membership of the Nominations and Elections Committee shall be officially announced following the Annual Meeting.

- B. All members of the Nominations and Elections Committee must have been members of the Association for a minimum of three years prior to nomination or appointment.
- C. Nominations and Elections Committee representatives serve for one year. No representative may serve more than two consecutive terms.
- D. The Nominations and Elections Committee establishes the Association's nominations and elections procedures not specified in the Bylaws, subject to approval by the Board of Directors.
  - 1. The Nominations and Elections Committee will call for nominations for the elected positions on the Board of Directors from all Professional, Graduate, Affiliate, and Emeritus members.
  - 2. Half of the elected members of the Board of Directors will be elected annually. The President will be elected biennially.
  - 3. The Nominations and Elections Committee may solicit and nominate candidates.
  - 4. The Committee will slate all nominees deemed qualified for service and able to advance the work of the Association.
    - i. The Nominations and Elections Committee retains the discretion to determine the appropriate number of slated candidates for any position.
    - ii. For efficiency, the Committee should slate one more candidate than the number of vacancies on the Board of Directors, with no more than five candidates being slated for the Board in any year.
    - iii. The Committee should slate no more than two candidates for the presidency.
    - iv. 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.
  - 5. To be eligible for nomination, a candidate must meet all qualifications and eligibility requirements for the positions outlined in the Bylaws.
  - 6. Write-in candidates are permitted in all elections, with the exception of run-offs. Ballots will provide space for write-in candidates.
  - 7. The Chair of the Nominations and Elections Committee will send an electronic ballot to all Professional, Affiliate, Graduate, and Emeritus members and Past Presidents at least thirty days prior to the Annual Meeting. The Board of Directors determines the specific timing of the election. The ballot will remain open for twenty-one days.
  - 8. The President is elected by a plurality of votes. If two candidates for the presidency receive the same numbers of votes, the Association will conduct an additional electronic vote. The ballot will only include the two tied candidates.
  - 9. The members of the Board of Directors, other than the President, are to be elected by optional preferential voting.

10. The members of the Board of Directors will validate the election results prior to their announcement.
  11. The President will announce all election results at the business session of the Annual Meeting. The election results will also be announced in writing following the Annual Meeting.
- E. After the Board of Directors validates the election results and prior to new Board assuming office, the Board of Directors will appoint one additional member to the Board annually. When appointing members, the Board should consider candidates who add value, necessary expertise, and unique skills to the Board of Directors.

#### **ARTICLE XI: VOLUNTEERS**

- A. The Central Office staff, with the approval of the Board of Directors, appoints all volunteers whose election or appointment procedures are not defined in the Bylaws.
- B. All people serving on committees, the editorial board, or workgroups must be members of the Association during their terms of appointment. The editors, liaisons, and chairs of all committees, editorial board, or workgroups must be Professional or Graduate members.
- C. The Central Office staff, with the approval of the Board of Directors, determines the qualifications and terms of appointment for all volunteers.
- D. All committees, editorial boards, and workgroups will report to an assigned member of the Board or Central Office staff. All volunteers will submit the reports requested by the Board of Directors and Central Office staff.
- E. No volunteer may obligate the Association to any undertaking without written approval from the Board of Directors.
- F. Appointed volunteers may be removed from their positions:
1. Without notice, by a three-fourths vote of the Board of Directors.
  2. With sufficient notice and a reasonable opportunity to defend themselves before the Board of Directors, by a majority vote of the Board.
- G. Appointed volunteers who fail to meet the minimum eligibility requirements outlined the Bylaws automatically forfeit their positions without a vote of the Board of Directors or an opportunity to defend themselves to the Board.

## **ARTICLE XII: RESOLUTIONS**

- A. There are two types of resolutions: (1) those intended to serve as an expression of the opinion, will, or intent of the Association voting membership, and (2) those intended to be commemorative or construed as special recognition for events or individuals.
- B. Resolutions may be proposed by the Board of Directors or upon petition of any Professional, Affiliate, Graduate, or Emeritus member or Past President of the Association. The Board of Directors will review all proposed resolutions before presenting them to the membership, unless proposed from the floor of the business session of the Annual Meeting.
- C. Resolutions may be considered by the membership and adopted under the following procedures:
  - 1. If the proposed resolution is sent to all voting members in writing at least thirty days in advance, the resolution may be adopted by a majority vote of the Professional, Affiliate, Graduate, and Emeritus members and Past Presidents present at the business session of the Annual Meeting.
  - 2. Without prior written notice, the resolution may be adopted by a two-thirds vote of the Professional, Graduate, Affiliate, and Emeritus members and Past Presidents present at the business session of the Annual Meeting, if the voting membership approves discussion and consideration of the resolution on the floor of the business session and the text of the resolution is distributed to those in attendance.
  - 3. If submitted to the eligible voting membership by electronic ballot, the resolution may be adopted by a majority of the Professional, Graduate, Affiliate, and Emeritus members and Past President voting. The ballot will remain open for thirty days.
- D. Resolutions will remain active for a period of two (2) years after their ratification. Resolutions not reaffirmed after two (2) years will automatically be retired.

## **ARTICLE XIII: PARLIAMENTARY AUTHORITY**

In all situations not provided for in the Articles or the Bylaws, the rules contained in the current edition of *Robert's Rules of Order, Newly Revised* will govern the Association's operations.

## **ARTICLE XIV: CONSTRUCTION**

These Bylaws will be construed and enforced consistent with the laws of the State of Indiana.

## ARTICLE XV: AMENDMENTS

- A. The Board of Directors, on its own initiative or by soliciting member input, may propose Bylaw amendments. Bylaw amendments may also be proposed by a petition of two-and-a-half percent of the Professional, Graduate, Affiliate, and Emeritus members and Past Presidents. Petitions must be submitted to the Board of Directors. The Board will present all amendment proposals to the Professional, Graduate, Affiliate, and Emeritus members and Past Presidents, with or without endorsement.
- B. Bylaw amendments may be considered by the membership and approved under the following procedures:
  - 1. If the proposed amendment is sent to all eligible voting member in writing at least thirty days in advance, the amendment may be approved by a two-thirds affirmative vote of the Professional, Graduate, Affiliate, and Emeritus members and Past Presidents present at the annual business session.
  - 2. If submitted to the eligible voting membership by electronic ballot, the amendment may be adopted by a majority of the Professional, Graduate, Affiliate, and Emeritus members and Past Presidents voting. The ballot will remain open thirty days.
- C. The Secretary is permitted to make nonsubstantial amendments to the bylaws for grammar, spelling, and numbering, with approval from the Board of Directors.