



MEMORANDUM

TO: All Grand Chapter Voting Entities

FROM: Aaron Bullock, Wake Forest Grand Junior President and Governance Committee Co-Chair
Tom Hinkley, Indiana '84, Past Grand Councilor, Former CEO, and Governance Committee Co-Chair

DATE: May 26, 2026

RE: Report of the Governance Committee

Executive Summary

In 2024, the Grand Council, at the suggestion of the 2024 Grand Chapter, created and charged a committee to look at the governance process, specifically the nominations process for the Grand Council. The additional members of the committee were Dan Duncan, Grand Historian; Matt Henry, General Counsel for the Foundation and CLVEN; and Josh Orendi, past Grand Councilor. The three undergraduates on our committee are: Jacob Dones, Lock Haven; Robbie Duncan, Wake Forest; and Ethan O'Gradney, Indiana. The specific charge is an exhibit to this report. Based on the research conducted, the committee recommends:

- Creating a Leadership Development Committee (LDC) to assume the responsibilities of the current nominations committee and become a standing committee of Grand Chapter.
- The LDC will create a consistent process and rubric for election cycles to the Grand Council
- If there is a vacancy on the Grand Council between Grand Chapters, the LDC will provide a similar process for candidate identification.
- Members of the LDC will be elected by the voting entities at Grand Chapter
- For accountability purposes, the Grand Council could remove a member of the LDC if necessary.
- The LDC will provide a ongoing process for brothers to be considered for the Grand Council. Currently, the process restarts every election cycle and may be different from year to year.



- The LDC will consist of five alumni brothers and six undergraduates. The undergraduates will be added to the committee approximately six months prior to an upcoming Grand Chapter. The alumni members will have staggered terms and serve continually. The undergraduates from GSP Cup winning chapters will have first opportunity to serve on the LDC. If the spots are not filled due to duplication or unavailability, then Gold Cup chapters will be approached based on scores from the annual report.
- The LDC will facilitate the officer selection process for the Grand Council, as the nominations committee does today. The Grand Council would approve the rules for the election process and the voting entities will be presented with a slate of officers, as is done currently.
- Many of the committee recommendations were piloted during the 2026 election cycle for the Grand Council. Items such as identifying interested brothers and slate submission were two most apparent.
- Alumni LDC members will have terms of six years, with a ten-year term limit. The ten years could be possible with initial staggered terms. Six-year terms were determined best to allow for consistency on the committee.

A copy of the current and proposed sections of the by-laws that are impacted are included. As incidental information, copies of the committee charge and position description are included.



Detailed Report

The idea for this committee was suggested via resolution during the 2024 Grand Chapter in Louisville. The main issue behind the resolution was the number of candidates being considered for the Grand Council seats.

In September of 2024, Grand Junior President Aaron Bullock and past Grand Councilor and former CEO Tom Hinkley were asked to co-chair the committee. The committee was staffed and held their first meeting in October 2024 where the charge was reviewed, and a work plan was developed.

The first step was to gather data to learn about perceptions from our membership and what our peer organizations were doing. Surveys were developed to be sent to leaders within the fraternity and sorority community. Internally, personal interviews were conducted with Past Grand Senior Presidents. They were selected based on involvement as advisors or chairs of the nominations committee. All past Grand Councilors were also surveyed along with delegates to the 2024 Grand Chapter, current HSPs, and active volunteers within Alpha Sigma Phi.

The common themes identified centered around how large the board was compared to our peers, how long they are asked to serve, role clarity – especially for officers, that they was the perception of a “good ‘ol boys network” and politicking, new Grand Councilors are not prepared for the election process and general onboarding.

This data led us to segment the discussion to eight key areas. Board size, application period, nominations process, officer election, board member terms (length), Grand Councilor qualifications, onboarding, and the Grand Council experience. The Grand Council experience segment was used for information that was learned through the data collection process that may not have been in direct alignment with the committee charge.

The committee has met continually over the last two years to develop these recommendations, obtain feedback, and incorporate suggestions. In person updates were provided to the Grand Council in February 2025, August 2025, October 2025 and February 2026. Information was also shared during the All Board Meetings in 2025 and 2026.



Through discussion, review of the data, and conversations with the Grand Council, it was determined that our current board size and terms continue to be appropriate for the fraternity.

Application Period

Traditionally there was a call for nominations approximately six or seven months prior to Grand Chapter. These were generated by email notification or personal conversations from the CEO or other involved alumnus.

Recommendation: Move to an ongoing “expression of interest” form that can be used from election cycle to election cycle. Proactively communicate the opportunity to around November 1 or about nine months prior to Grand Chapter. Have proactive conversations to develop a pool in addition to the current process.

Nominations Process

Currently, the nominations committee is formed in January or February and dissolved at Grand Chapter. Vacancies between Grand Chapter are filled by recommendations by the Grand Senior President and approved by the remaining Grand Council members. For those elected at Grand Chapter, the notification process has been inconsistent. Many times candidates do not know if they are being recommended for the slate until minutes before a vote is held.

Recommendation is to create a Leadership Development Committee. The committee would consist of five alumni who would serve for terms of six-years. The six undergraduates would be added to the committee around the January prior to Grand Chapter. The committee would be able to maintain an interest list, inform and educate those brothers about the process and the expectations, have conversations with those interested and propose a slate to the voting entities. The LDC would also provide onboarding activities for new Grand Council members. The Grand Council could remove a member of the LDC by a 2/3 vote for accountability purposes.

In Grand Chapter years, the slate of candidates will be shared with the voting entities approximately 50 days before Grand Chapter and allow for a period for comments and questions. This would allow for more structure onboarding activities prior to Grand Chapter.

This would also allow for more of a process for future years and not re-creating things, a better relationship with The Pinnacle Network, the Foundation and CLVEN so coordination could take place. For legal purposes, separation between the different entities is necessary.

Grand Councilor Qualifications



In previous years, the rubric or method to evaluate candidates varied from election cycle to election cycle. The committee found a resource from the American Society of Association Executives (ASAE). We borrowed heavily from this resource to develop our five skill areas.

The skill areas are:

- Group Skills
 - Team Orientation
- Interpersonal Skills
 - Communication
 - Relational
 - Influence
 - Reputation
- Personal Skills
 - Strategic
 - Innovative
- Technical Skills
 - Knowledge of Alpha Sigma Phi and Non-Profit Industry
 - Expertise and Professional Experience
- Personal Attributes
 - Commitment
 - Integrity
 - Capacity (Time and financial)

Officer Election

There is currently minimal documentation regarding the election process for Grand Council positions. Most discussion and/or interest revolves around the Grand Senior President position. There is more documentation on how we suggest our chapters handle officer elections than there is for the Grand Council.

Discussion about the use of more generic officer titles in public settings was discussed. The committee chose not to make any recommended enhancements to the by-laws but may suggest a resolution during Grand Chapter.

The LDC will be able to provide consistency with this process. The Grand Council will continue to need to approve the rules.



Grand Council Experience

This area addressed items that were not directly within the scope of the committee but important for the Grand Council to hear. These items were shared with the Council.

Current and Proposed by-law updates follow, along with other information.

PROPOSED

Article V. Grand Council

Section 1. Composition: The governing body of the Fraternity shall be the Grand Council. It shall consist of nine alumnus members and four non-voting student representatives.

Section 2. Nominations Procedure, Time of Election: Grand Council elections shall be held biennially during years in which Grand Chapters are scheduled. Years in which Grand Chapters are scheduled shall be an election year.

- A. Leadership Development Committee – The Leadership Development Committee (LDC) shall be responsible for the identification, vetting and slating of candidates for alumnus Grand Council positions. The LDC will gain feedback from the Grand Council regarding traits that may be desirable in new members for the Grand Council.
- B. The process to self-nominate for a Grand Council role shall launch no later than November 1st prior to an election year and shall close on March 1st of the election year.
- C. The Leadership Development Committee shall announce to the voting entities a slate of candidates for Grand Council no less than 50 days prior to Grand Chapter.

Section 3. Election, Term, Installation, Vacancy, Removal:

- A. Election of Grand Council – The Leadership Development Committee shall deliberate and propose a slate of Grand Council members to the voting entities.
 - a. If the slate is not approved by a majority vote of the voting entities, only brothers who have been identified by the Leadership Development Committee may be reconsidered for a position on the Grand Council. The Leadership Development Committee shall then propose a revised slate to the voting entities. This process will continue until the voting entities approve a slate.
 - b. No more than five alumnus positions may be considered for a full four-year term on the Grand Council at one time. If there are more than five alumnus positions up for election, the Leadership Development Committee will select the individual or individuals whose term will be limited to two years to restore

PROPOSED

the cycle of those leaving and coming onto the Board and to ensure continuity of the Fraternity's governance.

- c. Non-Voting Student Representatives– No later than September 1, the CEO shall submit a slate of four non-voting student representatives to the Grand Council for a one-year term. The Grand Council will appoint, via majority vote, the brothers slated for Non-Voting Student Representative roles. Upon acceptance of appointment, the Non-Voting Student Representatives shall assume their positions and serve for one year or until their successors are elected.

- B. Term - Grand Council members shall be elected by the voting entities to serve a four-year term. No member may serve more than ten consecutive years on the Grand Council, however, four years after a member leaves the Grand Council, he is eligible to serve again on the Grand Council for an additional two terms.

- C. Installation of Grand Council – The incoming Grand Council shall be installed within thirty (30) days of the completion of the Election of Grand Officers. Until the Grand Council Installation Ceremony occurs, the current Grand Council is the governing board of the Fraternity.

- D. Vacancies between Elections: The Leadership Development Committee shall have the power to nominate for appointment, and the Grand Council by majority vote, to approve the appointment of a member to fill any vacancy in the Grand Council arising between elections. The Grand Council shall then make, by majority vote, such changes in Grand Officers as it deems advisable. Appointees shall serve until the next election.

- E. Removal from Grand Council: A member of the Grand Council may be removed from the Grand Council by a 3/4 vote of the remaining Grand Council members. Any member of the Grand Council is subject to recall by a majority vote by any Grand Chapter on notice served by the Grand Senior President or notice concurred by thirty percent of the voting entities, provided the member to be recalled is afforded reasonable opportunity to be heard.

- F. Limitations to concurrent service: Brothers serving as Grand Chapter Advisors, as professional staff of Alpha Sigma Phi Headquarters, as board directors of Alpha Sigma Phi Educational Foundation, as board members of CLVEN National Housing Corporation or as currently serving members of the Leadership Development Committee are not eligible for concurrent service on the Grand Council.

PROPOSED

Section 4. Duties and Powers:

- A. Transaction of Business: Unless otherwise provided by law, all rights, powers and authority conferred upon the Grand Council under these Bylaws shall be construed not only to be rights, powers and authority to act in meetings, but such rights, powers and authority may be exercised between meetings of the Grand Council by mail, electronic means, or facsimile vote to the members of the Grand Council at the direction of the Grand Senior President. An affirmative vote of a majority of the members of the Grand Council shall be required for the adoption of all matters thus submitted, except where a higher threshold has been established by these Bylaws. Votes shall be tabulated as provided in Section 3 C of this article.
- B. Administrative Authority: The Chief Executive Officer and Grand Council shall be responsible for the administration of the Fraternity and may make and enforce rules for the conducting of business.
- C. Executive and Legislative Authority: The Chief Executive Officer and Grand Council shall enforce the Bylaws of the Fraternity and shall have power to make any rules and regulations not inconsistent therewith. The Grand Council shall further be empowered to legislate between Grand Chapters and in the event of the Emergency Declaration being enacted, to dispense with the Grand Chapter by a 3/4 vote of the Grand Council. The Chief Executive Officer and Grand Council shall be empowered to suspend, withdraw, or restore charters of chapters, suspend or expel a member or members in accordance with procedures elsewhere provided herein or in the Bylaws. The Grand Council shall further be empowered to grant charters.
- D. Emergency Declaration: The Grand Council can declare an Emergency, by a 3/4 vote of the Grand Council. An emergency can be declared in a crisis that could include, but is not limited to: National Weather Disasters, Pandemic Events, Acts of War or Terrorism or an Economic Depression. An Emergency Declaration cannot last longer than 120 days without approval of a majority of the voting entities. When under an Emergency Declaration, the Grand Council is authorized to enact any policy deemed necessary to ensure the advancement and/or survival of Alpha Sigma Phi Fraternity.

Section 5. Grand Council Meetings:

- A. Meetings: A newly elected Grand Council shall meet immediately after the Grand Council Installation Ceremony at which its members were elected, provided that if a majority of the members are not then present, or it is determined by the Grand Senior President that it is not practical, the first

PROPOSED

meeting shall be held within thirty (30) days of an election and upon call of the Grand Senior President. The Grand Senior President, or a majority of the Grand Council, shall call meetings of the Grand Council, as may be necessary for the proper conduct of its business, provided at least seven (7) days written notice is provided to all Council members. The Grand Council must meet at least twice a calendar year.

- B. Quorum: A majority of the members of the Grand Council shall constitute a quorum to do business at any meeting.
- C. Mail Votes: Votes of members of the Grand Council on propositions submitted by mail or electronic means in accordance with Section 2A of this Article shall be recorded on ballots distributed by the Chief Executive Officer or the Grand Senior President, the results distributed to the members of the Grand Council and the text of such propositions and votes thereon shall be recorded in special minutes of proceedings by mail. Such minutes shall be presented at the next succeeding meeting of the Grand Council for approval only.
- D. Executive Sessions: Executive Sessions of the Grand Council may be held at which only members of the Grand Council shall be entitled to be present. The Grand Council may invite one or more people not members of the Grand Council to attend an executive session without precluding exclusion of others. Such executive sessions may be called either by the Grand Senior President, or upon a majority vote of the Grand Council. Minutes of executive sessions shall be kept and recorded by the Grand Secretary or by the Grand Council member designated by the Grand Senior President.
- E. Summaries of Minutes of Proceedings: Summaries of the minutes of all Grand Council and Grand Chapter meetings shall be made available to the membership. Minutes of executive sessions of the Grand Council shall be made and sent to the members of the Grand Council and such others as the Grand Council may designate.

Section 6. Committees: The Grand Council may appoint, continue, suspend, or dissolve any ad-hoc committee it deems necessary or advisable for the fulfillment of the Vision and objectives of the Fraternity.

Section 7. Grand Officers: The Officers of the Grand Council shall be the Grand Senior President, Grand Junior President, Grand Secretary, Grand Treasurer and Grand Marshal. These officers shall be elected by the voting entities as soon as feasible after the election of members of the Grand Council and shall

PROPOSED

serve until their successors are duly elected and installed. Only alumnus members of the Grand Council are eligible to serve in an officer role.

- . Election of Grand Officers: Following the election of the Grand Council, members of the incoming Grand Council shall meet to determine a proposed slate of Grand Officers for the upcoming biennium. The Leadership Development Committee will prepare the rules and facilitate the Election of Grand Officers. Rules for the election of officers shall be approved by a 2/3 vote of the Grand Council. Once determined, the single slate of Grand Officers shall be proposed to the voting entities for consideration. If the slate is not approved by a majority vote of the voting entities, the incoming Grand Council will meet again and again propose a slate to the voting entities. This process will continue until the voting entities approve a slate.
- A. Grand Senior President – The Grand Senior President shall preside at all meetings of the Grand Council and Fraternity, at such times as the Grand Council may direct, and during periods of vacancy of the Chief Executive Officer, the Grand Senior President shall be the principal executive officer of the Fraternity and shall supervise and direct all the business and affairs of the Fraternity. He shall perform all duties incident to the office of president, and such other duties as may be prescribed by the Grand Council.
- B. Grand Junior President – In the absence of the Grand Senior President, or in the event of his inability, incapacity or refusal to act, the Grand Junior President shall perform the duties of the Grand Senior President and when so acting shall have all the powers and be subject to all the same restrictions upon action, of the Grand Senior President. The Grand Junior President shall perform such other duties as may be assigned to him by the Grand Senior President or the Grand Council.
- C. Grand Marshal - The Grand Marshal shall provide guidance and resolve issues surrounding the Alpha Sigma Phi Ritual and such other duties as may be required by the Fraternity or assigned to him by the Grand Senior President or the Grand Council.
- D. Grand Treasurer - The Grand Treasurer shall perform such duties as may be assigned him by the Grand Senior President or Grand Council. At such times as the Grand Council may direct, and during periods of vacancy of the office of Chief Executive Officer, the Grand Treasurer shall have charge and custody, and be responsible for, all funds and securities of the Fraternity, except as otherwise provided, and deposit all moneys in the name of the Fraternity in such banks, trust companies, or other depositories, as shall be selected by the Grand Council, and shall in general perform all the duties

PROPOSED

incident to the office of treasurer. The Grand Treasurer shall chair an audit committee that will be responsible for reviewing reports submitted by the Chief Executive Officer, as well as the annual audit conducted by an outside firm.

- E. Grand Secretary - The Grand Secretary shall certify to the Grand Council all minutes of the regular and special meetings of the Grand Council and of proceedings by mail or electronic media. He shall perform such other duties as may be assigned to him by the Grand Senior President, by the Grand Council or as provided elsewhere in the Bylaws.
- F. Emergency Officer Succession: Should an emergency arise and the Grand Senior President and the Grand Junior President both become incapacitated, and an election impractical, the line of succession should follow accordingly for Grand Senior President and Grand Junior President: Grand Marshal; Grand Treasurer; Grand Secretary until an election can be held.

ARTICLE VII. GRAND CHAPTERS

- Section 1. Grand Chapter: The supreme legislative authority of the Fraternity conducts business during the Grand Chapter. The voting entities are chapter and alumni association delegates, in good standing, members of the Grand Council, and Past Grand Senior Presidents.
- Section 2. Chapter Delegates: Each chapter shall choose from among its qualified student members one delegate and one secondary delegate to attend Grand Chapter.
- Section 3. Alumni Association Delegates: Each Alumni Association shall be entitled to appoint and send one delegate and secondary delegate to represent it at the Grand Chapter at its or its members' own expense. A member in good standing of an Alumni Association may be seated as the delegate or secondary delegate for the Alumni Association if the appointed delegate or secondary delegate fails to attend the Grand Chapter.
- Section 4. Voting:
 - A. At a Grand Chapter, each voting entity shall have one vote, subject to the limitations in Sections 4.B and 5. At no time may any member be permitted to exercise more than one vote at a Grand Chapter.

PROPOSED

- B. In matters concerning student fees and dues, only the chapter Delegate and each Grand Council member shall have a vote.

- Section 5. Fractionalization to Ensure Student Majority: If at any session of the Grand Chapter, the number of votes of the alumni Grand Council members, Past Grand Senior Presidents and Alumni Associations present and entitled to vote exceeds the number of votes of the chapters and Undergraduate Grand Councilors present and entitled to vote, the votes of the Grand Council members, Past Grand Senior Presidents and Alumni Associations shall be so fractionated that their total vote shall be weighed as one less than the number of chapters with delegates present and entitled to vote.
- Section 6. Frequency, Location, Duration and Expense Allowance of Grand Chapter: Grand Chapters of the Fraternity shall be held biennially. A Grand Chapter may be conducted virtually with a majority vote of the Grand Council. A special Grand Chapter may be called by the Grand Council to be held at any meeting of the Fraternity, so long as notice thereof is given in accordance with requirements of Section 8 of this article. The selection of the date and location of a Grand Chapter and the apportioning of the expenses authorized delegates thereto shall be prescribed by the Chief Executive Officer or Grand Council.
- Section 7. Dispensing with Grand Chapter. A Grand Chapter may be dispensed with by a 3/4 vote of the Grand Council when the Emergency Declaration clause has been enacted. If a Grand Chapter is dispensed with, all necessary voting, including Grand Council elections, may be handled as a mail vote as defined in Article VIII.
- Section 8. Notice of Time, Place and Duration of Grand Chapter: Notices announcing the time, place (location or virtually) and duration of a Grand Chapter shall be issued at the direction of the Grand Council not less than ninety (90) days before the date fixed to convene the Grand Chapter. Such notices shall be sent to all voting entities.
- Section 9. Quorum: Quorum will consist of a majority of the voting entities registered and authorized to vote. A lesser number may convene to set a time at which to reconvene or to adjourn the Grand Chapter.
- Section 10. Majority: Except as otherwise provided in the Bylaws or Rules of Order adopted, a majority of the delegates present and authorized to vote shall constitute a prevailing vote upon all questions.
- Section 11. Secretary of the Grand Chapter: The Chief Executive Officer shall act as secretary of the Grand Chapter and shall appoint his own assistants.

PROPOSED

- Section 12. Chairman of the Grand Chapter: If the Grand Senior President is in attendance, he shall be the Chairman of the Grand Chapter. If the Grand Senior President is absent, the Grand Junior President shall be the Chairman of the Grand Chapter. If both the Grand Senior President and Grand Junior President are absent, the succession order will be followed in naming a Chairman as outlined in Article V, Section 5.
- Section 14. Privilege of the Floor: Non-delegate members and non-members may be granted the privilege of the floor at the discretion of the Chairman.
- Section 15. Grand Chapter Committees: Student and alumni members may be assigned to a committee of the Grand Chapter and the majority of each committee must be students. The Grand Chapter committees are as follows:
~~Nominations and~~ Credentials, Resolutions and Law. Additional Grand Chapter committees may be established by the Grand Council.
- A. The Credentials, Resolutions and Law Committee shall review and make recommendation to the Grand Chapter on resolving any dispute as to credentials of delegates, may review proposed legislation to ensure that proposed policy does not conflict with the Bylaws or policy statements of the Fraternity, and to assist other committees or members compose and present resolutions on the floor of the Grand Chapter. Items defeated in Committee may be brought to the floor of Grand Chapter by a 2/3 vote of all voting entities. This committee may be separated at the discretion of the Chief Executive Officer or Grand Senior President.
- B. The Committee will determine the standing of each chapter and alumni association from the recommendation of the Chief Executive Officer. The voting status of each delegate must be determined and communicated no later than 30 days prior to the Grand Chapter. Delegates may appeal their standing, in writing, to the Grand Council, prior to the start of any business meeting or mail vote.
- Section 16. Leadership Development Committee (LDC): The LDC shall serve as a standing committee of Grand Chapter. This committee will continue to operate between Grand Chapters. The LDC would be exempt from the undergraduate majority provision referenced in Section 15 for eighteen months (18) following the close of a Grand Chapter.
- A. Composition: The Leadership Development Committee (LDC) shall consist of not more than eleven members: five elected alumnus members of the Fraternity, including the chair, and six appointed student members of the Fraternity.
- a. Election of Alumnus Members: The alumnus members of the LDC will be those Alumnus Members of the Fraternity elected to the Leadership Development Committee by the Voting Entities of Grand Chapter.

PROPOSED

Alumnus members will be slated by the remaining LDC members. If a slate is not approved by the voting entities, the LDC will resubmit a slate until approved by the Voting Entities.

b. Appointment of Student Members: The six unique chapters, in preferential order, that were awarded the Grand Senior President's Cup and the Alpha Sigma Phi Gold Cup in the previous two year period will be eligible to first nominate an individual student member in Good Standing; to serve as a student member of the LDC. Nominations from those chapters will be received by February 1st of an Election Year. If an insufficient number of undergraduates are nominated by the Grand Senior President's Cup chapters, priority will be given to Gold Cup chapters with the highest score on the most recent annual report to nominate a student member for the LDC. If there remains an insufficient number of student members named by March 1, an alternate method may be used to fill vacant student member positions. The alumnus members of the Leadership Development Committee will appoint, via majority vote, those nominated to be student members of the Committee. The terms of the Student Members will expire following Grand Chapter.

c. Terms of Leadership Development Committee Members

i. Length: The term of the Leadership Development Committee shall be six years. The shortening of specific terms is permissible to effectively stagger committee membership and ensure prudent continuity.

ii. Limitations:

1. Committee: A Leadership Development Committee member who is not elected chair shall not serve for more than ten consecutive years. This would comprise of one partial term and one full six-year term.

2. Chair: The chair will be elected from among the members of the Leadership Development Committee, via majority vote of the Leadership Development Committee. The chair shall not serve for more than four consecutive years.

3. Student Member: A member who serves a term as a student member of the Leadership Development Committee is eligible to serve two terms as an

PROPOSED

alumnus member if slated and elected at a future date.

4. A member appointed to serve the remainder of an unexpired Leadership Development Committee member term remains eligible to serve one full Leadership Development Committee six-year term if slated and elected.
- d. **Removal:** Any member of the Leadership Development Committee may be removed by a 2/3 vote of the Grand Council. If the removal of member(s) would decrease the size of the LDC to three or fewer alumnus members, a unanimous vote of the GC will be required.
 - e. **Vacancies:** In the event that a member of the Leadership Development Committee resigns, is removed, or is unable or unwilling to serve, the vacant position(s) may be filled by appointment by the Leadership Development Committee. If the Leadership Development Committee chair is unable or unwilling to serve, the chair position shall be filled through a majority vote of the Leadership Development Committee.
 - f. **Limitations to concurrent service:** Brothers serving as Grand Chapter Advisors, as professional staff of Alpha Sigma Phi Headquarters, as board directors of Alpha Sigma Phi Educational Foundation, as board members of CLVEN National Housing Corporation or as members of the Grand Council are not eligible for concurrent service on the Leadership Development Committee. Additionally, a member of the Leadership Development Committee shall not be slated to serve on the Grand Council for the term immediately following any term of service on the Leadership Development Committee.

B. Duties: The Leadership Development Committee shall be responsible for evaluating and cultivating Fraternity leaders for service in elected positions and assisting in the onboarding of those leaders and shall have additional duties as described in this Article.

- a. **Grand Council:** The Leadership Development Committee shall prepare and present a slate to the Voting Entities for election to the Grand Council. If a vacancy occurs, the LDC will nominate an alumnus brother to the Grand Council to fill the vacancy, subject to the provisions of Article V, Section 1D.

PROPOSED

- b. Leadership Development Committee: The Leadership Development Committee shall present a slate to the Voting Entities for election to the Leadership Development Committee.
- c. Oversight: The LDC is accountable to the voting entities. The Grand Council may exercise oversight of the committee to ensure consistent messaging regarding the roles and responsibilities of Grand Council members as well as the strategic direction of the Fraternity and governing process employed by the Grand Council.
- d. Collaboration: The LDC may collaborate with other related entities of the Fraternity in identifying potential candidates for board service.
- e. Quorum and Voting: A simple majority of the then serving members of the Leadership Development Committee shall constitute a quorum at any Leadership Development Committee meeting. The affirmative vote of the majority of the members of the Leadership Development Committee shall be required to constitute the action of the Leadership Development Committee.

Section 17. Parliamentary Authority and Enforcement: The Chairman shall enforce Grand Chapter rules, using Roberts Rules of Order as the parliamentary authority, and may appoint a parliamentarian to advise and assist him, if desired. Voting entities otherwise entitled to vote may be deprived thereof upon failure to observe Grand Chapter rules and to be present when the Grand Chapter is in session.

CURRENT AS OF 2024

ARTICLE V. GRAND COUNCIL

Section 1. Grand Council Composition: The governing body of the Fraternity shall be the Grand Council (a.k.a. Board of Directors). It shall consist of nine alumni members and four ex-officio non-voting undergraduate representatives.

- A. Alumni members shall be elected by the voting entities to serve a four-year term. No member may serve more than ten consecutive years on the Grand Council, however, four years after a member leaves the Grand Council, he is eligible to serve again on the Grand Council for an additional two terms.
- B. Undergraduate Representatives – No later than September 1, the CEO shall submit a slate of four Undergraduate Representatives to the Grand Council for a one-year term. The slate requires majority approval by the Grand Council. Upon acceptance of appointment, the Undergraduate Representatives shall assume this ex-officio position.

Section 2: Grand Council Officers: The Officers of the Grand Council of the Fraternity shall be the Grand Senior President, Grand Junior President, Grand Secretary, Grand Treasurer and Grand Marshal. Said officers shall be elected by the voting entities as soon as feasible after the election of members of the Grand Council and shall serve until their successors are duly elected and installed. Only those alumni members of the Grand Council are eligible for election to an officer role.

- A. Grand Senior President – The Grand Senior President shall preside at all meetings of the Grand Council and Fraternity, at such times as the Grand Council may direct, and during periods of vacancy of the Chief Executive Officer, the Grand Senior President shall be the principle executive officer of the Fraternity and shall supervise and direct all the business and affairs of the Fraternity. He shall perform all duties incident to the office of president, and such other duties as may be prescribed by the Grand Council.
- B. Grand Junior President – In the absence of the Grand Senior President, or in the event of his inability, incapacity or refusal to act, the Grand Junior President shall perform the duties of the Grand Senior President and when so acting shall have all the powers and be subject to all the same restrictions upon action, of the Grand Senior President. The Grand Junior President shall perform such other duties as may be assigned to him by the Grand Senior President or the Grand Council.

CURRENT AS OF 2024

- C. Grand Marshal - The Grand Marshal shall provide guidance and resolve issues surrounding the Alpha Sigma Phi Ritual and such other duties as may be required by the Fraternity or assigned to him by the Grand Senior President or the Grand Council.
- D. Grand Treasurer - The Grand Treasurer shall perform such duties as may be assigned him by the Grand Senior President or Grand Council. At such times as the Grand Council may direct, and during periods of vacancy of the office of Chief Executive Officer, the Grand Treasurer shall have charge and custody, and be responsible for, all funds and securities of the Fraternity, except as otherwise provided, and deposit all moneys in the name of the Fraternity in such banks, trust companies, or other depositories, as shall be selected by the Grand Council, and shall in general perform all the duties incident to the office of treasurer. The Grand Treasurer shall chair an audit committee that will be responsible for reviewing reports submitted by the Chief Executive Officer, as well as the annual audit conducted by an outside firm.
- E. Grand Secretary - The Grand Secretary shall certify to the Grand Council all minutes of the regular and special meetings of the Grand Council and of proceedings by mail or electronic media. He shall perform such other duties as may be assigned to him by the Grand Senior President, by the Grand Council or as provided elsewhere in the Bylaws.

Section 3: Grand Council Elections: Grand Council elections shall be held biennially during years in which Grand Chapters are scheduled (election year).

- A. Nominations Committee – The Nominations Committee shall review nominations for election to the Grand Council, the needs of the Grand Council and recommend to the voting entities candidates for election to the Grand Council.
 - a. The Nominations Committee shall be chaired by the most immediate Past Grand Senior President available and a past Grand Council member who is appointed by the Grand Council.
 - b. The Chairs shall appoint a committee consisting of nine additional members, six of whom must be undergraduate members in good standing and three of whom must be alumni members in good standing. All 11 members of the Committee are voting members.
- B. Election of Grand Council – The Nominations Committee shall deliberate and propose a single slate to the voting entities, from among all candidates who applied by the posted deadline.
 - a. The application process shall be launched no later than February 1 of an election year.
 - b. The deadline to receive applications must be at least 30 days from the time the application process was launched.

CURRENT AS OF 2024

- c. The Nominations Committee shall develop an evaluation rubric, after consultation with the Grand Council and stakeholders.
- d. The Nominations Committee may conduct virtual and/or in-person interviews. At least 75 days-notice must be given to any candidate prior to an in-person interview.
- e. If the slate is not accepted by a majority vote of the voting entities, only brothers who applied by the posted deadline may be reconsidered for a position on the Grand Council. The voting entities will vote among all nominees, including those included on the slate, with the top vote-getters being elected to the Grand Council.
- f. No more than five alumni positions may be considered for a full four-year term on the Grand Council at one time. If there are more than five alumni positions up for election, the Nominations Committee will select the individual or individuals whose term will be limited to two years to restore the cycle of those leaving and coming onto the Board and to ensure continuity of the Fraternity's governance.

C. Election of Grand Officers – Following the election of the Grand Council, members of the incoming Grand Council shall meet to determine proposed Officers of the Fraternity for the upcoming biennium. By a 2/3 majority vote, the incoming Grand Council shall determine the rules governing the process to propose an officer slate, prior to any officer vote occurring. The Nominations Committee co-chairs shall implement and monitor proper application of these rules and tabulate the votes for the officer slate. A single slate of officers shall be proposed to the voting entities. If the slate is not accepted by a majority vote, only alumni brothers of the incoming Grand Council may be nominated for a Grand Officer position. The nomination and election of Grand Council officers shall commence in this order: Grand Senior President, then Grand Junior President, then Grand Marshal, then Grand Treasurer and then Grand Secretary.

D. Installation of Grand Council – The incoming Grand Council shall be installed within thirty (30) days of the completion of the Election of Grand Officers. Until the Grand Council Installation Ceremony occurs, the current Grand Council is the governing board of the Fraternity.

Section 4. Removal from Grand Council: A member of the Grand Council may be removed from the Grand Council by a 3/4 vote of the remaining Grand Council members. Any member of the Grand Council is subject to recall by a majority vote by any Grand Chapter on notice served by the Grand Senior President or notice concurred by thirty percent of the voting entities, provided the member to be recalled is afforded reasonable opportunity to be heard.

CURRENT AS OF 2024

- Section 5. Emergency Succession: Should an emergency arise and the Grand Senior President and the Grand Junior President both become incapacitated, and an election impractical, the line of succession should follow accordingly for Grand Senior President and Grand Junior President: Grand Marshal; Grand Treasurer; Grand Secretary until an election can be held
- Section 6. Administrative Authority: The Chief Executive Officer and Grand Council shall be responsible for the administration of the Fraternity and may make and enforce rules for the conducting of business.
- Section 7. Executive and Legislative Authority: The Chief Executive Officer and Grand Council shall enforce the Bylaws of the Fraternity and shall have power to make any rules and regulations not inconsistent therewith. The Grand Council shall further be empowered to legislate between Grand Chapters and in the event of the Emergency Declaration being enacted, to dispense with the Grand Chapter by a 3/4 vote of the Grand Council. The Chief Executive Officer and Grand Council shall be empowered to suspend, withdraw, or restore charters of chapters, suspend or expel a member or members in accordance with procedures elsewhere provided herein or in the Bylaws. The Grand Council shall further be empowered to grant charters.
- Section 8. Emergency Declaration: The Grand Council can declare an Emergency, by a 3/4 vote of the Grand Council. An emergency can be declared in a crisis that could include, but is not limited to: National Weather Disasters, Pandemic Events, Acts of War or Terrorism or an Economic Depression. An Emergency Declaration cannot last longer than 120 days without approval of a majority of the voting entities. When under an Emergency Declaration, the Grand Council is authorized to enact any policy deemed necessary to ensure the advancement and/or survival of Alpha Sigma Phi Fraternity.
- Section 9. Committees: The Grand Council may appoint, continue, suspend, or dissolve any ad-hoc committee it deems necessary or advisable for the fulfillment of the Vision and objectives of the Fraternity.
- Section 10. Transaction of Business: Unless otherwise provided by law, all rights, powers and authority conferred upon the Grand Council under these Bylaws shall be construed not only to be rights, powers and authority to act in meetings, but such rights, powers and authority may be exercised between meetings of the Grand Council by mail, electronic means, or facsimile vote to the members of the Grand Council at the direction of the Grand Senior President. An affirmative vote of a majority of the members of the Grand Council shall be required for the adoption of all matters thus submitted, except where a higher threshold has been established by these Bylaws. Votes shall be tabulated as provided in Section 14 of this article.
- Section 11. Vacancies on Council between Elections: The Grand Senior President shall have the power to nominate for appointment, and the Grand Council by

CURRENT AS OF 2024

majority vote, to approve the appointment of a member to fill any vacancy in the Grand Council arising between elections. The Grand Council shall then make, by majority vote, such changes in officers of the Grand Council as it deems advisable. Appointees shall serve until the next election.

- Section 12. Meetings: A newly elected Grand Council shall meet immediately after the Grand Council Installation Ceremony at which its members were elected, provided that if a majority of the members are not then present, or it is determined by the Grand Senior President that it is not practical, the first meeting shall be held within thirty (30) days of an election and upon call of the Grand Senior President. The Grand Senior President, or a majority of the Grand Council, shall call meetings of the Grand Council, as may be necessary for the proper conduct of its business, provided at least seven (7) days written notice is provided to all Council members. The Grand Council must meet at least twice a calendar year.
- Section 13. Quorum: A majority of the members of the Grand Council shall constitute a quorum to do business at any meeting.
- Section 14. Mail Votes: Votes of members of the Grand Council on propositions submitted by mail or electronic means in accordance with Section 10 of this article shall be recorded on ballots distributed by the Chief Executive Officer or the Grand Senior President, the results distributed to the members of the Grand Council and the text of such propositions and votes thereon shall be recorded in special minutes of proceedings by mail. Such minutes shall be presented at the next succeeding meeting of the Grand Council for approval only.
- Section 15. Executive Sessions: Executive Sessions of the Grand Council may be held at which only members of the Grand Council shall be entitled to be present. The Grand Council may invite one or more people not members of the Grand Council to attend an executive session without precluding exclusion of others. Such executive sessions may be called either by the Grand Senior President, or upon a majority vote of the Grand Council. Minutes of executive sessions shall be kept and recorded by the Grand Secretary or by the Grand Council member designated by the Grand Senior President.
- Section 16. Summaries of Minutes of Proceedings: Summaries of the minutes of all Grand Council and Grand Chapter meetings shall be made available to the membership. Minutes of executive sessions of the Grand Council shall be made and sent to the members of the Grand Council and such others as the Grand Council may designate.

CURRENT AS OF 2024

ARTICLE VII. GRAND CHAPTERS

- Section 1. Grand Chapter: The supreme legislative authority of the Fraternity conducts business during the Grand Chapter. The voting entities are chapter and alumni association delegates, in good standing, members of the Grand Council, and Past Grand Senior Presidents.
- Section 2. Chapter Delegates: Each chapter shall choose from among its qualified student members one delegate and one secondary delegate to attend Grand Chapter.
- Section 3. Alumni Association Delegates: Each Alumni Association shall be entitled to appoint and send one delegate and secondary delegate to represent it at the Grand Chapter at its or its members' own expense. A member in good standing of an Alumni Association may be seated as the delegate or secondary delegate for the Alumni Association if the appointed delegate or secondary delegate fails to attend the Grand Chapter.
- Section 4. Voting:
- A. At a Grand Chapter, each voting entity shall have one vote, subject to the limitations in Sections 4.B and 5. At no time may any member be permitted to exercise more than one vote at a Grand Chapter.
 - B. In matters concerning student fees and dues, only the chapter Delegate and each Grand Council member shall have a vote.
- Section 5. Fractionalization to Ensure Student Majority: If at any session of the Grand Chapter, the number of votes of the alumni Grand Council members, Past Grand Senior Presidents and Alumni Associations present and entitled to vote exceeds the number of votes of the chapters and Undergraduate Grand Councilors present and entitled to vote, the votes of the Grand Council members, Past Grand Senior Presidents and Alumni Associations shall be so fractionated that their total vote shall be weighed as one less than the number of chapters with delegates present and entitled to vote.
- Section 6. Frequency, Location, Duration and Expense Allowance of Grand Chapter: Grand Chapters of the Fraternity shall be held biennially. A Grand Chapter may be conducted virtually with a majority vote of the Grand Council. A special Grand Chapter may be called by the Grand Council to be held at any meeting of the Fraternity, so long as notice thereof is given in accordance with requirements of Section 8 of this article. The selection of the date and location of a Grand Chapter and the apportioning of the expenses authorized delegates thereto shall be prescribed by the Chief Executive Officer or Grand Council.

CURRENT AS OF 2024

- Section 7. Dispensing with Grand Chapter. A Grand Chapter may be dispensed with by a 3/4 vote of the Grand Council when the Emergency Declaration clause has been enacted. If a Grand Chapter is dispensed with, all necessary voting, including Grand Council elections, may be handled as a mail vote as defined in Article VIII.
- Section 8. Notice of Time, Place and Duration of Grand Chapter: Notices announcing the time, place (location or virtually) and duration of a Grand Chapter shall be issued at the direction of the Grand Council not less than ninety (90) days before the date fixed to convene the Grand Chapter. Such notices shall be sent to all voting entities.
- Section 9. Quorum: Quorum will consist of a majority of the voting entities registered and authorized to vote. A lesser number may convene to set a time at which to reconvene or to adjourn the Grand Chapter.
- Section 10. Majority: Except as otherwise provided in the Bylaws or Rules of Order adopted, a majority of the delegates present and authorized to vote shall constitute a prevailing vote upon all questions.
- Section 11. Secretary of the Grand Chapter: The Chief Executive Officer shall act as secretary of the Grand Chapter and shall appoint his own assistants.
- Section 12. Chairman of the Grand Chapter: If the Grand Senior President is in attendance, he shall be the Chairman of the Grand Chapter. If the Grand Senior President is absent, the Grand Junior President shall be the Chairman of the Grand Chapter. If both the Grand Senior President and Grand Junior President are absent, the succession order will be followed in naming a Chairman as outlined in Article V, Section 5.
- Section 14. Privilege of the Floor: Non-delegate members and non-members may be granted the privilege of the floor at the discretion of the Chairman.
- Section 15. Grand Chapter Committees: Student and alumni members may be assigned to a committee of the Grand Chapter and the majority of each committee must be students. The Grand Chapter committees are as follows: Nominations and Credentials, Resolutions and Law. Additional Grand Chapter committees may be established by the Grand Council.
- A. The Credentials, Resolutions and Law Committee shall review and make recommendation to the Grand Chapter on resolving any dispute as to credentials of delegates, may review proposed legislation to ensure that proposed policy does not conflict with the Bylaws or policy statements of the Fraternity, and to assist other committees or members compose and present resolutions on the floor of the Grand Chapter. Items defeated in Committee may be brought to

CURRENT AS OF 2024

the floor of Grand Chapter by a 2/3 vote of all voting entities. This committee may be separated at the discretion of the Chief Executive Officer or Grand Senior President.

a. The Committee will determine the standing of each chapter and alumni association from the recommendation of the Chief Executive Officer. The voting status of each delegate must be determined and communicated no later than 30 days prior to the Grand Chapter. Delegates may appeal their standing, in writing, to the Grand Council, prior to the start of any business meeting or mail vote.

Section 16. Parliamentary Authority and Enforcement: The Chairman shall enforce Grand Chapter rules, using Roberts Rules of Order as the parliamentary authority, and may appoint a parliamentarian to advise and assist him, if desired. Voting entities otherwise entitled to vote may be deprived thereof upon failure to observe Grand Chapter rules and to be present when the Grand Chapter is in session.

Committee Charge: Governance and Board Selection Committee – Draft as of September 6, 2024

Purpose:

The Governance and Board Selection Committee is established to ensure an effective, transparent, and equitable process for the selection and composition of the Grand Council and possibly provide recommendations to other related Alpha Sigma Phi organizations. The Committee will also address other governance-related matters to uphold the organization's commitment to best practices in leadership and oversight.

Responsibilities:

1. Board Selection Process:

- Review, develop and maintain a clear and rigorous process for the nomination and selection of Grand Council members. Collaboration with other entities related to Alpha Sigma Phi may be considered.
- Review and recommend any possible changes to the recruitment and evaluation of potential candidates, ensuring a qualified pool of nominees.
- Any selection or composition recommendations that may not align with the organization's bylaws and governance policies be provided to the Grand Chapter in 2026 for consideration and possible approval.

2. Board Composition:

- Assess and recommend the ideal composition of the Grand Council, including the number of members, their skills, and their backgrounds.
- Employ a process that helps ensure the Board reflects a variety of perspectives and expertise relevant to the organization's mission and strategic goals.

3. Governance Policies and Practices:

- Review and recommend updates to the organization's governance policies, that may be impacted by the recommendations.
- Seek advice to provide compliance with applicable laws, regulations, and best practices in corporate governance.
- Consider and suggest the implementation of a Board self-evaluation process to assess performance and identify areas for improvement.

4. Reporting and Accountability:

- Regularly report to the Grand Council on the Committee's activities, recommendations, and any issues related to governance and Board selection.
- Ensure that decisions and processes are documented and communicated effectively.

Composition:

The Committee shall consist of members appointed by the co-chairs. Members should include a mix of current Board members, key stakeholders, and external experts if deemed necessary. The

Committee will be chaired Grand Junior President Aaron Bullock and past Grand Councilor Tom Hinkley.

Potential Deliverables:

- Board Selection process recommendations that do not require Grand Chapter approval to be shared with the Grand Council by summer or fall of 2025, so that they can be executed for 2026 Grand Chapter nominations process
- Formal readout of findings and recommendations will be shared with the Grand Council in late 2025 in anticipation of sharing with other stakeholders during the February 2026 All Board meeting
- Any potential recommendation of changes to the Bylaws of Alpha Sigma Phi to be formally considered by the delegates to the 2026 Grand Chapter will be submitted following the 2026 All Board meeting

Frequency of Meetings:

The Committee will meet as needed to fulfill its responsibilities.

Authority:

The Committee has the authority to seek input and advice from fraternity members and other internal constituents. Any external consultants or legal advisors needed to fulfill its responsibilities will be requested through the Grand Council for budgetary approval. All recommendations and decisions made by the Committee are subject to Grand Council and/or Grand Chapter approval.

Review:

If the committee believes the charge needs to be revised or adjusted, a recommendation will be made to the Grand Council for review and potential approval.

Leadership Development Committee (LDC) – Position Description

Purpose

The Leadership Development Committee (LDC) is a standing committee of Alpha Sigma Phi Fraternity charged with identifying, cultivating, and recruiting a diverse pipeline of qualified, committed, and future-focused volunteer leaders to serve on the board of directors and in key governance roles. The committee ensures that the organization's leadership reflects strategic priorities and embodies the competencies necessary for effective governance, in alignment with American Society of Association Executive's best practices for board recruitment.

Key Responsibilities

- **Strategic Recruitment**
 - Assess current and future leadership needs based on the organization's strategic plan and governance structure.
 - Develop and maintain a multi-year leadership development and succession plan.
 - Identify and proactively cultivate potential Grand Council candidates aligned with identified competencies and leadership gaps.
 - **Candidate Evaluation and Nomination**
 - Use a competency-based model to screen, interview, and recommend candidates for board and officer roles.
 - Ensure transparency, fairness, and inclusion throughout the nomination process.
 - Present a slate of nominees to the board or membership in accordance with the bylaws.
 - **Leadership Pipeline Development**
 - Foster engagement and development opportunities for emerging leaders within committees, task forces, and special projects.
 - Partner with staff to track and mentor individuals in the leadership pipeline.
 - Promote a variety of experiences (chapter, professional background, etc.)
 - **Committee Governance**
 - Annually review and update the leadership development strategy and tools (e.g., position descriptions, application process, scoring rubrics).
 - Evaluate the effectiveness of the committee's processes and recommend improvements.
 - Operate in accordance with the organization's bylaws, governance policies, and confidentiality standards.
-

Qualifications for Committee Members

- Demonstrated understanding of the Fraternity's mission, strategic direction, and governance needs.
 - Experience in board service or leadership within the Fraternity or in similar organizations.
 - Ability to assess leadership competencies and potential objectively.
 - Commitment to confidentiality, impartiality, and ethical conduct.
 - Passion for cultivating diverse, future-ready leadership.
 - LDC members would be excluded from consideration for a board role on the Grand Council, Foundation Board, CLVEN or Pinnacle Network while on the committee
 - Sitting members of the Grand Council, Foundation board, CLVEN or Pinnacle Network would be ineligible to serve until their term expires and preferably two years after service on the other board concludes.
-

Term Length

- Committee members typically serve a six year term, with staggered terms to ensure continuity. Expectation would be one six year term although a member would be eligible to renew for one term if necessary
 - May be reappointed based on performance and organizational needs.
 - Committee members are slated by the remaining members of the LDC and approved by Grand Chapter. If a vacancy occurs between Grand Chapters, the remaining alumnus members of the LDC may appoint a member to fill the term until the next Grand Chapter.
-

Time Commitment

- Approximately **1 in person meeting per year**, and quarterly video meetings. In years of a Grand Chapter, more meetings may be necessary
 - Additional time required for candidate outreach, application reviews, interviews, and evaluation activities.
 - Participation in leadership events or orientation sessions as needed.
-

Reporting Structure

The Leadership Development Committee reports to the **Grand Chapter of Alpha Sigma Phi**, and collaborates closely with the **Grand Council** and **CEO/Executive Director**

Evaluation

Annual self-assessment of the committee's effectiveness and impact in achieving leadership recruitment and development goals. A member may be removed from the LDC by a two-thirds vote of the alumni members of the Grand Council.
