



Hermandad de Sigma Iota Alpha, Inc. Board of Trustees (BOT) Bylaws¹

¹Bylaws are typically a set of rules and regulations that govern the operation of an organization, such as a corporation, nonprofit, or homeowners association. They outline the organization's structure, decision-making processes, and key operational guidelines. Bylaws are typically more formal and are often legally required for certain types of organizations.

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Preamble

The Board of Trustees (BOT) is composed of dedicated individuals, including Founding Mothers and Hermanas, with a minimum tenure of 15 years of being an Hermana by the time nominations open² or completing their National Executive Board or C-Suite term. This esteemed body plays a vital role in providing guidance to the entire organization and serving as trusted advisors to our operational leadership entity known as the Chief Executive Suite (C-Suite). Membership within the Board of Trustees is contingent upon a formal selection process and elected by the general body. This rigorous application process ensures the preservation of the ideals and objectives set forth by our Founding Mothers, securing their legacy of excellence for years to come.

Responsibilities of the Board of Trustees (BOT)

The mission of Hermandad de Sigma Iota Alpha, Inc. upholds the goals set forth by our thirteen founding mothers. As an organization, we are dedicated to fostering lifelong professional and personal achievements and empowering individuals to discover their full potential. We pledge to formalize, cultivate, and foster bonds among Hermanas, promoting respect, trust, communication, professionalism, and accountability within our organization and community at large.

The goals of Hermandad de Sigma Iota Alpha, Inc., are the following:

² The word tenure here means after crossing.

- To constantly strive toward the expansion of awareness of the Latino culture to our members and the community at large.
- To promote sisterhood and leadership amongst ourselves which is the basis of our precious and rare foundation.
- To stand for accomplishments of excellence and education among women.

The Board of Trustees (BOT), as the highest leadership body of Hermandad de Sigma Iota Alpha, Inc., ensures the organization operates following its mission, legal obligations, and strategic goal, the board's responsibilities are to:

- Understand and align with the sorority's mission, goals, and collective purpose.
- Select, support, and evaluate the performance of the C-Suite.
- Engage in strategic planning by developing and implementing long-term goals that guide the organization's growth and sustainability. This includes:
 - Assessing the sorority's current and future needs in areas such as membership growth, financial health, program development, and partnerships.
 - Creating a strategic roadmap with measurable objectives, timelines, and specific responsibilities that align with the sorority's mission.
 - Conducting an annual review of progress toward these goals and adjusting plans as necessary based on the organization's evolving priorities and external factors.

- Identifying opportunities for expansion, leadership development, and partnerships that benefit the organization at local, regional, and national levels.
- Plan in an organized manner by ensuring that all operations, decisions, and initiatives are coordinated effectively across all levels of leadership. This includes:
 - Establishing clear communication channels between the BOT, C-Suite, Regional Boards, and local chapters.
 - Developing action plans for implementing major initiatives, including timelines, resources, responsible parties, and measurable outcomes.
 - Maintaining detailed records of board discussions, decisions, and progress toward goals to ensure accountability and transparency.
 - Organizing regular BOT meetings, including annual planning retreats, to discuss strategic priorities, organizational challenges, and growth opportunities.
- Ensure strong fiduciary oversight and financial management.
- Spearhead fundraising and resource development for:
 - Sustaining organizational operations and growth: Ensuring that adequate funds are available to support national, regional, and chapter-level initiatives, including administrative costs, events, and programs.
 - Expanding educational and leadership opportunities: Providing scholarships, leadership development programs, and training resources for members at all levels of the sorority.

- Supporting philanthropic efforts: Raising funds to support the sorority's charitable initiatives and partnerships with community organizations that align with our mission.
- Investing in membership development: Ensuring funds are available for programs that enhance the personal and professional growth of members, such as mentorship, networking events, and conferences.
- Building financial reserves: Creating financial stability through savings and endowment funds to ensure the long-term sustainability of the organization, especially during periods of economic uncertainty or decreased fundraising capacity.
- Approve and monitor the organization's programs and services.
- Enhance the organization's public image through the following means:
 - Serving as public-facing representatives: BOT members are expected to embody the values, mission, and professionalism of the sorority in all public engagements and interactions, whether at official events, conferences, or social media platforms.
 - Acting as ambassadors: Promoting the sorority's mission, philanthropic efforts, and successes at local, regional, and national levels. This includes speaking at public events, building relationships with partner organizations, and participating in media engagements.
 - Demonstrating leadership by example: Setting the standard for conduct and leadership, ensuring that both members and external stakeholders view the BOT as a source of inspiration and ethical leadership.

- Maintaining consistent and positive communication: Collaborating with the C-Suite to create and distribute press releases, newsletters, and official statements that highlight the sorority's achievements, service initiatives, and educational programming.
 - Engaging in community outreach: Supporting and attending public service events that align with the sorority's mission, and encouraging members to participate in activities that bolster the sorority's visibility and reputation in the community.
 - Social media presence: Using personal and official social media accounts to share the sorority's accomplishments, events, and initiatives, while also monitoring the public's perception of the sorority to address any potential concerns promptly.
- Assess its performance as the governing body of the organization.
 - Manage legal and ethical integrity.
 - Uphold the legal duties and laws regarding nonprofit governance.
 - Follow the organization's bylaws, policies, and board resolutions.
 - Sign an annual conflict-of-interest disclosure and update it annually, if necessary.
 - Disclose potential conflicts before meetings and maintain confidentiality regarding all internal matters of the organization.

Responsibilities of Individual Board Members

Each board member is responsible for the following:

- Be familiar with the organization's mission, goals, policies, and programming, as well as understand its collective purpose
- Prepare for, attend, and conscientiously participate in board meetings, ensuring to read and fully understand the organization's financial statements and board materials in advance
- Serve as active advocates and ambassadors for the organization
- Fully engage in identifying and securing the resources and public/private partnerships necessary for the organization to advance its financial goals
- Pinpoint professional connections, networks, and resources to help develop collective, action to achieve the organization's mission and goals
- Identify professional and public advocacy opportunities that can benefit the organization's fundraising and reputational standing
- May participate in one or more subcommittees or task forces, with careful consideration to avoid over-commitment, conflicts of interest, or disproportionate influence
- Engage in learning opportunities to better understand the community we serve and respect fellow board members' lived/shared experiences in the boardroom
- Provide a significant personal financial donation³, based on a pre-established guideline set by the BOT.

³ BOT will determine the donation amount. Once elected, as a Board member will not have to pay dues while serving in office.

Article I: Name and Purpose

Section 1: Name

1.1. The name of this governing body shall be known as the "Board of Trustees" hereafter referred to as the "BOT".

Section 2: Purpose

2.1. The purpose of the BOT is to provide guidance, oversight, and strategic direction to Hermandad de Sigma Iota Alpha, Inc. and to serve as advisors to the operational body of the organization known as the Chief Executive Suite referred to as the C-Suite.

Article II: Composition and Membership

Section 1: Membership Criteria

1.1. Members of the BOT must be Founding Mothers and Hermanas with a minimum tenure of fifteen years in the organization or have completed their National Executive Board or Chief Executive Board term.

Section 2: Application and Election

2.1. The selection and election of BOT members shall require an extensive application process to ensure alignment with the organization's mission, values, and goals.

Section 3: Term Limits

3.1. Members of the BOT may serve staggered terms of 2, 4, or 6 years, They can serve a total of twelve years except for the Founder Representative.

3.2 To ensure continuity and experience within the BOT and prevent all terms from expiring simultaneously, the following staggered terms plan shall be implemented:

- *Initial Staggering:* The initial BOT shall consist of a mix of members with varying term lengths. For positions with a single incumbent, their initial terms shall be as follows:
 - Founder Representative: 2-year initial term
 - Legal Advisor: 4-year initial term
 - Financial Advisor: 6-year initial term
 - Diversity & Inclusion Advocate: 2-year initial term
 - Strategic Planning Specialist: 6-year initial term
 - Communications & Public Relations Professional: 4-year initial term
 - Membership Engagement Expert: 6-year initial term
- *Subsequent Staggering:* For positions where reappointment is possible, subsequent staggered terms shall be established as follows:
 - Founder Representative: 2-year terms, unlimited renewable⁴
 - Legal Advisor: 4-year terms, renewable thrice
 - Financial Advisor: 6-year terms, renewable once
 - Diversity & Inclusion Advocate: 2-year term, renewable four times

⁴ For the Founder Representative position, each member initially serves a 2-year term. After the completion of this term, Founder Representatives are eligible for reelection, provided that the rotation of founders allows for such reappointment. The reelection process ensures continuity and allows for the valuable insights and experience of founder members to be retained within the Board of Trustees. If at any moment in time we cannot fill this position with a Founding Mother the oldest Hermanas of the sorority can be elected.

- Strategic Planning Specialist: 6-year term, renewable once
- Communications & Public Relations Professional: 4-year term, renewable thrice
- Membership Engagement Expert: 6-year term, renewable once.
- *Reappointment:* After completing an initial term, a Trustee may be eligible for reappointment, subject to the approval of the membership by a vote and a review of their contributions, commitment, and alignment with the organization's mission and values.
- *Maximum Service:* No Trustee shall serve more than two, three, or four consecutive terms totaling a maximum of ten (12) years, to encourage diverse leadership and to prevent undue concentration of power. Except for the Founder's Representative position.

Section 4: Vacancies

4.1. In the event of a vacancy on the BOT, the remaining BOT members shall initiate a nomination process to appoint an interim board member to fill the position.

4.2. Temporary appointments may be made by the remaining BOT members as a collective to fill the vacancy. The interim member will serve until the next scheduled election, where a permanent member will be elected to complete the remainder of the term.

4.3. The interim BOT member will assume all responsibilities of the position during their appointment and will step down upon the election of a permanent replacement.

Section 5: Removal of Board of Trustees Members.

5.1. A member of the Board of Trustees of Hermandad de Sigma Iota Alpha, Inc. may be removed from their position for the following reasons:

- Misappropriation or misuse of sorority funds (e.g., gambling with sorority money)
- Repeatedly missing mandatory meetings without valid justification⁵
- Engaging in behavior that violates the Code of Ethics & Conduct
- Failure to perform the duties and responsibilities of their position
- Any actions that bring disruption or harm to the sorority

Section 6: Initiation of Removal

6.1. A formal complaint must be submitted in writing to the Conflict Resolution Board detailing the alleged misconduct or violation.

6.2. The complaint must be supported by evidence and signed by at least three active members of the sorority or two-thirds of the remaining Board of Trustees members.

Section 7: Investigation

7.1. The Conflict Resolution Board will conduct a thorough investigation into the allegations.

7.2. The BOT member in question will be allowed to respond to the allegations and provide any supporting evidence.

⁵ Amount of missing meetings can be found on page 20; Section 12.3.

7.3. The investigation must be completed within 30 business days of the complaint being filed.

7.4. If the BOT member under investigation obtains legal representation, the following steps shall be followed:

- The BOT member must notify the Conflict Resolution Board and the C-Suite of their legal representation.
- All communication related to the investigation will proceed through the BOT member's legal representative.
- The BOT member may be temporarily suspended from their role during the investigation to ensure fairness and impartiality.
- The Conflict Resolution Board will continue its investigation in compliance with sorority policies and in consultation with the sorority's legal advisors.
- The sorority shall not be responsible for covering personal legal fees unless expressly stipulated in sorority policies.

Section 8: Hearing

8.1. A hearing will be scheduled after the Conflict Resolution Board (CRB) completes its investigation and compiles its findings. The purpose of the hearing is to allow both the complainants and the BOT member in question to present their cases in response to the CRB's investigation.

8.2. At the hearing, the CRB will present its findings first, outlining the evidence gathered during the investigation.

8.3. Following the CRB's presentation, both the complainants and the BOT member in question will have the opportunity to present their cases. Each party will have the chance to respond to the CRB's findings, provide additional evidence, and answer questions from the CRB.

8.4. The hearing will be conducted fairly and impartially following the [Code of Conduct and Ethics](#), ensuring that both the complainants and the BOT member in question are given equal opportunity to speak and defend their positions.

Section 9: Decision

9.1. The Conflict Resolution Board will deliberate and make a decision based on the evidence presented.

9.2. A two-thirds majority vote of the Conflict Resolution Board is required to remove a BOT member from their position.

9.3. The Conflict Resolution Board (CRB) will release a summary of the findings and final decision to the remaining BOT members within 7 days of notifying the parties involved. This summary will omit sensitive details to protect privacy and ensure confidentiality.

Section 10: Appeal

10.1. The BOT member has the right to appeal the decision within 14 days of receiving the written notification.

10.2. The appeal must be submitted in writing to an appeals committee elected by the leadership and governing body.

10.3. The independent appeals committee will review the appeal and make a final decision within 30 days.

10.4. The decision of the independent review panel is final and binding.

Section 11: Succession

11.1. Upon the removal of a BOT member, the remainder of the Board of Trustees will follow the established succession plan to fill the vacant position.

11.2. A general notification will be shared with the broader membership within 14 days, ensuring transparency while maintaining the confidentiality of individuals involved.

Article III: Board of Trustees Roles and Responsibilities

Section 1: Advisors to the C-Suite

1.1. The BOT shall serve as an advisor to the C-Suite when guidance is needed. This guidance is determined through several mechanisms: proactive requests by the C-Suite during regular or special meetings, emergency meetings during crises, annual or bi-annual strategic planning sessions, performance reviews conducted by the BOT, and standing committees that provide specialized advice. These processes ensure the BOT's guidance is relevant, timely, and aligned with the sorority's objectives and values.

Section 2: Selection of the C-Suite

2.1. The BOT shall participate in the selection and/or removal process of the C-Suite of Hermandad de Sigma Iota Alpha, Inc. This assistance is determined through specific processes: the BOT may initiate or be requested to participate in the selection process during regular or special meetings; the C-Suite selection process may include forming a Governance Committee that includes the Parliamentarian; the BOT may review and approve the criteria and procedures for C-Suite selection; and the BOT may conduct interviews and provide recommendations. These mechanisms ensure that the BOT's involvement is thorough, unbiased, and in alignment with the sorority's goals and values.

Section 3: Sponsorships and Partnerships

3.1. The BOT shall work to create partnerships and find sponsorships in alignment with the organization's mission and goals.

3.2. The BOT shall appoint a Sponsorship and Partnership Review Committee found in the BOT SOPs if needed.

Section 4: Elected Positions for the BOT

4.1. *Founder Representative:* Provide historical knowledge and insights, preserving the organization's heritage and values. Offer guidance on maintaining the sorority's founding principles.

4.2. *Legal Advisor:* Offer legal expertise and counsel on governance, compliance, and any legal matters affecting the organization. Ensure that the sorority operates within the bounds of the law.

4.3. *Financial Advisor:* Oversee fiscal matters, offering financial expertise, budgetary guidance, and financial planning to ensure the organization's financial health and sustainability.

4.4. *Strategic Planning Specialist:* Develop and oversee long-term strategic plans, guiding the organization's growth and ensuring alignment with its mission and goals.

4.5. *Diversity and Inclusion Advocate:* Promote diversity, equity, and inclusion within the sorority, advising on policies and initiatives to create an inclusive and welcoming environment.

4.6. *Communications and Public Relations Professional:* Manage the sorority's reputation, communication strategies, and public relations efforts to maintain a positive image and engage with stakeholders effectively.

4.7. *Membership Engagement Expert*: Develop strategies for increasing member engagement, fostering trust among members, and enhancing communication within the sorority.

Section 5: Appointed Committees for the BOT

These committees, appointed by the BOT and C-Suite, play critical roles in the governance and operations of the sorority. Each committee focuses on specific areas to ensure the sorority functions smoothly, adheres to its mission, and achieves its strategic objectives.

5.1. The Governance Committee⁶ oversees the governance framework of the sorority, ensuring compliance with legal and regulatory requirements and fostering best practices in board operations.

- Responsibilities:
 - Regular review and update of bylaws.
 - Board member recruitment, orientation, and training.
 - Evaluation of board performance.
 - Development and enforcement of governance policies.

5.2. The Finance Committee manages the financial health and integrity of the sorority.

- Responsibilities:
 - Overseeing budgeting and financial planning.
 - Monitoring financial performance and reporting.
 - Ensuring proper financial controls and audits.
 - Managing investments and fundraising efforts.

⁶ This committee is shared with the Parliamentarian.

5.3. The Membership Committee develops and implements strategies for member recruitment, retention, and engagement.

- Responsibilities:
 - Creating membership drives and campaigns.
 - Conducting member surveys and feedback sessions.
 - Developing programs for member benefits and recognition.
 - Ensuring inclusivity and diversity within the membership.

5.4. The Scholarship Committee administers the sorority's scholarship program and supports educational initiatives.

- Responsibilities:
 - Establishing scholarship criteria and application processes.
 - Reviewing applications and selecting recipients.
 - Fundraising for scholarship funds.
 - Tracking the impact of scholarships awarded.

5.5. The Audit Committee provides oversight of the sorority's financial reporting processes, internal controls, and compliance with legal and regulatory requirements.

- Responsibilities:
 - Conducting internal audits and reviews.
 - Liaising with external auditors.
 - Reviewing audit reports and ensuring corrective actions.
 - Ensuring transparency and accountability in financial matters.

5.6. The Strategic Planning Committee guides the long-term strategic direction of the sorority.

- Responsibilities:
 - Developing and updating the strategic plan.
 - Conducting environmental scans and SWOT analyses.
 - Setting strategic goals and objectives.
 - Monitoring progress and adjusting strategies as needed.

5.7. The Program Development Committee oversees the creation and implementation of programs that align with the sorority’s mission and goals.

- Responsibilities:
 - Designing and evaluating programs and initiatives.
 - Ensuring programs meet the needs of members.
 - Securing funding and resources for program implementation.
 - Measuring program impact and outcomes.

5.8. The Communications Committee will focus on internal and organizational communications, ensuring that all messaging aligns with the sorority’s goals and values.

- Responsibilities:
 - Internal Communication Strategies: Developing communication strategies for internal engagement between different chapters, alumnae, and leadership (C-Suite and BOT).
 - Media Outreach and Public Relations: Managing high-level media outreach (e.g., press releases, formal statements) and representing the sorority’s official positions on key issues in collaboration with the BOT and C-Suite.

- Internal Digital Communications: Overseeing the management of internal digital platforms like the sorority’s intranet, member newsletters, and internal announcement boards.
- Crisis Management Communication: Handling internal and external communication during sensitive situations or crises to ensure accurate and timely information is disseminated to members and, when necessary, the public.

5.9. The Ethics and Conduct Committee upholds the sorority’s code of ethics and conduct.

- Responsibilities:
 - Developing and enforcing ethical guidelines.
 - Addressing violations of the code of conduct.
 - Promoting a culture of integrity and respect.
 - Providing training on ethical behavior and decision-making.

5.10. The Honorary Member Selection Committee searches for individuals outside the sorority community who have made a significant impact and align with the sorority’s goals.

- Responsibilities:
 - Establishing criteria and procedures for honorary membership.
 - Reviewing nominations and selecting candidates.
 - Coordinating the induction process and recognition events.
 - Maintaining records of honorary members and their contributions.

Article IV: Meetings

The Board of Trustees (BOT) shall convene various types of meetings to ensure effective governance and operational efficiency.

Section 1: Regular Meetings

1.1. The Board of Trustees (BOT) shall hold Regular Board Meetings monthly or quarterly.

1.2. These meetings discuss ongoing operations, financial status, and strategic planning.

1.3. The Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Operating Officer (COO), Chief Marketing Officer (CMO), and Chief Education Officer (CEDO) shall attend Regular Board Meetings.

1.4. These meetings shall be scheduled in advance and included in the annual calendar.

1.5. Agenda and relevant documents shall be distributed at least one week before the meeting.

Section 2: Committee Meetings

2.1. Each BOT shall hold Committee Meetings as needed to focus on specific areas such as finance, governance, strategic planning, fundraising, Honorary membership, and audit.

2.2. Relevant C-suite executives shall attend based on the committee's focus. For example, the CFO shall attend Finance Committee meetings, while the COO and CEDO shall engage with the Events Committee.

2.3. The frequency of these meetings is determined by each committee as needed.

2.4. The minutes shall be recorded and reported to the full board.

Section 3: Annual General Meetings (AGM)

3.1. The BOT shall hold an Annual General Meeting (AGM) once a year.⁷

3.2. The AGM is for reviewing the year's activities, financial reports, and plans for the upcoming year and includes elections for board positions.

3.3. The Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Organization Officer (COO), Chief Marketing Officer (CMO), and Chief Education Officer (CEDO) shall fully participate in the AGM.

3.4. Notice of this meeting is given at least 30 days in advance.

3.5. Detailed reports and election processes are included in the agenda.

Section 4: Special Meetings

4.1. The BOT shall hold Special Meetings as needed to address urgent or specific issues that arise between regular meetings.

4.2. Relevant C-suite executives shall attend based on the issue at hand.

4.3. Notice for Special Meetings shall be given as early as possible, with a minimum of 24 hours.

4.4. Can be called by the Chairperson or a majority of board members.

4.5. A notice is given as early as possible, with a minimum of 24 hours.

Section 5: Strategic Planning Retreats

5.1. The BOT shall hold Strategic Planning Retreats annually or bi-annually.

⁷ The BOT AGM can be part of the National Convention Agenda.

5.2. These retreats focus on long-term strategic planning, goal setting, and team building.

5.3. The CEO, CFO, COO, CMO, and CEDO shall participate in Strategic Planning Retreats.

5.4. The meeting is typically held off-site and facilitated by an external or internal moderator.

Section 6: Orientation Meetings

6.1. The BOT along with its governance committee shall hold Orientation Meetings as new members are elected.

6.2. These meetings familiarize new board members with the organization's bylaws, policies, and their roles and responsibilities.

6.3. Key C-suite executives, especially the CEO, shall conduct these sessions.

Section 7: Workshops and Training Sessions

7.1. The BOT shall organize Workshops and Training Sessions as needed, ideally at least annually.

7.2. These sessions develop the skills and knowledge of board members on topics like leadership, governance, and regulatory compliance.

7.3. Relevant C-suite executives shall attend based on the training topic.

7.4. Organized by the education or governance committee and may involve external trainers or speakers.

Section 8: Town Hall Meetings

8.1. The BOT shall hold Town Hall Meetings semi-annually or as needed.

8.2. Town Halls provide an open forum for members to voice concerns, ask questions, and provide feedback directly to the board.

8.3. The CEO, CFO, COO, CMO, and CEDO shall fully participate in Town Hall Meetings.

8.4. Open to all members and promoted at least 30 days in advance to encourage participation.

Section 9: Advisory Board Meetings

9.1. The BOT shall hold Advisory Board Meetings as needed to gain insights and recommendations on specific issues or areas of expertise.

9.2. Relevant C-suite executives shall attend based on the advisory board's focus.

9.3. Summaries and recommendations from Advisory Board Meetings shall be presented to the full board.

9.4. The Advisory Board may include:

- Past National Leadership Members: Former NEB, C-Suite or BOT members who bring significant leadership experience and historical perspective.
- Subject Matter Experts: Individuals with specialized knowledge in areas such as finance, legal matters, conflict resolution, organizational development, or higher education.
- Alumnae with Relevant Experience: Distinguished alumnae with expertise in areas pertinent to the topics under discussion, such as chapter development, community engagement, or alumnae relations.
- Regional and Local Leaders: Current or past regional or chapter leaders with deep insights into local or regional issues.

- External Consultants: Professionals from outside the sorority who can provide an unbiased external perspective on complex issues.

Section 10: Review and Evaluation Meetings

10.1. The BOT and the governance committee shall hold Review and Evaluation Meetings annually or bi-annually.

10.2. These meetings assess the performance of both the board and the C-suite, ensuring accountability and continuous improvement. This includes self-assessment and external evaluations as necessary.

10.3. The CEO and relevant C-suite executives shall attend Review and Evaluation Meetings. Facilitated by the governance committee.

Section 11: Sorority Bylaws Review and Update Session

11.1. The BOT and the governance committee shall hold a Sorority Bylaws Review and Update Session annually, or as needed.

11.2. These sessions are to review, discuss, and amend the BOT and Sorority Bylaws to ensure they reflect current practices, legal standards, and the strategic direction of the sorority.

11.3. The C-Suite and legal advisors shall attend these sessions.

11.4. Proposed amendments from the membership body, board members, C-Suite, and legal advisors are reviewed and approved by the BOT to be sent to the body for voting.

11.5. The BOT Bylaws amendment is voted on at this meeting by the BOT. The final approved list of amendments to the Sorority's Bylaws is voted on by the membership body as specified in the sorority bylaws.

Section 12: Executive Circle

12.1. The Executive Circle will serve as a mastermind group within Hermandad de Sigma Iota Alpha, Inc., bringing together former executive officers to support and advise newly elected Chief Executive Suite (C-Suite) members. Its purpose is to foster strategic decision-making, ensure continuity of productive leadership, and provide insight during administrative transitions.

12.2. The Executive Circle shall include incoming BOT & C-Suite officers: Founder Representative, Legal Advisor, Financial Advisor, Diversity & Inclusion Advocate, Strategic Planning Specialist, Communications & Public Relations Professional, Membership Engagement Expert, Chief Executive Officer (CEO), Chief Operating Officer (COO), Chief Financial Officer (CFO), Chief Marketing Officer (CMO), Chief Education Officer (CEDO).

12.3. Former executive officers who have completed their terms will also serve as members of the Executive Circle to provide continuity and guidance.

12.4. The first interaction between the new BOT, C-Suite members, and the Executive Circle will occur during the Orientation Meeting.

12.5. This meeting will include:

- A welcome session led by the Governance Committee to introduce the new leaders to their roles.

- Advice and insights on what to expect during their tenure, based on the experiences of the outgoing officers.
- A Q&A session where the new executives can ask questions and seek guidance from the former officers.

12.6. After the Orientation Meeting, the Executive Circle will meet as needed for Advisor Meetings with the BOT & C-Suite to:

- Discuss strategic goals and provide advice for current challenges.
- Ensure alignment with the organization's long-term vision.
- Facilitate collaborative problem-solving between former and current officers.

These ongoing meetings will occur on a schedule set by the Board of Trustees (BOT) (monthly, bi-weekly, or quarterly) and may include both internal and external facilitators.

12.7. All members of the Executive Circle, both current and former, are required to uphold strict confidentiality throughout the mentoring process and transition phases, ensuring that sensitive information is shared only with relevant parties. Professionalism and mutual respect will guide the interactions within the Executive Circle, fostering collaboration and continuous learning for both former and current officers.

Section 13: General Procedures for All Meetings

13.1. All board members are expected to attend at least 75% of scheduled meetings annually.

13.2. Members should notify the Chairperson or designated officer in advance if they are unable to attend a meeting.

13.3. Persistent absenteeism (missing more than three consecutive meetings without a valid reason) may result in disciplinary action or removal from the board.

13.4. Participation in meetings via teleconference or other electronic means counts as attendance.

13.5. Members are expected to be punctual and to stay for the entire duration of the meeting unless prior arrangements have been made.

13.6. A quorum, defined as at least five out of the seven board members, is required to transact business at any meeting.

13.7. Decisions shall be made by a majority vote of Trustees present.

13.8. Adequate notice of meetings shall be given to all members as specified in each meeting type.

13.9. An agenda shall be prepared and distributed in advance for all meetings.

13.10. Minutes shall be recorded for all meetings and made available to members 2 business days after the original date of the meeting.

Article V: Marketing

Section 1: Compliance with established SIA Branding Guidelines

1.1. All marketing materials must comply with the organization's branding guidelines to ensure a consistent and professional image including social media and artificial intelligence platforms.

Section 2: Accuracy and Information

2.1. Marketing materials are required to provide accurate information and encourage member engagement while respecting privacy and adhering to applicable federal and state data protection laws and regulations, including but not limited to the California Consumer Privacy Act (CCPA), the General Data Protection Regulation (GDPR), and the Health Insurance Portability and Accountability Act (HIPAA).

Section 3: Diversity and Inclusivity

3.1. Materials should reflect the organization's diversity and inclusivity values, fostering an inclusive image and message.

Section 4: Review and Feedback

4.1. Marketing materials must undergo review once a year for consistency and accuracy to align with evolving marketing strategies and organizational needs.

4.2. The Chief Marketing Officer, in conjunction with relevant marketing professionals, is required to gather feedback for continual improvement.

Article VI: Ethical Guidelines and Conflict Resolution

Section 1: Ethical Guidelines

1.1. The BOT shall adhere to the ethical guidelines outlined in the organization's bylaws and standard operating procedures.

Section 2: Conflict Resolution

2.1. The BOT shall follow the organization's conflict resolution procedures in cases of disputes or conflicts of interest.

Article VII: Reporting and Transparency

Section 1: Reporting

1.1. The BOT shall provide regular updates to the organization's membership regarding its activities and the impact of sponsorships and partnerships.

Article VIII: Amendments and Review⁸

Section 1: Amendments

1.1. These bylaws may be amended by a majority vote of the BOT when necessary.

Section 2: Periodic Review

2.1. These bylaws shall be reviewed and updated biannually to ensure their relevance and effectiveness.

Section 3: Necessary Scenarios for Amending Bylaws

3.1. Amendments are needed to comply with updated federal, state, or local laws.

- *Example:* New nonprofit regulations or tax law changes require updates to the financial reporting sections of the bylaws.

3.2. Adjustments to reflect new leadership roles, changes in board structure, or modifications to the organization's hierarchy.

- *Example:* Adding or removing executive positions such as a Chief Technology Officer (CTO).

3.3. Changes are necessary to streamline decision-making processes, enhance productivity, or improve member engagement.

⁸To make an amendment to the bylaws, it is typically done by creating a separate document known as an "Amendment to the Bylaws" or "Amended and Restated Bylaws." This document outlines the specific changes or additions you wish to make to the existing bylaws. It should clearly state which sections or articles of the bylaws are being amended and provide the new language or provisions. Once the amendment document is prepared, it usually needs to be approved by the BOT. After approval, the amendment becomes a part of the bylaws and should be kept with the original bylaws for reference.

- *Example:* Reducing the number of required meetings or simplifying the process for approving budgets.

3.4. Amendments are required to address gaps or ambiguities in the existing bylaws that create confusion or lead to disputes.

- *Example:* Clarifying voting procedures for virtual meetings or eligibility requirements for board members.

3.5. Modifications are needed to reflect a shift in the organization's mission, values, or strategic priorities.

- *Example:* Adding a diversity and inclusion section to align with new organizational values.

3.6. Adjustments are made to manage unforeseen circumstances or emergencies (e.g., pandemics, natural disasters).

- *Example:* Creating provisions for remote operations during emergencies.

3.7. The BOT will determine the necessity for amendments based on the circumstances listed above and through internal discussions.

3.8. The C-Suite or Executive Circle may propose amendments based on operational challenges or shifts in strategy.

3.9. The Governance Committee may periodically review the bylaws and recommend changes to ensure alignment with best practices.

3.10. If amendments are related to compliance, legal advisors may provide guidance on what changes are necessary.

Article IX: Finances

Section 1: Compensation

1.1. *Non-Profit Status*: The sorority is organized and operated exclusively for charitable, educational, and social purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code or the corresponding section of any future federal tax code (hereinafter referred to as the "Code").

1.2. *Non-Distribution of Earnings*: No part of the net earnings of the sorority shall inure to the benefit of, or be distributable to, its members, officers, or other private persons except as reasonable compensation for services rendered. Payments must align with IRS regulations governing 501(c)(7) nonprofits. Excessive compensation could raise red flags with the IRS, leading to penalties or loss of nonprofit status. The approved services and compensation types are:

- Compensable Services
 - Administrative work (e.g., bookkeeping, clerical support)
 - Professional services (e.g., legal, accounting, or IT support)
 - Event management (e.g., conference coordination or fundraising event support)
 - Speaker fees for educational workshops or lectures relevant to the sorority's mission
 - Honorariums for guest speakers or trainers
- Compensation Types
 - Salaries or stipends for ongoing services
 - Honorariums for occasional contributions (e.g., guest speaking or mentoring)

- Travel reimbursements for official events or sorority business
- Meal allowances or per diem for specific events
- Performance-based bonuses (if aligned with pre-established goals and benchmarks)

1.3. The Board of Trustees shall establish a Compensation Committee. The Committee shall consist of members of the Board of Trustees who are independent and have no financial or personal interest in the compensation decisions being made.

Section 2: Funding Policy

2.1. *Funding Policy:* The sorority shall develop and adhere to a funding policy that outlines the principles and guidelines for financial contributions, sponsorships, and partnerships. This policy shall ensure responsible financial management and alignment with the sorority's mission.

Section 3: Personal Financial Contribution Policy

3.1. *Personal Financial Contribution Policy:* The BOT shall establish a Personal Financial Contribution Policy that defines the expectations and requirements for financial contributions from members to support the sorority's activities and initiatives.

Section 4: Budget Oversight

4.1. *Budget Oversight:* The Board of Trustees shall oversee the creation, approval, and quarterly review of the organization's budget to ensure alignment with the sorority's mission and strategic objectives.

Section 5: Financial Reporting

5.1. *Financial Reporting:* The Board of Trustees shall provide regular financial reports to the organization's membership in the prescribed format and frequency to maintain transparency in financial matters.

Section 6: Auditing Processes

6.1. *Auditing Processes:* The Board of Trustees shall establish procedures for annual financial audits to ensure the ethical and responsible use of the organization's funds, in compliance with applicable financial regulations and standards.

Section 7: Financial Accountability

7.1. *Financial Accountability:* The Board of Trustees is responsible for upholding financial accountability within the organization, emphasizing transparent financial practices and adherence to all relevant financial regulations.

Article X: Communications and Parliamentary

Section 1: Communication

1.1. *Communication System:* The sorority shall establish a communication system for the Board of Trustees to interact with the membership, allowing Hermanas to reach out with concerns or suggestions related to compensation, sponsorships, and partnerships.

Section 2: Parliamentary

1.1. *Parliamentary Authority:* The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the sorority in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

RONR (12th ed.) 2:15, 56:49,56:66