

Proposed Amendment to the Sigma Phi Restated Constitution and By-Laws

WHEREAS, the Standing and Advisory Committee of the Sigma Phi Society (the “S&A” of the “Sigma Phi”) unequivocally agreed that Sigma Phi’s current Restated Constitution and Bylaws (the “Constitution & Bylaws”) prohibits the admission of women;

WHEREAS, the venerable and long-standing traditions and practices of Sigma Phi clearly prohibit the admission of women into Sigma Phi (the “Traditions”);

WHEREAS, the [2017] Sigma Phi General Convention held in Charlottesville, Virginia (the “2017 General Convention”) interpreted the Constitution and Bylaws to prohibit the admission of women into Sigma Phi;

WHEREAS, some brothers of the Alpha of Michigan and the Alpha of California proposed that women be admitted to Sigma Phi in contravention to the Constitution & Bylaws and the interpretation of the Constitution & Bylaws by the S&A and by the 2017 General Convention but did not propose an actual amendment to the Constitution and Bylaws; and

WHEREAS, despite the S&A’s and 2017 General Convention’s interpretation of the Constitution and Bylaws and Traditions as prohibiting the admission of women into Sigma Phi and the failure of those brothers of the Alpha of Michigan and Alpha of California to actually propose specific language amending the Constitution & Bylaws, the S&A, nevertheless, desires that the issue be considered at the upcoming General Convention of Sigma Phi in Burlington, Vermont on September 21, 2019 (the “2019 General Convention”);

NOW THEREFORE, at its meeting on September 6, 2019, the S&A unanimously approved that the following changes to the provisions of the Constitution & Bylaws indicated below (by showing the language now existing as struck out and the new language to be added as underlined, any language not so struck or underlined to remain unchanged) be voted on at the 2019 General Convention:

ARTICLE II

Purpose

The purposes of this Society shall be as follows:

- (1) To promote and develop social friendship among its male and female members.
- (2) To promote the values and advantages of college fraternity life.
- (3) To conduct competitions and to make awards for outstanding scholarship or other achievements.
- (4) To establish and support the various Chapters of the Society.

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- (5) To maintain ownership and control of the name of the Society under any and all appropriate intellectual property or similar laws.
- (6) To receive, hold and disburse such funds and other property as, by donation, bequest or otherwise, are now or may become the property of the Society.
- (7) To provide the bonds of fraternity to any person who meets the criteria of membership as set forth herein without regard to the individual's sex.

ARTICLE V

General Conventions

- Section 4: The officers of a General Convention shall be:
- A. The Chair~~man~~;
 - B. The Vice Chair~~man~~

ARTICLE V

General Conventions

- Section 5: At each Convention, the order of business shall be as follows:
- A. Call to order by the Chair~~man~~, or, in his or her absence, a Convention chair~~man~~, who shall be an active or graduate Member of the sponsoring Chapter, appointed by it;

ARTICLE V

General Conventions

- Section 5:
- K. Reports of the Chapters by the President of the Undergraduate Chapter (or his or her designee) or (if there is no Undergraduate Chapter then existing for that college or university) the President of the Graduate Chapter (or his or her designee) for each locale in which the Society maintains a chapter;

ARTICLE V

General Conventions

Section 6:

- D. In order to determine the vote of each Undergraduate and Graduate Chapter, a single caucus of combined Graduate and Undergraduate Chapter shall be chaired by the respective S&A Delegate for the chapters with outstanding charters then existing in each locale and such S&A Delegate shall report the resulting vote to the General Convention after due time is allowed by the Chair~~man~~ for such caucus. The caucus chairing S&A Delegate for each locale shall conduct a separate vote for each of the Undergraduate Chapter and the Graduate Chapter for each locale. In the absence of the S&A Delegate, the Alternate S&A Delegate for such Chapter(s) may act in the capacity of the S&A Delegate and may vote such proxies. In the absence of both the Delegate and the Alternate, the Chair~~man~~ of the General Convention may appoint a member of the missing Delegates' Graduate Chapter who is present at the General Convention to act as the Alternate but such appointed Graduate Chapter member shall not be entitled to vote any proxies.

ARTICLE V

General Conventions

Section 6:

- F. However, the Chair~~man~~ of the General Convention may, without objection from the floor, waive the requirements of A. through D. above and allow voice voting on any question other than an election of membership; an expulsion of a graduate member; the revocation of a Charter of a Chapter, the amendment of these Restated Constitution and By-Laws, or the contested election of Officers. Any objection or motion for recount from any Member shall require the vote be retaken in accordance with subsections A through D above.

ARTICLE VI

Standing and Advisory Committee

Section 2: The Committee shall consist of:

- A. The Chair~~man~~, Vice Chair~~man~~, Secretary and Treasurer of the Society, as elected by General Convention, each of who shall by virtue of that office hold the same office of the Committee;

ARTICLE VI

Standing and Advisory Committee

Section 2:

- C. The director or chair~~man~~ of such functions or committees as the S&A Committee may from time to time establish, each of whom shall be appointed, (with the ratification of the S&A Committee) by the Chair~~man~~ from time to time, and shall hold office at the pleasure of the Chair~~man~~, including, but not limited to the General Counsel, the Director of Academic Affairs, and the Historian;
- D. A graduate member (“Delegate”) and an alternate graduate member (“Alternate”) representing each college or university at which the Society has an outstanding charter for either an Undergraduate or Graduate Chapter of the Society, to be elected in the following manner as appropriate:
 - 1. If there is a charter outstanding for an Undergraduate Chapter and a Graduate Chapter then existing at the college or university from which the Society has a living initiated member, annually by affirmative majority vote of the Undergraduate Chapter from a field of candidates (or a single candidate) nominated by the Graduate Chapter to hold office from the time of his or her election for one year, or until the election of his or her successor.
 - 2. If there is a charter outstanding for a Graduate Chapter but not an Undergraduate Chapter then existing at the college from which the Society has a living initiated member, annually by vote of the Graduate Chapter from the time of his or her election for one year or until the election of his or her successor. In the event that no living initiated member is able or willing to serve as an S&A Delegate, then such Graduate Chapter shall cease to exist and its charter shall be revoked upon motion of the S&A Committee at the next General Convention in accordance with Article XII hereof.
 - 3. If there is a charter outstanding for an Undergraduate Chapter but not for a Graduate Chapter then existing at the college or university from which the Society has a living initiated member, annually by an affirmative majority vote of the Undergraduate Chapter from a field of candidates (or a single candidate) nominated by the Founders Committee to hold office from the time of his or her election for one year, or until the election of his or her successor.
- E. Each person who has served as Chair~~man~~ of the Standing and Advisory

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Committee shall, after the expiration of his term of office, be a non-voting member of the Committee. Such persons shall not be counted for the purpose of determining the presence of a quorum.

- F. Except for the Chairman, who may not be a Delegate or Alternate, any of the persons described in subsections A., B., C., and E. may, but need not be, a Delegate or Alternate member of the Committee. The persons described in subsections A., B., C., and E. shall have no vote on the S&A Committee unless they are a Delegate or Alternate, except the Chairman, who shall only have a vote to break a tie.
- G. It shall be the duty of each S&A Delegate or Alternate who votes at an S&A Committee meeting or General Convention to report to the Presidents of each of the Graduate and Undergraduate Chapters whom he or she represents as to the particulars of the issues voted upon and discussed and his or her vote in regard to such issues. Such report must be made in oral or written form within sixty (60) days of each such meeting or General Convention.

ARTICLE VI

Standing and Advisory Committee

- Section 4: After, at least, ten (10) days prior written notice from the Secretary (at the direction of the Chairman) to each Delegate, Alternate, and Officer, the following shall constitute a quorum of the S&A Committee: representation, by a Delegate or an Alternate, of two-thirds (2/3) of the Chapters of the Society that have an undergraduate chapter charter outstanding.

ARTICLE VI

Standing and Advisory Committee

- Section 6: The Committee shall meet at least twice in each year, one of such meetings to be held in conjunction with the General Convention and the second and any additional meetings to be held at such times and places as shall be determined by the Chairman, in his or her discretion, with due regard to the convenience of the members and the nature of the impending business. Within twenty (20) days of

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receiving a written request to convene an S&A Committee meeting signed by a majority of the S&A Delegates, the Chairman shall convene the requested meeting (setting any and all items identified by the requesting S&A Delegates as the first order of business in the order specified by the request). Notification of the requested meeting shall be made by the Secretary in conformance with Section 4 of this Article.

Section 7: The officers of the Committee described in subsection A. of Section 2 of this Article shall constitute an Executive Committee of the Standing and Advisory Committee and, upon call of the Chairman for good cause and the need for prompt action, shall meet and, by action of a quorum, act on behalf of the S&A Committee (except as otherwise expressly provided herein) with all of its powers, but its actions shall be subject to ratification by the next meeting of the S&A Committee. Any two such officers shall constitute a quorum of the Executive Committee. In any event, however, the Executive Committee shall not have the authority to override a prior vote of the S&A Committee and the Executive Committee and Officers shall faithfully implement the prior directives of the S&A Committee.

ARTICLE VI

Standing and Advisory Committee

Section 9: The members of the Committee, with the exception of the Secretary and counsel, shall not be entitled to any compensation for serving as such members or as officers of the Society, but may be entitled to reimbursement of any appropriate expenses such as may have been directly incurred by them in the furtherance of the affairs of the Society. The Secretary, in addition to entitlement to reimbursement of all expenses directly incurred by him or her in the performance of his or her duties, may be paid such compensation for his or her services as the Committee shall determine and shall review not less frequently than every two years. The S&A Committee may approve the award of legal fees to counsel for projects that shall be completed in accordance with a written retainer approved by the S&A Committee. All expenditures provided for in this Section shall be made by the Treasurer, upon approval of the Chair, from the funds of the Society.

ARTICLE VII

Officers

- Section 1: The Officers of the Society are the Chair~~man~~, Vice Chair~~man~~, Secretary and the Treasurer. The Officers of the Society constitute the Executive Committee.
- Section 2: Officers' terms are three conterminous years. The Chair~~man~~, Vice Chair~~man~~, Secretary and Treasurer shall be elected at the first Convention held in the year in which such Officers' terms expire.
- Section 3: In the event of the resignation or withdrawal of the Chair~~man~~, the Vice Chair~~man~~ shall become Chair~~man~~, and serve the balance of the Chair~~man~~'s term. In the event of the resignation of any other elected officer or vacancy otherwise created in any elected office, the Chair~~man~~ shall appoint a successor to serve until the next convention, at which time an election will be held to fill the balance of the remaining term. If a regular meeting of the S&A Committee is held prior to the General Convention but after the resignation or withdrawal of an Officer, the Chair~~man~~'s appointment of the new officer and/or the Vice Chair~~man~~'s acceptance of the Chair~~man~~'s position shall be subject to confirmation by the S&A Committee. In the event that the S&A Committee does not confirm by majority vote such appointment, the S&A Committee shall immediately elect a replacement to fill the remaining term of the office until the next General Convention.
- Section 4: Officers may serve an unlimited number of terms.
- Section 5: The Chair~~man~~ may appoint members to an ex-officio Chair~~man~~'s Council or other such title as desired to provide advice to the Executive Committee, to represent the Society to University administrations, or to recognize outstanding contribution to the Society. Members of the Council serve at the pleasure of the Chair~~man~~; they are not considered officers or directors of the Society. Unless the Standing and Advisory Committee shall affirmatively vote otherwise, expenses incurred by members of the Council shall be reimbursed from the discretionary funds allotted to the Chair~~man~~, if any, by the Standing and Advisory Committee and not from the Society's general funds. Such finite discretionary funds of the Chair~~man~~, if any, shall be established and reviewed by the Standing and Advisory Committee on, at least, an annual basis and all expenditures therefrom shall be substantiated by receipts and a short explanation per expenditure.

ARTICLE VII
Indemnification

Section 1: The Society shall, to the fullest extent permitted by law, indemnify any person who is or was made, or threatened to be made, a party to any threatened, pending or completed, action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Society to procure a judgment in its favor (hereinafter a “Proceeding”), by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director, advisor, appointee or officer of the Society, Standing and Advisory Committee member or trustee of the Endowment Fund or any other trust held, established or administrated for the benefit of the Society or its members (collectively referred to as “Potential Indemnitees”), or is or was serving in any capacity at the request of the Society for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against judgments, fines, penalties, excise taxes, amounts paid in settlement (with the written consent of the Society, which shall not be unreasonably withheld) and costs, charges and expenses (including attorney’s fees and disbursements).

Notwithstanding the foregoing, no indemnification shall be provided to or on behalf of any Potential Indemnitee if a judgment or other final adjudication adverse to such Potential Indemnitee establishes that (i) his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, (ii) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or (iii) the Proceeding results in the conviction of the Indemnitee for a crime for which the law will not permit the Society to indemnify the Indemnitee.

Persons who are not Potential Indemnites of the Society may be similarly indemnified in respect of service to the Society or to another such entity at the request of the Society to the extent the Standing and Advisory Committee at any time denominates such person as entitled to the benefits of this Article VIII.

Section 2: The Society shall, from time to time, reimburse or advance to any Potential Indemnitee entitled to indemnification hereunder the funds necessary for payment of expenses, including attorneys’ fees and disbursements, incurred in connection with any Proceeding, in advance of the final disposition of such Proceeding, provided, however, that such expenses incurred by or on behalf of any Potential Indemnitee may be paid in advance of the final disposition of a Proceeding only

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upon receipt by the Society of an undertaking, by or on behalf of such Potential Indemnitee, to repay any such amount so advanced if a judgment or other final adjudication adverse to the Potential Indemnitee establishes that (i) his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, (ii) he or she personally gained in fact a financial advantage to which he or she was not legally entitled, or (iii) the Proceeding resulted in a conviction of the Potential Indemnitee of a crime for which the law will not permit the Society to indemnify the Potential Indemnitee.

Section 3: Any indemnification permitted hereunder (unless ordered by a court) shall be made by the Society only if authorized in the specific case and only if there is no finding that the acts of the Potential Indemnitee (i) were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, (ii) he or she personally gained in fact a financial advantage to which he or she was not legally entitled; or (iii), when balanced with the likelihood of nonpayment of an undertaking to repay such amounts advanced pursuant to Section 2 of this Article, are not sufficiently likely to result in the conviction of the Potential Indemnitee of a crime for which the law will not permit the Society to indemnify him or her. Such determination shall be made (1) by the Standing and Advisory Committee by a majority vote of a forum consisting of such Committee members who were or are not parties to the Proceeding in question, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Committee members so directs, (a) by the Standing and Advisory Committee of the Society upon the opinion in writing of independent legal counsel that indemnification is proper under the circumstances because the standard of conduct set forth above has been met, or (b) by the members of the Society, by a majority of those voting on the question, upon a finding that the standard of conduct set forth has been met.

Section 4: The right to indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may have or hereafter be entitled under any law, bylaw, or agreement, vote of members or of disinterested Standing and Advisory Committee members or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

ARTICLE X

Charters

Section 2: A Chapter of Sigma Phi consists of the initiated members who at the time of his or her election to membership, there is, or was, a Charter for a Chapter of Sigma Phi to which he or she was elected. The members who are eligible to vote under Article IV, Section B Subsections 1 and 2 (who have not yet graduated from such college or university) constitute the Undergraduate Chapter. All other initiated members shall constitute the Graduate Chapter. An initiated alumnus or alumnae member does not have to be a graduate of that particular college or university to be a graduate member of the Graduate Chapter provided that he or she will not shortly resume his or her status as an undergraduate student at such institution.