

Proposal 2: Increasing the size of the Board

Proposal Details:

- **Article II. Organization and Governance. Section 10. Board of Directors** --- The Board of Directors shall be the supreme executive, legislative, and judiciary body of this Fraternity in the interim when the Grand Chapter is not meeting in session. ~~and~~ EXCEPT FOR IN CASES WHERE A VACANCY OCCURS THE BOARD OF DIRECTORS shall consist of FOURTEEN BOARD MEMBERS. The BOARD OF DIRECTORS SHALL INCLUDE the Grand President, the immediate Past Grand President, the Vice President-Finance, the five (5) Provincial Vice Presidents, the two (2) most recently named Collegians of the Year, and the Executive Director. ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS SHALL SERVE WITHOUT AN ADDITIONAL OFFICER TITLE. THOSE MEMBERS OF THE BOARD WITHOUT AN OFFICER TITLE MUST BE A MEMBER OF THE FRATERNITY FOR AT LEAST ONE YEAR. The Executive Director shall serve without a vote. The members of the Board of Directors and the Regional Vice Presidents shall constitute the Grand Officers of this Fraternity.
- **Article IV. Board of Directors. Section 1. Duties and Power** – The Board of Directors shall have the following duties and powers:
 - a. To approve the granting of charters for the establishment of chapters as hereinafter prescribed.
 - b. To select and appoint the Executive Director and determine the length and terms of contract under which the Executive Director shall be employed.
 - c. To review and approve the annual performance evaluation of the Executive Director.
 - d. To discipline individual and chapters and to receive and decide appeals regularly brought before the Board as hereinafter prescribed in the Laws of the Fraternity.
 - e. To establish a National Endowment Fund as hereinafter prescribed by the Laws of the Fraternity.
 - f. To determine the place and date of the Grand Chapter Congress.
 - g. To fill vacancies in the office of Grand President, immediate Past Grand President, Vice President-Finance, or a Collegian of the Year as prescribed in the Laws of the Fraternity.
 - h. To review and approve an annual budget for the operations of this Fraternity and the expenditures made by the Executive Director in accordance with the budget.
 - i. To determine the initiation fees and dues of Collegiate and Alumni Members as prescribed in the Laws of the Fraternity.
 - j. To enforce the strict observance of the Laws of the Fraternity.
 - k. To cause an independent audit to be made annually of the financial statements and records of the International Fraternity of Delta Sigma Pi, Inc. and related corporations by a firm of certified public accountants and to cause such report to be made available to all members.
 - l. To authorize the initiation of all Faculty and Honorary Members.
 - m. To issue an annual report to each chapter
 - n. To provide interpretations of the Laws of this Fraternity.

This Board of Directors shall have further powers as may be prescribed in the Laws of the Fraternity.
- **Article IV. Board of Directors. Section 4. Qualifications for Office** --- EXCEPT FOR THE EXECUTIVE DIRECTOR, no one shall be elected or appointed as a Grand Officer of this Fraternity, ~~except the Collegians of the Year and the Executive Director, until~~ UNLESS such

individual ~~has been a member of this Fraternity for three (3) years, and is an Alumni Member,~~ and has demonstrated understanding of current Fraternity programs and operations as required by the Board of Directors. EXCEPT FOR THE EXECUTIVE DIRECTOR AND COLLEGIANS OF THE YEAR, GRAND OFFICERS SHALL NOT TAKE OFFICE UNTIL SUCH INDIVIDUAL HAS BEEN A MEMBER OF THIS FRATERNITY FOR AT LEAST ONE (1) YEAR. THE GRAND PRESIDENT, VICE PRESIDENT-FINANCE, PROVINCIAL VICE PRESIDENTS AND REGIONAL VICE PRESIDENTS SHALL NOT TAKE OFFICE UNTIL SUCH INDIVIDUAL HAS BEEN A MEMBER OF THIS FRATERNITY FOR THREE (3) YEARS AND IS AN ALUMNI MEMBER.

- ~~Members are allowed to be nominated for Grand Office, except the Collegians of the Year and the Executive Director, as long as they reach the three (3) year membership requirement by the date of their election.~~ The two (2) Collegian of the Year members of the Board of Directors are the two (2) most recently installed Collegians of the Year. In order to be nominated or elected as a Provincial Vice President, the legal residence of the member so nominated or elected shall be within the confines of that Province. A Grand Officer may not be appointed over a chapter for which the Grand Officer is a Chapter Advisor and any Grand Officer who accepts a position as a Chapter Advisor of a chapter supervised by the Grand Officer shall automatically become ineligible for office and such office shall be declared vacant.
- **Article IV. Board of Directors. Section 5. Election and Tenure of Office** --- All Board members, except the Collegians of the Year, THE PROVINCIAL VICE PRESIDENTS, and the Executive Director, shall be elected at the Grand Chapter Congress BY THE GRAND CHAPTER. ~~The Grand President and the Vice President Finance shall be elected by the Grand Chapter.~~ The Provincial Vice Presidents shall be elected AT GRAND CHAPTER CONGRESS by the chapters in their respective Provinces. All Board members, except the Collegian of the Year and the Executive Director, shall take office immediately upon the final adjournment of the Grand Chapter Congress at which they are elected and shall serve for a period of two (2) years and until their successors are elected and duly qualified. No Board member shall serve in the same office for more than two (2) consecutive full terms with the exception of Provincial Vice Presidents who may serve four (4) consecutive full terms. Any election to fill a vacancy covering a partial term will not be considered in ascertaining the number of consecutive terms. The Collegians of the Year shall be selected as prescribed by the Board of Directors and the Laws of the Fraternity and shall serve a two (2) year term as designated by the Board of Directors.
- **Article IV (Board of Directors) Section 8. Vacancies** --- Should a vacancy occur in the position of Grand President, the immediate Past Grand President shall assume the position of Grand President. Should a vacancy occur in the position of immediate Past Grand President or the Vice President-Finance, the position shall be filled by the Board of Directors. The member appointed to fill the position of immediate Past Grand President shall be a Past Grand President. Should a vacancy occur in the position of Provincial Vice President, the Grand President shall have the duty of appointing an interim Provincial Vice President to serve, pending a special election by the chapters in the Province, to be called by the Grand President, within sixty (60) days. Should a vacancy occur in either of the Collegian of the Year positions, the Board of Directors shall ask the runner-up in the selection of the Collegian of the Year in the year involved to serve the unexpired portion of the term. Members filling vacancies shall serve until the next succeeding Grand Chapter Congress, at which time any further unexpired term shall be filled by the Grand Chapter or as otherwise prescribed for in the Laws of this Fraternity. VACANCY IN ANY BOARD

ROLE NOT LISTED ABOVE SHALL REMAIN VACANT UNTIL THE NEXT GRAND CHAPTER CONGRESS.

- **Article IV Section 9. Recall OR DISMISSAL OF A BOARD MEMBER (WITH THE EXCEPTION OF PROVINCIAL VICE PRESIDENT, WHICH IS DESCRIBED IN ARTICLE VII SECTION 5 OF THESE BYLAWS) of the Grand President, Vice President Finance and Dismissal of a Collegian of the Year or Immediate Past Grand President.**--- Should two-thirds (2/3) of the Fraternity's chapters or two-thirds (2/3) of the members of the Board of Directors, excluding the member being considered, feel that ~~the~~ A BOARD MEMBER OTHER THAN A PROVINCIAL VICE PRESIDENT ~~Grand President, Vice President Finance, immediate Past Grand President or Collegian of the Year~~ should be recalled or dismissed for any reason, the charges must be in writing, and shall specify the particular act or acts complained of, the time and place of the commission thereof, or the circumstances surrounding the reasons for requesting a recall and shall be presented to the office of the Executive Director. The Board of Directors shall be empowered to vote on the recall or dismissal. Recall or dismissal shall be effective by a seventy-five percent (75%) vote of the Board.

In Favor

- Adding Board members that do not have officer roles and operational responsibility directly answers the 2023 Grand Chapter Congress Resolution asking for legislation "that supports a Board of Directors (responsible for strategic advancement) separate from a management team (responsible for day-to-day activities)." Additional Board members will help the Fraternity move forward with a more strategic focus.
- Delta Sigma Pi's current board structure is limiting to many brothers, as over half of the voting members of the Board carry a large operational burden. There are brothers with a passion for forward thinking and governance that may not be open to serving today due to the intense operational responsibilities that many Board members currently have.
- Creates an additional path to serve on the Board of Directors for brothers with a diversity in thoughts, strengths, and skillsets that may be best to serve the Fraternity strategically.
- Aids in creating more manageable volunteer opportunities, where the role is more realistic and fits into a brother's lifestyle and capacity to volunteer.
- Could strengthen the collegiate voice on the Board if collegiate members happen to be selected to serve in these roles.

In Opposition

- Without operational responsibilities, the Board member may not as readily/directly hear the voices of other members.
- The strategic duties of a Board member are not enough to fill the volunteer role. Without enough meaningful responsibilities aligned to a Board member, they will not be a fully engaged and contributing member for the Board of Directors.
- Allows collegiate members and recent initiates the opportunity to seek election to the Board of Directors. Alumni Board Members have greater life and Fraternal experiences.

- This proposal could disrupt the balance of the Collegiate and Alumni voice on the Board, with the possibility of a larger collegiate voice, which may alter the direction of the Fraternity.
- Adding Board members will increase the expense of Board meetings.