



*The Fraternity of Alpha Kappa Lambda*

National Headquarters  
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Memorandum

Date: February 17, 2022

To: Members of the Fraternity of Alpha Kappa Lambda

From: Jeremy Slivinski, Executive Director

Subject: Submitted Constitution and Bylaw Amendments

This notice is to inform the membership of the Fraternity of Alpha Kappa Lambda that Constitution and Bylaw amendments have been properly received for consideration by the delegates at our National Conclave scheduled for July 28 – 30, 2022 in Williamsburg Virginia. Per our Constitution and Bylaws proposed amendments must be received no later than 180 days prior to Conclave. The proposed amendments were received on January 17<sup>th</sup> by a special committee tasked to align our documents with a legal review we received by our insurance captive. The NEC reviewed these proposed amendments and with permission from the committee edited them for grammatical needs and alignment.

Notice of these proposed amendments are required to be distributed no later than 150 days prior to the Conclave. This notice falls within the required timetable.

## Constitution Amendment #1

### Constitution Article XI Section 1

#### Modify Section 1B:

1B. CHAPTER AFFAIRS: Each collegiate chapter and alumni chapter shall have the authority to conduct all affairs of ~~the chapter~~ their respective organizations, provided that any actions taken are consistent with the procedures and definitions established in the Constitution, Bylaws or Policies of The Fraternity, and provided that such business is conducted in a democratic manner. ~~Collegiate chapters will register as an unincorporated entity. Excess assets shall be transferred to an authorized alumni corporation or to the National Fraternity at the end of each academic year in accordance with requirements contained in the Bylaws or Policies of the Fraternity.~~

#### Add these sections:

1D. CORPORATE STRUCTURES: Collegiate chapters should exist as unincorporated entities, complying with applicable state requirements including registration. Dependent on chapter circumstances, as well as state and other governing laws and regulations, it may be advantageous to create an alumni corporation, title-holding corporation, or other entities to support the collegiate chapter. Professional legal and financial advice is recommended.

1E. EXCESS ASSETS: To support the continued existence of the collegiate chapter, assets in excess of those retained for the ongoing operation of the chapter shall be transferred to an authorized alumni corporation or to the National Fraternity at the end of each academic year in accordance with requirements contained in the Bylaws or Policies of the Fraternity. Unless otherwise constrained by the Bylaws or Policies of the Fraternity, funds transferred remain the property of the chapter.

1F. AUTHORITY: No member, chapter, alumni, or alumni corporation is authorized to act on behalf of or otherwise bind the Fraternity.

#### **Rationale:**

Changes to Section B clarify that the collegiate chapter and the alumni chapter are separate entities that each conducts their own affairs. (The current wording could be interpreted to mean the alumni chapter can conduct the chapter's affairs.)

New Section D recognizes that managing risk may dictate some relatively complex structures unique to each locale, and that their design and creation are best handled by legal and financial professionals.

New Section E defines "excess assets", explains the purpose of the transfers, and clarifies ownership.

New Section F reinforces that there is no agency relationship between the Fraternity and its chapters, undergraduate members, and alumni.

## **Constitution Amendment #2**

Constitution Article VIII

Add this section:

Art VIII, Section 5. CHAPTER TERMINOLOGY: Unless otherwise apparent from the context of its usage, the term “chapter” without a modifying adjective refers to a collegiate chapter.

Rationale:

Although care is taken to distinguish collegiate chapters from alumni chapters in our ruling documents, failures to specify the type of chapter may go undetected. This new section strengthens Bylaws Article I Section 2F to include the constitution, clarifying our intent and aiding in interpretation.

## Constitution Amendment #3

Constitution Article VIII Section 4

Modify Constitution Article VIII Section 4

B. WITHDRAWAL OF CHARTER: Further, no charter shall be withdrawn unless approved by three-fourths (3/4) vote cast by members of the National Executive Council. A thirty-day (30) notice prior to a vote will be provided to active chapters to provide any comments or concerns to the National Executive Council for consideration, **unless a unanimous vote of the National Executive Council finds there exist conditions of a nature or severity that would not be amenable to correction and, of their nature, require immediate charter withdrawal.**

Rationale:

Historically the minimum 30-day notice requirement was accepted as an appropriate period for consideration and action, both from a fairness and a practical standpoint. Regretfully, the severity of the delinquencies and failings experienced has increased dramatically and the public's tolerance of these delinquencies and failings has fallen precipitously. In extreme cases the safety, legal, and financial exposure of leaving a chapter in existence as a legal entity mandate that the Fraternity be able to (again, in extreme situations) immediately withdraw a charter. The threshold for such a determination is set at a unanimous vote of the NEC. Electronic notice & voting are permitted.

Bylaw Amendment #1 is connected to this action.

## Bylaw Amendment #1

### Modify Bylaws Article II Section 9

A. NOTICE: A chapter's or alumni chapter's charter may be withdrawn, as set forth in Article VIII, Section 4 of The Constitution. However, no charter of a chapter or alumni chapter shall be withdrawn if the chapter or alumni chapter has not first been suspended and given a fair opportunity to correct delinquencies or failings, unless there exist conditions of a nature or severity that would not be amenable to correction and would, of their nature, require charter withdrawal. A chapter or alumni chapter shall be notified in writing upon such a determination, and, in any event, the chapter or alumni chapter must have been given written notice at least thirty (30) days prior to any meeting of the NEC or a Conclave at which a motion to withdraw its charter is to be put forward and the reasons for the motion. **In extreme cases where the safety, legal, and/or financial exposure accruing from the delinquencies and failings leave no viable option to immediate charter withdrawal, the NEC may, by unanimous vote, immediately withdraw the charter. In such a case, the right to notice and to an alternate suspension shall be considered waived. Notifications and voting in withdrawal proceedings may be done by electronic means.**

#### Rationale:

Historically the minimum 30-day notice requirement was accepted as an appropriate period for consideration and action, both from a fairness and a practical standpoint. Regrettably, the severity of the delinquencies and failings experienced has increased dramatically and the public's tolerance of these delinquencies and failings has fallen precipitously. In extreme cases the safety, legal, and financial exposure of leaving a chapter in existence as a legal entity mandate that the Fraternity be able to (again, in extreme situations) immediately withdraw a charter. The threshold for such a determination is set at a unanimous vote of the NEC. Electronic notice & voting are permitted.

## Bylaw Amendment #2

Bylaws Article II Section 4

Modify Section 4A:

A. ENACTMENT, FILING, AND APPROVAL: ~~Each chapter shall be governed by chapter bylaws in a form as prescribed by the National Executive Council and approved by the Executive Director.~~ Each chapter shall have on file in the Executive Offices at all times a current copy of its bylaws, and any amendments made thereto will be filed with the Executive Offices within ten (10) days of enactment. The Executive Director may disapprove any bylaws provision or amendment that **is inconsistent with or** violates any provision of The Constitution, these Bylaws, The Fraternity's Policies, any law or regulation, or otherwise is contrary to the goals and purposes of The Fraternity. If the chapter disagrees with any such disallowance, an appeal may be taken to the Judicial Council submitted in writing, but the disallowed provision shall be held in abeyance until the Judicial Council rules on the appeal.

Rationale:

This change clarifies that as a separate and distinct self-governing entity, each chapter “owns” their own bylaws. The Fraternity does, however, control form and can (via the Exec. Dir.) disapprove any bylaws provision or amendment that is inconsistent with or violates any provision of the Fraternity’s Constitution, Bylaws, or policies; any law or regulation; or is otherwise contrary to the goals and purposes of the Fraternity.

## Bylaw Amendment #3

Bylaws Article II Section 5

Modify Section 5J:

5J. To ~~elect annually~~ have a Chapter Adviser (or advisory committee) ~~submitted to the Executive Director for approval,~~ who is not a member of either a local alumni association or corporate board, and whose duties shall be to assist the chapter in meeting the basic Membership Standards and Chapter Operations and in upholding the standards of The Fraternity; and

Rationale:

The chapter, alumni association, and the corporate board are separate and distinct entities. Drawing upon members of the alumni association or corporate board for advice can be construed as these organizations having some control over chapter operations, exposing them to unnecessary risk. This change clarifies that, as such, the chapter should not look to the alumni association or corporate board for a chapter advisor.

## Bylaw Amendment #4

Bylaws Article II Section 6

Modify Section 6B:

B. PURPOSE: An Alumni Corporation shall constitute the legal entity for the conduct of business affairs and be the holder of title to any property or other assets available to support Alpha Kappa Lambda at a designated campus. ~~From time to time the Corporation may provide fiduciary advising to a chapter.~~ As a landlord, the Corporation may provide occasional guidance to the chapter on rent and other house related fees but should not serve as advisors to the internal operations of the chapter. Corporate Boards may hold property in trust as an agent of the National Headquarters provided that the board (i) remains legally incorporated in their state and (ii) obtains the approval of the National Executive Council when no Alpha Kappa Lambda activities are currently occurring at the designated campus. The corporate board shall conduct business affairs as any Corporate Board, stay current with fraternal activities, rules and policies, and be prepared to assist the National Headquarters in reorganizing or reestablishing a chapter and provide support and direction.

Rationale:

The chapter and the corporate board are separate and distinct entities. Drawing upon members of the corporate board for advice can be construed as this organization having some control over chapter operations, exposing them to unnecessary risk. This change clarifies that the Corporation should restrict their interaction with the chapter to their role as a landlord.



## **Bylaw Amendment #5**

ARTICLE III, Section 4E, Page 31 of *The Fraternity of Alpha Kappa Lambda ~ Constitution, Bylaws, Standing Rules and Statements of Policy ~ January 2019*

~~THE LOGOS: Upon initiation into The Fraternity, a member shall receive a lifetime subscription to The Logos, the official publication of The Fraternity.~~

Delete this section.

Rational: Although the Logos is an official publication of the Fraternity, newer technologies provide communication vehicles that are more timely and flexible, provide richer presentation, and increase participation in creating content. All of this is accomplished at lower costs. Accordingly, a reference to the Logos in the By-Laws is no longer required.

## Bylaw Amendment #6

ARTICLE IV, Section 4, Page 34 of *The Fraternity of Alpha Kappa Lambda ~ Constitution, Bylaws, Standing Rules and Statements of Policy ~ January 2019*

SECTION 4. ~~CONCLAVE/MEETING~~ EDUCATION PROGRAMMING FEE: Each chapter and provisional chapter shall pay to the Fraternity's Executive Offices on or before May 1<sup>st</sup> of each year an ~~Conclave / Meeting~~ Education Programming Fee, the amount of which shall be determined no later than February 1st by the National Executive Council.

AND

3. ARTICLE V, Section 1B, Page 35 of *The Fraternity of Alpha Kappa Lambda ~ Constitution, Bylaws, Standing Rules and Statements of Policy ~ January 2019*

A. CONCLAVE EXPENSES: The expenses of the National Conclave, shall be paid from the ~~Conclave/Meeting~~ Education Programming Fee as specified in Article IV, Section ~~5~~ 4 herein and via Conclave participants.

Rational:

Both of these changes refer to the Conclave/Meeting Fee to better explain the purpose of the fee.

## Bylaw Amendment #7

ARTICLE V, Section 2, Page 36 of *The Fraternity of Alpha Kappa Lambda ~ Constitution, Bylaws, Standing Rules and Statements of Policy ~ January 2019*

### SECTION 2. NATIONAL EXECUTIVE COUNCIL

#### A. GENERALLY:

1. DUTIES AND QUALIFICATIONS: The affairs of The Fraternity shall be guided by the National Executive Council, nine (9) in number, consisting of the National President, National Vice-President, National Vice President of Finance, all of whom shall be elected at National Conclave, and one (1) collegiate member which will be elected each January by a manner prescribed by the National Executive Council, one (1) alumni corporation member elected at National Conclave ~~and the other undergraduate member will be elected in the off year by mail ballot~~, and four (4) alumni or honorary members – two (2) elected at Conclave and two (2) appointed by the National President with the approval of a **majority** of the members of the NEC serving at the time.

The immediate Past National President, Executive Director, **the President of the AKL Education Foundation**, the National Chaplain, and the National Director of Academic Affairs shall be ex-officio, non-voting members of the National Executive Council. In the event the immediate Past National President is unavailable to remain on the Council, the position shall remain vacant.

Rational: There is only one undergraduate collegiate member on the NEC. This correction will make this consistent with ARTICLE V, Section 2B, Para 5 of the By-Laws. A majority vote of the NEC is currently required for approval of NEC members appointed by the National President. The President of the AKL Education Foundation traditionally serves in an ex-officio capacity on the NEC.

Note: The General Counsel may attend NEC meetings. However, as the attorney for Alpha Kappa Lambda, that person is not a member of the NEC.

## Bylaw Amendment #8

ARTICLE V, Section 2F, page 38 of *The Fraternity of Alpha Kappa Lambda ~ Constitution, Bylaws, Standing Rules and Statements of Policy ~ January 2019*

F. MEETINGS: Meetings of the NEC shall be held at least twice per year at times and places designated by the NEC. ~~Special~~ Meetings of the NEC may be held at times and places designated by call of the President. Such ~~special~~ meetings may be conducted ~~by telephone conference~~ **remotely** so long as such meeting is conducted in a fashion in which all members of the NEC, and any other relevant or necessary participants, may all hear each other at the same time. **All NEC meetings shall be conducted in accordance with and governed by *Roberts Rules of Order, Newly Revised*.**

Rational:

Delete the word special, this way “remotely” covers all meetings. We add the word **remotely** for By-Law consistency. Current By-Laws do not reflect Parliamentary procedure and, how NEC meetings will be conducted.

## Bylaw Amendment #9

ARTICLE VI, Pages 40-41 of *The Fraternity of Alpha Kappa Lambda ~ Constitution, Bylaws, Standing Rules and Statements of Policy ~ January 2019*

### ARTICLE VI

#### MEETINGS AND VOTING

##### SECTION 1. AT CONCLAVE:

- A. CHAPTERS: Except as hereinafter provided, each chapter, not under suspension and current in its obligations to The Fraternity, shall have three (3) votes at Conclave.
1. UNDERGRADUATE DELEGATES: Two (2) votes shall be cast by voting delegates elected or appointed to such responsibility by the chapter they represent (otherwise known as the chapter delegation), each voting delegate casting one vote.
  2. ALUMNI CORPORATION DELEGATE: One (1) vote shall be cast by an official delegate of the Alumni Corporation of each campus on any matter presented for action at Conclave. The Alumni Corporation delegate shall be someone other than an official collegiate delegate or a member of the NEC and shall be elected or appointed for such responsibility by the respective corporate board. To qualify for a vote in any mail ballot or at Conclave, a corporate board must have met the meeting and reporting requirements as listed in Article II, Section 6E herein.
- B. ALUMNI CHAPTERS: Each alumni chapter of The Fraternity shall have one (1) vote, which may be cast on any matter presented for action at ~~the~~ Conclave. To qualify for a vote in any mail ballot or at Conclave, an alumni chapter must have met the meeting and reporting obligations required in Article II, Section 7 herein and paid its annual fee as required in Article IV, Section 8 herein.
- C. NEC: Each member of the National Executive Council (whether elected or appointed) shall have one vote, which may be cast on any matter presented for action at Conclave. Ex-officio, non-voting members of the NEC are included within this provision with the exception of the Executive Director/National Secretary.
- D. Past National Presidents. Any Past National President in attendance at Conclave will be considered Members at Large with one vote, which may be cast on any matter presented for action at Conclave.

SECTION 2. MEETINGS, COMMUNICATION, BALLOTS AND OTHER SPECIAL PROVISIONS:

- A. **BALLOTS:** Whenever a ballot is called for, each alumni chapter shall have one (1) vote and each collegiate chapter, not under suspension, shall have one (1) vote, and each alumni corporation representing an active campus operation, shall have one (1) vote per campus. When a ballot is conducted outside of Conclave, a non-response by any chapter entitled to vote shall be deemed a vote in favor of the motion. A non-response occurs whenever a response has not been received as of the deadline for the ballot as set forth in the call for voting. Unless otherwise provided in The Constitution or these Bylaws, a majority vote will pass any motion presented at Conclave or by other approved ballot.
- B. **COMMUNICATION:** The National Executive Council will set policy for acceptable communication in announcing ballots, meetings or other business of the Fraternity. This includes the timeframe, mechanism and process unless otherwise specified in the Constitution and Bylaws.
- C. **REMOTE PROVISIONS:** Whenever possible, Conclaves, Academies, and meetings shall be held in-person. However, when circumstances preclude some or all attendees from meeting in-person, the Executive Director and/or National President, may at their discretion, arrange for remote attendees. Meetings with remote attendees must be conducted in a fashion in which participants may all hear each other at the same time.
- D. **VOTING:** Voting shall take place at a properly called in-person or remote meeting. When timing or other circumstances preclude scheduling a meeting, the Executive Director and/or National President may arrange for a remote vote via internet (e.g., Basecamp), email, or telephone. Provisions must be made to support discussion and recording of the vote.
- E. **ABSTENTION:** As determined in Judicial Council Ruling 2017-01, an abstention is not a vote and therefore, does not adversely impact the determination of a unanimous ballot.

Rational: While the Fraternity may best be served by face-to-face meetings and other activities, issues with costs, weather, pandemic quarantines, etc., may at times make face-to-face meetings difficult to achieve. The ruling documents need to reflect the ability to provide reliable options for meeting and governing remotely.

Giving Past Presidents of AKL the vote at Conclave rewards them for their service to the Fraternity.

## **Bylaw Amendment #10**

7. ARTICLE VII, Page 42 of *The Fraternity of Alpha Kappa Lambda ~ Constitution, Bylaws, Standing Rules and Statements of Policy ~ January 2019*

Add Section 5. **FINANCIAL COMPLIANCE:** All NEC members and employees of Alpha Kappa Lambda Fraternity shall comply with the financial policies detailed in the Standing Rules.

Rational: Financial Policy and compliance should be referenced in our Bylaws.