

BYLAWS OF
FRATERNITY AND SORORITY
POLITICAL ACTION COMMITTEE (FSPAC)

October 12, 2021

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BYLAWS
OF
FRATERNITY AND SORORITY POLITICAL ACTION COMMITTEE

(formed under the District of Columbia
Nonprofit Corporation Act)

ARTICLE I

Offices

Section 1.01 Location. The principal office of the Corporation shall be located within or without the District of Columbia, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board of Directors.

ARTICLE II

Purposes

Section 2.01 The Corporation is formed and shall be operated to promote good government at the national, state and local levels.

Section 2.02 The Corporation shall be a nonprofit political organization organized and operated (i) for the purpose of influencing the selection, nomination or election of individuals to local, state and federal office or to office in a political organization, or the election of Presidential or Vice-Presidential electors, and participating in the election process in other ways that are consistent with section 527(e)(2) of the Internal Revenue Code of 1986 and the Regulations thereunder, and (ii) as a political committee under the Federal Election Campaign Act of 1971, and as amended by the Bipartisan Campaign Reform Act of 2002, and the Regulations thereunder, as the same now exist or as they may hereafter be amended from time to time. The Corporation shall be incorporated for liability purposes only.

Section 2.03 The Corporation shall not be directly or indirectly established, supported, maintained or controlled by any other organization or political committee. It shall not be connected or affiliated with any organization, except as approved by a majority vote of the board of directors, or any specific candidate for election or re-election. It shall not be bound by the decision of any other organization, nor shall its Board of Directors include a sufficient number of representatives of any other organization so as to cause or prevent action by the Corporation. No fraternity or sorority may have more than four members serving on the Board of Directors, excluding student directors. The Corporation shall have no members nor any dues structure, and it shall serve no common business interests of its contributors, except as the Board of Directors may deem necessary to carry out the goals and missions set forth in Section 2.01.

ARTICLE III

Members

Section 3.01 Classes of Members. The Corporation shall have no members.

ARTICLE IV

Board of Directors

Section 4.01 Power of the Board. The affairs of the Corporation shall be managed by the Board of Directors. Directors need not be residents of the District of Columbia.

Section 4.02 Number of Directors. The number of directors of the Corporation shall be equal to the number of directors that shall have been elected and qualified in accordance with the Bylaws. The number of directors may be increased or decreased from time to time by the Board of Directors in accordance with selection criteria it identifies and adopts on at least an annual basis. To the extent that the law requires an amendment to the bylaws to change the number of directors, any such action by the directors shall be deemed an amendment to the Bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The number of directors shall never be less than three.

Section 4.03 Election and Term of Directors. At the fall meeting of the Board of Directors each year, the directors then in office shall elect directors for the following calendar year. Each director is to hold office for a term of one year for the term January 1st to December 31st, and until his/her successor has been elected and qualified (unless he/she sooner ceases to be a director by reason of death, resignation or removal).

Section 4.04 Vacancies and Increased Board Size. Except as otherwise provided in these Bylaws, any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled in the same manner as such vacancy would be filled if it occurred by reason of the expiration of a director's term. Balloting may occur by mail (including email) or at a special meeting of a majority of directors.

Section 4.05 Removal of Directors. A director may be removed with or without cause at any time by action of the Board, provided that such action is taken at a meeting of the Board called expressly for that purpose.

Section 4.06 Resignations. Except as otherwise required by law, any director of the Corporation may resign at any time by giving written notice to the Board or to the President, Executive Director or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 4.07 Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, a majority of the number of directors shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the directors' present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.08 Meetings of the Board. Meetings of the Board of Directors, regular or special, may be held at such place within or without the District of Columbia, including by virtual means, and upon such notice as may be prescribed by resolution of the Board of Directors.

A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

Section 4.09 Informal Action by Directors; Meetings by Conference Telephone. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be

taken by the Board may be taken without a meeting if a majority of directors' consent in writing to the adoption of a resolution authorizing the action. Such consent may be given via e-mail or other similar means. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 4.10 Compensation of Directors. The Corporation shall not pay any compensation to directors for services rendered to the Corporation, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts, as approved by a majority of the entire Board with advance notice.

Section 4.11 Student Directors. On an annual basis, the Board of Directors will elect student directors to serve on the Board of Directors for a term of one (1) year. The student directors must have participated with the Fraternal Government Relations Coalition in its Washington lobbying day ("Lobbying Day") and be supported by such student's organization. The Board of Directors will, in its discretion, choose the number of students each year to serve in this role, such election to take place as soon as practical each year after the Lobbying Day. The term of the student directors shall be from June 1st to May 31st of each year.

Section 4.12 Eligibility Requirements of Directors. The Board of Directors shall from time to time set such eligibility requirements for election to the board. Current and prospective members shall at all times be in compliance with these requirements.

Section 4.13 Fiduciary Duty of Directors and Confidentiality. Members of the Board of Directors have a fiduciary duty to the Corporation alone and, although they may serve the Corporation as a representative member of a Fraternity or Sorority, are to represent the best interests of the Corporation in conducting the affairs of the Corporation. Directors may be required to keep certain information confidential as may be directed by the President or Executive Director.

ARTICLE V

Committees, Advisory Board

Section 5.01 Committees; Authority; & Appointments. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate committees consisting of directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him or her by law. Except where specifically provided for within the Corporation's Articles of Incorporation, Constitution, or Bylaws, the President shall appoint the directors to constitute the committees created by action of the Board as provided for in this section.

Section 5.02 Executive Committee. The Board of Directors shall have an Executive Committee comprised of the President, President-Elect, Vice President – Political Affairs, Vice President – Fundraising, Vice President - Communications, Secretary, Treasurer and four (4) at-large directors (consisting of representatives from two (2) men's organizations and two (2) women's organizations) and a member from each of the top four (4) fraternities and/or sororities that raised the most money for the Corporation in the prior fundraising year (the "Additional Directors"). All of the directors, other than the Additional Directors, shall be elected each year at the fall Board of Directors Meeting of the Corporation. The Additional Directors shall be appointed by the President using year-to-date fundraising totals through October 1st. After the calculation of the prior year's fundraising amounts are calculated, and each of the fraternities/sororities nominate the individual director to represent such organization as an Additional Director, the President shall appoint the Additional Directors to serve one-year terms running January 1st through December 31st.

Notwithstanding anything contained herein to the contrary, only two members of a fraternity or sorority may serve on the Executive Committee during the same term. In addition, the Executive Director shall be an ex officio member of the Executive Committee, but shall not have a vote. The Executive Committee shall be expected to meet as needed via phone or in person to recommend business actions of the Corporation between scheduled meetings of the full Board. Any recommended actions must be approved at the next meeting of the full Board.

Section 5.03 Nominating Committee. The President, with the approval of the Executive Committee, on an annual basis, shall appoint members to a Nominating Committee consisting of three (3) past Presidents of the Corporation, and two (2) members at large of the current directors of the Corporation. The Nominating Committee shall be responsible for nominating the officers of the Corporation. No member of the Nominating Committee shall be eligible to be considered for an officer position while serving on the Nominating Committee. No director shall be considered for office unless they have satisfied the appropriate eligibility requirements, pursuant to Section 4.12, before August 1st or the deadline for call for nominations, whichever is later.

Section 5.04 Advisory Board. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more advisory boards, which may include individuals who are not directors and may include one or more directors as liaisons with the Board of Directors. The advisory board shall serve in an advisory function only.

Section 5.05 Past Presidents Council (PPC). The men and women who have previously served as President of the Corporation shall constitute a Past Presidents Council (PPC). The current President and Executive Committee may consult with the members of the PPC from time to time to address ad hoc strategic issues that will eventually need to be resolved by the full Board of Directors.

ARTICLE VI

Officers, Agents and Employees

Section 6.01 Officers. The Board of Directors shall elect or appoint a President, a President - Elect, a Vice President – Political Affairs, a Vice President – Fundraising, a Vice President - Communications, a Secretary, and a Treasurer. The Board of Directors may, if it so determines, elect or appoint one or more other officers and assistant officers as may be deemed necessary. The Board of Directors shall appoint an Executive Director. If the Board of Directors so determines, the officers of the Corporation may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws.

Section 6.02 Term of Office; Removal; Resignation; and Vacancies. Each officer shall hold office for the term not exceeding one (1) year for which he or she is elected or appointed and until his or her successor has been elected or appointed. Members may hold the same office for multiple terms if elected each time to that position but no member may serve more than two consecutive terms as President. Unless otherwise provided by resolution of the Board of Directors, all officers shall be elected or appointed at the fall meeting of the Board to take office no later than January 1st, for a period of twelve (12) months. The Board of Directors may set eligibility requirements for officer positions by passing a resolution to that effect each year at any meeting of the Board of Directors before the election process begins. Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby; provided, however, that removal of an officer shall be without prejudice to his or her contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights. Except as otherwise required by law, any officer of the Corporation may resign at any time by giving written notice to the President, Executive Director or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. In the event of a vacancy in an officer position, the Executive Committee shall nominate to the Board of Directors a successor for the office. In the event of a vacancy in an at large position on the Executive Committee, a special election will be held and the winner of said election will fulfill the remainder of the current term. In the event of a vacancy in an Additional Director

position on the Executive Committee, the member organization from which the Additional Director was appointed will be requested to nominate a successor, who shall be appointed by the President pursuant to Section 5.02.

Section 6.03 Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws, by resolution of the Board, policies of the Corporation, including without limitation those set forth in the Directors Manual, and, to the extent not so provided, as generally pertain to their respective offices.

A. President. Subject to the supervision of the Board of Directors, the President shall be responsible for day-to-day operations in conjunction with the Executive Director. The President shall perform all duties customary to the office of President and shall supervise all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors. The President, at his or her sole discretion, may delegate such other duties as he or she may deem necessary and appropriate. The President shall also serve as a representative on the Fraternal Government Relations Coalition (FGRC), the Fraternity & Sorority Action Fund (FSAF) or any other coalition that advances the Greek movement.

B. President - Elect. The President - Elect shall assume the duties of the President in the event of the President's absence, serves as an additional representative to any coalition to which the FSPAC belongs, provides oversight of the FSPAC's documents (including and without limitation, the Board of Director's Manual, Bylaws, and Officer Job Descriptions), supervises the Student Directors, oversees the Corporation's strategic planning process, is responsible for onboarding and orientation of all new board members, and performs any other duties assigned by the President or Board of Directors. The President - Elect shall also serve as a representative on the FGRC and as Chair of the Corporation's Governance Committee. The President – Elect shall assume the office of President following the conclusion of the prior President's term of service in that office as described in Section 6.02. The President – Elect must satisfy eligibility requirements for the office of President as may be determined by the board prior to standing for election.

C. Vice President – Political Affairs. The Vice President – Political Affairs shall work in partnership with the Executive Director to monitor legislation and policies impacting higher education in general and fraternities and sororities in particular. The Vice President – Political Affairs shall serve as the Chair of the Political Affairs Committee, recommend contributions to political candidates for approval of the Board of Directors and shall perform any other duties assigned by the President.

D. Vice President – Fundraising. The Vice President – Fundraising shall work in partnership with the Executive Director to devise and implement fundraising objectives, strategies and tactics for the Corporation. The Vice President – Fundraising shall serve as the Chair of the Fundraising Committee and shall perform any other duties assigned by the President.

E. Vice President – Communications. The Vice President – Communications shall disseminate information on the Corporation's activities and accomplishments and advise the Directors on current and impending legislation and policies impacting fraternities and sororities. In addition, the Vice President – Communications will coordinate the publication of the newsletter and administration of the website. The Vice President – Communications shall serve as the Chair of the Communications Committee and perform any other duties assigned by the President.

F. Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the

affixing by his or her signature.

G. Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. In concert with the Executive Director, the Treasurer shall direct the annual budgeting process. The Treasurer shall oversee the preparation of regular financial statements, and whenever required by the Board of Directors, the Treasurer shall produce special financial analyses and documents. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of the Treasurer and other such duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board may require, for which he or she shall be reimbursed. No contribution shall be accepted and no expenditure shall be made by or on behalf of the Corporation at any time there is a vacancy in the office of Treasurer. The Treasurer shall monitor and ensure that all contributions received and expenditures made by the Corporation comply with the amount limitations and source prohibitions of the Federal Election Campaign Act of 1971 as amended by the Bipartisan Campaign Reform Act of 2002, and the Regulations thereunder.

H. Executive Director. The Executive Director shall be responsible for day-to-day operations of the Corporation, including (1) interaction and supervision of all employees, consultants, and vendors to the Corporation; (2) management of all legally required registrations and reports for operation of the Corporation; (3) execution of contracts related to the Corporation; (4) disbursement of political contributions and expenses approved by the Board; (5) advising the Board of Directors on legislation and policies impacting higher education and fraternities and sororities in particular, and (6) such other duties as required to maintain operation of the Corporation. The Executive Director serves on the Board of Directors in an ex-officio manner, but does not have a vote on any matter.

Section 6.04 Agents and Employees. The Board of Directors may appoint agents and employees, including without limitation an Executive Director, who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 6.05 Compensation of Officers, Agents and Employees. The Corporation may pay compensation in reasonable amounts to employees and/or agents for services rendered; such amounts to be fixed by a majority of the entire Board of Directors, or, if the Board delegates power to any officer or officers, then by such officer or officers. Any employee or consultant working for compensation by the Corporation is ineligible to be a Director of the Corporation. The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE VII

Miscellaneous

Section 7.01 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 7.02 Corporate Seal. The Board of Directors, by a majority vote, may adopt a corporate seal. In the event the Board of Directors elects to create a corporate seal, the corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "District of Columbia" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.03 Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.04 Books and Records to Be Kept. The Corporation shall keep at its principal registered office in the District of Columbia: (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) copies of FEC Form 1, Statement of Organization.

Section 7.05 Amendment of Articles and Bylaws. The Articles of Incorporation may be amended by a majority vote of the directors in office. Bylaws of the Corporation may be adopted, amended or repealed by a majority vote of the Board of Directors. Any proposed amendment shall be submitted to the President, President-Elect, and Executive Director no later than 14 days prior to the meeting of the Board of Directors at which such amendment is to be considered. The President shall present any amendments to all directors no later than 7 days prior to the meeting for appropriate review time.

Section 7.06 Indemnification and Insurance Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not-for-profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or her, imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence or misconduct in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, legal counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions of such individual occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him or her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 7.07 Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers.

Section 7.08 Parliamentary Authority. Robert's Rules of Order, Newly Revised shall be the parliamentary authority of this Corporation unless otherwise stated in these Bylaws.

Section 7.09 Dissolution. The FSPAC may be dissolved only with the authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Board. Upon dissolution, or other termination of the FSPAC, all remaining assets of the FSPAC, after payment in full of all its debt obligations, and necessary final expenses or after the making of adequate provision, therefore, shall be distributed to such organizations (with purposes similar to those of the FSPAC) as shall be chosen by the then existing Board of Directors of the FSPAC.