
From: Jim Slaughter

Sent: Wednesday, April 16, 2025 11:53 AM

Subject: Sigma Pi Phi Fraternity

Good talking this morning.

This follows up on our brief discussion regarding the issues involving Sigma Pi Phi Fraternity. FYI, my response is based on the details you provided, the Constitution and Bylaws of the Fraternity, and my experience as a Certified Professional Parliamentarian, Professional Registered Parliamentarian, and Past President of the American College of Parliamentary Lawyers.

You specifically asked for guidance on the meaning of language in Section 4(G) of the Bylaws, which states:

“The Grand Board may, upon a two-thirds affirmative vote of the *entire* [italics are in the Bylaws] Grand Board, present and voting at any meeting, remove a Grand Board member.
. . .”

You noted that the Fraternity follows the most recent edition of “Robert’s Rules of Order Newly Revised,” as confirmed in Section 1(F) of Bylaws.

Under the latest edition of Robert’s, *Robert’s Rules of Order Newly Revised (12th Edition)*, the meaning of voting thresholds is specifically addressed in Section 44 (“Bases for Determining a Voting Result”). Section 44:3 and Sections 44:7–8 clarify that there is a significant difference between a standard two-thirds vote and a two-thirds vote of the “entire Grand Board,” as provided here.

- A “two-thirds vote” alone means two-thirds of the votes cast by those present and entitled to vote, not counting abstentions or blanks.
- In contrast, when “two-thirds vote of the Grand Board” is changed to “two-thirds vote of the entire Grand Board,” it clearly means something different—i.e., two-thirds of all members of the body, regardless of how many are present or voting.

As I understand it, the Grand Board consists of a total of 14 members. If that is the case, then a provision requiring a “two-thirds vote of the entire Grand Board” would always mean 10 votes in the affirmative, regardless of how many are present at the meeting. (While $2/3$ s of 14 is precisely 9.33, you have to go up to 10 as you can’t have but whole people.)

Hope that helps. As we also discussed, if this goes beyond a simple discussion about what Robert's provides or representation is needed, I'd recommend contacting a nonprofit attorney in PA, as the documents you forwarded suggest the entity is incorporated in that state.

Good luck.

Jim

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