

# NSCS BY LAWS

## ARTICLE I – NAME

**Section 1.** The name of the nonprofit corporation shall be The National Society of Collegiate Scholars.

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## ARTICLE II – NONPROFIT PURPOSES

**Section 1.** This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

**Section 2.** The specific objectives and purposes of the Society shall be:

To recognize and celebrate high achievement among first and second year college students in all academic disciplines

To encourage and promote leadership and high standards throughout the collegiate experience

To provide opportunities for personal growth and leadership development for members

To financially support high achievers through a merit award program

To organize and encourage learning opportunities through community service

To contribute to retention efforts of institutions of higher education

To foster an overall appreciation for the value of the higher education experience and

To provide educational programs and services to society members and their local communities

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## ARTICLE III – INSIGNIA

**Section 1.** The symbol of the Society is a torch emerging from an open book and three stars all surrounded by a laurel. The torch symbolizes guidance and leadership, the open book represents learning and scholarship, and the laurel means honor and distinction. The three stars represent the pillars upon which the society is built; scholarship, leadership and service. They serve as symbols of the Society's founding principle that with scholarship comes the responsibility to provide leadership and service to the community.

**Section 2.** The Society shall be known for “Scholarship, Leadership and Service”.

**Section 3.** The colors shall be crimson and gold.

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## **ARTICLE IV – ELIGIBILITY AND MEMBERSHIP**

**Section 1.** Membership into the Society for undergraduate students is by invitation only and is open to students in all academic disciplines who meet the following criteria:

Successfully completed credits equivalent to a minimum of one term of full time study but no more than half the number required for completion of the bachelor’s degree requirements of the institution where currently enrolled  
First and second year student at the time of application

Attain at least a 3.4 grade point average on a 4.0 scale and be in the top 20 percent of the class

Complete and return the confirmation of Society membership and

Pay the Society induction and lifetime membership fee

**Section 2.** Membership into the Society for Distinguished Members may be offered for up to five (5) people per year by the individual Society chapter including faculty, administrators or community leaders. Distinguished Memberships may also be granted and provided by the Society Board of Directors and/or the Society National Leadership Council.

**Section 3.** The Society shall not discriminate on the basis of race, color, sex, religion, national origin, disability, age, financial status, social status or sexual orientation.

**Section 4.** A Society member wishing to resign from the Society is permitted to do so provided that this Society member sends a written letter of intent to resign to the Society National Office and includes all insignia of the Society that has been provided to recognize Society membership.

No refund of the Society lifetime membership fee will be provided.

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## **ARTICLE V – INDUCTION FEES**

**Section 1.** The Society induction and lifetime membership fee shall be determined by the Society Board of Directors.

**Section 2.** The Society induction and lifetime membership fee should be paid in full directly to The National Society of Collegiate Scholars at the time that the confirmation of Society membership is submitted to the Society National Office.

**Section 3.** The Society induction and lifetime membership fee is waived for initial chartering officers and all distinguished members. The Executive Director may also determine legitimate reasons for waiving Society membership fees.

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## ARTICLE VI – SOCIETY CHAPTERS

**Section 1.** The Society shall be comprised of individual collegiate Society chapters.

**Section 2.** Any regionally accredited, degree granting institution of higher learning is eligible to charter a Society chapter. The chartering requirements, standards and procedures shall be determined and approved by the Society Board of Directors.

**Section 3.** Each Society chapter is responsible for all actions of that individual Society chapter. A Society chapter has the ability to govern the organization as it sees fit but all rules, regulations and activities should not be in conflict or disagreement with this constitution and/or its bylaws.

The Society chapter leadership must be in agreement concerning all rules and regulations and any changes that are made.

**Section 4.** A Society chapter shall not represent the Society National Office without written consent from the Society Executive Director.

**Section 5.** Each Society chapter has the freedom to plan and have meetings.

**Section 6.** A Society chapter shall not incur debts upon the Society National Office without written consent of the Society Executive Director.

**Section 7.** Should a Society chapter become inactive or dissolve, all funds from the Society chapter treasury that have been provided by the Society National Office and/or raised by the individual Society chapter will be forwarded to the Society National Office. Funds that were contributed from the institution will be returned to the institution.

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## ARTICLE VII – CHAPTER LEADERSHIP

**Section 1.** Each Society chapter may have a leadership group comprised of a President, Executive Vice President, Vice President for Community Service, a Secretary, a Vice President for Planning for College Success and any other officer that the Society chapter or National Office believes is necessary. Chapters shall designate the person who will exercise the Chapter's voting rights as the Chapter representative.

**Section 2.** The Society officers that comprise this leadership group shall be elected by a fair and democratic process.

**Section 3.** The duties and responsibilities of each Society officer will be defined in the constitution and Bylaws of the Society chapter.

**Section 4.** There shall be a National Leadership Council comprised of no fewer than 6 members to serve as the representative voice of our Member students and alumni, elected annually by the Member Chapters to serve in accordance with the Society's Bylaws and policies in a leadership role and as

an advisory voice of the members regarding the programs and initiatives of the Society.

**Section 5.** There shall be a national convention, called the Leadership Summit, at least once every four years, at which the Society presents a report of the national finances covering the period since the immediately preceding financial report, and the Members share their ideas and proposals about the Society.

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## **ARTICLE VIII – CHAPTER ADVISOR**

**Section 1.** A faculty or staff member of the institution shall be selected to serve as the advisor for the Society chapter. The advisor shall be inducted into the Society as a Distinguished Member and shall have all the rights and privileges of Society lifetime membership. The induction of an advisor does not count toward the five annual distinguished members that are eligible to be inducted.

**Section 2.** The amount of time that the advisor serves in this capacity shall be individually determined but must be no less than one calendar year.

**Section 3.** The duties and responsibilities of the advisor will be defined in the constitution and Bylaws of the Society chapter.

**Section 4.** The advisor serves at the pleasure of Society Board of Directors. The advisor shall be retained as long as responsibilities are satisfactorily fulfilled.

**Section 5.** If an advisor chooses to resign for any reason, the advisor shall immediately notify the Society National Office and meet with the Society chapter leadership to discuss and designate a replacement.

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## **ARTICLE IX – SOCIETY NATIONAL OFFICE**

**Section 1.** The Society National Office shall oversee all administrative aspects of the Society.

**Section 2.** A Society Executive Director shall be appointed by the Society Board of Directors and shall be the principal administrator and financial officer of the Society. The specific responsibilities are as follows:

Authority to hire staff within budgetary parameters approved by the Board of Directors

Develop all policies and manage procedures of the Society National Office

Manage and set policy for staff

Prepare and oversee the annual budget

Perform other duties as necessary to assure the success of the Society

Perform duties as outlined by the Society Board of Directors

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## **ARTICLE X – SOCIETY BOARD OF DIRECTORS**

**Section 1.** There shall be not less than five (5) members of the Society Board of Directors, as determined by the Board. Members of the Society Board shall be comprised of:

Individuals who have an appreciation for, and a commitment to, the goals of the Society.

These individuals are nominated by a Nominations Committee comprised by the Society Board of Directors following request for nominations from all Society chapters. Upon acceptance of the Nominations Committee's nominations, the Board presents the slate of candidates for a vote by representatives of each of the Member Chapters of the Society. The candidates receiving the greatest votes, including any write-in candidates, are elected to the vacant positions.

The Executive Director serves as a full, voting member of the Board.

**Section 2.** Members shall serve a two year term, except for representatives of the National Leadership Council who serve terms of one year. Members may be nominated and stand for reelection to additional two year terms as members of the Board of Directors. Members may not serve more than three consecutive two year terms on the Board of Directors. Members who have reached the limit of their service may be re-elected to the Board for additional terms after a minimum of two years have passed since the completion of their service.

**Section 3.** The responsibilities of the Society Board of Directors are as follows:

Elect a member of the Board to serve as the chair of the Society Board

Elect a member of the Board to serve as vice chair of the Board

Approve the annual budget

Monitor the growth of the Society

Discuss issues that arise related to the Society

Establish policies and procedures for the Society

Serves as the final court of appeals in all questions of interpretation related to the Society constitution, bylaws and policies and in all matters of chapter discipline

Hire, supervise and evaluate the Executive Director

**Section 4.** The Society Board shall meet at least twice annually.

**Section 5.** Vacancies on the Society Board of Directors shall be filled by majority vote of the remaining Board members for the unexpired term after nominations are requested from all Society chapters.

**Section 6.** A majority of the Directors in office shall constitute a quorum for the transaction of any business, except that if the number of Directors then in office is six or less, then three Directors shall constitute a quorum. If at any meeting of the Board there is less than a quorum present, a majority of those

present may adjourn the meeting, without further notice, from time to time until a quorum is obtained.

**Section 7.** Regular meetings of the Board of Directors shall be held at such place as may from time to time be fixed by resolution of the Board without further notice, or as may be specified in a notice of the meeting. Special meetings may be called at any time by the President or by written request signed by four Directors and submitted to the Secretary, provided written notice is duly served on, sent by mail, or e-mailed or faxed with a follow up confirmatory phone call, to each Director not less than five days before such meeting. Meetings may be held at any time without notice if all the Directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

**Section 8.** A Director or an Officer may be removed from office, with or without cause, upon a vote of a majority of the Directors then in office to remove him or her from office, whenever in the Directors' judgment the best interest of the Corporation would be served thereby, provided that all the Directors have at least 21 days' notice of the proposed removal and the Director or Officer at issue has an opportunity personally to address the Board.

**Section 9.** The Board by resolution may establish Committees of the Board, including an Executive Committee, whose purposes and members shall be established by the Board.

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## **Article XI. – OFFICERS**

**Section 1.** The officers of the Corporation shall be a: Chair, Vice Chair, and Secretary, elected by the Board from amongst the Board members, and such other subordinate officers as the Board of Directors may from time to time appoint or authorize the President to appoint.

**Section 2.** The Chair of the Society Board of Directors, who shall be a current member of the Board at the time of election and serve a two year term, is responsible for the following:

Chair all meetings of the Society's Board of Directors

Establish, in conjunction with the Executive Director, the schedule and agenda for meetings of the Society's Board

Facilitate communication among the Board of Directors

**Section 3.** The Vice Chair of the Board shall serve a two-year term, chair meetings of the Board in the absence of the Chair but does not automatically assume the Chair in the event of a vacancy.

**Section 4.** The Secretary shall serve a two-year term, ensure a process by which meeting notices are sent, meeting minutes are kept, and membership rolls are maintained.

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## **Article XII. – MANNER OF ACTING**

**Section 1.** A majority of the votes cast on a matter where a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these Bylaws.

**Section 2.** Any action required by law to be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of those entitled to vote with respect to the subject matter thereof.

**Section 3.** Any one or more Directors, members, or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or other telecommunications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting. To the extent the law permits, Members and the Board may vote via e-mail and regular mail ballots, and the organization shall be able to conduct meetings in written form where the words are transmitted to all participants (as may be accomplished through the use of a telephone or computer conference).

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## **Article XIII. – DISSOLUTION**

**Section 1.** Dissolution of Charter and Ceasing Operations The Board of Directors may dissolve and cease operations under procedures outlined by Delaware law if three fourths (3/4) of the entire Board votes in favor of articles of dissolution.

**Section 2.** Dissolution of Assets: In the event that the Board of Directors votes to dissolve the charter for the National Society of Collegiate Scholars and cease operating the organization, the organization's assets shall be distributed according to the laws of the State of Delaware. In accordance with these laws, distribution of assets shall occur as follows:

Bona-fide creditors shall be paid first; if any assets remain

A fund shall be established to pay the pensions of vested employees of the National Society of Collegiate Scholars; if any funds remain the Board shall disburse assets consistent with the Society's mission to promote academic excellence, leadership development and community service.

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## **ARTICLE XIV – AMENDMENTS**

**Section 1.** The Bylaws may be amended at any Society Board meeting.

**Section 2.** Amendments may be proposed by any member, chapter advisor, Society National Officer or Society Board of Directors member.

**Section 3.** An amendment must first be ratified by an affirmative vote of two-thirds of the Society Board of Directors, and then presented for Member adoption by a majority of the votes cast by the Chapter representatives.

**Section 4.** Amendments shall not take effect until notification is made to Society members.

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## **ARTICLE XV – INDIANA UNIVERSITY POLICIES AND PROCEDURES**

- **Statement of University Compliance:** This organization shall comply with all Indiana University regulations and local, state, and federal laws.
- **Anti-Hazing Policy:** Hazing is strictly prohibited. Hazing shall be defined as any conduct which subjects another person, whether physically, mentally, emotionally, or psychologically, to anything that may endanger, abuse, degrade, or intimidate the person as a condition of association with a group or organization, regardless of the person's consent or lack of consent.
- **Personal Gain Clause:** This organization, if raising funds, shall ethically raise and distribute profits from organizational functions to either the organization or to members who provide a service that directly benefits the organization. Individual members may not receive compensation from for-profit companies if acting as a representative of a student organization.

*The National Society of Collegiate Scholars at Indiana University agrees to follow the three, aforementioned university clauses.*