



# OMICRON DELTA KAPPA

The National Leadership Honor Society

## Amended and Restated National Bylaws

April 12, 2023

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**Amended and Restated National Bylaws**  
**OF THE OMICRON DELTA KAPPA SOCIETY and**  
**EDUCATIONAL FOUNDATION, INC.**  
**a Kentucky Nonstock, Nonprofit Corporation**

**ARTICLE I – Name**

The name of this organization is The Omicron Delta Kappa Society and Educational Foundation, Inc. (the “Society”).

**ARTICLE II – Purposes**

The purposes for which the Society is formed are set forth in Article III of the Society’s Amended and Restated Articles of Incorporation as now stated and hereafter amended.

**ARTICLE III – Policies**

- A. The Society shall be noncommercial and nonpartisan.
- B. The Society shall have and exercise all powers necessary or convenient to effect its purposes and in particular all powers, if any, as are set forth in its Amended and Restated Articles of Incorporation and in Kentucky Revised Statutes section 273.171 as now stated and as hereafter amended.
- C. The Society may cooperate with other organizations and/or agents or individuals concerned with the promotion of the purposes and objectives of the Society, but no individual shall legally bind the Society without proper authorization of the Board of Trustees of the Society (the “Board of Trustees”).

**ARTICLE IV – Emblem and Seal**

- A. The emblem of the Society shall be a circular key crossed by two (2) bars between which shall appear the Greek letters Omicron Delta Kappa (ΟΔΚ). The upper bar shall contain five (5) stars and the lower bar the date 1914.
- B. This emblem shall be manufactured and distributed under such regulations and specifications as may be adopted and amended by the Board of Trustees as appropriate.

- C. The circular portion of the same design shall constitute the basis for the official seal of the Society which shall be approved by the Board of Trustees and in the custody of the President/CEO.

#### ARTICLE V – Organization and Members

- A. *Organization.* The Society shall consist of an association of all the active circles (chapters) and the initiated members of Omicron Delta Kappa.
- B. *Policies and Procedures Handbook.* The guidelines for membership selection, circle operations, and awards criteria are set out in the Omicron Delta Kappa Policies and Procedures Handbook. The Omicron Delta Kappa Policies and Procedures Handbook will be reviewed by the Mission Committee on an annual basis with approval by the Board of Trustees. Changes in the handbook will be communicated to the circles by August 1 of each year.
- C. *Classes of Members.* There are five (5) classes of members as set forth below:
  - 1. Student Members. Student members shall be those duly selected and initiated into membership as students by a circle of the Society, and they shall be so designated during the remaining period of their collegiate enrollment at the institution of initiation.
  - 2. Faculty and Staff Members. Faculty and staff members shall be those members of the faculty or the administrative staff of a collegiate institution selected and initiated into membership by a circle as faculty and staff members.
  - 3. Alumni Members. Alumni members shall be those selected and initiated by a collegiate circle after graduation.
  - 4. Honorary Members. Honorary members shall be those selected and initiated *honoris causa* by a circle of the Society. Honorary members should have demonstrated outstanding achievements in local, state, national, or international communities.
  - 5. Lifetime Members. Lifetime members shall be those former student members after their graduation or the termination of their collegiate enrollment. Lifetime members also include previously initiated faculty or staff, alumni, or honorary members.
- D. *Voting.* Except as specifically set forth in Article VI.A.2 regarding the election of Student Trustees and Article VI.A.3 regarding the election of Faculty and Staff Trustees, the members of the Society shall not be entitled to vote on any matter pending before the Society.

- E. *Annual Meetings*. The meeting of the Board of Trustees closest in time to July 1 of that year shall be considered and shall constitute the annual meeting of members required by Kentucky Revised Statutes section 273.193.
- F. *Special Meetings of the Members*. Special meetings of the members, unless otherwise prescribed by law, may be called for any purpose or purposes by the President/CEO at the request in writing of the Chair or a majority of the Board of Trustees. The special meeting shall be at a place determined by the Board of Trustees. No business other than that specified in the notice of the meeting shall be transacted at any special meeting. By, or at the direction of the President/CEO or the Chair, written notice stating the place, day and hour of the special meeting and the purpose or purposes for which the special meeting is called, shall be delivered, either personally by mail or electronic transmission, to each member of the Board of Trustees and to each circle at such address (including e-mail address) as appears in the books of the Society, not less than ten (10) nor more than thirty-five (35) days before the date of the meeting.
- G. *Quorum*. The members of the Board of Trustees at an annual meeting or at a special meeting of members in attendance shall constitute a quorum for the conduct of business, regardless of number.
- H. *Remote Communication*. The Board of Trustees, in its sole discretion, may determine that any annual meeting or special meeting of members shall not be held at any place, but shall instead be held solely by means of remote communication pursuant to Kentucky Revised Statutes section 273.195.
- I. *Action Without Meeting*. Any action by the members at a meeting which is required or permitted to be taken by law or the Amended and Restated Articles of Incorporation or these Amended and Restated Bylaws, may be taken without a meeting if a written consent, which consent sets forth the action so taken, is signed by each member of the Board of Trustees and each member, if any, entitled to vote with respect to the subject matter thereof.

#### **ARTICLE VI – Board of Trustees**

- A. *Trustees, Qualifications, and Number*. The Society will be governed by the Board of Trustees, which shall manage the Society and its business, property, and affairs. The

Board of Trustees consists of not less than three (3) members nor more than twenty-nine (29) members. The number of Trustees shall be fixed from time to time by resolution of the Board of Trustees. Each member of the Board of Trustees must be a duly chosen member of the Society. A Trustee need not be a resident of Kentucky. Each Trustee shall hold office until a successor is elected and qualified, or until death, or until such Trustee resigns or has been removed from office in the manner permitted by these Amended and Restated Bylaws and by law. Until otherwise changed as herein provided, the number of Trustees which shall constitute the Board of Trustees shall be as follows:

1. At-Large Trustees. Eighteen (18) members appointed by the members of the Board of Trustees will serve as At-Large Trustees. At-Large Trustees will serve an initial three-year term beginning on July 1 of the year an individual is appointed to the board and may serve one additional three-year term. At-Large Trustees shall not be eligible for election to an additional term until one year after their second term expires. The At-Large Trustees will be divided into three staggered classes based on their terms of service.
  - a. Partial Terms. In the case when an At-Large Trustee is appointed to complete a partial term of one year, that individual may serve two additional three-year terms. In the case when an At-Large Trustee is appointed to complete a partial term of two years, that individual may only serve one additional three-year term.
2. Student Trustees. Three (3) student members elected by the student, through a process established by the Board Nominations Committee on an annual basis, will serve as Student Trustees. Student Trustees will serve a three-year term beginning on July 1 of the year elected to the board. The Student Trustees will be divided into three staggered classes based on their terms of service. All Student Trustees will serve as members of the Mission Committee.
3. Faculty and Staff Trustees. Three (3) faculty and staff members elected by the current faculty advisors and circle coordinators, through a through a process established by the Board Nominations Committee on an annual basis, will serve as Faculty and Staff Trustees. Faculty and Staff Trustees will serve an initial three-year term beginning on July 1 of the year elected to the board and may serve one additional three-year term. Faculty

and Staff Trustees shall not be eligible for election to an additional term until one year after their second term expires. The Faculty and Staff Trustees will be divided into three staggered classes based on their terms of service. All Faculty and Staff Trustees will serve as members of the Mission Committee.

4. National Treasurer. One (1) individual appointed by the members of the Board of Trustees will serve as an ex-officio voting member as the National Treasurer. The National Treasurer will serve a three-year term beginning on July 1 of the year appointed to the board. The National Treasurer may serve additional terms.
  5. National Counsel. One (1) individual appointed by the members of the Board of Trustees will serve as an ex-officio non-voting member as the National Counsel. The National Counsel must be a member in good standing of the bar of at least one U.S. state or commonwealth. The National Counsel will serve a three-year term beginning on July 1 of the year appointed to the board. The National Counsel may serve additional terms. The National Counsel will be a non-voting member of the Board of Trustees.
  6. National Diversity Officer. One (1) individual appointed by the members of the Board of Trustees will serve as an ex-officio voting member as the National Diversity Officer. The National Diversity Officer will serve a three-year term beginning on July 1 of the year appointed to the board. The National Diversity Officer may serve additional terms.
  7. Conference Chair. One (1) individual appointed by the members of the Board of Trustees will serve as an ex-officio non-voting member as the Chair of annual national conference. The Conference Chair will serve a term determined at the pleasure of the Board of Trustees. The Conference Chair will be a non-voting member of the Board of Trustees.
  8. President/CEO. One (1) individual appointed by the members of the Board of Trustees will serve ex-officio non-voting as the President/CEO for so long as such person holds the position of President/CEO (or a similar successor title). The President/CEO will be a non-voting member of the Board of Trustees.
- B. *Emeritus/a Trustee*. A Trustee who serves a complete term may be designated as an Emeritus/a Trustee by the majority vote of the Board of Trustees upon the completion of the individual's service as a Trustee. Other individuals who have served the Society in various senior national leadership capacities (i.e., national vice

president, national treasurer, national counsel) are also eligible to be considered for designation as an Emeritus/a Trustee. An Emeritus/a Trustee may continue to attend and participate in meetings of the Board of Trustees at the pleasure of the Chair, but the individual shall have no vote and shall not be counted in computing a quorum.

- C. *Vacancies.* Vacancies on the Board of Trustees resulting from a Trustee's resignation, death, or inability to serve, from an increase in the number of members of the Board of Trustees, or otherwise shall be filled by the affirmative vote of the remaining members of the Board of Trustees though potentially less than a quorum. The Trustee so appointed shall hold office for the unexpired term of the individual's predecessor in office and until a successor shall have been elected and qualified, and if there is no such predecessor, until the next succeeding meeting of members and until a successor shall have been elected and qualified.
- D. *Removal.* At a meeting of the Board of Trustees called expressly for that purpose, any Trustee may be removed, with or without cause, pursuant to the affirmative vote of a majority of the other members of the Board of Trustees though potentially less than a quorum, whenever in the Board of Trustees' judgment the best interests of Society will be served by such removal.
- E. *Quorum.* A majority of the voting members of the Board of Trustees in attendance shall constitute a quorum for any regular or special meeting of the Board. Except as otherwise required by law, the act of a majority of the Board of Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.
- F. *Meetings.* The Trustees may hold their Board of Trustee meetings, regular or special, at such place within or without the Commonwealth of Kentucky as they may from time to time determine, or they may meet at such place and time as shall be fixed by the consent in writing of all the Trustees. The Board of Trustees will have regular meetings at least four times a year. Regular meetings may be held without notice at such time and place as shall, from time to time, be determined by the Board of Trustees. Special meetings of the Board of Trustees may be called by the Chair on one day's notice to each Trustee, either personally, by mail or by e-mail. Special

meetings of the Board of Trustees shall be called by the Chair in like manner and on like notice on the written request of at least nine Trustees. Notice of any special meeting need not be given to any Trustee, if waived by such Trustee, before, at, or after such special meeting, in writing. Any meeting of the Board of Trustees shall be a duly constituted meeting without any notice or waiver of notice thereof having been given if all the members of the Board of Trustees are present. The Board of Trustees may permit any or all Trustees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may simultaneously communicate with each other during the meeting. A Trustee participating in a meeting by this means shall be deemed to be present in person at the meeting. A Trustee may not vote by proxy. The meeting of the Board of Trustees closest in time to July 1 of that year shall constitute the annual meeting where it shall elect officers.

- G. *Action Without Meeting.* Whenever any action by the Trustees at a meeting is required or permitted to be taken by law or the Amended and Restated Articles of Incorporation or the Amended and Restated Bylaws, such action may be taken without a meeting if a written consent, which consent sets forth the action so taken, is signed by all the Trustees. Such action shall have the same effect as a unanimous vote.
- H. *Tie Votes.* The Board Chair shall vote on a motion only when necessary to make or break a tie vote.
- I. *Parliamentary Procedures.* Robert's Rules (newly revised) of order shall be the guiding document for parliamentary procedure for the meetings of the Board of Trustees.

## **ARTICLE VII – National Officers and Elected Representatives**

- A. *Officers Generally.* Except as otherwise provided in these Amended and Restated Bylaws, the officers of the Society shall be elected each year by the Board of Trustees. Each officer will hold office for the term specified by the Board of Trustees or in these Amended and Restated Bylaws, and until a successor is elected and qualified or until death or until such other resigns or shall have been removed as herein provided. Any two of the designated



offices may be held by the same individual.

- B. *Chair*. The Board of Trustees shall elect a Chair who shall preside at all meetings of the Board of Trustees and who shall appoint all committees and subcommittees. The Chair shall serve a term of one year.
- C. *Chair-Elect*. The Board of Trustees shall elect a Chair-Elect who will serve as the Chair of the Governance and Trusteeship Committee. The Chair-Elect shall have all of the duties of the Chair in the event of the Chair's absence or inability to act. The Chair-Elect shall serve a term of one year.
- D. *Immediate Past Chair*. The Board of Trustees shall elect an Immediate Past Chair. The Immediate Past Chair shall have the duties delegated to him or her by the Board of Trustees, including all of the duties of the Chair in the event of the Chair's and the Chair-Elect's absence or inability to act.
- E. *National Student Vice Chair-Elect*. The National Student Vice Chair-Elect shall be elected through a process established by the Board Nominations Committee on an annual basis. The National Student Vice Chair-Elect must be enrolled in a degree-seeking program at the time of election. The National Student Vice Chair-Elect shall serve a term of one year and shall succeed the National Student Vice Chair following the expiration of the individual's term of office.
- F. *National Student Vice Chair*. The Student Trustee, elected pursuant to Article VII, Section E, shall become the National Student Vice Chair in the individual's second year of service. During the term as National Student Vice Chair, the Student Trustee will also serve as chair of the Student Advisory Board. The National Student Vice Chair shall serve a term of one year.
- G. *Immediate Past National Student Vice Chair*. The Board of Trustees shall elect an Immediate Past National Student Vice Chair. The Immediate Past Student Vice Chair shall have the duties delegated to him or her by the Board of Trustees, including all of the duties of the National Student Vice Chair in the event of the National Student Vice Chair's and the National Student Vice Chair-Elect's absence or inability to act. The Immediate Past National Student Chair shall serve a term of one year.
- H. *President/CEO*. There shall be a President/CEO selected by the Board of Trustees pursuant

to Article VI.A.7. The President/CEO shall be the chief executive officer of Society and shall control the business, affairs, and property of Society, and shall have charge over its officers, employees, and staff. The President/CEO shall sign all certificates, contracts, obligations, and other instruments of Society and shall do and perform such other duties and may exercise such other powers as from time to time may be assigned by these Amended and Restated Bylaws or by the Board of Trustees. The President/CEO shall develop and plan organizational activities, administer the operations of the Society, and represent the Society externally. Notwithstanding the foregoing, the President/CEO will serve on such terms of employment or contractual relationship as the Board may determine in its sole discretion. If the President/CEO is unable to perform any duty because of absence, conflict of interest, infirmity, or otherwise, then the Chair of the Board of Trustees may request that a Vice President of the Society perform any duty or duties identified in writing, which shall include any guidelines regarding the delegation of such authority.

- I. *National Treasurer.* The Board of Trustees shall elect a National Treasurer pursuant to Article VI.A.4. The National Treasurer must be a member of the Society. The National Treasurer will serve for three (3) years without compensation for professional services rendered but shall be reimbursed for expenses in fulfilling the individual's duty of advising the National Officers and Board of Trustees about financial matters pertaining to the Society. The National Treasurer shall prepare an annual budget and present it to the Finance Committee and ultimately to the Board of Trustees for its approval. The National Treasurer shall serve as the chair of the Finance Committee. The National Treasurer shall oversee custody of the funds of the Society and of all investments, bequests, and donations and shall ensure that an accurate account of all moneys received and disbursed is maintained. The National Treasurer shall provide oversight to the deposit of all moneys and valuables in the name of and to the credit of the Society in such banks and depositories, as the Board of Trustees shall designate.
- J. *National Counsel.* The Board of Trustees shall elect a National Counsel pursuant to Article VI.A.5. The National Counsel will serve for three (3) years without compensation for professional services rendered but shall be reimbursed for expenses in fulfilling the

individual's duty of advising the National Officers and Board of Trustees about legal matters pertaining to the Society.

- K. *National Diversity Officer.* The Board of Trustees shall elect a National Diversity Officer pursuant to Article VI.A.6. The National Diversity Officer will serve for three (3) years without compensation but shall be reimbursed for expenses in fulfilling the individual's duty of advising the National Officers and Board of Trustees about matters of social justice, diversity, equity, and inclusivity as pertaining to the Society. The National Diversity Officer will chair the Diversity, Equity, and Inclusivity Committee.
- L. *Conference Chair.* The Board of Trustees shall elect a Conference Chair pursuant to Article VI.A.7. The Conference Chair will oversee the operation and administration of the next annual national conference. The Conference Chair shall serve as an ex-officio non-voting member of the Board of Trustees. The term for the Conference Chair is determined at the pleasure of the Board of Trustees.
- M. *Subordinate Officers.* The Board of Trustees may appoint other officers or agents, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Trustees determine. The Board of Trustees may delegate to any officer the power to appoint any such subordinate officers or agents and to prescribe their respective authorities and duties.
- N. *Removal.* Any officer or agent may be removed, with or without cause, by the vote of a majority of the Board of Trustees whenever in the Board of Trustees' judgment the best interests of Society will be served by such removal.
- O. *Vacancies.* In the event the Board Chair is unable to complete the individual's term, the Chair-Elect shall serve as Chair. In the event any other National Officer or member of the Board of Trustees is unable to complete the individual's term, the Board of Trustees shall elect a member of the Society to replace him or her.

#### **ARTICLE VIII – Corporate Staff, Books, and Records**

The President/CEO shall serve ex-officio as Secretary of the Board for purposes of and shall provide oversight to ensure proper custody of all books and records of the Society and for authenticating records of the Society. The President/CEO shall arrange for the

recording of the minutes of the Board of Trustees and ensure that notices required by the Amended and Restated Bylaws are sent as needed. The President/CEO shall be responsible for the custody of the corporate seal and shall supervise the preparation and submission of a concise statement of work of the Society and of its assets and liabilities at the annual meeting of the Board of Trustees. The Society shall keep at its registered office or principal place of business a record of its members, giving the names and addresses of all members. Members shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose, the Society's relevant books and records of account, minutes, and record of members and to make abstracts there from all as permitted by, and subject to the limitations of, Kentucky Revised Statutes section 273.233 as now stated and as hereafter amended.

#### **ARTICLE IX – Committees**

- A. *Committees Generally.* The Board of Trustees may at any time appoint standing committees to consist of as many members as it deems advisable.
1. The members of a committee shall hold office until the appointment of their successors.
  2. Committee members are normally appointed to serve for a term of one-year which coincides with the Society's fiscal year.
  3. A majority of the members of a committee shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.
  4. The Board Chair shall have the power to fill vacancies in the committees.
- B. *Committee Responsibilities.* Each committee shall take into consideration how it will best sustain the Society's leadership mission, vision, and values, including but not limited to, supporting a diverse and inclusive membership. Each committee shall also take into consideration how its work supports the organization's comprehensive commitment to social justice, fairness, and equity in all of its operations.
- C. *Standing Committees.* There are eight (8) standing committees of the Board of the Trustees: Board Awards; Board Nominations; Development; Diversity, Equity, and Inclusivity;

Executive; Finance; Governance and Trusteeship; and Mission.

D. *Operating or Ad Hoc Committees.* The Society may establish operating or ad hoc committees as necessary. These committees may be appointed by the President/CEO or Board Chair as appropriate.

E. *Board Awards Committee.*

1. There shall be a Board Awards Committee, comprised of the emeriti trustees, past national presidents, and past board chairs. The committee shall have the responsibility to recruit nominations and select the recipients of the Laurel Crowned Circle Award and the Pillars of Leadership Awards. The Board Awards Committee will also nominate emeriti trustees for consideration by the full board and select the new inductees into the Five Star Society. The committee shall consider how the selection processes for award recipients and other honors are equitable and fair.

F. *Board Nominations Committee.*

1. There shall be a Board Nominations Committee. The Board Nominations Committee facilitates the election of duly qualified faculty/staff and student members to the Board as well as elected and appointed positions on the Board (Chair, Immediate Past Chair, Chair-Elect, National Leadership Conference Chair, National Diversity Officer, National Leadership Conference Chair-Elect, National Treasurer, National Counsel).

a. Members of the committee and the chair shall be appointed by the Chair of the Board of Trustees to serve for a term of one year. The chair of the Board Nominations Committee will be the Immediate Past Board Chair. The vice chair of the Board Nominations Committee shall be in the Immediate Past Chair of the Mission Committee. In addition to the chair and vice chair, the committee shall consist of five additional members including at least one student, one Circle Coordinator/Faculty Advisor, one out-going member of the current Board of Trustees, and the President/CEO (non-voting, ex-officio). In addition, the committee should include a trustee member of the following committees: Executive; Development; Diversity, Equity, and Inclusivity; Finance; Governance and Trusteeship; and Mission.

b. The committee's composition shall include both those who have served in national office as well as those who have not, with special consideration being given to diverse

representation in the composition of the committee.

- c. The committee shall be charged with developing a comprehensive slate of officer, faculty/staff trustee, and student trustee candidates that will best serve the Society in fulfilling its mission and is reflective of the membership.

G. *Development Committee.*

1. There shall be a standing Development Committee of at least seven members. The members of the committee shall be appointed by the Chair to serve for a term of one year, and the Development Committee Chair will be appointed by the Chair. Non-Trustees may serve on the committee, but the majority of the committee shall be composed of Trustees.
2. The Development Committee shall consider how the philanthropic dollars received by the Society will be disbursed in a fair and equitable manner, consistent with any restrictions or conditions placed upon such contributions.
3. The Development Committee shall have two subcommittees which will be charged with establishing the following:
  - a. an annual giving subcommittee which will take a leadership role in Trustee solicitation, recruiting a chair for the annual fund campaign, and assisting the committee chair in securing annual gifts at a leadership level, and
  - b. a major gifts and planned giving subcommittee which will focus on assisting with the identification, cultivation, and solicitation of major gift and planned giving prospects, and its work will be coordinated with or folded in to any campaign the Society shall conduct.

H. *Diversity, Equity, and Inclusivity Committee.*

1. There shall be a Diversity, Equity, and Inclusivity Committee of up to 16 members including the National Diversity Officer who will serve as chair. The other members of the committee shall be appointed by the Chair to serve a term of three years. Non-Trustees may serve on the committee.
2. The Diversity, Equity, and Inclusivity Committee shall identify activities and practices that support the recruitment, involvement, and engagement of a multicultural membership. The committee shall establish and evaluate the benchmarks for diversity and inclusion found within Omicron Delta Kappa at all levels of the organization.

3. The Diversity, Equity, and Inclusivity Committee shall also develop programmatic recommendations related to topics of leading in a diverse world and supporting leadership development in marginalized student populations.

I. *Executive Committee.*

1. There shall be a standing Executive Committee chaired by the Chair. The Committee will be composed of the Board Chair, Chair-Elect/Governance and Trusteeship Committee Chair, Past Chair, National Student Vice Chair, National Treasurer/Finance Committee Chair, National Counsel, Mission Committee Chair, National Diversity Officer/Diversity, Equity, and Inclusivity Chair, and Development Committee Chair.
2. The Executive Committee has the authority to act for the Board of Trustees when necessary between meetings of the Board. The Committee shall not have the authority to amend the Society's then current articles of incorporation or the bylaws. All actions taken by the Committee shall be reported to the Board of Trustees within ten days of the meeting at which they were taken and shall be subject to review by the Board.
3. The Committee will meet once a year for the purpose of evaluating the President/CEO's performance in support of the Society's leadership mission, vision, and values with a formal written evaluation to be completed on an annual basis. The annual evaluation will specifically review the President/CEO's performance in relation to overall organizational leadership, human resource management, external relations, financial management, fundraising, board relations, and social justice.

J. *Finance Committee.*

1. There shall be a Finance Committee of at least five members including the National Treasurer who shall serve as chair. The other members of the committee shall be appointed by the Chair to serve for a term of one year. Non-Trustees may serve on the committee, but the majority of the committee shall be composed of Trustees.
2. The Finance Committee shall consider how the resources of the Society will be disbursed in a fair and equitable manner, consistent with the organization's financial requirements.
3. The Finance Committee shall develop and recommend to the Board of Trustees those financial principles, plans, and courses of action that provide for mission accomplishment and organizational financial well-being. Consistent with this responsibility, it shall review

the proposed annual budget and submit it to the Board for its approval. In addition, the committee shall make recommendations with regard to the level and terms of indebtedness, cash management, risk management, financial monitoring and reports, employee benefit plans, signatory authority for expenditures, and other policies that the committee determines are advisable for effective financial management of the Society.

4. Specifically, the Finance Committee shall be charged with the following:
  - a. developing and monitoring the annual budget,
  - b. reviewing quarterly financial statements,
  - c. engaging and overseeing the Society's auditor and receiving the auditor's report,
  - d. ensuring that the Society has adequate risk protection for its Trustees and officers and comprehensive general liability insurance coverage, and
  - e. monitoring investment performance throughout the year and, if constituted, receiving advice from an investment subcommittee.

K. *Governance and Trusteeship Committee.*

1. There shall be a Governance and Trusteeship Committee of at least five members chaired by the Chair-Elect. The other members of the committee shall be appointed by the Chair to serve for a term of one year. Non-Trustees may serve on the committee, but the majority of the committee shall be composed of Trustees.
2. The Governance and Trusteeship Committee shall be charged with the following:
  - a. identifying, educating, cultivating, recruiting, nominating, orienting, mentoring, and evaluating members of the Board of Trustees,
  - b. recommending a policy statement on the role and responsibilities of Trustees,
  - c. annually recommending the strategic goals and objectives for the Society in consultation with the officers and other standing committees, and
  - d. regularly reviewing the Society's then current articles of incorporation and bylaws.
3. The Governance and Trusteeship Committee shall be charged with developing a comprehensive slate of candidates that will best serve the Society in fulfilling its mission and is reflective of the membership.
4. The Governance and Trusteeship Committee also provides oversight on matters pertaining to governance issues and processes including long-range planning and national



nominations. The committee examines how the Board of Trustees is functioning, how Board of Trustees members communicate, and whether the Board of Trustees is fulfilling its responsibilities and living up to the objectives and aspirations set for itself and the organization.

L. *Mission Committee.*

1. There shall be a standing Mission Committee of at least six members. The members of the committee shall be appointed by the Board Chair to serve for a term of one year. The chair of the Mission Committee will be the Faculty and Staff Trustee serving in individual's second year on the Board. All Faculty and Staff and Student Trustees will serve on the Mission Committee. Non-Trustees may serve on the committee, but the majority of the committee shall be composed of Trustees.
2. The Committee is charged to think strategically about matters related to extension to new campuses including those that serve underrepresented populations. In addition, the Committee shall address the health and vitality of existing circles and their members and coordinate the annual review of the Omicron Delta Kappa Policies and Procedures Handbook. Furthermore, the committee will maintain the standard of membership throughout the Society and review all applications from institutions for the establishment of a circle on their campus under the provisions of the Omicron Delta Kappa Policies and Procedures Handbook.
3. The Mission Committee shall consider how the administration of the organization's extension practices, membership requirements, circle standards, policies, and procedures will best serve the mission of the Society and will be coordinated in a fair and equitable manner.

**ARTICLE X – Resignations**

Any Trustee, officer, or committee member may resign the individual's office at any time, such resignation to be made in writing and to take effect from the time of its acceptance by the Society. The acceptance of a resignation shall be required to make it effective.

## ARTICLE XI – Indemnification

- A. The Society agrees to indemnify any Trustee or officer or former Trustee or officer of the Society to the fullest extent permitted by law against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such Trustee or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Society.
- B. A determination as to whether a person is entitled to indemnification under this section shall be made by (1) the Board of Trustees by majority vote of a quorum consisting of Trustees not at the time parties to the proceeding or claim in question, (2) if a quorum cannot be so obtained, by majority vote of a committee of the Board of Trustees duly designated by the Board of Trustees (in which designation Trustees who are parties may participate), consisting solely of two or more Trustees not at the time parties to the proceeding or claim in question and (3) if such a committee cannot be created, by independent legal counsel selected by the Board of Trustees.
- C. The Society may require in connection with reimbursing a person indemnified under this section for attorneys' fees that all such indemnified persons use the same counsel for the same proceeding or claim (or series of related proceedings or claims), except where the use by such indemnified persons of the same counsel would create a substantial conflict of interest or prejudice the defense of any such persons due to the conflicting interests of such persons in the proceeding or claim.
- D. The limitations set forth in this section shall in no way limit the ability of the Board of Trustees to cause the Society to provide additional contractual indemnities to any person or limit the insurance coverage the Society may maintain respecting claims against Trustees, National Officers, other committees, or other persons. By determination of the Board of Trustees, the Society may indemnify such other persons not identified above in such instances where the Board of Trustees deems appropriate.
- E. The Society shall maintain directors and officers' insurance in order to provide appropriate coverage for personnel and volunteer leadership.

## ARTICLE XII – Financial Operations

- A. The Society’s fiscal year shall be July 1 to June 30.
- B. Individuals appointed to Board of Trustees as At-Large Trustees shall cover their own expenses to attend the annual national conference as well as the in-person meetings of the Board.
- C. The expenses for the Student Trustees, Faculty and Staff Trustees, National Treasurer, National Counsel, and Conference Chair to attend the annual national conference and in-person meetings of the Board shall be paid from the national treasury as the Board of Trustees in its discretion may authorize.
- D. No officer or member of the Board of Trustees shall receive any honorarium or compensation from the national treasury unless by specific action of the Board of Trustees.
- E. The President/CEO and the National Treasurer shall be custodians of the funds of the Society. They shall receive and disburse all fees and other monies belonging to the national treasury, shall keep an accurate record of all receipts and disbursements, and shall establish and maintain a bank account(s) in the name of the Society, depositing all receipts in such account(s) and making all disbursements by checks against the account in accordance with existing regulations or by other proper authority.
- F. The President/CEO and the National Treasurer shall submit to the members of the Board of Trustees at least once each quarter an interim financial statement.
- G. The accounts of the Society shall be audited by a qualified auditor that will report to the Finance Committee.
- H. In accordance with Kentucky Revised Statutes section 273.241, as now stated and as hereafter amended, the Society shall not lend money to or use its credit to assist its trustees, officers, or members.

## ARTICLE XIII – Amendments

- A. These Amended and Restated Bylaws may be amended, altered, or repealed in any manner not inconsistent with the Society’s then current articles of incorporation and the laws of the Commonwealth of Kentucky, at any regular or special meeting of the Board of Trustees; *provided* that the Trustees were given written notice of the proposed amendments no less than two weeks prior to such meeting, or that notice of the amendment shall have been waived by all

of the Trustees.

- B. Amendments to these Amended and Restated Bylaws require a two-thirds approval by the Board of Trustees.
- C. These Amended and Restated Bylaws amend and restate all previous constitutions and bylaws of the Society.