

7-2005

# Bylaws as Amended by the Board of Directors, 2005

Society for Values in Higher Education

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Society for Values in Higher Education Bylaws  
As amended by the Board of Directors, July, 2005

ARTICLE I. Meetings of Members of the Society

1. The annual (*Spring*) meeting of the members of the Society shall be held sometime between January and May. At the annual (*Spring*) members' meeting, Directors shall be elected; reports of the President, Executive Director and Treasurer shall be presented for action; *and any other appropriate business shall be transacted.*
2. Special meetings-of the members of the Society may be called by order of the President, or by a request in writing signed by fifteen members of the Society and addressed to the President or Executive Director.

ARTICLE II. Meetings of the Board of Directors

1. The annual meeting of the Board of Directors of the Society shall be held immediately *after* the annual (*Spring*) meeting of the members of the Society. At the annual Board meeting, officers shall be elected; reports of the officers and committees shall be presented; *and any other appropriate business shall be transacted.*
2. Special meetings of the Board of Directors may be held from time to time *by order* of the President, or by a request in writing signed by seven Directors and addressed to the President or the Executive Director.

ARTICLE III. Notice of Meetings

1. Notices of all meetings of members of the Society shall be in writing. They shall clearly state the time and place of meeting, and shall be mailed or delivered to the last known address of each member at least ten days in advance *of the proposed meeting.*
2. Notices of all meetings of the Board of Directors shall be in writing. They shall clearly state the time and place of meeting, and shall be mailed or delivered to the last known address of each Director at least ten days in advance *of the proposed meeting.*
3. The purpose for which any special meeting of the members of the Society or the Board of Directors is called shall be stated in the notice calling the meeting.

ARTICLE IV. Quorums

1. At the annual (*Spring*) meeting and at special meetings of the members of the Society, the presence of, twenty-five members, in person or by proxy, shall constitute a quorum.
2. At meetings of the Board of Directors, the presence in person of seven Directors shall constitute a quorum.

ARTICLE V. Members of the Board of Directors

1. Effective with terms beginning in summer, 2006, the number of Directors shall consist of fourteen voting members: four members from each election cohort, the President, and the Editor of *Soundings, An Interdisciplinary Journal.* For a transitional year beginning in summer, 2005, the number of Directors shall consist of seventeen voting members, including five members from each election cohort, the President, and the Editor of *Soundings.* These limits in the number of Directors notwithstanding, those Directors already serving at the time of the transition may serve until the end of their current term or their resignation, whichever comes first.
2. Directors shall be elected at the annual (*Spring*) meeting of the members of the Society, for terms not exceeding three years, as specified at the time of their election. *Terms shall commence at the end of the summer Fellows' Meeting.* At each election, at least three Directors (four for the transitional year beginning 2005) shall be elected as informed by a mail ballot *of the members,* and no more than two additional Directors shall be elected based on direct nomination from the Nominating Committee. Directors may be elected to succeed themselves for *a total of six consecutive years of service* after which they may not be re-elected for three years, although they may serve on Board committees during this period. Normally, four Directors shall be elected annually. All Directors shall be or become Fellows of the Society at the time of their election to the Board.

ARTICLE VI. Members of the Society

1. All persons who, on September 1, 1962, are members of the National Council on Religion in Higher Education, and all persons designated on that date by the Danforth Foundation as Danforth

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Teaching Fellows, shall be members, unless they indicate otherwise. Thereafter, all persons elected as Danforth Fellows, Kent Fellows, or to other fellowships, awards or honors as *the Board of Directors may, from time to time, determine to constitute eligibility for membership*, shall be invited to become members.

2. Other persons shall be eligible for election as members by the Board of Directors upon recommendation of the Membership and Fellows' Services Committee.
3. Membership shall become effective after notification from the Society, written acceptance by the invited member, and payment of the membership dues stipulated by the Board of Directors. Membership shall be for life, unless terminated by resignation, failure to pay the stipulated dues for two consecutive years, or action by the Board of Directors at its discretion.
4. Members shall be known as "Fellows" of the Society for Values in Higher Education.
5. Every member shall be entitled to one vote at all meetings of the members of the Society.

ARTICLE VII. Officers and Their Duties

1. The officers of the Society shall be: President, Vice President, Secretary, Treasurer, Assistant Treasurer, Executive Director, and, if necessary, one or more Assistants to the Executive Director.
2. The President shall be elected by the Board as President and Director for a three-year term and may be re-elected for a second term. If, however, a newly-elected President is already a member of the Board, this person would be eligible for two terms as President. In addition, such election would create a vacancy on the Board, to be filled in the appropriate manner.

The President shall preside at all meetings of the members of the Society, and shall act as Chair of the Board of Directors and of the Executive Committee of the Board.

The President shall act ex officio as a member of all committees and shall perform such other duties as are usually connected with this office. When

vacancies occur in the Professional staff of the Society, the President, with the concurrence of the Executive Committee, shall appoint a search committee.

3. The Vice President, Secretary and Treasurer shall be elected from among the members of the Board of Directors. They shall serve one-year renewable terms *beginning at the end of the-summer Fellows' Meeting* of the year of their election and ending *at-the end of the summer Fellows' Meeting* of the following year.
4. The Vice President shall aid the President in the performance of the duties of the office, and in the absence or disability of the President shall perform *that office's duties*.
5. The Secretary shall keep a record of the proceedings of all meetings of the members of the Society and of the Board of Directors. The Secretary shall be the custodian of the corporate seal.
6. The Treasurer shall receive and disburse all funds of the Society unless otherwise ordered by the Board of Directors. *The Treasurer shall have the accounts audited annually by an accountant not connected with the Society. After review by the Finance Committee, the Treasurer shall submit the accounts, with the auditor's report, to the annual meeting of the members of the Society.* The Treasurer shall chair the Finance and Investment Committee.
7. The Assistant Treasurer shall aid the Treasurer in the performance of the duties of the office, and in the absence or disability of the Treasurer shall perform *that office's duties*.
8. *The Executive Director is the chief executive officer of the Society and is employed by the Board of Directors to manage the operations of the Society. The Executive Director serves at the pleasure of the Board.*

*The Executive Director shall coordinate the implementation of Board policies and the general management of the Society's program of activities and services with the President and Executive Committee of the Board, under the direction of the Board and in accordance with provisions of the*

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*Bylaws, Articles of Incorporation and specific directives of the Board.*

*The Executive Director shall organize and manage day-to-day operations of the Society, including but not limited to official correspondence with the Board, Fellows of the Society, and external publics, public relations, fundraising and member recruitment.*

*The Executive Director is the chief financial officer of the Society, working under the direction of the Treasurer and Finance Committee, and may enter into contracts on behalf of the Society, receive and encumber funds of the Society within the limits set by the Board.*

*The Executive Director is responsible for authorizing expenditures for Committee activities, and is responsible for seeing that the overall annual budget for the Society, as approved by the Board, is adhered to.*

*The Executive Director shall be a member, ex officio, without vote, of all standing committees of the Society and of the Board, unless otherwise voted by the Board. Other duties not included in this Article may be required of the Executive Director from time to time by the Board.*

The Executive Director shall notify the officers and all members of committees of their election or appointment. The Executive Director shall issue notices of all meetings of the members of the Society and of the Board of Directors.

9. The Board of Directors shall be empowered to fix remuneration for any officer or employee of the Society, and may temporarily appoint any officer or director to fill a vacancy until the next annual meeting, and may appoint any member to fill a vacancy in any office or on the Board of Directors temporarily until its next annual meeting.

ARTICLE VIII. Committees of the Board of Directors

1. The Standing Committees of the Board of Directors shall be: Executive; Nominating; Finance and Investment; Development and Projects; Program; Membership; and Communications.

The President may appoint such other committees as may be necessary from time to time unless otherwise voted by the Board of Directors.

2. The Executive Committee shall consist of the following members: the President, *who shall chair the committee*; the Vice President; Secretary; and Treasurer; and the Executive Director, ex officio and without vote. Three members of this committee shall constitute a quorum for the transaction of business.

This committee shall be responsible for the direction of the Society between meetings of the Board, with power to act in the name of the Board.

*The Executive Committee shall be authorized to approve major budget reallocations within the overall limits set by the Board, but the Board of Directors must authorize any proposal to increase total expenditures above the overall limits of the annual budget set by the Board.*

All actions of the Executive Committee shall be reported to the Board at the earliest opportunity.

The Executive Committee shall establish personnel policies and procedures for staff members and employees of the Society. It shall regularly review the performance and the salaries and benefits of the Executive Director. Whenever a vacancy occurs in the Executive Directorship of the Society, this committee, upon receiving a recommendation from a properly constituted search committee, *shall present a recommendation for a new Executive Director to the Board.*

The Executive Committee shall appoint the members of other committees.

3. The Nominating Committee shall consist of five members such that fewer than a majority are also Officers. The Nominating Committee nominates candidates for membership to the Board.

Each year the Nominating Committee shall solicit from the Fellows of the Society recommendations for nominations to the Board, prepare a slate with more candidates than vacancies for each Board position to be elected, *and schedule elections to be held at the Annual (Spring) Meeting* of the members of the Society. When unscheduled vacancies occur, the Nominating Committee shall act to see that they are filled.

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The Nominating Committee shall also nominate persons for election as officers of the Society, except that nomination of the Executive Director shall be made by the Executive Committee.

4. Membership on the remaining Standing Committees shall consist of at least two Directors, one of whom shall be the Chair, and a number of Associate Directors.

Associate Directors are *non-Board* Fellows who serve on Standing Committees of the Board. Directors who are members of Standing Committees shall propose a list of Associate Directors for their Committees for confirmation by the Board. Associate Directors shall serve renewable annual terms.

5. The Finance and Investment Committee shall be chaired by the Treasurer and shall consist of at least two Directors and, as deemed necessary, a number of Associate Directors. This committee shall prepare the annual budget of the Society for approval by the Board. This committee shall also have the power to make and to change investments, and may from time to time sell any part of the securities of the Society or rights and privileges that may accrue thereon.

The committee is empowered to establish relationships with securities agents as appropriate to ensure prudent management of the assets of the Society.

The committee shall be deemed to be in continuous session and may act without formal notice of meeting, and the joint action of the Chair and one other Director who is a member of the committee shall be valid and binding. In the case of the absence or disability of the Chair, the President shall have authority to exercise all the powers and to perform the duties of the Chair of the committee, both as an officer of the Society and as a member of the committee.

6. The Development and Projects Committee shall consist of at least two Directors, one of whom shall serve as Chair, and a number of Associate Directors. This committee shall work with the Executive Director and the President on plans and strategies for long-term development of the organization and shall be responsible for oversight of fund-raising efforts.

The committee shall also initiate and plan Society-sponsored projects and present them to the Board for approval; develop and pursue fund-raising strategies for approved projects; recommend to the Board project directors and advisory committees for approved projects; and implement evaluation procedures for Society-sponsored projects.

7. The Program Committee shall consist of at least two Directors, *one of whom shall serve as Chair*, and a number of Associate Directors.

This committee shall initiate, plan and review for approval and implementation such programs as are deemed appropriate for fulfilling the purposes of the Society. These programs include the Annual Fellows' Meeting, regional meetings, and other conferences of the Society. The Program Committee shall be responsible for oversight and evaluation of the programs of the Society.

8. The Membership committee shall consist of at least two Directors, one of whom shall serve as Chair, and a number of Associate Directors.

This committee shall review and recommend to the Board candidates for membership in the Society, as well as policy on the qualifications for membership and the procedures for nomination.

It shall also advise the Executive Director in the execution of the continuing services provided to the Fellows through the Executive Director's Office.

9. The Committee on Communications shall consist of at least two directors, one of whom shall serve as Chair, and a number of Associate Directors. The editor of *Soundings* shall serve *ex officio* as a member of the committee. The committee shall initiate, plan, and oversee communications, printed or electronic, between the Board of Directors, the Executive Director's Office, and the Fellows of the Society.

#### ARTICLE IX. Council of Senior Fellows

1. The Council of Senior Fellows will provide advice to the Board of Directors and, especially, to the Officers of the Society, at the request of the Board or officers. *Formal actions of the Council will be subject to approval by the Board. All such actions*

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*shall be coordinated through the Executive Director.*

provided notice of such proposed amendment has been duly given in the call of the meeting.

2. Senior Fellows will be elected for life. The Executive Director will solicit suggestions of persons widely recognized for their long-term service to the Society and will submit nominees to the Board of Directors for confirmation.

Fellows who have been selected by the Board to give Fellows Lectures or Memorial Lectures shall be invited to become members of the Council of Senior Fellows.

3. The Board of Directors will select one member of the Council to be a liaison to attend Board meetings ex officio and without vote.

ARTICLE X. Financial Exigency, Termination of the Society and Notice to Employees

1. A state of financial exigency may be declared by majority vote of a quorum of Directors present at a regular or special meeting of the Board called according to the provisions of these Bylaws.
2. The Board will notify the membership, either at the annual (Spring) meeting of the members, or a special meeting called according to the provisions of these Bylaws.
3. The Board will promote discussion of the issue at a regular or special meeting of the Board called according to the provisions of these Bylaws.
4. The decision to terminate the existence of the Society for financial or other reasons shall be made by vote of the Board at a regular or special meeting of the Board called according to the provisions of these Bylaws.
5. In the case of financial exigency, or the decision to terminate the existence of the Society, the Executive Director and any other employees must receive at least 90 days notice before termination of their employment.

ARTICLE XI. Amendments

1. These Bylaws may be amended at any annual meeting or special meeting of the members of the Society or at any meeting of the Board of Directors,