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Bylaws as Amended by the Board of Directors, 2016

Society for Values in Higher Education

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Society for Values in Higher Education Bylaws
As amended by the Board of Directors, January 2016

ARTICLE I. Meetings of Members of the Society

1. The annual meeting shall be held sometime between May and October. At the annual members' meeting, new Directors shall take office; 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 25 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 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 delivered to the last known address or email 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 delivered to the last known address or e-mail 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 meeting and at special meetings of the members of the Society, the presence of 25 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. The number of Directors shall consist of fourteen voting members: four members from each election cohort, the President, and the Treasurer.

2. At least three Directors shall be elected as informed by a mail or e-mail ballot of the members, and no more than two additional Directors may 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. Directors shall take office at the end of the annual meeting of the members of the Society, for terms not exceeding three years, as specified at the time of their election.

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 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. Membership shall become effective after 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.

3. Members shall be known as "Fellows" of the Society for Values in Higher Education.

4. Every member shall be entitled to one vote at all meetings of the members of the Society.

Society for Values in Higher Education Bylaws
As amended by the Board of Directors, January 2016

ARTICLE VII. Officers and Their Duties

1. The officers of the Society shall be: President, Vice President, Secretary, Treasurer, Assistant Treasurer (when necessary), Executive Director, and, if necessary, one or more Assistants to the Executive Director.

2. The President and Treasurer shall be elected by the Board to their offices and as Directors for a three-year term and may be re-elected for a second term. If a newly-elected President or Treasurer is already a member of the Board, this person would be eligible for two terms. In addition, such election would create a vacancy on the Board, to be filled in the appropriate manner.

3. 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.

4. 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.

5. The Vice President and Secretary 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.

6. 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.

7. The Secretary shall keep a record of the proceedings of all meetings of the Board of Directors.

8. 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 reviewed or 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.

9. 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.

10. 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 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.

11. The Board of Directors shall be empowered to fix remuneration for any officer or employee of the

Society for Values in Higher Education Bylaws
As amended by the Board of Directors, January 2016

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 election cycle.

ARTICLE VIII. Committees of the Board of Directors

1. It is a duty of the Board of Directors to generate, identify, and advance such projects as are consistent with the mission of the Society.

12. The Standing Committees of the Board of Directors shall be: Executive; Nominating; Finance and Development; Program; and Membership.

3. The Board may constitute ad hoc committees to execute well-defined and, generally, term-specific projects on its behalf. The membership of ad hoc committees may include members drawn from the Board of Directors and the membership of the Society at large.

4. 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 (with at least one member having been elected to the Board by the membership of the Society) 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.

45. 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 in the Spring by paper and/or electronic ballot. When unscheduled vacancies occur, the Nominating Committee will recommend someone to fill a vacancy until the next election and slate of candidates. That person will then be confirmed by the full Board.

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.

6. Membership on the remaining Standing Committees shall consist of at least three Board members and no more than five members total.

7. The Finance and Development Committee shall be chaired by the Treasurer. 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. 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.

Society for Values in Higher Education Bylaws
As amended by the Board of Directors, January 2016

8. The Program 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.

9. The Membership committee shall cultivate new members for the Society and develop and implement (with Board approval) strategies for increasing membership.

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 shall be coordinated through the Executive Director.

2. Senior Fellows will be elected for life. The Nominating Committee 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.

The Board of Directors may 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.

The Board will notify the membership, either at the annual meeting of the members, or a special meeting called according to the provisions of these Bylaws.

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.

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.

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