

CONSTITUTION OF THE NATIONAL COLLEGIATE HONORS COUNCIL

ARTICLE I

NAME

The name of this organization is The National Collegiate Honors Council. Its name is normally abbreviated NCHC.

ARTICLE II

DURATION

The duration of the organization is perpetual.

ARTICLE III

LEGAL STATUS, REGISTERED OFFICE, AND REGISTERED AGENT

The National Collegiate Honors Council is a public benefit organization. It is structured and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

Within the limitations, guidelines, and restrictions of the current Section 501 (c)(3) of the Internal Revenue Code, NCHC shall have all the powers and authority permitted by applicable federal and state nonprofit corporations acts. It is operated exclusively for charitable, educational, cultural, and civic purposes, and it may generally receive and administer gifts of property for charitable, educational, scientific, cultural, literary, and civic purposes as before provided and within the meaning of section 501(c)(3) of the Internal Revenue Code.

The organization is normally affiliated with an institution of higher education, which may change from time to time. The organization's registered agent is the Executive Director who speaks for NCHC in public fora and acts as the voice of the organization.

ARTICLE IV

PURPOSES

NCHC promotes and advances honors education, honors programs, and honors colleges in institutions of higher learning. It is committed to academic excellence in

higher education and to the advancement of equity, diversity, and inclusion in any and all aspects of its operations.

ARTICLE V

GENERAL PRINCIPLES

The National Collegiate Honors Council, as established in this Constitution, in NCHC's Bylaws, and in the organization's Policies and Procedures Manual, and other applicable governing documents, is committed to the principles of participatory democratic governance, transparent operations, appropriate checks and balances, and proper delegation of authority. All members of the governing bodies of NCHC and its employees are expected to adhere to the highest standards of professional conduct, and no one may assume any NCHC office or position without having first agreed in writing to NCHC's Conflict of Interest Policy.

NCHC shall not have nor shall it exercise any power or authority, expressly, by interpretation, or by operation of law, nor shall it engage in any activity that would prevent it from qualifying and continue to qualify as an organization as described in Section 501 (c)(3) of the Internal Revenue Code as it now exists or may be amended.

No NCHC director, officer, member, or any private individual may benefit financially from the assets or earnings of NCHC except as NCHC authorizes or empowers payment of reasonable compensation for services actually performed, and to make reimbursement in reasonable amounts for expenses actually incurred on behalf of NCHC.

No director, officer, or employee of NCHC shall engage in any propagandistic, partisan political, or other activity in an attempt to influence legislation, or to any extent participate or intervene in any political campaign, to include the publication or distribution of statements or other material, on behalf of any candidate for public office, nor shall NCHC partake in any "prohibited activity" as defined in Section 501 (c)(3) of the Internal Revenue Code as it now exists or may be amended.

NCHC shall distribute its income for each taxable year at a time and in such a manner so as not to subject the organization to tax on undistributed income in accordance with the relevant sections applicable federal and state revenue codes. NCHC shall not engage in any act of self-dealing, shall not retain any excess business dealings, shall not make any investments in a manner that subject it to tax under pertinent sections of the Internal Revenue Code, and shall not make any taxable expenditures that would make it subject to tax under pertinent sections of the United States Internal Revenue Code.

ARTICLE VI

MEMBERSHIP

Membership in The National Collegiate Honors Council is open to honors deans and directors, honors faculty, honors administrators, honors students, to any other interested individuals in institutions of higher education, to professional organizations and to their members with interests similar to those of NCHC, and to those with an interest in honors education. Types of membership and dues structures are set forth in the Bylaws.

ARTICLE VII

GOVERNANCE

The governing authority of the NCHC is its membership when convened at the annual business meeting. An elected Board of Directors acts on the membership's behalf at other times of the year. The Board is composed of an Executive Committee of officers and members, all of whom are elected by the voting members of the organization. The composition of the board, requirements and eligibility for board service, the manner of their election, and the terms of their service are set forth in the Bylaws. Meetings of the Board of Directors are established by the board, and regulations governing the determination of times and places of meetings are set forth in the Bylaws. Proxy voting is not permitted at the Board of Directors Meetings.

The members of the Executive Committee are: The President; The President-Elect; the Vice-President; The Immediate Past President; The Secretary; and The Treasurer. Terms of office and the duties of individual officers are set forth in the Bylaws.

The Board of Directors establishes a time and place for an Annual National Conference and an Annual Business Meeting. The board will prepare an agenda for the meeting, and it will be distributed to the membership with ample time for members to consider it. The agenda may be amended at the meeting. Motions proposed by members at the Annual Business Meeting must be consistent with the Constitution and Bylaws to be in order. No motion to alter the time and place of the annual business meeting shall be in order, nor shall any motion that would conflict with the contractual obligations or fiduciary responsibilities of NCHC be in order. Proxy voting is not permitted at the annual business meeting.

ARTICLE VIII

AMENDMENTS TO THIS CONSTITUTION

Amendments to this Constitution may be adopted as provided in the Bylaws and as are required by applicable federal and state nonprofit corporations acts.

ARTICLE IX

PUBLICATION OF GOVERNANCE DOCUMENTS

A current copy of the Constitution and Bylaws of The National Collegiate Honors Council shall be posted on the organization's webpage or otherwise be made available to the membership.

ARTICLE X

RESOLUTION ON THE NATIONAL COLLEGIATE HONORS COUNCIL'S HEIRS

In conformity with the legal requirements to designate an heir should the National College Honors Council cease to exist as a corporation as specified in its Articles of Incorporation, the National Collegiate Honors Council hereby resolves that its heirs shall be those non-profit members of the organization who are in good standing for the year prior to its legally recognized demise. An institutional member in good standing shall be understood to be one that it has paid its dues for that year. The heirs are to share equally in the estate of the National Collegiate Honors Council after all its outstanding financial obligations have been met. Under no circumstances are the heirs to be held liable for any debts or other obligations which the National Collegiate Honors Council may have incurred during its existence.

ARTICLE XI

RATIFICATION OF THIS CONSTITUTION

This Constitution shall become effective upon a two-thirds (2/3) majority favorable vote of the membership.

BYLAWS OF THE NATIONAL COLLEGIATE HONORS COUNCIL

MEMBERSHIP

Section 1. Types of Membership. The types of membership in NCHC are:

1. Institutional Membership:

- a. Institutional membership is open to accredited institutions of higher learning. In the instance of an institution with physically separate campus locations, each campus location shall pay Institutional Member dues if the campus' honors program/college has its own designated budget; based on

each campus' FTE undergraduate enrollment. Single institutions with multiple honors programs/colleges with separate budgets may acquire Institutional Memberships for each program or college. Each institutional member shall designate a representative who may cast the vote of the institutional member.

- b. Students who are members of any NCHC-member honors institution are eligible to participate in all NCHC student activities including: all grants and awards including Student of the Year Award, Board candidacy or membership, and all NCHC experiential programs including, but not limited to, Partners in the Parks projects, Honors Semesters and Winterims, and *UReCA* editorship. Student board members have full voting rights during their term.

2. Individual Membership:

- a. **Professional Membership:** (Voting Membership) Open to all active faculty, administrators and professional staff of a current Institutional Member. Provides all member benefits as designated for the institutional contact.
- b. **Non-Institutional Professional Membership:** (Non-Voting Membership) Open to all active faculty, administrators and professional staff of an accredited institution Non-Institutional Member. Provides all member benefits as designated for the institutional contact.
- c. **Lifetime Membership:** (Voting Membership) Open to faculty, administrators and professional staff of a current Institutional Member upon payment of a one-time fee. Provides all member benefits as designated for the institutional contact.
- d. **Affiliate Membership:** (Voting Membership) Open to all former honors faculty, administrators, professional staff, and alumni, retired or no longer associated with an accredited institution, including NCHC National Office staff. Provides all member benefits as designated for the institutional contact.
- e. **Honorary Membership:** (Voting Membership) In recognition of distinguished service to honors education, Honorary Membership is conferred by the NCHC membership upon recommendation of the Board of Directors. Provides all member benefits as designated for the institutional contact.
- f. **Complimentary Membership:** (Non-Voting Membership) At the discretion of the Board of Directors on an annual basis.
- g. **Organizational Associate Membership** (Non-Voting Membership) Organizational Associate Membership is open to any public or private association or organization that is supportive of honors education and of the mission of NCHC, but that is not eligible to become an institutional member, subject to annual approval by the Board of Directors. Provides all member benefits as designated for the institutional contact. [December 2018]

Section 2. Annual Dues. Dues shall be established by a vote of the membership on recommendation of the Board of Directors. Dues shall not be required of honorary or complimentary members. Until changed by the membership, the due structure established for 2018 shall remain in effect. The categories of dues-paying membership shall be:

1. Institutional Member
2. Individual Membership
 - a. Professional Membership \$150
 - b. Non-Institutional Professional Membership \$500
 - c. Lifetime Membership \$3,000
 - d. Affiliate Membership \$100
3. Organizational Associate Membership \$1,000

THE BOARD OF DIRECTORS

RESPONSIBILITIES.

The Board of Directors governs the National Collegiate Honors Council between Annual Business Meetings on all matters not explicitly the responsibility of the National Officers or the Executive Director, or any duties not assigned to specific individuals as set forth in the NCHC Constitution, these Bylaws, or the Policies and Procedures Manual.

The Board of Directors serves as the strategic planning body of NCHC, reviews and approves the annual NCHC budget, establishes a schedule of not fewer two regular meetings each year, including a meeting at the Annual National Conference, creates Permanent and Constituent committees required to carry out the business of NCHC, and dissolves those it determines are no longer necessary.

The Board of Directors establishes the time, place and registration fee for the Annual National Meeting and consults with the President-Elect on arrangements for the meeting, and establishes the date, time, place, and agenda for the Annual Business Meeting.

The Board of Directors recruits and selects the chief administrator, the Executive Director, as an at-will employee of the NCHC, delegates authority as necessary and appropriate to allow the chief administrator to perform the responsibilities of the office, modifies as appropriate the duties of the chief administrator, and establishes criteria for evaluation of the chief administrator. The Board of Directors also may adopt policies and procedures consistent with the NCHC Constitution and these Bylaws.

The Finance Committee, the Governance Committee, the Programming Committee, and the Publications Board are Permanent committees; each of the permanent committees must have at least one board member serving on it. Members of the Governance Committee must be a members or former members of the NCHC Board of Directors. Constituent committees represent areas of interest (such as Honors Advising

Committee, International Education Committee, Large Research Committee, Major Scholarship Committee, Science, Math, Sustainability, Small College, Two-Year College, Student Activities); committee members are appointed by the President-elect. All committees are governed by the practices outlined in this paragraph and by the procedures established in the NCHC Policies and Procedures Manual. At its pleasure, the Board may create constituent and ad hoc committees. The Annual Meeting Planning Committee is an ad hoc committee that is reconstituted annually. Constituent committees remain in existence until and unless otherwise dissolved by the Board. Committees are required to submit a written report to the Board annually; failure to submit a report in two consecutive years is prima facie grounds for dissolution of that committee. The Board of Directors may require other reports as outlined in the Policies and Procedures Manual. In consultation with each committee, committee charges are formulated by the Board.

The Board approves a list of NCHC Approved Program Reviewers, and NCHC National Office maintains and makes the list available to the membership.

The Board may enter into activities and agreements with other parties or organizations that result in benefits to NCHC and its members, and it may also establish practices or authorize individuals to perform services that benefit NCHC and its members.

The Board authorizes the induction from among NCHC membership Fellows of the National Collegiate Honors Council in recognition of their outstanding service to the organization. Fellows are inducted at the Annual National Conference. Details on the process for the identification and election of Fellows are specified in the Policies and Procedures Manual.

Actions of the Board Directors are by majority to approve or reject a motion made and seconded by members of the board to adopt. No portion of any committee report, part of a committee report, or other recommendation will be considered to be adopted as policy absent a vote of approval. A motion by the board to accept in whole or in part a committee report or other recommendation does not bind the board to adopt the provisions of that report, part of that report, or other recommendation.

COMPOSITION.

The Board of Directors is comprised of twenty voting members: The elected officers; President, President-Elect, Vice-President, Immediate Past-President, Secretary, and Treasurer; nine at-large professional members; five student members; and a Parliamentarian, ex officio, non-voting.

QUALIFICATIONS FOR BOARD MEMBERSHIP.

Elected Officers and Professional Members. All candidates for positions as Officers or Professional At-Large Members of the Board of Directors must at the time of nomination be institutional member representatives or professional members of NCHC

and must continue to be institutional member representatives or professional members of NCHC during their terms of office. All candidates for positions as Officers or Professional At-Large Members of the Board of Directors must at the time of nomination be institutional member representatives or professional members of NCHC and must continue to be institutional member representatives or professional members of NCHC during their terms of office; should have at least three years experience in honors education, significant involvement in their campus programs, and service in their regionals and/or NCHC.

Student Members. Candidates for student positions on the Board of Directors must be enrolled students at NCHC member institutions in good standing and must demonstrate institutional or other financial support to attend at least two Board meetings per year.

TERMS OF OFFICERS.

President (One-Year Term). The President-Elect becomes President at the beginning of the fiscal year on January 1, when the term of the outgoing President ends, or in the event of the death, permanent incapacity, or resignation of the President. The President serves until the conclusion of their originally scheduled term as President. The President also speaks for NCHC in public fora and acts as the voice of the organization; presides at the NCHC Annual Business Meeting and at NCHC events; presides at the meetings of the NCHC Board of Directors and of its Executive Committee; reports on the business of NCHC annually and at other times as requested by the Board of Directors; appoints ad hoc committees as necessary to carry out the business and mission of NCHC; serves as a member of the NCHC Executive Committee; and assumes other duties as provided in the Bylaws or as assigned by the Board of Directors, consistent with the NCHC Constitution and Bylaws.

President Elect (One-Year Term). The Vice-President becomes President-Elect on January 1, or in the event of the death, permanent incapacity, or resignation of the President-Elect. The individual serves through December 31. The President-Elect chairs the NCHC Conference Planning Committee; performs the duties of the President in the President's absence; appoints chairs and members of NCHC standing committees to terms that begin when the President-Elect assumes the office of President; serves as a member of the NCHC Executive Committee; and assumes other duties as provided in the Bylaws or as assigned by the Board of Directors.

Vice-President. The Vice-President is elected by the membership and the individual's term begins on January 1. The Vice-President serves through December 31. The Vice-President serves on the NCHC Conference Planning Committee; serves as a member of the Executive Committee; and assumes other duties as provided in the Bylaws or as assigned by the Board of Directors.

Immediate Past-President (One-Year Term). The President becomes Immediate Past-President on January 1 and serves through December 31. The Immediate Past-President chairs the Governance Committee, solicits volunteers to serve on NCHC

committees and transmits this information to the President-Elect, serves as a member of the Executive Committee, and assumes other duties as provided in the Constitution, these Bylaws, or as assigned by the Board of Directors consistent with the Constitution and these Bylaws.

Secretary (Three-Year Term). The secretary is elected by the membership, and the Secretary's term begins on January 1. The Secretary serves a three-year term that runs through December 31. The Secretary serves as the secretary for and takes minutes of the Annual Business Meeting, meetings of the Board of Directors, and meetings of the Executive Committee; reports actions taken by the Board of Directors to the membership; reports actions taken and recommendations of the Executive Committee to the Board of Directors; serves as a member of the Executive Committee; and performs other duties as provided in the Bylaws or as assigned by the Board of Directors consistent with the Constitution and Bylaws.

Treasurer (Three-Year Term). The Treasurer is elected by the membership and serves a three-year term. The Treasurer's term begins on January 1. The Treasurer's term runs through December 31. The Treasurer oversees the collection of all fees and dues owing to the NCHC; oversees NCHC funds and their deposit in a manner consistent with the Constitution and Bylaws, and with the Policies and Procedures Manual of NCHC; makes an annual financial status report to the membership at the Annual Business meeting, and submits annually or at any time so requested by the Board of Directors, a complete and verified statement of the financial condition of NCHC; serves as a member of the Executive Committee; and performs other duties as provided in the Bylaws, the Policies and Procedures Manual, or as assigned by the Board of Directors consistent with the Constitution and Bylaws.

ELECTION OF MEMBERS, RESPONSIBILITIES, AND TERMS OF OFFICE OF BOARD MEMBERS.

At-Large Professional Members. At-Large Professional Members serve three-year terms and must be designated institutional representatives or professional members of NCHC in good standing. Three At-Large members are elected each year. Members' terms begin on January 1 and run through December 31.

Student Members. Four student members serve two-year terms and one member serves a one-year term. Student members' terms begin on January 1 and run through December 31.

Vacancies. In the event of death, incapacity, resignation, or abandonment of office of an At-Large Member or Student Member of the Board of Directors, the unelected candidate who received the highest number of votes in the most recent election for the Board of Directors and who is willing to serve will be appointed by the President to serve the unexpired term. If the candidate is unable or unwilling to serve, the Board of Directors will continue down the list of unelected candidates from the last election.

ANNUAL NATIONAL CONFERENCE AND ANNUAL BUSINESS MEETING

Time and Place of the Annual National Conference and Annual Business Meeting. The Board of Directors determines the time and place of the Annual National Meeting and an Annual Business Meeting. The Board prepares the agenda for the Annual Business Meeting and ensures its distributed to the membership in a timely manner. The agenda may be amended at the meeting, except that motions to alter the time and place of the meeting or that conflict with the contractual obligations or fiduciary responsibility of NCHC are not in order. Motions to advise the Board of Directors on the time and place of the Annual Business Meeting are in order.

INTERIM SUCCESSION

In the case of death, incapacity, or resignation of the NCHC President, President Elect, Vice-President, Secretary, or Treasurer, the Board of Directors will determine the interim succession to these offices

RULES OF PROCEDURES AND VOTING IN NCHC MEETINGS

The current edition of *Robert's Rules of Order* governs on all matters not covered in the NCHC Constitution, Bylaws, and Policies and Procedures Manual.

The President appoints a member of NCHC in good standing who is not an Officer or an At-large Member of the Board of Directors to serve as Parliamentarian for the Annual Business Meeting and for each meeting of the Board of Directors. In the absence of the Parliamentarian, the President designates a member of the Board as Parliamentarian pro tem.

Voting at the Annual Business Meeting is by voice. Voting in Board of Directors is normally by voice, but a request by two or more board members for a roll call vote will be honored. Voting in NCHC committees, ad hoc committees, and special interest sections follows the practice for meetings of the Board of Directors. Proxy voting is not permitted NCHC meetings, to include meetings of the Board of Directors, the Annual Business Meeting, meetings of NCHC standing committees, ad hoc committees, and special interest groups.

Between scheduled meetings the Board of Directors may meet electronically to discuss business issues and vote so that the business of NCHC can be conducted in a timely manner.

BONDING, INSURANCE, AND INDEMNIFICATION

All employees of NCHC are bonded to the extent required by the NCHC Policies and Procedures Manual.

NCHC indemnifies each National Officer, At-Large Member of the Board of Directors, employee, or agent of NCHC when allowable by the laws of the of appropriate jurisdiction, for expenses reasonably incurred in connection with any action, suit, or proceeding completed, pending, or threatened in which such person may be involved as a result of that individual's position with NCHC by the purchase of insurance, provided that such individuals are permitted to elect in writing not be included is such insurance protection. Such indemnification may be made only in accordance with the laws of the appropriate jurisdiction and are subject to conditions prescribed therein.

AMENDMENTS TO THE CONSTITUTION AND BYLAWS

Amendments to the Constitution and Bylaws may be proposed by a majority of the elected members of the Board of Directors, or by the representatives of not less than thirty (30) institutional members. Proposed amendments from institutional members must be submitted to the Secretary in writing, who in turn must submit the proposed changes to the Constitution and Bylaws to the membership. Proposed amendments to the Constitution and Bylaws will be placed on the agenda of the Annual Business Meeting for discussion. Immediately following the Annual National Meeting, the Secretary will submit the proposed amendment(s) to the membership for a vote of ratification, and a majority of votes cast is necessary for an amendment to achieve ratification. Amendments become effective immediately upon certification by the Secretary.

RATIFICATION OF THESE BYLAWS

These Bylaws shall become effective upon a two-thirds (2/3) majority favorable vote by the membership.