

National Constitution

OF THE OMICRON DELTA KAPPA SOCIETY, INC.

ARTICLE I - Name

The name of this organization is The Omicron Delta Kappa Society, Inc. (the "Society").

ARTICLE II - Purpose

The Society is a leadership honor society with a threefold purpose:

- A. To recognize individuals who have attained a high standard of leadership in collegiate and/or community activities and to encourage them to aspire to higher achievements.
- B. To bring together the most representative individuals in all phases of collegiate life and, thus, to create an organization which will help to mold the sentiment of the institution on questions of local and intercollegiate interest.
- C. To bring together members of the faculty and student body of the institution, as well as other Society members, on a basis of mutual interest, understanding, and helpfulness.

ARTICLE III - Emblem and Seal

- A. The emblem of the Society shall be a circular key crossed by two bars between which shall appear the Greek letters OΔK. The upper bar shall contain five 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 by the National Convention or the Board of Directors from time to time.
- C. The circular portion of the same design shall constitute the basis for the official seal of the Society, provided that the seal shall contain, in addition, the full name of the Society around the circular portion.

ARTICLE IV - Membership

- A. There are four membership classifications:
 1. 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.
 2. FACULTY 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 members or members formerly initiated who may subsequently serve on the faculty or staff of such an institution.
 3. ALUMNI MEMBERS shall be former Student members after their graduation or the termination of their collegiate enrollment, or those selected and initiated by a collegiate Circle after graduation.
 4. HONORARY MEMBERS shall be those selected and initiated honoris causa by a Circle of the Society. Honoris causa members should have demonstrated outstanding achievements in the local, state, national or international community.
- B. Membership in the Society entitles the person selected to the rights and privileges of membership for the remainder of the member's life, except that only voting members may vote and hold office in a local Circle.
- C. The qualifications for membership in the Society shall be exemplary character, scholarship and intelligence, service and leadership in campus or community life, good citizenship

within the academic and larger community, and fellowship and consecration to democratic ideals.

- D. To be eligible for membership in the Society, a student must meet each of the following minimum requirements:
1. One-half academic year of residence in the institution where selected;
 2. Undergraduate standing as a Junior or Senior, as defined by the enrolled institution, or graduate or post-graduate professional standing, as defined by the enrolled institution;
 3. Rank in the highest thirty-five percent in scholarship among students in his/her class of the college or school in the institution in which the student is registered. The cumulative scholarship record of the student, as interpreted by the institution where membership is to be conferred, shall be the basis for computing scholarship eligibility for the purpose of classification in rank. In those institutions not ranking students, or those in which special problems relating to the computation of scholastic averages exist, the Circles may employ alternate procedures to obtain evidence of a candidate's scholastic ability. The Board of Directors must approve these procedures in advance.
- E. In the selection of Student members, the complete collegiate record of each candidate (both in and out of the local institution as far as possible, including also the candidate's record in other institutions of higher learning attended) shall be obtained and classified into the following categories:
1. Scholarship;
 2. Athletics;
 3. Campus or Community Service, Social and Religious Activities, and Campus Government;
 4. Journalism, Speech, and the Mass Media;
 5. Creative and Performing Arts.
- The candidate must have attained, in the opinion of the voting members, special distinction in at least one of the above-mentioned phases of collegiate and/or community activities. Circles are strongly urged in selecting new members to consider at least one person each year from each of the categories enumerated above.
- F. Although the Society is primarily an undergraduate student-faculty leadership society, students may be selected from the graduate and post-graduate professional schools.
- G. New members may be chosen either annually or semi-annually by each Circle, the manner and frequency of selections being subject to the provisions of the Circle's bylaws, provided that Honorary members may be selected as frequently as a Circle may desire except as limited in the National Bylaws.
- H. The selection of Student members, Faculty members, Alumni members, and Honorary members shall be left to the discretion of the individual Circles, subject to the conditions and provisions as to the number to be selected in the National Bylaws, such restrictions as may be imposed by the National Convention from time to time and the following:
1. No person may be admitted into Society membership prior to initiation except in the case of the death of the selectee who has fulfilled all the obligations of membership except initiation, in which event the selectee may be admitted posthumously.
 2. No Circle shall initiate any person who has been initiated by another Circle.
 3. No person shall be eligible for selection as an Alumni member until five (5) years after graduation.
 4. If circumstances prohibit the usual initiation ceremony, the initiation of Honorary members may take place at the time of taping or soon thereafter.

- I. A simple majority of the voting members of a Circle shall constitute a quorum in order to conduct a selection of members. A three-fourths affirmative vote of the voting members present shall be required to select any candidate to membership. Each Circle however, by provision in the Circle bylaws, may change the quorum or increase the percentage of the affirmative vote required for selection.

ARTICLE V - Circles and Alumni Clubs

- A. Each local unit of the Society shall be called either a Circle or an alumni club.
- B. A Circle shall be a unit of the Society recognized by an institution of higher learning and privileged to select students and others to membership in the Society. Circles may be chartered at such institutions as may be recommended by the Committee on Extension and under such regulations as may be adopted from time to time as part of the National Bylaws.
- C. An alumni club shall be an association of Society members in a specific geographic area devoted to the general program of the Society, but without the power to select individuals to Society membership. The Board of Directors shall provide for the granting of charters for alumni clubs and subject to the National Convention, shall exercise general supervision over their bylaws and activities.
- D. The voting membership of the Circles of the Society shall consist of:
 1. All Student members of the Circle, graduate, post-graduate professional and undergraduate, of the institution at which the Circle is located;
 2. Not less than four Faculty members of the Society of that institution, who shall be elected by the Circle for staggered terms of four years each; and
 3. Alumni members elected by the Circle whom the Student members have established voting rights, provided that the total number of voting Faculty and Alumni members shall not exceed forty percent of the voting membership of the Circle.
- E. Each Circle and alumni club will have complete control of all matters of local concern under such restrictions as may be imposed by this Constitution, the National Bylaws, the National Convention or Board of Directors from time to time. In no case may such local power be exercised in a way contrary to the ideals and purposes of the Society as set forth in the Constitution, National Bylaws and Ritual of the Society. In case a Circle or an alumni club is charged with disregarding any of the conditions of its charter the Board of Directors shall have the power of full inquiry, through such National Officers, and may, in its discretion, report the circumstances, with its recommendations, to the National Convention.

ARTICLE VI - Organization

- A. The Society shall consist of an association of all the active Circles and alumni clubs of the Society.
- B. The legislative body of the Society shall be the National Convention and shall consist of the members of the Board of Directors and the delegates from the several Circles attending the National Convention. Each Circle shall select a delegate and an alternate delegate from among the students attending the National Convention. If at least two students from a Circle are not attending the National Convention, the Faculty Secretary, Faculty Adviser, or other voting faculty members (as selected by the Circle or the Circle's President) may serve as the Circle's delegate or alternate delegate, respectively. If a member of the Board of Directors is the only member of a Circle in attendance, that member may cast only one vote on any matter. No member of the Board of Directors shall be entitled to exercise the vote of his or her Circle.

- C. The members of the Board of Directors and Circle delegates present at announced meetings of the National Convention shall constitute a quorum for the conduct of business, regardless of number.
- D. Each member of the Board of Directors and each Circle delegate (and in the delegate's absence, the alternate delegate) shall be entitled to one vote in the National Convention. Proxies shall not be accepted. The decision of the Board of Directors, or such committee as it may appoint, shall be final regarding the credentials of any individual attempting to exercise a vote before the National Convention.
- E. The National Convention shall be convened at least once every two years unless the Board of Directors determines that a national emergency or other extraordinary circumstance exists. However, if the Board of Directors determines that a national emergency or other extraordinary circumstance exists, a National Convention must be held at least once every four years. In those years when a National Convention is convened, the National Convention shall constitute the annual meeting of members required by KRS 273.193. In all other years, a meeting of the Board of Directors shall be designated by the Board of Directors as the annual members' meeting, and if none is so designated the meeting closest in time to July 1 of that year shall be considered the annual members' meeting. Any member may attend any meeting of the Board of Directors.

ARTICLE VII - Board of Directors and National Officers

- A. Subject to the authority of the National Convention, its Board of Directors will manage the Society and its property and affairs. The Board of Directors shall exercise powers of the National Convention in the interim between conventions, subject to such restrictions as may be imposed by any National Convention and the provisions of this Constitution. The Board of Directors will consist of the six National Officers (as identified in Article VII, Paragraph B. below), the Immediate Past National President, the two Members-at-Large, the National Advisory Council liaison, the National Counsel and the two At-Large Student Members selected from among the student members of the National Advisory Council.
- B. The National Officers of the Society will be as follows: National President, National Vice-President for Circle Standards, National Vice-President for Extension, Executive Director, National Student Vice President, and National Treasurer. With the exception of the Executive Director and National Treasurer, the National Officers will be elected for two year terms by a majority vote of the members present and voting at the National Convention. The Board of Directors will select the Executive Director on such terms of employment or contractual relationship as the Board of Directors may determine. The Executive Director may be removed by a majority of vote of the Board of Directors with or without cause. The Board of Directors will appoint the National Treasurer.
- C. The Board of Directors will appoint two Members-at-Large. Upon adjournment of each National Convention, a nominating committee to consist of the Immediate Past National President, who will serve as chair, the National President, and the three Vice Presidents will confer. No later than one month after the adjournment of the National Convention (or such later time as the Board of Directors may agree is appropriate), such nominating committee shall submit the names of two nominees to the Board of Directors. The nominees must receive a majority vote of all Directors to be elected to the Board. The two Members-at-Large shall have terms of office of two years. At least one Member-at-Large shall be chosen from outside academe.
- D. The Board of Directors will appoint from among the members of the National Advisory Council an individual to serve as a member of the Society's Board of Directors. Such

National Advisory Council liason will as long as he or she holds such position concurrently serve as a full, voting member of the Board of Directors.

- E. The National Student Vice President shall be elected at each National Convention. The National Convention shall elect the National Student Vice President from among the student members in attendance. The National Student Vice President must be enrolled in a degree-seeking program at the time of election and shall not concurrently serve as a member of the National Advisory Council.
- F. Two At-Large student members will be chosen by the Board of Directors from among the members serving as student members of the National Advisory Council to concurrently serve as members of the Board of Directors as long as they hold such position on the National Advisory Council. They must be students at the time of their appointment.
- G. There shall be a National Counsel of the Society, designated by a majority vote of the Board of Directors. The National Counsel must be a member of the Society and must be an attorney. The National Counsel will serve for two years without salary but shall be reimbursed for expenses in fulfilling his/her duty of advising the National Officers and Board of Directors about legal matters pertaining to the Society. The National Counsel shall be a non-voting member of the Board of Directors.
- H. Any National Officer or other member of the Board of Directors ("Director") may be removed from office by vote of the Board of Directors. The Board of Directors, by a majority, may initiate the removal of any National Officer or Director by submitting to the National Officer or Director a list of reasons why the individual should be removed from office. The National Officer or Director shall have 15 days from the receipt of the reasons to respond to the Board of Directors' reasons. Following receipt of the individual's response by the Board of Directors, the individual shall have an opportunity to be heard by the Board of Directors. Following such hearing, the National Officer or Director may be removed for any just cause (which shall be in the Board's discretion) by a three-fourths vote of the members of the Board of Directors at the next scheduled meeting of the Board of Directors or, if necessary, at a special meeting of the Board of Directors. All matters relating to these proceedings shall be concluded in a timely fashion.
- I. In the event the President is unable to complete his or her term, the Board of Directors shall elect one of the Vice Presidents to serve as acting President until the next National Convention. In the event any other National Officer or member of the Board of Directors is unable to complete his or her term, the Board of Directors shall elect a member of the Society to replace him or her for the remainder of his or her term.

ARTICLE VIII - National Advisory Council

- A. There is hereby established a National Advisory Council which will provide a voice of the Circle and alumni leadership on items posed by the Board of Directors and items of interest to the National Advisory Council, to serve as members of committees or tasks forces as needed and appointed by the Society's National President and to mentor and be a resource for Circles of the Society, as needed.
- B. The National Advisory Council will be composed of no fewer than nine (9) and no more than fifteen (15) members of the Society. The Board of Directors, based on recommendations provided by the Executive Director, will appoint the members of the National Advisory Council for two-year terms each. The National Advisory Council is to be composed of four constituencies: students, Faculty Secretaries, Faculty Advisors, and alumni. At minimum, no fewer than two (2) members from each of those groups should be represented on the National Council at any given time. No more than two (2) members from the same Circle

may serve on the National Advisory Council at any one time (faculty members shall be deemed to be from the Circle where they serve and not where inducted). The Board of Directors may remove members of the National Advisory Council only in the same manner a member of the Board of Directors may be removed by the Board of Directors. The Society's Executive Director, or his or her designee, will serve as ex-officio member of the National Advisory Council and will serve as the convener for conference calls or meetings of the National Advisory Council.

ARTICLE IX - Ritual and Allegiance

- A. While the Society is essentially a non-secret organization, every member upon initiation shall be required to subscribe to the pledge of allegiance as provided in the Ritual of the Society, such pledge being administered by the President of the Circle or some other person properly authorized to administer it.
- B. Every installation of a new Circle or alumni club, of national and local officers, and every initiation of new members shall be in general accord with the Ritual of the Society.
- C. Changes in the Ritual may be made from time to time by action of a National Convention or by the Board of Directors and Circles in the same manner as this Constitution may be amended.

ARTICLE X - Suspension, Expulsion and Resignation

- A. Any Circle, with the approval of three-fourths of its voting membership may, having given 15 days written notice of the reasons therefore and having given thereafter the member in question an opportunity to be heard, expel any member for conduct unbecoming a member of this Society. The Circle thereafter must within ten days give the affected member written notice of the Circle's decisions with the reason for its action and indicating the right to appeal said decision to the Board of Directors. The affected member shall have 30 days from the date of receipt of the decision to appeal in writing the decision to the Board of Directors by delivering notice thereof to the National President. The Board of Directors shall review said expulsion in light of the causes for and due process procedure followed by the local Circle and shall within 60 days of receipt of said appeal inform the affected member of its decision. The affected member shall, in the absence of an appeal or upon unfavorable action on his appeal, surrender his emblems of membership.
- B. The Board of Directors shall have the power to withdraw or suspend the charter of any Circle or alumni club for cause, upon the recommendation of the Committee on Circle Standards, provided that the Vice President for Circle Standards shall have given due notice to the delinquent Circle or alumni club that such action will be recommended to the Board. Such notice must specify the charges pending against the Circle or alumni club, and the Circle or alumni club shall be given the opportunity to reply to these charges before final action by the Board. An institution may appeal the decision of the Board of Directors to the National Convention by submitting a written appeal to the National President. A three-fourths vote of the Convention will constitute final action. Circles or alumni clubs whose charters have been recalled shall be required to petition for a charter as a new Circle or alumni club.
- C. On notification of intent of a member of the Society to resign, the Executive Director is to investigate circumstances surrounding the resignation, to consult with the Faculty Secretary, if warranted, and to recognize the withdrawal by letter.

ARTICLE XI - Special Concessions

When, after careful investigation and consideration, the Board of Directors is convinced of the reasonableness and justification of any request for special concession, it may, by unanimous consent of all Board members in attendance at the meeting where action is taken, grant to a Circle or alumni club exemption from specified provisions of this Constitution, National Bylaws, Board orders, et cetera, passed for the government of the Society as a whole for a limited time. Such grant must be monitored by the Board of Directors and revoked when the conditions making it necessary have ceased to exist. The Board of Directors shall have the power to revoke the grant on this basis.

ARTICLE XII - National Bylaws

The National Convention, and at such time as the Convention is not in session, the Board of Directors, shall be empowered to pass, repeal, or modify bylaws relating to the mode of procedure with reference to initiation, installation, extension, governance, general policy, and all other matters of a similar character that do not expressly conflict with this Constitution, provided that the Board of Directors shall notify the Circles in a timely manner of all bylaws passed by it. These restrictions shall not be construed as limiting in any way the action of the Board of Directors in emergency cases. For purposes of Kentucky Revised Statutes Chapter 273, this Constitution and the National Bylaws shall constitute the bylaws of The Omicron Delta Kappa Society, Inc.

ARTICLE XIII - Amendments

- A. Any amendment to this Constitution may be presented to the National Convention for action provided the Executive Director shall have received a copy of the proposed amendment at least forty-five (45) days prior to the first day of the National Convention and shall send a copy of the same (which may be by electronic mail to the e-mail address of record at the National Headquarters for such Circle) to each Circle at least thirty (30) days prior to the first day of the National Convention. These deadlines may be waived by an affirmative vote of three-fourths of the Circles represented at the Convention. An affirmative vote of three-fourths of the Circles voting at a National Convention shall be required for the passage of any proposed amendment.
- B. Any amendment to this Constitution during periods that the National Convention is not in session shall require for passage the approval of the Board of Directors by an affirmative vote of at least three-fourths of the voting Directors and such amendment adopted by the Board of Directors must be ratified by written consent of a number of Circles equal to three-fourths of the number of Circles that had a voting delegate present at the then immediate past National Convention. The consent of Circles shall be evidenced by the written consent of the President, Faculty Secretary or Faculty Advisor of a Circle. The Executive Director shall secure the consents within four months from the date of its submission to the Circles.
- C. This Constitution, if adopted by the 2010 National Convention of the Society, shall be effective upon its adoption, and will amend and restate all previous constitutions of the Society.