

NATIONAL ASSOCIATION OF SCHOLARS

BYLAWS

Amended December 15, 2012

ARTICLE I - OFFICES

The principal office of the corporation may be within or without the state of New York. [Adopted October 31, 2009]

The corporation may also have offices at such other places within or without the state as the Board may from time to time determine or the business of the corporation require.

ARTICLE II - PURPOSES

The purpose for which this corporation has been organized are exclusively educational and are: [Adopted December 12, 1989]

- A) To promote rational discourse as the foundation of academic life in a free and democratic society.
- B) To enrich the substance and integrity of scholarship and teaching.
- C) To further an informed understanding of the Western intellectual heritage and free and democratic institutions.
- D) To enhance the quality and content of the academic curriculum.
- E) To resist the ideological misuse of teaching and scholarship.
- F) To support rigorous standards in research, teaching, and academic self-governance.

- G) To provide informed comment on issues and trends in higher education.
- H) To encourage intellectual balance and realism in campus debate on contemporary issues.
- I) To preserve academic freedom and the free exchange of ideas on and off campus.
- J) To create professional forums in which curriculum issues can be discussed in a reasonable and sophisticated way.
- K) To build an academic leadership dedicated to the ideal of reasoned scholarship.
- L) To recall higher education to its function of grounding students in the heritage of their civilization.
- M) To sponsor speakers, conferences, study groups, symposia, newsletters, and publications aimed at furthering the above objectives. [Adopted May 25,1989]

ARTICLE III - MEMBERSHIP

A. Qualifications for Membership

The membership in the National Association of Scholars shall consist of:

- a.) full-time, part-time, or retired college faculty members and administrators, current and former graduate students and holders of terminal research degrees who espouse the principles of the Association and have paid their initial membership dues and remain current in them. These shall be collectively designated “academic members”.
- b.) all other persons who espouse the principles of the Association and have paid their membership dues and remain current in them. These shall be collectively designated “public members”.

Three-quarters of the seats on the NAS board of directors shall be reserved for election by the NAS’ academic members. The occupants of the other seats shall be elected by the entirety of the membership.

The reserved board seats shall be filled by academic members. The non-reserved seats may be filled by academic or public members.

The executive offices of president and vice president shall be held only by academic members. All other executive offices and board positions shall be open to both classes of members. Except for the above distinctions and limitations, dues and all other membership privileges shall be identical for academic and citizen members. The president of the National Association of Scholars shall determine when qualifications for each of the two membership categories have been met.

The Board of Directors shall have the authority to review and reverse any denials or awards of admission to membership by the president. Membership in the Association shall not be denied to otherwise qualified individuals on the basis of race, religion, sex, or national origin.

Once approved, membership in good standing shall continue so long as the member is current in his dues. Members not current in their dues may also continue in good standing on the approval of the President, or such other officer or authority as the Board of Directors may wish to so empower. The Board of Directors may expel members from the organization if, in its opinion, their actions or statements violate the principles of the Association or are inconsistent with its objectives, provided that any such expulsions may be taken on appeal before the next general membership meeting of the Association. Expelled members shall be entitled to the refund of their dues for the annual period immediately preceding their expulsion. (Adopted October 31, 2009)

B. Membership Meetings

The annual membership meeting of the corporation shall be held at a date fixed by the Chairman of the Board of Directors. [Adopted May 31, 1990] The Secretary shall cause to be mailed to every member in good standing at his address as it appears on the membership roll book of the corporation a notice stating the time and place of the meeting. This mailing shall take place at least thirty days prior to the assigned date. [Adopted May 25, 1989]

Special meetings of the Board of Directors may be called at any time, in a timely and reasonable manner, by the Chairman of the Board of Directors. [Adopted May 25, 1989]

The presence at any membership meeting of not less than eight members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by the Bylaws and the Secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

A membership roll showing the list of members with voting privileges as of the record date, certified by the Secretary of the corporation, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on this list shall be entitled to vote at the meeting. [Amended Dec. 15, 2012]

C. *Special Meetings*

Special meetings of the corporation may be called by the Directors. The Secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place, and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Special general membership meetings may be called on decision of the Board of Directors upon ten days notice. [Adopted May 25, 1989]

D. *Fixing Record Date*

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than thirty days nor less than twenty days before any such meeting, nor more than fifty days prior to any other action. [Amended Dec. 15, 2012]

E. *Action by Members with a Meeting*

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all members entitled to vote thereon.

F. *Proxies*

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

G. *Order Of Business*

The order of business at all meetings of members shall be as follows:

1. Roll Call
2. Reading of the Minutes of the preceding meeting
3. Reports of the committees
4. Reports of officers
5. Old and unfinished business
6. New Business
7. Good and welfare
8. Adjournments

The Board shall create such committees, in addition to the Steering committee necessary to properly conduct its business. Unless contrary to these bylaws, or the NAS' articles of incorporation, the procedures of board and membership meetings shall be those of Robert's Rules of Order. [Amended and Adopted Dec. 15, 2012]

H. *Membership Dues*

Membership dues shall be determined by the Board of Directors or by its Steering Committee. [Adopted May 25, 1989]

ARTICLE IV - DIRECTORS

A. *Management of the Corporation*

The corporation shall be managed by the Board of Directors, which shall consist of not less than three Directors. Each Director shall be at least nineteen years of age.

B. *Compensation of Directors*

Directors shall not receive any compensation for their services as such; however, the Board of Directors may authorize reimbursement for all expenses incurred in connection with the performance of services for the corporation, including but not limited to attendance at annual, regular, or special meetings of the corporation. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore. [Adopted December 7, 1996]

C. Election and Term of Directors

As of January 1, 1994 the Board of Directors shall be expanded from thirty (30) to thirty-two (32) seats. These seats shall be filled in the manner already prescribed at the 1993 general membership meeting. The initial term of the first of these seats shall end on December 31, 1994. The initial term of the second of these seats shall end on December 31, 1995. Thereafter those elected to fill these seats shall serve for four-year terms. [Adopted December 12, 1992]

As of January 1, 2017, the number of seats on the Board Directors shall be limited to twenty-three (23). Thereafter, each year it shall be at the discretion of the Steering committee to set the total number of Directors for that year not to exceed twenty-three (23). The Steering committee in conjunction with the nominating committee will in general seek to reduce the number of seats year by year until the total is not greater than fifteen (15). [Proposed amendment October 19, 2016, pending approval by membership at annual meeting in 2017]

At the general membership meeting of May 1987, two (2) members of the Board shall be elected for terms which shall commence on June 1, 1987 and expire on May 31, 1988, two (2) members of the Board shall be elected for terms which shall commence on June 1, 1987 and expire May 31, 1989, two (2) members shall be elected for terms which commence on June 1, 1987 and expire May 31, 1990, and two (2) members shall be elected for terms which commence on June 1, 1987 and expire on May 31, 1991. At the membership meeting of May 1988, one (1) member shall be elected for a term which shall commence on June 1, 1988 and expire on May 31, 1992. At the general membership meeting of May 1990 five (5) members of the Board shall be elected for terms which shall commence on June 1, 1990 and expire May 31, 1991, six (6) members of the Board shall be elected for terms which shall commence on June 1, 1990 and expire May 31, 1992, six (6) members of the Board shall be elected for terms which shall commence on June 1, 1990 and expire May 31, 1993, five (5) members of the Board shall be elected for terms which shall commence on June 1, 1990 and expire May 31, 1994. Immediately prior to the expiration of each of the above terms, successors shall be elected at the appropriate general membership meetings for terms of four years, commencing on the first day of June following their election. [Adopted May 31, 1990]

Following each general membership meeting the continuing members of the Board, and the new members-elect, shall meet together to select a Chairman of the Board, whose term as Chairman shall commence on January 1st of that year and expire on December 31st of the next year. The Chairman shall be selected from among members of the Board. [Amended Dec. 15, 2012]

All other provisions of the Corporate Charter and Bylaws concerning the Board, its powers, and its Chairmen, which are not inconsistent with these provisions shall remain in effect. [Adopted April 18, 1987]

Beginning with the terms commencing on June 1, 1990, nominations to the NAS Board of Directors shall be made according to one of the following procedures:

- 1) *Through the action of a nominating committee created by the Board of Directors.* This committee shall select a slate of nominees for available seats, the names to be reported to the general membership no later than two months prior to the annual general membership meeting. To such an extent as is feasible, the slate of nominees should reflect the geographical distribution of N.A.S. membership. [Adopted May 25, 1989]

- 2) *Through nominations by the general membership.* Such nominations may be made upon the request of no less than three hundred qualified members presented to the Secretary of the NAS through the NAS's general e-mail address (nas@nas.org) no later than two months prior to the date of the annual general election meeting. The validity and authenticity of these requests shall be ascertained by the Secretary of the NAS or such other party as he or she may designate. Nominations made in this manner shall be reported to the membership no later than one month prior to the annual membership meeting.

- 3) Qualified members for the purpose of making nominations for board membership by petition, or for the purpose of being nominated by petition, or for the purpose of voting in an election conducted by mailed ballot, shall consist of any NAS member in good standing who has been an NAS member for more than one year prior to the time of election. The Secretary, or his or her designate, shall, three months prior to date of the annual membership meeting, designate which members possess this qualification. Members nominated for board membership by a board appointed nominating committee need not possess this qualification.

All nominations must be made with respect to specific seats on the Board of Directors. [Adopted May 25, 1989]

- 4) Should more than one candidate be nominated for the same board seat that seat shall be filled by a ballot of the members qualified to vote for board members. No later than one month prior to the annual board meeting each such member shall receive a ballot from the Secretary of the NAS, or his or her designate, listing the candidates for the contested seats, together with a postage paid return envelope. The Secretary, or his or her designate, will provide the means to ensure both the secrecy and authentication of the balloting. The ballots shall be counted by the Secretary in the presence of a three member election committee consisting of board members whose terms do not expire during the year in which the election is held. The committee shall then declare which candidates have been elected

- 5) Should there be only a single candidate for a board seat the election shall be

by those qualified members present at the annual membership meeting.

- 6) A majority of the ballots cast shall be sufficient for election to the board.

[Above 6 sections amended/adopted Dec. 15, 2012]

D. Increase or Decrease in Number of Directors

The number of Directors may be increased or decreased by vote of the members or by a vote of a majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director.

E. Newly Created Directorships and Vacancies

~~Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason except the removal of Directors without cause may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists, or by the qualified members present at the annual membership meeting at which a quorum does exist, unless otherwise provided in the certificate of incorporation. Vacancies that occur on the Board of Directors for reasons other than the expiration of their terms may be filled on an interim basis by the nominating committee, subject to confirmation by the Steering committee, and further subject to confirmation by the membership at its next annual meeting. [Proposed amendment October 19, 2016] occurring by reason of the removal of Directors without cause shall be filled by vote of the qualified members present at the annual membership meeting. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor. [Amended Dec. 15, 2012] Vacancies that arise in this manner, however, may be left unoccupied at the discretion of the nominating committee. [Proposed amendment October 19, 2016, pending approval by membership at annual meeting in 2017]~~

F. Removal of Directors

Directors may be removed for cause by action of the Board. Directors may be removed without cause only by vote of the members. [Adopted May 29, 1991] [Amended Dec. 15, 2012]

G. Resignation

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the corporation. Unless otherwise specified in the notice,

the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

H. Quorum of Directors

Unless otherwise provided in the certificate of incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

L Action of the Board

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

J. Place and Time of Board Meetings

The Board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

K. Annual Meetings

A meeting of the Board shall be held immediately following the annual meeting of members at the place of such annual meeting of members. [Amended Dec. 15, 2012]

Special meetings of the Board of Directors may be called at any time, in a timely and reasonable manner, by the Chairman of the Board of Directors. [Adopted May 25, 1989]

L. Notice of Meetings of the Board, Adjournment

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three days notice to each Director either personally or by mail or by phone or electronically; special meetings shall be called by the President or by the Secretary in like manner on written request of two Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice wither before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him. [Amended Dec. 15, 2012]

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

M. Chairman

At all meetings of the Board, the Chairman, or in his absence a Deputy Chairman chosen by the Board, shall preside. [Adopted May 25, 1989] [Amended Dec. 15, 2012]

N. Steering and Other Committees

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members a Steering committee and other committees, each consisting of three or more Directors. Each such committee shall serve at the pleasure of the Board. [Amended Dec. 15, 2012]

O. The Steering Committee of the Board of Directors

Following the annual general membership meeting, the Board of Directors shall designate a Steering Committee to act on behalf of the Board between its regularly scheduled meetings. [Adopted May 31, 1990] The membership of the Steering Committee shall consist of the officers of the NAS *ex-officio*, the Chairman of the Board of Directors, and such other members of the Board of Directors as the Board of Directors shall designate. The terms of the members of the Steering Committee shall extend from their designation by the Board of Directors until the end of the next annual general membership meeting. [Adopted May 31, 1990] Non *ex-officio* members may, however, be removed at any time by a meeting of Board of Directors and be replaced by new members who shall serve for the duration of their unexpired terms. [Adopted May 25, 1989]

Any action by the Steering Committee is subject to review by the Board of Directors during: (1) regularly scheduled meetings; (2) specially convened meetings; and (3) through a mailed ballot held at the formal petition of at least ten percent (10%) of the membership of the Board and supervised and tabulated by the Secretary of the NAS. At any time, twenty percent (20%) of the membership of the Board of Directors may petition for a special meeting of the Board of Directors. Upon receipt and verification of such a petition, the Secretary of the N.A.S. shall inform the Chairman of the Board of Directors who shall designate a date for that meeting occurring no earlier than two weeks and no later than four weeks after he shall have been so informed. [Adopted May 25, 1989]

ARTICLE V - OFFICERS

A. Offices, Election, Term

The Board may elect or appoint a President to serve as the Chief Executive Officer of the corporation, who shall serve for a four-year term. The President shall appoint one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as he may determine, who shall perform such duties, powers, and functions as are hereafter provided. All such appointments shall be subject to confirmation by the Board. [Adopted December 9, 1995]

B. Removal, Resignation, Salary

Any officer appointed by the President may be removed by the President or Board with or without cause. The President may be removed with or without cause by action of the Board. In the event of the death, resignation or removal of the President, the Board in its discretion may elect or appoint a successor to fill the unexpired term. [Adopted December 9, 1995]

Any two or more offices may be held by the same person, except for the office of President and Secretary. Salaries or other compensation of the officers may be fixed from time to time by the Board of Directors, provided that such salaries and compensation shall not be excessive in amount and shall be for services which are reasonable and necessary for performance of the corporation's purposes. All officers shall be members in good standing of the National Association of Scholars. [Adopted December 7, 1996]

C. President

The President shall be the Chief Executive officer of the corporation: he shall preside at all meetings of the members; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

The President shall be an *ex-officio* member of the Board of Directors. [Adopted December 9, 1995]

D. Vice Presidents

During the absence or disability of the President, the Vice President, or if there be more than one, the Executive Vice President, shall have all the powers and functions of the President. Each Vice President shall perform such other duties as the Board shall prescribe.

E. Treasurer

The Treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit funds in the name of the corporation in such bank or trust company as the Directors may elect; he shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the corporation, when

countersigned by the President (however, it shall be within the power of the Board to authorize the President or the Treasurer individually to sign checks, drafts, notes, orders or contracts, or to deposit funds in such cases where this aforementioned procedure is not convenient); he shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by the President; he shall at all reasonable times exhibit his books and accounts to any Director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the corporation made by a committee appointed by the President, and shall present such audit in writing at the annual meeting of the members, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

F. Assistant Treasurer

During the absence or disability of the Treasurer, the Assistant Treasurer, or if there be more than one, the one so designated by the Secretary of the Board, shall have the powers and functions of the Treasurer.

The Board of Directors shall be empowered to designate the persons entitled to sign checks or contracts in the name of the association, subject to whatever limitations or restrictions the Board may deem appropriate to attach to this authority. The association shall not be responsible for honoring checks or contracts entered into without due authority. [Adopted April 18, 1987]

G. Secretary

The Secretary shall keep the Minutes of the Board of Directors and also the Minutes of the members. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the Board of Directors may direct; he shall attend to such correspondence as may be assigned to him, perform all the duties incidental to his office, and all additional duties specified in these bylaws. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members. [Amended Dec. 15, 2012]

H. Assistant Secretaries

During the absence or disability of the Secretary, the Assistant Secretary, or if there be more than one, the one so designated by the Secretary or by the Board, shall have all the powers and functions of the Secretary.

L National Association Staff

Employees of the N.A.S. who are not also executive officers (i.e., holders of the title President, Vice President, Treasurer, or Secretary) of the N.A.S. shall be hired by, and serve at the pleasure of the President. Their titles and salaries shall be determined by the President subject to review by the Board of Directors. [Adopted May 25, 1989]

J. Sureties and Bonds

In case the Board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds, or securities of the corporation which may come into his hands.

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify any director or officer, or former director or officer, against expenses incurred in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being, or having been, such director or officer, to the maximum extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of the Board of Directors, or otherwise.

ARTICLE VII - SEAL

The seal of the corporation shall be as follows:

ARTICLE VIII - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these Bylaws, the provisions of the certificate of incorporation shall govern.

ARTICLE IX – AMENDMENTS

The Bylaws may be adopted, amended or repealed by the qualified members at the time they are entitled to vote in the election of Directors. Bylaws may also be

adopted, amended or repealed by the Board of Directors. ~~by any Bylaw adopted, amended, or repealed by the Board may be amended by the qualified members entitled to vote thereon as hereinbefore provided.~~ [Amended Dec. 15, 2012, edited for lucidity October 19, 2016, pending approval by membership at annual meeting in 2017]

If any Bylaw regulating an impending election of Directors is adopted, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of Directors the Bylaw so adopted, amended, or repealed, together with a concise statement of the changes made. [Adopted December 21, 1993]