



Kappa Omicron Nu

HUMAN SCIENCE HONOR SOCIETY

Kappa Omicron Nu Bylaws

Last updated Nov 4, 2023

Article 1 Offices

The principle/registered office of Kappa Omicron Nu, hereinafter KON, shall be located at a state and place as approved by the Board of Directors. It shall be incorporated in that state and the Board will appoint an Agent of Record.

Article 2 Mission, Vision and Values

Mission:

The mission of Kappa Omicron Nu is to promote empowered leaders through excellence in scholarship, leadership, and research in the human sciences.

Vision:

Our vision includes lifelong opportunities for professional and personal growth through networking, education, and service.

Values:

We value strong affiliate networks, continuing advancements in one's profession, and recognition of quality scholarship, leadership, and research.

Article 3 Human Sciences Categories for Membership

KON defines the human sciences professions eligible for membership to include:

- Family & Consumer Sciences
- Design & Merchandising:
 - Interior Design and Human Environment
 - Textiles & Apparel
 - Merchandising Management
- Food Science & Human Nutrition
- Hospitality:
 - Hotel & Restaurant Management
- Human Development and Family Studies:
 - Child Development
 - Gerontology/Healthy Aging

- Social Work
- Kinesiology:
 - Exercise Science
 - Athletic Training
 - Sports Science
 - Sport Management
- Personal and Family Financial Planning
- Public Health, Health Promotion and Wellness
- Related Fields
- Educator training in these fields
- Related Fields

Article 4: The Privilege of Membership in KON, an Honor Society

Section 1: Membership Description

Colleges and universities granting baccalaureate or advanced degrees that support the mission may establish chapters or individual membership affiliation with KON. Undergraduate and graduate students, as well as professionals who support the mission and meet scholarship requirements may be elected to membership.

Section 2: Membership Eligibility

Eligibility requirements for membership are described below. Once initiated as a member, active members are those whose dues are paid up, often referred to as *members in good standing*; inactive members are those whose dues are not current. Members may resign.

Section A: Collegiate Members

1: Undergraduate students shall be enrolled full- or part-time in a degree-granting program in the human sciences as defined in these bylaws. They shall have completed 45 semester hours or its equivalent and rank in the top 30% of their class, or if class rank is unavailable, a cumulative GPA of at least 3.3.

2: Graduate students shall be enrolled full- or part-time in a degree-granting program in the human sciences as defined in these bylaws. They shall have completed 12 semester hours of graduate work or equivalent and have a minimum grade point average of 3.5 on a 4.0 scale.

Section B: Professional Members:

People not initiated as a student may be initiated as a professional if they meet the same eligibility criteria as students. Professional member applications will be processed by staff in accordance with these eligibility requirements.

Section C: National Honorary Members

1: National honorary members are select individuals who have made distinctive contributions in leadership or research in the human sciences or to KON who do not qualify under the guidelines for professional membership.

2: National Honorary Members may be nominated by a Chapter or Active Member, the nomination sent to the National Office for approval by the Board of Directors. A two-thirds vote is required for approval.

3: Chapter advisers may be made honorary members after a year (12 months) of service to KON.

Section D: Any chapter, at its discretion, may establish higher criteria.

Section 3: Privileges of Membership

Active members who have paid dues shall have the right to vote, hold office, be elected as a delegate to the Conclave, be elected or appointed to committees of the society and be affiliated with a chapter. The Board of Directors or the Assembly of Delegates may confer additional privileges.

Section 4: Requirement to Pay Dues

Section A: Dues, Fees and Assessment Determination

These are annually determined for each category of membership by the Board of Directors and correspond with the society's fiscal year. The Board may use any reasonable method for determining the amount of dues, which may vary by the different categories of membership.

Section B: Special Consideration for Undergraduate Members

Undergraduate active members are not required to pay further annual dues, fees, or assessments beyond initiation fees until the first July of the KON fiscal year following the year of their initiation.

Section 5: Resignation

A Member desiring to resign from the Society shall submit such resignation in writing to the Executive Director. Any member having resigned from membership may be reinstated upon application to the Executive Director, paying currently appropriate dues, fees, or assessments, and under any other terms and conditions that may be established by the Board of Directors.

Section 7: Suspension or Termination of Membership

Section A: Failure to pay dues, fees or assessments

In this case, active membership shall automatically terminate. A member may be reinstated by payment of required dues, fees, or assessments.

Section B: For Cause

In addition, membership in the Society may be suspended or terminated by the Board of Directors for just cause. Sufficient cause for such suspension or termination of membership may result from violation of these Bylaws or any lawful rule or practice adopted by the Society or other conduct deemed by the Board of Directors to be prejudicial to the best interests of the Society. A statement of the charges shall be sent by email and registered mail to the last recorded address of the member, accompanied by notice of the time and place of the meeting at which the charges are to be considered. At least thirty (30) days' notice shall be given, and the member shall have the opportunity to appear in person or to be represented by counsel and to present any defense to such charges before the Board of Directors takes action. The Board may adopt such rules as may be necessary to assure due process to the member. The decision for suspension or termination shall be by a two-thirds vote of the Board of Directors. A member suspended or terminated for just cause shall not be entitled to return of dues.

Article 5: Meeting Types and Notices

Section 1: Conferences are Known as Conclaves

Section A: Timing

- 1: Conclaves are traditionally biennial, but the date and time may be set by the Board of Directors
- 2: The location and duration of the Conclave is set by the Board of Directors
- 3: The official call to Conclave giving the time and place shall be published on the KON website at least 90 days in advance of the convening of the Conclave. Email notice to all Chapters and individual members will be sent a similar minimum 90-days prior.

Section 2: Assembly of Delegates Meetings

Section A: Timing

- 1: The Assembly of Delegates is an annual meeting and is the business meeting of Kappa Omicron Nu.
- 2: The Assembly of Delegates is held as part of Conclave during Conclave years.
- 3: In non-Conclave years, the Assembly of Delegates meeting will be held on or about the first part of the fall semester but this date may vary from time to time as directed by the Board of Directors.
- 4: This meeting may be held virtually.
- 5: All Members are welcome to attend Assembly of Delegates meetings, without vote
- 6: The official call to the Assembly of Delegates giving the time and place shall be published on the KON website at least 90 days in advance of the convening of the Conclave. Email notice to all members will be sent a similar minimum 90-days prior.

Section 3: Special Meetings

Section A: Calling a Special Meeting

- 1: A special meeting of the Members or Chapter Delegates for any purpose may be called by the Board of Directors or by twenty-five (25) percent of the Members.
- 2: If no other place is designated, the location will be the national office of the Society or may be held virtually.
- 3: At least 30-day's notice is required for Special meetings of the Society.

Section 4: Meeting Notices

Section A: Notice delivery

- 1: Email notice is permitted; US mail notice is not required.
- 2: The notice will similarly be posted to the front page of the Society website.
- 3: The notice will include the agenda for the meeting listing the items for consideration.
- 4: An electronic copy of the email and a screen shot of the Website notice will be maintained in Society records.

Section 5: Quorum

Active members attending automatically constitute a quorum as do the number of votes received.

Article 6: Assembly of Delegates

Section 1: General Powers

The Assembly of Delegates shall be the policy-making body of the society, subject to these Bylaws and the laws of the state in which incorporated. The Assembly acts in a representative capacity for all of the Society's members.

Section 2: Membership

The voting members of the Assembly of Delegates shall consist of the members of the Board of Directors, one delegate from each collegiate chapter, and one delegate from each alumni chapter with a membership of 100 members or fewer. An additional delegate for each 100 members above a membership of 100 shall be allowed alumni chapters. A quorum shall consist of a majority of the registered voting delegates.

Article 7: Board of Directors

Section 1: General Powers and Duties

Except as provided in the Articles of Incorporation, the business, property, and affairs of the Society shall be managed by its Board of Directors, which shall have general supervision of the Society between meetings of the Assembly of Delegates. Further, it shall develop governing policies including goals, executive limitations, board process, and board/executive director relations. It is vested with full power to conduct all business of the Society between meetings of the Assembly of Delegates. The Board of Directors shall be subject to the orders of the Assembly of Delegates and none of its actions shall conflict with action taken by that body.

The duties of the Board of Directors shall include the following:

- appoint an Executive Director who shall be chief administrator of the Society
- cause to be bonded all officers and employees entrusted with property, real or personal, belonging to the Society
- cause the financial reports of the Society to be examined annually and at the time shall determine what level of examination is needed
- report budget policy and financial status to the Assembly of Delegates
- review the reports of officers and committees of the Society and any recommendations and resolutions to come before the Assembly of Delegates and to make recommendations thereto
- propose policies to the Assembly of Delegates for their consideration
- adopt rules and regulations for the conduct of the affairs of the Society,
- and perform such other duties as are prescribed or permitted by the laws of the State of in which incorporated including following these Bylaws.

Section 2: Membership

Except to the extent otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the Board shall consist solely of those Directors and Student Board Members elected,

respectively, by vote of the Active Members and Assembly of Delegates, as set forth in [Article 8](#) of these Bylaws.

Section 3: Resignation

Any Director of the Society may resign at any time by providing written notice to the Board President. Notice of resignation will be effective upon receipt or at a subsequent time designated in the notice. A successor may be appointed as provided in [Article 8, Section 5](#).

Attendance at meetings is required of Board members. A director can be deemed to have resigned if they miss three consecutive regularly scheduled meetings. Should the BOD member want to retain their position, they can submit a written letter to the board offering explanation and requesting exemption.

Section 4: Meetings

Section A: Regular and Annual meeting

The Board may provide, by resolution, the date, time and place for holding Board annual and additional regular meetings without other notice than the resolution. Regular meetings of the Board of Directors may also be called by the Chair or by any three members of the Board. Virtual meetings are permitted.

Section B: Special Meetings

Special meetings of the Board shall be called upon the written request of a majority of the members of the Board and also may be called by the Chair of the Board. Unless called during a Conclave, notice of any special meeting shall be given at least five (5) working days prior to the special meeting by email notice, stating the time and place of the meeting, including link for online meeting,

Section C: Waiver of Meeting

Any Director may waive notice of any Board meeting by email sent to the Executive Director. The attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. For special meetings, which are called during a Conclave, notice is not required to be given. However, business shall be limited to that which is stated in the call.

Section D: Quorum

A majority of the currently filled seats for Directors constitutes a quorum for the transaction of business at any meeting of the Board.

Section E: Presumption of Assent

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. A Director of the Society who is present at a meeting of the Board at which action is taken shall be presumed to have assented to the action taken unless that Director's dissent shall be entered in the minutes of the meeting or unless that Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Society immediately after the adjournment of the meeting. This right to dissent shall not apply to a Director who voted in favor of such action.

Section F: Actions Outside of Board Meetings

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, without prior notice, by email if the action is in the form of a motion and the number of votes taken represents a quorum. The motion will be recorded at the next regular meeting and filed with the minutes of the Board at that subsequent regular meeting. The Executive Director will maintain an electronic file of the votes cast by email.

Section G: Virtual Meetings

Unless otherwise prohibited under applicable law, Directors may participate in virtual meetings utilizing equipment by which all persons participating in the meeting may hear each other and the names of the participants in the conference are provided to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Article 8: Board of Directors

Section 1: Board Composition

As referenced in [Article 7, Section 2](#) of these Bylaws, the officers, two board members at large, three Student Board Members, and the Executive Director shall constitute the Board of Directors for the Society.

Section A: Officers

1: The officers of the Society shall be the Chair, Chair-Elect, , Secretary, and Treasurer, elected by the active members by electronic ballot. There shall also be two board members at large, which have the full responsibilities and are full board members of the Society but without additional duties prescribed by an officer role.

Section B: Collegiate Board Members

1: There shall also be three collegiate Student Board Members, elected by the Assembly of Delegates for two-year terms.

Section C: Executive Director

1: In addition, the Board shall appoint an Executive Director of the Society who shall be accountable to the Board. The Executive Director shall be considered a member of the Board of Directors, but without vote.

Section 2: Election and Voting

- 1: Each Active Member is entitled to one vote in an election except as the Articles of Incorporation or these Bylaws may otherwise provide.
- 2: Electronic voting is permitted and since electronic voting is permitted, proxies will not be provided.
- 3: Online voting will be open for a minimum of seven (7) days and will not be reopened for anyone missing the voting deadline.

Section 2: Eligibility

To be eligible as a Board Member of KON, the applicant must be a current, active member of the organization. Previous volunteer service in KON is highly recommended. It is highly recommended that a Board Member serve for at least six months on the Board before becoming Chair Elect, and then Chair.

Section 3: Officer Terms, Tenure

The term of the Chair and Chair Elect role will be one year. All Board Members will have a term of two years. No member shall be eligible to serve more than two consecutive terms in the same office if a successor is available. Every effort will be made for half the board to be retained in any given year, so as to maintain history, culture, and continuity of service.. The standard board term of office shall begin when they are installed at the annual Assembly meeting following the election.

Section 4: Removal

Any elected officer or Student Board Member may be removed for just cause. Sufficient cause for such removal may be violation of these Bylaws or any lawful rule, practice, or procedure adopted by the Society or other conduct deemed by the Board of Directors to be prejudicial to the best interest of the Society. For removal of an elected officer/Student Board Member for cause, it shall be necessary for the Board of Directors to hold a formal hearing. A statement of the charges shall be sent by registered mail to the last recorded address of the officer/Student Board Member, accompanied by notice of the time and place of the meeting at which the charges are to be considered. At least thirty days' notice shall be given, and the officer/Student Board Member shall have the opportunity to appear in person or to be represented by counsel and to present any defense to such charges before action is taken. The Board of Directors shall adopt such rules as may be necessary to assure due process to the officer/Student Board Member. Upon a two-thirds affirmative vote, the Board of Directors shall recommend removal to the Assembly of Delegates. At the next meeting of the Assembly of Delegates, by a majority vote, approve or reject the recommendation of the Board of Directors.

Section 5: Vacancies

Should the office of Chair become vacant, the Chair-Elect shall become Chair automatically and serves for the unexpired term and for the term immediately following. Should the office of Chair-Elect become vacant, it shall be filled by another Board Member by Board vote. A vacancy in any other office shall be filled by the Board of Directors by appointment.

Section 6: Compensation

No member other than a Society employee or company employed to provide Executive Director and administrative services under contract, shall receive compensation for service to the Society, unless specifically authorized by the Board of Directors.

Section 7: Expenses

The Board of Directors may authorize reimbursement of expenses incurred in the performance of their duties for the Society and prescribe procedures for approval and payment of such expenses.

Article 9: Officers and Board of Director Duties

Section 1: Performance of Duties

The officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Society.

Section 2: Chair

The Chair shall preside at all meetings of the Assembly of Delegates and Board of Directors, serve as liaison to any committees as needed, provide leadership to the Board of Directors, act as primary liaison to the Executive Director, and provide leadership of the Society on behalf of the members.

Section 3: Chair-Elect

The Chair-Elect shall preside in the absence of the Chair, fill any vacancy in the office of Chair, and is expected to become Chair in the next term. They may be called upon to support the Chair, attending all meetings the Chair might attend. This prepares them for the Chair role.

Section 6: Secretary

The Secretary shall keep a record of all business proceedings of the Board of Directors meetings, Assembly of Delegates. Digital copies of minutes are sent to the administrative office for distribution and safekeeping.

Section 7: Treasurer

The Treasurer shall be responsible for oversight of the financials for the organization, execute the first review of the proposed budget and financial reports, and to assure that taxes are annually filed.

Section 8: Student Board Members

Student Board Members shall serve as fully participating members of the Board of Directors.

Section 8: Executive Director

The Executive Director shall serve under the direction of the Board of Directors as the chief executive officer of the Society. The Executive Director shall be required to attend all meetings of the Board of Directors.

The Executive Director shall:

- Implement policies and programs of the Assembly of Delegates and Board of Directors
- Be responsible for relations with chapters, members, and external groups
- Supervise and manage the offices of the Society and engage all employees (in an Association Management Company model, the Society has no employees)
- Serve as custodian of properties, deeds, records, and archives belonging to the Society
- Hold, invest, and disburse monies according to policies established by the Board of Directors
- Provide leadership for long-range planning
- Coordinate and expedite work of the Assembly of Delegates, Board of Directors, and national committees.
- Develop an annual summary of Society activities and accomplishments for distribution to the Board, Membership, and inclusion in the Society History
- Provide leadership for maintaining policy and procedure manuals.

Section 4: Board Members (all)

All Board Members have such other duties as may be determined by the Board of Directors to accomplish Society priorities.

Article 10: Committees

Section 1: Establishment

Section A: Appointment

Committee Chairs shall be appointed by the Board of Directors with the exception of the Publications Committee and the Nominating Committee, which shall be elected.. To serve on a national committee, a candidate must be a current active member. Committees not named in these Bylaws shall be established by the Assembly of Delegates or by the Board of Directors.

Section B: Vacancy

The Board of Directors shall fill a vacancy in any committee chair.

Section 2: The Committees

Section A: Awards Committee

The Awards Committee shall review selection policies, review applications for awards, and select recipients. This committee reports to the Executive Director.

Section B: Bylaws Committee

The Bylaws Committee shall recommend to the Board of Directors amendments to the Bylaws and shall review and approve bylaws of individual chapters. This committee reports to the Board.

Section C: Publications Committee

The Publications Committee shall determine publication policies, select guest editors and themes, identify and recommend reviewers, determine review procedures, and make recommendations for fiscal policies regarding KON publications. The membership shall consist of six professional members. The editor shall serve as an ex officio member, without vote. Two professional members shall be elected annually to serve three-year terms or until their successors are elected. This committee reports to the Executive Director.

Section D: Nominating Committee

A total of five elected members shall serve. Terms shall be for two years or until the successors are elected. Two members shall be elected in even-numbered years; three members shall be elected in odd-numbered years. Members of the Nominating Committee shall not serve consecutive terms. The Committee Chair shall be appointed annually by the Board of Directors from among the five members. It shall be the responsibility of the Nominating Committee to propose at least one candidate for each office and committee vacancy to be filled. In the event of a tie in the election, the Nominating Committee shall vote to break the tie. A member of the Nominating Committee may not be nominated for any office or committee vacancy without resigning as a member of the Nominating Committee. This committee reports to the Board of Directors.

Section E: Leadership Council

At the conclusion of the term of office, each Board Chair shall become a member of the Leadership Council. The Leadership Council shall recognize the contribution of chairs and shall have such other duties as may be determined by the Board of Directors or the Assembly of Delegates.

Section 3: Powers

A committee designated by the Board may exercise any powers of the Board to the extent provided by resolution of the Board. No committee, however, shall have the power to:

- Amend the Articles of Incorporation;
- Adopt an agreement of merger or consolidation;
- Amend the bylaws of the Society; or
- Fix compensation of any officer.

Section 4: Meetings

Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided for meetings of the Board. Minutes shall be recorded at each committee meeting and these minutes shall be presented to the Board. Virtual meetings are permitted. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Email consent is permitted and should be recorded and filed with minutes presented to the Board.

Article 11: Chapters

Section 1: Establishing Chapters

Section A: Collegiate Chapters

- 1: A chapter of the Society may be established in a college or university offering a baccalaureate or advanced degree as defined in [Article 3](#). The institution shall be fully accredited by its regional accrediting agency, and the program shall meet uniform criteria determined by the Board of Directors. International chapters may be established according to uniform criteria determined by the Board of Directors.
- 2: A chapter-at-large may be established by two or more institutions, which are so located that a joint chapter is feasible and provided that each institution is qualified except in size of program.
- 3: A group desiring a charter for a collegiate chapter shall petition the Board of Directors of the Society. The qualifications of such petitioning groups shall be examined by the Board of Directors and, if approved, submitted to the chapters by email ballot. A two-thirds vote of those chapters returning ballots by a date clearly specified on the ballot shall be required for a charter to be granted.

Section B: Alumni Chapters

An alumni chapter may be established in a geographic locality. At least fifteen professional members of the Society living in a geographic area and desiring to form an alumni chapter may petition the Board of Directors for a charter. Upon approval of their aims and proposed program, the Board of Directors may grant a charter. Professional members who cannot participate in a

collegiate or alumni chapter may belong to a National Alumni Chapter that has no specific geographic locality, but may conduct its meetings and business virtually.

Section C: Individual Membership Affiliation

1: This type of membership is available for colleges and universities who wish to promote the mission of KON, but are unable to support a KON chapter. The same institutional criteria as that of chapters are required.

2: Eligibility: The KON national office shall conduct the membership process among students who are certified as eligible by faculty of the institution. Members who affiliate through this process shall be members of the National Chapter. All benefits of membership shall accrue to this membership category except for chapter leadership.

3: National Representation - Representation of the National Chapter in Conclave and the Assembly of Delegates shall be granted on a competitive application basis. Representation shall be determined on the basis of 1 delegate for each 100 members.

Section 2: What Constitutes a "Chapter in Good Standing?"

Section A: Good Standing

A chapter in good standing shall comply with these Bylaws, shall meet uniform criteria determined by the Board of Directors, shall have filed all required reports with the National Office, and shall be current in all financial obligations to the Society. Only chapters in good standing shall be eligible to vote in a mail ballot or to have a delegate to Conclave. Chapters in Good Standing meet the following criteria:

1. Comply with the National Bylaws
2. Maintain current Chapter Bylaws in the National Office
3. Elect a full slate of officers
4. Conduct an annual initiation according to national guidelines
5. File required forms accurately and in a timely fashion
6. Designate a Member as official representative to Conclave

Section B: Not in Good Standing

The Board of Directors shall apply uniform criteria to determine those chapters that are not in good standing. Reasons for being classified *not in good standing* include:

1: Declared Inactive: A chapter shall be declared inactive by the Board of Directors in the event that (1) the institution at which the chapter is located fails to meet the requirements listed in [Section 2, Section A](#) of this Article or (2) the chapter requests inactive status.

2: A chapter may be placed on probation by the Board of Directors if it fails to meet the criteria for a chapter in good standing and provided a time frame in which to make remedy.

3: A chapter may be suspended for cause by the Board of Directors by a two-thirds vote. Sufficient cause for such suspension may be violation of these Bylaws or any lawful rule or procedure adopted by the Society. Due notice shall be given by the Board of Directors to the chapter in question by email and letter, and reasonable opportunity shall be allowed for the chapter to meet the requirements or correct infractions before final action to suspend is taken.

Section 2: Naming

Section A: New Chapter Naming

1: Collegiate Chapters

A chapter, which was formed by the predecessor society Kappa Omicron Phi, shall have the prefix "Kappa" before its Greek-letter chapter name. A chapter, which was formed by the predecessor society Omicron Nu, shall have the prefix "Omicron" before its Greek-letter name. The first collegiate chapter chartered by Kappa Omicron Nu shall be designated Nu Alpha, and the remainder of the chapters shall follow according to the Greek alphabet with the prefix "Nu."

2: Alumni Chapters

Alumni chapter names shall be chosen by the members of the Chapter and are geographically referenced.

Section 3: Chapter Operations

Section A: Dues

Chapters may collect dues or a reasonable fee of their choice for current collegiate students for items such as cords or chapter activities. Any chapter fees are in addition to, not in place of, the national initiation fees. Upon graduation, KON's national office collects dues, which are in part shared with the chapters annually.

Section B: Meetings

Each Chapter shall determine the number of meetings to be held during each year, which is reported in a required Chapter Report.

Section C: Governance

1: Officers – A Chapter must have at least three elected officers representing the functions of President, Vice President, Secretary, Treasurer, or another such as an Editor, depending on the Chapter Bylaws. The elected officers shall constitute the Chapter Executive Committee.

2: Officers Election – Collegiate Chapters shall have Chapter Advisory Council consisting of three or more professional members, at least one of whom shall be a member of the faculty of the institution.

3: Nomination of officers of Collegiate Chapters shall be made by the Chapter Advisory Council.

Article 12: Publications

Section 1: Official Publication

Official publications of the National Society shall be proposed by the Publications Committee and approved by the Board of Directors. It shall be published and distributed as determined by the Publications Committee as approved and budgeted by the Board of Directors.

Section 2: Other Publications

Additional publications may be authorized by the Board of Directors. No books shall be authorized to be developed under the auspices of KON without proper and common written contracts including written contracts with editors, contributors, and publishers. Copyright permissions for any and all materials used that need copyright permissions, will be required.

Article 13: Fiscal Policies

Section 1: Contracts

The Board may authorize any officer or the Executive Director to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Society. Such authority may be general or confined to specific instances should be made by in writing. When the Board authorizes the execution of a contract or of any other instrument in the name of and on behalf of the Society, without specifying the executing officers, the Chair or Executive Director may execute the agreement.

Section 2: Loans

No loans shall be executed on behalf of the Society and no evidences of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. No loan or advance to or overdraft or withdrawal by an officer or Director of the Society otherwise than in the ordinary and usual course of the business of the Society, and on the ordinary and usual course of the business or security, shall be made or permitted unless each such transaction shall be approved by a vote of two-thirds (2/3) of the Directors excluding any Directors involved in such transactions and a full and detailed statement of all such transactions and any payments shall be submitted at the next meeting of the Assembly of Delegates and the aggregate amount of such transactions less any repayments shall be stated in the next annual report to the Assembly of Delegates. This section does not apply to the usual and customary use of a Society credit card.

Section 3: Checks

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents, of the Society and in such manner as shall from time to time be determined by the Board.

Section 4: Deposits

All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies or other depositories as the Board may select.

Section 5: Securities and Investments

Subject always to the specific directions of the Board, any shares or other securities issued by any other corporation and owned or controlled by this Society may be voted at any meeting of the Board.

Article 14: Indemnification

Section 1: Non-Derivative Actions

Subject to all of the other provisions of this article, the Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the Society) by reason of the fact that the person is or was a Director or officer of the Society, or is or was serving at the request of the Society as a director, officer, partner, trustee or employee, or agent of another foreign or

domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Society, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Society, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2: Derivative Actions

Subject to all of the provisions of this article, the Society shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Society to procure a judgment in its favor by reason of the fact that the person is or was Director or officer of the Society, or is or was serving at the request of the Society as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Society. However, indemnification shall not be made for any claim, issue or matter in which such person has been found liable to the Society unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 3: Expenses of a Successful Defense

To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2 of this article, or in defense of any claim, issue or matter in the action, suit or proceeding, the person shall be indemnified by the Society against expenses (including actual and reasonable attorneys' fees) incurred by such person in connection with the action, suit or proceeding and in any action, suit or proceeding brought to enforce the mandatory indemnification provided by this article.

Section 4: Contract Right – Limitation of Indemnity

The right to indemnification conferred in this article shall be a contract right, and shall apply to services of a Director or officer as an employee or agent of the Society as well as in such person's capacity as a Director or officer. Except as provided in Section 3 of this article, the Society shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

Section 5: Determination that Indemnification is Proper

Any indemnification under Section 1 or 2 of this article (unless ordered by a court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the

applicable standard of conduct set forth in Section 1 or 2, whichever is applicable. Such determination shall be made in any of the following ways:

- By a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit or proceeding.
- If the quorum described in clause (A) above is not obtainable, then by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.
- By independent legal counsel in a written opinion.

Section 6: Proportionate Indemnity

If a person is entitled to indemnification under Section 1 or 2 of this article for a portion of expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Society shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 7: Expense Advance

Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or 2 of this article may be paid by the Society in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person involved to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Society. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 8: Non-exclusivity of Rights

The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Society. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 9: Indemnification of Employees and Agents of the Society

The Society may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Society to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Directors and officers of the Society.

Section 10: Former Directors and Officers

The indemnification provided in this article continues as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 11: Insurance

The Society may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether

or not the Society would have power to indemnify him or her against such liability under this article or the laws of the state where KON is incorporated.

Section 12: Changes in State Law in which KON is incorporated

In the event of any change of the state statutory provisions applicable to the Society relating to the subject matter of this article, then the indemnification to which any person shall be entitled hereunder shall be determined by such changed provisions, but only to the extent that any such change permits the Society to provide broader indemnification rights than such provisions permitted the Society to provide prior to any such change.

Article 15: Parliamentary Authority

Section 1: Governing Rules

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

Article 16: Amendment of Bylaws

- An amendment approved by the Board of Directors by majority vote may be adopted by the Assembly of Delegates by a two-thirds vote, if the amendment has been submitted in writing to the chapters 30 days before the meeting. This vote may be electronic.
- An amendment approved by the Board of Directors by a two-thirds vote may be adopted by the Assembly of Delegates by a three-fourths vote without notice to chapters. This vote may be electronic.