

CODE OF BY-LAWS
USI SOCIETY FOR ARTS & HUMANITIES
(A division of the USI Foundation, which
is a Not-For-Profit Corporation)

ARTICLE I
IDENTIFICATION

The name of this organization is USI SOCIETY FOR ARTS & HUMANITIES, a division of the USI Foundation, a corporation formed pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971.

The post office address of the principal office of the organization is University of Southern Indiana, 8600 University Boulevard, Evansville, IN 47712.

ARTICLE II
STATEMENT OF PURPOSE

The organization is formed with the purpose of promoting a closer relationship between the University of Southern Indiana's College of Liberal Arts and the community at large. The Society seeks to raise funds in support of a variety of activities in which the College of Liberal Arts participates.

ARTICLE III
MEMBERS

The organization shall have classes of membership defined by the levels of giving established by the Board of Directors.

ARTICLE IV
FISCAL YEAR and MEETING OF MEMBERS

FISCAL YEAR. The fiscal year of the Society shall be commensurate with that of the University of Southern Indiana.

ANNUAL MEETING. An annual meeting of the membership shall be held in May of each year, at a time and place to be determined by the officers of the organization, for the purpose of electing Officers and Directors to the Board, receiving annual reports from Society committees and for the transaction of other business which may come before the membership. Announcement of the annual budget will also take place at this meeting. The Board of Directors shall meet a minimum of four times per year, including the Annual Meeting.

SPECIAL MEETINGS. Special meetings of the members may be called by the Chair of the Society.

NOTICE OF MEETINGS. Written or printed notice stating the place, date and hour of any meeting of members shall be delivered either personally or by postal mail or e-mail to each member entitled to vote at such meeting, not less than ten (10) days before the date of such meeting.

ARTICLE V

BOARD OF DIRECTORS

GENERAL POWERS. The affairs of the organization shall be managed by its Board of Directors. All policies not specifically addressed in this document will be established by a majority vote of all Directors present at Board meetings.

QUALIFICATIONS. Directors of the Board shall be members of the organization and committed to its goals of enriching USI students through their support of programs and of raising funds for the promotion and continuation of such programs. The Dean and the Associate Dean of the College of Liberal Arts (or their appointed representatives) shall be ex-officio nonvoting members of the Board and of all committees.

NUMBER AND TERM. The Board shall consist of no less than fifteen (15) and no more than twenty-five (25) members who shall be elected to two year terms, with one half of the terms expiring each year. No Director shall serve more than six (6) consecutive years.

ATTENDANCE AND REMOVAL OF DIRECTORS. Board members are expected to attend all meetings of the Board. Failure to attend scheduled meetings of the Board may result in removal by majority vote of the Directors. The Director considered for removal due to noncompliance shall be contacted by a member of the Executive Committee and informed of the possible action of the Board.

VACANCIES. Vacancies on the Board may remain open or may be filled immediately by the Board upon the recommendation of the Nominating Committee. Any person so elected shall serve until the expiration of the original term. A person filling a vacancy with less than one (1) year remaining shall not have the service counted toward the six (6) consecutive year limitation.

ARTICLE VI OFFICERS

OFFICERS. The officers of this organization shall be a Chair, Vice-Chair, Secretary and Treasurer. All officers must be members of the Board and appointed to office as set out herein.

NOMINATION AND ELECTION.

- (A) The Nominating Committee shall present a slate nominating one (1) candidate for each office to be filled. The slate shall be presented to the Membership no less than ten (10) days prior to the Annual Meeting.
- (B) Officers shall be elected at the Annual Meeting for a two (2) year term. They shall assume their duties prior to the first Board of Directors meeting in September of the current year and serve until their successors are duly elected and qualified.
- (C) **VACANCIES.** A vacancy in an office of the Board because of death, resignation, or removal may be filled by the Board upon recommendation of the Nominating Committee to be ratified by the Board at its next meeting.
- (D) **CHAIR.** The Chair of the organization shall be its chief executive officer and preside at meetings

of the Board and Executive Committee. The Chair shall appoint all committees and shall, in general, supervise and control all of the business and affairs of the organization. The Chair shall serve as an ex-officio member of all committees. The Chair shall preside at all meetings of the membership and of the Board of Directors.

- (E) VICE-CHAIR. The Vice-Chair shall perform all duties incumbent upon the Chair during the absence or disability of the Chair and perform such other duties as this Code of By-Laws may prescribe or the Board may prescribe.
- (F) TREASURER. The Treasurer shall coordinate with University of Southern Indiana Foundation Accounting for the oversight of all income and disbursements funds and shall then report the status of Society funds to the Board at each regularly scheduled meeting. The Treasurer shall serve as the Chair of the Finance Committee.
- (G) SECRETARY. The Secretary shall keep the minutes of the meetings of the Members, the Board and of the Executive Committee. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by the Board of Directors. The Secretary shall maintain up-to-date records of contact information for all current board members and details of their terms of service.

ARTICLE VII COMMITTEES

EXECUTIVE COMMITTEE.

- (A) The Executive Committee shall consist of the four (4) officers of the organization and the Dean of the College of Liberal Arts or the Dean's representative as ex-officio members.
- (B) The Executive Committee shall have and exercise in the intervals between Board meetings all the powers of the Board. Any action taken by the Executive Committee on behalf of the Society between regularly scheduled Board meetings shall be reported to the full board at the next meeting and submitted for ratification by the entire board subject to usual voting rules.
- (C) Meetings of the Executive Committee shall be held at such time and place as the Chair shall determine.

NOMINATING COMMITTEE.

- (A) The Nominating Committee shall consist of three (3) to five (5) members of the Board appointed by the Chair.
- (B) The Nominating Committee shall prepare a single slate of candidates to fill vacant positions on the Board and officers. The slate shall be sent by postal or e-mail to the membership no less than ten (10) days prior to the Annual Meeting.

STANDING COMMITTEES.

Chairs of Standing Committees shall be appointed by the Chair of the Society from members of the Board.

- A. The Membership Committee shall be responsible for soliciting memberships and for participation in the annual membership drive scheduled by the USI Development office. General duties include input into correspondence to prospective members and the planning and execution of the annual new and renewing members party each fall.
- B. The Special Events Committee shall be responsible for planning and executing special activities that invite the Society membership and the community to USI arts and humanities programming in an effort to foster positive support for such programs.
- C. The Scholarship and Student Development Committee shall approve grants to be awarded from funding allotted each fiscal year for the Student Development Fund. The committee shall meet as necessary to review applications for the Robert W. Carithers Scholarship for Arts & Humanities and recommend candidates for these scholarships to the entire Board for ratification.
- D. The Fund Raising Committee shall make preparations for one annual major fund-raising event for the Society. General duties include working with the Special Events Office and the Development/Foundation Office of USI to coordinate all plans and to enlist full-Board participation in fund-raising events. The Chair will also appoint a Purchase Award Sub-committee consisting of no less than three (3) Directors, to complete all authorized purchase award efforts to benefit the University of Southern Indiana Society for Arts and Humanities.

ARTICLE VIII
MISCELLANEOUS

AMENDMENTS. The power to make, alter, amend or repeal this Code of Bylaws is vested in the members of the organization and such Bylaws may be amended, from time to time, by a fifty percent (50%) vote of the Members present at any annual meeting or special meeting of the membership called for such purpose provided, however, that ten days notice of such amendment has been provided to the members of the Board.

PROCEDURE: *Roberts Rules of Order*, revised, shall be the Parliamentary Authority for all matters of procedure not specifically covered by these By-Laws.

ADOPTED by the Board of Directors of this organization this _____ day of _____, 2010.

ATTEST:

Secretary

Chair