

**NATIONAL BYLAWS
OF SIGMA NU TAU ENTREPRENEURSHIP HONOR SOCIETY**

**ARTICLE I
BOARD OF DIRECTORS**

Section 1. Powers and Number. The property, affairs and activities of the Corporation shall be managed and controlled and its powers exercised by the Board of Directors. The following powers and duties are delegated expressly to the Board of Directors:

- a. Collection and disbursement of the funds of the National Society, preparation of a budget, and other financial matters.
- b. The designation of a repository for the Society's records and materials of historic value for safekeeping.
- c. Establishing a National Headquarters and obtaining the services of an Executive Director who shall have delegated authority to supervise the day-to-day operations of the National Headquarters, all subject to the authority of the Board of Directors.

The number of Directors shall be not less than five (5), nor more than fifteen (15) Directors, as determined by the Board of Directors. Each Director shall be at least eighteen (18) years of age. Any member of the Society shall, subject to qualification requirements of the Constitution, be eligible to hold office on the Board of Directors.

Section 2. Election and Term of Office. The initial Directors shall be the persons named in the Certificate of Incorporation. They shall serve until the first Annual Meeting of the Directors. Initial elections to the board will elect one-half the board members to two-year terms and one-half the board members to one-year terms. Thereafter, Directors shall be elected to hold office for two-year year terms. Any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. To become a Director, a person shall be nominated by a then existing Director and elected by a majority of the Board of Directors.

Section 3. Newly Created Directorships and Vacancies. Newly created directorships and vacancies among the Directors for any reason may be filled by vote of a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next Annual Meeting of the Directors.

Section 4. Resignations. Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or its President. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

Section 5. Removal. Any Director may be removed at any time with cause by a majority of the Board of Directors then in office at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors then in office.

Section 6. Meetings. The Board of Directors may hold such meetings as it may determine. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The annual meeting of the Board of Directors for the election of the Directors and for the transaction of such other business as may come before the Directors shall be held each year at any place within the State of New York, time and date, in the month of March, as may be fixed by the Board of Directors, or, if not so fixed, as may be determined by the President. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors or the President, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 7. Quorum and Voting. Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these bylaws, 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. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 8. Action by the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 9. Notice of Meetings. Notice of the time and place of each regular meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be given at least five days prior to a meeting by mail, electronic mail, telephonically, or such other means as are reasonably deemed to alert the directors to the meeting. Special meetings require at least forty-eight (48) hours notice before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by telegram or cablegram or given personally or by telephone or electronic mail, no less than twenty-four hours (24) before the time at which such meeting is to be held, unless the meeting must be held within twenty-four (24) hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting.

Section 10. Appointment of Committees. The National President or the Board of Directors may appoint any committees from time to time as may be necessary or appropriate for the transaction of the business of the Society. Such committees may consist of any members of the Society but

shall only have such authority as set forth in the National Constitution, these Bylaws or as properly delegated to such committee by the Board of Directors. Requirements as to notice of meetings, quorum, voting requirements, telephonic meetings, and ability to take action by unanimous written consent for a committee shall be the same as those applicable to the Board of Directors.

Section 11. Compensation. No compensation shall be paid to Directors.

Section 12. Expenses of Board of Directors. The expenses of the Board of Directors, including the cost of the Board of Directors meetings, the Annual Meeting, travel, postage, and other necessary expenses shall be paid from the national treasury as the Board in its discretion may authorize.

Section 13. Final Actions on Petitions for Charter. Final action on a petition for charter shall in every case be a prerogative of the Committee on Extension. Charters shall be granted only in cases where the Committee on Extension has approved the petition.

Section 14. Reporting. Every officer of the Society shall make reports whenever required to do so by the Board of Directors.

ARTICLE II COMMITTEES

Section 1. Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committees. The President of the Corporation shall appoint the chairperson of each committee. Each committee so appointed shall consist of three (3) or more Directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

- a. the filling of vacancies on the Board or on any committee;
- b. the amendment or repeal of the bylaws or the adoption of the new bylaws;
- c. the amendment or repeal of any resolution of the Board;

Special committees may be appointed by the President with the consent of the Board and shall have only the powers specifically delegated to them by the Board. In addition, no compensation shall be paid to any Director for serving on any committee.

Section 2. Committees of the Corporation. The Board may create committees of the Corporation. Committees created by the Board shall be appointed by the President of the Corporation with the consent of the Board.

Section 3. Standing Committees.

a. Budget and Finance Committee. The Budget and Finance Committee is a standing committee and shall be composed of at least three members of the Board of Directors. The National President shall appoint the members of the Committee for two-year terms. The National Treasurer shall serve as Chairperson of this Committee. This Committee is responsible to the Board for financial planning and reporting.

b. Charter Extension Committee. The Charter Extension Committee is a standing committee and shall be composed of at least three members of the Board of Directors and may include two Society members who are not on the Board of Directors. The National President shall appoint the members of the Committee for two-year terms. The National Vice President for Charter Extension shall serve as Chairperson. This Committee shall be charged with the responsibility of reviewing and approving all applications from institutions for establishment of a Chapter on their campuses. The review should include compliance by the petitioning group with the established criteria and procedures found in the National Bylaws.

c. Committee on Chapter Standards. The Committee on Chapter Standards is a standing committee and shall be composed of at least three members of the Board of Directors and may include two Society members who are not on the Board of Directors. The National President shall appoint the members of the Committee for two-year terms. The National Vice President for Chapter Standards shall serve as Chairperson. This Committee shall be charged with the responsibility of maintaining the standard of membership throughout the Society under the provisions of the National Constitution and National Bylaws. In addition, upon recommendation by the Faculty Secretary of a Chapter, the Society's Executive Director, or the Vice President for Chapter Standards, the Committee on Chapter Standards may declare a Chapter inactive. The period of inactive status shall be for one year from the date the Chapter was declared inactive, with a one-year extension possible. Chapters officially declared inactive need only initiate members in order to be considered active. Following the period of inactivity, and at such time as the Committee on Chapter Standards determines the lack of sufficient interest at the respective institution, the Committee may recommend to the Board of Directors that the charter be recalled. An institution may appeal the decision of the Board of Directors by submitting a written appeal to the National President. The appeal will be brought to the next meeting of the Board of Directors for another vote. A three-fourths vote of the Board of Directors will constitute final action.

ARTICLE III
OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number and Qualifications. The National Officers of the Corporation shall be National President, National Vice President for Charter Extension, National Vice President for Chapter Standards, National Secretary, National Treasurer, Immediate Past National President, and Executive Director. One person may hold more than one office in the Corporation. The Officers of the Corporation need not be Directors of the Corporation. 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 Annual Meeting. 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 vote of the Board of Directors with or without cause. The Board of Directors will appoint the National Treasurer.

Section 2. Election and Term of Office. The Board shall elect Officers of the Corporation at the Annual Meeting or a regular or special meeting designated for that purpose, except that Officers appointed to fill vacancies shall be elected as vacancies occur. Each such Officer, whether elected at the Annual Meeting or to fill a vacancy or otherwise, shall hold office until the close of the election of Officers at the Annual Meeting next held after his or her election or until a successor shall have been elected and shall qualify, or until the death, resignation or removal of such Officer, whichever is earlier.

Section 3. Employees and Other Agents. The Board of Directors may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, as a majority of the Board of Directors may from time to time determine. No such employee or agent need be a Director of the Corporation. To the full extent allowed by law, the Board of Directors may delegate to any Officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 4. Removal. Any Officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the entire Board of Directors.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

Section 6. President: Powers and Duties. The President shall preside at all meetings of the Board of Directors. In the absence of the President, the Directors present shall appoint a chairperson to preside at any meeting of the Board of Directors. The President shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the President, and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 7. Vice President for Charter Extension: Powers and Duties. If the President is absent or disabled, the Vice President for Charter Extension shall perform all of the President's duties and, when so acting, shall have all the President's powers and be subject to the same restrictions. The Vice President for Charter Extension shall have the responsibility of chairing the Charter Extension Committee and for carrying out the Committee's charge.

Section 8: Vice President of Chapter Standards: Powers and Duties. The Vice President of Chapter Standards shall have the responsibility of chairing the Committee on Chapter Standards and carrying out the Committee's charge.

Section 9. Secretary: Powers and Duties. The Secretary shall keep the minutes of the Annual Meeting and all meetings of the Board of Directors in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 10. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. The Treasurer shall have sole responsibility for signing or requesting all checks, including the selection of an independent auditor (if required). In addition, the Treasurer shall have responsibility for all corporate financial functions such as budgeting and accounting. The Treasurer shall be permitted to delegate such responsibilities as appropriate, and to engage the services of other professionals in order to carry out such responsibilities. At the Annual Meeting and whenever else required by the Board of Directors, he or she shall render a statement of the Corporation's accounts. He or she shall at all reasonable times exhibit the Corporation's books and accounts to any Officer or Director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

Section 11. Executive Director. The Executive Director shall be responsible for the day-to-day management of the Society's operations. This may include, but is not limited to: making purchases on behalf of the Society, communicating with prospective and current Chapters and members, fulfilling orders from chapters for membership materials, contracting with outside firms for member benefits, travel to conferences or member institutions, working with interns, organizing conferences, seminars, competitions, and writing grant applications.

Section 12. Removal of Officers. 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 at 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 related to these proceedings shall be concluded in a timely fashion.

Section 13. President Unable to Complete Term of Office. 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 Annual Meeting. In the event any other National Officer or

member of the Board of Directors is unable to complete his/her term, the Board of Directors shall elect a member of the Society to replace him/her for the remainder of his/her term.

ARTICLE IV NATIONAL ADVISORY COUNCIL

Section 1. Purpose. There is hereby established a National Advisory Council, which will provide a voice for the local Chapters on items posed by the Board of Directors and items of interest to the National Advisory Council. National Advisory Council members may be asked to serve as members of committees and task forces as needed and appointed by the Society's National President. They may also be asked to mentor and serve as a resource for other Chapters of the Society.

Section 2. Composition. When the Society has chartered at least three Chapters, the National Advisory Council will be established and shall be composed of no fewer than five (5) 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: Student Members, Faculty Secretaries, Faculty Advisors, and Entrepreneur Members. At a minimum, no fewer than one (1) member from each of those groups should be represented on the National Advisory Council at any given time. No more than two members from the same Chapter may serve on the National Advisory Council at any one time. Faculty members shall be deemed to be from the Chapter where they serve, not where they were inducted. The Board of Directors may remove members of the National Advisory Council only in the same manner that 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 of conference calls, e-mail discussions, or meetings of the National Advisory Council.

ARTICLE V ESTABLISHMENT OF NEW CHAPTERS

Section 1. Eligible Institutions. The Society shall establish Chapters of the Society only at colleges and universities that: (a) grant baccalaureate or higher degrees, (b) offer an entrepreneurship, small business, or similar academic major with an entrepreneurial emphasis, and (c) are accredited by the appropriate regional accrediting body.

Section 2. Communication to Targeted Institutions. The National Vice President for Charter Extension shall furnish information concerning the Society to interested institutions, organizations, and individuals, and shall encourage Society members to recommend institutions for consideration.

Section 3. Petition for Charter. A petition for a charter can be accepted only from institutions meeting the above eligibility criteria. The petition for charter must include the following information:

a. Names and signatures of a minimum of four student applicants and four faculty and staff applicants who will meet the established qualifications for membership in the Society at the time of chartering. The completed application must list the officers, including a Faculty Secretary and Faculty Advisor, of the applicant group. Student members must include academic major, cumulative GPA and class status in addition to contact information. Faculty members should include academic degrees earned, granting institutions, professional rank/title. Entrepreneur members should include entrepreneurial accomplishments, managerial/ownership titles, academic degrees earned, and granting institutions.

b. College or university data including: brief history of institution; control (public or private); accreditation(s); degrees offered and current enrollment in entrepreneurship, small business, or other major with an entrepreneurial emphasis; name of the department and number of full- and part-time faculty members in the entrepreneurship program.

c. A letter of endorsement from the institution's dean, vice president for academic affairs, president or chancellor. The letter must state, among other things, that there is a definite place for the Society within the life of the institution and that a Chapter will have the institution's support.

d. The petition for charter and letter of endorsement should be sent to the National Vice President for Charter Extension electronically, if possible. However, one original paper copy with signatures must be sent to the Vice President for Charter Extension for the permanent national files.

Section 4. Establishment of Local Chapter. Colleges and universities that submit a petition for a charter must create a local honor society that operates within the existing standards and pattern of the Sigma Nu Tau Entrepreneurship Honor Society, Inc. or appropriately adapt an existing local organization to meet these criteria. The local group must operate in accordance with the bylaws (based on the Model Bylaws provided by Sigma Nu Tau) and membership selection standards that meet those established for Chapters of the Society

Section 5. Approval of Petition for Charter. The Charter Extension Committee will meet to consider all Petitions of Charter and, upon approval of the petition, will communicate written notice of approval of the applicant organization within 14 days. The National Headquarters will notify the Board of Directors of such approvals. In the case of a negative vote, an institution may appeal the decision of the Committee to the Board of Directors by submitting a written appeal to the National President. A three-fourths vote of the Board of Directors shall be required to overturn the Committee's decision.

Section 6. When a Petition for Charter has been approved, but not less than 21 days prior to the scheduled chartering date, the petitioning group shall prepare and submit the following to National Headquarters:

- a. Sigma Nu Tau Membership/Initiation Forms for each charter member;
- b. Charter Order Form
- c. Payment of the individual membership fees for each charter member and a uniform chartering fee (established each fiscal year by the Board of Directors).

Section 7. Chartering Ceremony. The National Vice President for Charter Extension or designated member of the Board of Directors, or other designee shall conduct the installation and chartering ceremony of new Chapters.

ARTICLE VI
ADMINISTRATION OF CHAPTERS

Section 1. Submission of Chapter Bylaws. Each Chapter shall be required to submit bylaws and any amendments thereto to the National Headquarters.

Section 2. Voting Membership. All Chapter officers of the Society, including the Faculty Secretary and the Faculty Advisor, shall be voting members of their local Chapter.

Section 3. Chapter Officers. The officers of each Chapter shall include a President, Vice-President, Faculty Secretary (who may serve as Treasurer), and a Faculty Advisor. The President and Vice President shall be students. Other officers may be established and filled in accordance with the bylaws of the Chapter. The voting members of the Chapter shall elect all officers.

Section 4. Faculty Secretary Duties. The duties of the Faculty Secretary include:

- a. Keeping the Chapter minutes, membership and other records and supplies.
- b. Making reports certifying new members to the Executive Director.
- c. Sending such membership records to the Executive Director as may be required by the bylaws.
- d. Submitting of annual reports, reporting of new officers, and other such reports as may be required from time to time for effective Chapter operation, to the Executive Director.
- e. Sending occasional news items to National Headquarters for publication in Society newsletters and reports.

Section 5. Faculty Advisor Duties. The duties of the Faculty Advisor include:

- a. Generally act as a facilitator in whatever area deemed necessary by the local Chapter, such as service projects, seminars, and general campus activities.
- b. Assist the Faculty Secretary in every way possible and also serve in his/her absence when necessary.
- c. In the selection of new members, especially in regard to faculty, entrepreneur, and honorary members, assist in soliciting input from the various administrative offices and other constituencies. Such input or insight may not available from the student and faculty voting members of the Chapter.
- d. Assist with the general communication within the faculty and student members of the Chapter.
- e. Enhance the awareness of Sigma Nu Tau both within the student body, the general faculty, and the entrepreneurial community for the benefit of the Chapter and the institution.

Section 6. Installation of Chapter Officers. Every officer of a Chapter shall be appropriately installed as soon as may be convenient after his/her election, at which time s/he shall be required to take the following obligation: "I do solemnly promise/ that I will discharge the duties of my office/ in accordance with the National Constitution, National Bylaws, and Local Bylaws/ to the best of my knowledge and ability/ bearing in mind always the welfare of my Alma Mater/and the Sigma Nu Tau Entrepreneurship Honor Society." Failure to meet this obligation is assumed to be a decision not to serve in the office to which one has been elected.

ARTICLE VII MEMBERSHIP

Section 1. Student Members. Undergraduate students selected to membership must have attained at least junior level status and must have earned a minimum grade point average of 3.2 on a scale of 4 or its equivalent if a different scale is used. Graduate students selected to membership must have completed at least one-half of their graduate program credits and must have earned a minimum grade point average of 3.5 on a scale of 4 or its equivalent if a different scale is used. All candidates for membership should possess the traits of honor and integrity and a strong entrepreneurial spirit.

Section 2. Faculty Members. Faculty members selected for membership may be full- or part-time faculty members, who possess the traits of honor and integrity, and who have enhanced the study of entrepreneurship at their educational institutions. In a chapter's first year of operation, up to four Faculty Members may be selected for membership. In succeeding years, no more than two Faculty Members may be selected by a local chapter for membership in an academic year.

Section 3. Entrepreneur Members. Individuals who demonstrate a strong entrepreneurial spirit, who possess the traits of honor and integrity, who have achieved distinction as an entrepreneur and who are models of principled entrepreneurship may be elected as Entrepreneur Members by local chapters. No more than four Entrepreneur Members may be selected by a local chapter for membership in an academic year.

Section 4. Honorary Members. Any individuals who have achieved distinction in their own chosen profession or who have rendered unusually significant service through their leadership in significant causes and who possess the traits of honor and integrity may be elected to Honorary membership in any local chapter of the Society. No more than two Honorary Members may be selected by a local chapter for membership in an academic year.

Section 5. A Student Member shall remain a voting member of the local chapter while attending the institution where the electing chapter is located. A Faculty Member shall remain a voting member as long as s/he is employed at the educational institution. Entrepreneur and Honorary Members are voting members of their local chapter during the academic year in which they are inducted. Local chapters may decide to extend the voting capabilities of Entrepreneur and Honorary members.

Section 6. A Student Member transferring in good standing to another institution in which a Chapter is located may, during the period in which s/he is matriculated as a candidate for a degree, hold voting membership in that Chapter at the discretion of the Chapter.

Section 7. Each member of the Board of Directors ("Director") is considered to be a member of Sigma Nu Tau Entrepreneurship Honor Society. Each Director's membership will be in the category most appropriate to his/her qualifications.

ARTICLE VIII
ELECTION OF MEMBERS

Section 1. Upon the selection of new members by any Chapter, the Faculty Secretary of the Chapter shall promptly forward to the Executive Director the membership record forms authorized for the purpose, with legible record of full name, address, e-mail address, and phone number of members, institutions, membership classification, planned date of initiation, The Faculty Secretary shall also forward at the same time the national membership-initiation fees as specified in these Bylaws. The Faculty Secretary will be responsible for the custody of the symbols of membership until individuals are initiated. At the end of the academic year, the Executive Director shall be notified by the Faculty Secretary of the local Chapters of the persons who have been processed by the National Headquarters but who have not been initiated. An official report shall be submitted to the National Headquarters prior to May 30 each year by the Faculty Secretary of each Chapter.

ARTICLE IX
MEMBERSHIP FEE AND FINANCIAL OPERATIONS

Section 1. Membership Fee. The National membership-initiation fee shall be payable in advance of initiation. In no case shall the Executive Director furnish any symbols of membership until the membership forms and the necessary fees have been received. All new members shall pay the national membership-initiation fee. No person whose national membership-initiation fee has not been paid to the National Headquarters, whose membership form has not been received by the National Headquarters, or who has not been initiated shall be considered a member of the Society. The national membership-initiation fee shall cover the cost of an official certificate of membership, an official lapel recognition button, a five-year subscription to the Sigma Nu Tau Entrepreneurship Honor Society e-newsletter from date of initiation, a copy of an official brochure, and other features of the Society's general program. This fee is not refundable.

Section 2. Financial Operations. The following sections relate to the financial operations of the Society and its chapters:

- a. Each Chapter may require from its voting members the payment of such dues and assessments as may be provided for in its local bylaws.
- b. Each Chapter shall be permitted to determine the amount of its own initiation fee by making the necessary provision in its bylaws, but the national membership-initiation fee shall be forwarded promptly to the National Headquarters.
- c. The Board of Directors shall levy no assessment of any kind against any Chapter.
- d. No officer or member of the Board of Directors shall receive any honorarium or compensation from the national treasury unless by specific action of the Board of Directors. The honorarium or compensation of any officer shall be such as may be determined at the time of his or her appointment or election and shall be paid from the national treasury in such amounts and at such times as may be properly designated.
- e. The Executive Director and the National Treasurer shall be custodians of the funds of the National Society. They shall receive and disburse all fees or other monies belonging to the national treasury, shall keep an accurate record of all receipts and disbursements, and shall

establish and maintain a bank account(s) in the name of the Society, depositing all receipts in such account(s) and making all disbursements by checks against the account in accordance with existing regulations or by other proper authority. They shall submit to the members of the Board of Directors at least once per year a statement of all receipts and disbursements for the preceding year. The accounts of the Society shall be examined by the Budget and Finance Committee at the end of each fiscal year and at any other time they deem appropriate. The financial records of the Society shall be audited by an independent auditing firm every other year.

ARTICLE X AWARDS

Section 1. Distinguished Service Awards. The Chapters, as approved by the National Board of Directors, may award the Sigma Nu Tau Entrepreneurship Honor Society Distinguished Service Award to a member of the Society who shall, in the estimation of the Chapters, have rendered some outstanding, honorable, and conspicuous service to Sigma Nu Tau. No more than six Distinguished Service Awards shall be presented each year. This award shall be granted by a vote of the Board of Directors. National Officers may not be eligible for this award until the completion of their term of office. The purpose of the award is to provide recognition to the Society's most devoted leaders and to show gratitude to those whose contributions have made a marked, positive difference in the organization. The selection criteria are as follows:

- a. Nomination shows evidence of significant accomplishment(s) in service to Sigma Nu Tau.
- b. Nomination reflects board support for recognizing the individual.
- c. Nominee has a legacy of dedicated service to Sigma Nu Tau.

Section 2. Recognition Certificates. Recognition Certificates may be awarded by Chapters to individual members who have admirably transformed the ideals of the Society into tangible service to their respective Chapters. No more than two such awards may be made by a Chapter within each year unless prior approval is granted by the Board of Directors. The purpose of the award is to provide an opportunity for Chapters to grant recognition for achievement and outstanding service on the local level.

ARTICLE XI SUSPENSION, EXPULSION, AND RESIGNATION

Section 1. Process. Any Chapter, 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 Chapter thereafter must within ten days give the affected member written notice of the Chapter'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 Chapter 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/her appeal, surrender his emblems of membership.

Section 2. Right to Suspend Charter. The Board of Directors shall have the power to withdraw or suspend the charter of any Chapter for cause, upon the recommendation of the Committee on Chapter Standards, provided that the Vice President for Chapter Standards shall have given due notice to the delinquent Chapter that such action will be recommended to the Board. Such notice must specify the charges pending against the Chapter, and the Chapter shall be given the opportunity to reply to these charges before final action by the Board. An institution may appeal the decision by the Board of Directors by submitting a written appeal to the National President. A three-fourths vote of the Board will constitute final action. Chapters whose charters have been recalled shall be required to petition for a charter as a new Chapter.

Section 3. Member Resignations. On notification of intent of a member of the Society to resign, the Executive Director is to investigate the circumstances surrounding the resignation, to consult with the Faculty Secretary of the member's Chapter, if warranted, and to recognize the withdrawal by letter.

ARTICLE XII SPECIAL CONCESSIONS

Section 1. 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 Chapter 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 XIII CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Treasurer is authorized to select such depositories as he or she shall deem proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements and checks, releases, contracts and documents.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Treasurer may deem appropriate.

ARTICLE XIV
OFFICE AND BOOKS

Section 1. Office. The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE XV
FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Corporation shall run from March 1 to February 28 (or February 29 in event of leap year) of each year.

ARTICLE XVI
INDEMNIFICATION

Section 1. Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a Director, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE XVII
AMENDMENTS

Section 1. Amendments. These bylaws may be amended or repealed by a two-thirds affirmative vote of a majority of the entire Board at any meeting of the Board of Directors at a meeting duly called for the purpose of altering these bylaws, provided notice of the proposed alteration has been included in the notice of meeting. The local Chapters shall be notified of Bylaw amendments within a reasonable time after adoption.