
THE NATIONAL SOCIETY OF
SCABBARD AND BLADE
FOUNDED 1904 ● CONNECT > DEVELOP > LEAD

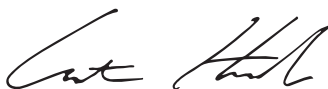


CONSTITUTION

VERSION A
1 JANUARY 2014

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ALL PREVIOUS VERSIONS ARE SUPERSEDED

V	DATE	SUMMARY OF CHANGES	Revised By
A	1 Jan 14	<ul style="list-style-type: none"> ▪ Added Junior membership ▪ Edited Senior membership qualifications ▪ Edited membership voting rights ▪ Added Company Council ▪ Edited terms for terminating membership ▪ Edited elections of Officers ▪ Edited terms for Officer removal ▪ Edited terms for Director removal ▪ Edited quorums for meetings ▪ Added virtual meetings ▪ Added standing committees and councils ▪ Edited terms for amendments to the constitution 	Austin Hirsch



Austin Hirsch
President



Major General (ret.) Douglas Dollar
Chief Advisor, Board of Directors

Preamble to the Constitution

Believing that military service is an obligation of citizenship, and that the greater opportunities afforded college men and women for the study of military science place upon them certain responsibilities as citizens, we, cadet officers in various colleges and universities conferring baccalaureate degrees, do form this Society and adopt this constitution in order to unite in closer relationship the military departments of American universities and colleges; to prepare ourselves as educated men and women to take a more active part and have a greater influence in the military affairs of the communities in which we may reside; to promote scholarship in our military departments and throughout our Society; and above all to spread intelligent information concerning the military requirements of our country.

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Article I. GENERAL

Section 1.01 Name

The association governed by this constitution shall be known as The National Headquarters of the National Society of Scabbard and Blade. (Hereinafter referred to as “the Society”).

Section 1.02 Purposes and Ideals

1. Promote scholarship within our military departments and throughout our Society
2. Raise the standard of military education in American colleges and universities while uniting in a closer relationship their military departments
3. Encourage and foster the essential qualities of good and efficient officers through the Five Star qualities of Honor, Leadership, Professionalism, Officership, and Unity.
4. Promote friendship and good fellowship among the members of our military
5. Promote an understanding of joint and multinational operations and strategic thought
6. Disseminate knowledge of military affairs to the students and people of the country

Section 1.03 Fiscal Year

The Society’s fiscal year is October 1 – September 30.

Section 1.04 Tax Exempt Status

The Alliance shall operate exclusively charitable, educational, or recreational purposes, under Section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article II. OFFICES

Section 2.01 Principal Office

The Society shall locate its Principal Office within the state of Oklahoma. The Society may change locations of said principal office within the state of Oklahoma, notifying the Internal Revenue Service and the Oklahoma Secretary of State.

Section 2.02 Registered Office

The registered office of the Corporation will be maintained in the state of Pennsylvania. A change of the Registered Office and agent shall be filed with the Pennsylvania Secretary of State.

Section 2.03 Other Offices

The Society may have offices within the state of Oklahoma at such other places as the Board may designate from time to time as the business of the Society may require.

Article III. MEMBERSHIP

Section 3.01 Types of Membership

- (a) **Chartered Companies** – Institutions that possess an active company charter and meet the company standards set by the Board.
- (b) **Members within Companies** – Individuals that are nominated by their companies and then confirmed into membership by the Board. These members shall be hereinafter referred to as Company Members.
- (c) **Honorary Members** – Individuals nominated by Chartered Companies for exemplary military or civic service and confirmed by the Board.

Section 3.02 Voting Members

- (a) **Voting** – Chartered Companies (3.01.a). Chartered Companies are permitted one delegate and alternate member (3.01.b) to serve on the Company Council.
- (b) **Non-voting** – Members within Companies (3.01.b) and Honorary Members (3.01.c). Individual members are not permitted to vote. The Company Councils delegate should consider the votes of their respective “Members within Companies.”

Section 3.03 Company Charter

Company Charters shall be by four-fifths affirmative vote of the Board. The Board may delegate this duty to the admissions committee. Two company charters may be given, a Junior Charter or Senior Charter.

Section 3.04 Junior Companies

The Junior program is for High School JROTC students with the purpose to develop members who emulate the Five Star qualities while encouraging its’ members to pursue higher education.

- (a) **Eligibility of School**
High School’s applying for a company charter must have an active JROTC unit on campus, one faculty or staff member to serve as the Company Advisor, and at least four JROTC students eligible for Junior membership.
- (b) **Membership Categories**
 - (i) **Junior Member** – Nomination to membership shall be held no earlier than the student’s second Semester or third quarter of their high school program. This delay shall be used to evaluate the student’s qualifications to be nominated for membership. The nominees shall show strong potential to consistently demonstrate the Five Star Qualities, take a pledge to learn about the benefits of higher education, and are in good standing with their JROTC unit and high school.
 - (ii) **Distinguished Junior** – Member Nomination to membership shall be eligible for nomination when the student is about to or has entered their Junior or Senior year of their High School program. This delay shall be used to evaluate the student’s qualifications to be nominated for membership. These nominees must be ranked within the top 20% of their JROTC year group using the Unit Commander’s order of merit listing (OML), a current Junior member, and are in good standing with their JROTC unit and school.

Section 3.05 Senior Companies

The Senior program is for ROTC students with the purpose to develop members who emulate the Five Star qualities while forging the beginning of Joint service relatedness.

- (a) **Eligibility of School**
Universities applying for a company charter must have an active ROTC unit on campus, one faculty or staff member that is a U.S. military commissioned officer to serve as the Company Advisor, and at least four ROTC students eligible for Senior membership.
- (b) **Senior Membership**
Nomination to membership shall be held no earlier than the student’s second semester or third quarter of their university’s program. This delay shall be used to evaluate the student’s qualifications to be nominated for membership. The nominees shall consistently demonstrate the Five Star Qualities, earn a letter of recommendation

from the ROTC's unit commander, taken a pledge to become a commissioned officer, and are in good standing with their ROTC unit and university.

Section 3.06 Honorary Membership

Any member or chartered company may nominate Honorary members. The candidate must be an outstanding military leader, citizen, and/or statesman or stateswoman. The Board shall approve these individuals within 30 days of application submittal by an affirmative vote of a two-thirds majority of quorum of the Board. Honorary members do not have voting rights.

Section 3.07 Dues, Fees, Assessments

Once a year, the Board of Directors shall establish the amount of any dues, fees, or assessments for its members.

Section 3.08 Individual Membership Term

Individual membership shall be on a lifetime basis (Section 3.15). Members participating in Scabbard and Blade sanctioned activities shall be required to comply with Section 3.07.

The Membership Term shall be the same as the Fiscal Year beginning on the first day of October and ending on the last day of September. Membership is not transferable or assignable.

Section 3.09 Certificate of Membership

Each chartered Company shall receive a Certificate of Charter signed by the Chairman and other representatives of the Board. The certificate (while valid) grants the rights and privileges of membership.

Each member within a company shall receive a certificate of membership signed by the Chairman and other representatives of the Board, certifying national membership. The certificate (while valid) grants the rights and privileges of membership.

Section 3.10 Member Duties.

Duties of the Members are as follows:

- (a) Maintain current dues to be entitled to voting rights;
- (b) Elect the Directors of the Board;
- (c) Vote on issues provided for in Section 4.2 (Company Council members);
- (d) Abide by the Constitution and policies establish by the Board; and
- (e) Abide by the laws affecting the Society.

All other corporate powers necessary and incidental to taking action and conducting business of the Society shall be exercised by or under the authority of the Board.

Section 3.11 Termination of Membership

Any Member (listed in Section 3.01) may voluntarily terminate his/her Membership of the Society at any time by submitting a written notice of withdrawal to the Board. Any Member may be terminated with or without cause by a two-thirds (2/3) majority vote of a quorum of the Company Council members at any meeting of the Council or by a two-thirds (2/3) majority vote of the total number of Directors at any meeting of the Board. Membership shall be automatically terminated for failure to pay dues after thirty (30) days notice to the Member for failure to pay. Members shall not be entitled to vote during the thirty (30) day notice period for failure to pay unless such Member pays the dues prior to a vote.

Section 3.12 Request for Investigation

Any Member (listed in Section 3.01) of the Company Council may request charges or submit complaints toward a Member. All inquiries must be submitted in writing to the President and the Board of Directors shall investigate each. A statement of the charges shall be sent by registered mail to the last recorded address of the Member. This notice shall also be accompanied by 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 Member shall have the opportunity to be represented in person or to be represented by counsel and to present any defense to such charges before action is taken by the Board of Directors. The Board of Directors may adopt such rules as may be necessary to assure due process of the Member. The decision for suspension or termination shall be by a four-fifths affirmative vote of the Board of Directors.

Section 3.13 Request for Reinstatement

Any Member (listed in Section 3.01) expelled for cause, may be reinstated upon application to the Board of Directors, upon meeting such conditions as may be established by the Board of Directors, and by three-fifths affirmative vote of the Council at the Annual Meeting.

Any Member (listed in Section 3.01) who had resigned from membership or forfeited membership for failure to pay dues, fees or assessment may be reinstated by the Board of Directors. The Board will define the terms for reinstatement.

Section 3.14 Disabilities of suspended members.

A suspended member shall, during his or her suspension, enjoy none of the rights and privileges of membership in this Society or any company thereof.

Section 3.15 Status of members not changed, except, etc.

The status of members shall not be changed except as provided by this constitution, and no one granted membership should cease to be a member except by resignation, expulsion, and death.

Section 3.16 ROTC Deactivation

If an ROTC unit is discontinued then displaced cadets/midshipmen, with endorsement of new unit commander, are permitted to continue operations for the remainder of their college career. If all units are discontinued the company may continue operations for 2 years from the day of deactivation with endorsement from the National Executive Director and the new absorbing PMS/PAS/PNS.

Article IV. COMPANY COUNCIL

The Company Council shall be the policy-making body of the Society, subject to this Constitution and the laws of the state of incorporation (hereinafter referred to as the Council).

Section 4.01 Voting

Every company shall be entitled to one voting delegate and an alternate. Each representative will have the privilege of the floor, and be eligible for membership on committees. If the voting delegate is absent, the alternate delegate will fulfill his/her duties. Each delegate and alternate must be at least the age of eighteen.

Section 4.02 Quorum

A quorum for the transaction of business at meetings of the Company Council shall be met by the majority of present voting companies. Quorum will not be met if “present voting companies” is less than 10% of Company Council membership. Should the Council fail to meet at least one time in a any given year, the Board may act on behalf of the Council and be entitled to all rights provided to the Company Council under this Constitution.

All business brought before the Company Council shall be conducted by a quorum and a majority vote of the Council shall determine all matters, including elections, brought before the Council.

- (a) Amendment(s) to the Certificate of Incorporation
- (b) Dissolution
- (c) Merger
- (d) Sale of assets other than in the regular course of activities

Section 4.03 Meetings

The National Convention also, known as the Company Council’s Annual Meeting, will be held once a year. The date and site for the Convention will be determined by the Board and will be based on availability of facilities and convenience of timing. The announcement of the convention will be made no less than thirty (30) days prior to its starting date. The Convention shall take place in the third quarter of the Fiscal Year to allow the Directors to begin their respective terms at the beginning of the fourth quarter of the Fiscal Year. Council members must be present in person or attend the meeting(s) virtually as long as virtual participation in the meeting allows members to be seen and heard and be able to see and hear other Council members. The Chairman of the Board shall preside over meeting of the Council unless determined otherwise by vote of the Council.

A special meeting may be called by the Chairman of the Board upon written request by three-fourths of the Board or two-thirds of Council members. Notice of meeting shall be made not less than forty-eight (48) hours prior to holding the meeting. When properly convened, a special meeting shall have all the powers of a National Convention and only the business specified in the call may be transacted.

Section 4.04 Action(s) Taken Without a Meeting

When a vote of the Company Council is required between meetings, the Chairman, any two (2) Directors, or any five (5) Members may call for an electronic transmission vote by written ballot including online surveys as long as the submitter is clearly identifiable and acknowledged by an Chairman, or designee. Ballots may be distributed by electronic transmission. The Society shall implement reasonable measures to verify that each ballot cast between meetings was from a Council member.

For electronic transmission voting to represent an action of the Membership, all of the following conditions must be met:

- (a) All Members must have access to a ballot;
- (b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
- (c) The ballot must state the number or percentage of votes cast required to pass the proposed action;
- (d) The number of ballots cast must equal or exceed the percentage requirements set forth in Article 3.4;
- (e) The ballot must be received within the voting period established on the ballot, which shall not be less than three (3) days and not more than twenty (20) days;
- (f) Receipt of a ballot shall be acknowledged by the Chairman, or designee;
- (g) A ballot must be submitted by the named representative of the Institutional Member or by the Individual Member;
- (h) All ballots shall be made public to the Members and Board; and,
- (i) All ballots shall be maintained.

Section 4.05 National Officers

The National Officers shall be ex officio delegates to the convention and shall be entitled to one vote each. When presiding over the convention such Officer shall not have a vote except in case of the tie of delegates.

Section 4.06 Order of business

The agenda of said convention shall be published and distributed 15 days before the convening of the national convention. Companies have 7 days to propose new agenda topics.

Section 4.07 Procedures

Company Council meetings shall use a modified version of parliamentary procedure to foster open discussion. Upon a vote of the Council, conflicts in procedures shall be resolved in accordance with the current edition of Robert's Rules of Order unless determined otherwise by the Society's written policy.

Section 4.08 Membership List

No Member or individual, with the exception of the Board, shall use the membership list of the Society without prior approval of the Board.

Article V. BOARD OF DIRECTORS

Section 5.01 Composition

The Board of Directors shall consist of not less than five (5) but no more than fifteen (15) Directors elected by the Company Council. The Council may increase or decrease the number of Directors, in accordance with range specified above, and is entitled to vote thereon at any annual, regular or special meeting of the Council.

Section 5.02 Powers and Duties

The Board of Directors shall have general supervision of Scabbard and Blade between meetings of the Company Council, they shall

- (a) Elect the Officers of the Society;
- (b) Exercise a duty of loyalty to the Society by avoiding and/or managing conflicts of interest;
- (c) Exercise obedience to the Society's central purpose in guiding all decisions;
- (d) Exercise due care and act in good faith in all dealings and interests with the Society;
- (e) Maintain and assess the organization's mission and purposes;
- (f) Provide ongoing support and guidance for the National Officers;
- (g) Ensure effective organizational planning;
- (h) Approve, periodically review and/or amend this Constitution;
- (i) Approve and monitor the organization's policies, programs, and services set by the National Officers and the Company Council;
- (j) Serve as a court of appeal for unresolved issues or complaints;
- (k) Assess its own performance;
- (l) Coordinate and lead Company Council meetings;
- (m) Maintain a board manual containing approved policies and contemporaneous minutes and records of all meetings;
- (n) Develop governing policies, executive limitations, board process, and board/executive relations;
- (o) Be vested with full power to conduct all business of the Society between meetings of the Company Council with exceptions of amending this Constitution;
- (p) Maintain annual membership dues;
- (q) Review and approve all contractual agreements or authorize a (the) Director(s) to execute such agreements in accordance with the policies of the Society;
- (r) Ensure the Society is adequately funded
- (s) Review Form 990 prior to submission to the IRS or authorize the finance committee to perform such duty.
- (t) Develop and adopt a budget for the next fiscal year, and approve such amendments to the budget as may be necessary
- (u) Adopt rules and regulations for the successful execution of Society affairs
- (v) Sit on a minimum of one committee unless excused from such duty by a vote of the Board; and
- (w) Perform such other duties as are prescribed or permitted by the Board and/or the laws of the state or commonwealth in which the Society is incorporated or by this constitution and the policies adopted by the Company Council.

Section 5.03 Nominations

The Board Governance Committee shall prepare a slate of potential candidates in accordance with this Constitution to present to the Council. Election of Directors shall take place at the National Convention. The Convention shall take place in the third quarter of the Fiscal Year to allow Directors to begin their respective terms at the beginning of the forth quarter.

Section 5.04 Election

At the annual meeting, the Directors shall be elected by a majority of a quorum of the Council. If the slate is not approved, a majority of the Members may call for a vote on each slated candidate. Each slated candidate receiving a majority of the votes cast shall become a Director. The Members may request the Governance Committee to provide an additional slate of candidates should a Director position(s) remain open. Elections may take place at any annual, special, or regularly called meeting of the Council.

The annual meeting shall occur in the third quarter of the Society's fiscal year so the Directors may begin their term at the beginning of the fourth quarter. The Board of Directors must successfully represent the Society's membership interests using JROTC, ROTC, and military branch advisors. Each Director shall be elected to a staggered two-year term or until resignation.

Section 5.05 Removal or Resignations

Any Director who misses three (3) consecutive Board meetings may be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. At a meeting following the resignation, the Director may be reinstated by a majority vote of a quorum of the Board at the Director's request. A two-thirds (2/3) majority vote of the total number of Directors or a majority vote of a quorum of the Council, may remove any Director at any time with or without cause at any annual, regular or specially called meeting.

Any Director may resign at any time by giving verbal, written or verifiable electronic notice to the Chairman or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the Chairman, verified by a second Officer, and recorded in the minutes. No Director may resign if the Society would then be left without a duly elected Director(s) in charge of its affairs, except upon notice to the Pennsylvania Secretary of State and to the Internal Revenue Service.

If, due to such vacancies, the number of Directors is less than five (5) as stated in Section 5.1, a majority vote of the total number of Directors may elect Directors to fill such vacancies at any meeting of the Board until a meeting of the Membership is called. Those elected by the Board shall assume their positions for the duration of the unexpired term.

Section 5.06 Nonliability of Directors

The directors shall not be personally liable for the debt, liabilities, or other obligations of the corporation.

Section 5.07 Indemnification

The Directors and Officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of its incorporated state.

Section 5.08 Compensation

Directors are permitted to receive compensation for actual work performed for the Society. This amount shall not be substantial enough to be disqualifying such Director as a volunteer. Compensation will be set by an affirmative vote of two-thirds (2/3) of the quorum of the Board.

Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties at the discretion of the Board. Reimbursement of expenses shall be reported to the Membership at the next meeting of the Membership.

Article VI. MEETINGS OF THE BOARD

Section 6.01 Meetings.

There shall be a minimum of three (3) meetings of the Board per year. The regular meetings of the Board may be held at such times as shall be determined by the Board. The meetings of the Board shall be held at any place that has been designated by a majority vote of a quorum of the Board. In the absence of such designation, meetings shall be held at the Principal Office of the Corporation. Special meetings of the Board for any purpose(s) may be called at any time by the President of the Board or by any three (3) Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Director. Special meetings of the Board may be held either at a place so designated by a majority vote of a quorum of the Board.

Section 6.02 Quorum.

A majority of the total number of Directors shall constitute a quorum. Directors present via any form of communication where all persons participating in the meeting can hear and speak to each other will be considered present at such meeting and shall be counted when determining a quorum.

In the absence of a quorum, a majority of the Directors present at any meeting may vote to adjourn the meeting to another place, date or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 6.03.

Section 6.03 Notice.

Any annual or regular meeting of the Board will require no notice if the time, date and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time and location of such meetings within ten (10) business days following the meeting. For any annual or regular meeting where the date, time and location was not previously determined, notice shall be sent to the Directors as least ten (10) days but not more than thirty (30) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Directors not less than twenty-four (24) hours but not more than thirty (30) days, prior to the holding of the meeting. Directors shall, in writing, provide an electronic address if they wish to receive notice via electronic transmission and any notice of meetings sent to them at such address shall be valid notices thereof. If a Director does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

Section 6.04 Voting.

Each Director shall have one vote. Business and elections shall be transacted by a majority vote of a quorum of the Directors, except when the law or this Constitution require otherwise. Proxies may not be used.

Section 6.05 Procedures

Conflicts in procedures shall be resolved in accordance with the current edition of Robert's Rules of Order as a procedural guide unless determined otherwise in this Constitution, written policy or state law.

Section 6.06 Physical Meetings.

At any meeting of the Board, the Directors may vote by voice on all matters either in person or via electronic transmission, where the Director can hear and be heard. The Corporation shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by means of electronic transmission is a Director. However, upon demand by a Director, the Directors shall vote by ballot. In such event, each ballot shall state the name of the Director and such other information as the Board may require under the procedure established for the meeting. Directors present via electronic transmission may send their ballot to the Secretary, or designee, provided that the electronic transmission shall set forth or be submitted with information from which it can be determined that the electronic ballot was authorized by a voting Director. Ballots may be distributed and returned via email. If proper authorization cannot be determined the Director must mail or fax a signed ballot to the Secretary, or designee.

Section 6.07 Virtual Meetings

Virtual meetings may take place via any form of alternate means of communication including email, video conferencing, on-line meeting, or other method of meeting where all participants have the ability to contemporaneously send and receive information discussed. The Board may vote by voice, email or other electronic medium during electronic meetings. However, the Chairperson or any two (2) Officers may call for an electronic vote by written ballot. For electronic ballot voting to represent an action of the Board, all of the following conditions must be met:

- (a) All Directors must have access to a ballot;
- (b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
- (c) A majority of the total number of Directors must vote thereby ensuring a quorum of the Board has voted;
- (d) The ballot must be received within the voting period established on the ballot which shall not be less than twenty-four (24) hours and not more than three (3) days;
- (e) Receipt of a ballot shall be acknowledged by an Officer, or designee;
- (f) A ballot must be submitted by a Director;
- (g) All ballots shall be made public to the Board; and,
- (h) All ballots shall be maintained with the corporate records.

The Society shall implement reasonable measures to verify that each ballot cast was from a Director. Virtual meetings shall not be used to amend the budget, create or amend the financial policies.

Section 6.08 Action Taken Without Notice of a Meeting.

Any action taken or approved at any meeting of the Board, whether physical or electronic, however called and noticed or wherever held, shall be valid if a quorum was present at such meeting and if either before or after the meeting, a majority of the total number of Directors sign a written waiver of notice or a written consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

Article VII. COMMITTEES

Section 7.01 Committees

The Board shall have the power to create, revoke or modify any committee deemed necessary. The Board shall elect Committee Chairs or give the President the power to appoint a Chair of any committee. Each committee shall have a minimum of two (2) members. Committee Chairs shall be Directors. Non-Board members may serve as non-voting Committee members at the approval of the Committee Chair and Board President.

All committees shall report to the Board as the Board may require. Should the Board delegate any of its powers to a committee, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records and report all actions to the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of this Constitution. Each Director must sit on a minimum of one committee unless excused from such duty by a vote of the Board.

Section 7.02 Notice of Committee Meetings

Committees shall provide a minimum twenty-four (24) hour notice to the committee members. If a committee member does not receive notice of a committee meeting, but attends the committee meeting, he/she shall be deemed to have received notice of the committee meeting. Notice of such committee meetings may be given verbally or via electronic transmission. Committees with board delegated powers shall provide notice of committee meetings in accordance with Section 5.3.

Section 7.03 Executive Committee

The Executive Committee shall be a standing committee of the Corporation. The Chairman of the Board shall serve as the Chairman of the Executive Committee. The Committee shall include a minimum of two (2) members from the Board. The Board may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provision of law.

Section 7.04 Governance Committee.

The Governance Committee shall be a standing committee of the Corporation. A Director as determined by the Board shall serve as the Chair of the Governance Committee. The Committee shall include a minimum of three (3) members with a minimum of two (2) members being Directors. Directors or the Officers who are seeking re-election or election shall not serve on the Board Governance Committee unless requested to do so by the Board.

The Committee shall:

- (a) Research candidates for Directors and Officers prior to placement on a slate for submission to the Board for a vote;
- (b) Provide a slate of Directors at the Annual Board Meeting or other meeting where an election is to take place;
- (c) Provide a slate of Officers to the Board at the Annual Meeting or other meeting where an election is to take place;
- (d) Structure the board to serve terms to allow for approximately one-third of the board to be slated for election each year;
- (e) Review and recommend changes concerning amendments to the Certificate of Incorporation and to this Constitution;
- (f) Develop and provide orientation and training for all Directors that addresses a Director's responsibilities, the organization's purpose, history, methods of operation, and organization activities; and, information concerning day-to-day operations;
- (g) Propose, as appropriate, changes in board structure and operation;
- (h) Provide ongoing counsel to the Chairman of the Board and other Officers on enhancing board effectiveness;
- (i) Take steps to recruit and prepare future Directors;
- (j) Ensure Directors providing volunteer services to Companies receive additional orientation and training required for volunteers; and
- (k) Have such other duties as determined by the Board.

Section 7.05 Admissions Committee

The Admissions Committee shall be a standing committee of the Corporation. A Director as determined by the Board shall serve as the Chair of the Admissions Committee. The Committee shall include a minimum of three (3) members with a minimum of two (2) members being Directors. The Committee shall be

- (a) Responsible for maintaining the integrity the Society's membership qualification;

- (b) Review every Company Charter application and accept or deny such application;
- (c) Review every Company Member nomination and accept or deny such nomination;
- (d) Report all admissions decisions to the Secretary for recording;
- (e) Propose, as appropriate, changes admissions process or related subjects; and
- (f) Have such other duties as determined by the Board.

Section 7.06 Advisory Council

The Board may provide for an Advisory Council consisting of individual men or women with extended service and/or expertise to aid the Society. Such persons shall not have voting rights, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in this Constitution. A majority of a quorum of the Directors may remove an Advisory Council Member at any time with or without cause.

Section 7.07 Member Advisory Council

The Board may provide a Member Advisory Council consisting of individual men and women who wish to provide service and/or expertise to aid the Society. Such persons shall not have voting rights or be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in this Constitution. A majority of a quorum of the Directors may remove a Member Advisory Council Member at any time with or without cause.

Article VIII. OFFICERS

Section 8.01 Officers

The Officers of this Society shall be a President, Vice President, Secretary, and Treasurer. The Officers shall perform the duties prescribed by this constitution and the authority given by the Board of Directors and Company Council.

Section 8.02 President. The President shall have the following duties:

- (a) Act as the Chief Executive Officer of the Society, subject to the control of the Board;
- (b) Have general supervision and direction of the business and Officers of the Corporation;
- (c) Set the Board and Company Council meeting agendas unless determined otherwise by the Board;
- (d) Preside at all meetings of the Board and Company Council unless determined otherwise by the Board;
- (e) Sign the minutes of the meetings over which he/she presided;
- (f) Submit a complete report of the operations of the Corporation's affairs at the Annual Meeting of the Board and of the Council;
- (g) Report to the Board and Members all such matters coming to his/her attention and relating to the interest of the Board and Council;
- (h) May serve as an ex-officio, non-voting member of each committee; and,
- (i) Have such other powers and duties as may be prescribed by the Board or this Constitution.

Section 8.03 Vice-President. The Vice-President shall have the following duties:

- (a) In the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President; and,
- (b) Have such other powers and duties as may be prescribed by the Board or this Constitution.

Section 8.04 Secretary. The Secretary, or designee, shall have the following duties:

- (a) Give notice of all meetings of the Board and Membership as required by this Constitution or by law;
- (b) Keep a book of minutes of all meetings of the Board and Membership with the time and place of holding, whether annual, regular or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present at meetings, the proceedings thereof and, verification of those present via electronic transmission;
- (c) Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board or Membership;
- (d) Exhibit at all reasonable times, upon the request of a Director or Member, this Constitution, Board Book, and the minutes of the proceedings of the Board or Membership;
- (e) Keep, or cause to be kept, at the principal office all documents required for public inspection by the Internal Revenue Service;
- (f) Keep, or cause to be kept, a record of the names of Directors, Officers and Company Council Members with the addresses at which such individuals/entities are to receive notice;
- (g) Have such other powers and duties as may be prescribed by the Board or this Constitution; and,
- (h) Such office may be combined with that of the Treasurer and be called Secretary-Treasurer.

Section 8.05 Treasurer. The Treasurer, or designee, shall have the following duties:

- (a) Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation;
- (b) Ensure the books of account are open to inspection by any Director or Member at all reasonable times;
- (c) Ensure a financial statement is provided to the Board and Membership at their respective Annual Meetings;
- (d) Provide a report of the Corporation's financial affairs at meetings of the Board and Members and/or when requested by a Director or Member;
- (e) Ensure appropriate oversight and implementation of the financial policies and procedures;
- (f) Have such other powers and duties as may be prescribed by the Board or this Constitution; and,
- (g) Such office may be combined with that of the Secretary and be called Secretary-Treasurer.

Section 8.06 Term of Office

An Officer shall serve for a two (2) year term or until the next succeeding election of Officers. Officers may hold the same office for no more than three (3) consecutive terms. The Directors may, by a two-thirds (2/3) majority vote, request an Officer serve more than three (3) consecutive terms and may extend such term limitations for one (1) additional one (1) year term. The President shall be on alternate election schedules Treasurer and Secretary.

Upon resignation, removal or vacancy of an Officer, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits.

Section 8.07 Nomination and Election

The Board Governance Committee shall prepare a slate of potential candidates in accordance with this constitution to present to the Board. Election of Officers shall take place at during a regular meeting of the Board. This meeting shall take place in the first quarter of the Fiscal Year to allow Officers to begin their respective terms at the beginning of the second quarter of the Fiscal Year.

Elections of Officers shall be determined by a majority of a quorum of the Directors. If the slate is not approved, a majority of the Directors may call for a vote on each slated candidate. Each slated candidate receiving a majority of the votes cast shall become an Officer. The Directors may request the Governance Committee to provide an additional slate of candidates should an Officer position(s) remain open or may make nominations from the floor. Elections of Officers for vacancies may take place at any annual, regular, or special meeting of the Board.

Section 8.08 Removal and Resignation

Any Officer may be removed, either with or without cause, by a vote of a majority of the total number of Directors, at any annual, regular or special meeting.

Any Officer may resign at any time by giving verbal, written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the President and recorded in the minutes.

Section 8.09 Vacancies.

A vacancy in the office of the President shall be filled by the Vice-President. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President. A vacancy in any office shall be filled by an election of a majority vote of a quorum of the Board after preparation of a slate by the Governance Committee. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 8.10 Delegation of Duties

In case of the absence or disability of any Officer of the Society or for any other reason that the Board may deem sufficient, the Board may by a vote, delegate the powers or duties of such Officer to any other Officer, Director or Member with such power of delegation valid for the remainder of the term or until the next election.

Article IX. AMENDMENTS

Section 9.01 Amendment to the Constitution

This Constitution may be amended, altered, changed or repealed by the affirmative vote of a two-thirds (2/3) majority of a quorum of Directors at any annual, regular or special meeting of the Directors if notice of the proposed amendment, alteration, change or repeal was given at least ten (10) days prior to the meeting at which the amendment is acted upon. In addition, such proposed alteration, amendment or revision may be further amended at the meeting upon the affirmative vote of two-thirds (2/3) majority of a quorum of Directors.

Article X. DEACTIVATION OR DISSOLUTION

Section 10.01 National Emergency Deactivation

In the event of war or other national emergency declared by proper authority of the United States Government, which shall have the effect of inactivating the operation of the Reserve Officers Training Corps, the National Headquarters shall take necessary action to require the companies temporarily dissolve and send the funds, property and effects of the companies for the duration of the war or national emergency. The Board shall establish custodial accounts or depositories for the safe keeping of such funds and property of the Companies and the Society.

Section 10.02 Company Reestablishment

As soon as practicable after the reactivation of the Reserve Officers Training Corps or a comparable system of military training at institutions where companies previously existed, the Board shall reestablish the Companies. The Board shall hold a National Convention within a year of reestablishment of the Companies.

Section 10.03 Dissolution

Upon the dissolution of Scabbard and Blade, the Company Council shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of Scabbard and Blade in such manner, or to such organization or organizations organized and operating exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as the Council shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the Headquarters office of Scabbard and Blade is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ABBREVIATIONS AND ACRONYMS

Board	Board of Directors
Council	Company Council
Director	Member of the Board of Directors
JROTC	Junior Reserve Officer Training Corps
OML	Order of Merit Listing
ROTC	Reserve Officer Training Corps
Society	The National Society of Scabbard and Blade

Please Contact the National Headquarters with any questions comments or concerns at our website, scabbardandblade.org/contact or via email at headquarters@scabbardandblade.org.



**THE NATIONAL SOCIETY OF
SCABBARD AND BLADE**
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