

**CONSTITUTION
OF
BLUE KEY HONOR SOCIETY**

SECTION 1. NAME

The name of the corporation is Blue Key Honor Society (“Blue Key”).

SECTION 2. PRINCIPAL OFFICE

The address of the principal office of Blue Key is ATTN: Blue Key Honor Society, 101 College Drive, Station 61, The University of West Alabama, Livingston, Alabama 35470.

SECTION 3. PURPOSE

The purpose of Blue Key is to recognize and encourage meritorious achievement in scholarship, outstanding leadership, exemplary service to others, the highest standards of moral character and integrity, and contribution to institutions and communities through good citizenship. Blue Key seeks to recognize and encourage balance and all-around excellence in scholarship, leadership, and service. Blue Key is a premier honor society that recognizes primarily upperclassmen for all-around scholarship, leadership, and service excellence at baccalaureate and associate degree granting institutions. Blue Key Honor Society recognizes students in any major course of study.

SECTION 4. ORGANIZATION

Section 4.1 Selection Criteria

Blue Key recognizes well-rounded student leaders for meritorious achievement in scholarship, outstanding leadership, exemplary service to others, the highest standards of moral character and integrity, and contribution to the institution and community through citizenship. Blue Key recognizes the uppermost percentile of students who have a distinguished and balanced record in all areas.

Section 4.2 Incorporation

Blue Key is incorporated as an Alabama nonprofit corporation.

Section 4.3 Blue Key Headquarters

Blue Key Headquarters shall be located at the Principal Office.

Section 4.4 Blue Key Motto

The Blue Key motto is “Serving, I Live.” This is translated from the ancient Greek words: A ZU YIIHPETON (pronounced Zoo-Yie-Pe-Ton). This statement may be interpreted to mean,

“I express my own life, talents, and character in what I am able to accomplish for the well-being of my institution, my community, and my fellow man (human).”

Section 4.5 Constitution shall Govern

To the extent that it does not conflict with applicable state and federal law, this Constitution shall serve as the official code for the governance of Blue Key.

SECTION 5. INSIGNIA

Section 5.1 Description

The official insignia of Blue Key shall be the Key. The Key is an oblong Waldemar key-charm. On the smooth surface appears an oval with raised border. Within the oval is a cross. Superimposed on the cross is a spread eagle. Below the eagle on the lower point of the cross is a star. All of these symbols are in gold relief. Outside of the oval in which these symbols appear, the Key is brilliant azure blue French enamel.

Section 5.2 Colors

The official colors of Blue Key shall be azure blue and gold.

Section 5.3 Official Seal

The official seal of Blue Key shall have the Blue Key insignia described above in Section 5.1 as its basis with the founding date beneath the insignia. The insignia and the founding year are within a circle design. The circle design shall contain the words “Blue Key Honor Society” in the upper portion of the circle and the words “Serving I Live” in the lower portion of the circle. The words “Blue Key Honor Society” shall be in all capital letters. The first letter in each word for “Serving I Live” shall be capitalized, and the words “Serving I Live” shall be italicized. The font for all letters on the official seal shall be Bernhard ModBT. The official seal is represented on the cover page of the Blue Key Honor Society Constitution.

Section 5.4 Certificate of Membership

The certificate of membership, or shingle, shall bear the official Blue Key design as described in this Section 5 and shall certify that the person whose name appears thereon is a registered member of Blue Key inducted during the fall or spring semester of the academic calendar year.

Section 5.5 Blue Key Merchandise

Blue Key merchandise may be made available to Blue Key Chapters and members through Blue Key Headquarters. The Executive Director shall have the authority, in such Executive Director’s discretion, to enter into contracts with vendors to create and manufacture Blue Key merchandise. Blue Key Chapters and members may purchase Blue Key merchandise through Blue Key Headquarters. The Executive Director may identify additional Blue Key merchandise vendors. Blue Key Chapters and members shall only purchase Blue Key merchandise from Blue

Key Headquarters or from a vendor authorized by the Executive Director to sell Blue Key merchandise.

Section 5.6 Wearing Insignia

The Key may be worn as a pendant, charm, pin, badge, patch, embroidered item, aluminum, or wooden key.

Section 5.7 Good Standing

Only members in good standing with Blue Key may purchase Blue Key merchandise.

SECTION 6. OATH

Section 6.1 Blue Key Oath

All members of Blue Key shall make the following official Blue Key Oath:

I, _____ (full name of member), accept life membership in the _____ (name of college or university) Chapter of Blue Key Honor Society. I affirm the importance of scholarship, leadership, and service to others. I subscribe to the Blue key motto, ZO HYPERETON. This translates as “Serving, I live.” I abide by principals of citizenship, trustworthiness, integrity, and sincere faith. I support and defend my nation’s constitution. I support the institutions that strengthen my nation’s democratic ideal. I promise to promote the welfare of my community. I promise to live so as to reflect credit upon _____ (name of college or university). I will maintain the high purpose of Blue Key. I shall accept for membership only individuals worthy of the honor. I shall faithfully discharge the duties of a member of Blue Key Honor Society upon which I now enter. (So help me God).

Note: ZO HYPERETON is pronounced as: zoh ee-pee-re-tohn with accent on zoh and tohn. ZO is translated as “I Live” and Hypereton as “Serving.” Reference: Anne Groton, Professor of Classics, Chair of Department of Classics, St. Olaf College, Minnesota.

Section 6.2 Blue Key Prayer

The following prayer, attributed to Francis of Assisi, shall be adopted as the official prayer of Blue Key Honor Society:

Lord, make me an instrument of Thy peace,

Where there is hatred, let me sow love,

Where there is injury, pardon,

Where there is doubt, faith,

Where there is despair, hope,
Where there is darkness, light,
Where there is sadness, joy,
Oh Divine Master, grant that I may not so much seek to be consoled,
As to console,
To be understood, as to understand,
To be loved, as to love,
For it is in giving that we receive,
It is in pardoning that we are pardoned,
And it is in dying that we are born to Eternal Life.

AMEN

Section 6.3 Initiation Ceremony

The Blue Key Oath, Blue Key Prayer, and presentation of the elements and meaning of the Blue Key Insignia shall be contained in the initiation or induction ceremony for new members. The process of induction into Blue Key shall be considered a significant and ceremonial event.

SECTION 7. MEMBERSHIP

Section 7.1 Use of the Term “Member”

Blue Key shall not have members as that term is used in Section 10A-3-2.01, *et seq.*, *Code of Alabama* (1975), or any successor provision. Instead, the term “member” is used throughout this Constitution to identify individuals who have been recognized for their meritorious achievement in scholarship, outstanding leadership, exemplary service to others, high standards of moral character and integrity, and contribution to the institution and community through citizenship. Blue Key members shall not possess any rights afforded to members of a nonprofit corporation pursuant to Section 10A-3-2.01, *et seq.*, *Code of Alabama* (1975), or any successor provision.

Section 7.2 Life Membership

Membership and the right to wear the Key shall be for life, unless forfeited as provided in this Constitution.

Section 7.3 Classes of Membership

There shall be two classes of new memberships to Blue Key: (1) Active and (2) Honorary

(a) Active Member

1. Active Membership shall be held by qualified students enrolled full-time and in good standing at any institution with an active Blue Key Chapter. Active members are identified as alumni upon graduation.

2. Active members shall include only students who:

a. Shall have attained upperclassman standing at the time they participate in the active program of the Blue Key Chapter. Graduate students are also eligible for active membership. In exceptional cases, where criteria are met or where there is strong evidence that the student demonstrates potential for meeting all of the criteria, a student may be elected to active membership as an active member in the semester or term immediately preceding attainment of upperclassman standing.

b. Shall be recognized for outstanding scholarship. Outstanding scholarship means the candidate for active membership shall have the equivalent of at least a 3.0 grade point average (B average) on a 4.0 system (equivalent grade point).

c. Shall be recognized for outstanding leadership abilities and record of achievement as judged by peers, faculty, student affairs, or other members of the college environment.

d. Shall be recognized for performing outstanding service to student organizations and groups, to the institution, or to the larger community.

e. It is recommended that members rank in the top 35 percent of students in terms of the combination of scholarship, leadership, and service among all peers. The candidate shall represent the well-rounded scholar and leader exemplifying the motto, "Serving, I Live." It is recognized that extraordinary achievement in two areas of distinction may be sufficient qualification under carefully considered circumstances.

f. Shall be a person of good and ethical character who appreciates a spiritual meaning of life.

(b) Honorary Member

1. Honorary membership may be extended to faculty members, administrators, staff members, alumni, and key supporters of Blue Key or campus life. Honorary membership shall extend for the lifetime of such honorary member unless such membership is revoked pursuant to the terms of this Constitution.

2. Honorary membership is reserved for individuals who demonstrate unselfish devotion to the best interests of the local institution, local chapter, or Blue Key. Activities shall be judged aside from official capacities or regular duties.

Section 7.4 Notification of Membership

Nominations for Blue Key membership shall be forwarded to the Blue Key Headquarters for review by the Executive Director. Nomination for Blue Key membership shall be confirmed and registered with Blue Key Headquarters before such proposed members are inducted as Active or Honorary members. Honorary members shall not have the right to hold office in a Blue Key Chapter.

Section 7.5 Pledging and Initiation

Each Blue Key Chapter shall determine the time, place, and ceremony for pledging and for initiating members, unless otherwise provided by this Constitution. No Blue Key Chapter shall engage in any act which will infringe upon the dignity of either the candidate or Blue Key. There shall be no hazing or any other unlawful activity permitted during the pledge period, induction ceremony, or any other time in association with Blue Key.

Section 7.6 Nondiscriminatory Selection

Unless specified otherwise in this Constitution, each Blue Key Chapter shall have the discretion to determine its own system for selecting qualified members; provided, however, that such system shall not discriminate against a candidate on account of such candidate's race, gender, creed, color, ethnic origin, age, or disability. The selection process shall be fair and based on criteria specified in this Constitution as well as applicable state and federal law.

Section 7.7 Transfer of Membership

A member of one Blue Key Chapter, who transfers to another institution, may be considered for membership by members of the Blue Key Chapter at the institution to which the transferring member is transferring to; provided, however, that such transferring member is in good standing with such transferring member's former Blue Key Chapter. The transferring member shall submit a letter of request and petition for membership transfer to the Blue Key chapter at the institution such transferring member is transferring to.

Section 7.8 Good Standing

Only active members in good standing shall have the right to hold office in a Blue Key Chapter. Unless specified elsewhere in this Constitution, active members shall only have the right to vote on matters pertaining to such active member's local Blue Key Chapter. No member, whether Active or Honorary, shall have the right to vote in any matter pertaining to Blue Key unless specified in this Constitution.

Section 7.9 Rights of Members

Each Blue Key member, whether active or honorary, shall only have the rights specified in this Constitution. The following are rights and privileges associated with Blue Key membership:

- (a) A member shall not resign without forfeiting membership and the right to wear the Key.

(b) Any active member may voluntarily place himself or herself on the inactive list for such member's Blue Key Chapter. Placement on a Blue Key Chapter inactive list forfeits such active member's right to vote in the affairs of such Blue Key Chapter or hold office in such Blue Key Chapter.

(c) Any active member may be placed on the inactive list for such active member's Blue Key Chapter by failing to comply with such Blue Key Chapter's rules and requirements for active membership. Such action must be ratified by three-fourths of the active members entitled to vote in the affairs of such Blue Key Chapter.

(d) An active member shall only be placed on the inactive list pursuant to Section (c) above upon receiving written notice that such active member's status as an active member in good standing is in jeopardy. Such written notice must contain a statement explaining the reasoning for the Blue Key Chapter's action. The active member shall have the right to appeal to such active member's University officials or to Blue Key Headquarters.

(e) Any member placed on the inactive list may be reinstated as an active member by the affirmative vote of three-fourths of the members of such Blue Key Chapter.

Section 7.10 Corrective Actions Regarding Membership

(a) Any active member, for failure to comply with this Constitution or the Constitution adopted by such active member's Blue Key Chapter, may be put on probation by a two-thirds vote of the members of such active member's Blue Key Chapter. During the period of probation, the member shall not possess the rights and privileges associated with being an active member in Good Standing.

(b) The member's Blue Key Chapter may, by majority vote, reinstate the member on probation. Upon such reinstatement, the member shall assume all rights and privileges associated with being an active member in Good Standing.

(c) A Blue Key Chapter may, by two-thirds vote, suspend a member on probation. Upon such suspension, the Blue Key Chapter shall make a written Suspension Report and send it to the Executive Director. The Suspension Report shall be in a form determined by the Board of Directors. The Executive Director shall review the Suspension Report and forward it to the Board of Directors with such Executive Director's recommended course of action. The Board of Directors may hear evidence from the suspended member if it wishes. The Board of Directors shall vote on whether to uphold or overrule the Suspension Report. The Board of Directors' ruling on the Suspension Report shall be final.

(d) Any member who is either suspended pursuant to this Constitution or expelled from such Blue Key Chapter's institution, shall forfeit membership in Blue Key. Such forfeiture of membership shall include forfeiture of the right to wear the Blue Key for all time.

SECTION 8. BOARD OF DIRECTORS

Section 8.1 Number

There shall be seven members of the Board of Directors elected pursuant to Section 8.5 below. Each director shall continue in office until his or her successor has been duly appointed as provided in this Constitution.

Section 8.2 Positions and Who Can Serve

There shall be two classes of directors on the Board of Directors. Position Nos. 1, 2, 3, and 4 on the Board of Directors shall be Blue Key Officers. Position Nos. 5, 6, and 7 on the Board of Directors shall be Student Directors.

(a) Position No. 1 on the Board of Directors shall serve as a Blue Key Officer. The duties of each Blue Key Officer are defined more fully in Section 12.1. Position No. 1 shall be a Chapter Advisor or an alumnus of a Blue Key Chapter.

(b) Position No. 2 on the Board of Directors shall serve as a Blue Key Officer. The duties of each Blue Key Officer are defined more fully in Section 12.1. Position No. 2 shall be a Chapter Advisor or an alumnus of a Blue Key Chapter.

(c) Position No. 3 on the Board of Directors shall serve as a Blue Key Officer. The duties of each Blue Key Officer are defined more fully in Section 12.1. Position No. 3 shall be a Chapter Advisor or an alumnus of a Blue Key Chapter.

(d) Position No. 4 on the Board of Directors shall serve as a Blue Key Officer. The duties of each Blue Key Officer are defined more fully in Section 12.1. Position No. 4 shall be a Chapter Advisor or an alumnus of a Blue Key Chapter.

(e) Position No. 5 on the Board of Directors shall be a Student Director. Position No. 5 shall be an active member in a Blue Key Chapter and enrolled as a full-time student in the Blue Key Chapter's institution at the time of election.

(f) Position No. 6 on the Board of Directors shall be a Student Director. Position No. 6 shall be an active member in a Blue Key Chapter and enrolled as a full-time student in the Blue Key Chapter's institution at the time of election.

(g) Position No. 7 on the Board of Directors shall be a Student Director. Position No. 7 shall be an active member in a Blue Key Chapter and enrolled as a full-time student in the Blue Key Chapter's institution at the time of election.

Section 8.3 Term

(a) A Blue Key Officer shall serve a four-year term. Only one member of a Blue Key Chapter may serve as a Blue Key Officer at any given time.

(b) A Student Director shall serve a two-year term. Only one member of a Blue Key Chapter may serve as a Student Director at any given time.

(c) There shall be no limit to how many terms a director may consecutively serve. No director has a right to automatically be reappointed to another term. A director's appointment and, if applicable, reappointment to the Board of Directors shall be in accordance with Section 8.5.

(d) The limitation that no two directors of the same class be from the same Blue Key Chapter does not apply to directors of different classes. A Blue Key Officer and a Student Director may be from the same Blue Key Chapter.

(e) For purposes of this section, a director serving as a Blue Key Officer who is also a Chapter Advisor shall be considered a member of the Blue Key Chapter where such director is serving as Chapter Advisor.

Section 8.4 Positions during the Transition Period

The positions of the current serving Board of Directors are set forth below. At the end of the term of each current serving director, such position shall be appointed in accordance with Section 8.5.

<u>Position No.</u>	<u>Name</u>	<u>Current Term's Termination Date</u>
1	Abigaile VanHorn	2023
2	Glenn Hansen	2025
3	Sammy Spann	2024
4	Alfred Schwalbe	2026
5	Jesse Wren	2023
6	Cacie Clifford	2023
7	Cherie Crisp	2024

Section 8.5 Appointment

The Board of Directors shall appoint a Nominations Committee. The Nominations Committee shall identify candidates for upcoming vacancies on the Board of Directors, to be voted on by the Blue Key Council at the Blue Key Conference. The Blue Key Council shall elect the members of the Board of Directors at the Blue Key Conference from the nominations presented by the Nominations Committee. Each Blue Key Chapter, through its delegate to the Blue Key Council, shall have one vote per vacancy on the Board of Directors.

Section 8.6 Qualification

In addition to the requirement that they be appointed as described in Section 8.5, the persons who serve on the Board of Directors shall be men and women in good standing in the community at the time of their appointment and during their tenure of office conduct their lives in keeping with the highest ethical standards, who are dedicated to achieving all-around excellence in scholarship, leadership, and service.

Section 8.7 Vacancy and Removal

(a) In the event that the Executive Director shall be unable to perform such duties of the Executive Director, whether the same is due to resignation, removal, or otherwise, the President of the Board of Directors shall serve as interim Blue Key Executive Director until the Board of Directors fills the position with a replacement.

(b) In the event that the President of the Board of Directors is unable to perform such duties of the President, whether the same is due to resignation, removal, or otherwise, the Vice-President of the Board of Directors shall serve as interim President.

(c) A director may be removed by unanimous vote of the other members of the Board of Directors for any reason. In such a case, the remaining members of the Board of Directors shall appoint a replacement director.

(d) Any vacancy on the Board of Directors caused by circumstances other than completion of a term of office shall be filled as soon as practically possible to ensure successful operation of Blue Key. Such vacancy shall be filled by majority vote of the remaining Board of Directors. An individual appointed to fill a vacant position on the Board of Directors pursuant to this provision shall serve the remaining term of such vacant position on the Board of Directors.

(e) Any director appointed to replace a removed director or fill a vacant position shall be appointed from a pool of candidates provided by the Nominations Committee.

Section 8.8 General Duties of the Board of Directors

The following shall be the duty of the Board of Directors:

(a) Determine Blue Key policies with regard to Blue Key's purpose, standards, operations, and fiduciary responsibilities;

(b) Consider and review all applications for Blue Key Chapter formation;

(c) Determine, in the Board of Directors' discretion, whether Blue Key Chapters and members are in good standing in accordance with this Constitution;

(d) Designate the dates and the manners of observance of special days or occasions significant in the history and life of Blue Key;

(e) Prepare and supervise the budget in furtherance of the charitable purpose of Blue Key;

(f) Collect the New Member Registration Fee from Blue Key Chapters;

(g) Accept, handle, invest, and administer funds of any kind, from whatever source received, whether from membership fees or dues, gifts, endowments, bequests, or receipts of any nature; provided such expenditures or investments are made on properties of materials to be used by and for the benefit of Blue Key;

(h) Execute contracts for the protection and benefit of the interests of Blue Key.

(i) Manage the affairs of Blue Key to the extent not delegated in this Constitution.

Section 8.9 Compensation

Directors shall receive no compensation for their services as directors, but they shall be entitled to reimbursement for their actual and reasonable expenses incurred in the performance of their official duties. Notwithstanding the foregoing, directors shall not be reimbursed for the expense of travel to and from meetings of the Board of Directors, including the Blue Key Conference, nor shall any expense be reimbursed unless approved in advance by resolution of the Board of Directors. Notwithstanding the foregoing, the Board of Directors may, at its discretion, contract for and pay a director rendering unusual or special services to Blue Key special compensation appropriate to the value of such service.

Section 8.10 Meetings

Meetings of the Board of Directors shall be held at such places and times as may be determined by a majority of the Board of Directors. Special meetings of the Board of Directors may be held at such place as may be designated by a majority of the Board of Directors (or in the absence of such designation, at the location where regular meetings have most recently been held) and at any time upon the call of the president or one-third of the directors. Regular meetings of the board shall be held at such times and places as shall from time to time be determined by the Board of Directors. Directors may participate in such meetings by means of conference telephone, internet meeting service, or similar communications equipment.

Section 8.11 Notice

Notice of a special meeting of the Board of Directors shall be given at least one day in advance to each director, specifying the place, day, and hour of such meeting. Notice may be made in any reasonable manner, including by telephone.

Section 8.12 Waiver

Any director may waive notice of any meeting of the Board of Directors by written notice signed by such director before, at, or after such meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting.

Section 8.13 Quorum

A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the directors is represented at a meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 8.14 Voting

A quorum being present, all questions and elections shall be determined by a majority vote of the directors in attendance at any meeting, except as may otherwise be provided by law, the Certificate of Formation, or these bylaws.

Section 8.15 Consent

Any action which may be taken by the Board of Directors or a committee of directors at a meeting may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by all of the directors. Such a consent shall have the effect of a unanimous vote, and the signature of a director thereon shall constitute a waiver of notice under Section 8.12.

Section 8.16 Proxy Voting

No director may be counted as present by proxy nor may any director vote by proxy at any meeting or on any question before the Board of Directors.

SECTION 9. EX OFFICIO DIRECTORS

Section 9.1 Executive Director and Director of Operations are Ex Officio Directors

The Executive Director shall be an ex officio director. In the event that there is a Director of Operations hired to assist the Executive Director, then the Director of Operations shall be an ex officio director.

Section 9.2 Institutional Ex Officio Director

At any time that Blue Key Headquarters is located at an institution of higher learning, then such institution shall have the right to nominate an ex-officio director.

Section 9.3 Appointment

The Board of Directors, by majority vote, may appoint an ex officio director who may participate in meetings of the Board of Directors and provide advice and expertise as needed. Ex officio directors shall be men and women in good standing in the community at the times of their appointment and during their tenure of office conduct their lives in keeping with the highest ethical standards. In addition, ex officio directors shall be dedicated to achieving all-around excellence in scholarship, leadership, and service.

Section 9.4 Limitation does not Apply

The limitation that no two directors be from the same Blue Key Chapter does not apply to ex officio directors. An ex officio director, a Blue Key Officer, and a Student Director may all be from the same Blue Key Chapter. There may be multiple ex officio directors from the same Blue Key Chapter serving at any given time.

Section 9.5 Term

An ex officio director shall serve at the pleasure of the Board of Directors. The Board of Directors may remove an ex officio director at any time and for any reason.

Section 9.6 Participation in Meetings

Ex officio directors shall be invited to attend and participate in the discussion at all meetings of the Board of Directors; provided, however, that ex officio directors shall not have the right to vote on any matters to be determined by the Board of Directors.

SECTION 10. BLUE KEY COUNCIL

Section 10.1 Establishment

There shall be established a Blue Key Council comprising of one member of each Blue Key Chapter in good standing.

Section 10.2 Purpose

The Blue Key Council shall represent the interests of all active Blue Key Chapters and their members. The Blue Key Council shall serve as an intermediary between the Board of Directors, including the Executive Director, and the Blue Key Chapters and their members.

Section 10.3 Delegates and How Selected

There shall be one delegate to the Blue Key Council from each Blue Key Chapter registered with Blue Key Headquarters. Blue Key recommends, but does not require, that the delegate from each Blue Key Chapter be the Blue Key Chapter President. To the extent that it does not conflict with this Constitution, each Blue Key Chapter may choose how their delegate is selected to the Blue key Council.

Section 10.4 Term Length

Delegates to the Blue Key Council shall serve at the will of the local Blue Key Chapter.

Section 10.5 Blue Key Conference

Delegates to the Blue Key Council are encouraged to attend the Blue Key Conference.

SECTION 11. EXECUTIVE DIRECTOR

Section 11.1 Day to Day Business

The Executive Director shall be the chief administration officer for Blue Key in charge of the day-to-day business of Blue Key.

Section 11.2 Initial Executive Director

The initial Executive Director shall be Jeremy Sheffield. The initial Executive Director shall serve as the Executive Director until such Executive Director's term has ended.

Section 11.3 Selection and Term

Upon the expiration of the term of the initial Executive Director, the Board of Directors, by majority vote, shall select the Blue Key Executive Director. Such term shall be arranged by a contract for a period of five years, or such other mutually agreed upon time. The initial Executive Director shall be eligible to become Executive Director once the initial Executive Director term has expired. The Executive Director shall serve at the pleasure of the Board of Directors.

Section 11.4 Contract Review

The Executive Director's contract shall be reviewed by the Board of Directors on an annual basis, or as necessary.

Section 11.5 Duties

The Executive Director shall have the following duties:

(a) Distribute information to the Blue Key Chapters and their members via newsletter and correspondence;

(b) Ensure that members of the Board of Directors and the Blue Key Council visit and inspect Blue Key Chapters;

(c) Pay obligations of Blue Key pursuant to procedures established by the Board of Directors and receive monies owed to Blue Key on behalf of the Board of Directors;

(d) Have custody of Blue Key's funds and securities and keep full and accurate accounts of receipts and disbursements;

(e) Deposit all monies and all available effects in the name of Blue Key in such depositories as may be designated by the Board of Directors, except such petty cash funds as may be provided by the Board of Directors;

(f) Provide the Treasurer with a quarterly financial statement on a form acceptable to such Treasurer. Statements, when approved by the Treasurer, shall, with such approval, be submitted to the other members of the Board of Directors;

(g) Have published for review at the Blue Key Conference a financial report detailing the financial status of Blue Key;

(h) Prosecute, defend, and settle any action associated with the unlawful or unauthorized use of any Blue Key imagery;

(i) Post reasonable and adequate bond, such bond shall be determined by the Board of Directors, upon execution of the Executive Director Contract and maintain such bond for the duration of the Contract;

(j) Manage Blue Key newsletters and publications;

(k) Manage the Blue Key website;

(l) Make any reports required by the Board of Directors;

(m) Perform any other duties assigned by the Board of Directors;

(n) Attend the Blue Key Conference.

SECTION 12. OFFICERS

Section 12.1 Positions and How Appointed

Position Numbers 1, 2, 3, and 4 on the Board of Directors shall serve as Blue Key Officers. Blue Key Officers shall be a President, a Vice-President, a Secretary, and a Treasurer. Following each Blue Key Conference, the Board of Directors shall appoint a President, a Vice-President, a Secretary, and a Treasurer from Position Numbers 1, 2, 3, and 4 on the Board of Directors. The Blue Key Officers shall serve a one-year term.

Section 12.2 Duties

Each officer shall have the duties usual and customary to his office or as hereafter set by resolution of the Board of Directors, including, but not limited to, the following:

(a) *President:* The President shall be responsible for management of the Board of Directors, the President shall preside over all meetings of the Board of Directors, the President shall communicate with the Executive Director regarding organization policy, programs, operations, finances, and related matters.

(b) *Vice-President:* The Vice-President shall recommend to the Board of Directors policies and procedures for fostering the relationship between the Board of Directors and the Blue Key Chapters. The Vice-President shall assume the duties of the President in the President's absence.

(c) *Secretary:* The Secretary shall keep minutes of the meetings of the Board of Directors and shall preserve such minutes in a format designated by the Board of Directors.

(d) *Treasurer*: The Treasurer shall assist the Executive Director, as requested by the Executive Director, in managing and overseeing the fiscal operations of Blue Key.

Section 12.3 Compensation

Blue Key Officers shall receive no compensation for their services as officers, but they shall be entitled to reimbursement for their actual and reasonable expenses incurred in the performance of their official duties. Notwithstanding the foregoing, Blue Key Officers shall not be reimbursed for the expense of travel to and from Blue Key's place of business, or any meetings among the officers, members of the executive committee, members of any advisory board, or meetings of the Board of Directors. No expense shall be reimbursed unless approved in advance by resolution of the Board of Directors. Notwithstanding the foregoing, the Board of Directors may, at its discretion, contract for and pay an officer rendering unusual or special services to Blue Key special compensation appropriate to the value of such service.

SECTION 13. BLUE KEY CHAPTERS

Section 13.1 College or University

A Blue Key Chapter may be established in accordance with this Constitution at any institution of higher learning that is accredited and offers baccalaureate or associate degrees, whether inside or outside the United States; provided, however, that should a Blue Key Chapter be established at an institution of higher learning outside the United States, then such institution shall be accredited and in good standing in accordance with the standard accreditation procedure of such country.

Section 13.2 Name

A Blue Key Chapter shall be known in the official records of Blue Key in conjunction with the name of the institution that such Blue Key Chapter is affiliated. The Blue Key Chapter name shall include the words "Blue Key Honor Society."

Section 13.3 Petition for Charter

Individuals wishing to establish a Blue Key Chapter shall do so by submitting a Petition for Charter to the Board of Directors. Such Petition for Charter shall be made by at least eight (8) individuals who are students at an accredited institution where a Blue Key Chapter does not already exist. Such Petition for Charter shall be in a form prescribed by the Board of Directors. The Board of Directors, by majority vote, shall determine whether to grant a Charter upon receipt of the Petition for Charter. In the event that the Board of Directors shall vote to grant a Charter on the Petition for Charter, such Blue Key Chapter shall pay the Chapter Registration Fee. A Charter shall be conclusive proof of the establishment of a new Blue Key Chapter, and such Blue Key Chapter shall be added to the official roster of Blue Key Chapters. The Charter Date shall be the date that such Charter was granted and the Chapter Registration Fee paid.

Section 13.4 Governance

Upon receiving a Charter, a Blue Key Chapter shall adopt a Constitution to govern the affairs of such Blue Key Chapter. Such Chapter Constitution shall not conflict, in any way, with this Constitution. Should a Chapter Constitution conflict with this Constitution, this Constitution shall govern.

Section 13.5 Official File

Upon adopting a Chapter Constitution, the Blue Key Chapter shall deliver the Chapter Constitution to Blue Key Headquarters to be kept with the permanent files associated with such Blue Key Chapter. Any subsequent amendment to a Chapter Constitution shall also be sent to Blue Key Headquarters upon the adoption of such amendment.

Section 13.6 Blue Key Chapter Advisor

A Blue Key Chapter Advisor shall be elected from the institution's faculty, administration, staff, or alumni. In the event that there are Co-Advisors, at least one Co-Advisor shall be an employee of the Blue Key Chapter institution.

(a) The Chapter Advisor shall ensure that the qualifications of the individuals petitioning for membership into Blue Key meet the standard for membership in Blue Key.

(b) The Chapter Advisor shall ensure that proposed members are only initiated into the Blue Key Chapter after Blue Key Headquarters has completed registration and printed certificates and membership cards.

(c) The Chapter Advisor shall supervise the Blue Key Chapter operations and standards, ensure proper maintenance of records, and recommend corrective action for Blue Key Chapter Officers and members failing to comply with the Blue Key Chapter Constitution or this Constitution.

Section 13.7 Blue Key Chapter Officers

The Blue Key Chapter shall provide for Chapter Officers in its Chapter Constitution based on the local needs of the Blue Key Chapter. As a guide to the Blue Key Chapters, the recommended Chapter Officers are: President, Vice-President, Secretary, and Treasurer. Each Blue Key Chapter may create additional Officer positions on an as-needed basis.

Section 13.8 Election of Chapter Officers and Term

Each Blue Key Chapter shall, in accordance with its Chapter Constitution and this Constitution, elect its Chapter Officers. Such election shall be held prior to the end of the spring semester or term for each academic calendar year. Two-thirds of all the active members of a Blue Key Chapter are required to establish quorum to vote on Chapter Officers. A majority vote of the active members of the Blue Key Chapter present at the Blue Key Chapter Meeting where such vote is to occur shall be required for election to office. The recommended term of office for each Blue Key Officer is one school year.

Section 13.9 Installation

Chapter Officers shall assume office prior to the end of the spring semester or term for the academic year in which their election was held. New Chapter Officers shall be sworn in at a New Officer Installation Ceremony. Chapter Officers shall pledge themselves to perform their duties in accordance with this Constitution and the Chapter Constitution.

Section 13.10 Notification Provided to Blue Key Headquarters

(a) Upon installation, a designated officer of the Blue Key Chapter shall send names and email addresses for all newly installed Chapter Officers to Blue Key Headquarters. Such report shall be made after the election each year.

(b) Each Blue Key Chapter shall designate its Chapter Advisor or an active member or alumni in good standing as a representative and delegate to the Blue Key Council and report such to Blue Key Headquarters.

Section 13.11 Communication with Blue Key Headquarters

(a) Each Blue Key Chapter shall maintain a permanent address identified by a street or location in a building to expedite delivery of parcels and correspondence. A Blue Key Chapter may also have a post office box as a supplement to its permanent address. The Blue Key Chapter address shall be kept on file at Blue Key Headquarters to expedite administrative contact and communication.

(b) Each Blue Key Chapter shall maintain a permanent email address on file at Blue Key Headquarters. Each Blue Key Chapter shall maintain a permanent telephone number on file at Blue Key Headquarters.

Section 13.12 Meeting

Each Blue Key Chapter shall hold at least one meeting each semester during the academic calendar year. Meeting schedules with general agenda items shall be published and distributed to all members of a Blue Key Chapter.

Section 13.13 Blue Key Chapter Finances

(a) Each Blue Key Chapter shall pay the Blue Key Registration Fee, as determined by the Board of Directors, for each new active and honorary member. The Blue Key Registration Fee shall accompany the New Member Petition to Blue Key Headquarters.

(b) Each Blue Key Chapter shall determine the amount of dues and assessments necessary to conduct its business and sustain its programs and operations. Each Blue Key Chapter has the discretion to require dues of its Chapter members that are above and beyond the Blue Key Registration Fee; provided, however, that no portion of Blue Key Chapter dues shall be used in furtherance of any activity that is not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or by a corporation contributions to which are deductible under Internal Revenue Code Section 170(c)(2).

(c) Upon being issued a Charter, each new Blue Key Chapter shall pay a Chapter Registration Fee, as determined by the Board of Directors.

Section 13.14 Active Chapters

So long as a Blue Key Chapter fulfills all duties imposed on it by the Board of Directors and this Constitution, it shall remain in good standing as an Active Chapter.

Section 13.15 Inactive Chapters

An Inactive Chapter may be any of the following:

(a) A Blue Key Chapter that has been placed on probation by the Board of Directors for failure to comply with this Constitution.

(b) A Blue Key Chapter that has been suspended by the Board of Directors for failure to comply with this Constitution.

(c) A Blue Key Chapter that has petitioned the Board of Directors to be recognized as inactive because such Blue Key Chapter is unable to comply with the Constitution and does not wish to be subject to dissociation from Blue Key.

(d) A Blue Key Chapter that has voluntarily dissociated itself from Blue Key. Such action will result in the revocation of such Blue Key Chapter's Charter and such Blue Key Chapter will be removed from the Blue Key Registry.

Section 13.16 Dissociation

A Blue Key Chapter wishing to dissociate from Blue Key shall deliver to the Executive Director a Petition for Dissociation. Such Petition for Dissociation shall be in a form prescribed by the Board of Directors. Such Petition for Dissociation shall be signed by (1) the president of the Blue Key Chapter; (2) three faculty or alumni members of the Blue Key Chapter; (3) the Administrator of Student Affairs (or like office) of the institution where such Blue Key Chapter is located; and (4) the President of such institution. Upon receipt of the Petition for Dissociation, the Executive Director shall review such Petition for Dissociation and forward it to the Board of Directors recommending how the Board of Directors should act on the Petition for Dissociation. The Board of Directors shall vote on whether to accept or deny the Petition for Dissociation. Notwithstanding the above, no Blue Key Chapter shall have the right to dissociate from Blue Key until such Blue Key Chapter has been chartered for a period of one year. Upon dissociation, the dissociating Blue Key Chapter shall return all Blue Key merchandise and memorabilia to Blue Key Headquarters.

SECTION 14. VOTING

Section 14.1 Procedures

Unless otherwise provided in this Constitution, the business of Blue Key shall be conducted by the Board of Directors. Unless otherwise provided in this Constitution, any action taken by the

Board of Directors shall be by majority vote at a meeting of the Board of Directors. Any action of the Board of Directors may be taken without a meeting if such action is set forth in writing and signed by all members of the Board of Directors.

Section 14.2 Representation

In the event that the Blue Key Council must vote on an action to be taken by Blue Key pursuant to this Constitution, then such vote shall take place by ballot. The Board of Directors may submit matters to the Blue Key Council at any time in the event the Board of Directors determines that doing so is appropriate.

Section 14.3 Procedure for Blue Key Council Vote

The Board of Directors shall prepare and approve a ballot of items to be voted on by the Blue Key Council. When the ballot is adopted by the Board of Directors, the Executive Director shall send the ballot to the Blue Key Council. Such ballot may be sent to the email address listed on file at Blue Key Headquarters for such Blue Key Chapter or by electronic mail to the Chapter Advisor for each Blue Key Chapter. Each delegate to the Blue Key Council shall have ten (10) days from the date the ballot was sent to return the completed ballot to Blue Key Headquarters. A delegate to the Blue Key Council may return the ballot to Blue Key Headquarters by electronic mail to the Executive Director. Unless otherwise specified in this Constitution, there shall be no quorum requirement for matters to be voted on by the Blue Key Council. Unless otherwise specified in this Constitution, delegates to the Blue Key Council are not entitled to advanced notice of matters to be voted on by the Blue Key Council.

SECTION 15. FINANCES

Section 15.1 New Member Registration Fee

Each new member upon registration shall, through the Blue Key Chapter Treasurer, or other designated officer, pay a lifetime membership fee to Blue Key Headquarters. Such lifetime membership fee shall be set by the Board of Directors and may be adjusted or waived from time to time in the discretion of the Board of Directors.

Section 15.2 Expense of Attending Blue Key Conference

Each Blue Key Chapter shall be responsible for the expense of sending its delegate to the Blue Key Council to the Blue Key Conference.

Section 15.3 Blue Key Conference Registration Fee

There shall be a registration fee for each member of a Blue Key Chapter, whether such member be on the Blue Key Council or not, to attend the Blue Key Conference. Such registration fee shall be set by the Board of Directors and may be adjusted or waived from time to time in the discretion of the Board of Directors.

SECTION 16. BLUE KEY CONFERENCE

Section 16.1 Blue Key Conference

There shall be an annual Blue Key Conference to promote and sustain the purposes of Blue Key. The Board of Directors shall set the time and place of the Blue Key Conference.

Section 16.2 Purpose

The Purpose of the Blue Key Conference is to promote leadership development, scholarship, service, and organizational development in furtherance of Blue Key's charitable purpose. The Blue Key Conference is an educational and professional development event. Awards and achievements for outstanding chapters and individuals shall be honored and celebrated at the Blue Key Conference.

Section 16.3 Roberts Rules of Order

The Blue Key Conference shall be conducted in conformity with Roberts Rules of Order, except where provided otherwise in this Constitution.

Section 16.4 Voting

Members of Blue Key do not have the right, by virtue of such membership, to vote on matters at the Blue Key Conference. Instead, each Blue Key Chapter will have one vote by virtue of its representation on the Blue Key Council. The delegates to the Blue Key Council shall vote pursuant to Section 14. Delegates to the Blue Key Council must be registered as such delegates prior to the Blue Key Conference in a manner prescribed by the Board of Directors in order to vote. No delegate to the Blue Key Council shall vote by proxy.

Section 16.5 Quorum

Quorum for conducting business at the Blue Key Conference shall be two-thirds of the delegates to Blue Key Council present at the Blue Key Conference. Delegates to the Blue Key Council who are not present at the Blue Key Conference shall be disregarded for the purpose of establishing quorum.

Section 16.6 Privilege of the Floor

Members of Blue Key do not have privilege of the floor at the Blue Key Conference. Delegates to the Blue Key Council shall have privilege of the floor at the Blue Key Conference. The presiding officer of the Blue Key Conference may, in such presiding officer's discretion, recognize individuals other than those on the Blue Key Council during the Blue Key Conference for the purpose of giving special reports.

Section 16.7 Resolutions and Motions

All resolutions presented at the Blue Key Conference shall be in writing and signed by the delegates to the Blue Key Council offering them. Unless otherwise disposed of by the presiding

officer of the Blue Key Conference, such resolutions shall be referred, without motion, to the proper committee. Such committee shall make a written report on each resolution.

SECTION 17. RATIFICATION AND AMENDMENT

Section 17.1 Ratification

This Constitution shall be effective upon ratification by unanimous vote of the Board of Directors at any meeting of the Board of Directors and three-fourths vote of the Blue Key Council at the 2023 Blue Key Conference. Upon ratification, this Constitution shall become effective and all previous Constitutions shall be repealed and no longer in effect.

Section 17.2 Amendment

This Constitution may be amended or repealed and a new constitution may be adopted by a majority vote of the Board of Directors at any meeting of the Board of Directors and by a majority vote of the Blue Key Council at any time pursuant to the email voting procedure in Section 14.3 or by a majority vote of the Blue Key Council present at the Blue Key Conference.

SECTION 18. INDEMNIFICATION

Section 18.1 Standards for Indemnification

Blue Key shall indemnify, defend, and hold harmless any director or officer (and any former director or officer), including the Executive Director, made a party to any lawsuit, administrative hearing, or proceeding, criminal trial, mediation, arbitration, or other adversarial process because he is or was a director or officer of Blue Key, from and against any liability, loss, expense, or other expenditure incurred with respect to such proceeding if:

- (a) the individual conducted himself in good faith; and
- (b) the individual reasonably believed,
 - i. in the case of conduct in his official capacity as a director or officer of Blue Key, that the conduct was in Blue Key's best interests; and
 - ii. in all other cases, that the conduct was at least not opposed to Blue Key's best interests; and
- (c) in the case of any criminal proceeding, the individual had no reasonable cause to believe that his conduct was unlawful.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section 18.1.

Irrespective of anything else to the contrary in this Constitution, Blue Key shall not indemnify any person in connection with a proceeding by or in the name of Blue Key in which the

director or officer was adjudged liable to Blue Key, or in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in his official capacity, in which the director or officer was adjudged liable on the basis that personal benefit was improperly received by him.

Section 18.2 Mandatory Indemnification

Blue Key shall indemnify any director or officer (or any former director or officer), including the Executive Director, who was successful, on the merits or otherwise, in the defense of any proceeding, or of any claim, issue, or matter in such proceeding, where she was a party because she is or was a director of Blue Key, against reasonable expenses incurred in connection therewith, notwithstanding that she was not successful on any other claim, issue, or matter in any such proceeding.

SECTION 19. INSURANCE

Blue Key shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, director, employee, or agent of Blue Key or is or was serving at the request of Blue Key as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not Blue Key would have the power to indemnify him against such liability under the provisions of this Constitution.

Blue Key shall also have the power to purchase and maintain insurance on its own behalf, insuring Blue Key against all losses, liabilities, and other expenditures resulting from the action (or inaction) of any director or officer, former director or officer, employee, or agent of Blue Key.

SECTION 20. ADMINISTRATIVE MATTERS

The following rules shall govern the handling of the property and fiscal affairs of the Blue Key:

Section 20.1 Fiduciary Bond

Any person who is authorized to receive funds on behalf of Blue Key in any amount, and any person who is authorized to sign checks or disburse any funds on behalf of Blue Key, including but not limited to investments, shall be bonded by a fiduciary bond.

Section 20.2 Real Property and Long-Term Debts

Real property owned by Blue Key may be conveyed and long-term capital indebtedness may be incurred by Blue Key only upon resolution passed by the Board of Directors.

Section 20.3 Real Property

Legal instruments relating to real property shall be executed by Blue Key by the signature of the, President or Vice President in the name of Blue Key. The secretary shall attest to such signatures.

Section 20.4 Contracts

The Board of Directors, except as otherwise provided in this Constitution, may authorize an officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of Blue Key, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind Blue Key by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

Section 20.5 Checks and Drafts

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

Section 20.6 Deposits

All funds of Blue Key shall be deposited from time to time to the credit of Blue Key in such banks, trust companies, or other depositories as the Board of Directors may elect.

Section 20.7 Gifts

The Board of Directors may accept on behalf of Blue Key any contribution, gift, bequest, or devise for the general purpose or for any special purpose of Blue Key.

Section 20.8 Investments

Blue Key shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of Blue Key if such action is a prohibited transaction or would result in the denial of the tax exemption under section 503 or section 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

SECTION 21. OTHER

All personal pronouns used in this document shall include all genders, whether used in the masculine, feminine, or neutral gender. Singular nouns and pronouns shall include the plural, as may be appropriate, and vice versa.

Dated this the _____ day of _____, 2023.

President

Secretary

THIS INSTRUMENT PREPARED BY:

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