

The Constitution (or Bylaws) of

THETA ALPHA KAPPA (Revised Edition, 2006)

ARTICLE 1

Name

The name of this organization shall be Theta Alpha Kappa (hereafter, TAK). As a national honor society it may be referred to as the Society. As incorporated in the State of New York it may be referred to as the Corporation.

ARTICLE 11

Purposes and Affiliations

- Section 1.** This organization is the national honor society for academic studies in Religion and/or Theology, and it exists to encourage, recognize, and maintain excellence in such studies within baccalaureate and post-baccalaureate degree programs, but also within the academic profession more broadly understood.
- Section 2.** The Society is a member society in the Association of College Honor Societies. In addition, it is recognized as a Related Scholarly Organization of the American Academy of Religion, and an Affiliate Society of the Council of Societies for the Study of Religion.

ARTICLE 111

Membership

Section 1. Individual Membership

A. Permanent and Active Members

1. Upon induction into a local chapter of TAK and the payment of an induction fee to the Society, all inductees will be considered permanent members of that local chapter and the national Society unless such membership is revoked for cause either by the local chapter or the national Society. In no case will permanent membership be denied or revoked on the grounds of age, race, gender, national origin, religion, or sexual orientation.
2. The Board of Directors may, at its own discretion, create a category of "active" membership by which permanent members would also be considered active members of TAK. Any special terms or conditions applying to such a membership status will be published in other documents of the Board of Directors.

B. Types of Individual Membership

1. Student Membership (and Alumni Membership)
 - a. Undergraduate students matriculated in qualified institutions as described in 111.2A below are eligible for induction/membership if they have 1) completed at least three semesters (or five quarters) at an institution having a local TAK chapter in good standing, 2) completed a minimum of twelve semester credits or eighteen quarter credits in courses representing Religious Studies or Theological Studies, 3) attained a grade point average of at least 3.5 (or B+) in such courses, 4) attained at least a 3.0 grade point average (or B) in their total academic program to date, and 5) been ranked in at least the upper 35% of their class in general scholarship at the time of induction.
 - b. Graduate or post-baccalaureate degree students matriculated in similarly qualified institutions, and in degree programs in Religion or Theology, are eligible for induction/membership if they have 1) completed at least one half of the residency requirements for their current degree program at an institution with a local chapter of TAK, and 2) attained at least a 3.5 (or B+) grade point average in this course work.
 - c. The criteria for induction listed above are minimum criteria; chapters may, at their own discretion, establish more stringent or additional eligibility requirements. Criteria for student membership from institutions whose grading systems cannot be accommodated to the above standards shall be established by the Board on a case-by-case basis.
 - d. All student members will be considered alumni members upon completion of the degree program they are in when inducted.
2. Honorary Members
 - a. Individuals holding faculty rank at an institution with a local chapter, and in the discipline of Religious or Theological Studies, are eligible for induction/membership if they have completed at least one semester (or two quarters) in that appointment.
 - b. Other individuals who have clearly established a record of excellence in their own right, and shown consistent support and encouragement of these academic disciplines and the students within them shall, at the discretion of the local chapter, be eligible for induction/membership.
3. Lifetime Members

The Board of Directors may, at its own discretion, create a lifetime membership for those already inducted but having met additional criteria established by the Board.

Section 2. Chapter Membership

A. Application/New Chapters

Local chapters may be established at academic institutions of higher learning that 1) grant the baccalaureate or higher degree, 2) are accredited by the appropriate regional accrediting agencies, and 3) offer sufficient academic course work in Religious or Theological Studies that students may meet minimum requirements for eligibility for induction/membership.

1. Application procedures for chapter membership in the Society, together with any additional uniform criteria to be met (if any), are to be determined by the Society's Board of Directors and made available to potential chapter organizers or applicants.
2. The Board of Directors has established within its own policies and procedures the decision-making processes for responding to new chapter applications, and will communicate its decision in a timely manner.
3. The Board of Directors reserves the right to name local chapters with the appropriate Greek letters, and to hold them accountable to the rules and regulations of TAK.

B. Active Chapters (Chapters in Good Standing)

1. Once chartered by the Society, chapters remain active and in good standing 1) by the payment of annual chapter dues through a procedure and in an amount to be determined by the Board of Directors of the Society, 2) by compliance with this Constitution, and 3) by meeting any other uniform criteria as determined by the Board of Directors. Only active chapters in good standing will be able to induct members into TAK and participate fully in the Society's elections or other activities.
2. The Board of Directors is responsible for establishing uniform procedures for responding to chapters that fail to meet the criteria for remaining active.

C. Other Chapters

This constitution allows for the possibility of forming other kinds of chapters (for example, Alumni Chapters or International Chapters), or other kinds of relationships among local chapters (for example, regional chapter groupings).

Formal recognition of such chapters or regional groupings requires approval by the Board of Directors.

ARTICLE IV

Local Chapter Organization and Responsibilities

Section 1. Responsibilities

- A. Local chapters must operate in such a way as to promote the general purposes of this Society as outlined in Article 11, with special reference to inducting qualified individual members and encouraging scholarly excellence among the students of these academic disciplines.
- B. Local chapters shall have a set of by-laws, or be prepared to accept the provisions of this Constitution in its stead. Chapter by-laws, if any, must be consistent with this (national) Constitution. Each chapter shall have full charge of its own activities within the limits of this (national) Constitution.
- C. Local chapters shall hold inductions at least once a year with the Society by responding to Society-sponsored requests including (but not limited to) the following. Requests for dues, annual reports or updates of chapter information, nominations for Board positions or Board-sponsored awards, votes when called for, and the submission of student scholarly work in competition for publication in the Society's journal, or for occasional prizes or awards.

Section 2. Organization

A. Officers, Advisors/Moderators

- 1. Local chapters should have at least three elected officers representing the functions of a President, Vice President, Secretary and/or Treasurer. Officers may be elected in a manner and for terms to be determined by the local chapter, but must be members of the Society (student, honorary, or alumni) at the time of election. Officers (e.g. if also faculty members) need not have been originally inducted by their local chapter in order to be eligible for election. Chapters may establish other officers at their discretion, and assign responsibilities to each.
- 2. Local chapters (or, in their stead, departmental faculty or chairs) may elect or appoint a faculty advisor, if need be, to help the officers in running the chapter. This person may or may not - at the discretion of the chapter - simultaneously hold an office in the chapter or be the Chapter Representative, but should be a member of the Society.

B. Chapter Representative/Contact Person

1. Local chapters (or, in their stead, departmental faculty or chairs) shall appoint or elect a faculty contact person as a Chapter Representative in a manner and for a term of their own choosing. The Chapter Representative need not be a chapter officer or advisor, but should be a member of the Society.
2. The function of the Chapter Representative (or his/her designated alternate) will be to 1) be the primary contact person between the local chapter and the Society, 2) when possible or necessary, represent the chapter at the Society's Annual Meeting, and 3) represent the chapter in voting processes calling for a chapter vote on a Society matter.

C. General Operations/Organization

Any other organizational features—including but not limited to the creation of Standing Committees, the establishing of chapter induction fees or annual dues, and the promotion of relationships with alumni members—shall be at the discretion of the chapter.

ARTICLE V National Board of Directors

Section 1. Membership

A. Number

The number of directors on the Board shall normally be eight, with proviso for a ninth member. (See D.1 below.) However, the Board may, at its own discretion, either increase the size of the Board to as many as twelve members or decrease the size to as few as six members (including ex officio members).

B. Officers

The national officers shall be President, Vice President, Secretary, and Treasurer. These officers shall perform the duties prescribed by this constitution and by the parliamentary authority adopted by the Society. The President shall be responsible for planning, convening and presiding over all meetings of the Board, the Executive Committee, and the Annual Meeting. The Vice President shall 1) take over the duties of the President when that person is absent, 2) act as the Board's primary liaison to new and continuing chapters, and 3) serve in such other capacities as determined by the Board. The Secretary shall provide 1) minutes for meetings of the Board, the Executive Committee, and the Annual Meeting, 2) general correspondence, 3) dues-collecting services to individual members as

determined by the Board, and 4) address-list and archival services for matters and materials relevant to the Society and its chapters. The Treasurer shall 1) keep account of all financial assets and debits of the Society and pay all bills as appropriate, 2) receive and handle all dues collected, and 3) make an annual report to the Board and the membership concerning the fiscal status of the Society. (If, as allowed in V.1.C.1 below, an Executive Secretary position is created, certain routine functions of these officers would, at the discretion of the Board, be transferred to that position. Similarly at the discretion of the Board, certain officers' duties not demanded by parliamentary authority may be reassigned to other officers or members of the Board.)

C. At-Large Members

With exceptions noted above as to the size of the Board (V.1.A), normally three additional, at-large members shall be elected in a manner, and for terms, as indicated below. These members shall be full voting members and should be nominated and elected with some attention to representing the diversity of the chapters, their institutions, and individual members of the Society. This diversity includes, but is not limited to, institutional size (by student enrollment), location (by regional areas), and type (by private, public, professional); types of individual members (by gender, race, etc.); and the nature of the chapters (by size or location).

D. Ex-Officio Members

1. There shall be one ex-officio member, with provision for a second at the discretion of the Board. The one is the editor of the Journal of Theta Alpha Kappa. The second, if the Board should so determine, shall be an Executive Secretary whose duties would include many of the current day-to-day operations of the Society.
2. The editor shall (and the Executive Secretary would) be appointed by the Board to a five-year term, renewable upon review by the Board.
3. Ex-officio members shall serve on the Board without vote except as otherwise noted below.

Section 2. Election and Terms of Office

A. Qualifications

All candidates for elected (non ex-officio) membership on the Board must be members of the Society, and should be nominated and elected with some attention to representing the diversity indicated in V.1.B above. There may be no more than one current elected member from any single institution.

B. Nominations

The Board will solicit nominations to fill Board member positions from individual members and from active chapters, the latter through the Chapter Representative or contact person. Such solicitations will be made in a timely manner so that the Board's Nominating Committee has time to receive and review nominations, and to formulate a recommendation to bring to the Annual Meeting for a vote. Notification of the Nominating Committee's recommendations will be sent out with the announcement of the Annual Meeting's agenda. All recommendations must be approved by the Board.

C. Election to the Board

All elected directors are chosen by a majority vote of individual members at a duly convened and constituted Annual Meeting of the Society. Proxy votes may be submitted to the Nominating Committee prior to the Meeting and will be cast along with the votes of qualified voters present. Election will be by majority of all votes cast. It will be the duty of the Nominating Committee to recommend a slate of directors to this meeting—whether as single or multiple candidates for any given position to be filled.

D. Terms of Office

1. All elected directors shall serve terms of three years, or until their successor's terms begin.

No member shall hold more than one office at a time, and no member shall be eligible for more than two successive terms in the same office. A member having served more than half a term shall be deemed to have served a term.

2. These terms shall be initially implemented (beginning 7/1/07) in such a way that, in any subsequent three-year period the following director groupings will come up for election in the first, second, and third year respectively: 1) the President, Vice President, and one at-large representative; 2) the Secretary and one at-large representative; and the Treasurer and one at-large representatives.
3. Terms of office will begin on the following July 1. The Board of Directors may, at its discretion, change this date to better accord with any changes in the timing of the Annual Meeting.
4. The Board of Directors may, at its own discretion, appoint an interim officer or director to serve out the regular term of any vacant officer or director position.

E. Quorum/Voting

Five members of the Board, including at least four elected directors, shall constitute a quorum. Assuming a quorum, measures will pass by a majority vote of those voting members present and voting. This quorum shall be increased or decreased accordingly if the Board is expanded or contracted.

Section 3. Organization

A. Executive Committee

1. The four officers, together with the Ex-officio member(s), shall constitute the Executive Committee.
2. The function of the Executive Committee is, when empowered by the Board of Directors to do so, to meet (in person or otherwise) and bring recommendations to the Board concerning Society operations. Three members of the Executive committee, at least two of whom must be elected directors, will constitute a quorum. (Ex-officio members of the board may serve on this Committee with a vote.) All actions of this Committee are subject to the review of the Board.

B. Nominating Committee

1. The Nominating Committee shall be made up of four people; at least two of these four must be current members of the Board. (Ex-officio members of the Board, if appointed to this Committee, will be voting members of the Committee.)
2. The Board shall appoint the members of this Committee and determine the length of any particular person's term on it. The Committee shall organize itself as it sees fit in the pursuit of its duties.
3. The Committee's primary task will be to oversee and facilitate the nomination and election or appointment process by which positions on the Board are filled. This includes not only the officers and at-large members (by election at the Annual Meeting), but the ex-officio member(s) as well (by Board appointment).
 - a. In the case of elections, this Committee shall ensure that the timely solicitation of nominations occurs, that nominees are credentialed as relates to the qualifications articulated in this Constitution, that slate(s) of candidates are announced in a timely manner before the Annual Meeting (with one or more persons being recommended for any given position), and that proper voting procedures are followed.
 - b. In the case of appointments, this Committee shall ensure that there is a timely review of the ex-officio (appointed) member(s) of the Board, and that nominees for appointment are made available to the Board for its action.

4. All actions of this Committee are subject to the review and approval of the Board of Directors.

C. Other

1. The Board may, at its own discretion, create other standing or special committees, and generally organize itself as it sees fit in the pursuit of its duties.
2. Any more detailed organizational structure shall be further elaborated and made public in separate documents approved by the Board.

Section 4. Functions

- A. Except for matters left to the decision of the Annual Meeting or to a majority of local chapters (as dictated by this Constitution or Board action), the Board of Directors is empowered to run and supervise the Society, and to conduct the Society's business in a manner consistent with this Constitution. To clarify that business in greater detail, the Board shall establish, keep current, and disseminate a separate set of policies and procedures that is both consistent with this constitution and clear in communicating the details of the Society's (Board's) operations. Unless otherwise determined by the Board, such a policy and procedures statement is solely the province of the Board and not subject to broader membership approval.
- B. The Board shall meet at least twice a year, with one of those meetings being in conjunction with the Annual Meeting. At its discretion the Board may empower the Executive Committee to meet in its stead for the second (or other) meeting(s). Any additional or special meetings of the Board may be called by the President, or shall be called by the President upon the written request of any three elected directors. Meetings of the Board of the Executive Committee by conference call or electronic transfer are allowed.

Reimbursement for travel expenses, in accordance with guidelines determined by the Board, may be paid to members of the Board for attending such meetings.

ARTICLE VI The Annual Meeting

Section 1. Convening

- A. The Board of Directors, led by the President, shall plan, notify the membership and chapters about, and convene an Annual Meeting of the total membership (individuals and chapters) of the Society, normally to be held in conjunction with the national meetings of a cognate discipline (for

example, the American Academy of Religion). Notification of such a meeting shall take place at least one month prior to its taking place.

- B. This meeting shall be presided over by the President acting on behalf of the Board and following a pre-circulated agenda.

Section 2. Proper Business

While all members and chapters may recommend to the Board prior to the Meeting that items of business be put on the agenda, it is expected -- minimally -- that the President will give a report of the Society's activities, the Secretary will provide approved minutes of the last Annual Meeting, the Treasurer will provide a report on the fiscal condition of the Society, and the Nominating Committee will make its recommendations concerning the election of appropriate Board members (with relevant election procedures to follow). Other items of business may be brought before this Meeting at the Board's discretion or by action of the membership at the Meeting.

Section 3. Voting

A. Quorum

Those individual members present at the Annual Meeting shall constitute a quorum.

B. Voting Rights

1. Except where otherwise noted, a majority of those individual members present (including any previously submitted votes as noted above) shall be sufficient to reach decisions.
2. All Chapter Representatives present, or their designated alternates, will have one chapter vote in the event that a matter calling for a chapter vote comes before the Meeting.

ARTICLE VII Publications

Section 1. The official publication of the Society shall be called the Journal of Theta Alpha Kappa. It will be published and distributed regularly to selected (by Board action) individual members as 1) a refereed journal, 2) a journal publishing the work of students and other scholars of Religious Studies and Theology, and 3) a communication link to the membership.

Section 2. Additional publications may be authorized by the Board of Directors.

ARTICLE VIII
National Finances

Section 1. Budget/Endowment

- A. The Board of Directors shall approve an annual budget and function solely within that framework. Any adjustments to this will require the approval of the Executive Committee, with Board review of such actions to occur at its next meeting, or of the Board itself.
- B. An Endowment may be established, the earnings from which would be used, at the Board's discretion, for the encouragement and reward of excellence in student scholarship.

Section 2. Fiscal Year

The fiscal year of the Society shall be determined by the Board of Directors.

Section 3. Dues/Fees

The Board will establish both the policy and the procedures for collecting any individual or chapter dues—as well as charter or induction fees—and the amounts attendant to each. These policies, procedures and amounts will be published in separate documents approved by the Board.

ARTICLE IX
Parliamentary Authority

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

ARTICLE X
Corporate Offices

While for purposes of its incorporation in the State of New York the Society names Manhattan College (Riverdale, New York) as its official "corporate office" (and, in act, keeps archival records there as well), the location of the national (working) office of TAK shall be determined by the Board and may be moved from time to time.

ARTICLE X1
Amendment of the Constitution

This Constitution may be amended in any one of the following ways:

- Section 1.** An amendment approved by the Board of Directors by majority vote may be adopted by the Annual Meeting by a two-thirds vote, provided that the amendment has been submitted in writing to the chapters at least 30 days before the meeting.
- Section 2.** An amendment approved by the Board of Directors by a two-thirds vote may be submitted to the chapters by mail ballot to be acted upon by each chapter or representative thereof. Adoption shall be by a two-thirds vote of those chapters returning ballots by a date clearly specified on the mail ballot.
- Section 3.** An amendment approved by the Board of Directors by a two-thirds vote may be submitted to the chapters by mail ballot to be acted upon by each chapter or representative thereof. Adoption shall be by a two-thirds vote of those chapters returning ballots by a date clearly specified on the mail ballot.

ARTICLE X11
Indemnification

The Corporation is authorized to purchase insurance for the indemnification of all directors and officers. No person who is now, or who later becomes, a director, officer or member shall be personally liable for any covenants, stipulations, promises, agreements and obligations of the Corporation, and no recourse under or upon any covenants, obligations, stipulations, promises, and agreements shall be had against any past, present or future director, officer or member, and any and all creditors of the Corporation shall look only to the assets of the Corporation for payment.

ARTICLE X111
Dissolution

Should there be a vote or action to dissolve the organization, all remaining assets—after necessary expenses -- shall be distributed to one or more appropriate scholarly, professional, non-profit organizations qualifying under 1RC 501(c)3—as determined by the Board of Directors or a duly constituted Annual Meeting of the membership.

ARTICLE XIV
Non-Inurement Provision

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the Corporation.

ARTICLE XV
Restrictive Legislation Provision

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE XVI
Restrictive Purposes and Activities Provision

Notwithstanding any other provision of this Constitution, the Corporation is organized exclusively for the purpose specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Approved by the Board of Directors, November 24, 1996
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