



National Hellenic Student Association of North America, Inc.

BYLAWS

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Executive Board

Article I – Meetings

Section 1 (Timing)

The Executive Board should convene monthly. Three months prior to a Convention, it is recommended that the Executive Board holds weekly or biweekly meetings. The President may call or cancel a meeting at their discretion.

Section 2 (Attendance)

All Executive Board members (Constitution Article III, Section 1) are required to attend each meeting. If an Executive Board member cannot attend a meeting, notice should be provided in advance to the President in order to be excused; otherwise they will be considered absent. The term “in advance” shall be determined by the President.

Section 3 (Guest Attendance)

Those who participate in Executive Board, who are not members of the Executive Board, shall be considered guests. Guests may join the meeting with the consent of the President. The President may limit the time the Guest may be allowed to attend the meeting. Committee members that are not defined in the NHSA Constitution, Bylaws or governing documents shall be considered Guests.

Article II – Minutes

Section 1 (Meeting Minutes)

Meeting minutes shall be kept for Executive Board and General Assembly meetings. Minutes should contain specific information for the meeting, including, but not limited to, the date, start time, end time, attendance, votes conducted and their outcome, bank account balances, monetary transactions, and notes on what transpired during the meeting.

Section 2 (General Assembly)

At General Assembly meetings, an agenda and semi-annual report containing pertinent information should be provided to each Delegate. If voting is to take place, a means of voting should be provided (i.e. a ballot). Detailed minutes should be taken during the course of the General Assembly.

Article III – Voting

Section 1 (Proposals)

All items brought forth for a vote should be done so in the form of a proposal outlining the vote that is to take place and important details related to the vote. Proposals should remain objective and unbiased.

Section 2 (Voting on Proposals)

Decisions before the Executive Board that are of significant value shall be voted upon per the guidelines in the NHSA Constitution. The President shall decide if a proposal is to be brought to the Executive Board



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for a vote, unless the following occurs: (a) a proposal for Constitutional amendments or bylaw changes, (b) a decision that is binding (i.e. a contract), (c) budgets, (d) an amount to exceed \$500.00 USD/CAD, (e) an amount between \$250.00 and \$499.00 should it have not been included in a budget, and (f) adding or removing an initiative.

Section 2-A (Amounts over \$500)

In the case where a proposal is for an amount that is \$500.00 USD/CAD or above, the vote must be passed by the Executive Board per the guidelines in the NHS A Constitution. Anytime a transaction is to occur above \$500.00, the Chairman must be sought for approval.

Section 2-B (Amounts between \$100 & \$500)

In the case where a proposal is of an amount between \$100.00 and \$500.00 USD/CAD, the proposal can be passed by a vote conducted by the Finance Committee (refer to Finance Committee Bylaw). The Executive Board may also vote on such proposals; however, it is not required.

Section 2-C (Amounts below \$100)

In the case where the Chairman, President, Vice President, or Treasurer create a monetary transaction below the amount of \$100.00 USD/CAD, they shall be reimbursed for their expense should it be reasonable, within the scope of their position or duties, and provides a valid receipt and with an expense report. A receipt must include the place, time, day, and amount of the transaction. No expense shall be reimbursed without a receipt and expense report. A vote by the Executive Board is not necessary; however, the Finance Committee shall be responsible for facilitating the reimbursement. This does not mean that the Executive Board cannot vote on these transactions. This right should only be exercised in urgent situations. If enough time allows, expenses should be discussed with the Finance Committee and/or Executive Board prior to them being incurred. Any reimbursements made, must be provided in the meeting minutes.

If any member Finance Committee or Chairman believes that there has been mismanagement of funds, they have a right to question that reimbursement. In this event, the Finance Committee must vote on the reimbursement. This vote is subject to the veto power of the Chairman and/or President.

Section 2-D (Binding Agreements)

In the case where a binding agreement is being made (i.e. a contract), despite the monetary amount associated with it, must be approved by the Executive Board. This applies for agreements being created by NHS A or agreements NHS A is participating in. Anytime a binding agreement is to occur, the Chairman should be sought for advice and approval. Any member of a governing body of NHS A may participate in the negotiations of binding agreements.

Section 2-E (Amendments)

In the case where Constitutional amendments or bylaw changes are being proposed, the Executive Board is required to vote on them following the guidelines in the NHS A Constitution.



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Section 2-G (Initiatives)

In the case where initiatives or large projects are to be started or ended, the Executive Board shall vote.

Section 3 (Voting Eligibility)

Only those who have been elected may vote on matters before the Executive Board. Each elected official, other than the President, shall have one (1) vote. In a situation in which there is a tie, the President shall cast a vote to break the tie.

Voting within committees shall be governed by that committee's policies and procedures which may be outlined within the NHS A Constitution, Bylaws, or governing document/policy. A vote of the Executive Board outweighs that of a committee. Appointed positions may vote on matters related to their position within a committee, however, they may not participate in an Executive Board vote.

Section 4 (Types of Votes)

A voter has three options for voting: (a) Yes/Approve, (b) No/Deny, or (c) Abstain. If a voter does not cast a vote, their vote shall be considered an abstention, unless otherwise noted in the NHS A Constitution or Bylaws.

Section 5 (Quorum)

The quorum of the Executive Board shall consist of two-thirds (2/3) of the voting members. A simple majority is needed to pass a proposal, unless otherwise stated in the NHS A Constitution or Bylaws.

Section 6 (Online Votes)

It is encouraged that all Executive Board votes are to be discussed during a regularly scheduled meeting and the actual vote be conducted via email. Should a proposal require a vote to be conducted quickly, the vote may be done via e-mail, without a discussion taking place at an Executive Board meeting prior to voting. The subject of the email should indicate that a vote is taking place and what the vote is for. The body of the email should also state that a vote is taking place, what the vote is for, and the proposal should either be included in the text of the email, as an attachment, or as a link to a document. All Executive Board members should be included on the email and may participate in a decision/voice their opinion; however, only elected officials may cast their vote. A Committee may follow similar rules and guidelines to cast an online vote.

Article IV – Expense Reimbursement

Section 1 (Reimbursement)

The Chairman, President, Vice President, Treasurer, Director of Operations, Director of Communications, Director of Special Projects & Initiatives, and the Director of Marketing shall be eligible for full reimbursements of all reasonable expenses related to official NHS A activities should it fall within the scope of their position or duties.



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The Finance Director, Logistics Director, and IT Director shall be eligible for reimbursement of half of all reasonable expenses related to official NHS A activities should it fall within the scope of their positions or duties.

The Regional Directors shall be eligible for reimbursement of a quarter of all reasonable expenses related to official NHS A activities within their region should it fall within the scope of their position or duties.

Any position may petition the Executive Board to be reimbursed above the thresholds listed herein or to receive reimbursement for an expense that is outside of the scope of their position or duties.

Reimbursement of any expense must have a valid receipt and with an expense report. A receipt must include the place, time, day, and amount of the transaction. No expense shall be reimbursed without a receipt. Bank or credit card statements will only be accepted if a receipt was not provided. Each member/individual seeking reimbursement is responsible for making the Finance Committee aware of the expense and sending the receipt and expense report.

Reimbursement request along with the attached appropriate information must be sent to the Treasurer, President, and Chairman.

Section 2 (Expense Budget)

A budget must be created and approved by the Executive Board prior to any trips, events/conferences, etc. take place. The budget may include, but is not limited to, transportation, meals, hotel, and registration fees. The budget should be allocated into categories (i.e. transportation, meals, hotel, registration fees), prior to the trip taking place. A budget of more than \$500.00 USD/CAD must be approved by the Chairman. Should the Executive Board feel that the Chairman made an unfair decision, they may overturn the decision by a supermajority vote of the entire Executive Board. When necessary, the budget allocation may be altered (i.e. spend more on hotel than meals), however, any amount spent above the budget shall not be reimbursed. Under reasonable circumstances, the budget may be exceeded, and reimbursement made with the approval of the Finance Committee.

Each budget should incorporate the number of people attending the trip, event/conference, etc.; however, the budget does not increase because more people are attending. The budget should also include details of the trip, event/conference, etc. and what is to be accomplished. Furthermore, a tentative agenda/timeline should be provided.

All Executive Board members and volunteers shall pay the full price for any NHS A event; however, after the event, they shall be reimbursed the full amount so long as they reasonably completed their assigned tasks during the event and contribute to the events planning and overall success. This does not apply for the Advisory Council, Board of Trustees, and Chairman, who may attend the events free of charge as approved guests. The cost of transportation to the events shall be covered in full for the Executive Board and the Chairman so long as it is accounted for in the budget. Those eligible for travel reimbursement should book as far in advance as possible and in good faith, try to find the most reasonable cost of



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transportation, not the most convenient (so long as you arrive to the event on time). Only standard, coach, or economy travel accommodations shall be eligible for reimbursement. Transportation to and from the airport should be the lowest cost form of transportation (i.e. if there is a train from the airport to the city center, which is cheaper than a taxi, the train should be taken). In order for any reimbursement to occur for travel expenses, an itinerary showing your name and cost of transportation must be provided with an expense report.

No expenses shall be reimbursed without proper documentation.



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Finance Committee

Article I – Rules & Procedures

Section 1 (Members)

The Finance Committee shall be made up of the President, Vice President, Finance Director, Director of Operations, and shall be chaired by the Treasurer. There are five (5) voting members on the Finance Committee and the Chairman will serve as a non-voting member.

Section 2 (Voting)

Each voting member of the Finance Committee will be allotted one (1) vote on each proposal. Anything being voted on by the Finance Committee shall be considered a proposal. A simple majority is needed for a vote to pass. The Chairman, only in extreme situations, when in good faith, reasonably believes that a proposal is detrimental to NHSA, goes against the NHSA Constitution or Bylaws, money is being mismanaged, or jeopardizes NHSA legally or financially, shall be allowed to veto a proposal should it be passed. If the Finance Committee believes the decision is unfair, they may turn to the Executive Board for a vote. Should the vote pass and be vetoed again by the Chairman, the Advisory Council may be petitioned to override the veto.

Section 3 (When Voting is Conducted)

Section 3-A (Amounts between \$100 & \$500)

The Finance Committee shall vote on any proposal of an amount that is between \$100.00 and \$500.00 USD/CAD without the need of Executive Board approval. The Executive Board may vote instead of the Finance Committee for amounts within this range.

Section 3-D (Amounts less than \$100)

The Finance Committee will not vote on any expense or proposal that is less than \$100 so long as the expense was made by the Chairman, President, Vice President, or Treasurer. An expense report and receipt must be provided in order to receive reimbursement. No vote shall be conducted unless there is an objection to the expense by a voting or nonvoting member of the Finance Committee.

Should an expense have been incurred from someone else seeking reimbursement, a vote shall take place. Upon a simple majority vote, the proposal shall pass, and a reimbursement made. All current expenses shall be reported in the meeting minutes.

Section 4 (Types of Votes)

A voter has three options for voting: (a) Yes/Approve, (b) No/Reject, or (c) Abstain. If a voter does not cast a vote, their vote shall be considered an abstention, unless otherwise noted in the NHSA Constitution or Bylaws.



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Section 5 (Quorum)

The quorum of the Finance Committee shall consist of all voting members. A simple majority is needed to pass a proposal, unless otherwise stated in the NHSA Constitution or Bylaws.

Section 6 (Online Voting)

It is encouraged that all Finance Committee members discuss expenses during a scheduled meeting. Should a proposal require a vote to be conducted quickly, the vote may be done via e-mail. The subject of the email should indicate that a vote is taking place and what the vote is for. The body of the email should also state that a vote is taking place, what the vote is for, and the proposal should either be included in the text of the email, as an attachment, or as a link to a document. All Finance Committee members should be included on the email and may participate in a decision/voice their opinion; however, only voting members may cast their vote.



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Chairman

Article I – Duties & Limitations

Section 1 (Duties)

The Chairman may represent and act as a spokesperson for NHSA, in good faith, at any event, function, conference, meeting, negotiations, and legal matters. The Chairman shall serve as an agent of NHSA as well as the “Secretary” on all bank accounts and documents. The Chairman will also serve as an agent of NHSA in any legal, city, state/providence, or federal documents and filings. In this capacity, the Chairman may serve as a signatory on any contracts or binding agreements, may sign checks and make purchases on behalf of NHSA, and speak on behalf of the Association regarding its activities.

The Chairman, along with the President, has the right to allow proposals to be voted on by the Executive Board.

Section 2 (Limitations)

The Chairman, although having legal authority to sign as a representative and agent of the Association, any contracts, binding agreements, or other legal documents, may only do so at behest of the President or the Executive Board/Finance Committee. Under the circumstance that the Executive Board or Finance Committee votes on a proposal in which the Chairman is directly involved with and said proposal has been passed by the guidelines outlined in the NHSA Constitution and Bylaws, the Chairman may act in the capacity described in the proposal and in line with their rights, responsibilities, and fiduciary duties described in the NHSA Constitution and Bylaws.

The Chairman, although they may represent the Association in person at events, functions, conferences, meetings, etc. may not express any policies, ideas, or activities that have not been outlined in an annual plan, budget, or have not been allowed by the President or Executive Board. Acting in good faith, the Chairman should not reveal any private information of the Association, unless allowed by the President, Executive Board, or if done in the best interest of the Association.

Although the Chairman may be requested or be required to aid with the functioning of the Executive Board, and thus may operate as the temporary spokesperson, contact person, signatory, or face of the Association, the primary contact person, face of, fiduciary, and agent of the Association shall be the President or a designated individual of the Executive Board, unless decided upon by President or the Executive Board.



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Membership

Article I – Qualifications, Creation, & Delegation

Section 1 (Qualifications)

In order for a Hellenic student organization to qualify as a Member-Chapter, the organization must (a) be recognized by their respective university, per their university guidelines; (b) fill out a membership form; (c) have at least 5 members; (d) select a Delegate (defined in Membership Article I, Section 3); and (e) pay any dues (defined in Article II, Section 1-F), if applicable. If a university has two recognized Hellenic student organization (i.e. one undergraduate and one graduate), both may be considered form membership. Upon receiving and reviewing the membership form, the Executive Board shall determine if the organization is approved as a Member-Chapter.

Section 2 (Creating Organizations)

For students at universities without a recognized Hellenic student organization, a Member-Chapter can be instituted if there are at least five currently enrolled individuals at the university. They can petition the Executive Board to be accepted as a Member-Chapter if they comply with all qualifications throughout the NHSA Constitution and Bylaws. Membership will be preliminary and full membership will be granted when the organization is recognized by their university, per their university guidelines. Prior to full membership, preliminary members may voice their opinion to the General Assembly, however, will not have the right to vote.

Section 3 (Delegates)

One (1) Delegate from each Member-Chapter shall represent that Member-Chapter during General Assembly meetings. The Delegate will be decided by the Member-Chapter, as they see fit, and reported to NHSA’s Executive Board prior to a General Assembly meeting. Delegates must be students during the academic year in which they serve as a delegate. Each Member-Chapter will be allotted one (1) vote per proposal that is presented to the General Assembly. Only Delegates of Member-Chapters, in good standing (defined in Article II, Section 1-E), will be permitted to vote.

Section 4 (Good Standing)

A Member-Chapter in “good standing” refers to a Member-Chapter that has submitted an updated membership form indicating at least five (5) individual members or certifies that they are a recognized student organization at their university. Furthermore, the Member-Chapter must pay dues and registration fees (if applicable) and selects an active delegate prior to a General Assembly meeting or online voting. The delegate shall be listed on the membership form and may be changed with notice to NHSA.

After one (1) year of failure to comply, they become “inactive” and upon the second year, they are no longer considered a Member-Chapter.



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Section 5 (Dues)

Annual dues and the amount of the dues shall be determined by the Executive Board, by majority vote.

Article II – Membership for Non-University Organizations

Section 1 (Non-University Organization)

A Hellenic young professional or youth association may join NHSA as a member, despite not being affiliated with a college/university, however will not possess the power to vote during General Assembly Meetings.

Section 2 (Requirements)

In order to be eligible for membership, the following requirements must be met.

- a) Have at least ten members
- b) Fill out a membership form
- c) Select a representative to represent the organization at NHSA events
- d) The majority of their members are in college (defined as 51%)
- e) At least 2/3 of their membership are 18+
- f) Pay dues (to be determined by the NHSA Board of Directors or otherwise imposed by the General Assembly)
- g) Understand that in order to attend a Convention, a participant must be at least eighteen years of age



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Meetings

Article I – General Assembly Meetings

Section 1 (General Assembly Meetings)

The Association shall have a General Assembly meeting at least once per academic year at a time and place to be set by the Executive Board. During the fall General Assembly meeting, which typically takes place during an “NHSA Convention,” elections shall be held unless emergency elections are to be initiated by the Advisory Council, Board of Trustees, or Chairman. Emergency elections are to occur only if four (4) or more Executive Board vacancies occur or if there is serious mismanagement (legal or financial) by the Executive Board. Furthermore, constitutional amendments and other matters before the General Assembly will be discussed and voted on. The Executive Board is responsible for composing the agenda of the General Assembly and for notifying all Member-Chapters about it. The Executive Board has the right to seek support for the planning of the Convention/General Assembly Meeting from Member-Chapters or other external sources.

Section 2 (Convention/General Assembly Meeting Attendance)

Conventions will be open to all members and associates of NHSA. During General Assembly meetings, although open, only Delegates will be allowed to vote.

Section 3 (Quorum)

Fifty percent (50%) of the total current number of Member-Chapter Delegates, in good standing, shall constitute a quorum. Only if every Member-Chapter has been notified about the General Assembly meeting, at least one (1) month in advance, it can be said that there is a quorum. If the Member-Chapters, after notification, declare directly or indirectly, their disinterest or inability to send a delegate or representative from their organization in person or via social media communication (Article VI, Section 5, Subsection I), they will not be counted in determining the quorum. During General Assembly meetings, in which voting is to take place, quorum must be met and maintained. If this fifty percent is not met, the Executive Board has the authority, by supermajority (defined as a 2/3 majority) vote to oversee whether or not voting is necessary at a particular meeting. If under extreme circumstances, the Executive Board can deem a vote necessary, at least thirty three percent (33%) of Member-Chapters Delegates, in good standing, must be present for a vote to take place. The Advisory Council should be sought to for advice in extreme circumstances. Should a quorum not be met or maintained, voting may be conducted online (see Elections, Article IV, Section 5).

Section 4 (Agenda)

The agenda for the Convention and General Assembly meeting shall be decided upon by the Executive Board prior to the Convention or meeting. Any member of NHSA may propose a topic or issue and if endorsed by at least 3 members of the General Assembly and/or the Executive Board, it will be discussed and decided on by the Delegates present in the quorum.



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Section 5 (Meeting Minutes)

Meeting minutes must be taken at all General Assembly, Executive Board, Advisory Council (defined in the Constitution, Article IV, Section 1), and Board of Trustees (defined in the Constitution, Article IV, Section 2) meetings.

Section 5-A (General Assembly Minutes)

General Assembly meeting minutes should be available within one (1) weeks of the meeting. All Member-Chapters should receive a notice or press release outlining the decisions made during the General Assembly meeting within two weeks. Meeting minutes should always be kept on file. Any Member-Chapter or officer of NHSA may request and shall receive a copy of the detailed General Assembly meeting minutes.

Section 5-B (Executive Board Minutes)

The Executive Board meeting minutes should be available to the Executive Board within three (3) days of the meeting. Executive Board meeting minutes and other documents can be made public unless classified by the Chairman, President, or a simple majority for the Executive Board.

An official audit of the Executive Board or the Association declassifies all documents to the audit committee. The audit committee has the power to declassify documents to the public should they deem it necessary.

Section 5-C (Other Minutes)

Minutes of the Advisory Council and Board of Trustees meetings shall be made available to the Advisory Council, Board of Trustees, and Executive Board, by the Chairman, within three (3) days of the meeting.

Article II – Executive Board Meetings

Section 1 (Executive Board Meetings)

The Executive Board shall hold at least one (1) meeting every month. The day, time, and location of such meetings will be decided upon by the President. If a member of the Executive Board is absent from more than three consecutive meetings without being excused by the President, they will be considered a member not in good standing and disciplinary action should occur in the form of impeachment.



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Organizational Structure

Article I – Executive Board

Section 1 (Policy Decisions)

The Executive Board has the authority to make all policy decisions for the Association. The Executive Board’s decision shall be made by a simple majority vote of all elected officials, excluding the President. The President shall only vote to break a tie so as to remain objective and not “take sides” during a discussion or vote. In order for a vote to take place, a quorum of two thirds (2/3) of elected officials must be present. Appointed positions will not be able to vote on matters before the Executive Board, however, may participate in the proposal discussion. Appointed positions may only vote in decisions made by a committee (defined in Article V, Section 4) in which they are in.

Section 2 (Chain of Command for Meetings)

In the case that the President is absent from a meeting, the following order will decide the individual who will lead the meeting: Vice President, Director of Operations, Treasurer. Should all of these individuals be absent from a meeting, the meeting must be rescheduled.

Article II – Appointed Positions

Section 1 (Requirements)

A current student at an accredited university in the United States or Canada may be eligible for appointed positions on the Executive Board. These individuals may also be an alumnus that has graduated within the last three (3) academic years.

Section 2 (Announcement)

During the call for & notification of elections, the Executive Board shall also inform Member-Chapters about the appointed positions. Those wishing to be a candidate for an appointed position should submit a letter of intent similar to that of elected officials to the Chairman. Upon the conclusion of elections, any letters of intent for appointed position already collected will be combined with letters received at the time of elections. Letters of intent for appointed positions will be collected for two (2) weeks following elections. After the two weeks, the letters of intent will be divided into the respective positions and presented to the appropriate Executive Board member. The candidate for appointed position will be selected by the appropriate Executive Board member and must be approved by a simple majority of the Executive Board.



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Article III – Other Governing Bodies

Section 1 (Committees)

Section 1-A (General Committees)

The Executive Board may form or dissolve committees as they see fit so long as these committees are not specifically stated in this Constitution or in any governing documents. Committees stated in this Constitution or governing documents shall follow the rules, roles, responsibilities, and policies outlined for that specific committee. Committees may be created for special projects, initiatives, or needs of the Association. Upon the completion of the need the committee was established for, the committee shall dissolve. Committees can be made up of individuals as decided on by the Executive Board. The ultimate decision made by a committee shall be made by the Chairman of that committee; however, voting may be conducted within a committee. Should the committee Chairman not be a member of the Executive Board, they should seek the approval of the Executive Board prior to making any decisions outside of a reasonable scope. A decision by a committee may not be made that is contractual or requires payment, unless first approved by the Executive Board.

Section 1-B (Convention Planning Committee)

The Association shall have a committee for each Convention it hosts. The Convention Planning Committee shall be responsible for the organization and execution of the NHSA Conventions. The Convention Chairman shall lead this committee and report to the Director of Operations & Communications.

The Convention Chairman or Co-Chairman is responsible for coordinating the efforts of NHSA and the local Hellenic student organizations to plan all aspects of a convention. The Convention Chairman can be someone on the Executive Board or can be selected from the local Hellenic student organization assisting in Convention planning process. This is the only situation in which an Executive Board member may hold two positions (i.e. their current position and Convention Chairman) as the position's tenure generally only lasts from one Convention to the next (typically 4 months). The Convention Chairman or Co-Chairman will report to the Director of Operations & Communication.



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Elections

Article I – Candidates

Section 1 (Candidate Requirements)

Current students attending accredited universities in the United States or Canada and students who have graduated within two (2) academic year may run for elected positions (defined in Constitution Article III, Section 1-A) on the Executive Board. It is strongly recommended and encouraged that all candidates for elected positions are from a Member-Chapter.

At least one (1) week prior to elections, the Chairman will collect letters of intent from each person wishing to run for a position. The letter does not have a specific length, however, should (a) address the top one or two positions the candidate wishes to run for, (b) why they want to run for those specific positions, (c) what experience they have, and (d) what they hope to accomplish during their tenure if elected.

Article II – Election Notification

Section 1 (Call for & Notification of Elections)

The Executive Board shall call regular elections, which shall be held in the fall of each year during a General Assembly meeting, unless conducted online (defined in Election, Article IV, Section 5), within timeframe of two (2) weeks.

The Executive Board shall notify all members, at least one (1) month in advance, of the exact day, time, location, and method of elections. Two (2) weeks notice shall be given at the General Assembly if online elections are to be held.

Article III – Electoral Committee

Section 1 (Electoral Committee)

An Electoral Committee shall preside over the election process. It shall be formed one (1) week prior to the elections, upon the request of the Chairman and his/her receiving the letters of intent. Upon the announcement of elections by the Executive Board, the Electoral Committee shall handle all election related communications, documents, and processes, unless otherwise delegated back to the Executive Board by the Chairman.

The Electoral Committee shall be chaired by the Chairman and consist of two other individuals to be selected by him/her and approved by the Executive Board by a simple majority of their quorum (defined in Executive Board, Article III, Section 5). Only one of the two remaining Electoral Committee positions may be held by an Executive Board member, so long as they are not running for a position in the upcoming elections. The other individual may be selected from the Advisory Council, Board of Trustees, General Assembly, Delegates, or other individuals.



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During the course of elections, the out-going Executive Board holds no authority overall the election process. Only the Electoral Committee shall be allowed to make decisions on behalf of the Association and interpret the Constitution and governing documents within the scope of the election process. In the case of a dispute during the electoral process, the Electoral Committee is responsible for handling the dispute in a way they see fit, so long as it abides by this Constitution and the governing documents of the Association. A majority vote of the General Assembly quorum is required to overturn a decision made by the Electoral Committee.

Immediately after the end of the voting process, the Electoral Committee shall count the votes, publicly, in witness of the General Assembly, and announce the members of the newly elected Executive Board. The Electoral Committee must announce to all Member-Chapters the results of the elections within one week of the election date. After confirming that the elections were valid, declaring the members elected to the Executive Board, and issuing the election result announcement, the Electoral Committee shall dissolve.

Article IV – Election Rules & Procedures

Section 1 (Election Rules)

The rules governing the electoral process for the Executive Board are below.

- a. A quorum (defined in Meetings, Article I, Section 3) must be maintained throughout the course of elections.
- b. Each Member-Chapter is allotted one vote per position. A blank ballot is considered an abstention.
- c. More than one person from the same university/Member-Chapter may run for a particular position, however, there can only be one person from the same Member-Chapter being elected to the Executive Board. Once a candidate from a Member-Chapter occupies a position on the Executive Board, no other person from that Member-Chapter can hold an elected position. Furthermore, no more than two members from the same region may preside on the elected Executive Board at one time and no more than five (5) on the entire Executive Board. An exception, for one additional candidate per region, if the candidate will be or is an alumnus. Final decision will be made by the Electoral Committee.
- d. An individual can be nominated by a member of the General Assembly prior to elections, should they have not filed a letter of intent. Candidates for the elected positions on the Executive Board must be endorsed by at least one member of the General Assembly.
- e. Voting for elected positions on the Executive Board shall be conducted with secret and anonymous ballots.
- f. To be elected, a candidate must receive the majority of all votes casted by the Delegates present in the General Assembly quorum. In the case that the winning candidate has received less than one-fifth (1/5) of the votes, there will be a runoff second election between the two front-runners.



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- g. An impeached (defined in Vacancy, Article I, Section 2) Executive Board member shall not be eligible to run for an Executive Board position.
- h. All candidates, nominations, endorsements, and results should be recorded in the official meeting minutes of the General Assembly.
- i. To determine equal rights among regions and Member-Chapters, as the electoral process commences, with the order designated in the Exec. Board hierarchy, as a higher-ranking position is filled from a particular Member-Chapter, City, State/Province, or Region, in that order of relative importance with regard to the stated ideal, that Member-Chapter, City, State/Province, or Region, loses preference, privilege and right to have a second representative run for elected position. It regains this preference, privilege, and right as the elections proceed to lower-ranking offices. This measure can be offset if a candidate receives the supermajority of the General Assembly's vote.

Section 3 (Election Process)

- a. The elected officers shall be voted in the following order: President, Vice President, Director of Operations Treasurer, Director of Communications, Director of Special Projects & Initiatives, and Director of Marketing.
- b. Candidates are announced by the Electoral Committee for each position. They will confirm their nominations and endorsements. At this time, last minute nominations and endorsements may take place. The Electoral Committee shall make the order in which speeches will be given.
- c. All candidates for a specific position are asked to leave the room in which voting is taking place, except for the one giving their speech in order to avoid unfair advantage to subsequent speakers.
- d. Each candidate will be allowed at most three (3) minutes to deliver their speech. The Electoral Committee will keep the time and notify the candidate when their time is up.
- e. The General Assembly will be allowed to ask the candidate questions for three (3) minutes.
- f. Upon the completion of all speeches for a particular position, all candidates for that position shall remain outside the voting room. At this time, the General Assembly will have ten (10) minutes to discuss the candidates. A motion to shorten or lengthen the time can be made and voted on.
- g. Upon the completion of the discussion, the candidates are allowed to return to the voting room.
- h. Each Delegate is allowed one vote per position and each position will be voted on separately.
- i. Should the candidate also be a Delegate for their Member-Chapter, they are allowed to cast a vote on behalf of their Member-Chapter, however, if there is someone else who can vote instead of the candidate, it shall be required that the alternate person casts the vote for that particular position.
- j. When voting is complete and all ballots are collected, the Electoral Committee will count the votes.
- k. The candidates with the most votes will win the election for that position (given that other sections in the Article are not violated).
- l. Social media communication, in which live voice or video is available, may be used for voting during an in-person vote and count towards the quorum. This will be done at the discretion of



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the Electoral Committee for elections and the Executive Board for Constitutional amendments and other matters before the General Assembly.

Section 4 (Duties)

The duties of the newly elected Executive Board shall begin on January 1st. The outgoing Executive Board members shall remain in office until December 31st. They must transfer all documents and be available to assist and train the newly elected officers, during the transition period.

Section 5 (Online Votes)

For specific purposes, voting may take place online using an email specific survey or election website. Online voting can only take place if an in-person vote is not feasible at a General Assembly meeting/Convention or in urgent situations decided upon by the Executive Board and agreed to by the Chairman.

If the number of votes (for, against, abstain) equal or surpasses the required quorum, then the vote is considered legitimate. An online vote must be closed within five (5) to seven (7) business days. This may be done for elections, Constitutional amendments, or other matters before the General Assembly.



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Vacancy

Article I – Types of Vacancies

Section 1 (Resignation)

Any member of the Executive Board, Advisory Council, Board of Trustees, or the Chairman may resign by submitting a written letter/e-mail of resignation.

Chairman resignation should be submitted to the Executive Board, Advisory Council, and Board of Trustees. Advisory Council, the Board of Trustees, and President resignation should be submitted to the Chairman. All other Executive Board members' resignation shall be submitted to the President.

Section 2 (Impeachment)

Any individual serving on the Executive Board, Advisory Council, Board of Trustees, or the Chairman who is granted authority to perform their duties of the position in conformity with the purpose, objectives, and Constitution of the Association, must make decisions and act on an informed basis, in good faith, and with the honest belief that their actions are in the best interest of the Association and its members. If any of the aforementioned leadership bodies act in a manner that grossly diverges from these standards in the form of serious misconduct or the intentional abuse or violation of the collective trust conferred by the Association's members, the General Assembly shall have the power to decide by a two-thirds (2/3) vote on whether an impeachment proceeding should be initiated. Also, a supermajority vote by any of the branches can initiate the impeachment process.

Should impeachment occur, the impeached member shall lose all power associated with their position. During the impeachment process, the individual is suspended of all rights and privileges of the office which they hold until the verdict is reached. Defer to the chain of command to determine how to fill the respective position.

Section 2-A (Disciplinary Committee)

If such a proceeding is commenced, a Disciplinary Committee consisting of seven (7) members shall be formed in order to conduct a hearing on the allegations. The Committee shall consist of: two Executive Board members (chosen in order of the hierarchy), two Advisory Council members, two Board of Trustees members or two (2) third party individuals, and the Chairman. Should the Chairman be facing allegations, their position on the Disciplinary Committee shall be replaced by a Board of Trustees member or a third-party individual. The Committee is to gather relevant information relating to the allegations of misconduct and oversee the witness testimony of the relevant parties, granting the opportunity for the party moving to impeach and the accused office holder to explain their positions. The committee shall make a decision by simple majority; the accused office holder shall be forced to resign.



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Section 2-B (Enrollment Status & Criminal Offence)

If an elected or appointed position loses their enrollment status at a university due to expulsion or convicted of a crime, they shall be removed from their position immediately without the process of impeachment.

Section 3 (Vacancy)

Section 3-A (Position Vacancy)

In the event of a vacancy of an elected position, the vacancy shall be filled using the following order: Vice President, Director of Operations, Treasurer, Director of Communications, Director of Special Projects & Initiatives, and Director of Marketing. Should the next highest-ranking elected positions be unwilling, unable, or ineligible to fill the vacant position, it shall move to the next official in the line of succession. The officer of the newly occupied position shall remain for the term length of the person they replaced. The succession shall be approved by the chairman. Should the Executive Board feel the Chairman has made an unfair decision, they may overturn the discussion with a unanimous vote of all remaining elected officials.

In the event that a vacated position cannot be filled internally through the line of succession (chain of command), the Executive Board can nominate and vote by a supermajority the appointment of a nonelected official to an elected position for the remaining term. If the Executive Board does not wish to nominate or is unable to vote in favor of any of the nonelected officials, then the Executive Board may invite third-party individuals and may receive letters of intent that it will then internally vote for and elect an official by a super majority vote. This internal election must be approved by the Chairman.

Section 3-B (Vacancy of Appointed Positions)

In the event of a vacancy of an appointed position, a new person shall be appointed.

Section 4 (Suspension)

More than three (3) vacancies that either occur concurrently or cannot be filled by the aforementioned line of succession are grounds for automatic suspension of the current Executive Board and a call for immediate elections should take place.



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Amending the Constitution, Bylaws & Governing Documents

Article I - Voting

Section 1 (Voting)

Amendments to the Constitution or governing documents require a simple majority of the General Assembly so long as quorum is maintained. At this time, a vote can take place. Votes for, against, and abstentions regarding the amendments must be counted and recorded in the meeting minutes. If an amendment passes, it takes effect immediately, unless otherwise decided on by the General Assembly. Should voting not be able to take place at the General Assembly meeting, a vote may be conducted online.

Amendments submitted to the Executive Board, by a Member-Chapter, prior to the General Assembly meeting must be discussed at the following General Assembly meeting, should three (3) endorsements be collected. Should there be less than three endorsements, the Executive Board may decide by simple majority vote to present the proposed amendments to the General Assembly. Amendments may also be proposed at the time of the General Assembly. Proposed amendments will be presented in a way that clearly shows the original section of the Constitution or governing documents and the new version.



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Conflict of Interest Policy

Article I – Purpose & Definition

Section 1 (Purpose)

The purpose of the conflict of interest policy is to protect the National Hellenic Student Association (NHSA) of North America, Inc.'s ("Association") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 (Definitions)

1. **Interested Person:** Any Board of Directors, Advisory Council members, Board of Trustees (collectively, principal officer), "directors" listed on government filings, volunteers, member of a committee with governing board delegated powers, or employees (if applicable), who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest:** A person has a financial interest in the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
 - b. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.
3. **Compensation:** includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Article II – Procedures, Recording & Compensation

Section 1 (Procedures)

Section 1-A (Duty to Disclose)

In connection with any activity that may cause an actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 1-B (Determining Whether a Conflict of Interest Exists)

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. (Note: This is not a determination of whether or not to proceed with the proposal at hand in which the conflict of interest may or may not exist; refer to Article III, Section 3.)



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Section 1-C (Procedures for Addressing the Conflict of Interest)

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 1-D (Violations of the Conflict of Interest Policy)

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis of such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after conducting further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 2 (Records of Proceedings)

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any actions take to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 (Compensation)

Section 5-A (Governing Board)

A voting member of the governing board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

Section 5-B (Committee)

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.



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Section 5-C (Compensation Information)

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to anyone regarding compensation.

Article III – Annual Statements & Review

Section 1 (Annual Statements)

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflict of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 2 (Periodic Reviews)

To ensure the Association operates in a manner consistent with charitable purpose and does not engage in activities that could jeopardize its tax-exempt status, period reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable;
- b. Review past transactions and arrangements for potential conflicts of interest;
- c. Determine whether future transactions or arrangements may contain a conflict of interest and attempt to avoid such a conflict of interest.

Amended

NHSA Fall 2019 Washington DC Convention

January 25, 2020

(Via Online Vote)