



BETA GAMMA SIGMA, INC.

BYLAWS
ARTICLE I - MEMBERSHIP

Section 1. MEMBERSHIP

There shall be the following types of membership: baccalaureate student; graduate student; administrative, teaching or research staff; and chapter and international honorees. Student membership may be conferred upon those pursuing or achieving a degree in a business program accredited by AACSB International (AACSB). Honorary membership may be conferred upon individuals who have achieved distinction and who possess those qualities that Beta Gamma Sigma (BGS) fosters as identified further in this section.

Subsection 1. Baccalaureate Student Membership

Four-Year Baccalaureate Programs

Paragraph 1 Candidates for baccalaureate degrees in four-year programs may be inducted subject to the following paragraphs of this section.

Paragraph 2. Business/pre-business students in the second year of study (or its equivalent in course work) ranked among the upper 10 percent of their class of business/pre-business may be inducted at any time in the last term of the year.

Paragraph 3. Business/pre-business students in the next to last year of study (or its equivalent in course work) ranked among the upper 10 percent of their class of business/pre-business students may be inducted at any time of that year.

Paragraph 4. Business students in their final year who were not previously inducted may be inducted at any time during their final year (or its equivalent in course work) if ranked among the upper 10 percent of their class.

Three-Year Baccalaureate Programs

Paragraph 5 Candidates for baccalaureate degrees in three-year programs may be inducted subject to the following paragraphs of this section.

Paragraph 6. Business/pre-business students in the next to last year of study (or its equivalent in course work) ranked among the upper 10 percent of their class of business/pre-business may be inducted at any time in the last term of the year.

Paragraph 7. Business students in their final year who were not previously inducted may be inducted at any time during their final year (or its equivalent in course work) if ranked among the upper 10 percent of their class.

Subsection 2. Graduate Student Membership

Candidates for master's degrees whose academic rank is in the upper 20 percent of their masters' class may be inducted following completion of at least 50 percent of their degree program.

Doctoral students who have completed all requirements for that degree may be inducted...

Subsection 3. Transfer Students

Transfer students who meet the qualifications for membership may be inducted after they have completed a minimum of one full year (or its equivalent in course work) in the business unit in which the chapter is located, provided their overall record, in the judgment of the collegiate chapter, is of BGS caliber.

Subsection 4. Administrative, Teaching and Research Staff

A member of the administrative, teaching or research staff (Staff) of the business unit may be inducted to active membership:

A) if he or she holds an earned doctorate from the business unit of an AACSB International accredited institution

Or

B) if he or she has attained tenure,

Or

C) for those institutions or those Staff where tenure is not applicable, an invitation to membership may be extended after the individual has completed six years of such work at the business unit where the chapter is located.

An individual who serves as chapter advisor and does not otherwise qualify for membership may be inducted as an honorary member upon recommendation of the head of the business unit. Such honorary membership shall be designated by an honorary recognition certificate, and the honorary member has all the rights and privileges of membership.

Members of academic administration in the university, including the dean, the chief academic officer (vice president, vice chancellor, or provost), and the chief executive officer (president or chancellor) may be inducted without regard to the foregoing limitations.

Staff of economics departments, when such departments provide the principal instruction in economics for students in a business program, are eligible for membership. When departments of economics do not provide the principal instruction in economics for students in a business unit, the Staff of such a department are not eligible for faculty membership.

Subsection 5. Chapter and International Honorees

The Chapter Honoree Award is conferred upon those who have furthered the ideals of BGS through outstanding business and managerial leadership.

The International Honoree Award is conferred upon those who have furthered the ideals of BGS through outstanding business and managerial leadership and/or meritorious contributions to education for business and administration.

Paragraph 1. Nomination of Chapter Honorees

The dean or chief academic officer of the business unit shall nominate candidates for the Chapter Honoree Award. Any person who has achieved distinction primarily in business and administration and who possesses those qualities that BGS fosters may be nominated as chapter honoree by the collegiate or alumni chapter. Chapters may select as many as two chapter honorees in any one year. For a third or more chapter honorees, the chapter must seek permission, providing a rationale for such recognition and noting the occasion of the award presentation.

Paragraph 2. Nomination for International Honoree

The Board of Governors (Board) may invite the collegiate and alumni chapters to nominate candidates for the International Honoree Award. The selection of the International Honoree from nominated candidates will be made by the Board of Governors.

Chapter and International Honorees are eligible, if not otherwise BGS members, for honorary membership. Such honorary membership shall have all the rights and privileges of membership and be awarded an honorary recognition certificate or plaque.

Section 2. NOMINATION FOR COLLEGIATE CHAPTER MEMBERSHIP

The dean or the chief academic officer of the business unit shall certify that those nominated for membership meet the eligibility criteria contained in these bylaws.

Section 3. INVITATION TO COLLEGIATE CHAPTER MEMBERSHIP

Those identified as eligible for membership shall be invited as soon as practical after their identification. After completion of the membership process, they shall be considered members with all rights and privileges. BGS membership is a lifelong recognition. Therefore, the invitation to membership may be considered open until accepted.

Section 4. TRANSFER OF MEMBERSHIP

A member of BGS, in good standing, who transfers to another institution which has a collegiate chapter shall enjoy all the rights and privileges of said chapter, but shall be considered an official member of the chapter in which he or she was inducted. Staff holding full-time appointments at business units with a chapter shall be considered official members of both the chapter where they were inducted and the collegiate chapter at the business unit where they have such appointment.

Section 5. ELIGIBILITY

BGS recognizes individuals who have exhibited excellence in meeting the requirements for membership. BGS shall treat each individual with dignity. BGS does not discriminate on any basis prohibited by law in the administration of membership or other programs.

ARTICLE II - ADMISSION OF COLLEGIATE CHAPTERS

The Board is empowered to grant a charter to any business unit which is accredited by AACSB and which makes formal application for a collegiate chapter under procedures set forth in the Board Policy Manual.

ARTICLE III - COLLEGIATE CHAPTER NAMES

The founding chapters of BGS in Wisconsin, Illinois, and California shall be the Charter Chapters. Upon admission, each new chapter shall be designated by the name of its institution, and this name shall appear in the charter granted to the chapter.

The Board has established the Beta Chapter, to provide an opportunity for membership for any student who would be otherwise eligible for membership but cannot be inducted because the student's home institution, although eligible, does not have a BGS chapter. The operation of the Beta Chapter shall be the responsibility of BGS Executive Director with oversight provided by the executive committee of the Board.

ARTICLE IV – GOVERNANCE OF COLLEGIATE CHAPTERS

The active (voting) membership of the collegiate chapter shall consist of (1) student members of the collegiate chapter, and (2) those members who are on Staff of the business unit in which the chapter is located, and (3) the officers of the collegiate chapter.

ARTICLE V - ADMISSION OF ALUMNI CHAPTERS

The Board shall be authorized to charter alumni chapters upon the written application of ten or more alumni members. The Board shall be empowered to promulgate such rules and regulations as it deems necessary to regulate the functions of alumni chapters and may suspend the operations of alumni chapters failing to conform to such.

ARTICLE VI - PROBATION/DEACTIVATION OF COLLEGIATE CHAPTERS

Section 1. COLLEGIATE CHAPTERS FAILING TO HOLD INDUCTION CEREMONIES

Any chapter which does not hold an induction ceremony for three consecutive years shall be considered to be not functioning and will be placed on probation for a period of one year. If the chapter fails to hold an induction ceremony during the year of probation, the Board may declare the chapter inactive by a majority vote. The Board, by a majority vote, may at any time reactivate the chapter upon application from the business unit.

Section 2. SUSPENSION OR LOSS OF ACCREDITATION FROM AACSB INTERNATIONAL

Any chapter located in a business unit which has had its accreditation suspended or which otherwise no longer offers degree programs accredited by AACSB will be declared inactive. The Board shall be authorized to reinstate any such chapter when the business unit at which it was located shall again comply with the standards of AACSB and be readmitted to the Accreditation Council of AACSB.

ARTICLE VII - THE CONVENTION

Section 1. TIME AND PLACE

Annually a convention of delegates shall be held at such time and place as may be determined by the Board. Typically, the convention will be held at the BGS Deans' Recognition Luncheon held at the beginning of the AACSB International Conference and Annual Meeting.

Section 2. CHAPTER REPRESENTATION

Each collegiate and alumni chapter may be represented by one-member delegate authorized by the chapter. This delegate shall be entitled to vote and represent his or her chapter on all matters brought before the convention or presented to the collegiate and alumni chapter representatives via electronic communication.

Section 3. VOTING OF CORPORATE OFFICERS

Corporate officers and Board members, unless they are authorized delegates, shall not have the right to vote at conventions unless it becomes necessary for the presiding officer, who is otherwise ineligible to vote, to break a tie.

ARTICLE VIII - ORGANIZATION OF THE CORPORATION

Section 1. CORPORATE STRUCTURE

The corporate organization of BGS shall be composed of the corporate officers, the Board of Governors, and such committees and staff as the Board deems necessary to carry out the mission and objectives of BGS. Board officer terms and Board of Governor terms shall begin with the annual AACSB International Conference and Annual Meeting and conclude with the Deans' Recognition event preceding ICAM.

Section 2. CORPORATE OFFICERS

The corporate officers consist of elected and appointed officers. The Board shall elect the officers from among Board membership. These elected officers shall be chair, vice-chair and secretary-treasurer. These officers and the members of the Board form the corporation's governing body, which appoints the appointed officers: Executive Director and such additional staff officers deemed necessary to carry out the mission and objectives of BGS.

The chair and secretary-treasurer will be elected for two-year terms and the immediate past chair will serve a one-year term. A vice chair-chair elect will be elected for a one-year term at the start of the Chair's second year, become chair for the next two years and immediate past chair for the next year. (This structure will allow continuity with the immediate past chair serving during the first year of the chair's term and the vice chair-chair elect serving during the second year of the chair's term.)

Section 3. BOARD OF GOVERNORS

Subsection 1. Powers and Responsibilities

The Board of Governors shall have all the powers and responsibilities specifically described in or reasonably implied by the various sections of the BGS Articles of Incorporation and Bylaws, and such other powers and responsibilities not in conflict therewith the Articles of Incorporation and Bylaws as are usually exercised by any Board of Directors or Governors.

The Board shall consist of up to twenty-six members as follows: BGS Executive Director, the Chief Executive Officer of AACSB or an AACSB designee, and up to twenty-four elected academic and corporate members. The BGS Executive Director is appointed as a non-voting, ex-officio member of the Board.

Subsection 2. Nomination of Governors

The Board shall elect three persons from its membership to serve with the chair and vice-chair as a Nominating Committee. No fewer than two academic governors and two non-academic governors shall serve on the nominating committee.

The Academic Governors may be nominated from members holding appointment on the administrative, teaching or research staffs of a business unit with a BGS chapter in the following manner. The non-academic governors may be nominated from members whose careers have been primarily outside colleges and universities. The Nominating Committee shall identify nominees reflecting the diversity of institutions represented among BGS chapters and non-academic organizations such as geographic location, size of business program or organization, and other characteristics which may be deemed relevant. The committee shall present, for consideration by the membership, a list of nominees that may be added to by nominations from members/delegates.

Subsection 3. Election of Governors

A majority vote of the delegates of chapters voting shall be necessary to elect. Approximately one-third of the total number of governors shall be elected each year for three-year terms. Governors may be elected at Convention or by a mail or electronic ballot. Any vacancy in the Board between conventions may be filled by appointment by the chair or by special election.

Section 4. TERM OF OFFICE

Subsection 1. Length of Term

The elected corporate officers and members of the Board shall take office beginning with the first Board meeting following their election. The BGS Executive Director shall serve in that capacity at the pleasure of the Board.

Subsection 2. Filling Vacancies

If the office of chair should become vacant, the vice-chair/chair-elect shall become chair for the unexpired term. Should the office of vice-chair/chair elect be vacant the Board will elect a chair to serve the expired term. Should the office of the vice-chair become vacant, the chair shall appoint a vice chair from the Board to serve the unexpired term. Should the office of the secretary-treasurer become vacant the vacancy shall be filled for the unexpired term by an appointee of the chair from the Board.

Section 5. RECALL OF CORPORATE OFFICERS

Corporate officers who have failed in the proper execution of their duties or who have acted contrary to the best interests of BGS shall be liable to recall by the Board

ARTICLE IX - FEES

The membership fee for each member shall be determined by the Board upon recommendation of the executive committee, and shall be incorporated in the Board Policy Manual.

ARTICLE X - REVISION OF BOARD POLICY MANUAL

The Board shall have the authority to amend the BGS Board Policy Manual in any manner consistent with the Bylaws and Articles of Incorporation.

ARTICLE XI – INDEMNIFICATION

Section 1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a corporate governor (as previously herein defined as a director), corporate officer (whether elected or appointed), employee (whether salaried or not) or agent of the corporation as a director, governor, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The term "agent of the corporation" as used in this Article XII shall include the CEO of the corporation and any other appointed staff officers of the corporation, volunteers and committee members while acting in the course of his or her duties as directed or appointed by the chair or by a salaried officer or by the Board of Governors (as previously herein defined as the Board of Directors) for and on behalf of the corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. The corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or complete action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the

corporation as corporate governor, corporate officer (whether elected or appointed), employee (whether salaried or not) or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. To the extent that a corporate governor, corporate officer (whether elected or appointed), employee (whether salaried or not) or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit or proceeding.

Section 4. Any indemnification under Sections 1 and 2 of this Article, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the corporate governor, corporate officer (whether elected or appointed), employee (whether salaried or not) or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Board of the corporation by a majority vote of a quorum consisting of governors who were not parties to the action, suit or proceeding, or, if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested governors so directs by independent legal counsel in a written opinion.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the corporate governor, corporate officer (whether elected or appointed), employee (whether salaried or not) or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

Section 6. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws or any agreement, vote of disinterested governors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a corporate governor, corporate

officer (whether elected or appointed), employee (whether salaried or not) or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7. The corporation may purchase and maintain insurance on behalf of any person who is or was a corporate governor, corporate officer (whether elected or appointed), employee (whether salaried or not) or agent of the corporation as a director, governor, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE XII - AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of all active chapters voting within a period specified by the Board of Governors, which shall be not less than fifteen days nor more than thirty days.

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