

# Tau Sigma Delta ByLaws

## ARTICLE I

### *Name and Object*

#### **Section 1.**

The corporate name of the society shall be "TAU SIGMA DELTA HONOR SOCIETY" (herein referred to as the "Society").

#### **Section 2.**

The Society shall be known in the institutions where chapters are domiciled as TAU SIGMA DELTA HONOR SOCIETY IN ARCHITECTURE AND ALLIED ARTS.

#### **Section 3.**

The Society derives its Greek letter name from the first letter of each of the words of its motto, "Technitai Sophoikai Dexiote": Tau, Sigma and Delta. The motto means "Craftsmen, skilled and trained."

#### **Section 4.**

The organization was established to provide a national collegiate honor society open to students of all American colleges and universities wherein an accredited program of Architecture, Landscape Architecture or Allied Arts is established. Its prime objective is to celebrate excellence in scholarship, to stimulate mental achievement, and to award those students who attain high scholastic standing in Architecture, Landscape Architecture, and Allied Arts of Design by the rewards of membership in an honor society.

## ARTICLE II

### *Insignia and Seal*

#### **Section 1.**

The badge or key shall be the crossed letters Tau, Sigma, and Delta, with a suspension ring at the top and a pendant at the bottom. The badge may be worn as a key charm or a pin. The badge may be purchased only through the office of the Grand Chapter Treasurer, who will place the order with the authorized jeweler upon receipt of the purchase price.

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## **Section 2.**

The seal shall consist of a circular design not to exceed 1-1/2 " in diameter, around which shall be inscribed the words, "Grand Seal of Tau Sigma Delta \* 1913 \* ".

## **Section 3.**

The colors of the Society shall be white and gold.

## **Section 4**

The flower shall be the red rose.

## **ARTICLE III**

### ***Organization of the Society***

#### **Section 1.**

The government of the Society shall be vested in the hands of the National Officers of the Grand Chapter, the faculty advisors, the annual meeting, and the institutional Chapters as designated hereafter under the powers and duties of such authorities.

#### **Section 2.**

The Grand Chapter shall have control of all matters pertaining to the Society as a whole between annual meetings and as limited by these Bylaws.

#### **Section 3.**

The annual meeting shall include the Grand Chapter and the faculty advisors of each institution. The Grand Chapter officers shall be the officers of the meeting, and the faculty advisors or designated representatives shall be the voting delegates. In cases where the institutional chapters have co-advisors, the Chapter is entitled to one vote. All members of the Society may participate in the meeting affairs.

#### **Section 4.**

An Institutional Chapter shall be the local chapter of the Society at a college, school or department of Architecture, Landscape Architecture, and Allied Arts of a college, university, or other institution as hereafter described.

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## ARTICLE IV

### *The Grand Chapter*

#### **Section 1.**

The Grand Chapter shall consist of the National Officers of the Society. The Grand Chapter shall be the name given the Board of Directors or Trustees as contemplated by Section 2.14 of the Texas Non-Profit Corporation Act.

#### **Section 2.**

The Grand Chapter shall have control of all matters pertaining to the Society as a whole except as limited by these Bylaws.

#### **Section 3.**

The Officers of the Grand Chapter shall be the Past President, the President, the Vice President, the Secretary and the Treasurer.

#### **Section 4.**

The officers of the Grand Chapter shall be elected from the regular members and honorary members of the Society at the annual meeting. With the exception of the Grand Chapter Treasurer, officers of the Grand Chapter shall not be eligible for re-election to the same office. Any vacancy of office may be filled temporarily until the next election by appointment by the other officers of the Grand Chapter.

At the meeting, there shall be an election of the Grand Chapter Vice President. The Vice President shall be designated President-elect and shall succeed to the office of President at the meeting two years thereafter. At that meeting and in every second succeeding year thereafter, there shall be an election of Grand Chapter Vice President who shall be designated President-elect. The President, upon completion of his or her two-year term, will automatically serve as Past President for the succeeding two years.

At every fourth annual meeting following the election of the Grand Chapter Secretary, there shall be an election of the Grand Chapter Secretary.

At every fourth annual meeting following the election of the Grand Chapter Treasurer, there shall be an election of Grand Chapter Treasurer.

Nominations of officers for the Grand Chapter may be made by any Chapter of the Grand Chapter in writing to the Grand Chapter Secretary at least one month prior to the next national meeting, and additional nominations may be made from the floor at the meeting. No candidate shall be nominated who has not indicated willingness to serve if elected. Voting shall be by secret ballot of the delegates, and a simple majority of those voting shall be required for election. The Grand Chapter Secretary shall

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notify each Chapter of the results of the election.

## Section 5.

A meeting of the Grand Chapter may be called by two officers of the Grand Chapter.

## Section 6.

The duties and powers of the Grand Chapter shall be:

1. To act as the custodian and conservator of all the properties and interests of the Society.
2. To issue charters to new Chapters and to install same.
3. To issue all keys and membership certificates.
4. To levy Chapter assessments when considered necessary; these to be uniform for all Chapters.
5. To make a Treasurer's annual report to the Chapters containing the following items:
  - a) Statement of the financial condition of the Society;
  - b) A summary of transactions since the last report;
  - c) Recommendations for the good of the Society; and
  - d) Report of new Chapters.
6. To promote the organization of new Chapters.
7. To appoint any member of the Society as its representative with such powers and duties as the Grand Chapter may designate.
8. To revoke the charter of any chapter for violation of the Bylaws of the Society or for any of the following reasons:
  - a) For denial of the authority of the Grand Chapter;
  - b) For failure or refusal to pay all indebtedness to the Grand Chapter; and
  - c) Inactivity for a period of five years.
9. To render all decisions interpreting the laws of the Society, which decisions shall be final unless reversed by ballot of the Chapters.
10. To temporarily fill vacancies in the Grand Chapter until the next succeeding election.
11. To require annual reports from the Chapters.
12. To receive and disburse all monies pertaining to the Society, giving receipts and keeping vouchers and keeping a clear and accurate account of all transactions.
13. To act on amendments to these Bylaws as herein provided.

## Section 7.

The Grand Chapter shall derive its revenue from the following sources:

1. A sum recommended by the Grand Chapter and approved by the annual meeting to be paid annually by each chapter for each new member inducted by that Chapter.
2. All profits on the sale of charters, membership certificates, keys, medals, and all paraphernalia and accessories pertaining to the Society.
3. Gifts to the Society.
4. Such other fees as the Grand Chapter shall consider necessary to levy for the general expansion of the Society as approved by the annual meeting.

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## Section 8.

The duties and powers of the Grand Chapter President shall be:

1. To preside at meetings of the Grand Chapter.
2. To prepare the Grand Chapter annual report to the Chapters.
3. To take the initiative in the promotion of new Chapters.
4. To sign all charters and other official documents requiring signature, or delegate this duty when necessary.

## Section 9.

The duties and powers of the Grand Chapter Vice President shall be:

1. To serve as an aide to the President.
2. To preside when the President is absent or when called upon by the President.
3. To serve as President-elect, assuming the duties of the President upon expiration of his two-year term.

## Section 10.

The duties and powers of the Grand Chapter Secretary shall be:

1. To perform the duties normally associated with the office of recording secretary.
2. To keep an index of all members of the Society.
3. To act on amendments to these Bylaws as herein provided.

## Section 11.

The duties and powers of the Grand Chapter Treasurer shall be:

1. To perform the duties normally associated with the office of Treasurer, including presentation of an annual financial report at each annual meeting.
2. To receive and disburse all monies pertaining to the Society.
3. To sign all charters and membership certificates and affix thereto the Grand Chapter seal, or delegate this duty when necessary.
4. To order all supplies and paraphernalia and disburse same to the Chapters upon proper payment.

## ARTICLE V

### *Faculty Advisors*

#### Section 1.

Each institutional Chapter shall have one Faculty Advisor. This Faculty Advisor shall be on the faculty of the college or Department of Architecture, Landscape Architecture or Allied Arts at the institution where the chapter is located.

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## Section 2.

The Faculty Advisor shall be selected by the dean, director, or chair to serve for an indefinite term.

## Section 3.

The duties of the Faculty Advisor shall be:

1. To represent the local Chapter interests in the affairs of the Grand Chapter.
2. To ensure the continuity of the Chapter standards in harmony with these Bylaws.
3. To form a liaison between the Grand Chapter and the local Chapter.
4. To be the interim custodian of the Chapter records and files.
5. To be the Chapter delegate to the annual meeting or appoint a designated representative of the Chapter if unable to attend personally.
6. To nominate new members in accordance with ARTICLE V, Section 7.

## ARTICLE VI

### *The Institutional Chapters*

#### Section 1.

An institutional Chapter of TAU SIGMA DELTA shall be established only at such degree-granting institutions whose college or department of Architecture and Allied Arts is on the accredited list of NAAB, CACB, or LAAB. FIDER/CIDA and NASID programs housed in universities with architecture or landscape architecture can also establish chapters, as can freestanding art or interiors programs that can show a significant connection to an NAAB, CACB, or LAAB architecture or landscape architecture program as approved by the Grand Chapter Executive Board.

Further, institutional Chapters may be established at such institutions located outside the United States, when, in the opinion of the Grand Chapter officers, the curriculum and academic standards of that college or department are equivalent to that of a unit accredited in the United States. Schools shall submit in these cases such evidence or data as the Grand Chapter officers may deem necessary.

1. New Chapter Initial Organization: An institutional Chapter of TAU SIGMA DELTA shall be established in the following manner, and forwarded to the Grand Chapter Treasurer
  - a) A letter from the Dean or Director of the nationally accredited program stating that a faculty member has agreed to be the Faculty Advisor for the institutional chapter.
  - b) When this has been received and completed, a Greek letter designation shall be assigned the new institutional chapter.
2. Re-Activation of a Chapter: An institutional chapter that has been declared inactive shall be eligible to become reactivated by submitting a letter from the Dean or Director of the program requesting that the Chapter be activated and that a Faculty Advisor has been named to lead the

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Chapter.

## Section 2.

Each Chapter of the Society shall be designated by one or more letters of the Greek alphabet. These will be assigned to the Chapter by the Grand Chapter.

## Section 3.

The revenue of a Chapter shall be derived from the following sources:

1. Induction fee in excess of amount paid to the Grand Chapter for each initiate.
2. Regular dues as fixed by each Chapter.
3. Gifts to the Chapter.
4. Special assessments of the Chapter.

## Section 4.

The officers of the Chapter shall consist of a Chapter President, Secretary, Treasurer, and Faculty Advisor.

## Section 5.

Officers shall be elected at a regular meeting approximately one month prior to the end of the school year, and their term of office shall be for the succeeding school year. Special elections shall be held to fill any vacancies of office at the next regular meeting of the Chapter after such vacancies occur.

Two weeks published notice must be given prior to any election meeting.

The following oath of office shall be administered to each officer-elect by the retiring Chapter President or, in the case of the President's inability to serve, by the Secretary, or, in the case of inability of both, by the Treasurer.

## Oath of Office:

I, \_\_\_\_\_, affirm that I will support the Bylaws of Tau Sigma Delta and the laws and regulations made in conformity thereto, and that I will discharge the duties required of me as an officer of the \_\_\_\_\_ Chapter of Tau Sigma Delta to the best of my ability.

## Section 6.

The membership of each Chapter shall be divided into three classes: Active, Honorary, and alumni.

1. The definitions of membership are:
  - a) Active membership shall consist of undergraduate students and graduate students currently

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- at the institution where a chapter is located.
- b) Honorary membership shall consist of members of the faculty or persons of high reputation in the professions of Architecture, Landscape Architecture, or the Allied Arts of Design.
- c) Alumni members shall consist of all members who are no longer active.

## Section 7.

Membership criteria and methods of selection are as follows:

1. Undergraduate Active Members. To be eligible for undergraduate membership, a candidate must be a bona fide student enrolled in a course of study leading to the first accredited degree in Architecture, Landscape Architecture, or the Allied Arts of Design. The candidate must have completed a minimum of two and one-half academic years (five semesters or eight quarters) of the initial degree program and shall have completed the major prerequisites of the degree program established by the faculty of the institution in which the Chapter is domiciled. Any eligible transfer student shall have been enrolled in residence a minimum of one academic year in the institution where his selection for membership is considered. The candidate must have maintained a B average or a 3.0 GPA on a 4.0 scale and be in the upper 20% of their class.
2. Graduate Active Members. A student shall become eligible for graduate active membership when he shall have completed at least one-half of the technical or professional requirements for the graduate degree in Architecture, Landscape Architecture, or the Allied Arts of Design, provided he shall have attained an average grade not lower than the minimum grade required for undergraduate members. An undergraduate member who continues his studies at the graduate level automatically becomes an active graduate member.
3. Alumni-Faculty Members. An alumni-faculty member is automatically a chapter member unless he shall successfully petition for withdrawal from membership.
4. Honorary Members. A candidate for honorary membership shall be elected at a regular meeting of the institutional Chapter by a majority vote. Selection shall presume a quality of performance and excellence comparable to the standards expected of students initiated in the society. Nominations proposed and seconded by active student members must be received by the Chapter Secretary two week prior to the Chapter meeting.

## Section 8.

At least one meeting of the Chapter should be held in each principal school term or semester. Other meetings may be called by the Chapter President at any time provided due notice be given each active member of the Chapter. Two weeks notice should normally be given for all meetings. At meetings of the Chapter a quorum must be present to conduct business of the Chapter. Only active members in good standing shall be allowed to vote on Chapter business. The following order of business shall be observed at meetings of the Chapter.

1. Chapter roll call
2. Minutes of previous meeting
3. Reports of committees

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4. Old business
5. New business
6. Elections, if any
7. Adjournment.

All meetings shall be governed by Roberts Rules of Order.

## Section 9.

The duties and powers of the Chapter shall be:

1. To order from the Grand Chapter Administrative Assistant all keys and membership certificates, paying the fees in advance as fixed by the Grand Chapter.
2. To hold meetings and to provide such activities that encourage and celebrate scholarship.
3. To provide paraphernalia and accessories pertaining to the Society by ordering same from the Grand Chapter Administrative Assistant.
4. To send each person selected to the Society a notice of invitation.
5. To hold a regular initiation ceremony at a convenient time after selection.
6. To make a yearly report to the Grand Chapter Secretary by the end of the academic year.

## Section 10.

The duties and powers of the Chapter President shall be:

1. To preside at all Chapter meetings.
2. To appoint all committees.
3. To sign all documents requiring his signature.
4. To make a yearly report of the Chapter to the Grand Chapter.
5. To serve as custodian of the charter and Bylaws during his term of office except when these are turned over to the custody of the Faculty Advisor.

## Section 11.

The duties and powers of the Chapter Secretary shall be:

1. To record and read all minutes at the meetings of the Chapter.
2. To keep the roll of the Chapter.
  - a) To forward new member selection information to the Grand Chapter.
  - b) Forward to the Grand Chapter Administrative Assistant, the list of new members, typed in alphabetical order, the names as the member wishes it to appear on the certificate. (digital format preferable).
3. Forward to the Grand Chapter Administrative Assistant an institutional or chapter check for the Grand Chapter fees due for the new members, medal orders, or jewelry orders. Clearly identify each category order. Please allow three (3) weeks minimum time to process the orders. Every effort will be made to complete the requests more quickly, however, receipt cannot be guaranteed if the order is received with less than three (3) weeks processing time.

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4. To compile records of students being considered for membership.
5. To receive all nominations for officers and honorary membership.

## Section 12.

The duties and powers of the Chapter Treasurer shall be:

1. To record all financial transactions of the Chapter.
2. To collect all dues and initiation fees.
3. To order all standard paraphernalia and accessories from the Grand Chapter and to make payment for same in advance.
4. To make yearly reports to the Grand Chapter.

## ARTICLE VII

### *The Annual Meeting*

#### Section 1.

The annual meeting of the Society shall be held at an appropriate time during the annual meeting of the Association of Collegiate Schools of Architecture.

#### Section 2.

The participants shall consist of the Grand Chapter officers and delegates of each Chapter. Active, honorary, and alumni members of the Society are invited to attend.

#### Section 3.

The Grand Chapter officers shall serve as the officers of the meeting, and the delegates shall be the voting members of the meeting. Those attending shall constitute a quorum.

#### Section 4.

The annual meeting shall approve the Grand Chapter fees for the following academic year.

#### Section 5.

Between meetings, official business of the Society may be transacted by correspondence, written ballot, email and conference calls. A proposal may be made by two or more of the Chapters or by the Grand Chapter. A ballot listing such proposals shall be sent to each Chapter by the Grand Chapter Secretary, and the voted ballots shall be returned to his office. Votes shall be deemed eligible or valid by a specified postmark date. All ballots shall be counted by the Grand Chapter, and a majority of the ballots received shall govern. The Chapters will then be notified by the Grand Chapter Secretary of the results of the balloting.

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## ARTICLE VIII

### *Indemnification*

When Indemnification is Required, Permitted and Prohibited

#### **Section 1.**

1. The Society shall indemnify a Grand Chapter member, officer, committee member, employee, or agent of the Society who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Society. For the purposes of this article, an agent includes one who is or was serving at the request of the Society as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Society shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Society's best interests. In the case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Society shall not indemnify a person who is found liable to the Society or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
2. The termination of a proceeding by a judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Society.
3. The Society shall pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Society in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Society when the person is not named defendant or respondent in the proceedings.
4. In addition to the situations otherwise described in this paragraph, the Society may indemnify a director, officer, committee member, employee, or agent of the Society to the extent permitted by laws.
5. Before the final disposition of a proceeding, the Society may pay indemnification expenses permitted by the Bylaws and authorized by the Society. However, the Society shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Society, or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
6. If the Society may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceedings.

Procedures Relating to Indemnification Payments

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## Section 2.

1. Before the Society may pay any indemnification expenses (including attorney's fees), the Society shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in Section 2 below. The Society may make these determinations and decisions by any one of the following procedures.
  - a) Majority vote of a quorum consisting of members of the Grand Chapter who, at the time of the vote, are not named defendants or respondents in the proceeding.
  - b) If such a quorum cannot be obtained by a majority vote of a committee of the Grand Chapter designed to act in the matter by a majority vote of all such members of the Grand Chapter consisting solely of two or more members of the Grand Chapter who at the time of the vote are not named defendants or respondents in the proceedings.
  - c) Determination by special legal counsel selected by the Grand Chapter by vote as provided in Section 2(a)(i) or Section 2(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all members.
2. The Society shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by Section 2(a)(iii) above, governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, the Bylaws, or a resolution of members or the Grand Chapter that requires the indemnification permitted by Article VIII, Section 2 above, constitutes sufficient authorization adopted or authorized in the same manner as the determination that indemnification is permissible.
3. The Society shall pay indemnification expenses before final disposition of a proceeding only after the Society determines that the facts then known would not preclude indemnification and the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payments shall be made in the same manner as a determination that indemnification is permissible under Article VIII, Section 2 above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Society if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without references to financial ability to make repayment.

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## ARTICLE IX

### *Amendments*

#### **Section 1.**

Amendments to these Bylaws may be proposed by two or more Chapters, by the Grand Chapter, or by a Chapter and one Grand Chapter officer. Such proposed amendments shall be forwarded to the Grand Chapter Secretary who will then send copies to each Chapter for the balloting by mail. A two-thirds majority of the active Chapters shall be required for adoption of any amendment.

#### **Section 2.**

Amendments to these Bylaws may be proposed from the floor of a an annual meeting. A two-thirds majority of the voting delegates at the meeting shall be required for the adoption of any amendment so proposed.

#### **Section 3.**

Adopted amendments shall be come a part of these Bylaws.

## ARTICLE X

### *Miscellaneous Provisions*

Legal Authorities Governing Construction of Bylaws

#### **Section 1.**

The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

### **Legal Construction**

#### **Section 2.**

If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

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## **Headings**

### **Section 3.**

The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

## **Gender**

### **Section 4.**

Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

## **Power of Attorney**

### **Section 5.**

A person may execute any instrument related to the Society by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Society to be kept with the Society records.

## **Parties Bound**

### **Section 6.**

The Bylaws shall be binding upon and inure to the benefit of the members of the Grand Chapter, officers, committee members, employees, and agents of the society and their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided in these Bylaws.

Ratified at the Annual Meeting, March 30, 2006.

These Bylaws govern the affairs of TAU SIGMA DELTA HONOR SOCIETY, a non-profit corporation organized and incorporated October 12, 1992, under the Texas Non-Profit Corporation Act.