



# **OMICRON KAPPA UPSILON**

*National Dental Honor Society*

*Initially Founded in 1914*

*Incorporated within the State of Nebraska in 1991*

*Revised March 30, 2008*

## **BYLAWS**

1           **ARTICLE I.**

2           **NAME AND OBJECT**

3           This Society, which was established to promote and recognize scholarship and character  
4           among students of dentistry, is named Omicron Kappa Upsilon, Inc.

5           This Society is organized as a non-profit corporation and none of its net income inures to  
6           the financial benefit of any individual or individuals.

7           **ARTICLE II.**

8           **CORPORATE OFFICES**

9           **Section 1. Principle Place of Business**

10          The principal place of business of Omicron Kappa Upsilon and the principal executive  
11          offices of the non-profit corporation shall be located in the City of Lincoln, Lancaster  
12          County, State of Nebraska, the place of incorporation. The corporation may have such  
13          other offices, either within or without the State of Nebraska, as the Board of Directors  
14          may designate or as the business of Omicron Kappa Upsilon, Inc. may require from time  
15          to time.

16          **Section 2. Registered Office**

17          The registered office of the corporation shall be:

18          The University of Nebraska Medical Center  
19          College of Dentistry  
20          40th and Holdrege Streets  
21          Lincoln, Nebraska 68583-0740

22 The name of the registered agent at such address is Dr. Jon B. Suzuki or current  
23 Secretary-Treasurer. The address of the registered office may be changed from time to  
24 time by the Board of Directors.

25 **ARTICLE III.**

26 **MEMBERS AND STRUCTURE OF CORPORATION**

27 **Section 1. Members**

28 The Corporation shall have two classes of members:

29 a) The Supreme Chapter, representative of all the component chapters;  
30 and

31 b) Component Chapters, organized by faculties of dental schools in the  
32 United States and Canada.

33 Each of such class of members shall have one or more sub-classes of members as more  
34 fully set forth hereinafter.

35 **Section 2. Supreme Chapter**

36 The Supreme Chapter shall consist of its officers (see Article IV); the honorary members  
37 of the Supreme Chapter; and the active-member delegates or alternates, selected by and  
38 representing the component chapters in good standing.

39 Classification of Membership in the Supreme Chapter shall be divided into two (2)  
40 classes: active and honorary.

41 a) Active Members.

42 1) The active members of the Supreme Chapter shall consist  
43 of its officers and one active-member delegate, or alternate,  
44 from and selected by each component Chapter. Active  
45 members shall be voting members.

46 b) Honorary Members.

47 1) The voting members of the Supreme Chapter may elect to  
48 honorary membership any member of the dental profession  
49 who has made an outstanding contribution to the art, science,  
50 or literature of dentistry, and others not members of the dental  
51 profession who have made similar outstanding contribution to  
52 the advancement of dentistry. At any annual meeting, one  
53 person may be elected to honorary membership by a two-  
54 thirds (2/3) vote of the delegates in attendance. Component  
55 chapters and individual members should submit names and  
56 curriculum vitae prior to December 1, to the Secretary of the  
57 Supreme Chapter.

58 The Board of Directors of the Supreme Chapter shall study the  
59 qualifications of all such candidates and determine those  
60 eligible pursuant to the Bylaws. Of those eligible, only one  
61 may be nominated by the Board of Directors at the next  
62 officially convened annual business meeting. Honorary  
63 members of the Supreme Chapter shall not be voting members  
64 thereof.

65 2) The terms *art, science, or literature of dentistry* wherever appearing in the Bylaws of  
66 the Supreme Chapter or of Component Chapters of this Society shall be interpreted as  
67 follows:

68 "The art of dentistry" shall imply skill in performance, acquired by  
69 experience, study and observation and may be manifested by  
70 presentation, before graduate, post-graduate, refresher courses or dental  
71 meetings not sponsored or financed by a business firm or commercial  
72 enterprise, of a method of performing an operation or the development  
73 of an instrument, appliance, machine or equipment to facilitate dental  
74 operations with no purpose of self-profit.

75 "The science of dentistry" shall be interpreted as the introduction of a  
76 new theory or suggestion and based upon facts which have been  
77 established by study, observation and research, as distinguished from  
78 skill in performance.

79 "The literature of dentistry" shall imply the publication of a book or  
80 the publication, in a professionally controlled journal on dentistry or its  
81 allied sciences, of an original essay, treatise or thesis.

### 82 **Section 3. Component Chapters**

83 a) Membership Composition--Component Chapters. Component Chapters shall consist of  
84 charter, alumni, faculty, honorary, and life members.

85 1) **Charter Members** are members of the faculty whose names appear  
86 on the charter as founders of the chapter. They shall have all the  
87 privileges of active members while remaining a member of the dental  
88 school faculty.

89 2) **Alumni Members** shall be elected as follows:

90 (a) **Graduating students.** A list containing the  
91 names of at least the upper 20% of the graduating  
92 class (class: a group that generally began studies  
93 together) who rank highest in scholarship for the  
94 entire period that they have been in attendance at a  
95 dental school shall be submitted by or secured from  
96 the Dean. From any on this list, a number constituting  
97 not more than 12% of the entire class, who, in  
98 addition to scholarship, have demonstrated  
99 exemplary traits of character and potential qualities  
100 of future professional growth and attainments, may

101 be elected to alumni membership by the active  
102 members of the component chapter. The election of  
103 such members may be held at the discretion of the  
104 active members at any time after the beginning of the  
105 last term (quarter or semester) by which at least 80%  
106 of the class has the potential to graduate.

107 The method of balloting shall be determined by the  
108 component chapters. A two-thirds affirmative vote of  
109 the active members of the Component Chapter who  
110 participate in the voting shall be necessary to elect a  
111 student or an alumnus to alumni membership. If 12%  
112 of the class shall be less than three, a maximum of  
113 three students may be elected.

114 **(b) Graduating international students.** A list  
115 containing the names of at least the upper 20% of the  
116 graduating international students (a student with a  
117 foreign dental degree who has completed all of the  
118 requirements necessary to be awarded the D.D.S. or  
119 D.M.D. degree) who rank highest in scholarship for  
120 the entire period that they have been in attendance at  
121 a dental school shall be submitted by or secured from  
122 the Dean. From any on this list, a number constituting  
123 not more than 12% of this group of students, who, in  
124 addition to scholarship, have demonstrated  
125 exemplary traits of character and potential qualities  
126 of future professional growth and attainments, may  
127 be elected to alumni membership by the active  
128 members of the component chapter. The election of  
129 graduating international students may be held at the  
130 discretion of the active members and must occur at  
131 the time of the election of graduating students as in  
132 section 3a, (2a).

133 The method of balloting shall be determined by the  
134 component chapters. A two-thirds affirmative vote of  
135 the active members of the Component Chapter who  
136 participate in the voting shall be necessary to elect a  
137 graduating international student to alumni  
138 membership. If 12% of the graduating international  
139 students shall be less than one, a maximum of one  
140 student may be elected.

141 **(c) Alumni of any dental school, in which since**  
142 **their graduation a Component Chapter has been**  
143 **established,** may be elected to alumni membership,  
144 providing their standing as students would have made  
145 them eligible to membership. Such eligibility,  
146 however, shall be conditional upon an ethical and  
147 unblemished record since graduation.

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(d) **Alumni members who become members of a dental school faculty** are eligible for all the privileges of active members.

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3) **Faculty Members** are the dentists in a dental school faculty who have been elected to membership after service as a full-time teacher for three years or a part-time teacher for six years at the school where he/she is being nominated. Full-time and part-time shall be defined by the administration of each school of dentistry. Two part-time years will be the equivalent of one full-time year. To be eligible for election, a member of a faculty shall have made outstanding contribution to the art, science, or literature of dentistry [see Article III, Section 2(b)2] in addition to the minimum period of service described above. The maximum number of faculty members elected by a component chapter at an annual meeting may not exceed 20% of the total number of graduating members [as defined in section 3a, (2a)] elected by that component chapter. If 20% of the graduating members shall be less than one, a maximum of one faculty member may be elected. A two-thirds (2/3) affirmative vote of the active members of the component chapter who participate in the voting shall be necessary to elect to faculty membership. They are eligible for all the privileges of active members.

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4) **Honorary Members.** The component chapter may elect to honorary membership any dentist (who is not a faculty member of a dental school) who has made outstanding contribution to the art, science, or literature of dentistry, and others who have made similar contribution to the advancement of dentistry. At any annual meeting only one (1) person may be elected to such honorary membership. A two-thirds (2/3) affirmative vote of the active members of the component chapter who participate in the voting will be necessary to elect.

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An honorary member of the Supreme Chapter or of a Component Chapter is entitled to the privileges of active membership. An honorary member of the Supreme Chapter may attend the meetings of any component chapter.

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5) **Life Members.** To be granted life membership by a component chapter, one must have been an Active or Associate Member for 30 years and have reached the age of 60. Life members are exempt from dues. Life members retain all privileges of Active Members while remaining a member of the dental school faculty.

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**b) Classes of Membership Activity-Component Chapters**

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1) **Active Members.** All charter members are active members while remaining a member of the dental school faculty. All alumni, faculty, and honorary members who are members of the dental school faculty and have been approved by the Component Chapter are active members. Only active members may vote or be elected to office.

192 2) *Associate Members* are all those members of a component chapter  
193 who are not Active Members, but do support the component chapter by  
194 payment of dues with a regularity satisfactory to the Executive  
195 Committee of the Component Chapter.

196 3) *Inactive Members* are those members of a component chapter who  
197 are not Active or Associate members and who do not pay dues. Inactive  
198 members may be reinstated as Associate or Active members upon the  
199 payment of unpaid dues and the approval of the Executive Committee  
200 of the Component Chapter.

201 4) All classes of membership may receive regular communication from  
202 their component chapter and may attend all convocations and award  
203 ceremonies.

204 5) In the event a dental school closes, Active, Associate, or Inactive  
205 Members of the closed school's component chapter may petition any  
206 active O.K.U. chapter for Associate Membership. A two-thirds (2/3)  
207 affirmative vote of the active members of the component chapter who  
208 participate in the voting shall be necessary to elect these individuals to  
209 membership.

210 **ARTICLE IV.**

211 **BOARD OF DIRECTORS AND OFFICERS OF THE SUPREME CHAPTER**

212 **Section 1. Designated Officers**

213 The officers of the Supreme Chapter shall consist of a President, President-Elect, Vice-  
214 President, Secretary-Treasurer, and Editor.

215 **Section 2. Board of Directors**

216 The Board of Directors shall be made up of the President, President-elect, Vice-president,  
217 Secretary-Treasurer, and Editor of the Supreme Chapter. The Board of Directors shall be  
218 vested with the general powers necessary to manage the business and affairs of the  
219 corporation. The duties of the Board of Directors shall include, but not be limited to:

220 1) To serve as the acting Board of Directors and manage the business  
221 and affairs of the non-profit corporation, in accordance with these  
222 Bylaws and the law.

223 2) To receive and consider all petitions for the establishment of new  
224 Component Chapters, and to refer these petitions with  
225 recommendations to the Component Chapters for action.

226 3) To issue charters when petitions therefore have been approved by the  
227 Component Chapters.

228 4) To determine the eligibility of all persons who have been nominated  
229 for honorary membership in the Supreme Chapter.

230 5) To decide all matters relating to the general welfare of the Society,  
231 for which the Bylaws do not provide.

232 6) To electronically publish, if and when justified, the official organ of  
233 the Society, which shall be known as the "Bulletin of Omicron Kappa  
234 Upsilon."

235 **Section 3. Nomination of Officers/Directors**

236 Candidates for officers/directors of the Supreme Chapter shall be nominated at the annual  
237 meeting of the Supreme Chapter, and shall be nominated by a nominating committee  
238 appointed by the Board of Directors. Additional nominations may be made from the floor  
239 of the Supreme Chapter annual meeting. A majority vote by ballot is required for  
240 election. When but one candidate has been nominated for an office, the Secretary-  
241 Treasurer may be empowered by a unanimous vote of the attending members to cast a  
242 ballot for the election of the candidate.

243 **Section 4. Terms of Office**

244 The term of office shall be one (1) year for all Supreme Chapter officers/directors except  
245 the Secretary-Treasurer and the Editor who shall serve terms of office of three (3) years.  
246 Officers/directors shall continue to perform their duties until their successors will have  
247 been elected and installed, or until death or removal from office.

248 **Section 5. Bonds and Sureties**

249 All officers collecting, disbursing, or holding in trust assets belonging to the Society will  
250 be bonded by a reliable surety company. The Board of Directors shall determine the  
251 amount of the bond. Funds from the Society shall be deposited in a bank or banks  
252 approved by the Board of Directors. Authorized expenditures from the general funds of  
253 the Society shall be made by checks, each of which must be signed by the Secretary-  
254 Treasurer.

255 **Section 6. Compensation of Officers/Directors**

256 It is the intention of the Board of Directors of Omicron Kappa Upsilon, Inc. that directors  
257 shall serve in a voluntary capacity without payment or remuneration except  
258 reimbursement for out-of-pocket expenses actually incurred by directors. The Board of  
259 Directors may by resolution provide for the payment of salaries or fees to a director or  
260 directors for specific services rendered to the non-profit corporation.

261 **Section 7. Officer/Director Resignation**

262 Any officer/director of the corporation may resign at any time by giving written notice to  
263 the President or to the Secretary-Treasurer of Omicron Kappa Upsilon, Inc. Such  
264 resignation shall take effect when accepted by the Board of Directors.

265 **Section 8. Removal of Officers/Directors**

266 Any officer/director elected or appointed may be removed by the persons authorized to  
267 elect or appoint such officer or director, whenever in their judgment; the best interests of

268 the corporation will be served thereby. A special meeting may be called expressly for that  
269 purpose.

270 **Section 9. Vacancies on the Board**

271 Any vacancy on the Board of Directors caused by death, resignation, removal,  
272 disqualification or any other cause, shall be filled by the majority vote of the remaining  
273 directors then in office, though less than a quorum, and each director so elected shall hold  
274 office for a term to expire at the same time as the term of the director whose vacancy he  
275 or she was chosen to fill, or until his or her death, resignation or removal.

276 The special case of vacancy of the office of the President is covered in this Article IV,  
277 Section 10 (b)(3).

278 **Section 10. Duties of Supreme Chapter Officers**

279 **a) Presidential Duties:**

280 1) To supervise activities of the Supreme Chapter and  
281 to enforce its Bylaws.

282 2) To issue proclamations relative to meetings of the  
283 Board of Directors and meetings of the Supreme  
284 Chapter as provided in the Bylaws.

285 3) To preside at and function as a member at the  
286 meetings of the Board of Directors and meetings of  
287 the Supreme Chapter.

288 4) To conduct the installation of new Component  
289 Chapters as authorized.

290 5) To appoint, with the assistance of the Secretary-  
291 Treasurer, such committees as are required by the  
292 Bylaws and any other committees necessary to  
293 conduct the business of the Supreme Chapter.

294 6) To serve as a member of the Nominating  
295 Committee.

296 7) The President will notify all newly appointed  
297 committee members within 30 days in writing of  
298 their appointments, and a complete list of such  
299 appointments shall be given to the Secretary-  
300 Treasurer.

301 8) To conduct installation of new officers.

302 9) To decide all questions of order, or appoint a  
303 parliamentarian if one is desired.

304 10) To extend invitation to honorary membership in  
305 the Supreme Chapter to those so elected.

306 11) To act as general manager of the non-profit  
307 corporation and direct operations associated  
308 therewith.

309 12) To sign, with the Secretary-Treasurer or any  
310 other proper executive officer thereunto authorized  
311 by the Board of Directors:

312 Certificates for membership in Omicron Kappa  
313 Upsilon, Inc.; deeds; mortgages; bonds; contracts;  
314 bids; leases; or other instruments which the Board of  
315 Directors has authorized to be executed, except in  
316 cases where the signing and execution thereof shall  
317 be expressly delegated by the Board of Directors or  
318 these Bylaws to some other officer or agent of the  
319 corporation, or shall be required by law to be  
320 otherwise signed or executed.

321 13) To serve as coordinator for planning and  
322 organizing any programs associated with the annual  
323 meeting.

324 14) To perform, in general, all duties as may be  
325 prescribed by the Board of Directors from time to  
326 time.

327 **b) Duties of the President-Elect:**

328 1) To assist the President with his or her duties.

329 2) To function as a member of the Board of  
330 Directors.

331 3) To act in the absence of the President or in the  
332 event of the President's death, removal, resignation,  
333 inability or refusal to act. In the event of any of  
334 aforementioned circumstances, the President-Elect  
335 shall perform the duties of the President and, when so  
336 acting, shall have all the powers of and be subject to  
337 all the restrictions incumbent upon the President.

338 4) To serve as chairperson of the Auditing  
339 Committee.

340 5) To serve as a member of the Budget and Finance  
341 Committee.

342 6) To perform all other duties as from time to time  
343 may be assigned by the President or by the Board of  
344 Directors.

345 7) To chair the Nominating Committee.

346 8) To chair the Craig Teaching Award Committee

347 **c) Duties of the Vice-President:**

348 1) To function as a member of the Board of  
349 Directors.

350 2) To serve as a member of the Budget and Finance  
351 Committee.

352 3) To serve as a member of the Auditing Committee.

353 4) To serve as a member of the Chapter Award  
354 Committee.

355 5) To serve as chairperson of the Leeper Award  
356 Committee.

357 6) The Vice-President shall further be vested with all  
358 duties usually pertaining to that office and shall stand  
359 willing to perform all duties assigned to him by the  
360 President, President-Elect, or Board of Directors.

361 **d) Duties of the Secretary-Treasurer:**

362 1) To keep a record of all business transactions of the  
363 Board of Directors and of the Supreme Chapter.

364 2) To keep the minutes of the meetings of the Board  
365 of Directors and the meetings of the Supreme  
366 Chapter in one or more books provided for that  
367 purpose.

368 3) To maintain an official register of all members of  
369 the Society.

370 4) To see that all notices are duly given in accordance  
371 with the provisions of these Bylaws and as required  
372 by law.

373 5) To be custodian of the corporate records and of the  
374 seal of the corporation and see that the seal of the  
375 corporation is affixed to all documents the execution

- 376 of which on behalf of the corporation under its seal is  
377 duly authorized.
- 378 6) To conduct the correspondence relating to the  
379 official business between the Supreme Chapter and  
380 the Component Chapters.
- 381 7) To prepare and submit, at the annual meeting, the  
382 official financial report of the Supreme Chapter; a list  
383 of all Component Chapters, with a record of their  
384 complete membership; and an official account of the  
385 proceedings of the Board of Directors.
- 386 8) To prepare and issue charters and insignia as  
387 authorized by the Board of Directors.
- 388 9) To receive and give receipts for monies due and  
389 payable to the non-profit corporation from any source  
390 whatsoever, and deposit all such monies in the name  
391 of the corporation in such banks, trust companies or  
392 other depositories as shall be selected in accordance  
393 with the provisions of Article VI of these Bylaws.
- 394 10) To render an official report of all financial  
395 transactions during his or her term of office.
- 396 11) To serve as chairperson of the Budget and  
397 Finance Committee.
- 398 12) To serve as chairperson of the Local  
399 Arrangements Committee.
- 400 13) To perform, in general, all duties incident to the  
401 office of Secretary-Treasurer and such other duties as  
402 from time to time may be assigned by the President  
403 or by the Board of Directors and to function as a  
404 member of the Board of Directors.
- 405 **e) Duties of the Editor:**
- 406 1) To be responsible for the electronic publication of  
407 the "Bulletin of Omicron Kappa Upsilon."
- 408 2) To function as a member of the Board of  
409 Directors.
- 410 3) To collect and preserve data relating to the history  
411 of the Society.
- 412 4) To serve as a member of the Budget and Finance  
413 Committee.

414 5) To be responsible for the maintenance of the  
415 website.

416 6) To serve as chairperson of the Chapter Award  
417 Committee.

418 **ARTICLE V.**

419 **SUPREME CHAPTER COMMITTEES**

420 **Section 1. The Nominating Committee**

421 The Nominating Committee shall be composed of no less than three (3) active members  
422 (non-directors) in addition to the President and the President-elect of the Supreme  
423 Chapter. The President-elect shall serve as chair of the committee. It shall be the duty of  
424 the nominating committee to prepare a list of candidates for the various elective offices of  
425 the Supreme Chapter. This list will be submitted to the President prior to the annual  
426 meeting, and to the Supreme Chapter at the annual meeting.

427 **Section 2. The Budget and Finance Committee**

428 The Budget and Finance Committee shall be comprised of four (4) directors (the  
429 President-elect, Vice-President, Secretary-Treasurer, and the Editor) plus three (3) active  
430 members (non-directors). The Secretary-Treasurer shall serve as the chairperson of the  
431 committee. The primary purpose of this committee shall be to prepare the annual budget  
432 for the following year. The committee's recommendations will be submitted to the  
433 Supreme Chapter at the annual meeting for adoption at that time.

434 **Section 3. The Local Arrangements Committee**

435 The Local Arrangements Committee shall consist of the Secretary-Treasurer and other  
436 active members as selected by the Secretary-Treasurer to assist. The purpose of the  
437 Local Arrangements Committee shall be to arrange rooms and organize plans for the  
438 annual meeting.

439 **Section 4. The Auditing Committee**

440 The Auditing Committee shall be comprised of the President-elect (chair) and three (3)  
441 active members (non-directors) to audit the books of the society for the calendar year  
442 ending December 31, prior to the annual meeting. The President-elect shall submit a  
443 report at the annual meeting.

444 **Section 5. The Bylaws Committee**

445 The immediate Past-President shall serve as the chairperson of the Bylaws Committee,  
446 and three additional active members (non-directors) shall serve on the committee. The  
447 Bylaws Committee shall act as a reference committee to help expedite amending the  
448 Supreme Chapter bylaws. Any proposed changes to the Supreme Chapter bylaws should  
449 be sent to the Secretary-Treasurer, who will forward the proposal to the Bylaws  
450 Committee for evaluation and discussion. Proposed amendments, as recommended by

451 the Bylaws Committee, are then sent to the Supreme Chapter for consideration of  
452 adoption at an annual or special meeting (See Article XIV).

453 The Bylaws Committee shall also serve as a resource to the component chapters to ensure  
454 that component chapter bylaw revisions are consistent with the requirements of the  
455 Supreme Chapter bylaws.

456 The Bylaws Committee shall also review, in detail, the proposed bylaws of any new  
457 chapter applying for a charter. A new chapter must have their bylaws approved by the  
458 Bylaws Committee and the Board of Directors prior to the membership acting on  
459 granting a charter.

#### 460 **Section 6. The Craig Teaching Award Committee**

461 The Craig Award Committee shall be chaired by the President-elect, and three active  
462 members (non-directors) at-large shall serve on the committee. The Craig Teaching  
463 Award Committee shall review nominations and serve as the selection committee for the  
464 annual Charles Craig Teaching Award.

#### 465 **Section 7. The Leeper Award Committee**

466 The Vice-President shall serve as chairperson of the Leeper Award Committee. The  
467 previous four Leeper award recipients shall serve as members of the committee. The  
468 Leeper Award Committee shall review nominations and serve as the selection committee  
469 for the annual Stephen H. Leeper Award for Teaching Excellence.

#### 470 **Section 8. The Chapter Award Committee**

471 The Editor shall serve as the chairperson of the Chapter Award Committee. Committee  
472 members shall include the Vice-President and two active members (non-directors). The  
473 Chapter Award Committee shall review each Component Chapter's activities and select  
474 the winner of the annual Omicron Kappa Upsilon-Chapter Award.

### 475 **ARTICLE VI.**

#### 476 **BUSINESS AND FINANCE**

##### 477 **Section 1. Contracts**

478 The Board of Directors may authorize any officer or officers, agent or agents, to  
479 negotiate, bid on and enter into any contract or execute and deliver any contract in the  
480 name of and on behalf of the corporation, and such authority may be general or confined  
481 to specific instances.

##### 482 **Section 2. Loans**

483 No loans shall be contracted on behalf of the corporation and no evidences of  
484 indebtedness shall be issued in its name unless authorized by a resolution of the Board of  
485 Directors. Such authority may be general or confined to specific instances. No loans shall  
486 be made by the corporation to its officers or directors.

487           **Section 3. Checks**

488           All checks, drafts or other orders for the payment of money, notes, or other evidences of  
489           indebtedness issued in the name of Omicron Kappa Upsilon shall be signed by such  
490           officer or officers, agent or agents of the corporation and in such manner as shall from  
491           time to time be determined by resolution of the Board of Directors.

492           **Section 4. Deposits**

493           All funds of the corporation not otherwise employed shall be deposited from time to time  
494           to the credit of the corporation in such banks, trust companies or other depositories as the  
495           Board of Directors may select.

496           **Section 5. Contributions**

497           Any contributions, bequests or gifts made to the corporation shall be accepted or  
498           collected and deposited only in such manner as shall be designated by the Board of  
499           Directors.

500           **ARTICLE VII.**

501           **FISCAL YEAR**

502           The fiscal year of the corporation shall be the calendar year unless otherwise determined  
503           by the Board of Directors.

504           **ARTICLE VIII.**

505           **INSIGNIA AND CORPORATE SEAL**

506           **Section 1. Significance and Description of the Official Insignia**

507           The official insignia of the Society shall be a key with the letters, O (Omicron), K  
508           (Kappa), and U (Upsilon) encircled by the Greek letter Σ, S (Sigma). The first three  
509           initials, which indicate the name of this Society, are derived from the three Greek words  
510           Odontos (Odontos, teeth), Kai (Kai), and Hygeia (Hygeia, health). The encircling letter Σ  
511           (sigma) derives from the Greek word Soteria (Soteria, preservation or conservation), and  
512           represents the all embracing ideal of conservation which is the chief concern of the dental  
513           profession in its oral health service.

514           **Section 2. Custody of the Official Insignia**

515           All insignia of the Society shall be obtained through the office of the Secretary-Treasurer  
516           of the Supreme Chapter only, except when a special ruling has been made by the Board  
517           of Directors of the Supreme Chapter.

518           All insignia are the property of the Supreme Chapter and must be returned to the  
519           Secretary-Treasurer upon forfeiture of membership.

520           **Section 3. Corporate Seal**

521 The Board of Directors shall provide a corporate seal which shall be circular in form and  
522 shall have inscribed thereon the name of the corporation, the state of incorporation and  
523 the words "Corporate Seal", or any abbreviation thereof.

524 **ARTICLE IX.**

525 **MEETINGS**

526 **A. MEETINGS OF SUPREME CHAPTER BOARD OF DIRECTORS**

527 **Section 1. Annual Meeting**

528 The Board of Directors shall meet annually, at the close of the Supreme Chapter's Annual  
529 Meeting. To effectuate a smooth transition, both the outgoing and newly-elected directors  
530 of the Supreme Chapter shall be in attendance at the annual meeting, but only the newly  
531 elected directors shall be entitled to vote.

532 **Section 2. Additional Regular Meetings**

533 At the time of the annual meeting, the newly elected board members may set the time and  
534 place, for holding additional regular meetings, if deemed necessary. The resolution  
535 calling for these additional meetings shall suffice as notice of the meetings and no  
536 additional notice is required.

537 **Section 3. Special Meetings**

538 Special meetings of the directors may be called at the request of the President of the  
539 Supreme Chapter or any other member of the Board of Directors. The person or persons  
540 authorized to call the special meeting may fix the time and place of the meeting called by  
541 them.

542 **Section 4. Notice of Special Meetings**

543 Notice of any special meeting shall be given at least five (5) days previous thereto by  
544 written notice delivered personally or mailed to each director at his or her regular mailing  
545 address, telegram, electronic mail or fax. If mailed, such notice shall be deemed delivered  
546 when deposited in the United States mail, so addressed, with postage thereon prepaid. If  
547 notice is given by telegram, such notice shall be deemed delivered when the telegram is  
548 delivered at the telegraph company. Any director may waive notice of any meeting. The  
549 attendance of a director at a meeting shall constitute a waiver of notice of such meeting,  
550 except where a director attends for the express purpose of objecting to the transaction of  
551 the business because the meeting is not properly called. Neither the business to be  
552 transacted at nor the purpose of any regular or special meeting of the Board of Directors  
553 need be specified in the notice of such meeting.

554 **Section 5. Quorum of the Board of Directors**

555 A majority of the directors shall constitute a quorum for the transaction of business, but if  
556 less than a majority is present, a majority of those present may adjourn the meeting from  
557 time to time without further notice.

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**Section 6. Manner of Acting**

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The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

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**Section 7. Informal Action by Directors**

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Any action required or which may be taken at a meeting of the directors, may be taken without a meeting if consent in writing, setting forth the actions taken, is signed by all the directors. Such consent shall have the same force and effect as a unanimous vote.

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**B. MEETINGS OF THE SUPREME CHAPTER**

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**Section 1. Annual Meetings**

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Annual meetings of the Supreme Chapter shall be held at the time and place set by, and in conjunction with the annual meeting of, the American Dental Education Association. The purpose of the annual meeting shall be to elect officers/directors, approve the annual budget, and such other business as may properly come before the meeting.

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**Section 2. Special Meetings**

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Special meetings of the Supreme Chapter may be called by the Board of Directors with the consent of two-thirds (2/3) of the component chapter delegates of the Supreme Chapter.

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**Section 3. Notice of Meetings**

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In accordance with Neb. Rev. Stat. § 21-1913, notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose for which the meeting is called must be delivered not less than 10 nor more than 50 days before the meeting, either personally, by electronic mail, or by mail, to each member entitled to vote at the meeting.

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**Section 4. Informal Actions taken by the Members**

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Any action required or which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the actions taken, is signed by all members entitled to vote, with such consent to have the same force and effect as a unanimous vote.

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**Section 5. Order of Business for Annual Supreme Chapter Meeting**

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The business at the annual meeting of the Supreme Chapter shall be conducted in the following order:

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1. Roll call of delegates

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2. Reading of the minutes

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3. President's Address

591 4. Secretary-Treasurer's report and approval of budget

592 5. Report of Committees

593 6. Unfinished business

594 7. New business

595 8. Election of officers/directors

596 9. Installation of officers/directors

597 10. Adjournment

598 **Section 6. Quorum**

599 A sufficient number of delegates to represent, in person or by proxy, at least forty per-  
600 cent (40%) of the total number of recognized component chapters shall constitute a  
601 quorum of the Supreme Chapter.

602 **Section 7. Voting**

603 A member may vote in person or may vote by proxy executed in writing by the member  
604 or director or by his or her duly authorized attorney-in-fact.

605 a) No proxy shall be valid after 11 months from date of execution,  
606 unless otherwise provided in the proxy.

607 b) Proxies may be sent out and returned by mail.

608 **Section 8. Parliamentary Procedures**

609 Parliamentary procedures not indicated in the Bylaws shall be conducted in accordance  
610 with the current issue of Robert's Rules of Orders. Those Bylaws which are in the nature  
611 of rules of order may be suspended at the annual meeting by a two-thirds (2/3) vote of the  
612 members of the Supreme Chapter providing that a quorum of members exist.

613 **C. COMPONENT CHAPTER MEETINGS**

614 Component Chapters may meet as often as such Chapters deem necessary, but no less  
615 than one annual meeting must be held. The time and the place set for these annual  
616 meetings are to be set by the President of each Component Chapter. The time and place  
617 of the subsequent annual meeting shall be announced by the President at the close of each  
618 meeting and this shall constitute sufficient notice thereof.

619 **D. WAIVER OF NOTICE OF MEETINGS**

620 Whenever any notice is required to be given to any incorporator, officer/director, or  
621 member under the provisions of these Bylaws or under the provisions of the Nebraska  
622 Nonprofit Corporation Act or any other applicable law, a waiver thereof in writing,

623 signed by the person or persons entitled to such notice, whether before or after the time  
624 stated therein, shall be deemed equivalent to the giving of such notice.

625 **ARTICLE X.**

626 **COMPONENT CHAPTER ORGANIZATION, COMMUNICATIONS, & DUES**

627 **Section 1. Petition for Charter**

628 Component chapters may be established in the following manner:

629 a) A petition for a charter shall be signed by at least two-thirds  
630 (2/3) of those members of the petitioning faculty having  
631 membership in Omicron Kappa Upsilon, and at least two-  
632 thirds (2/3) of the members of the faculty who are dentists of  
633 full professorial rank. The petition shall be accompanied by a  
634 filing fee of fifty dollars (\$50.00), plus the costs of processing  
635 the charter (returnable if a charter is not granted), and a copy  
636 of the proposed Chapter's Bylaws, and shall be sent to the  
637 Secretary-Treasurer of the Supreme Chapter.

638 b. The petition, to be submitted to a vote of the Component  
639 Chapters, must be endorsed by a majority of the members of  
640 the Board of Directors of the Supreme Chapter.

641 c. A copy of the endorsed petition shall be sent within thirty  
642 (30) days by the Secretary-Treasurer of the Supreme Chapter  
643 to the Secretary-treasurer of each Component Chapter. The  
644 result of the vote shall be forwarded within thirty (30) days to  
645 the Secretary-treasurer of the Supreme Chapter.

646 d. Upon approval of the petition by eighty percent (80%) of  
647 the Component Chapters, its acceptance shall be announced,  
648 by the President of the Supreme Chapter, to all Component  
649 Chapters, whereupon a charter signed by the Board of  
650 Directors shall be issued to the applicants by the Secretary-  
651 treasurer of the Supreme Chapter.

652 **Section 2. Chapter Designation**

653 Each component chapter shall be designated by the name of the School in which the  
654 chapter was founded, and also by a Greek letter in the alphabetical order in which the  
655 chapter was chartered, as sanctioned by the Board of Directors of the Supreme Chapter.

656 **Section 3. Chapter Bylaws**

657 Each component chapter must have Bylaws. The Bylaws and subsequent amendments of  
658 each component chapter must be approved by the Board of Directors of the Supreme  
659 Chapter and must be consistent with the requirements of these Bylaws to be effective.

660 **Section 4. Officers of Component Chapters**

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1) Designated Component Officers

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The officers of each component chapter shall be a President, President-elect, Vice-president, and Secretary-Treasurer. They shall serve collectively as the Executive Committee of the chapter.

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2) Nomination of Component Officers

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Officers of component chapters shall be nominated by a nominating committee appointed by the chapter officers, and elected by a majority ballot of active members in attendance, providing a quorum is present. When but one candidate has been nominated for an office, the Secretary-Treasurer may be empowered by a unanimous vote of the attending members to cast a ballot for the election of the candidate. The time of election and installation of officers shall be at the discretion of the component chapters.

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3) Terms of Office

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The term of office shall be one (1) or two (2) years for all component chapter officers, except that of Secretary-Treasurer, who shall serve a term of three (3) years. Officers shall continue to perform their duties until their successors have been elected and installed, or until death or removal from office.

685

4) Duties of Component Chapter Officers

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The duties of the officers shall be such as ordinarily pertain to their respective offices.

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5) Special Duties of the Component Secretary-Treasurer

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The special duties of the Secretary-Treasurer shall be to keep business and correspondence records, and a list of all members; to render an official annual report to the Supreme Chapter (See Art. X, Section 9); and to be responsible for all monies of the component chapter.

695

**Section 5. Component Chapter Committees**

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1) Designation of Committees

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Component Chapters should have committees similar to Supreme Chapter Committees described in these

699 Articles. In addition, Component Chapters shall have  
700 a membership committee as described below.

701 2) The Membership Committee

702 Candidates for alumni, faculty, and honorary  
703 memberships, as well as candidates for life  
704 memberships shall be nominated by a committee of  
705 five (5) active members appointed by the President of  
706 the component chapter.

707 **Section 6. Good Standing**

708 A component chapter is in good standing when its dues and/or other incurred  
709 indebtedness to the Supreme Chapter have been paid, and all official correspondence  
710 with the office of the Supreme Chapter has been completed as required by the Bylaws.

711 **Section 7. Loss of Charter and Recognition of Chapter**

712 A chapter which is delinquent in payment of annual dues by 12 months, or which has  
713 failed to provide the attendance of a delegate to the annual meeting of the Supreme  
714 Chapter for two consecutive years, may lose its charter and recognition by action of the  
715 Supreme Chapter Board of Directors. Loss of charter and recognition removes the  
716 privilege of the Component Chapter to elect new members to Omicron Kappa Upsilon  
717 and to have representation on the Supreme Chapter. Loss of recognition also takes away  
718 the privilege for use of the name Omicron Kappa Upsilon. Reinstatement to recognition  
719 is obtained by petition of officers of the Component Chapter to the Board of Directors  
720 accompanied by current and delinquent annual dues.

721 A component chapter that wishes to be exempted from the attendance requirement for a  
722 future meeting should submit a written petition at the meeting in question. The petition  
723 should include justification for the delegate's absence, and must be approved by a  
724 majority of the delegates in attendance.

725 **Section 8. Supreme Chapter Referendum**

726 A two-thirds affirmative vote of the active membership present shall be necessary to pass  
727 any measure that has been submitted by the Supreme Chapter to the vote of a Component  
728 Chapter.

729 **Section 9. Reporting Referendum Result**

730 Any measure placed in referendum before a component chapter shall be brought to a  
731 vote, and the result reported to the Secretary-Treasurer of the Supreme Chapter, within  
732 thirty (30) days after the date of receipt of such communication. In the event a result is  
733 not reported within the time limit prescribed herein, an affirmative vote will be recorded  
734 for that component chapter; provided the time limit specified is adequate for such action  
735 as determined by the Board of Directors of the Supreme Chapter.

736 **Section 10. Referendum Mail**

737 All official communications relating to a referendum shall be sent by registered mail or  
738 certified mail.

739 **Section 11. Annual Report**

740 Each component chapter shall submit an annual report to the Secretary-Treasurer of the  
741 Supreme Chapter at least 30 days before the annual meeting of the Supreme Chapter.  
742 This report shall include the names and addresses of newly elected members; names of  
743 deceased component members, and other items of general interest to the Society.

744 **Section 12. Annual Dues**

745 Each component chapter shall pay annual dues to the Supreme Chapter. The amount of  
746 these annual dues shall be determined by the Supreme Chapter Board of Directors at its  
747 annual meeting, sent to the Secretary-Treasurer of the component chapters within one  
748 month of determination, and paid by December 31, in advance of the annual meeting of  
749 the Supreme Chapter. A report listing the names and addresses of officers elected during  
750 the year shall accompany the dues payment. The dues shall be paid in United States of  
751 America currency. The dues of each component chapter must be paid before the delegates  
752 of the chapter may vote at the meeting of the Supreme Chapter.

753 **ARTICLE XI.**

754 **INITIATION TO SUPREME CHAPTER AND COMPONENT CHAPTERS**

755 **Section 1. Initiation Fee**

756 The initiation fee of each Component Chapter shall be determined by the respective  
757 chapter. A five dollar (\$5.00) membership fee, plus the cost of a Membership Certificate  
758 shall be sent to the Secretary-treasurer of the Supreme Chapter by each Component  
759 Chapter for each newly elected member thereof. For the above fees the newly elected  
760 member shall receive a Certificate attesting to his or her membership in the Society.

761 **Section 2. Remittance for Costs**

762 The amount to be remitted by Component Chapters to the Secretary-Treasurer of the  
763 Supreme Chapter to cover the costs of Insignia and Membership Certificates shall be  
764 determined annually by the Board of Directors of the Supreme Chapter, and shall be  
765 based on the then current expenses incurred in obtaining same. The Secretary-Treasurer  
766 of the Supreme Chapter will notify the Secretary-Treasurer of each component Chapter of  
767 any change in the costs of Insignia and/or Certificates.

768 **ARTICLE XII.**

769 **TRANSFER OF MEMBERSHIP BETWEEN COMPONENT CHAPTERS**

770 **Section 1. Notification of Transfer**

771 Active, Associate or Inactive Members desiring to transfer from one Chapter to another  
772 will signify his or her wish to the Secretary-Treasurer of the Chapter to which he or she  
773 wishes to transfer.

774 **Section 2. Processing the Transfer**

775 The Secretary-Treasurer of the Chapter receiving such a request will write to the  
776 Secretary-Treasurer of the Chapter from which the member wishes to transfer or the  
777 Secretary-Treasurer of the Supreme Chapter, requesting a statement concerning the  
778 member's standing in the Chapter and permission to enact the transfer.

779 The Secretary-Treasurer of the Chapter or Supreme Chapter receiving this request for  
780 information will furnish the desired information and will either grant permission to  
781 transfer the member or reject the request, stating the reason for such rejection. A copy of  
782 this correspondence shall also be mailed to or retained by the Secretary-Treasurer of the  
783 Supreme Chapter.

784 **Section 3. Acting on the Transfer**

785 The Secretary-Treasurer who receives the member's request for transfer will then present  
786 the information to his or her chapter's active membership for appropriate action, as  
787 determined by the Component Chapter.

788 **Section 4. Finalizing the Transfer**

789 Upon completion of the transfer, the Secretary-Treasurer of the Supreme Chapter will be  
790 notified. The transfer will then be recorded in the membership files of the Supreme  
791 Chapter.

792 **ARTICLE XIII.**

793 **SUSPENSION AND FORFEITURE OF MEMBERSHIP**

794 **Section 1. Means of Suspension or Expulsion**

795 Any member may be suspended or expelled from a Component Chapter or the Supreme  
796 Chapter by a three-fourth (3/4) affirmative vote of the active members of that chapter  
797 given the following conditions:

798 a) The balloting occurs at an officially convened meeting.

799 b) The member shall be notified by certified mail 30 days in  
800 advance of the meeting of the reasons for consideration of his  
801 or her suspension or expulsion.

802 c) The member is allowed to present answers to those charges  
803 at the meeting prior to the casting of votes.

804 **Section 2. Grounds for Suspension or Expulsion**

805 Sufficient cause for initiating the procedure set forth in this Article XIII, Section 1, would  
806 be recognition of a violation of the Bylaws or any policy of the Supreme or Component  
807 Chapter, or a violation of the Principles of Ethics and Code of Professional Conduct of  
808 the American Dental Association.

809 **Section 3. Appeal of Suspension or Expulsion**

810 Any member suspended or expelled by a Component Chapter may appeal to the Board of  
811 Directors of the Supreme Chapter within 30 days after such action has been taken. The  
812 decision of the Board of Directors of the Supreme Chapter shall be final.

813 **Section 4. Return of Insignia upon Forfeiture of Membership**

814 All insignia are the property of the Supreme Chapter and must be returned to the  
815 Supreme Chapter's Secretary-Treasurer upon forfeiture of membership.

816

817 **ARTICLE XIV.**

818 **AMENDMENT OF BYLAWS**

819 **Section 1. Time and Place for Amendment**

820 These Bylaws may be amended at annual meetings of the Supreme Chapter. Special  
821 meetings may also be called for the purpose of amendment. A two-thirds majority vote of  
822 those attending any such meeting at which a quorum is present, shall be sufficient to  
823 amend these Bylaws.

824 **Section 2. Requirements for Calling a Special Meeting**

825 Approval of three-fifths (3/5) of the Board of Directors is necessary to call a special  
826 meeting for the purpose of amending these Bylaws.

827 **Section 3. Proposal of Amendment(s)**

828 A proposed amendment, to be brought to a vote at an annual or special meeting of the  
829 Supreme Chapter, shall be sent to the Secretary-Treasurer of the Supreme Chapter at least  
830 ninety (90) days before the scheduled date of the next annual or special meeting. At least  
831 sixty (60) days before the said annual or special meeting, copies of the proposed  
832 amendment and an explanation of its purpose shall be delivered by the Secretary-  
833 Treasurer of the Supreme Chapter to the Secretary-Treasurer of each component chapter,  
834 and to each active member of the Supreme Chapter.

835 **Section 4. Amendment(s) - Date Rendered Effective**

836 Amendments shall be deemed effective at the close of the meeting at which they are  
837 adopted.

## **POLICIES & GUIDELINES OF THE SUPREME CHAPTER** **(Established-March 8, 2006)**

### **TABLE OF CONTENTS**

#### **A. Use and Misuse of OKU Membership**

**A-1** OKU is the abbreviation for Omicron Kappa Upsilon, the national dental honor society.

**A-2** Membership in OKU is understood to be an honor, but it is not an academic or health related degree. Members should be justly proud of this earned honor. However, being an OKU member also carries responsibilities, including the responsibility to not misuse the membership professionally or for personal gain. OKU members should maintain the highest *professional, ethical, and legal standards* in their personal conduct and their professional work. Those *professional and ethical standards* are common to the dental profession and are described in the ADA Principles of Ethics and Code of Professional Conduct. *Legal standards* are considered to be all applicable state and federal laws governing dentistry, including rules and regulations of state licensing boards.

**A-3** In view of these facts, members of OKU may truthfully list their membership in a dignified and professional manner on their resume, curriculum vitae, or similar documents that describe the member's professional background, or on any application or similar document where honors are typically listed.

**A-4** Members may not list their membership in a way that: 1) could reasonably mislead the public; 2) implies superiority over other dentists; 3) implies OKU is an academic or a health-related degree; or, 4) for professional gain or benefit in the practice of dentistry.

**A-5** As examples that are not intended to be all-inclusive, but rather to demonstrate the spirit of the professional, ethical and legal boundaries, OKU membership may not be used on office doors, office buildings, name plates, directories, publications or stationery, including personal, professional or appointment cards. The abbreviation may not be used in flyer announcements, educational courses, seminars or meetings where the member is a participant or otherwise involved. Such uses may be considered false or misleading advertising as described in the ADA Principles of Ethics and Code of Professional Conduct, and could result in suspension or forfeiture of OKU membership through a vote at the Component Chapter level as described in Article XIII of the Omicron Kappa Upsilon Supreme Chapter Bylaws.