



*Committed to excellence in the scholarship and  
practice of engagement locally and globally*

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**BY-LAWS  
OF THE**

**ENGAGEMENT SCHOLARSHIP CONSORTIUM  
A PENNSYLVANIA NONPROFIT CORPORATION**

ADOPTED, JULY 28, 2009

AMENDED, APRIL 24, 2010

AMENDED, OCTOBER 5, 2010

AMENDED, OCTOBER 9, 2011

PROVISIONAL APPROVAL, SEPTEMBER 30, 2012

AMENDED, OCTOBER 18, 2012

AMENDED, NOVEMBER 21, 2014

AMENDED, OCTOBER 9, 2016

AMENDED, OCTOBER 3, 2023

AMENDED, OCTOBER 8, 2024

A TAX-EXEMPT, NON-PROFIT CORPORATION

EIN 27-0275633

**By-Laws of the  
Engagement Scholarship Consortium**

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**ARTICLE I  
INTRODUCTORY**

- 1.01. **Definition of By-Laws.** These By-Laws constitute the code of rules adopted by the Member institutions of the Engagement Scholarship Consortium (referred to herein as the “ESC” or “Corporation”) for regulation and management of its affairs.
- 1.02. **Purposes and Powers.** This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, or any successor legislation.
- (a) *Annual Conference.* The ESC shall hold a conference (the “Conference Event”) annually. The Conference Event shall provide a means for the members to further the goals and activities of the ESC. (b) *Goals and Activities.* The goals and activities of the Corporation, shall include, but not be limited to, the following:
- To research and study throughout the world, the scholarship of engagement;
  - To facilitate international cooperation among individuals concerned with promoting conditions that will bring about engaged scholarship as a criterion influencing higher education faculty performance evaluations;
  - To encourage the realization that the scholarship of engagement is a critical aspect of university responsibility;
  - To promote education, research and study of the effects of engaged scholarship on community-campus partnerships;
  - To promote research and study of the impacts of community-campus partnerships;
  - To conduct meetings, workshops, institutes, symposia, conferences, and congresses domestically and throughout the world:
    - To disseminate research (original, basic, and applied) from a wide variety of disciplines on the impact of campus-community partnerships;
    - To discuss and share questions, problems, issues, information, and theories regarding campus-community partnerships;
    - To advance the study of campus-community partnerships and to educate the public on effective programs for community change;
    - To publish and communicate through print and electronic media the proceedings (including abstracts and scientific papers) of the aforementioned

workshops, institutes, symposia, conferences, or congresses;

- To publish and disseminate research on the scholarship of engagement through newsletters, books, monographs, reports, studies and periodicals, in any language, and also to make the foregoing available through electronic media.

## **ARTICLE II OFFICES AND AGENCY**

**2.01 Principal and Branch Offices.** The principal place of business of this Corporation in Pennsylvania will be located at The Pennsylvania State University, 405 Old Main, University Park, Pennsylvania, 16802, or at such location as the Board may, from time to time, designate. In addition, the Corporation may maintain other offices either within or without the Commonwealth of Pennsylvania as its business requires.

**2.02 Location of Registered Office.** The location of the registered office of this corporation is stated in the Articles of Incorporation. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.

## **ARTICLE III MEMBERS**

**3.01. Qualifications.** Eligibility for membership (hereinafter “membership” or Member) shall be limited to institutions of higher education that have demonstrated a commitment to engaged scholarship, as evidenced by the Carnegie Foundation’s Elective Classification in Community Engagement, or by other demonstrated evidence of such commitment as received and evaluated by the Membership Committee. Members shall be organizations (a) fully participating in the activities of the Corporation and supporting the goals of the Corporation as defined in Section 1.02; and (b) contributing to and participating in the annual Conference Event. The Members shall approve all applications for membership.

**3.02. Membership Dues.** Membership to the Corporation shall be contingent upon payment of dues in an amount established by the Board of Directors at the time of admission. Payment of annual membership dues is required for institutional members to remain in good standing. Only member institutions in good standing will be eligible to vote on matters of the Corporation and have access to member benefits. After a one-year lapse of payment of membership dues, voting privileges for the institution will be suspended. After a two-year lapse in the payment of membership dues, an institution will no longer be classified as a Corporation member.

**3.03. Membership Application Procedure.** There shall be a Membership Committee, organized pursuant to Article VII hereunder, which shall formulate an application for membership, shall review applications as they are submitted and shall make recommendations to the Members regarding acceptance or rejection of applications for membership.

**3.04. Removal of a Member.** A Member may be removed from the Corporation for failure to meet the initial and continuing requirements of membership, upon the affirmative vote of two-thirds of all of the Members of the Corporation.

3.05. **Withdrawal by a Member.** Any Member may withdraw from the Corporation, at any time prior to eighteen months to hosting the Conference Event, by notifying the Executive Committee of the Corporation of its intention to withdraw.

3.06. **Members' Rights upon Removal or Withdrawal.** Upon removal or withdrawal, a Member relinquishes any and all rights to any funds, supplies, materials, equipment, or property owned by the Corporation, or held by the Corporation's Fiscal Agent on the Corporation's behalf, including, but not limited to, all membership assessments applicable to the year in which the removal or withdrawal occurs, to the extent such tangible property was purchased with Corporate funds or permanently contributed to the Corporation by the removed or withdrawing Member ("corporate property"). To the extent any such corporate property is in the physical possession of a removed or withdrawing Member, the Executive Committee of the Corporation shall negotiate the means, conditions, and time frame for the return of said corporate property to the Corporation. Removal of or withdrawal by a Member shall not relieve such Member of any accrued financial obligations to the Corporation. Any Member that is removed or withdraws from the Corporation shall not be prohibited from applying for reinstatement as a Member at a later date.

#### **ARTICLE IV OFFICERS**

4.01. **Qualifications.** The officers of the Corporation shall consist of a President, who has duties of chairperson of the Executive Committee, a Vice President, a Secretary, a Treasurer, and the immediate past President, *ex officio*. Officers shall be elected at the annual meeting of the Members by a majority of the votes of those Members present at such meeting. The Vice President and one at-large Member will be elected for a period of two (2) years or until their successors have been elected and qualified. The Secretary and two at-large Members will be elected for a period of two (2) years by the Board of Directors on alternating years from the Vice President and at-large member. The Treasurer shall be the Institutional Member Representative from The Pennsylvania State University. Upon approval from the Institutional Member Representative, a representative from their institution may be elected as an officer or at-large member of the Corporation.

4.02. **Removal.** Any officer elected or appointed by the Members may be removed as an officer by the action of not less than a majority of the Members whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the officer so removed.

4.03. **Vacancies.** If an office becomes vacant for the role of Vice-President or Secretary, the Executive Committee will appoint, by majority vote, an individual to complete the term of the vacant position.

4.04. **President of the Members.** The President shall preside at all meetings of the Executive Committee and meetings of the Board of Directors, shall serve as chief executive officer, and shall perform such other duties as may be prescribed from time to time by the Members.

4.05. **Vice President.** The Vice President will serve as President elect and will assume the role after a two (2) year term. In the absence of the President, the Vice President shall preside at all meetings of the Executive Committee and meetings of the Board of Directors. The Vice President serves as chair of the Governance Committee who is responsible for facilitating the Corporation's nomination process.

4.06. **Secretary.** Unless otherwise determined by the Members, the Secretary shall be responsible for the custody of all organizational records of the Corporation and shall render such statements and reports as may from time to time be required by the Members. The Secretary may delegate the performance of any of the aforementioned duties, but shall at all times be responsible for their proper performance. In the absence of the President and Vice President, the Secretary shall preside at meetings of the Executive Committee and/or meetings of the Members.

4.07. **Treasurer.** The Treasurer shall be the Institutional Member (or designee) from The Pennsylvania State University. The Treasurer shall act as a fiscal and administrative agent for the Corporation and as such, will have charge and custody of all funds of this Corporation, will deposit the funds as required by the Members into an account at The Pennsylvania State University, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accountings to the Members as required by the Members or by law, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Members. The Treasurer shall be responsible for producing an annual budget update and providing such budget updates to the Board of Directors at the beginning of each fiscal year; at the end of each fiscal year, the Treasurer shall provide a balance sheet and financial statement for use by the Board of Directors. Prior to the Conference Event, the Treasurer will transfer an approved amount of money to the Conference Director for the fiscal support of the Conference Event. The Treasurer will appoint a financial officer from Pennsylvania State University to oversee the Corporation account. The Treasurer shall be chair of the Finance Committee. In the event the offices of the Corporation move to another Member institution, responsibilities of the Treasurer as set forth in this article will become those of the Treasurer and financial officer at the new Member location.

## **ARTICLE V EXECUTIVE COMMITTEE**

5.01. **Composition.** The Executive Committee shall be composed of the President, Vice President, the Secretary, the Treasurer, immediate past President, *ex officio*, members at large, and the Chairs of all standing committees. The number of at-large executive committee members shall not exceed ten (10) percent of the Members of the Corporation.

5.02. **Functions.** The Executive Committee reports to the Members and oversees the daily operations of the Corporation including (a) implementing all decisions made by the Members, (b) setting agendas for annual meetings of the Corporation, (c) making policy and practice recommendations for Member action, (d) filing required state and federal tax and corporate reports, (e) monitoring progress of activities of ESC committees, and (f) any other functions delegated to it by the Members.

5.03 **Qualifications.** Members who 1) have served a minimum of two (2) years in leadership roles within the Corporation, 2) are able to make decisions on behalf of their institution, and 3) have a demonstrated level of experience in community-engaged scholarship are eligible to serve on the Executive Committee of the Corporation.

5.04. **Election.** All members of the Executive Committee, with the exception of chairs of standing committees, shall be elected by Members at the annual meeting of ESC and will serve two (2) year terms. Officers and Members-at-Large of the Executive Committee may be re-elected at the discretion

of the Members. Committee chairs will be appointed by the President.

5.05. **Meetings.** The Executive Committee shall meet quarterly. In addition to the quarterly meetings, the Executive Committee may hold meetings designated by the President or upon request of any three (3) members of the Executive Committee. Quarterly meetings of the Executive Committee may be held utilizing electronic communication systems.

5.06. **Vacancies.** If an at-large executive committee member role becomes vacant, the Executive Committee will appoint, by majority vote, an individual to complete the term of the vacant position.

## **ARTICLE VI BOARD OF DIRECTORS**

6.01 **Board Composition.** The Board of Directors shall be comprised of all of the Institutional Member Representatives/Designees.

6.02 **Annual Meeting.** The annual meeting of the Board of Directors shall take place at the annual Conference Event.

6.03 **Special Meetings and Executive Sessions.** Special meetings and executive sessions of the Board of Directors may be called by or at the request of the President or by at least 20% of the Institutional Members.

6.04. **Place of Meetings.** All meetings of the Members shall be held at the principal place of business of the Corporation or at such other place, including the site of the Conference Event, as may be designated by the Members and specified in the notice of the meeting. The Board, Executive Committee, and Committees may conduct virtual meetings in order to conduct business on behalf of the Consortium.

6.05. **Notice of Meeting.** Notice of any annual, regular, or special meeting shall be given at least five (5) days previous thereto by written notice delivered personally, electronically, or mailed to each Member at his/her business or home address. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except for any proposal to alter, amend or repeal the By-Laws or to adopt new By-Laws, for which notice of the terms thereof must be given as above provided, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in the notice or waiver of notice of such meeting.

6.06. **Quorum.** The presence of a majority of all the Members shall constitute a quorum for the transaction of business at any meeting of the Members. If there be less than a quorum present, a majority of the Members present may adjourn the meeting from time to time and place to place and cause notice of each adjourned meeting to be given to all absent Members.

6.07. **Action by Majority Vote.** The act of the majority vote of the Members present at a meeting at which a quorum is present shall be the act of the Members unless a greater number is required under the Articles of Incorporation, these By-Laws, or under any applicable law of the Commonwealth of Pennsylvania.

6.08. **Virtual Meetings.** One or more persons may participate virtually in a meeting of the Members by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph shall constitute presence in-person at such meeting.

6.09. **Action by Unanimous Consent.** Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, including electronic communications, setting forth the action so taken, shall be signed by all of the Members and filed with the Secretary of the Corporation.

## **ARTICLE VII COMMITTEES AND TASK FORCES**

7.01. **Organization.** The Executive Committee may designate standing or special committees, which shall have and exercise such authority in the management of the Corporation's affairs as may be determined from time to time by a resolution of the Members. The President shall be a member of every such committee, *ex officio*.

7.02. **Chairperson.** One member of each committee shall be appointed chairperson by the President, except that the Treasurer shall be chairperson of any committee on finance created by the Board and the Vice President shall be chairperson of the Governance Committee. Upon approval from the Institutional Member Representative, a representative from their institution may be appointed as committee or task force chairperson by the President.

7.03. **Acts of the Committees.** Unless otherwise provided in the resolution of the Members designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.04. **Task Forces.** The Members may from time-to-time designate task forces to assist the Executive Committee in effectuating the purposes of the Corporation. Members of a task force need not be Member representatives.

7.05. **Conference Leadership Committee.** The Conference Leadership Committee shall include a representative from each member institution within the region hosting the ESC Conference Event, one individual from each of the other regions, the past chairperson of the committee, and the President and Treasurer as *ex officio*. The final composition of the full Conference Leadership Committee shall be approved by the Executive Committee. The chairperson of the Conference Leadership Committee shall provide a final financial report to the Executive Committee no later than four (4) months after the end of the conference.

7.06. **Finance Committee.** Chaired by the Corporation's Treasurer (or designee), the Finance Committee shall be responsible for developing and monitoring the annual budget and providing an end of fiscal year financial statement to the Board of Directors.

7.07. **Standing Committees.** In addition to the Conference Leadership Committee and Finance Committee, standing committees may include the following: Awards; Communications; Governance; Membership; Professional Development; and Scholarship.

## **ARTICLE VIII OPERATIONS**

8.01. **Fiscal Year.** The fiscal year of the Corporation will be July 1 to June 30.

8.02. **Execution of Documents.** Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payments of money and other evidences of indebtedness of this Corporation will be signed by the Treasurer after receipt of electronic or written approval by the President. If the President is not available, the Vice President will provide said written or electronic approval to the Treasurer. Contracts, leases or other instruments executed in the name of and on behalf of the Corporation will be signed by the President and countersigned by the Secretary, and will have attached copies of the resolutions of the Members certified by the Secretary authorizing their execution.

8.03. **Books and Records.** This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members and Committees. The Corporation will keep at its registered office or principal place of business the original or a copy of its By-Laws, including amendments to date, certified by the Secretary of the Corporation.

8.04. **Non-Profit Operations.** This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to individuals serving in the role of an officer of the Corporation board. These officers will not receive compensation for services rendered.

8.05. **Loans to Management.** This Corporation will make no loans to any of its Members or Officers or to any of its key management or other personnel.

## **ARTICLE IX INDEMNIFICATION**

9.01. **Limitation of Directors' Liability.** No Member of the Corporation shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless:

(a) the director has breached or failed to perform the duties of his or her office under Section 5712 of the Pennsylvania Nonprofit Corporation Law of 1988 (relating to standard of care and justifiable reliance), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this paragraph shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or to the liability of a director for the payment of taxes pursuant to local, state or federal law.

9.02. **Indemnification and Insurance.**

(a) *Indemnification of Directors and Officers.*

(i) Each Indemnitee (as defined below) shall be indemnified and held harmless by the Corporation for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitees in connection with any Proceeding (as



defined below). No indemnification pursuant to this paragraph shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(ii) The right to indemnification provided in this paragraph shall include the right to have the expenses incurred by the Indemnitees in defending any Proceeding paid by the Corporation in advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law; provided that, if Pennsylvania law continues to so require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this paragraph or otherwise.

(iii) Indemnification pursuant to this paragraph shall continue as to an Indemnitee who has ceased to be a Member or officer and shall inure to the benefit of his or her heirs, executors and administrators.

(iv) For purposes of this Article, (a) "Indemnitee" shall mean each Member or officer of the Corporation who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding by reason of the fact that he or she is or was a Member or officer of the Corporation or is or was serving in any capacity at the request or for the benefit of the Corporation as a director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise; and (b) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including without limitation an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative.

*(b) Indemnification of Employees and Other Persons.* The Corporation may, by action of its Members and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees. To the extent that an employee or agent of the Corporation has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, the Corporation shall indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

*(c) Non-Exclusivity of Rights.* The rights to indemnification and to the advancement of expenses provided in this Article shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of the Corporation's Articles of Incorporation or By-Laws, agreement, vote of the Members, or otherwise.

*(d) Insurance.* The Corporation may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person under Pennsylvania or other law. The Corporation may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

*(e) Fund for Payment of Expenses.* The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise may secure in any manner its indemnification obligations, whether arising hereunder, under the Articles of Incorporation, by agreement, vote of members or directors, or otherwise.

**9.03 Amendment.** The provisions of this Article relating to the limitation of Members and officers' liability, to indemnification and to the advancement of expenses shall constitute a contract between the Corporation and each of its Members and officers which may be modified as to any Member or officer only with that person's consent or as specifically provided in this paragraph. Notwithstanding any other provision of these By-Laws relating to their amendment generally, any repeal or amendment of this Article which is adverse to any Member or officer shall apply to such Member or officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a Member of the Corporation, or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these By-Laws, no repeal or amendment of these By-Laws shall affect any or all of this Article so as either to reduce the limitation of Members' liability or limit indemnification or the advancement of expenses in any manner unless adopted by the unanimous vote of the Members of the Corporation then serving; provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence.

**9.04. Changes in Pennsylvania Law.** References in this Article to Pennsylvania law or to any provision thereof shall be to such law (including without limitation to the Directors' Liability Act) as it existed on the date this Article was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of directors or limits the indemnification rights or the rights to advancement of expenses which the Corporation may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits the Corporation without the requirement of any further action by members or directors to limit further the liability of directors or limit the liability of officers or to provide broader indemnification rights or rights to the advancement of expenses than the Corporation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

## **ARTICLE X CORPORATE SEAL**

The corporate seal shall consist of a circular impression containing the name of the Corporation, the state of incorporation and the word "seal" in such form as shall be designated by the Members. Unless required by law or express provision of these By-Laws, the use of the corporate seal shall not be necessary to the validity of any instrument.

## **ARTICLE XI AMENDMENTS**

The By-Laws of the Corporation may be altered, amended or repealed, and new By-Laws adopted, by the vote of two-thirds (2/3) of all Members at any meeting for which notice has been given in accordance with Article VI, Section 6.05.