

## **Proposed amendments to the bylaws of The New School chapter of the American Association of University Professors (AAUP-TNS), April 2021**

### **Summary of significant changes**

- Motion 3: to change the term length to one year for all officers, and to remove term limits for all officers except president and vice-president, who will be limited to three one-year terms
- Motion 4 and 8: to create an annually elected nominating committee
- Motion 7: to create four standing committees: (1) Membership, (2) Racial and Gender Justice, (3) Worker Solidarity, and (4) Faculty Governance and Academic Freedom

### **Introductory notes**

- We are hoping that these amendments to the bylaws establish a precedent for regularly amending the bylaws in order to make the chapter bylaws a living document that is as useful a resource as possible for future chapter leadership, and in order to have the bylaws closely reflect the practices that work best for our chapter. We encourage future leadership committees to review the bylaws on an annual basis and whenever appropriate to take amendments to the general membership as part of the spring election ballot.
- Standing committees are established in the bylaws article on committees (our Article VI) in order to give standing authority to act for the society without specific instructions and/or to automatically take up business of a certain class (RONR [12th ed.] 50:7, 56:44). We settled on these four standing committees as permanent groups that can be populated every year, develop an internal culture, and take up work on a regular basis, while being mindful about creating too many standing committees and putting a strain on the membership. However, the existence of these standing committees does not at all exclude the formation of other groups, such as ad hoc committees and working groups charged with a specific and limited purpose. Future leadership committees should feel empowered to further amend the article on committees.
- The nominating committee is created separately because it is governed by special rules (e.g., it is not a standing committee, but a committee that is annually created and dissolved, and its members cannot be appointed by the president).

## **Full text of all eight proposed motions**

Motion 1: Motion from the AAUP-TNS Leadership Committee to change the name of the Executive Committee to Leadership Committee throughout the bylaws.

**Moved,** to change the name of the Executive Committee to Leadership Committee throughout the bylaws.

### Rationale:

“Leadership” suits the aims of the committee, which is to provide direction and guidance for the chapter, more than “Executive,” which emphasizes an administrative role.

Motion 2: Motion from the AAUP-TNS Leadership Committee to revise the description of the office of president to clarify the relationship of the president to the chapter committees.

**Moved,** to revise Article IV: Officers and Organization

### Current:

President: The duties of the president shall include carrying out the policies of the chapter, appointing committees of the chapter, delegating committee constitution to others on the executive committee, exercising general supervision over the activities of the chapter, and presiding at meetings of the chapter and executive committee. The president shall determine together with the executive committee which officers or executive committee members should be ex officio.

### Proposed:

- A. The officers of this organization shall be the president, vice president, recording secretary, correspondence secretary, and treasurer. ...
  1. President: The duties of the president shall include carrying out the policies of the chapter, appointing members to committees of the chapter (except the nominating committee), delegating committee constitution to others on the leadership committee, exercising general supervision over the activities of the chapter, and presiding at meetings of the chapter and leadership committee, except when otherwise specified in these bylaws or in the charges of specific committees. The president will have the power to create ad hoc committees as part of the leadership committee, which has the power to create ad hoc committees as necessary with a majority vote.

Rationale:

The new language specifies that the leadership committee has clear authority to create ad hoc committees as necessary and clarifies the president's power in that regard. The new paragraph also removes the current language stipulating that the president and the executive committee will determine which members are ex officio; the current statement is unnecessarily confusing since any ex officio committee membership will be stipulated in the formation of that committee, and if not stipulated, leadership committee members will still be permitted to join committees.

Motion 3: Motion from the AAUP-TNS Leadership Committee to revise the terms of all officers and members at large of the leadership committee to be one year, to change the term limits of the president and vice president to three terms (three years), and to remove the term limits for the other officers and members at large.

**Moved,** to revise Article IV: Officers and Organization

Current:

The initial term of office for the president, recording secretary, and treasurer will be two years, and the initial term for the vice president and correspondence secretary will be one year. Following the initial appointments, the term of office for all officers shall be two years. Officers may serve no more than two consecutive terms.

Proposed:

- A. The officers of this organization shall be the president, vice president, recording secretary, correspondence secretary, and treasurer. ... [existing descriptions of each officer]
- B. Terms of Office. The term of office for all officers and members at large of the leadership committee will be one year. The president and vice president may serve no more than three consecutive one-year terms.

Rationale:

Although staggered terms (two years for some officers and one year for others) were originally stipulated to provide continuity, the heavy amount of uncompensated additional work without course release required of officers means that two years is likely to be too long for most members to commit to. The two-year terms suggested in the AAUP sample chapter bylaws is more realistic for a union chapter with compensated officers. Reducing all of the terms to one year will lead to a larger group of possible officers. At the same time, the offices of recording secretary, corresponding secretary, treasurer, and member at large may be satisfactorily filled by one person for a longer period than three years, and it may be difficult to find regularly rotating people for these positions in the case of an advocacy chapter such as AAUP-TNS. Continuity in the leadership committee will instead come from a transition period of overlapping leadership

committees, described in a new amendment on elections (Motion 4), and from the creation of an annual nominating committee (Motion 8).

Motion 4: Motion from the AAUP-TNS Leadership Committee to establish procedures for annual elections of the officers and members at large.

**Moved,** to revise Article IV: Officers and Organization

Proposed:

C. Nominations and Elections. Each officer and member at large will be voted in during the spring semester, with the annual general election announced and commenced at least two weeks in advance of the spring general assembly. Officers and members at large will be elected by a majority vote cast by ballot (majority of votes cast, abstentions not counted). Spring elections will begin by the first week of April and the incoming leadership committee will start in the first week of May. An annual nominating committee will be elected by the leadership committee every fall. The nominating committee is charged with providing a slate of one nominee for each office; the list of nominees will ideally include some continuing members and some new members, as well as a fair representation of divisions of the university and faculty appointments. The nominating committee will submit its report to the leadership committee at least two weeks in advance of the announcement of the election. When the nominating committee submits its report, the leadership committee will also ask for additional nominations from the general membership, either from the floor in a general assembly meeting or by ballot. Only candidates who have accepted a nomination and agreed to serve if elected will be included on the ballot. The president shall appoint a teller who, together with the recording secretary, shall tally the election returns, and together they shall attest the results of the election in a report to the leadership committee. In the case of a tie the deciding vote shall be cast by the leadership committee. No person shall hold more than one office at a time. In the case that fewer than five officers and two members-at-large are able to run and serve on the leadership committee, the chapter can proceed with at least the minimum officers required by AAUP: a president, vice-president, and secretary-treasurer.

Rationale:

Clear procedures for the elections are necessary for all future leadership committees to have a smooth election process. An annual nominating committee will help ensure the continuation of a strong leadership committee. Nominations by ballot for a volunteer group such as this chapter typically result in numerous nominations but few acceptances of people willing to serve, and there is no guidance for those who do serve about how to proceed in the positions for which they are elected.

Motion 5: Motion from the AAUP-TNS Leadership Committee to specify the roles and responsibilities of the two members at large who serve on the leadership committee.

**Moved**, to revise Article VI: Committees:

Current:

A. Executive Committee

The executive committee shall consist of the elected officers of the chapter and two members elected at large. [...]

Proposed:

A. Leadership Committee

The leadership committee shall consist of the elected officers of the chapter and two members elected at large. It is anticipated that one member at large will focus on matters concerning general labor issues and will liaise with the Worker Solidarity standing committee as part of their duties, while the other member at large will focus on matters concerning faculty governance and will liaise with the Faculty Governance and Academic Freedom standing committee as part of their duties.

Rationale:

The proposed amendment gives more definition to the member-at-large roles and ensures strong connections between the leadership committee and two standing committees.

Motion 6: Motion from the AAUP-TNS Leadership Committee to establish general principles for establishing committees by amending Article VI.

**Moved**, to revise Article VI: Committees:

Current:

B. Other Committees

The chapter may create additional standing and ad hoc committees as necessary to promote the welfare of the chapter. The chair and members of these committees may be elected by the members of the chapter or may be established by the executive committee in some cases.

Proposed:

B. Other Committees

The chapter may create additional standing and ad hoc committees as necessary to promote the welfare of the chapter. Ad hoc committees can be formed by the chapter with a motion to *commit* or *refer*. The leadership committee also has the power to form ad hoc committees as necessary

through a majority vote. Except when otherwise stipulated in these bylaws or when otherwise stipulated in a committee's charge, the president of the chapter will appoint the chair and members of each committee as necessary. New standing committees will be formed by amending the bylaws with a majority vote of the general membership (majority of votes cast, abstentions not counted). Committees will have a minimum of three members. The terms of committee members will be specified in the appointment. All ex officio members are full committee members, with the ability to make motions and to vote, with the exception that current members of the leadership committee may not sit on the nominating committee.

Rationale:

The current bylaws do not provide for a clear method for creating new committees nor do they explicitly give the president the power to appoint the chair or members. The current language of “the chair and members of these committees may be elected by the members of the chapter or may be established by the executive committee in some cases” does not provide any guidance. It is typical for committee members to be appointed by the president (if other members of the leadership committee are tasked with appointing committee members, the appointment can still be easily made through the office of the president). Note: For amending bylaws, a simple majority vote of the general membership is specified, in keeping with our current bylaws.

Motion 7a, 7b, 7c, 7d: Motion from the AAUP-TNS Leadership Committee to create the following four standing committees: (1) Membership, (2) Racial and Gender Justice, (3) Worker Solidarity, and (4) Faculty Governance and Academic Freedom.

**Moved,** to revise Article VI: Committees of the Chapter Bylaws:

Current:

B. Other Committees

... Some such committees may be, but are not limited to:

Academic freedom and tenure  
Status of women and minorities  
Professional ethics  
Accreditation of colleges and universities  
Elections, dues, and chapter organization  
Membership issues  
Relationships with local, state, and federal governments  
Faculty participation in college and university governance  
Economic status of the profession

Proposed:

B. Other Committees

1. Standing Committees shall be: Membership; Racial and Gender Justice; Worker Solidarity; and Faculty Governance and Academic Freedom. All standing committees will consist of at least three members, and will aim to have at least one faculty member

from each division of the university and a fair representation across faculty appointments.

In addition to these guidelines, the following charges apply to the standing committees:

- a. Membership. The committee is charged with maintaining member rosters and expanding membership, including outreach to eligible members beyond full-time faculty, such as part-time faculty, students, and alumni.
- b. Racial and Gender Justice. The committee is charged with ensuring and bolstering principles of equity, diversity, inclusion, and social justice throughout the university.
- c. Worker Solidarity. The committee is charged with coordinating communication and action with other organizations representing workers at the university. It is anticipated that one member at large of the leadership committee will liaise with the Worker Solidarity Committee.
- d. Faculty Governance and Academic Freedom. The committee is charged with bolstering faculty governance at the university, taking up issues of academic freedom, coordinating with other governance bodies (including the faculty councils of each division, University Faculty Senate, University Student Senate, and University Staff Senate), and may take up other matters concerned with faculty affairs across the university, such as tenure and working conditions. The Faculty Governance and Academic Freedom Committee will also be charged with monitoring the university's finances. It is anticipated that one member at large of the leadership committee will liaise with the Faculty Governance and Academic Freedom Committee.

Rationale:

Permanent committees with standing authority to act on behalf of the chapter without specific instructions from the membership, as well as committees that automatically take up certain business, should be established in the bylaws (RONR [12th ed.] 56:44). Over the course of the chapter's inaugural year, it has become clear that the concerns addressed by committees b., c., and d. are so numerous and complex that they will need permanent standing committees to be addressed. A permanent membership committee is also necessary to ensure that the chapter continues to grow, providing additional people power for the diverse and substantial work that the chapter will be expected to tackle.

Motion 8: Motion from the AAUP-TNS Leadership Committee to create an annual Nominating Committee.

**Moved,** to revise Article VI: Committees of the Chapter Bylaws:

Article VI: Committees

B. Other Committees

2. An annual Nominating Committee of three to five active chapter members will be elected by the leadership committee in the fall semester with the responsibility of submitting the names of suitable candidates to run in the spring general election for each officer and member at large position. Current officers may not serve on the nominating committee. The names of current officers and members at large may be submitted by the nominating committee to serve additional terms. It is anticipated that the nominating committee will submit one name for each position, although the committee may also submit two names for one position when it is deemed to be appropriate. The nominating committee will confirm each candidate's willingness to serve in the position if elected, and will only submit names of candidates who have agreed to serve. The work of the nominating committee is confidential. The nominating committee will do its best to avoid a complete change in membership of the leadership committee, instead aiming to submit names that would result in a leadership committee with some continuing members and some new members. The nominating committee will also aim to provide a list of names representing different divisions of the university and faculty appointments. The nominating committee will submit names in the form of a report to the leadership committee at least two weeks before the general election is announced in the spring semester. Each nominating committee is dissolved after submitting its report, except in the case of a nominee withdrawing their name from the election, in which case the nominating committee will immediately reconvene to choose an alternate nominee.

Rationale:

A nominating committee will ensure that a committed slate of strong candidates will run for the leadership committee every year, thus also ensuring the continuation of the chapter. Conducting an election solely based on nominations by ballot typically results in many nominations but few acceptances. Groups at the New School that depend solely on nomination by ballot often have difficulty getting even the minimum number of people to participate as candidates.



## **The entire proposed revision of Article IV:**

### Article IV: Officers and Organization

- A. Officers. The officers of this organization shall be the president, vice president, recording secretary, correspondence secretary, and treasurer. When an officer has resigned or is disqualified, the office shall be filled by a special election of the chapter, which shall be held as promptly as is feasible. The leadership committee is empowered to fill vacancies in any elective office until a special election is held. The person so elected shall hold office for the remainder of the term. Officers elected by secret ballot shall also serve as chapter delegates/alternates to AAUP meetings and any applicable AAUP state conference meetings in the order listed above.
1. President: The duties of the president shall include carrying out the policies of the chapter, appointing members to committees of the chapter (except the nominating committee), delegating committee constitution to others on the leadership committee, exercising general supervision over the activities of the chapter, and presiding at meetings of the chapter and leadership committee, except when otherwise specified in these bylaws or in the charges of specific committees. The president will have the power to create ad hoc committees as part of the leadership committee, which has the power to create ad hoc committees as necessary with a majority vote.
  2. Vice President: The vice president acts in collaboration with the president to coordinate leadership activity with the other officers and the leadership committee. In the absence of the president, the vice president shall serve in the president's stead.
  3. Recording Secretary: The duties of the recording secretary shall include keeping a record of all proceedings and correspondence of the chapter, and certifying chapter delegates to the Association's annual meeting. It shall be the duty of the recording secretary to maintain records on the names of the officers of the chapter and the chapter bylaws, and to coordinate record keeping of the chapter with the treasurer. In the absence of the president and vice president, the recording secretary shall preside at meetings of the chapter.
  4. Correspondence Secretary: The duties of the correspondence secretary shall include preparing or overseeing the preparation of newsletters for distribution to the faculty if such shall be desired and of maintaining official contact with the Association. In the absence of the president, vice president, and recording secretary, the correspondence secretary shall preside at meetings of the chapter.
  5. Treasurer: The treasurer shall keep an accurate record of all funds received and disbursed. At the request of the leadership committee, the treasurer shall prepare an annual chapter budget and report of finances, and submit them for approval. It

shall be the duty of the treasurer to remit to the Association and/or to the applicable state conference any dues collected on behalf of the Association and/or conference. In the absence of the president, vice president, recording secretary, and correspondence secretary, the treasurer shall preside at meetings of the chapter.

- B. Terms of Office. The term of office for all officers and members at large of the leadership committee will be one year. The president and vice president may serve no more than three consecutive one-year terms.
- C. Nominations and Elections. Each officer and member at large will be voted in during the spring semester, with the annual general election announced and commenced at least two weeks in advance of the spring general assembly. Officers and members at large will be elected by a majority vote cast by ballot (majority of votes cast, abstentions not counted). Spring elections will begin by the first week of April and the incoming leadership committee will start in the first week of May. An annual nominating committee will be elected by the leadership committee every fall. The nominating committee is charged with providing a slate of one nominee for each office; the list of nominees will ideally include some continuing members and some new members, as well as a fair representation of divisions of the university and faculty appointments. The nominating committee will submit its report to the leadership committee at least two weeks in advance of the announcement of the election. When the nominating committee submits its report, the leadership committee will also ask for additional nominations from the general membership, either from the floor in a general assembly meeting or by ballot. Only candidates who have accepted a nomination and agreed to serve if elected will be included on the ballot. The president shall appoint a teller who, together with the recording secretary, shall tally the election returns, and together they shall attest the results of the election in a report to the leadership committee. In the case of a tie the deciding vote shall be cast by the leadership committee. No person shall hold more than one office at a time. In the case that fewer than five officers and two members-at-large are able to run and serve on the leadership committee, the chapter can proceed with at least the minimum officers required by AAUP: a president, vice-president, and secretary-treasurer.

**The entire proposed revision of Article VI (including one negligible emendation, underlined below):**

A. Leadership Committee

The leadership committee shall consist of the elected officers of the chapter and two members elected at large. It is anticipated that one member at large will focus on matters concerning general labor issues and will liaise with the Worker Solidarity standing committee as part of their duties, while the other member at large will focus on matters concerning faculty governance and will liaise with the Faculty Governance and Academic Freedom standing committee as part of their duties.

Leadership committee members in attendance shall constitute a quorum for conduct of business of the committee. The leadership committee shall assume responsibility for the chapter's continuing effective presence at the institution, keeping all positions on the leadership committee filled as vacancies occur. The leadership committee shall:

1. Meet regularly;
2. Respond to faculty members seeking assistance;
3. Conduct the business of the chapter between meetings;
4. Regularly recruit members and encourage maintenance of membership **in coordination with the membership committee;**
5. Make necessary appointments to complete an unexpired term of any officer;
6. Set the agenda with appropriate notice for chapter meetings;
7. Consult regularly with the administration on matters of mutual interest; and
8. Respond to inquiries from the media.

B. Other Committees

The chapter may create additional standing and ad hoc committees as necessary to promote the welfare of the chapter. Ad hoc committees can be formed by the chapter with a motion to *commit* or *refer*. The leadership committee also has the power to form ad hoc committees as necessary through a majority vote. Except when otherwise stipulated in these bylaws or when otherwise stipulated in a committee's charge, the president of the chapter will appoint the chair and members of each committee as necessary. New standing committees will be formed by amending the bylaws with a majority vote of the general membership (majority of votes cast, abstentions not counted). Committees will have a minimum of three members. The terms of committee members will be specified in the appointment. All ex officio members are full committee members, with the ability to make motions and to vote, with the exception that current members of the leadership

committee may not sit on the nominating committee.

1. Standing Committees shall be: Membership; Racial and Gender Justice; Worker Solidarity; and Faculty Governance and Academic Freedom. All standing committees will consist of at least three members, and will aim to have at least one faculty member from each division of the university and a fair representation across faculty appointments. In addition to these guidelines, the following charges apply to the standing committees:
  - a. Membership. The committee is charged with maintaining member rosters and expanding membership, including outreach to eligible members beyond full-time faculty, such as part-time faculty, students, and alumni.
  - b. Racial and Gender Justice. The committee is charged with ensuring and bolstering principles of equity, diversity, inclusion, and social justice throughout the university.
  - c. Worker Solidarity. The committee is charged with coordinating communication and action with other organizations representing workers at the university. It is anticipated that one member at large of the leadership committee will liaise with the Worker Solidarity Committee.
  - d. Faculty Governance and Academic Freedom. The committee is charged with bolstering faculty governance at the university, taking up issues of academic freedom, coordinating with other governance bodies (including the faculty councils of each division, University Faculty Senate, University Student Senate, and University Staff Senate), and may take up other matters concerned with faculty affairs across the university, such as tenure and working conditions. The Faculty Governance and Academic Freedom Committee will also be charged with monitoring the university's finances. It is anticipated that one member at large of the leadership committee will liaise with the Faculty Governance and Academic Freedom Committee.
2. An annual Nominating Committee of three to five active chapter members will be elected by the leadership committee in the fall semester with the responsibility of submitting the names of suitable candidates to run in the spring general election for each officer and member at large position. Current officers may not serve on the nominating committee. The names of current officers and members at large may be submitted by the nominating committee to serve additional terms. It is

anticipated that the nominating committee will submit one name for each position, although the committee may also submit two names for one position when it is deemed to be appropriate. The nominating committee will confirm each candidate's willingness to serve in the position if elected, and will only submit names of candidates who have agreed to serve. The work of the nominating committee is confidential. The nominating committee will do its best to avoid a complete change in membership of the leadership committee, instead aiming to submit names that would result in a leadership committee with some continuing members and some new members. The nominating committee will also aim to provide a list of names representing different divisions of the university and faculty appointments. The nominating committee will submit names in the form of a report to the leadership committee at least two weeks before the general election is announced in the spring semester. Each nominating committee is dissolved after submitting its report, except in the case of a nominee withdrawing their name from the election, in which case the nominating committee will immediately reconvene to choose an alternate nominee.