

## **Constitution and Bylaws Revisions - justifications**

In 2022, the AMS Council assigned an ad-hoc committee to review and revise the AMS Constitution, addressing a number of issues. Some modifications are proposed to modernize the language, some to include needed text for items Council had already passed (professional conduct, student membership, separation of secretary-treasurer to two different roles), and some to be more in line with current practice.

The ad-hoc committee worked during 2023, producing a draft document ensuring that the new draft Constitution aligns with our current society and its practices. The draft document was reviewed by the AMS's legal counsel, to ensure compliance with non-profit laws (state and federal). Following a positive letter from our counsel, the AMS Council reviewed and approved the recommended changes. The version provided to you is the updated Constitution. In this document, we outline point-by-point justifications for recommended changes. Ninety days after this post, per Article XIII of our Constitution, we will seek the AMS membership vote to approve the suggested changes.

### **Modifications - Point by point, with justification**

#### **General modifications:**

- Removal of all gendered language, e.g., “chairman” becomes “chair” (throughout)
- Per the AMS Council motion, the Secretary/Treasurer position is divided into two roles: Secretary and Treasurer. Relevant changes are reflected throughout the document.

#### **By Article, proposed modifications include:**

##### Article 1: Name

- No changes

##### Article 2: Objectives

- Title change: Mission
  - The committee suggests this change because most modern organizations have missions and visions instead of objectives.
  - One member of the committee felt this change was not necessary
- Paragraph 1: “Objectives are” becomes “mission is”
  - Per title change
- Discussion of note (for historical reference)

- The articles of incorporation use different language than the Objective that was present in our Constitution. We discussed updating the articles of incorporation, but learned this is not necessary; the articles are essentially a historical document, and we can continue to update our Objectives (or Mission, as it may be renamed).

#### Article 3: Membership

- Paragraph 1: “Goals and objectives” now replaced with “mission”
  - Per modification to title of Article 2
- Paragraph 2: Delete sentences “Notwithstanding the preceding sentence, those in the grade of Member on 31 December 1965, who became Associate Members on that date, are eligible to vote. Professional Members on 31 December 1972 shall be designated Members thereafter”
  - This has aged out of need; grandfathering now affects only 20 individuals today and will only diminish in use.
  - Since we’re aiming to make this modification the last one we will need for some time, the committee felt we could take care of this now.
- Paragraph 8 modified to add “Those Graduate students who meet the criteria for Member under Article III, Paragraph 4 shall be elected Members of the Society.”
  - This modification is suggested to reflect the reality that graduate students often serve in many roles as full members, and deserve to be considered such if they meet the criteria.
  - Through this change, qualifying graduate students would obtain voting rights, as passed by Council in 2021.
- Paragraph 9: “goals and objectives” now replaced with “mission”
  - Per modification to title of Article 2

#### Article 4: Dues

- No changes

#### Article 5: Elective Offices

- Title change: Elected Offices
  - Reflects more modern wording, and the active nature of having been elected
- Paragraph 1: “elective” becomes “elected”
  - Per change to title of Article 5

#### Article 6: Nomination and Election of Officers and Councilors

- Paragraph 1: “elective” becomes “elected”
  - Per change in Article 5

- Add “who were” to the second sentence (grammar - it helps specify those members who were eligible to vote before that date are the ones who can petition; this is otherwise ambiguous)
- Paragraph 3: Whole thing shortened a great deal to “At least 120 days prior to the Annual Meeting, the Secretary-Treasurer shall ensure a ballot containing the names of the nominees for elected office and Councilor is sent”
  - This change reflects more flexible language and allows for the most modern method/technology for reaching members to vote.
- Paragraph 4: Whole paragraph shortened in a similar way to “The Secretary-Treasurer shall ensure that only ballots received at least 60 days prior to the date of the next Annual Meeting will be counted.”
  - Similarly more flexible language, allowing for more modern communication methods
- Paragraph 6: elective becomes “elected”
  - Per change in Article 5
- Paragraph 7: Modified to “The term of office of the newly elected Officers and Councilors shall commence at the adjournment of the business portion of the following Annual Meeting and shall end when their successors take office.”
  - Updated to reflect the current practice
- Paragraph 10: Modified to “The term “electronic ballot,” as used in this Constitution, shall include a link, sent by electronic mail, to a ballot located on a website”
  - Language substantially modernized
- Paragraph 11: Modified to “The terms “mail” and “mailed,” as used in this Constitution, shall include electronic or postal mail, as the case may be.”
  - Language modernized

#### Article 7: Council

- Paragraph 1: Elective becomes elected
  - Per change in Article 5
- Paragraph 1: Sentence modified to “The Executive Director and Secretary–Treasurer and any other appointed officers as Council may designate”
  - Language acknowledges the other appointments that Council can make (Article 7, Paragraph 4) and that these shall also be ex-officio and non-voting members of Council (e.g., our Commissioners)
- Paragraph 2: Extensive small modifications
  - Modernizes the language in keeping with changes made in Article 6
- Paragraph 3: Addition of sentence, “ The appointment of the Executive Director and the Secretary-Treasurer may, at the option of the President, be conducted by electronic ballot or mail ballot.”
  - Clarifies how the process works, for completeness (is the same as Paragraph 2).
- Paragraph 4: changed “convenient” to “appropriate” and added “and remove such officers by a vote of a majority of those Council members eligible to vote.”
  - Improved wording, adds clarification on process for removing appointed officers

- Paragraph 4: Made the last sentence of Paragraph 4 into new Paragraph 5
  - Adds clarity, also separates this into its own category of actions
- (Former) Paragraph 5, now 6: Extensive minor modifications throughout
  - Again, all language updated per modernizing done previously
- (Former) Paragraph 7, now 8: Minor updates to technology descriptions
  - Brings the Constitution up to modern technology capabilities, including virtual conferencing or anything similar.
- (Former) Paragraph 8, now 9: Minor updates to definitions of writing, to include modern technology
  - Modernizes language

#### Article 8: Constituent and Affiliated Bodies

- No changes

#### Article 9: Appointed Officers

- Paragraph 1: Added “and any other such officers as Council determines appropriate” to the first sentence
  - In keeping with language added to Article 7, Paragraph 1
- Paragraph 1: Last sentence modified to substitute “appointed” instead of “elected”
  - Change reflects the fact that these are appointed positions
- Paragraphs 2 and 3: Moved this content under Executive Director and Secretary/Treasurer
  - Greatly improves clarity (this section was very convoluted)
- Added a new paragraph to the end (what is now Paragraph 4): “Other appointed officers shall be appointed by the Council upon the recommendation of the Executive Committee and the Executive Director.”
  - The old language didn’t say anything about how other appointments would be made, though they are allowable as noted in Article 7, Paragraph 4.
  - This addition clarifies that process.
  - This language uses the same process as for the other appointments.

#### Article 10: Meetings

- Paragraph 1: Modified the time/date specifications to current practice.
  - Codifies current practice
- Paragraph 1: Adds mention of the business meeting, which is where - in current practice - our transition formally takes place
  - Codifies current practice
- Paragraph 1: Modified last sentence to clarify that Council may (instead of shall) organize other meetings of members
  - Reflects the current practice - most of that is done in committees (planning committees exist to organize other meetings)

- Paragraph 2: Add “Newly Revised” to mention of Robert’s Rules of Order
  - Keeps our Constitution evergreen - if those change, our procedures change, without need of a Constitutional amendment process.

#### Article 11: Publications

- No changes

#### Article 12: Guidelines for Professional Conduct

- Article retitled to “Codes of Ethics and Professional Conduct”
  - This change reflects the new language passed by the Council in 2019, which makes reference to a code of ethics and professional conduct
- Completely updated language throughout
  - Language streamlined to essentially make this a “pointer” to whatever the new/updated codes are. This allows Council to continue to update the codes, and not require Constitutional changes to implement them.

#### Article 13: Amendments to the Constitution

- Paragraph 1: Grammar issues:
  - We suggest adding “who were” near the end of the first sentence to add clarity to voting eligibility;
  - We suggest changing “reasons therefor” to “supporting reasons” to modernize the language;
  - Change “web site” to “website”
- Paragraph 1: Remove “...or notices of ballots with respect to the proposed amendment, as the case may be”
  - Extraneous
- Paragraph 2: Language updated to modernize methods of voting
  - As done previously (from Article 6 onward)