Bylaws

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**Article I. Assembly Executive Committee, Including Officers**

*Section 1.* The Assembly Executive Committee, hereinafter referred to as the Executive Committee, is drawn from the twenty-one member Assembly and shall consist of nine to ten members: Officers of the Assembly (4), Chairs of the Standing Committees (5), and the Past President (1) if s/he is willing and able to serve an additional year.

a) The Officers shall be elected by the Assembly; the Chairs of the Standing Committees shall be appointed by the Officers.

b) The Executive Committee members shall assume their duties on July 1.

c) The President shall serve a one-year term.

d) The Vice-President/President-Elect shall also serve a one-year term. However, if the Vice-President assumes the presidency due to a mid-term vacancy, the following guideline applies: if at least ten months remain of the former President’s term, the Vice-President should consider that term to be the one-year term.

e) The Secretary, Operations Chair, and Standing Committee Chairs may be reelected or reappointed to a second one-year term.

f) The Past-President, if able and willing, shall be invited to serve an additional one-year term as an ex-officio, non-voting Officer of the Executive Committee, and Assembly. This additional year can serve in addition to two consecutive full-terms of service.

*Section 2.* The Officers shall be:

a) The President of the Assembly, hereinafter referred to as the President;

b) The Vice-President and President-Elect, hereinafter referred to as the Vice-President, who shall succeed to the Office of President the July following his or her assumption of the Vice-Presidential duties (or if the President is unable to complete his or her term of office);

c) The Secretary; and
Section 3. Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Assembly.

a) The President shall:
   - Convene and preside over Assembly, Executive Committee, and general professionals and professional faculty meetings.
   - Serve as the liaison from the Assembly to the College President, the Provost, and other senior administrators
   - Initiate the Assembly’s polling of Assembly membership as needed when issues arise between meetings
   - Serve as an ex officio member of all standing committees
   - Determine, based on the recommendation of the Membership Committee, when a Assembly member’s seat is vacant

b) The Vice-President shall perform the duties of the President during his or her absence, act as Parliamentarian, and perform other duties as assigned by the President.

c) The Secretary shall:
   - Maintain the rosters of professionals and professional faculty, the Assembly, and Assembly Committees
   - Prepare and distribute the agendas for Executive Committee, Assembly, and general professionals and professional faculty meetings to the professionals and professional faculty, the College President, the Provost, and the Vice-President for Administration/Chief Operating Officer
   - Prepare and distribute the minutes of meetings of Executive Committee, Assembly, and general professionals and professional faculty meetings to the professionals and professional faculty, the College President, the Provost, other senior administrators, other concerned parties, and to the university Archivist in a timely manner
   - Take attendance at Assembly meetings
   - Maintain the records of the Assembly

d) The Assembly Operations Chair shall:
   - Oversee financial responsibility of the Assembly
   - Coordinate meeting logistics for regular meetings of the Assembly and general meetings of Professors and Professional Faculty
   - Regularly support committee chairs and committees of the Assembly on logistics with the President-Elect
   - Perform other duties as assigned by the President

e) Past President
Serve as sage to the current President and Vice-President of the Professionals and Professional Faculty Assembly

Section 4. When either the Vice-President or the Secretary is unable to complete a term of office, a replacement shall be elected, by the means described in these Bylaws.

Section 5. The President and Past-President shall preside over the election of the Vice-President, Secretary, and Operations Chair at the first assembly meeting of the term. Nominations can be made prior to the meeting or from the floor of the meeting. The officers shall be elected by a majority vote of the assembly.

Article II. Committees
Section 1. The Standing Committees and their responsibilities shall be:

a) Academic Issues Committee: Monitor academic issues to identify those that directly affect professionals and professional faculty and their areas of responsibility; consult with Assembly members and, if appropriate, recommend courses of action; ensure that professionals and professional faculty are represented on appropriate university-wide academic committees.

b) Administrative Issues Committee: Monitor College/university administrative issues of relevance to professionals and professional faculty, consistent with the purpose of the Assembly as set forth in the Constitution; inform Assembly members and, if appropriate, recommend courses of action; review, research, and recommend changes to policies affecting professionals and professional faculty; ensure that policies for professions and professional faculty are readily available and accessible, such as through codification in a handbook; advise on grievances related to professionals and professional faculty, upon request; ensure that professionals and professional faculty are represented on appropriate university-wide administrative committees.

c) Communications Committee: Manage Assembly web pages, listservs, surveys, communications/public relations; assist the Membership Committee with polling and voting.

d) Membership Committee: Manage Assembly elections, including recruitment of nominations to ensure diverse representation and election procedures as outlined in the Constitution and Bylaws; maintain written records of election results; annually review and, if needed, recommend revisions to election procedures; monitor Assembly members’ status and attendance to identify for the President possible vacancies, pursuant to Article IV of the Constitution; assist Assembly committee chairs with recruitment of committee members.

e) Professional Development Committee: Assess, address, and evaluate the learning needs of professional staff; assist professional staff in creating long-term professional development
plans; find creative ways to meet the unique continuing educational needs of professionals and professional faculty.

Changes to Standing Committees require amendment to these Bylaws.

**Section 2.** Ad hoc or special committees may be established as the Assembly deems necessary. The purpose and charges for such committees shall be determined by the Assembly upon recommendation from the Executive Committee. The chair of each ad hoc committee shall establish its membership. Ad hoc committee chairs need not serve on the Assembly but will report to the Assembly.

**Section 3.** Committee chairs will be Assembly members. Committee members shall be generally drawn from professionals and professional faculty. Members may, in consultation with appropriate authorities, be drawn from instructional faculty, faculty emeriti, operational employees, alumni, students, and such other constituencies as may be required or appropriate.

**Section 4.** Each committee may formulate its own operating procedures, addressing matters such as the provision for liaison with all appropriate councils and committees and provision for sub-committees of the committee, if appropriate.

**Section 5.** The chair of each Assembly committee, Standing or other, shall:

a) Establish the membership of the committee

b) Announce committee meetings to the Assembly at least one week in advance

c) In advance of Assembly meetings, provide the Assembly and professionals/professional faculty with timely reports

d) In advance of Assembly and general professionals/professional faculty meetings, identify topics or issues that require discussion and request agenda time; in advance of the meetings, provide attendees with relevant documents

e) Arrange for the distribution of a copy of committee reports to each representative in advance of the Assembly meeting at which action on its recommendations is to take place

f) Hold open hearings on issues when appropriate; give 15 days advance notice when possible

g) Update relevant portions of the Assembly’s goals and objectives

h) File written records of all committee meetings, hearings, and official correspondence; committee meeting minutes will be publicly available

i) File annual reports with the Assembly Secretary.
Article III. Conducting Business

Section 1. The regular meetings of the Assembly shall be held at least six (6) times per year. General meetings of professionals and professional faculty shall be held at least once per year.

Section 2. Special meetings of the Assembly, Executive Committee, and professionals and professional faculty may be called at the discretion of the President or by request made to the President by any one of the following:

a) Any two members of the Assembly

b) Any ten professionals or professional faculty members, in writing

c) The College President, Provost, or Vice President for Administration Chief Operating Officer

The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least ten days notice shall be given.

Section 3. Meeting dates shall be published in advance in appropriate College publications.

Section 4. Items may be placed on agendas for regular Assembly and general professionals and professional faculty meetings by any one of the following:

a) The President, the Executive Committee, or any committee of the Assembly

b) Any two members of the Assembly

c) Any ten professionals or professional faculty, in writing

d) The College President, Provost, or Vice President for Administration Chief Operating Officer

Items to be placed on the agenda shall be submitted to the Secretary at least fifteen days prior to the next meeting.

Section 5. The agendas for each Assembly, Executive Committee, and professionals and professional faculty meeting, along with supporting papers, shall be distributed to the professionals and professional faculty and to the College President, Provost, and Vice President for Administration Chief Operating Officer at least 10 days prior to the meeting. All agendas shall be distributed by electronic transmission and posted on the Assembly website. If available, agendas may also be published in an appropriate College publication.

Section 6. Assembly quorums are:
a) Meetings: fifty percent of filled Assembly positions

b) Approval of minutes, resolutions, etc.: if a quorum exists, a majority of those present and voting (absent members may provide a written proxy vote to the President or Secretary prior to a meeting)

c) Constitution and Bylaws amendments: two-thirds of all Assembly members (not just those present)

Voting on motions shall normally be viva voce or by show of hands, but five members may require a roll call vote upon any motion.

Section 7. Except for the election of representatives to the Assembly, all voting -- for Constitution and Bylaws amendments, resolutions, etc. -- is conducted by the Assembly.

Section 8. Assembly and professionals and professional faculty meetings generally shall be open. The Assembly may invite persons who are not members of the Assembly to speak. Non-members may also be granted the privilege of the floor by the presiding officer.

Section 9. Robert's Rules of Order Newly Revised shall govern in all cases in which they are applicable and not in conflict with this Constitution and Bylaws.

Article IV. Election Procedures

Section 1. Assembly members are elected in accordance with voting as outlined in the Constitution, Article IV. The Membership Committee has primary responsibility for soliciting nominations, distributing ballots or coordinating electronic voting, tabulating ballot results, and communicating the results to the President. All members shall contribute to successful solicitation of nominees and voter participation.

Section 2. The Membership Committee as a whole shall strive to nominate candidates for Assembly service from a broad cross-section of professionals and professional faculty. The Membership Committee will make its best efforts to achieve a balance between academic and non-academic units and to avoid duplication of areas represented. The Membership Committee shall also strive to achieve diversity in areas including, but not limited to, age, gender, sexual preference, and ethnicity, when formulating its nomination slate.

Section 3. Each spring, and no later than May 31, elections for vacant seats on the Assembly shall be conducted at a general professionals and professional faculty meeting or by mail or electronic balloting. The President shall report results to the Assembly and to professionals and professional faculty members and notify nominees regarding election results.

Section 4. For each regular election, there shall be a public call for nominations at least thirty (30) days in advance of the election and a publication of nominees at least thirty (30) days in advance of the election. The ballot shall list the names and platform statements of all nominees who are eligible to serve on the Assembly. At least one candidate
for each vacant Assembly seat must be listed on the ballot. The ballot will be open for at least fifteen (15)-ten (10) working days.

Section 5. Specific election procedures, including procedures for nominations from the floor during elections and use of electronic or mail ballots, shall be set out in a separate document approved by the Assembly.

Section 6. In the event that more than two candidates are nominated for a position and none receives a majority of the votes cast on the first ballot, balloting continues with the name of the candidate receiving the fewest votes being dropped from the ballot, after each vote. In the event that there is no one candidate with the fewest votes, balloting continues with all names included until such time as a candidate receives a majority of votes cast (in which case he or she is declared elected) or until a candidate receives the fewest votes (in which case his or her name is dropped from the ballot and the balloting continues). In order to provide continuity of membership, the terms of Assembly members shall be staggered so that one-third of Assembly members shall be elected each year.

Section 7. An initial Assembly shall be elected via a Special Election held within sixty days after the adoption of these Bylaws. The initial Assembly will determine which members will hold one-year, two-year, and three-year terms. Those selected to the initial one-year term shall be eligible to stand for reelection for two successive three-year terms.

Section 8. Resignations from an office, chair, or the Assembly shall be submitted in writing to the Executive Committee and, in the case of a committee chair resignation, the appropriate committee. If membership in the Assembly drops to fewer than 19 seats and more than six (6) months exists before the annual May election, the Assembly will hold an election to fill those vacancies. For resignations from an office, the Assembly shall elect a new member to the office. For resignations from a chair, the officers shall appoint a new chair.

Section 9. When mid-term vacancies are filled, either during the year or during the annual spring elections, the newly elected members will choose (highest vote count receives first choice, and so on) which vacant seat (term) they will fill – one-year, two-year, or three-year. This ensures a rotation of a minimum of seven (7) open seats each year.

Section 10. After the election of the new Assembly members, the incumbent Officers shall convene the forthcoming year’s Assembly. The incumbent Officers shall officiate at this meeting and shall distribute notices of the meeting and minutes for regular meetings. Bylaws Article IV, Section 6, applies for ties and majorities. At this meeting, only the members of the forthcoming year’s Assembly are eligible to vote for Officers.

Article V. Amendments to the Bylaws
Any professional or professional faculty member may propose amendments to these bylaws at a regular meeting of the Assembly or general meeting of professionals and professional faculty. A two-thirds vote of the full Assembly membership and approval by the Provost is required for adoption. The Provost may determine whether additional approval by the Board of
Visitors is warranted.

**Article VI. Authorization and Parliamentary Authority**

**Section 1.** These Bylaws shall be reported to the professionals and professional faculty for approval according to the procedures listed for changing the Bylaws and shall be presented, when approved, to the President and Provost.

**Section 2.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Assembly in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Assembly may adopt by action of the Assembly.

**APPROVAL and REVISIONS:**

- Original Constitution and Bylaws approved September 26, 2008 by the Board of Visitors.
- May 2011 revisions approved by Provost Michael Halleran and by a majority vote by professionals and professional faculty.
- November 2014 revisions approved by Provost Michael Halleran and by a majority vote by College of William & Mary Professionals and Professional Faculty Assembly members.
- May 2018 revisions approved by Provost Michael Halleran and by a majority vote by College of William & Mary Professionals and Professional Faculty Assembly members.