

# AMERICAN MATHEMATICAL SOCIETY TRUSTEE

## 1 General

The Board of Trustees consists of eight members: three ex officio (President, Treasurer, and Associate Treasurer) and five elected by the membership.

## 2 Term of Elected Trustee

Five years. The Board of Trustees has expressed a wish (informally) to have Trustees serve for two terms.

The Trustees are customarily consulted when candidates for a new Trustee are to be nominated. The election is contested.

## 3 Duties

From the Bylaws:

**Article II, Section 2.** The function of the Board of Trustees shall be to receive and administer the funds of the Society, to have full legal control of its investments and properties, to make contracts, and, in general, to conduct all business affairs of the Society.

**Article II, Section 3.** The Board of Trustees shall have the power to appoint such assistants and agents as may be necessary or convenient to facilitate the conduct of the affairs of the Society and to fix the terms and conditions of their employment. The Board may delegate to the officers of the Society duties and powers normally inhering in their respective corporate offices, subject to supervision by the Board. The Board of Trustees may appoint committees to facilitate the conduct of the financial business of the Society and delegate to such committees such powers as may be necessary or convenient for the proper exercise of those powers. Agents appointed, or members of committees designated, by the Board of Trustees need not be members of the Board.

Nothing herein contained shall be construed to empower the Board of Trustees to divest itself of responsibility for, or legal control of, the investments, properties, and contracts of the Society.

**Article VI, Section 2.** The Executive Director shall be appointed by the Board of Trustees with the consent of the Council. The terms and conditions of employment shall be fixed by the Board of Trustees, and the performance of the Executive Director will be reviewed regularly by the Board of Trustees.

# AMERICAN MATHEMATICAL SOCIETY TRUSTEE

**Article VI, Section 3.** The Executive Director shall be responsible to and shall consult regularly with a liaison committee consisting of the president as chair, the secretary, the treasurer, and the chair of the Board of Trustees.

Each elected Trustee serves ex officio at some point in their five-year term in the following capacities:

## **During third year of term:**

Chair of the ECBT Nominating Committee. This Committee is responsible for evaluating and making nominations to the ECBT regarding appointment or reappointment for the positions of Secretary, Associate Secretary, Treasurer, and Associate Treasurer. See [www.ams.org/about-us/governance/committees/necbt-charge.pdf](http://www.ams.org/about-us/governance/committees/necbt-charge.pdf) for further details.

## **During third and fourth years of term:**

Member of the Audit Committee: This Committee's primary responsibility is to assist the Board in fulfilling its oversight responsibilities with respect to the audit of the Society's books and records and the system of internal controls that the Society has established. The Committee meets twice a year, at the time of the ECBT meetings. See [www.ams.org/about-us/governance/committees/audit-charge.pdf](http://www.ams.org/about-us/governance/committees/audit-charge.pdf) for further details.

Member of the Long Range Planning Committee (LRPC). The LRPC reviews the functions and priorities of the Society, normally is the group that initiates consideration of changes to governance procedures, and focuses on other specific issues from time to time at the request of the President or Chair of the Board. The LRPC meets twice a year, at the time of the biannual ECBT meetings.

## **During fourth year of term:**

Chair of the Board. Responsible for chairing Board meetings, making appointments to Board committees, appointing Board members to policy committees, and making Board-to-division liaison assignments. The Chair of the Board also serves on the following committees:

Agenda and Budget Committee (ABC): The principal activity of this Committee is to meet with the Executive Director and Chief Financial Officer twice a year to review drafts of the budget and agenda for the biannual meetings of the Executive Committee and Board of Trustees. The ABC meets in April and October for half a day at the Providence Headquarters. One has the option of attending meetings in person or by web conference. See [www.ams.org/about-us/governance/committees/abc-charge.pdf](http://www.ams.org/about-us/governance/committees/abc-charge.pdf) for further details.

# AMERICAN MATHEMATICAL SOCIETY TRUSTEE

Audit Committee: See above.

Development Committee: See below.

Liaison Committee: This Committee oversees the Executive Director. The Committee meets with the Executive Director four times a year, at the time of the ABC and ECBT meetings. See [www.ams.org/about-us/governance/committees/liaison-charge.pdf](http://www.ams.org/about-us/governance/committees/liaison-charge.pdf) for further details.

Long Range Planning Committee: See above.

Salary Committee: This Committee considers the mechanisms for setting salaries for all employees and recommends the overall amount that should be budgeted for salaries. The Committee meets once a year, usually at the time of the fall ABC meeting. See [www.ams.org/about-us/governance/committees/salary-charge.pdf](http://www.ams.org/about-us/governance/committees/salary-charge.pdf) for further details.

## **During fourth and fifth years of term:**

Member of the Development Committee. Serve as chair during fifth year. This Committee represents the ECBT in early discussions with potential donors about establishing new prizes and makes recommendations regarding priorities for funding and whether to accept gifts offered to the Society. The Committee meets twice a year: at the time of the spring Council meeting and at the November ECBT meeting. See [www.ams.org/about-us/governance/committees/development-charge.pdf](http://www.ams.org/about-us/governance/committees/development-charge.pdf) for further details.

Each policy committee (Education, Meetings and Conferences, Profession, Publications, Science Policy) includes one member of the Board of Trustees, appointed by the Chair of the Board. Each Board member spends one year on each policy committee in the following rotation: year 1: Profession, year 2: Meetings and Conferences, year 3: Education, year 4: Publications, year 5: Science Policy. Each policy committee meets once a year for about a day.

Each Trustee is assigned as liaison with one or more division(s) of the Society's administrative offices. The purpose is to become more familiar with particular parts of the Society's operations. This is accomplished by meeting with the division director each spring (usually by phone) to discuss the director's report on projects and activities from the previous year's operating plan (referred to as "Section VI" – a copy will be provided to the Trustee before the meeting). The director, in collaboration with the Trustee, will prepare a brief written summary of the previous year's activities, which is included in the May ECBT agenda.

# AMERICAN MATHEMATICAL SOCIETY TRUSTEE

## 4 Board Meetings

The Trustees meet twice a year for 1½ days, the first half of the meeting being joint with the Executive Committee. These meetings take place in May and November, on Friday afternoon and Saturday, usually the weekend before Memorial Day weekend and the weekend before Thanksgiving at the Providence Headquarters (occasionally the May meeting is in Ann Arbor). These meetings cover the budget (including such things as reviews of large expenditures, setting institutional and individual member dues, setting journal pages and prices), investment practices, policy questions, operating plans, and major new programs and initiatives.

If necessary, the Trustees have additional meetings in person or by other means (e.g., telephone conference call), but these are rare.

## 5 Indemnification

From the Bylaws, **Article XII:**

Any person who at any time serves or has served as a trustee or officer of the Society, or as a member of the Council, or, at the request of the Society, as a director or officer of another corporation, whether for profit or not for profit, shall be indemnified by the Society and be reimbursed against and for expenses actually and necessarily incurred in connection with the defense or reasonable settlement of any action, suit, legal or administrative proceeding, whether civil, criminal, administrative or investigative, threatened, pending or completed, to which that person is made a party by reason of being or having been such trustee, officer or director or Council member, except in relation to matters as to which the person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of official duties. Such right of indemnification and reimbursement shall also extend to the personal representatives of any such person and shall be in addition to and not in substitution for any other rights to which such person or personal representatives may now or hereafter be entitled by virtue of the provisions of applicable law or of any other agreement or vote of the Board of Trustees, or otherwise.

## 6 Conflict of Interest Policy for AMS Officers and Committee Members

Please see <http://www.ams.org/secretary/conflict-of-interest-officers.html>.

## 7 Assistance

The Trustees receive whatever assistance they need through the Executive Director. An orientation session is provided at the time of the first Board meeting a new Trustee attends.

# AMERICAN MATHEMATICAL SOCIETY TRUSTEE

## 8 Expenses

Travel expenses of the Trustees in the performance of their duties are reimbursed at Level B, which essentially provides full travel support. See [www.ams.org/about-us/governance/board/level-b-voucher.pdf](http://www.ams.org/about-us/governance/board/level-b-voucher.pdf) for complete details.

## 9 Authorization

The Board of Trustees was created when the Society was incorporated on May 3, 1923. See the attached history for changes in the membership of the Board over the years. More recent changes are noted below:

Executive Committee and Board of Trustees minutes of May 2015, item 2E9.1:

Fifth-year member of Board serve as chair of Development Committee.

Executive Committee and Board of Trustees minutes of November 2012, item 2E3.1:

Fifth-year member of Board added to Development Committee.

Executive Committee and Board of Trustees minutes of November 2011, item 2E1.1:

Development Committee created.

Executive Committee and Board of Trustees minutes of November 2007, item 3.6:

Changed responsibilities of liaison Trustees.

Executive Committee and Board of Trustees minutes of May 2004, item 3.4:

Changed composition of Audit Committee – third-year Trustee is now a member.

Council minutes of January 2003, item 4.9.1:

Changed composition of ECBT Nominating Committee.

Executive Committee and Board of Trustees minutes of November 2002, items 2.7 and 3.3:

Changed method of electing Secretary of Board and established procedures for meetings by technical means.

# AMERICAN MATHEMATICAL SOCIETY TRUSTEE

## 10 History of the Board of Trustees and List of Past Members

The Society was incorporated on May 3, 1923 (under the laws of the District of Columbia). The Certificate of Incorporation specified that “The number of its trustees, directors or managers for the first year of this corporation’s existence shall be thirty-one (31).” On October 22, 1923, this corporation met “for the purpose of arranging all preliminaries necessary for a final transfer of authority to the corporation.” A set of Bylaws was adopted, the only essential change from earlier forms being the addition of a Board of Trustees to take charge of the financial affairs of the Society. The new Bylaws specified that, after May 3, 1924, the Board of Trustees shall consist of five members, elected by the Society at the annual meeting for biennial terms. Neither the president nor the treasurer was a trustee.

The following individuals served on the Board in the beginning: G. A. Bliss (1924), W. B. Fite (1924-38), R. Henderson (1924-28, 1931-38), R. G. D. Richardson (1924-38), O. Veblen (1924, 1927-30), G. D. Birkhoff (1925-26), L. P. Eisenhart (1925-26, 1931-34), V. Snyder (1927-28), J. L. Coolidge (1929-30), E. R. Hedrick (1929-30), G. W. Mullins (1931-38), W. R. Longley (1935-38).

The Board for 1937-1938 consisted of W.B. Fite, Robert Henderson, W.R. Longley, G.W. Mullins, and R.G.D. Richardson. Although Richardson was secretary, he served on the Board as elected trustee and not *ex officio*. The same 5 persons were trustees in 1939-1940.

In 1941-1942, the Trustees were Longley, Mullins, Marston Morse, Richardson, and Warren Weaver. Morse was president coincidentally. They continued in 1943-1944, 1945-1946.

Beginning in 1947 the Trustees were T.H. Hildebrandt, Longley, Mullins, Richardson, and Weaver. Hildebrandt was immediate past president. Weaver resigned in November 1947 and was succeeded by G.T. Whyburn. Mullins resigned in January 1948 and was succeeded by P.A. Smith.

Continuing in 1949, the Trustees were Hildebrandt, Longley, Richardson, Smith, and Whyburn. However, Richardson died in July 1949 and was replaced by B.P. Gill, the immediate past treasurer.

Effective in 1951, the Bylaws were amended so that the Board consisted of 5 Trustees elected for a term of 2 years and the president and treasurer *ex officio*. Effective in 1956, the term of the elected Trustees was changed to 5 years. The associate treasurer became a member *ex officio* in 1972. Following is the subsequent succession of elected Trustees.

# AMERICAN MATHEMATICAL SOCIETY TRUSTEE

Succession of elected Trustees:

T.H. Hildebrandt	1947-1951	Alex Rosenberg	1974-10/13/83
G.T. Whyburn	1947-1951	A.M. Gleason	11/1-12/31/83
P.A. Smith	1948-1954	Cathleen Morawetz	1976-1985
B.P. Gill	1949-1954	J.J. Kohn	1978-1982
J.R. Kline	1951-1954	P.E. Thomas	1980-1984
Einar Hille	1952-1955	R.L. Graham	1982-1991
W.T. Martin	1953-1954	F.W. Gehring	1983-1992
G.A. Hedlund	1955-1958	Paul J. Sally, Jr.	1984-1993
Mina Rees	1955-1959	Ramesh Gangolli	1985-1989
H.F. Bohnenblust	1954-1962	M. Susan Montgomery	1986-1995
Deane Montgomery	1955-1960	John Polking	1990-1994
W.T. Martin	1956-1964	Maria M. Klawe	1992-1996
Richard Courant	1959-1963	Roy L. Adler	1993-2002
G.T. Whyburn	1960-1964	Donald J. Lewis	1994-6/30/95
E.G. Begle	1961-1967	Hyman Bass	7/1/95-1998
C.B. Morrey	1963-1966	Donald E. McClure	1995-1999
A.W. Tucker	1964-1968	Michael G. Crandall	1996-2000
A.E. Meder, Jr.	1964-1966	Andy Roy Magid	1997-2001
A.M. Gleason	1965-1965	Linda Keen	1999-2008
R.P. Boas	1966-1970	Eric M. Friedlander	2000-2009
M.L. Curtis	1967-1969	John B. Conway	2001-2010
J.W. Green	1967-1971	Carol S. Wood	2002-2011
Irving Kaplansky	1968-1972	Jean E. Taylor	2003-2007
Nathan Jacobson	6/14/1969- 12/31/70	Karen Vogtmann	2008-2017
C.C. Moore	1971-1979	Ronald J. Stern	2009-2013
Murray Protter	1970-1972	Mark L. Green	2010-2014
G.W. Mackey	1/1-6/11/1970	William H. Jaco	2011-2015
P.T. Bateman	1971-1975	Ruth M. Charney	2012-2016
R.S. Palais	1972-1981	Robert K. Lazarsfeld	2014-2018
R. P. Boas	1973-	Joseph H. Silverman	2015-2019
A.H. Taub	1973-1977	Bryna Kra	2016-2020

Information regarding past members of the Board of Trustees since 1989, arranged by year, is available here:

[www.ams.org/about-us/governance/committees/bt-past.html](http://www.ams.org/about-us/governance/committees/bt-past.html)