



2022 *Election*

Recommended Bylaws Amendments

Proposed amendments to the Society's Bylaws must be recommended by the Council and approved by the membership. To gain membership approval, an amendment must have an affirmative vote of two-thirds of those voting in a ballot in which at least ten percent of the members vote. The complete Bylaws can be viewed at <https://www.ams.org/bylaws>. The Bylaws are also published in this, the September 2022, issue of the *Notices*, page 1395.

The Council recommends several changes to the Bylaws of the Society. These have been reviewed by legal counsel for compliance with the requirements of our nonprofit status.

Recommendation 1: Officers and Trustees

Articles I and II of the Bylaws concern Officers and Trustees of the Society, and the Council recommends a technical update.

A consultation with legal counsel about our compliance with requirements for nonprofit status produced a recommendation to the AMS as follows: To avoid any ambiguity about the Council's authority to establish qualifications for AMS Officers, we recommend amending the bylaws to explicitly delegate this authority to the Council. The Council of the AMS accepted this recommendation and now recommends to the members of the AMS to amend these articles as follows.

Article I (Current)

Officers

Section 1. There shall be a president, a president elect (during the even-numbered years only), an immediate past president (during the odd-numbered years only), three vice presidents, a secretary, four associate secretaries, a treasurer, and an associate treasurer.

Article I (Proposed)

Officers

Section 1. There shall be a president, a president elect (during the even-numbered years only), an immediate past president (during the odd-numbered years only), three vice presidents, a secretary, four associate secretaries, a treasurer,

and an associate treasurer. *The Council shall establish and maintain policies and procedures governing the qualifications for election and service of Officers.*

Article II (Current)

Board of Trustees

Section 1. There shall be a Board of Trustees consisting of eight trustees, five trustees elected by the Society in accordance with Article VII, together with the president, the treasurer, and the associate treasurer of the Society *ex officio*. The Board of Trustees shall designate its own presiding officer and secretary.

Article II (Proposed)

Board of Trustees

Section 1. There shall be a Board of Trustees consisting of eight trustees, five trustees elected by the Society in accordance with Article VII, together with the president, the treasurer, and the associate treasurer of the Society *ex officio*. The Board of Trustees shall designate its own presiding officer and secretary. *The Council shall establish and maintain policies and procedures governing the qualifications for election and service of Trustees.*

Recommendation 2: Communications Committees

Bylaws Article VII on Election of Officers and Terms of Office contains references to the "communications committee(s)."

These "communications committees" no longer exist. Years ago, Article III mandated both Publications and Communications Committees, but that is no longer so. At the time of the bylaws change that removed the

communications committees, the need to remove those references in Article III was overlooked. The Council recommends to remove these spurious references in Article VII.

Article VII (Current)

Election of Officers and Terms of Office

Section 1. The term of office shall be one year in the case of the president elect and the immediate past president; two years in the case of the president, the secretary, the associate secretaries, the treasurer, and the associate treasurer; three years in the case of vice presidents and members at large of the Council, one vice president and five members at large retiring annually; and five years in the case of the trustees. In the case of members of the editorial committees and appointed members of the communications committees, the term of office shall be determined by the Council. The term of office for elected members of the Executive Committee shall be four years, one of the elected members retiring annually. All terms of office shall begin on February 1 and terminate on January 31, with the exception that the officials specified in Articles I, II, III, IV, and V (excepting the president elect and immediate past president) shall continue to serve until their successors have been duly elected or appointed and qualified.

Section 6. If the president of the Society should die or resign while a president elect is in office, the president elect shall serve as president for the remainder of the year and thereafter shall serve the regular two-year term. If the president of the Society should die or resign when no president elect is in office, the Council, with the approval of the Board of Trustees, shall designate one of the vice presidents to serve as president for the balance of the regular presidential term. If the president elect of the Society should die or resign before becoming president, the office shall remain vacant until the next regular election of a president elect, and the Society shall, at the next annual meeting, elect a president for a two-year term. If the immediate past president should die or resign before expiration of the term of office, the Council, with the approval of the Board of Trustees, shall designate a former president of the Society to serve as immediate past president during the remainder of the regular term of the immediate past president. Such vacancies as may occur at any time in the group consisting of the vice presidents, the secretary, the associate secretaries, the treasurer, and the associate treasurer shall be filled by the Council with the approval of the Board of Trustees. If a member of an editorial or communications committee should take temporary leave from duties, the Council shall then appoint a substitute. The Council shall fill from its own membership any vacancy in the elected membership of the Executive Committee.

Article VII (Proposed)

Election of Officers and Terms of Office

Section 1. The term of office shall be one year in the case of the president elect and the immediate past president; two years in the case of the president, the secretary, the associate secretaries, the treasurer, and the associate treasurer; three years in the case of vice presidents and members at large of the Council, one vice president and five members at large retiring annually; and five years in the case of the trustees. *In the case of members of the editorial committees, the term of office shall be determined by the Council.* The term of office for elected members of the Executive Committees shall be four years, one of the elected members retiring annually. All terms of office shall begin on February 1 and terminate on January 31, with the exception that the officials specified in Articles I, II, III, IV, and V (excepting the president elect and immediate past president) shall continue to serve until their successors have been duly elected or appointed and qualified.

Section 6. If the president of the Society should die or resign while a president elect is in office, the president elect shall serve as president for the remainder of the year and thereafter shall serve the regular two-year term. If the president of the Society should die or resign when no president elect is in office, the Council, with the approval of the Board of Trustees, shall designate one of the vice presidents to serve as president for the balance of the regular presidential term. If the president elect of the Society should die or resign before becoming president, the office shall remain vacant until the next regular election of a president elect, and the Society shall, at the next annual meeting, elect a president for a two-year term. If the immediate past president should die or resign before expiration of the term of office, the Council, with the approval of the Board of Trustees, shall designate a former president of the Society to serve as immediate past president during the remainder of the regular term of the immediate past president. Such vacancies as may occur at any time in the group consisting of the vice presidents, the secretary, the associate secretaries, the treasurer, and the associate treasurer shall be filled by the Council with the approval of the Board of Trustees. *If a member of an editorial committee should take temporary leave from duties, the Council shall then appoint a substitute.* The Council shall fill from its own membership any vacancy in the elected membership of the Executive Committee.

Recommendation 3: Member Journals, Primary Journals, and *Communications of the American Mathematical Society*

The Council recommends changes to Articles III, IV, and XI of the AMS bylaws that will (1) add *Communications of the AMS* to the list of primary journals, (2) clarify that regardless of the possibility of co-editors in chief, there will be one Council representative for each primary journal, and (3) define “member journal” and “primary journal.”

Communications of the American Mathematical Society (CAMS) is a diamond open access journal launched in 2021 as a primary journal of the AMS and designed to provide a home for the very best research and review articles across all areas of mathematics. The AMS bylaws stipulate that “the chair of” each editorial committee of a primary journal be a member of the Council, and these journals are spelled out in the bylaws. Therefore, the bylaws must now be updated accordingly. In addition, the recommended revisions to Article III include the alphabetization of the journals mentioned in it, and the changes in Article XI include alphabetization of lists within sentences, grouping and introducing/defining as such the primary journals, and moving *Notices* from the end to the beginning to introduce/define them and *Bulletin* as member journals.

The recommended changes occur in the following places:

Article III (Current)

Committees

Section 1. There shall be eight editorial committees as follows: committees for the *Bulletin*, for the *Proceedings*, for the *Colloquium Publications*, for the *Journal*, for *Mathematical Surveys and Monographs*, for *Mathematical Reviews*; a joint committee for the *Transactions* and the *Memoirs*; and a committee for *Mathematics of Computation*.

Article III (Proposed)

Publication Committees

Section 1. *There shall be nine editorial committees as follows: committees for the Bulletin, for the Colloquium Publications, for Communications, for the Journal, for Mathematical Reviews, for Mathematical Surveys and Monographs, for Mathematics of Computation, for the Proceedings, and a joint committee for the Transactions and the Memoirs.*

Article IV (Current)

Council

Section 1. The Council shall consist of fifteen members at large and the following *ex officio* members: the officers of

the Society specified in Article I, the chair of each of the editorial committees specified in Article III, any former secretary for a period of two years following the terms of office, and members of the Executive Committee (Article V) who remain on the Council by the operation of Article VII, Section 4.

The chair of any committee designated as a Council member may name a deputy from the committee as substitute.

Article IV (Proposed)

Council

Section 1. The Council shall consist of fifteen members at large and the following *ex officio* members: the officers of the Society specified in Article I, *one representative from each of the editorial committees specified in Article III*, any former secretary for a period of two years following the terms of office, and members of the Executive Committee (Article V) who remain on the Council by the operation of Article VII, Section 4.

Article XI (Current)

Publications

Section 1. The Society shall publish an official organ called the *Bulletin of the American Mathematical Society*. It shall publish four journals, known as the *Journal of the American Mathematical Society*, the *Transactions of the American Mathematical Society*, the *Proceedings of the American Mathematical Society*, and *Mathematics of Computation*. It shall publish a series of mathematical papers known as the *Memoirs of the American Mathematical Society*. The object of the *Journal*, *Transactions*, *Proceedings*, *Memoirs*, and *Mathematics of Computation* is to make known important mathematical researches. It shall publish a periodical called *Mathematical Reviews*, containing abstracts or reviews of current mathematical literature. It shall publish a series of volumes called *Colloquium Publications* which shall embody in book form new mathematical developments. It shall publish a series of monographs called *Mathematical Surveys and Monographs* which shall furnish expositions of the principal methods and results of particular fields of mathematical research. It shall publish a news periodical known as the *Notices of the American Mathematical Society*, containing programs of meetings, items of news of particular interest to mathematicians, and such other materials as the Council may direct.

Article XI (Proposed)

Publications

Section 1. *The Society shall publish two member journals as follows. It shall publish an official organ called the Bulletin of the American Mathematical Society. It shall publish a news periodical known as the Notices of the American Mathematical Society, containing programs of meetings,*

items of news of particular interest to mathematicians, and such other materials as the Council may direct. The Society shall publish five journals, known as Communications of the American Mathematical Society, the Journal of the American Mathematical Society, Mathematics of Computation, the Proceedings of the American Mathematical Society, and the Transactions of the American Mathematical Society. It shall publish a series of mathematical papers known as the Memoirs of the American Mathematical Society. The object of the primary journals of the Society, which are the Communications, the Journal, Mathematics of Computation, Memoirs, Proceedings, and Transactions, is to make known important mathematical researches. The Society shall publish a series of volumes called Colloquium Publications, which shall embody in book form new mathematical developments. It shall publish a series of monographs called Mathematical Surveys and Monographs, which shall furnish expositions of the principal methods and results of particular fields of mathematical research. The Society shall publish a periodical called Mathematical Reviews, containing abstracts or reviews of current mathematical literature.

Recommendation 4: Membership

The Council recognizes that the bylaws sections governing membership (VIII and IX) do not serve the Society well.

The Council of the AMS recommends that these two articles of the bylaws be replaced in their entirety by much simplified ones. The restrictive detail of these articles is out of line with good practices and with the bylaws of similar professional societies. It reflects dated processes and defines specific membership classes and dues categories. These should be matters of policy decided by Society governance rather than being spelled out in the bylaws. The recommended text of these bylaws articles will provide flexibility for leadership and staff to make policy and operational decisions, including the adoption of good practices in a timely and effective manner. The details spelled out in the current bylaws text remain in force through this change, but with this update, they become Council policy.

Article VIII (Current)

Members and Their Election

Section 1. Election of members shall be by vote of the Council or of its Executive Committee.

Section 2. There shall be four classes of members, namely, ordinary, contributing, corporate, and institutional.

Section 3. Application for admission to ordinary membership shall be made by the applicant on a blank provided by the secretary. Such applications shall not be acted upon until at least thirty days after their presentation to the

Council (at a meeting or by mail), except in the case of members of other societies entering under special action of the Council approved by the Board of Trustees.

Section 4. An ordinary member may become a contributing member by paying the dues for such membership. (See Article IX, Section 3.)

Section 5. A university or college, or a firm, corporation, or association interested in the support of mathematics may be elected a corporate or an institutional member.

Article VIII (Proposed)

Members and Their Election

Section 1. *The membership of the society shall consist of individuals or organizations elected to membership in a manner decided by the Council. The Council may establish different classes and categories of membership with various privileges and responsibilities, provided that differences between or among categories of membership with respect to members' right to vote under Article VII may be established only by an amendment of these bylaws.*

[end of article]

Article IX (Current)

Dues and Privileges of Members

Section 1. Any applicant shall be admitted to ordinary membership immediately upon election by the Council (Article VIII) and the discharge within sixty days of election of the first annual dues. Dues may be discharged by payment or by remission when the provision of Section 7 of this Article is applicable. The first annual dues shall apply to the year of election, except that any applicant elected after August 15 of any year may elect to have the first annual dues apply to the following year.

Section 2. The annual dues of an ordinary member of the Society shall be established by the Council with the approval of the Trustees. The Council, with the approval of the Trustees, may establish special rates in exceptional cases and for members of an organization with which the Society has a reciprocity agreement.

Section 3. The minimum dues for a contributing member shall be three-halves of the dues of an ordinary member per year. Members may, upon their own initiative, pay larger dues.

Section 4. The minimum dues of an institutional member shall depend on the scholarly activity of that member. The formula for computing these dues shall be established from time to time by the Council, subject to approval by the Board of Trustees. Institutions may pay larger dues than the computed minimum.

Section 5. The privileges of an institutional member shall depend on its dues in a manner to be determined by the Council, subject to approval by the Board of Trustees. These privileges shall be in terms of Society publications to be received by the institution and of the number of persons it may nominate for ordinary membership in the Society.

Section 6. Dues and privileges of corporate members of the Society shall be established by the Council subject to approval by the Board of Trustees.

Section 7. The dues of an ordinary member of the Society shall be remitted for any years during which that member is the nominee of an institutional member.

Section 8. After retirement from active service on account of age or on account of long-term disability, any ordinary or contributing member who is not in arrears of dues and with membership extending over at least twenty years may, by giving proper notification to the secretary, have dues remitted. Such a member shall receive the *Notices* and may request to receive *Bulletin* as privileges of membership during each year until membership ends.

Section 9. An ordinary or contributing member shall receive the *Notices* and *Bulletin* as privileges of membership during each year for which dues have been discharged.

Section 10. The annual dues of ordinary, contributing, and corporate members shall be due by January 1 of the year to which they apply. The Society shall submit bills for dues. If the annual dues of any member remain undischarged beyond what the Board of Trustees deems to be a reasonable time, the name of that member shall be removed from the list of members after due notice. A member wishing to discontinue membership at any time shall submit a resignation in writing to the Society.

Section 11. An eligible member may become a life member by making a one-time payment of dues. The criteria for eligibility and the amount of dues shall be established by the Council, subject to approval by the Board of Trustees. A life member is subsequently relieved of the obligation of paying dues. The status and privileges are those of ordinary members.

An eligible member of the Society by reciprocity who asserts the intention of continuing to be a member by reciprocity may purchase a life membership by a one-time payment of dues. The criteria for eligibility and the amount of dues shall be established by the Council, subject to approval by the Board of Trustees.

Article IX (Proposed)

Dues and Privileges of Membership

Section 1. *The Council shall establish and maintain policies and procedures governing election to the various classes and dues categories of membership, the privileges associated with the classes and dues categories of membership, and the requirements for maintenance of each category of membership, including policies and procedures governing termination or resignation of membership. Such requirements may include the payment of dues. Notwithstanding the authority granted to the Council in this Section, any differences between or among categories of membership with respect to members' right to vote under Article VII may be established only by an amendment of these bylaws.*

Section 2. *The Council may terminate the membership of an individual or organization for failure to meet the requirements of membership in Section 1, or for other reasons according to policies established by the Council.*

Section 3. *An eligible member may become a life member by making a one-time payment of dues. The criteria for eligibility and the amount of dues shall be established by the Council, subject to approval by the Board of Trustees. A life member is subsequently relieved of the obligation of paying dues. The status and privileges are those of ordinary members.*

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