



2023 *Election*

Current Bylaws (as amended November 2022)

Article I

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.

Section 2. It shall be a duty of the president to deliver an address before the Society at the close of the term of office or within one year thereafter.

Article II

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.

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.

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 corporative 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 III

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*.

Section 2. The size of each committee shall be determined by the Council.

Article IV

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.

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

Section 2. The Council shall formulate and administer the scientific policies of the Society and shall act in an advisory capacity to the Board of Trustees.

Section 3. In the absence of the secretary from any meeting of the Council, a member may be designated as acting secretary for the meeting, either by written authorization of the secretary, or, failing that, by the presiding officer.

Section 4. All members of the Council shall be voting members. Each member, including deputies, shall have one vote. The method for settling matters before the Council

at any meeting shall be by majority vote of the members present. If the result of a vote is challenged, it shall be the duty of the presiding officer to determine the true vote by a roll call. In a roll call vote, each Council member shall vote only once (although possibly a member of the Council in several capacities).

Section 5. Any five members of the Council shall constitute a quorum for the transaction of business at any meeting of the Council.

Section 6. Between meetings of the Council, business may be transacted. Votes shall be counted as specified in Section 4 of this Article, “members present” being replaced by “members voting.” An affirmative vote on any proposal shall be declared if, and only if, (a) more than half of the total number of possible votes is received by the time announced for the closing of the polls, and (b) at least three-quarters of the votes received by then are affirmative. If five or more members request postponement at the time of voting, action on the matter at issue shall be postponed until the next meeting of the Council, unless either (1) at the discretion of the secretary, the question is made the subject of a second vote, in connection with which brief statements of reason, for and against, are circulated; or (2) the Council places the matter at issue before the Executive Committee for action.

Section 7. The Council may delegate to the Executive Committee certain of its duties and powers. Between meetings of the Council, the Executive Committee shall act for the Council on such matters and in such ways as the Council may specify. Nothing herein contained shall be construed as empowering the Council to divest itself of responsibility for formulating and administering the scientific policies of the Society.

Section 8. The Council shall also have power to speak in the name of the Society with respect to matters affecting the status of mathematics or mathematicians, such as proposed or enacted federal or state legislation; conditions of employment in universities, colleges, or business, research or industrial organizations; regulations, policies, or acts of governmental agencies or instrumentalities; and other items which tend to affect the dignity and effective position of mathematics.

With the exceptions noted in the next two paragraphs, a favorable vote of two-thirds of the entire membership of the Council shall be necessary to authorize any statement in the name of the Society with respect to such matters. With the exception noted in the next paragraph, such a vote may be taken only if written notice shall have been given to the secretary by the proposer of any such resolution not later than one month prior to the Council meeting at which the matter is to be presented, and the vote shall be taken not earlier than one month after the resolution has been discussed by the Council.

If, at a meeting of the Council, there are present twelve members, then the prior notification to the secretary may be waived by unanimous consent. In such a case, a unanimous favorable vote by those present shall empower the Council to speak in the name of the Society.

If the president and the secretary agree that a statement in the name of the Society is urgently needed and waiting for the next meeting of the Council would greatly reduce the impact of the statement, then the secretary shall communicate the proposed statement to the Council (making a good-faith effort to reach all members) and hold a vote, allowing at least one day for votes to be received after the communication. If favorable votes are received from at least two-thirds of the entire membership of the Council, and no more than two votes against it are received, then the statement will be made in the name of the Society. Actions taken under this procedure shall be reviewed by the Council at its next meeting, where a favorable vote of two-thirds of the entire membership of the Council shall be necessary to keep such a statement in place.

The Council may also refer the matter to a referendum of the entire membership of the Society and shall make such reference if a referendum is requested, prior to final action by the Council, by two hundred or more members. The taking of a referendum shall act as a stay upon Council action until the votes have been canvassed, and thereafter no action may be taken by the Council except in accordance with a plurality of the votes cast in the referendum.

Article V

Executive Committee

Section 1. There shall be an Executive Committee of the Council, consisting of four elected members and the following *ex officio* members: the president, the secretary, the president elect (during even-numbered years), and the immediate past president (during odd-numbered years).

Section 2. The Executive Committee of the Council shall be empowered to act for the Council on matters which have been delegated to the Executive Committee by the Council. If three members of the Executive Committee request that any matter be referred to the Council, the matter shall be so referred. The Executive Committee shall be responsible to the Council and shall report its actions to the Council. It may consider the agenda for meetings of the Council and may make recommendations to the Council.

Section 3. Each member of the Executive Committee shall have one vote. An affirmative vote on any proposal before the Executive Committee shall be declared if, and only if, at least four affirmative votes are cast for the proposal. A vote on any proposal may be determined at a meeting of the Executive Committee, but it shall not be necessary to hold a meeting to determine a vote.

Article VI

Executive Director

Section 1. There shall be an Executive Director who shall be a paid employee of the Society. The Executive Director shall have charge of the offices of the Society, except for the office of the secretary, and shall be responsible for the general administration of the affairs of the Society in accordance with the policies that are set by the Board of Trustees and by the Council.

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.

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.

Section 4. The Executive Director shall attend meetings of the Board of Trustees, the Council, and the Executive Committee, but shall not be a member of any of these bodies.

Article VII

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 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 2. The president elect, the vice presidents, the trustees, and the members at large of the Council shall be elected by ballot. The secretary shall send notification to each member of the Society about the slate of candidates and the voting procedure on or before October 10, and legitimate ballots received by an established deadline at least 30 days later will be counted. Each ballot shall contain one or more names proposed by the Council for each office to be filled, with blank spaces in which the voter may substitute other names. A plurality of all votes cast shall be necessary for election. In case of failure to secure a plurality for any office, the Council shall choose by ballot

among the members having the highest number of votes. The secretary, the associate secretaries, the treasurer, and the associate treasurer shall be appointed by the Council in a manner designated by the Council. Each committee named in Article III shall be appointed by the Council in a manner designated by the Council. Each such committee shall elect one of its members as chair in a manner designated by the Council.

Section 3. The president becomes immediate past president at the end of the term of office and the president elect becomes president.

Section 4. On or before February 15, the secretary shall send to all members of the Council a ballot containing two names for each place to be filled on the Executive Committee. The nominees shall be chosen by a committee appointed by the president. Members of the Council may vote for persons not nominated. Any member of the Council who is not an *ex officio* member of the Executive Committee (see Article V, Section 1) shall be eligible for election to the Executive Committee. In case a member is elected to the Executive Committee for a term extending beyond the regular term on the Council, that person shall automatically continue as a member of the Council during the remainder of that term on the Executive Committee.

Section 5. The president and vice presidents shall not be eligible for immediate re-election to their respective offices. A member at large or an *ex officio* member of the Council shall not be eligible for immediate election (or re-election) as a member at large of the Council.

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.

Section 7. If any elected trustee should die while in office or resign, the vacancy thus created shall be filled for the unexpired term by the Board of Trustees.

Section 8. If any member at large of the Council should die or resign more than one year before the expiration of the term, the vacancy for the unexpired term shall be filled by the Society at the next annual meeting.

Section 9. In case any officer should die or decline to serve between the time of election and the time to assume office, the vacancy shall be filled in the same manner as if that officer had served one day of the term.

Article VIII

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.

Article IX

Dues and Privileges of Members

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.

Article X

Meetings

Section 1. The annual meeting of the Society shall be held between the fifteenth of December and the tenth of February next following. Notice of the time and place of this meeting shall be sent by the secretary or an associate secretary to each member of the Society. The times and places of the annual and other meetings of the Society shall be designated by the Council.

Section 2. There shall be a business meeting of the Society only at the annual meeting. The agenda for the business meeting shall be determined by the Council. A business meeting of the Society can take action only on items notified to the full membership of the Society in the call for the meeting. A business meeting can act on items recommended to it jointly by the Council and the Board of Trustees; a majority of members present and voting is required for passage of such an item. A business meeting of the Society can place action items on the agenda for a future business meeting. Final action on an item proposed by a previous business meeting can be taken only provided there is a quorum of 400 members, a majority of members at a business meeting with a quorum being required for passage of such an item.

Section 3. Meetings of the Executive Committee may be called by the president. The president shall call a meeting at any time upon the written request of two of its members.

Section 4. The Council shall meet at the annual meeting of the Society. Special meetings of the Council may be called by the president. The president shall call a special meeting at any time upon the written request of five of its members. No special meeting of the Council shall be held unless written notice of it shall have been sent to all members of the Council at least ten days before the day set for the meeting.

Section 5. The Board of Trustees shall hold at least one meeting in each calendar year. Meetings of the Board of Trustees may be called by the president, the treasurer, or the secretary of the Society upon three days' notice of such meetings sent to each trustee. The secretary of the Society shall call a meeting upon the receipt of a written request of two of the trustees. Meetings may also be held by common consent of all the trustees.

Section 6. Papers intended for presentation at any meeting of the Society shall be passed upon in advance by a program committee appointed by or under the authority of the Council, and only such papers shall be presented as shall have been approved by such committee. Papers in form unsuitable for publication, if accepted for presentation, shall be referred to on the program as preliminary communications or reports.

Article XI

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.

Section 2. The editorial management of the publications of the Society listed in Section 1 of this article, with the exception of the *Notices*, shall be in the charge of the respective editorial committees as provided in Article III, Section 1. The editorial management of the *Notices* shall be in the hands of a committee chosen in a manner established by the Council.

Article XII

Indemnification

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.

Article XIII

Amendments

These bylaws may be amended or suspended on recommendation of the Council and with the approval of the membership of the Society, the approval consisting of an affirmative vote by two-thirds of the members present at a business meeting or of two-thirds of the members voting in a mail ballot in which at least ten percent of the members vote, whichever alternative shall have been designated by the Council, and provided notice of the proposed action and of its general nature shall have been given in the call for the meeting or accompanies the ballot in full.

These Bylaws were last amended in November 2022 (after approval by the membership in the fall 2022 election).