

Bylaws for the PAC 12 Academic Leadership Coalition

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Article I. Name

PAC 12 Academic Leadership Coalition (P12ALC)

Article II. Mission

The mission of the PAC 12 Academic Leadership Coalition is to improve the effectiveness and responsiveness of each member institution's shared governance organization, and where commonalities occur, to facilitate cooperation that is jointly beneficial to the participants.

Article III. Membership

A. Institutional Membership

All universities within the Pac-12 athletic conference are automatically eligible for P12ALC inclusion. Other institutional members may be added to the P12ALC by a 2/3 majority vote of the membership. Accepting membership does not imply participation in any or all of the possible collaborations, nor does it require attendance at annual or semi-annual conferences. However, voting rights are only conferred upon those institutions that are in good standing, those institutions actively participating in meetings and which have paid their yearly dues. Institutions who fail to pay dues will have non-voting status until and unless dues are paid. It is expected that all members, as appropriate, shall participate in good faith in electronic correspondence and information sharing.

B. Institutional Representation

Each member institution shall have up to five representatives chosen by the institution's University Senate. In order to ensure continuity, the following suggested guidelines should be adhered to, whenever possible:

1. President/Chair of the institution's University Senate;
2. President-elect/Chair-elect of the institution's University Senate;
3. Two at-large representatives selected by the institution's University Senate (three-year term);
4. At least one full-time staff representative who works for the institution's University Senate office.

Article IV. Governance

A. Officers

All terms of office run from July 1 of a given year through June 30 of the following year. Upon the election of a president-elect, the succession shall follow the following sequence: president-elect, president concluding with the past president position.

1. **President:** one-year term, must be elected by the membership specified in Article III B. The responsibilities of the P12ALC President shall be as follows: serve as the official spokesperson for the P12ALC; preside over in-person and electronic meetings of the Executive Committee and/or the entire membership; be responsible for helping to initiate projects, and develop and implement strategic plans. The President shall also work in conjunction with host institutions to organize and plan the annual P12ALC conference and its agenda. Other duties to be determined as needed.
2. **President-elect:** one-year term, must be elected by the membership specified in Article III. The P12ALC President-elect shall help the President to facilitate the substantive discussions that occur either electronically, or at conferences and meetings. The President-elect will also serve as the spokesperson for the organization in the absence of the President, and help to coordinate member collaborations and projects. Other duties to be determined as needed.
3. **Immediate Past President:** the past President shall help the President and President-elect facilitate the substantive discussions that occur either electronically, or at conferences and meetings. The past president will also serve as the spokesperson for the organization in the absence of the President, and the President-elect. Other duties to be determined and as needed.
4. **Executive Director (ED):** three-year term, renewable once, and must be elected by the membership specified in Article III B. The P12ALC Executive Director shall coordinate P12ALC staff support, assist in collaborative project implementation, liaise with institutional member institutions, and archive all final collaborative projects developed by the membership and/or its committees. Other duties to be determined as needed.
5. **Secretary:** three-year term, renewable once, and must be elected by the membership specified in Article III B. The P12ALC Secretary shall take minutes at meetings and shall be responsible for posting and distributing them. The Secretary shall also manage membership rosters, supervise the coordination of elections, and maintain rosters for all standing and/or ad-hoc committees.
6. **Treasurer:** three-year term, and must be elected by the membership specified in Article III B. The treasurer will be responsible for the management of all P12ALC funds. The treasurer will annually develop a budget proposal for the membership to review and approve, as well as provide an annual report at the spring conference, outlining all expenditures and income.
7. **Communications Officer:** Three-year term, and must be elected by the membership specified in Article III B. The Communications officer will be responsible for oversight of the P12ALC website and other methods of communication among the members and various methods of publicly disseminating information about the P12ALC.

B. Officer Elections

1. The P12ALC member institutions shall elect officers annually at the P12ALC spring conference, or if there is no P12ALC spring conference, by May 1. Nominations shall be solicited prior to the spring conference and announced via email to all members no later than ten calendar days prior to the start of the conference, or no later than May 1 if there is no conference. Article IV D governs the voting procedures at a spring conference, and also, if it is not held. The term of office is July 1 of a given year to June 30 of the following year.

C. Officer Vacancies

If an officer position is vacated prior to the end of term, the position will be filled as indicated below. Vacated positions may come about through resignations or in dereliction of duty as determined by unanimous consent of the Executive Committee:

1. **President Vacancy:** The **President-elect** will become President, effective upon formal notice by email to the Secretary;
2. **President-elect, Executive Director or Treasurer Vacancy:** Positions will be vacant upon formal notice by email to the Secretary. During a period of one week from the date of the vacancy notice, the Secretary shall solicit nominations from each member institution and then proceed to hold an election by the voting procedure specified in Article IV D3;
3. **Secretary, Treasurer, or Communications Officer Vacancy:** The process for declaring a vacancy and filling the position shall be identical to Article IV C2 above, except that the resigning Officer will send an email to the Executive Director to declare their resignation and then the Executive Director will solicit nominations and hold the election.

D. Voting

The following voting procedures shall be adhered to:

1. **Voting Eligibility:** Each year, the membership of the organization shall be compiled and confirmed by the Secretary via email no later than Friday of the first full week of October. The correct membership roster shall be posted on the website no later than Friday of the third full week of October. Each institution has one vote which shall be the Senate president or a designee.
2. **Quorum Requirements for Voting:** For voting on business items and/or officer elections, a quorum is required. Quorum shall be set at 50% +1 of all current member institutions.
3. **Officer Elections:**
 - a. If a P12ALC Spring Conference is held and quorum is established, the secretary, or designee, shall be responsible for the execution of a secret ballot among the participating member institutions at the conference. Candidates must secure a majority of votes to be elected.

- b. If a P12ALC Spring Conference is not held, or if the conference is held but there is no quorum, then electronic voting shall occur as per Article IV D4. Candidates must secure a majority of votes to be elected.
- c. When the vote has been tallied, the Secretary shall notify the P12ALC officers. The P12ALC President shall then be responsible for announcing the winner. If electronic voting has occurred, then the President shall notify the non-elected candidates first, followed by the elected candidate, and finally, each of the P12ALC member institutions.

4. **Voting on Business Items**

- a. **Voting on Business Items in Person:** Voting on business items will require a majority vote in order to pass. The method of voting (by voice, by hand or by secret ballot) shall be determined by the President in consultation with the Executive Committee.
- b. **Electronic Voting on Business Items:** If a P12ALC Spring Conference is not held, or if a quorum is not present at the in-person meeting, then electronic voting of business items shall occur. In executing a vote on business items, the voting questions and any supporting documents shall be provided to the member institutions at least ten days prior to the designated voting day but no later than May 1st. Voting shall take place over a period of seven calendar days.
- c. When the vote has been tallied, the Secretary shall notify all of the member institutions of the outcome.

5. **Changes to the P12ALC Bylaws:** Voting shall take place as outlined in Article IV D4, with the exception that a 2/3 majority (at least 66% of the member institutions) is required in order for an item to pass.

6. **Public Statements:** Public statements may be issued by the P12ALC when 2/3 of voting member institutions vote to do so. Such statements will be on behalf of the P12ALC, and do not represent the views of member institutions.

7. **Dissolution of the Organization:**

Dissolution of the P12ALC requires a 2/3 majority (at least 66 % of the member institutions) to pass, and voting shall take place as outlined in Article IV D. The Secretary is responsible for facilitating the voting process, for tallying the vote, and for announcing the result to all member institutions. Upon dissolution of the organization, all collaborative documents, reports, and/or projects will be distributed by the Executive Director (through the Secretary) to each member institution, as applicable.

8. **Officer removal:** Voting to remove an officer from office shall adhere to Article IV D with the exception that a 2/3 majority is required in order for the motion to pass.

E. Funding

1. Dues are not required in order to participate as a P12ALC institutional member. Proposal for implementing dues and for proposed budgets indicating anticipated expenditures shall be presented to P12ALC member institutions for consideration on an annual basis. In the future, the implementation of dues shall require a change to the existing bylaws; please see Article IV F.

F. Bylaw Changes

1. Bylaws may be amended, as necessary, in order to facilitate the effective functioning of the P12ALC. Proposed bylaw changes must be presented to the Executive Director in writing. After a thorough review by the Executive Committee, the proposed bylaw changes shall be presented to the member institutions for consideration and a vote. Voting shall adhere to the procedures outlined in Article IV D.

Article V. Meetings

- A. **Annual conference:** Membership institutions shall meet in person annually in one of the following months: February, March or April (during winter or spring quarter).
 1. Ideally, the host site for the annual conference shall be proposed at the convention that is approximately two years prior to the event date. If at all possible, a potential host institution shall secure the necessary approval from its administration before presenting its proposal at the appropriate conference, when the proposal shall be acclaimed by a vote.
 2. Each member institution shall be responsible for the planning, implementation, and basic costs (not including the transportation and living expenses of attendees) when it hosts a P12ALC annual conference.
 3. Host institutions are encouraged to avoid charging a conference fee, however, this may be acceptable based on unique circumstances. All requests for charging a conference fee shall be review and approved by the Executive Committee.
 4. The host institution, in collaboration with the current P12ALC President, shall be responsible for developing the agenda and formulating the topics of discussion for a given annual conference.
 5. Each year, one teleconference meeting shall be organized in October, November or December (during fall quarter). The purpose of this teleconference is to conduct business, update members on collaborative projects, and discuss plans for the spring conference. Additional teleconference meetings may be held at any time during the academic year at the request of a member institution and with the approval of the Executive Committee.
 6. An additional in-person conference may be held in fall quarter, if it is approved by a majority vote of the institution members. The vote shall be held in accordance with the procedures set out in Article IV D.

Article VI Committees

A. Executive Committee

1. The officers of the organization (President, President-elect, immediate Past President, Executive Director, Treasurer, Secretary, and Communications Officer) shall constitute an Executive Committee authorized to carry out essential day-to-day operations and communications, as well as long-term strategic planning, as led by the President.

B. Standing committees

1. The standing committees of the organization shall be established through voting procedures specified in Article IV D. All newly approved committees shall be added to the bylaws with their date of incorporation.

C. Ad Hoc Committees and Task Forces

1. Ad hoc committees and task forces may be established by the Executive Committee, or proposed and established by member institutions through a vote, as specified in Article IV D.

D. Committee meeting formats

1. May be held in any reliable format agreed upon by the members, including in-person and/or electronically.