

BY-LAWS FOR WOMEN'S CONSORTIUM OF PENNSYLVANIA SSHE

ARTICLE I. NAME

The name of the organization will be the Women's Consortium of the Pennsylvania State System of Higher Education, herein known as THE CONSORTIUM.

ARTICLE II. PURPOSE

The purpose of the Consortium will be to further the status of all women within the Pennsylvania State System of Higher Education, herein known as SSHE. Acting upon this purpose, the Consortium will work to:

Establish an environment with the SSHE that is supportive of all women administrators, faculty, staff, and students.

Serve as an information, recommendation and advocacy resource to all agencies, boards, councils and communities seeking to understand the needs and status of women in the SSHE.

Encourage professional development and advancement of women with the SSHE.

Increase the number of women faculty within the SSHE.

Increase the number of women in the administrative positions within the SSHE.

Increase the number of women in the upper professorial and staff professional ranks with the SSHE.

Establish a Women's Center, Women's Studies Program and day care facilities for each campus.

Encourage active participation of all women on campus and statewide committees, governance and decision-making bodies.

ARTICLE III. MEMBERS

Section 1. Members of the Consortium will be those persons working and/or within the PASSHE, persons retired from the PASSHE, or former students who pay their annual membership fees.

- a. Members are eligible to vote, hold office, and serve on committees in accordance with these by-laws.
- b. Membership is not constrained by gender, age, ethnic background, race or creed.
- c. The membership year extends from September 1 to August 31.

ARTICLE IV. OFFICERS

Section 1. The officers of the Consortium will be a President, President Elect, Secretary, Treasurer and Past President. These officers constitute the Executive Council of the organization.

Section 2. Terms of office, with the exception of the Immediate Past President, will be for a two year term, with the President Elect and Treasurer elected in the even-numbers years, while the Secretary is elected in odd-numbered years. An officer whose term is completed is eligible to run for a vacant office. Term of office for the Past President is one (1) year.

Section 3. Candidates for office begin their terms upon official ~~written~~ announcement of the vote and continue until a successor is elected in accord with these by-laws. The President Elect will assume the Presidency and the outgoing President becomes Past President during the Annual Conference in even-numbered years.

Section 4. Removal from office is the same as that of Article VIII, Section 1.h, removal from the Board of Directors.

ARTICLE V. Section 1. The Nominations and Elections Committee will submit a slate of officers in accordance with these by-laws at the Annual Conference.

Section 2. Nominations from the floor will be in order until a motion to close them is passed.

Section 3. The Nomination and Elections Committee will prepare an electronic ballot with all the names of those duly nominated and email such ballots to all members.

Section 4. The election will be deemed closed one calendar weeks after the ballots are sent, this due date being publicized within the email ballot. The Chairperson of the Nominations and Elections Committee will retrieve the results submitted within the one week time limit.

Section 5. A candidate securing a majority of those ballots cast will be declared the winner, and the Chairperson of the Nominations and Elections Committee will notify candidates and the appropriate Executive Officers in an Expeditious manner. Election results will be published and sent to the membership.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. Presidential duties include, but will not be restricted to:

- a. Serving as chief executive officer of the Consortium, its representative before other bodies, the community, and chair of the Executive Council, the Board of Directors and statewide Consortium meetings.
- b. Appointing chairperson to vacancies on Standing Committees with the consent of the Executive Council, and all ad hoc committees, with the exception of the Nominations and Elections committee, and appointing such advisory and service positions as are deemed necessary.
- c. Acting as day-to-day manager of the Consortium's business, with in-put and approval from the Executive Council and Board of Directors, as provided by these by-laws.

d. Preparing the agenda for all meetings, in consultation with the President Elect.

Section 2. The President Elect's duties will include, but will not be restricted to:

- a. Acting as assistant to the President and ascending to the Presidency at the conclusion of the President's term.
- b. Acting as chief executive officer of the Consortium in the President's absence or inability to complete the term.
- c. Aiding the President in the day-to-day business of the Consortium.
- d. Appointing and serving on the Nominations and Elections Committee.
- e. Preparing, with the President, meeting agendas and receiving member recommendations and letters of member resignations.

Section 3. The Secretary's duties will include but will not be restricted to:

- a. Acting as chief executive officer of the Consortium in the absence of the President and the President Elect.
- b. Taking the minutes of all Executive Council and statewide meetings.
- c. Maintaining all correspondence required by the Consortium and/or the direction of the President or Executive Council.
- d. Receiving for storage and appropriate distribution all Consortium reports and business documents.

Section 4. The Treasurer's duties will include, but will not be restricted to:

- a. Serving as the chief executive officer of the Consortium in the absence of the President, the President Elect, and Secretary.
- b. Serving as financial officer of the Consortium with responsibility for collecting fees, paying bills, and maintaining the organizations operating accounts.
- c. Submitting a written annual report to the Board of Directors.
- d. Serving as a compiler of paid memberships and a reporter to the Board of Directors about the number and status of members and any other Membership issues.

Section 5. The Past President duties will include, but will not be restricted to:

- a. Serving as a source of continuity between out-going and new Consortium administrations.
- b. Acting as advisor to the President and the Board with respect to Consortium history, contacts and procedures.

Section 6. A vacancy in the Presidency is filled by the President Elect who completed the unexpired term before starting her/his own. A vacancy in any other office, with the exception of the Past President, will be filled by majority approval of a candidate by the Board of Directors until the next Annual Conference, at which time an emergency election by floor vote will take place for the purpose of filling the unexpired term. The vacancy of Past President will remain unfilled.

ARTICLE VII. MEETINGS

Section 1. There will be an annual business meeting of the Consortium membership held at the Annual Conference. Both the Conference and the business meetings are referred to herein as the Annual conference.

- a. The business portion of the Annual conference will receive the President's Yearly Report, the Treasurer's Report, and Reports from all chairs of Working Committees. Such reports will be presented in oral summary and in writing for the record.
- b. Notification of the Annual Conference should be announced through the newsletter or other vehicles as deemed appropriate, as far in advance as possible. The conference registration with an outline of the meeting schedule must be mailed to the memberships at least one month before the conference date. A tentative agenda for the business meeting(s) will be distributed at the conference registration table and again at the start of the meeting. The agenda may be amended at the beginning of the business meeting.
- c. Items of old and new business will be considered in open forum for member input and advice. Upon motion, the item will be sent to the Board of Directors for action. If warranted by decision of the Board, the item will be studied by the appropriate committee and then submitted where appropriate to the membership for mail referendum decision
- d. Quorum for the Annual Conference Business Meetings will consist of those members present at a meeting legitimately convened according to these by-laws but shall not be less than 25% of the membership.

Section 2. The Board of Directors will meet at least two times a year at some central location with one of those meetings coinciding with the Annual Conference.

- a. The President, in consultation with the President Elect, will prepare and send in writing the agenda, time and location at least two calendar weeks before the scheduled meeting.
- b. A quorum of the Board of Directors shall consist of six members present at a meeting publicized in accordance with these by-laws. Business, with the exception of Board member removal, will be acted upon by simple majority of those present once a quorum has been established.

Section 3. An emergency meeting of the Board or the Executive Council may be called by the President or by petition by any nine Board members, in the case of the Board meeting, or by petition of three Council members, in the case of the Council meetings. Notification may be oral but must give reasonable notice to all members.

Section 4. Ad Hoc Meetings will be called by their chairperson giving reasonable notice so that the work of the committee might be completed within plausible time.

- a. An ad hoc committee is usually disbanded when the task for which was formed is completed. But the President with the consent of the Executive Council is empowered to disband the committee at any time.

Section 1. The board of Directors, all of whom must be members in good standing of the Consortium, will consist of the Executive Officers, the Chairpersons of the Working committees, the Conference Coordinator, the Newsletter Editor and one member from each of the fourteen universities. Such members from each of the fourteen universities, called Campus Contacts herein, will be selected by the individual campuses according to local custom

- a. The President will appointment the Working Committee Chairperson for a term not to exceed three years or the time of the next scheduled review of Working committees (see Article IX. Section 2), with the approval of the Executive Council. Terms will commence as soon as the President elect has assumed the Presidency, appointed the chairpersons, and received the approval of chairperson by the Executive Council.
- b. Working Committee Chairpersons may appointment their own working committees to help them carry out the duties of their charge. Membership on such Committees however should be drawn from suggestions compiled from each region.
- c. The President will appoint, upon recommendation of the local consortium hosting the conference and with the approval of the Executive Council, a Conference Coordinator for a one-year term. The Conference Coordinator will facilitate, coordinate, and oversee the planning of the Annual Conference, and will provide consultation for the planning of regional conferences.
- d. The Campus Contacts or their alternates will serve as prime representatives of and information resources to their individual campuses.
- e. The President will appoint, with approval of the Executive Council, a “Newsletter” Editor for a term to coincide with that of the other standing committee chairpersons. The “Newsletter” will be published at least twice a year, and the Editor will solicit information, articles, features and notice of events from each campus for possible publication. It is the Editor’s decision as to final selection of the “Newsletter” material, layout, style, as well as to its preparation and distribution.
- f. The Board will assist the President and the Executive Council in all business of the Consortium, approve budget, act of recommendations to be brought before the membership and rule on officer/chairperson removal
- g. A Quorum of the Board of Directors shall consist of six members present at a meeting publicized in accordance with these by-laws. Business, with exception of Board member removal, will be acted upon by simple majority once a quorum has been established.
- h. The Board will rule on proposals to remove any officer or chairperson formal or misfeasance of duties, but removal must be by vote of 2/3 of the total Board

ARTICLE IX. COMMITTEES

Section 1. The Executive Council. The Executive Council consists of the elected officers who, in addition to their duties of office, assist the President in day-to-day administration of the Consortium, as the President chooses. The “Newsletter” Editor will attend meeting of the Executive Council as a non-voting advisor and information source.

Section 2. Working Committees. Working Committees shall be formed, evaluated, and reinstated or dropped every three years. Chairs will consist of members of the Consortium responsible for

performing the duties described in a charge submitted to them by the President and Executive council. Beginning in 1995 and every three years thereafter, the Consortium Board at its annual meeting in the Spring will include as part of its agenda the review of committee structure for the following three-year period. Chairs of committees will conduct the business of their committee as is appropriate to the task assigned.

Section 3. Ad Hoc Committees. Ad Hoc Committees may be formed by the Consortium President with the approval of the Executive Council during any three-year period to address emergency or developing needs and concerns of the Consortium. Said committees will be subject to the same procedures for evaluation as Working Committees. At the time of the three year review (see ARTICLE IX. Section2.), Ad Hoc Committees may be moved to the status of Working committees, be reinstated as Ad Hoc Committees, or be dropped.

ARTICLE X. PARLIAMENTARY AUTHORITY

Section 1. All Executive Council and Annual Conference meetings must be conducted according to the rules contained in the current edition of Henry Robert's Rules of Order or Alice Sturgis' Standard Code of Parliamentary Procedure in all cases to which they are applicable and in which they are not inconsistent with these by-laws.

- a. Announcement of the selection of either Robert or Sturgis must be done at the Annual conference by the President or appointed Parliamentarian, and that selection remains in effect until the following Conference.

ARTICLE XI. ADOPTION AND AMENDMENT OF BYLAWS

Section 1. These by-laws will be adopted by a majority of those casting mail ballots in the fall of 1986. They may be amended thereafter by a two thirds vote on members casting ballots, assuming such proposed by-law changes have been recommended by a duly appointed Committee, approved by the Board of Directors, and sent to members for approval or disapproval. When approved, the amendment takes effect immediately.

Amended: November 1990
Amended: November 1995
Amended: May 2005
Amended: November 2009
Amended: September 2013