1981

SEAALL Constitution and Bylaw Revision Materials, 1981

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MEMORANDUM

TO: ROBIN MILLS, PRESIDENT - S.E.A.A.L.L.
FROM: J. LAMAR WOODARD, CHAIRMAN - CONSTITUTION COMMITTEE
DATE: JUNE 16, 1981
RE: TIME FOR HOLDING BIENNIAL ELECTIONS

The S.E.A.A.L.L. Constitution, as published in the Membership Directory 1981, does not provide for the time or manner of holding the biennial elections. The provisions in Art. V apply only to special elections to fill unexpired terms of office.

Art. III, §1 of the Bylaws provides that the Nominating Committee shall submit the names of the nominees for Vice-President and Secretary-Treasurer at least 45 days prior to each even year annual meeting and §2 provides that the officers shall be elected biennially in May by mail ballot.

Art. II, §1 provides that an annual meeting shall be held at such time and place as the Executive Committee shall determine.

The Executive Committee might determine that the 1982 annual meeting should be held in January, February, March or April. If so, you would have to appoint a Nominating Committee which would report at least 45 days prior to the annual meeting. Even so, the election could not be held until May 1, 1982. The new officers could take office at the meeting held in conjunction with the A.A.L.L. Meeting if the Executive Committee designates the A.A.L.L. Meeting as the annual meeting and the election process would not be affected.

In order to make any substantial change in the election process, the provision of Bylaw Art. III, §2 would have to be changed to eliminate the requirement that the election be held in May. Bylaws Art. IV, §1 provides that 30 days written notice be given members before a proposed amendment is voted on at a chapter meeting. The chapter is scheduled to meet on August 14; therefore, notice of proposed amendments could be mailed as late as July 14.
The attached proposal and explanation are an effort to correct some of the problems I have encountered since holding this office. They have been discussed at our committee meetings; I am attempting to actually do something about them. Since one of the amendments necessary to correct the situation is an amendment to the Constitution, it can only be proposed by the Executive Committee or 10% of the chapter membership. I am asking that you endorse these amendments as an Executive Committee proposal so that we can accomplish this before we leave office. They should be published in the next Newsletter, deadline October 1, to allow time for comments in the following Newsletter and then can be presented at the Chapter Meeting in March. If you concur, please so indicate and return to me as soon as possible. I would appreciate your comments in any event.
PROPOSED AMENDMENTS TO THE CONSTITUTION AND BYLAWS

I propose the following changes to facilitate the election of officers; the language in the Constitution and Bylaws is both confusing and incongruous. The Bylaws provide for the election of officers in May but allow names to be submitted for nomination up to 45 days before the 'annual meeting'. The term 'annual meeting' obviously refers to the meeting of the chapter that has been held in August. This allows nominations to be made up to the end of June while the election takes place in May.

The only use of the term 'annual meeting' is in reference to the election of officers. All other references to meetings refer to 'a chapter meeting' or 'a meeting of the chapter'. The Executive Committee designated the chapter meeting at the AALL Meeting next June as our 'annual meeting' so that we can change officers then in accordance with the Constitution and Bylaws. The only constant date for a chapter meeting is the meeting in conjunction with AALL if our second chapter meeting might fluctuate from Spring to Fall. Therefore, I propose changing the language so that our officers continue to change at the chapter meeting following their election in May. It seems only appropriate to have the new officers installed at the first chapter meeting following their election.

We have two chapter meetings annually, one of which is held at the AALL Meeting. The attendance at these meetings has been the same; the Constitution and Bylaws can be amended at either meeting. Since both chapter meetings are treated the same in every way except for the installation of officers, I feel that we should rid ourselves of the incorrect term 'annual meeting'.
PROPOSED AMENDMENT TO THE BYLAWS

Article III: Section I.

a. Nominating Committee

"The president shall appoint a nominating committee who shall submit the names of a candidate or candidates for each of the following offices to the president at least 45 days prior to each even year annual meeting:"

Proposed change:

"The president shall appoint a nominating committee who shall submit the names of a candidate or candidates for each of the following offices to the president by May 1 of the year each officer is elected according to the Constitution."

Article III: Section II. Method of Election

"The officers shall be elected biennially in May by mail ballot."

Proposed change:

"The officers shall be elected in May by mail ballot."
PROPOSED AMENDMENT TO THE BYLAWS

Article II: Section I:

"An annual meeting of the Chapter shall be held at such time and place as the Executive Committee shall determine. A Chapter meeting shall be held at AALL National Conventions, when the Convention schedule permits, for the purpose of discussing future programs and projects and submitting progress reports on Chapter activities. The Executive Committee shall be charged with the duty of scheduling and making arrangements for such meetings; and attendance at these meetings shall not be confined to the Executive Committee, but extended to the entire membership."

Proposed Change:

"There shall be two Chapter Meetings annually. A Chapter Meeting shall be held at AALL National Conventions and a Chapter Meeting shall be held at such time and place as the Executive Committee shall determine. The Executive Committee shall be charged with the duty of scheduling and making arrangements for such meetings."

PROPOSED CONSTITUTIONAL AMENDMENT

Article V: Section 6.: "Terms of office. All officers and members of committees shall serve from and after the first annual meeting held after their election or appointment and until their successors are elected or appointed, and qualified."

Proposed change:

"The new officers shall be installed at the conclusion of the Chapter Meeting following their election."
I think that two years is long enough to ask one person to serve as an officer of SEAL. We have lots of capable people in our Chapter and we should use them. I believe that asking one person to plan the program two years in a row is a burden in itself, but to then expect them to serve another two years as president is too much. I propose as an alternative to shorten all officers terms to two years. The vice-president should serve one year and then move up to be president for one year. This continuity is needed for the Executive Committee to carry out its plans. This would mean, however, that we would have an annual election for vice-president and a biennial election for secretary-treasurer. The committee structure also needs the continuity of a two year term to get anything done. Possibly the president and vice-president could work together on committee appointments. A Constitutional amendment requires 10% of the membership's endorsement for proposal. If you concur with the following, please let me know.

PROPOSED CONSTITUTIONAL AMENDMENT

Article V: Section 1.

"... The officers shall hold office for two years. The vice-president - president elect shall serve as vice-president and shall automatically become the president after two years and shall serve during the third and fourth years following his or her election..."

Proposed change:

The vice-president - president elect shall serve as vice-president and shall automatically become the president after one year and shall serve during the second year following his or her election. The secretary-treasurer shall serve for two years.
Memo --

from the desk of ...  
ANNE SLAUGHTER

Lamar:

I am sending you copies of:
1- a memo to the executive committee
2- an article i have written for the Newsletter.

Since they both pertain to the Constitution and Bylaws, I wanted you to see them. I know we need alot of work in that area, but these were things that had come up in our Exec. Com. meetings and I wanted to see them done while we were officers and were aware of the problems. This chapter sometimes has a way of putting things off and I am trying to keep that from happening again. Please don't feel that I am jumping in on your committee's activities. But I feel that in order to give the proper time for communication and response, this must be done now. Please look these over and let me know your thoughts. Thanks.

Anne

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Anne Slaughter Towles
McCollister, McCleary, Fazio, Mixon
Holliday and Hicks
Box 2706
Baton Rouge, LA 70821

Dear Anne:

I have long felt that the four year term for Vice President/President of SEAALL was too long but I thought I was the only one who thought so.

Your proposed amendment to Const. Art. V, Sec. 1 will do the trick. I suggest adding the word "so" between shall and serve in the third line. Art. V, Sec. 2 of the Const. will also need to be amended to change "for no more than four years" to "for no more than two years."

Thus, the proposed Constitution Art. V, Secs. 1 and 2 would read:

Section 1. The officers shall consist of a president, vice president - president elect and a secretary/treasurer. The vice president - president elect shall serve as vice president and shall automatically become the president after one year and shall so serve during the second year following his or her election. The secretary-treasurer shall serve for two years. The officers shall serve without compensation. The officers shall perform the duties usually pertaining to their respective offices.
Section 2. In the event that the president resigns prior to the completion of a regular term, or is otherwise unable to perform the duties of the office in the judgment of the Executive Committee, the vice president - president elect shall automatically assume the presidency and shall serve therein until his original presidential term would have expired, or for no more than two years, whichever is shorter. A special election would be held to fill the office of vice president - president elect upon the assumption of the office of president by the vice president - president elect.

The necessary change in Constitution, Art. V, Sect. 6 can be achieved by omitting the words "and members of the committees" and "annual" so that the section reads:

Art. V: Officers

Section 6. Terms of office.
All officers shall serve from and after the first meeting held after their election or appointment and until their successors are elected or appointed, and qualified.

To make the bylaws conform, the following changes should be made: As you suggest, the 45 days in Bylaws, Art. III, Section I (a) should be changed to May 1. However, the words, "according to the Constitution" should be eliminated. Bylaws, Art. III, Section II should state the year in which the secretary-treasurer is elected. I suggest the following:

Article III: Nominations and Elections
Section I
a. Nominating Committee
The president shall appoint a nominating committee who shall submit the names of candidates or a candidate for each of the following offices to the president by May 1 of the year in which the officer is elected.
Vice President - President Elect
Secretary-Treasurer
b. Additional nominations
Additional nominations may be made by any member by communicating in writing such nomination to the president.
Section II. Method of Election
The vice president - president elect shall be
elected by mail ballot in May of each year.
The secretary-treasurer shall be elected by
mail ballot in May of each even-numbered year.

Subsection (b) really has no meaning if the
nominating committee does not report until May 1 and
if the names are not communicated to the membership.
I suggest that the return date should be April 1 or
even March 1 in order to give meaning to Subsection b

I do not see the need for the proposed change in
Article II, Section I of the Bylaws and would oppose the
suggested amendment.

Sincerely,

J. Lamar Woodard
Law Librarian and
Professor

JLW/vw

cc: Robin Mills
University of South Carolina

Michael Beaird
University of Mississippi