

# Bylaws of The Emeriti Academy at Case Western Reserve University

October 13, 2016

## ARTICLE I. FORMATION

The name of this organization shall be The Emeriti Academy at Case Western Reserve University (the Academy). The Emeriti Academy shall function under the auspices of the Office of the Provost at Case Western Reserve University (CWRU).

## ARTICLE II. PURPOSES

The purposes of the Academy include the following:

- a. Encourage and facilitate retired faculty's involvement with students, junior faculty, alumni, faculty governance, university administration, and the greater CWRU community.
- b. Support the university through the continuation of research and scholarly pursuits including publications and external funding.
- c. Serve as an incentive for retiring faculty to remain affiliated with the university.
- d. Identify and advance the continuing intellectual interests of retired faculty.
- e. Facilitate the service of retired faculty to the university, community and society.
- f. Help disseminate retirees' accumulated knowledge, wisdom and expertise under the aegis of CWRU.
- g. Provide a seamless transition for faculty into retirement as well as a focal point for activities and social interaction.

## ARTICLE III. Membership

**Section 1.** Regular Members: All CWRU faculty and administrators with Emeritus status are automatically considered regular members of the Academy.

## **Section 2. Associate and Special Members**

- a. *Associate Members*: Any retired member of the CWRU University Faculty without emeritus/emerita status, but who was a voting member of the University Faculty as that term is defined under Chapter 2, Article I, Secs. A and B of the CWRU Faculty Handbook prior to retirement, may apply to be an associate member of the Academy. Retired faculty of other colleges or universities with emeritus/emerita status may also apply to be associate members of the Academy. Upon approval of the chair (with concurrence of the Academy Executive Committee) associate members shall have the rights and privileges of regular members, except the right to vote or hold office.
- b. *Special Members*: Other individuals who support the purpose of the Academy may apply to or be invited by the chair of the Academy (with concurrence of the Executive Committee) to become special members. Special members may participate in all functions of the Academy but may not vote or hold office.

**Section 3.** Spouses, partners or guests of members or spouses or partners of deceased members of the Academy may participate in activities during the year. These individuals may not vote or hold office.

**Section 4.** Meetings: There shall be at least one meeting of the Academy membership each year. Associate and special members shall be invited to attend but may not vote. Additional meetings may be called by the chair of the Executive Committee, by the Provost, or by ten percent of the regular members of the Academy who shall state the purpose of the proposed meeting. All meetings shall be announced at least 30 days in advance by email to the membership and by posting on the Emeriti Affairs section of the CWRU website.

## **ARTICLE IV. Organization**

The Academy is subject to all university regulations and shall be administered by a chair and an Executive Committee, subject to the administrative and budgetary purview of the Office of the Provost.

## **ARTICLE V. Chair**

### **Section 1. Election of Chair and Staff**

- a. The chair shall be elected from among the emeritus/emerita members of the Academy Executive Committee.

- b. The chair shall be elected by the Executive Committee and may be removed by the Executive Committee.
- c. The chair shall be assisted by staff within the Office of Emeriti Affairs or as otherwise provided by the Provost.

## **Section 2. Duties of the Chair**

- a. Serve as the official representative of the Academy to the university administration and as the spokesperson for the Academy.
- b. Provide leadership for Academy programs and activities and communicate with the membership regarding activities through appropriate vehicles.
- c. Call all regular and special meetings of the Academy and preside at these meetings.
- d. Call meetings of the Executive Committee (see Article VI).
- e. Bring before the Executive Committee the names of individuals who are being considered to be associate or special members of the Academy.
- f. Be responsible for preparation and maintenance of the minutes of the meetings of the Academy and the Executive Committee.
- g. Appoint committees (including their chairs) as are necessary to implement the objectives of the Academy.
- h. Oversee all finances of the Academy and prepare an annual finance report for the Provost and the Executive Committee.
- i. Prepare an annual report of the activities of the Academy for the membership and the Provost.

## **ARTICLE VI. Executive Committee**

### **Section 1. Members of the Executive Committee**

- a. The Executive Committee of the Academy shall consist of; one emeritus/ emerita member from each of the eight CWRU Constituent Faculties (as defined in the CWRU Faculty Handbook), except that there shall be two members from the School of Medicine (one from a clinical science department and the other from a basic science department) and two from the College of Arts & Sciences; and two CWRU Distinguished University Professors (the DUP members). Notwithstanding the above, except in the case of a DUP member, at no time shall there be more than two members of the Executive Committee from any of the eight CWRU Constituent Faculties. In addition, the Provost of CWRU (or their designee) and the current CWRU Emeriti Marshal shall be ex-officio members of the Executive Committee, but without voting rights. Otherwise, and unless provided by these By-Laws or by resolution of the Executive Committee, each

member shall have one vote on every matter brought to it for resolution; also, and unless otherwise provided by these By-Laws or by resolution of the Executive Committee, a majority of votes at a duly constituted meeting or of the full Committee in writing, shall prevail.

- b. Emeritus members of the Executive Committee shall be elected by the membership, following nominations by a Nominating Committee (a subcommittee of the Executive Committee). The DUP members shall be chosen from among the group of CWRU Distinguished University Professors to serve as members of the Executive Committee. Emeritus and DUP members of the Executive Committee shall serve three-year terms and may serve one consecutive additional term. Emeritus member terms shall be staggered. All members will be eligible to serve again after the lapse of one year following the expiration of two consecutive terms. All elections to membership to the Executive Committee shall be held on or before August 1 of each calendar year; with terms beginning September 1.
- c. In the event of a vacancy of an emeritus member of the Executive Committee the Executive Committee, in consultation with the Nominating Committee, shall appoint a new member who shall serve for the remainder of the original member's term. The new member may not serve a second term unless elected by the membership. In the event of a vacancy of a DUP member of the Executive Committee, the group of CWRU Distinguished University Professors shall select a replacement for the remainder of the original DUP member's term and the replacement may serve a second term.

## **Section 2. Duties of the Executive Committee**

- a. Provide advice and counsel to the chair on the Academy's programs, offerings, activities, membership and operational issues.
- b. Provide opportunities for the membership to be involved within the academic community.
- c. Strive for success of the Academy through active participation, recruitment and stewardship activities.
- d. Prepare appropriate items of business to be brought before the membership.
- e. Manage all other matters of the Academy.

## **Section 3. Operations of the Executive Committee**

- a. The officers of the Executive Committee shall consist of the chair, the chair-elect, who shall also serve as vice-chair, and the immediate past-chair. The officers shall serve one-year terms in each position regardless of prior time on the Executive Committee

- b. The Executive Committee shall vote annually to elect the chair-elect who shall also serve as vice-chair, from candidates submitted by the Nominating Committee in consultation with the Executive Committee.
- c. If the chair is unable to complete his/her term, the vice-chair shall assume the position of chair and the Executive Committee, in consultation with the Nominating Committee, shall elect a new vice-chair. The election may be held at a meeting of the Executive Committee or by electronic ballot.
- d. The Executive Committee shall meet at least three times a year and meetings shall be called by the chair.
- e. Members of the Executive Committee shall serve on committees as appointed by the chair.

## **ARTICLE VII. Quorum and Voting**

### **Section 1. Meetings of the Membership**

- a. If the chair of the Executive Committee and a majority of regular members are present at an Academy meeting, a matter requiring a vote of the full membership may take place at the meeting. The affirmative vote of the majority of votes cast (by regular members present) shall be necessary for the adoption of motions. This subsection does not apply to motions concerning a change to the Bylaws (Article X).
- b. Except as provided in paragraph a. above, matters requiring a vote of the full membership (i.e. election of Executive Committee members, dissolution of the Academy and other matters as determined by the Executive Committee) shall be by electronic ballot to all regular members and shall require the approval of sixty percent of those members returning ballots. Votes on changes to the Bylaws shall be by electronic ballot but require the approvals provided in Article X.

### **Section 2. Meetings of the Executive Committee**

- a. A quorum shall consist of a majority of the Emeritus and DUP members of the Executive Committee.
- b. A majority of votes cast by all committee members present shall be necessary for the adoption of motions. This does not apply to motions concerning the Bylaws (see Article X).

## **ARTICLE VIII. Ways and Means**

### **Section 1. Finances**

- a. The chair shall submit to the Provost an annual budget for Academy expenses.
- b. Contributions from the membership may be solicited by the chair.

### **Section 2. Facilities**

- a. The university, through the Office of the Provost, shall provide space for use by the chair and the administrative staff.
- b. The chair shall request the university to provide additional space and facilities for use by members of the academy to aid in achieving the goals of the Academy.

## **ARTICLE IX. Miscellaneous**

**Section 1.** Rules of Order: Meetings of the Academy and the Executive Committee shall be conducted under the latest edition of Robert's Rules of Order Newly Revised.

**Section 2.** Logo: The Academy will have a distinctive identifying logo as permitted under university guidelines.

**Section 3.** Definition: The term "present" when used in these Bylaws with respect to quorums and voting shall include all members in attendance either physically or electronically.

## **ARTICLE X. Changes to the Bylaws**

**Section 1.** Amendments: Adoption of amendments to the Bylaws requires the approval of the following:

- a. The Executive Committee by two-thirds of the votes cast by all Executive Committee members at the time of the vote, and
- b. Regular members of the Academy by two-thirds of the votes cast.

**Section 2.** Dissolution: Dissolution of the Academy requires the same approval procedure as amendments to the Bylaws.

Revisions-

Revised by a vote of the Emeriti Academy Membership:

11/2/2017 (ARTICLE VI. Executive Committee, Section 1. Members of the Executive Committee)

Revised by a vote of the Emeriti Academy Membership:

8/11/2020 (Article VI. Executive Committee Section 1. Members of the Committee a) & b)