



Understanding the By-Laws (as amended, October 20, 1989)

Principles and vs. Practices

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WHAT ARE BY-LAWS? As a “Corporation,” Earlham (which includes Earlham College, Earlham School of Religion [ESR] and Conner Prairie) has legal obligations to create a set of by-laws. These by-laws, created by the Board of Trustees, are legally binding and explain the role of administrators, the structure of Earlham, and the internal dynamics of the board (i.e. its internal committee structure). As By-Laws go, Earlham’s are not very special or unique except a few notable points (see below).

Copies of the by-laws can be found in the President’s office (ask the President’s secretary for a copy) or at: <http://www.earlham.edu/~esg/by-laws.htm>

WHO IS THE BOARD OF TRUSTEES? The Board of Trustees, which retains “ultimate authority”¹ for the administration of Earlham, consists of up to 24 members:

- ❖ Six (6) appointed by Indiana Yearly Meeting of Friends
- ❖ Six (6) appointed by Western Yearly Meeting of Friends
- ❖ Four (4) elected by the Earlham Alumni Association
- ❖ Up to seven (7) Trustees-at-Large nominated by Earlham Board of Trustees and approved by Indiana and Western Yearly Meetings
- ❖ And one ex-officio member: The President of Earlham (unless “personally concerned”).

WHEN DOES THE BOARD OF TRUSTEES MEET? “There shall be three regular meetings of the Board of Trustees each year; one in the fall, one in the Winter, and one in the Spring.” Generally, two times a year the meeting is at the college campus.

WHERE DO STUDENTS RELATE TO THE BOARD? Every standing committee in the board is allowed to invite (silent) participants to the meetings. The *College Committee*, with specific oversight for Earlham College, has responsibility to inform the Board about “important initiatives and concerns of the Faculty and students” and will “maintain good communications with” – among others – students.² Yet, most students have never met the College Committee or, for that matter, other members of the Board.

Earlham Student Government has represented college students at the meeting as “silent observers”; in the past they have been periodically invited to give presentations, updates and address concerns.³

Board books contain information about the board meetings and what is happening (i.e. tuition increase). An info sheet written by ESG '01 explains more about how to read these books. Old board books can be found in the ESG office, President’s office, the Archives, and Student Development.⁴

¹ Student Handbook 2000-2001, page 30. All other quotes are from the by-laws.

² The College Committee has to send a report to the Board on how the college is doing – including its relationship to students. Where does the document go? Can students see it (in whole or parts)? Can students give input to it?

³ ESG has experiences of being left out of the loop with regards to timely announcements for the board meeting.

⁴ New board books can sometimes be found at the President’s office. They arrive 10 to 2 weeks before the meeting.

Article II of the By-Laws explains the roles of faculty (administrative and teaching faculty).

Section 1. Organization of the Faculty

The members of the Earlham Faculty shall be classified as follows:

- 1. Administrative officers, responsible for organization and carrying forward the work of Earlham**
- 2. Instructional staff, consisting of professors, associate professors, assistant professors, instructors, and lecturers.**

Earlham is unique in that it does not separate administration and teaching faculty. Ideally, this structure encourages for administration and faculty to not become as polarized as they are in other colleges and institutions. A question this raises is how are administrative officers responsible for “carrying forward the work of Earlham”? Another thing to recognize is that teaching faculty (“instructional staff”) are not lumped together equally as professors but a hierarchy of professorship. Pay is directly correlated to this status, which is strongly related to length of teaching at Earlham College.

Section 2. Responsibilities of the Faculty

The Faculty, for the purpose of transaction of business, shall consist of both the administrative and instructional personnel. The Faculty is authorized and empowered to prescribe courses of instruction, to adopt academic methods and to carry on all of the educational functions of the institution for the best interest thereof, except where the Board may take general or special action in reference thereto. The Faculty shall have oversight of the non-academic life on the College campus with such delegation of responsibility to committees or organizations from the Earlham community, including its student body, as is deemed appropriate.

As a highlight, the Faculty, defined as both administration and professors, have the “oversight of the non-academic life on the College campus...including its student body.” As the *only* place students’ role is mentioned in the by-laws, it explains that the student body does not hold any legally binding equal footing with Earlham (at least students get mentioned, unlike hourly staff!). This contrasts with student’s interpretation of Earlham College’s Student Handbook. It also emphasizes the point that the Board retains ultimate authority (“except where the Board...”).

Section 3. Responsibilities of the President

The President shall be named by the Board of Trustees to serve as the chief executive officer of Earlham. The President shall appoint the other administrative officers of Earlham subject to other provisions of the By-Laws. The President shall attend the meetings of the Board of Trustees, with the full power and responsibility of a Trustee except that the President shall not vote when personally concerned. The President shall be the Board’s principal advisor on all matters pertaining to the educational programs and the general welfare of Earlham and shall make recommendations for the proper conduct of the institution. The President may act with freedom from interference by the Board within lines of general policy laid down by the Board, but upon any particular matter upon which the Board may have passed, the President shall follow the specific action taken.

The President will determine administrative officers, be an ex-officio member of the Board, be an advisor to the Board, and “act with freedom from interference by the Board” within Board policy. This is vague for the *only* known location of a job description. How does the President relate to the Faculty (a member, facilitator, or authority)? What does the President *do*? Does he [sic] have any ethical responsibilities?

Section 4. Administration of Earlham.

A major role of leadership in the educational and museum program must inevitably rest with the President, under the policies of the Board of Trustees. In the administration of that educational and museum program, as with the fiscal and developmental aspects, however, responsibilities must be shared among other administrative officers and faculty committees. The President shall present to the Board once a year a report on the organizational, administrative, and committee structures and their functioning, along with the names of those on each committee and in each major position.

Care shall be taken to see that there are clear delegations and responsibility and authority for establishing and maintaining educational and museum standards, for supervising the curriculum and the work of the Registrar, for maintaining close and helpful associations with the members of the Faculty in their teaching capacity, their research and field projects, and in relation to their salaries and working conditions, and for supervision of the fiscal and developmental activities.

It is unclear if it is saying the President shall be the one to “see that there are clear delegations.” It is also unclear in that its use of “Faculty” here is, in context (i.e. “teaching capacity”), only referring to teaching faculty.

(a) Provost and Dean of Academic Affairs

The Provost and Dean of Academic Affairs shall be named by the Board of Trustees on recommendation of the President after Board consultation, and shall serve in the place of the President in the absence or inability of the President to serve. Under the general direction of the President, the Provost shall coordinate the recruiting of the teaching faculty, working closely with the President, department conveners, and faculty committees. The Provost shall maintain liaison with departmental conveners, and faculty committees. The Provost shall maintain liaison with departmental conveners and directors of special programs, the Librarian, and other academic administrators in the preparation of departmental and program budgets. The Provost shall be intimately involved in educational policy development, working with the appropriate faculty committees, the President, and the Board of Trustees.

In most colleges, the Provost and Dean of Academic Affairs are two entirely separate roles. At Earlham, this role is involved in recruitment of teaching faculty as well as faculty salaries (“departmental and program budgets”) and many curriculum decisions (working with “departmental conveners”). The Provost’s role as serving in the place of the President is relevant and has historical (and therefore contemporary) significance.⁵

(b) The Vice President for Financial Affairs

The Vice President for Financial Affairs shall be named by the President subject to the approval of the Board of Trustees, and shall serve as the chief financial and business officer of Earlham, and Treasurer of Earlham College, under the general direction of the President, and shall receive and have general charge of all the funds of Earlham (except those endowment funds which are held and managed by the Directors of the Earlham Foundation) and shall invest such funds in accordance with the guidelines established by the Investment Committee of Earlham.... The Vice President for Financial Affairs shall have supervision of the auxiliary services and of all the buildings, grounds, and lands belonging to the institution, except as may otherwise be specified by action of the Board. The Vice President for Financial Affairs shall attend meetings of the Property and Finance Committee, and is invited to sessions of the full Board.

⁵ For an example, see <http://www.earlham.edu/~esg/sodexho.htm#Diversity> or find May 1994 documents of Multicultural Alliance (MCA) “demands” (“needs”) and the Provost’s response in place of the President.

The VP of Finance, whose job description here is severely edited to cut off money-related details, is responsible for all financial transactions as well as “have supervision” of “buildings, grounds, and lands” (“except as may otherwise be specified by action of the Board” – re-emphasis of this unilateral authority). The VP shall mainly follow the “general direction of the President” except in the investing of funds in which the VP shall follow the guidelines of the Investment Committee of Earlham. The Investment Committee seriously considers the *policy* set by the Investment Responsibility Committee.⁶ No committee with student representation is explicitly mentioned in the by-laws.

(c) Vice President for Institutional Advancement

The Vice President for Institutional Advancement shall be named by the President subject to the approval of the Board of Trustees, and shall have, under the general direction of the President, responsibility for:

- **Furthering the institutional advancement program, cooperating with the Development Committee of the Board, and servicing the various volunteer and faculty and student committees and individuals who work toward building up the resources of Earlham through bequests, annuity funds, scholarships, or gifts for endowment, buildings, or equipment,**
- **Alumni, public, and press relations, community relations and official Earlham publications related to those areas. The Vice President for Institutional Advancement shall attend meetings of the Development Committee and is invited to attend sessions of the full Board.**

(d) Vice President of Earlham and Executive Director of Conner Prairie

The Vice President of Earlham and Executive Director of Conner Prairie shall be named by the President after consultation with the Conner Prairie Advisory Council, subject to approval of the Board of Earlham, and shall serve as administrative officer of the museum under the general direction of the President. The Executive Director of Conner Prairie shall attend meetings of the Conner Prairie Committee of the Board and is invited to attend sessions of the full Board.

Article III: Degrees

All candidates for degrees shall be reported by the Faculty to the Board of Trustees with recommendation for action thereon.

Article IV: Bequests and Gifts

All assets coming to Earlham by bequests, gifts, deferred gifts, and any other form of donation shall be made a matter of record in the books of accounts of Earlham; the Board to authorize disposition of same, subject to the direction of the donor.

The Board and Faculty have to approve all candidates for degrees. There has never been a problem with this system. Article 4 emphasizes the point via “subject to the direction of the donor,” that donors can give money to Earlham for a specific program, department, or building project. An oral story that I have heard explains the point – one donor for over a decade has given to the “GLBT Fund” at Earlham. There is no GLBT fund. Because the money was marked for GLBT funding, it has to go to that work. It has therefore gone to buy GLBT library books. Other such directing of money has happened with BLAC, ASU, and Multicultural Affairs.

⁶ For more info on the Investment Responsibility Committee see: <http://www.earlham.edu/~invest> or <http://www.earlham.edu/~esg/standing.htm>