

December 5, 2019



# School of Public & International Affairs

## UNIVERSITY OF GEORGIA

School of Public and International Affairs (SPIA)  
The University of Georgia  
Candler Hall  
Athens, GA 30602  
706-542-2059

[www.uga.edu/spia](http://www.uga.edu/spia)

### BYLAWS FOR THE SPIA FACULTY, AS AMENDED IN FEBRUARY 2017, APRIL 2018, AND DECEMBER 2019

#### **Article 1: The Faculty of the School of Public and International Affairs.**

##### Section 1. The Faculty.

As defined by the Academic Affairs Policy Manual of the University (1.02), the Teaching Faculty (hereinafter, “the Faculty”) Ranks consist of Professors, Associate Professors, Assistant Professors, Instructors, Lecturers, Senior Lecturers, and Academic Professionals. The Tenured and Tenured-Track Faculty of the School of Public and International Affairs (hereinafter, “SPIA”) shall consist of all Professors, Associate Professors, and Assistant Professors in tenured or tenure-track positions. Unless otherwise noted, for purposes of this document the Voting Faculty of the School of Public and International Affairs shall consist of faculty that have full-time status, are not in limited-term appointments, and have the terminal degree in their discipline as well as defined teaching or research responsibilities.

##### Section 2. The Departments.

There shall be three Departments within SPIA: the Department of International Affairs, the Department of Political Science, and the Department of Public Administration and Policy. These Departments shall constitute the promotion and tenure units within the School.

December 5, 2019

### Section 3. Regular Meetings.

The Faculty of SPIA shall meet at least once each academic year at a time and a place to be determined by the Dean. Notices of regular meetings shall be sent to each member of the Faculty by the Dean at least one month in advance. Faculty members may submit agenda items to the Dean, who may add such items to the agenda at his or her discretion. Faculty members may add an item or items to the meeting agenda over the Dean's objection, if they are endorsed in writing by at least one-third of the Voting Faculty or approved by a majority of the SPIA Council membership (see Article II). The Dean shall preside and shall present a report on matters of interest to the Faculty. Once per academic year, the Dean shall present a report on the state of SPIA.

### Section 4. Special Meetings.

Special meetings of the Faculty may be called by the Dean or by a petition signed by at least one-third of the members of the Voting Faculty. Upon receipt of such petition, the Dean must convene a special meeting within ten business days.

### Section 5: Advisory Boards.

The Dean shall create, in consultation with the SPIA Council, any advisory boards for the purposes of SPIA governance. These advisory boards may include, but are not limited to, a Board of Visitors and student advisory boards (such as the SPIA Student Union).

## **ARTICLE II: Committees of the School of Public and International Affairs.**

### Section 1. SPIA Council.

At the beginning of each academic year, the Voting Faculty shall elect from among its members a Council that will serve as the School-wide governing body. Each Department shall have two seats. The Voting Faculty from each Department shall elect members to the Council using whatever criteria for selection the individual Departments deem appropriate. Only Tenured and Tenure-Track Faculty are eligible to serve on the Council. Department Heads may not serve on the SPIA Council, and individual eligible Faculty members may represent only one Department on the SPIA Council. Members of the SPIA Council shall serve one-year terms and may be reelected in successive years. The Directors of SPIA Centers and Institutes shall be non-voting members *ex officio*. The Dean and Associate Dean shall be a nonvoting members *ex officio*, as well, and the Dean shall preside (or shall assign the Associate Dean to preside) as chair at all meetings of the SPIA Council.

The duties and functions of the SPIA Council shall be:

1. To advise the Dean on matters relating to SPIA governance and administration;

December 5, 2019

2. To develop SPIA priorities, strategic plans, and program initiatives that cut across the School and its Departments;
3. To consider and advise the Dean on matters that concern more than one Department and matters of School-wide concern.
4. To assist and advise the Dean in the performance of official duties;
5. To consider and act upon matters of educational policy, including the approval of new degree programs as well as the suspension or abolition of existing programs;
6. To represent the views of the Faculty, as well as the views of Staff, from each Department to the Dean and other SPIA administrators;
7. To review and evaluate SPIA's involvement with other schools and colleges, programs, centers, institutes, or units;
8. To recommend to the Dean the establishment of such advisory bodies as the Council deems appropriate, and to review the merits of any advisory entity recommended by the Dean.
9. To present resolutions to the Dean related to SPIA policy and programs.

The SPIA Council shall meet at least three times, at reasonable intervals, each semester, as well as for special meetings that may be called by the Dean or by a majority of the SPIA Council members. Any member of the Faculty or Staff may submit a request to the Council (or any member thereof) that an agenda item or items be considered by the Council at its regular meetings. At least twenty-four-hour notice of any Council meeting must be provided to the Faculty and Staff. Unless otherwise determined by a SPIA Council majority vote, Council meetings shall be open. Council minutes shall be taken by the Dean's designee; and the minutes shall be distributed to Faculty and Staff in a timely manner, after being circulated to Council members for twenty-four hours to provide a check on the accuracy of the minutes.

The SPIA Council members may vote on whatever motions are deemed appropriate by members or the Dean, with the outcomes advisory to the Dean.

A majority of the SPIA Council (four members) shall constitute a quorum, with proxy ballots counting toward the quorum requirement. Any measure that receives only a tie vote or less will fail to pass.

## Section 2: Curriculum Committee.

At the beginning of each academic year, the Dean shall appoint a Curriculum Committee consisting of six persons, with one selected from the Faculty of each Department in SPIA, to serve one-year terms. Members may serve in successive years. The Associate

December 5, 2019

Dean shall appoint the chair of the Committee, and the Dean (or his or her designate) shall serve as a member of the committee *ex officio*.

The duties and functions of the Curriculum Committee shall be:

1. To advise in the name of SPIA on all requests for new courses and course changes, and to report its actions to the SPIA Council and to the Faculty;
2. To consider and make recommendations to the SPIA Council concerning matters of curricula, including all proposals regarding majors, minors, certificate programs, and degree programs;

If and when advisory votes are taken by the Curriculum Committee on new courses, course changes, or curricula matters, a majority of the Curriculum Committee (two members) shall constitute a quorum, with proxy ballots counting toward the quorum requirement.

Section 3: Promotion and Tenure Committee.

At the beginning of each academic year, the Dean shall appoint the members of the Promotion and Tenure Committee, who shall be selected from among two or more nominations made by the Heads of each SPIA Department. The Committee members shall each hold the rank of Full Professor (or Associate Professor with tenure, when an insufficient number of Full Professors are available) and shall serve one-year terms, although individuals may be reappointed in subsequent years. The Committee shall include an equal number of eligible faculty from each SPIA academic department, with a maximum of six members, total. Department Heads, the Dean, the Associate Dean, Associate Professors without tenure, and candidates for promotion or tenure are not eligible for service. Associate Professors with tenure are not eligible to vote on cases involving promotion to full Professor. The recommendations of the Committee shall be in conformance with the University's Promotion and Tenure Guidelines.

In accordance with Guidelines from the Office of the Senior Vice President for Academic Affairs and Provost, the duties and functions of the Promotion and Tenure Committee shall be:

1. To review all recommendations and dossiers forwarded by the individual Departments concerning promotion and/or tenure of individual Tenured and Tenure-Track Faculty members;
2. To provide a recommendation to the Dean concerning the qualifications of each candidate for promotion and/or tenure;
3. To provide to the Dean a record of the votes taken for each candidate concerning the advisability of granting the requested promotion and/or tenure.

December 5, 2019

Again in accordance with Guidelines from the Office of the Senior Vice President for Academic Affairs and Provost, the Committee shall conduct its business in a manner consistent with the following procedures:

1. The Dean (or, at the Dean's direction, the Associate Dean) will charge the Promotion and Tenure Committee and appoint the chair of the committee. The chair shall conduct all meetings in accordance with the University's policies and practices on promotion and tenure.
2. Committee members may participate in the discussion of a candidate's qualifications for promotion but must recuse themselves from voting on candidates from the Department in which they hold their primary appointment.
3. If the Committee needs further clarification or information on a candidate, the Committee may seek at its discretion information from the promotion/tenure unit head or invite the promotion/tenure unit Head to address the Committee.
4. Of those Committee members eligible to vote on a given candidate, no more than one may be absent in order to constitute a quorum.
5. Promotion Committees for non-Tenure-Track ranks such as Academic Professionals and Lecturers will be appointed by the Dean, as appropriate, in accordance with the Guidelines from the Office of the Senior Vice President for Academic Affairs and Provost.

#### Section 4: Awards Committees.

At the beginning of each academic year, the Dean shall appoint three Awards Committees consisting of three Faculty members each, representing each academic department, with the Dean and Associate Dean serving as ex officio members on each. The Dean or the Dean's designee shall have the power to break tie votes. Members shall serve one-year terms and may be reappointed in successive years. The members of each committee shall annually select a chair from the committee's membership.

1. The duties and functions of the Annual Teaching Awards Committee shall be:
  - i. To establish selection procedures and deadlines for awards in teaching sponsored by SPIA or the University of Georgia;
  - ii. To recommend recipients for SPIA teaching awards and recommended nominees for University-wide teaching awards.
2. The duties and functions of the Annual Research Awards Committee shall be:
  - i. To establish selection procedures and deadlines for awards in research sponsored by SPIA or the University of Georgia

December 5, 2019

- ii. To recommend recipients for SPIA research awards and recommend nominees for University-wide research awards

When appointing the Annual Research Awards Committee, the Dean shall give priority to tenured faculty.

3. The duties and functions of the University-Wide Professorship Awards Committee shall be:
  - i. To establish selection procedures and deadlines for university-wide professorships in a manner that is consistent with university guidelines;
  - ii. To recommend nominations of Faculty to the Dean.

When appointing members to the University-wide Professorship Awards Committee, the Dean shall give priority to Faculty who hold university-wide professorships.

#### Section 5: Undergraduate Academic Appeals Committee.

As necessary, the Dean or the Dean's designee shall appoint an ad hoc Undergraduate Academic Appeals Committee consisting of three Faculty members, representing each academic department. When possible, any Department implicated in the appeal will not have representation on the Committee. The Director of the Office of Undergraduate Student Services [see ARTICLE IX] shall serve as a nonvoting member *ex officio*.

In compliance with University policy at the time, the duties and functions of the Undergraduate Academic Appeals Committee shall be:

1. To review and decide upon all appeal cases involving undergraduate student courses or programs, such as transfer and other nonresident credits, that cannot be solved at the Department level;
2. To decide on appeals concerning course grades; undergraduate admission, readmission, retention, or transfer to or within SPIA; and admission or readmission to, or retention in a Departmental major.

Any appeal to the Committee must follow these procedures:

1. An undergraduate SPIA student may file a written appeal regarding decisions about transfer and other nonresident credits to the Director of the Office of Undergraduate Student Services. An undergraduate student denied admission, readmission, retention, or transfer to (or within) SPIA may file a written appeal of that decision to the Director of the Office of Undergraduate Student Services. The student must first have exhausted the appeal process at the Departmental level before an appeal may be considered at the SPIA level. The Director of Undergraduate Student Services will then convene the ad hoc

December 5, 2019

Undergraduate Academic Appeals Committee, which will make a decision on the basis of the recommendation from the appropriate Department Head, the student's petition, the student's record, and any other evidence that the Committee requests.

2. In cases of grade appeals, the Committee will assess the appealed grade according to University of Georgia policy, taking into consideration course objectives and grading guidelines stated in the course syllabus. Except for factual error, instances when the grade assignment failed to adhere as appropriate to the syllabus, or the grading was done in an arbitrary, capricious, or biased manner, the assignment of a grade is understood to be solely at the discretion of the instructor.

3. The ad hoc Appeals Committee will make a decision and recommendation to the Dean based on the recommendation from the appropriate Department Head, the student's petition, the student's record, and any other evidence that the panel requests. The instructor who assigned the grade must be given the opportunity (in person or in absentia) to explain the course grading procedures. If the Committee decides that the assigned grade is improper, it shall specify the grade to be assigned and promptly notify the instructor and the student of the ruling, in writing.

#### Section 6: Dean Review Committee.

Early in the Spring Semester of every fifth calendar year following the incumbent's appointment as Dean, the Voting Faculty of each Department (under the administrative direction of the Department Heads) shall select a representative to serve on a Dean Review Committee, consisting of one Tenured faculty member from each department. Service as Acting or Interim Dean for a period of less than one calendar year shall not be included for determination of the timing of the review. The Committee shall be responsible for obtaining the Faculty's assessment of the effectiveness and success of the incumbent Dean in carrying out the charge to "administer the rules and regulations of the faculty," and in performing the other duties and functions assigned to the Dean by the Statutes of the University of Georgia, Article VII, Section 2. The Dean Review Committee shall proceed as follows:

1. The Committee shall give at least a twenty-one-day notice of a SPIA Faculty meeting at which the longest-serving Department Head shall preside. At the meeting, following a period for open discussion by all SPIA Faculty (with the Dean absent), the Voting Faculty shall cast secret ballots that offer the following three options: (1) "I approve the performance of the current Dean of SPIA"; (2) "I do not favor reappointment of the current Dean of SPIA"; and (3) "I abstain."

2. The ballots shall be counted at the meeting by a committee consisting of the senior most Department Head and two other members of the Voting Faculty, one of whom shall be designated by the Dean. The number of votes for each of the options shall be announced in a timely manner to the faculty by the senior most Department Head. The results of the vote shall be forwarded to the Office of the Senior Vice President for Academic Affairs and Provost, who will review the recommendation. Following review

December 5, 2019

and consultation, the Senior Vice President for Academic Affairs and Provost shall continue the appointment for the current term, or inform the Department regarding a decision to conduct a search for a new Head

3. An assessment of the Dean may be prompted in one of two ways. A majority of the SPIA Council may request a vote of the Voting Faculty, with the vote taking place at a regular or special meeting of the faculty. If a majority of the Voting Faculty agree, the SPIA Council shall appoint a Dean Review Committee to conduct an assessment of the Dean as specified in this Section. Alternatively, an assessment of the Dean may be prompted when one-third of the Voting Faculty members sign such a request. Thereafter, the SPIA Council shall appoint a Dean Review Committee to conduct an assessment of the Dean as specified in this Section.

### **ARTICLE III: Selection and Removal of Department Heads.**

For purposes of any Department meeting called in accordance with this Article, a quorum shall constitute two-thirds of the Voting Faculty members in the affected Department, with proxy ballots counting toward the quorum requirement.

#### Section 1: Initial Appointment of Department Heads.

Department Heads shall be recommended by the Dean to the Senior Vice President for Academic Affairs and Provost of the University of Georgia in accordance with the following consultative procedure:

1. The Tenured and Tenure-Track Faculty of each Department shall elect a Search Committee consisting of no fewer than three members from their ranks. Each Tenured and Tenure-Track professorial rank in the department must be represented on the Committee. In consultation with members of the Committee from within the Department, the Dean will appoint one additional member to the Committee from outside the Department. Diversity among the members should also be considered.
2. The Dean shall appoint a chair from among its members; the chair shall coordinate the Committee's business.
3. The Search Committee shall prepare a slate of nominees. Voting Faculty of that Department, by secret ballot, shall assess the acceptability of each nominee. A list of those nominees deemed acceptable by the Voting Faculty, together with the count, shall be sent to the Dean.

#### Section 2. Review of Department Heads at Expiration of Term.

1. The Department Head shall be reviewed every three years following the incumbent's appointment as Head. Service as Acting or Interim Head for a period of less than one calendar year shall not be included for determination of the timing of the review. Except in instances where the incumbent declines to be a candidate for reappointment, the review

December 5, 2019

shall begin in the fall semester of the third year, during which time the Dean shall give at least a twenty-one-day notice of a Departmental Faculty meeting at which the Dean or the Dean's designate (who must not be the incumbent Head) will preside. In addition, the Dean will solicit Department Faculty and Department Staff perspectives on the Head's reappointment via a confidential survey, to be distributed prior to the meeting. At the meeting, following a period for open discussion (with the Head absent), the Voting Faculty of the Department—with the Head not voting—shall assess the Department's leadership needs by casting secret ballots that offer the following three options: (1) "I favor the reappointment of (incumbent) as Department Head; (2) "I do not favor the reappointment of (incumbent) as Department Head"; and (3) "I abstain." The Department Head shall be reappointed under these conditions if supported by a simple majority vote; if the Dean recommends the appointment to the Senior Vice President for Academic Affairs and Provost; and if the Senior Vice President for Academic Affairs and Provost approves the reappointment. A simple majority vote not to reappoint prompts the process for the initial appointment of a Department Head, per III.1. If timely initial appointment of a Department Head is impracticable, the Dean may appoint an Interim Department Head until earliest such time that the process in III.1 can followed.

2. The ballots shall be counted at the meeting by a committee consisting of the Dean (or the Dean's designate) and two other members of the Voting Faculty in the Department, one of which shall be designated by the Department Head. The number of votes for each of the options shall be announced to the Faculty in a timely manner by the Dean or Dean's designate. If one-third or more of the Voting Faculty (not including abstentions) vote against reappointing the Department Head, the Dean shall review the Department's leadership needs, including consultation with all Departmental Faculty members who wish to discuss the matter. Following review and consultation, the Dean shall make a recommendation to the Senior Vice President for Academic Affairs and Provost in light of the concerns expressed and inform the Department regarding the recommendation.

### Section 3. Review of Department Heads Prior to Expiration of Term.

1. The Voting Faculty of a Department may request the Dean to remove a Department Head before the expiration of the Head's term. To initiate the process, one-third of the Voting Faculty of the Department must give at least a twenty-one-day written notice to the Dean, the Department Head, and the Voting Faculty of the Department that, at a forthcoming Faculty meeting specified in the notice, they will introduce the following resolution: "Be it resolved that we, the Voting Faculty of the Department of [name], meeting in formal session, petition the Dean of the School of Public and International Affairs to remove our Department Head."

2. The Dean or Dean's designate shall preside over the meeting. At the meeting, the Voting Faculty (with the Head not voting) shall vote "Approve," "Disapprove," or "Abstain" by casting secret ballots on the resolution.

3. The ballots shall be counted at the meeting by the Dean (or the Dean's designate), and two other members of the Department's Voting Faculty, one of which shall be designated

December 5, 2019

by the Department Head. If a majority of the Voting Faculty (including abstentions) vote “Approve,” the Dean shall review the Department Head and consult with Faculty members who wish an interview on the matter. Following review and consultation, the Dean shall continue the appointment for the current term or, with the approval of the Senior Vice President for Academic Affairs and Provost, inform the Department regarding a decision to conduct a search for a new Head, per III.1.

#### Section 4: Term Limitations; Review and Removal at Discretion of Dean.

1. The Department Head serves at the discretion of the Dean, as delegated by the Senior Vice President for Academic Affairs and Provost. Ordinarily, the term of appointment as Department Head shall comprise two terms of three consecutive years each.
2. At any time, the Dean in consultation with the Office of the Senior Vice President for Academic Affairs and Provost may initiate a review of a Department Head, and shall inform the Department faculty of the initiation of the review. The review shall include consultation with all Department Faculty who make themselves available for an interview.
3. If the Dean chooses to remove or reappoint a Department Head against the wishes of a simple majority of the Voting Faculty of the Department, the Dean must submit to the Department’s Faculty a written explanation providing the conditions the Department must satisfy to regain its normal function in determining its own leadership. Any decision reached by the Dean is subject to review by the Office of the Senior Vice President for Academic Affairs and Provost, which must be kept informed of these proceedings.

#### **ARTICLE IV: Faculty Annual Performance Appraisal.**

1. As consistent with Guidelines from the Office of the Vice President for Promotion and Tenure, each Faculty member must receive an annual written performance appraisal by the Department Head. For Faculty with a joint appointment in two or more Departments, the annual performance appraisal shall follow the guidelines established by the Office of Faculty Affairs (<http://provost.uga.edu/index.php/policies/academic-affairs-policy-manual/1-04-6-joint-academic-appointments>).
2. For an assistant professor in his or her third year, the Department Head shall appoint a committee of Tenured and Tenure-Track Faculty to review the individual’s achievements and performance in teaching, research, and service. That committee shall report its findings to the tenured faculty in the Department at an annual meeting called for that (and any other) purpose. The Department’s Tenured and Tenure-Faculty shall vote in a secret ballot on whether progress toward promotion is sufficient, and the Department Head will notify the individual Faculty member in writing of the Tenured and Tenure-Track Faculty’s recommendations. This vote is separate from the vote on contract renewal (described below).

December 5, 2019

**ARTICLE V: Contract Renewal for Non-Tenured Faculty.**

1. Tenured Faculty shall vote by secret ballot on all reappointments of Non-Tenured Tenure-Track Faculty. Meetings of the Tenured Faculty shall be called for such a purpose on an appropriate schedule as determined by the Department Head. Timing of these meetings shall be sufficiently in advance of University-required contract renewal deadlines to ensure that the Head can inform Non-Tenured Tenure-Track Faculty of the results in writing prior to such renewal deadlines. The format of contract renewal meetings and ballot format shall be determined by the individual Departments.

When a majority of the Tenured Faculty votes in favor of a Non-Tenured Tenure-Track Faculty's contract renewal, with the Department Head determining the result in the event of a tied vote, this shall constitute a recommendation that the contract shall be renewed,

At least two-thirds of the tenured Faculty must be present at contract renewal meetings to constitute a quorum, with proxy ballots counting toward the quorum.

2. Contract renewal for Lecturers and Academic Professionals shall be consistent with policies established by the Senior Vice President for Academic Affairs and Provost.

**ARTICLE VI: Appointment to the Graduate Program Faculty.**

Graduate Program Faculty appointments and reappointments shall be determined by the existing Graduate Program Faculty at the Department level, in accordance with procedures for appointment or reappointment to the Graduate Faculty as specified in the School of Public and International Affairs Graduate Program Faculty Guidelines.

**ARTICLE VII: Faculty Recruitment.**

Faculty hiring shall be performed in accordance with the University guidelines and procedures, as well as SPIA's Bylaws.

**ARTICLE VIII: Post-Tenure Review.**

Post-tenure review shall be performed in accordance with the University guidelines and procedures.

**ARTICLE IX: Office of Undergraduate Student Services.**

There shall be a SPIA Office of Undergraduate Student Services, with a Director and staff appointed by the Dean.

The duties and responsibilities of the Office of Undergraduate Students Services shall be:

1. To manage all matters related to advising and other student academic services;

December 5, 2019

2. To respond to all inquiries from high schools, high school students, or parents of high school students;
3. To organize summer orientation sessions for incoming students;
4. To provide graduation checks;
5. To coordinate with the Registrar on matters involving dismissal and probation, with the Honors Program on matters related to Honors course credit, and with other appropriate offices within the University;
6. To supplement the work of the UGA Career Center with services related to internships and careers for undergraduates.

The Director of the SPIA Office of Undergraduate Student Services will report to the Dean or the Dean's designee. Individual Departments will be responsible for communicating unique Departmental requirements to the Director. Each Department Head shall appoint an individual Faculty member or committee to communicate and coordinate with the Director concerning degree requirements.

#### **ARTICLE X: Faculty Grievances**

The School of Public and International Affairs is committed to maintaining a professional environment characterized by collegiality, civility, and diversity. In the event that a Faculty member has a grievance relating to his or her employment responsibilities or with respect to other employees within SPIA, dispute resolution is encouraged through discussion with the appropriate SPIA administrative personnel, such as the Department Head, Associate Dean, or Dean. When a Faculty member is unable to resolve his or her grievance through such informal processes, the dispute should be referred to the Faculty Grievance Committee of the University Council or to the Office of Legal Affairs for resolution pursuant to the University's Dispute Resolution Policy, whichever is most appropriate given the nature of the grievance.

#### **ARTICLE XI: Amendments to the Bylaws**

For purposes of any vote called in accordance with this Article, a quorum shall constitute a majority of the Tenured and Tenure-Track Faculty members, with proxy ballots counting toward the quorum requirement.

The Voting Faculty of SPIA shall have the power to alter, repeal, or amend these bylaws, or to adopt new bylaws. Copies of the proposed amendments of proposed new bylaws shall be sent to all members of the Faculty; and the proposed amendments or new bylaws shall be considered at a general meeting of the Faculty to be held at least one week prior to the vote on the proposed alterations, amendments, or replacement bylaws. The vote on such proposals shall be by written secret ballot. A majority vote of the Voting Faculty

December 5, 2019

shall be required for the adoption of any amendment or proposed bylaws. The Dean shall be responsible for ensuring that the provisions of this Article are properly implemented.

No provision of the SPIA Bylaws is intended to conflict with binding University policies and procedures, as mandated by the Board of Regents, and any such conflict shall be resolved in favor of the University's guiding documents.

**Article XII: Supremacy of Bylaws**

Conflicts or contradictions between these SPIA Bylaws and the bylaws, rules, or procedures of SPIA academic departments, centers, or other SPIA units are resolved in favor of these SPIA Bylaws.