

Proposal for Resolving Governing Document Conflict and Establishing a Consistent Method for Presidential Succession in the Student Assembly

Student Assembly Office of Ethics

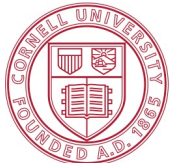
May 18th, 2023

I. INTRODUCTION

On Tuesday, May 9th, 2023, during the organizational meeting of the newly sworn-in Student Assembly (“SA”, “The Assembly”) following the announcement of Spring 2023 election results, Undesignated Representative-at-Large and Vice President of Finance Rocco DeLorenzo motioned to remove President Pedro Da Silveira under Article IV, Section 7(B) of the Student Assembly Charter, which allows the Student Assembly to recall any member by a two-thirds affirmative vote by the voting membership, and Article II, Section 4, which allows for officers of the Assembly to be removed by the same margin of votes. Immediately following Da Silveira's removal by 14-2-0, Executive Vice President Claire Ting has presided as Chair in all subsequent special meetings of the Assembly per Article III, Section 2(1) of the Student Assembly Bylaws, and a new Executive Board has been selected.

However, the Presidency of the Student Assembly still stands vacant due to a conflict between the Student Assembly Charter and Bylaws, with both governing documents proposing conflicting methods for filling the role. Where the Charter posits vacancies be filled by the highest-ranked runner-up from the previous election cycle, the Bylaws set a clear line of succession between the President, Executive Vice President, and Vice President of Internal Operations. These inconsistent methods not only pose difficulty in determining whether Executive Vice President Ting or presidential runner-up and present Vice President of Internal Operations Patrick Kuehl assume the presidency but pose a potential challenge for future assemblies in determining the proper procedure for filling its vacancies, especially in the case of the three highest positions in the Assembly.

In the days following, Student Assembly members maintained close contact with the Office of the Assemblies, requesting it to look through the founding documents to solve the governing document crisis and provide guidance on which rules should be followed in selecting the next Student Assembly President. On May 11th, the Director of the Office of the Assemblies notified the voting



Cornell University Student Assembly

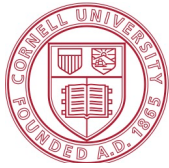
membership, the Director of Elections, and the Chair of the Office of Ethics of its inability to solve the issue, as it is inherently “the Student Assembly’s privilege and responsibility to manage its own internal affairs, including the selection of officers and the management of vacancies” and imparting it with the wisdom that it may choose to apply any of its rules to establish succession.

Throughout the week, the Student Assembly has been filled with unprecedented confusion and uncertainty as its constituents look to its brand-new membership to select its President. With the Assembly’s ethical principles of fairness, transparency, accountability, and integrity to the student body at risk, the Office of Ethics, as an impartial and external executive office of the Student Assembly tasked with providing “consulting support on SA ethical issues” to the Assembly and providing “courses of action intended to preserve the integrity of the Student Assembly” by the Student Assembly Bylaws and Code of Ethics has convened to research and review the governing documents, consult all eligible contenders to the Presidency, and provide its recommendations for establishing a consistent and ethical method for presidential succession. In this document, we present our analysis of the situation, outline the ethical considerations that guided our recommendations, and provide a clear and detailed proposal for resolving the issue of succession and ensuring governance in the Student Assembly.

II. ETHICAL CONSIDERATIONS

In approaching the issue of succession and governing document conflict, the Office of Ethics prioritized the ethical interests of fairness, accountability, integrity, and transparency, the merits of the governing documents, and Robert’s Rules of Order, Newly Revised.

- A. Fairness: With a governing document conflict amid special meetings, lack of clear leadership, the ousting of a Student Assembly President, a lack of a Parliamentarian and Executive Archivist, and a slate of new representatives who, naturally, have not yet gone through the onboarding process emphasizing parliamentary procedure and the governing documents, there is a heightened risk of a balance that creates an unfair advantage for individuals or groups in the selection process. Due to circumstance, this issue has the capacity to revolve around the personalities and strengths of the frontrunners for the Presidency rather than the issue at hand: setting a fair precedent for future assemblies to follow and deciphering a fundamental weakness within the governing document. To address this concern, no portion of the Office of Ethics’ proposal shall propose suggestions based on platform, goals, public perception, or opinions held within the bounds of the Assembly. Additionally, to ensure impartiality, only members of the Office of Ethics, an external committee of 7 persons nominated and confirmed by the 2021-2022 Student Assembly in which a potential presidential frontrunner appointed no member, were tasked with writing and involved in the



discussion on this proposal and required to recuse themselves if their impartiality was at risk of compromise due to knowledge of a disputed fact or personal interest in the results of the presidential succession.

- B. Transparency and Accountability: The conflict between the Charter and the Bylaws inherently causes significant difficulty for the student body and members alike to understand and consider the processes behind selecting a new President, which leaves the potential for perceptions of secrecy and favoritism to flourish. To address this, the Office of Ethics' proposal will address the merits of every potential solution and present an objective view of its proposed method.
- C. Integrity: The Office of Ethics, in its review, recognized the impact that a decision taken solely by the voting membership of the Student Assembly could undermine the integrity of the Student Assembly and erode constituent trust. To address this, the Office of Ethics, as an impartial and external office of the Student Assembly, has reviewed this issue and, in tandem with II A & B, has taken measures to detail the thought processes taken throughout its deliberations accurately and thoroughly.

III. ANALYSIS

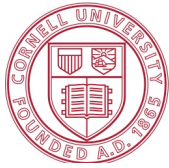
On May 16th, 2023, the Office of Ethics conducted a special meeting where Executive Vice President Ting and Vice President Kuehl presented their respective positions as the rightful successor to the Presidency. During subsequent deliberations, the Office of Ethics maintained impartiality by refraining from taking sides or associating evidence and arguments with either party. Instead, each argument was carefully considered to identify key areas of contention that needed to be addressed before an informed recommendation could be drafted. These areas, as expanded upon in this section, were identified as issues fundamental to the Student Assembly's understanding of its Charter and Bylaws with respect to historical context, intent, and diction, and thus, are clarified in this section.

A. Classification of the Presidency

Arguments heard by the Office of Ethics diverged on the classification of the President as either a distinct office or seat-office fusion within the Student Assembly. Seats are classified as the collective 30 voting member positions of the Assembly, which are subject to a vote by subsets of the undergraduate population to fill their vacancies¹. Offices are classified as positions comprising the Executive Board of the SA, which coordinates the Assembly's activity and are subject to a vote by the voting membership (i.e., seat holders) of the Assembly². These members of the Assembly hold their office concurrently with their seat and, thus, must be subject to two separate removal

¹ Student Assembly Charter, Article IV, Section 1(A); Lines 184-207

² Student Assembly Bylaws, Article II, Sections 1-2 & Article V, Section 1; Lines 39- 41, 44-47, & 270-271



Cornell University Student Assembly

mechanisms, one to strip office and another to deny seat, to be removed from the Student Assembly³.

Opinion: The Presidency is united as both a directly elected “officer seat” of the Student Assembly and should not be treated as a separate concurrency alongside an Undesignated Representative at-Large seat.

Resolution 12, passed in the 2007-2008 term of the Student Assembly on February 7th, 2008, allowed for the President and Executive Vice President of the Student Assembly to be directly elected by the student body⁴. This resolution, intended to address the “disconnect between the assembly and the student body... [and] make students a greater part of the process”, amended Article VI, Section 1 of the Charter to mandate that “two at-large seats are to be *reserved* for candidates seeking the offices of President and Executive Vice President of the Student Assembly” and that these seats must be *explicitly designated* as such⁵. When juxtaposed with the remaining eleven “at-large” seats defined by the Charter, this clear definition informs our interpretation of the Presidency.

The Student Assembly Bylaws outline the role of the President as the principal officer of the Executive Board but restrict it and the role of the Executive Vice President from the method of election and appointment required of all other officer positions⁶. Instead, the Charter defines these positions as subject to a vote by the undergraduate population alongside “other Undesignated at Large representative seats⁷. Though these stipulations allow for direct and necessary student participation in the selection process for these vital roles, they stand antinomic to the baseline distinction between a seat and an office of this Assembly. An officer position is a role bestowed by the membership of the Assembly to a seat holder *after* their election to a seat by the student population. For all other voting officers of the Assembly, their mandate to their office is derived from the representatives of the Assembly and “stacks” atop a seat mandate from the undergraduate population. In the case of the Presidency, however, the role is prescribed well before officer elections occur within the Assembly, as the individual “seeking” the office is, in practice, already granted the position. Thus, the only sustainable interpretation of the Presidency and Executive Vice Presidency, to safeguard both its power on the Executive Committee and accountability to the direct student population, is a unique unification of these mandates.

The people elect a Student Assembly President to serve as its President solely. In contrast, in other voting offices, such as that of the Vice President of External Operations, the people elect them not as their officer but as a holder of their representative seat, who, by extension, is eligible to then be

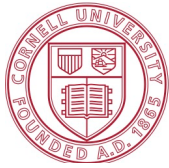
³ Student Assembly Charter, Article IV, Section 7; Lines 270-286 & Student Assembly Bylaws, Article II, Section 4; Line 60

⁴ Resolution 12 (Term 2007-2008), <https://archive.assembly.cornell.edu/SA/20080207R12.html>

⁵ January 31, 2008 Meeting Minutes, <https://archive.assembly.cornell.edu/SA/20080131Minutes.html#toc20>

⁶ Student Assembly Bylaws, Article II, Section 2; Lines 44-46

⁷ Student Assembly Charter, Article IV, Section 2; Lines 225-226



made Vice President of External Operations by their peers. This difference is vital in that if a Vice President of External Operations were to be removed from their officer position alone, they still retain their seat on the mandate of their constituency who elected them for that purpose unless further removed through the recall mechanism of Section 7 of the Charter. While, if a President were to be removed from their office through the Bylaws and assert that the Charter grants them an Undesignated at-Large seat concurrently with the Office of President, they could retain the seat as long as a recall vote being levied against them. Though the likelihood of such a scenario can be debated, the existence of this mechanism could allow for an internally popular yet externally unfavored President to be superficially removed from their post by the Assembly but retained as a member, notably as one now imbued with the power to vote, or for Presidents to swap out of the Presidency in exchange for a voting seat regardless of circumstance. Here, these “ex”-Presidents can be convincingly argued to have no mandate to their Undesignated at-Large seat, as the student body did not elect them to serve as an Undesignated at-Large representative through direct election of those two seats, indirect election by winning runner-up in either the Presidential or Executive Vice Presidential race—instead they serve as President solely and are presented to their voting constituency in that manner, and thus, should not be retained on the Student Assembly through any mechanism or lack thereof.

B. Succession

Arguments heard by the Office of Ethics diverged on the existence of a genuine conflict between the SA Charter and Bylaws due to specific diction choices in outlining each process.

Opinion: The Student Assembly Charter and Bylaws are in conflict regarding the presidential line of succession.

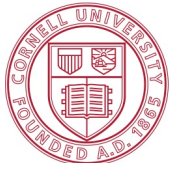
The blanket rule for all vacancies in the Student Assembly is set as follows:

“All vacancies will be filled by seating the highest ranked non-winning candidate in the last election from the same constituency. If the highest ranked non-winning candidate declines, the seat will be offered to the next highest ranked non-winning candidate.”

— Article IV, Section 6 of the *Student Assembly Charter*

However, additional rules are set in subsequent governing documents, most notably within the Bylaws, which attempt to establish a line of succession in Article III, Section 2. Here, one of the critical roles of the Executive Vice President is to “*Assume the office of President should a vacancy arise.*”

Due to the Presidency’s joint status as both an office and a clearly defined seat of the Assembly, it inherently falls into the category of “seat” as utilized in the Charter while concurrently being eligible for assumption by the Executive Vice Presidency by virtue of both positions being offices. Though both define methods for filling two types of vacancies, these two types are concurrently met when a President leaves their officer seat. Thus, in the case of presidential succession, these two documents



must be viewed as in conflict to adhere to the concept of the Presidency established in the 2008 Charter amendments.

C. Authority of the Charter

Opinion: The Student Assembly Charter supersedes the Student Assembly Bylaws.

Robert's Rules of Order, Newly Revised, are incorporated via parliamentary authority established in Article IX of the Student Assembly Bylaws. In all applicable and non-contradicting circumstances, Robert's Rules govern the Student Assembly⁸. Section 2.7 of Robert's Rules indicated that "in an incorporated organization, the corporate charter supersedes all its other rules... nothing in the charter can be suspended by the organization itself unless the charter or applicable law so provide." Through this mechanism, the conflict between Article IV, Section 4 of the Charter and Article III, Section 2 of the Bylaws is resolved via Robert's Rules, which render the Bylaw succession null and void in favor of the Charter's defined processes.

IV. ADDITIONAL CONSIDERATIONS

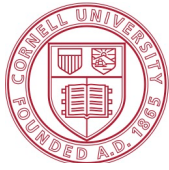
Beyond the scope of the immediate conflict between the governing documents on presidential succession, it is evident that actions taken by the Assembly to rectify this issue now and throughout the upcoming 2023-2024 term will stand as the precedent upon which new changes are made, and future conflicts are mediated. With the last changes to the Presidential succession having occurred indirectly fifteen years ago, this Assembly is presented with the ability to restructure its presidential succession with clear intent and, more pressingly, must do so per Robert's Rules of Order, Newly Revised. As reflected in Section 2.7 of Robert's Rules, not only are all other rules of the Assembly superseded by the Charter, they additionally may not "legally contain anything in conflict with the Charter." Recommendations made by the Office of Ethics shall consider this factor in tandem with solutions to the present issue of presidential succession.

V. RECOMMENDATIONS

The Office of Ethics holds that the Assembly considers the implementation of the following actions for selecting its presiding officer and establishing a clear guideline for succession:

1. The Student Assembly must formally recognize the superiority of Article IV, Section 6 of the Student Assembly Charter over the implied succession clause of Article III, Section 2 of the Student Assembly Bylaws pursuant to Article IX of the Student

⁸ Student Assembly Bylaws, Article IX; Lines 644-646



Cornell University Student Assembly

- 196 Assembly Bylaws, which place Robert's Rules of Order, Newly Revised in parliamentary
197 authority over all Student Assembly documents where applicable.
- 198 a. Accordingly, the Student Assembly shall institute Vice President of Internal
199 Operations Patrick Kuehl as President of the Student Assembly.
- 200 b. Executive Vice President Claire Ting shall remain as Executive Vice President of
201 the Student Assembly.
- 202 2. The Student Assembly shall address the contradiction between the Bylaws, Charter, and
203 the suggestions of Robert's Rules of Order, Newly Revised within the first three
204 meetings of the Fall 2023 term following the freshman, transfer, and special election
205 cycle.
- 206 3. This proposal, once published, shall be documented by the Executive Archivist and
207 made available to the public to keep a record and maintain precedent.

208 ***Respectfully submitted,***

209 Alhassan Bangura '25
210 Chairman

211 Maral Asik '24

212 Kiera Gill '25

213 Aiden Gordon '25

214 Carlene Mwaura '24

215 Glenna Li '24

216 Naveen Sharma '24