

BYLAWS OF THE UNIVERSITY FACULTY COUNCIL

ARTICLE I: Authorization

As authorized in Article V, Section 5, of the Bylaws of Emory University, the following bylaws are adopted to govern the composition, organization and procedures of the University Faculty Council.

ARTICLE V, SECTION 5. University Faculty Council.

There shall be a University Faculty Council whose membership shall include the elected faculty members of the University Senate, chosen in accordance with the Bylaws of the University Senate, as approved by the Board of Trustees or its Executive Committee, and eight additional members of the faculty appointed annually by the Faculty Council Executive Committee, in consultation with the President and Provost of the University. The President, President-elect, and Past-President of the University Senate shall be members, ex officio, of the University Faculty Council and shall serve as its officers. The President of the University and Provost shall also be members, ex officio, of the University Faculty Council, together with others as called for in the Faculty Council bylaws.

The University Faculty Council shall have the power to adopt and to amend bylaws governing its organization and procedures, such bylaws to be subject to the approval of the Board of Trustees or its Executive Committee. The bylaws may provide for such standing and special committees as may be needed.

The University Faculty Council, subject to the powers vested in the President of the University and the Board of Trustees, shall consider and make recommendations to the President of the University concerning the academic affairs of the University, as distinguished from those affecting a single school or division thereof, or upon any other matter referred to it by the President of the University or by the Board of Trustees.

ARTICLE II: Membership

SECTION 1: Members

In accordance with the Bylaws of Emory University and the University Senate, the membership of the University Faculty Council shall include the elected faculty members of the University Senate, who shall serve as voting members, and eight additional members of the faculty appointed annually by the Faculty Council Executive Committee, in consultation with the President and Provost of the University, who shall serve as non-voting members. The President, the Provost, the Senior Vice Provost for Academic Affairs, the Chairs of the Standing Committees, and Faculty Counselors assigned to Board of Trustees committees shall serve as non-voting members ex officio. The President, Immediate Past-President, and President-Elect of the University Senate shall serve as Chair, Past-Chair, and Chair-Elect of the Council.

SECTION 2: Terms

- (a) Elected members shall serve a three-year term.
- (b) Appointed members shall serve a one-year term, renewable for an additional year.

ARTICLE III: Functions, Procedures, and Jurisdiction

SECTION 1: Functions

The University Faculty Council, subject to the powers vested in the President of the University and/or the Board of Trustees, shall serve as the chief representative body of the University faculty. The Council shall:

- (a) consider and make recommendations to the President concerning the academic affairs of the University, as distinguished from those affecting a single school or division thereof, or upon any other matter referred to it by the President, the Board of Trustees, or its own members or constituencies;
- (b) review all changes in existing policies or the establishment of new policies relating to matters of general interest to the University faculty, either at the initiative of its own members or constituencies or when these policies are brought before the Council by the President of the University or the Board of Trustees;
- (c) monitor and review, in its regular deliberations or by the appointment of special committees, the terms and conditions of faculty employment, the state of facilities and administrative policies that affect scholarship and teaching, the budgetary commitments and general financial condition of the University, and the relationship between faculty and administration;
- (d) consider any suggestions or problems raised by any recognized faculty group.

SECTION 2: Procedures, Jurisdiction, and Appeals

(a) Procedures

(i) First Consideration

Where a proposal for action by the Faculty Council is made by one of its own members or by a member of the University community the Faculty Council first considers the proposal and may

- (A) act on the proposal without delay, or
- (B) postpone action pending an inquiry and report.

(ii) Second Consideration

When action is postponed, the Chair of the Faculty Council will appoint one or more members of the Faculty Council to hold an inquiry to gather information and opinion relevant to the proposal and to report their proposals for action by the Faculty Council. (When the first consideration in the Faculty Council reveals a clearly defined difference of opinion concerning the proposal, members should be appointed reflecting each view.)

The Chair of the Faculty Council shall allow the appointed members to have a block of time at a Faculty Council meeting to present the views and proposals of their report. The appointed members may allocate this time among speakers. The Faculty Council then acts on the proposals and report.

(b) Jurisdiction and Appeals

The Faculty Council may, at its discretion, prepare a statement to serve as a guide to those specific matters falling within its jurisdiction. In the event that any member of the Faculty Council shall question the jurisdiction of the Faculty Council in matters before it, it shall be the duty of the Chair of the Faculty Council to rule on the issue. Such ruling may be appealed to the Faculty Council, and the decision of the Chair of the Faculty Council may be overruled only by two-thirds of those-present and voting, provided that a quorum is met.

The decisions of the Faculty Council shall, with the concurrence of the President of the University, be deemed final unless or until the Board of Trustees or its Executive Committee shall take further action. In case of failure of the President of the University to concur in any decision of the Faculty Council, the issue shall be referred by a simple majority vote of the

Faculty Council to an appropriate committee of the Board of Trustees or its Executive Committee, with provisions for representation of the Faculty Council before the reviewing body. The Faculty Council itself shall designate a member or members to represent it in case of such referral.

ARTICLE IV: Organization

SECTION 1: Officers

(a) There shall be a Chair, Past-Chair, and Chair-Elect of the University Faculty Council who correspond to the President, Immediate Past-President, and President-Elect of the University Senate, whose election, terms of office, and duties shall be governed by Article IV, Section 1, of the Senate Bylaws.

ARTICLE IV

SECTION 1 - Officers

(a) There shall be a President, an Immediate Past-President, a President-Elect, and a Secretary of the Senate.

(b) Elections and the assumption of offices shall be as outlined in Article II, Section 4 (a) of these bylaws.

[ARTICLE II

SECTION 4 - Elections to Senate Membership

(a) Elections of officers shall be held annually at a time designated by the President of the Senate, but not later than March 31. The results of the annual elections shall be announced as soon as possible after the returns have been made. Newly elected officers shall attend the last regular meeting of the spring semester of that academic year and shall assume office at the end of that meeting. The current President-Elect shall assume the office of President at the end of same meeting.]

(c) The President and the President-Elect of the Senate shall be elected from membership of Category A by the entire membership of the Senate to serve for one year. Each is eligible to be elected for an additional one-year term. They shall serve as ex officio members of the Senate during the term as President or President Elect. The elected seats held by the President and President-Elect shall become vacant upon their assuming office, and those senator's constituencies will elect a replacement to fill the unexpired term. In addition to serving as the presiding officer of the Senate and performing such other duties as the Bylaws of the University Senate may direct, the President (or designee) will represent the Senate at any meetings of the Board of Trustees and of its Executive Committee that the Senate President may be requested to attend by the Chair of the Board.

(d) The immediate Past-President of the Senate shall assume office upon expiration of that person's term as President of the Senate and shall serve as ex officio until the expiration of the term of his or her successor as President.

(e) [Intentionally omitted.]

(f) The President . . . , Immediate Past-President and President-Elect of the Senate shall have such duties as usually pertain to their offices and such other duties as may be assigned by these bylaws or those of the University. In the absence of the President of the Senate, the immediate Past-President shall preside at meetings of the Senate and perform such other functions as are assigned to the President.

SECTION 2: Committees

(a) There shall be an Executive Committee of the University Faculty Council, consisting of the Chair, the Past-Chair, and Chair-Elect. The function of the committee shall be to serve as an executive board and as a committee on committees.

(b) There shall be standing and/or other special committees as the Faculty Council may determine. Membership need not be limited to members of the Faculty Council. The committees shall follow the procedures as outlined below.

1. Purpose:

Each committee's agenda and work will be guided by the committee's mission statement (which is approved by the Faculty Council).

2. Membership:

(A) Committee chairs are appointed by the Faculty Council Executive Committee. Near the close of a chair's term, each committee should recommend a person or persons to serve as chair for the forthcoming Faculty Council year. The current chair will forward the recommendation(s) to the Chair of the Faculty Council for Faculty Council Executive Committee action. The Faculty Council Executive Committee may then select a chair from the recommendation(s), or it may select someone else.

(B) Committee chairs will normally serve a three-year term. However, special circumstances might require a term to be shortened or extended at the discretion of the Faculty Council Executive Committee.

Committee chairs are to:

- (1) participate in the recruitment and selection of committee membership for Faculty Council confirmation;
- (2) establish committee agendas, organization, and procedures;
- (3) organize and lead committee meetings;
- (4) assure that committee minutes are promptly sent to the administrative support for the Faculty Council;
- (5) guide the committee in recommending policy that is to be brought before the administration and/or Faculty Council for action;
- (6) report committee recommendations to the Faculty Council; and
- (7) file a written report annually with the Faculty Council and report otherwise as directed by the Faculty Council.

(C) Committee members are to be acquired by the broadest possible means of recruitment. By August 20 of each year, committee chairs should send to the Chair of the Faculty Council their list of proposed members (including departments represented); chairs should also submit the list of proposed persons who requested committee membership but who are not being recommended. The Faculty Council will vote to accept or deny all committees' proposed members, including chairs, at its first meeting. A term of membership will be one year. Normally, members will not serve more than three consecutive terms.

(D) Each committee may establish attendance policies that authorize the committee chair to terminate a membership.

(E) Committees may establish subcommittees that facilitate the committees' work. Subcommittee members do not need to be approved by the Faculty Council. However, only Faculty Council approved members may cast votes that represent decisions of the standing committees.

(F) Normally, ex officio committee members do not vote. However, committee chairs can determine the circumstances under which ex officio members can vote.

3. Jurisdiction:

(A) As a committee addresses issues relevant to its mission statement, the committee functions as an authorized voice of the Faculty Council provided below in Section (B) below. A committee has the authority to support, reject, and revise initiatives brought before it by the President of the University, the Provost, other administrators or any recognized group of the University. The committee may also take initiatives to challenge current policies and practices, develop policy recommendations, and establish forums for discussion.

(B) Any proposed change of University policies, or a substantial change in the interpretation and practice of policies, needs to come before the Faculty Council for approval.

(C) The President of the University, the Provost, the Executive Committee of the Faculty Council, and the Faculty Council members may request that the Faculty Council reconsider a committee's decisions.

ARTICLE V: Meetings

SECTION 1 - Regular Meetings

Regular meetings of the Faculty Council shall be held at least monthly during the regular academic year. The exact time and place of regular meetings shall be determined by the officers. Written notice of time, place, and the agenda of all regular meetings shall be sent to the members at least one week in advance. Any member may cause an item to be placed on the agenda by giving notice thereof to the Chair of the Faculty Council prior to the issuance of notice of a meeting. By a simple majority vote of those members present, an item not on the announced agenda may be added to the agenda for discussion and action.

SECTION 2 - Special Meetings

Special meetings of the Faculty Council shall be called at the direction of the President of the University or the Chair of the Faculty Council or at the request, addressed in writing to the Chair of the Faculty Council, of at least three members of the Faculty Council. Notice of such special meetings shall be sent to all members of the Faculty Council as far in advance as is convenient. In the case of an emergency necessitating a special meeting on short notice, every effort shall be made to advise the members through e-mail.

SECTION 3 - Quorum

A simple majority of the voting membership of the Faculty Council shall constitute a quorum for the transaction of the business of the Faculty Council, except as may be otherwise provided elsewhere in these bylaws or as the Faculty Council may by special action prescribe other regulations governing action on specific issues. At the sole discretion of the Chair of the Faculty Council, members of the Faculty Council, and at the sole discretion of the chair of any of its committees, the members of any committee, shall be deemed present at a meeting of the Faculty Council, or any committee thereof as the case may be, if that member participates in the meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

SECTION 4 - Attendance

The Executive Committee of the Faculty Council may expel members for excessive absences of regularly scheduled meetings. The Executive Committee will determine what constitutes excessive absences on an individual basis

Since attendance is a fundamental requirement for good representative government, and since the Faculty Council has few meetings during the academic year (which makes absences all the more detrimental to the deliberative and action process), the Executive Committee voted to establish an attendance policy. The policy is:

- If Faculty Council members have two unexcused absences in a row from regularly scheduled Faculty Council meetings, they may be expelled from the Faculty Council. An "unexcused" absence is any absence which has not been communicated to the assistant to the Faculty Council prior to the Faculty Council Meeting.

- When an absence is necessary, a Faculty Council member may appoint a colleague to represent him/her in the Faculty Council meeting. The appointed representative will have voice but no vote in the Faculty Council meeting. The Faculty Council member must inform the assistant to the Faculty Council of the situation.
- A Faculty Council member may appeal the decision to expel by writing an explanation of absences to the Executive Committee. The Executive Committee will then consider whether expulsion is still warranted.
- The Executive Committee may take action to expel if an excessive number of absences occur.
- Before expulsion the Committee will give prior warning to the member(s) for whom expulsion is being considered. When expulsion occurs, the Chair of the Faculty Council will notify the Faculty Council member's constituency of the expulsion and need to elect a replacement.

SECTION 5 - Procedure

The order of business in any meeting of the Faculty Council shall be determined by the Chair of the Faculty Council in consultation with the Executive Committee, subject to such appeal as is elsewhere provided in these bylaws. Keeseey's Modern Parliamentary Procedure shall govern the conduct of meetings except as the Faculty Council may otherwise prescribe.

SECTION 6 – Visitors

The Faculty Council by simple majority vote or the Chair of the Faculty Council may invite any person to attend meetings as the guest of the Faculty Council. Such guests shall have the privilege of the floor but without vote.

SECTION 7 - Official Minutes and Reports

A copy of the official minutes of the Faculty Council, excluding any identification of candidates for honorary degrees, shall be sent to each member of the Faculty Council and to such other persons as the Faculty Council may, in its discretion, prescribe. Publication of the minutes in University news media may be authorized by the Faculty Council. The Faculty Council may, in its discretion, send copies of the reports of its committees to such persons as it may determine.

SECTION 8 – Action Without a Meeting

Action may be taken by the Faculty Council without a meeting if a majority of the members of the Faculty Council evidences such action by written consents in compliance with Section 14-3-821(b) of the Georgia Nonprofit Corporation Code.

ARTICLE VI: Amendments

These bylaws may be amended at any meeting of the University Faculty Council by a simple majority vote of those present and voting, provided that quorum is met and provided that notice of any proposed amendment has been given at a preceding meeting or in writing at least one week in advance of the meeting at which the proposed amendment is to be acted upon. The requirement of advance notice may be waived only by unanimous consent of all members. All amendments are subject to the approval of the Board of Trustees or its Executive Committee.

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