February 15, 2013

MEMO

To: Faculty Senate
From: Bylaws Committee; B. J. Reed, 2012-13 Chair
Subject: Changes to Faculty Bylaws for Proxy Voting and Quorum

The Faculty Senate asked the Bylaws Committee to address voting by proxy (which is prohibited by Robert’s Rules, but used in faculty councils, commissions, and committees) and specify what a quorum is for the purpose of amending the bylaws. The Bylaws Committee has the following recommendations to make.

Proxy voting
The Faculty Senate asked the Bylaws Committee to review proxy voting. Current practice is reflected in the recommendations. However, if the Faculty Senate decides to follow Robert’s Rules, current practice would be prohibited. Therefore, optional wording is provided for each of three recommendations that reflect current practice.

4.2 The Faculty Bylaws
Part I Faculty Senate
Article VII Meeting

New Section 10 Voting
Each Faculty Senate member, unless designated as non-voting, shall be eligible to vote. A senator who will be absent from a meeting may select a proxy from the eligible faculty or academic staff with advance written notice to the Faculty Senate chair. This substitution, if approved by the Faculty Senate, shall be announced at the beginning of a meeting and will be allowed to vote at that meeting, if the senator has voting privileges.

[Alternative to new Section 10 Voting.]
Each Faculty Senate member, unless designated as non-voting, shall be eligible to vote. Proxy voting is not allowed at Faculty Senate meetings.

Part II Governance Structure
Article III Councils and Commissions
Section 1 Definitions and General Procedures
d. Voting. Each council or commission member, unless designated as non-voting, shall be eligible to vote. Faculty substitutes will be announced at the beginning of a meeting and will be allowed to vote. The faculty substitute must meet the same eligibility requirements as the faculty member being replaced. Faculty substitutes are only approved by the council or commission by majority vote for a single meeting.

[Alternative wording for entire paragraph.]
Each council or commission member, unless designated as non-voting, shall be eligible to vote. A substitute must meet the same eligibility requirements as the member being replaced. Substitutes are only approved by the council or commission by majority vote for a single meeting. Substitutes will be announced at the beginning of a meeting and will be allowed to vote, if replacing a voting member.

[Alternative wording to prohibit proxy voting.]

Each council or commission member, unless designated as non-voting, shall be eligible to vote. As substitute for an absent member is not allowed to vote.

Article IV Faculty Committees
Section 1 Definitions and General Procedures
f. All ex-officio committee and board members are non-voting unless otherwise indicated.

[Replace wording in “f” above to address voting.]

Each committee member, unless designated as non-voting, shall be eligible to vote. All ex-officio committee members are non-voting unless otherwise indicated. A voting member who will be absent from a meeting may select a proxy from the eligible faculty or academic staff with advance written notice to the committee chair. This substitution, if approved by the committee by majority vote at a meeting, will be allowed to vote at that meeting. The substitution shall be announced at the beginning of the meeting.

[Optional wording to prohibit proxy voting.]

Each committee member, unless designated as non-voting, shall be eligible to vote. All ex-officio members are non-voting unless otherwise indicated. Substitutes for an absent committee member are not allowed to vote.

Amending the Bylaws
The Faculty Constitution has a phrase in it that contradicts the recommendation from the Bylaws Committee to achieve amendments to the bylaws (not the constitution). This is a fine point. To be clear, both should be changed. However, the change could possibly stand alone, it just presents a dilemma that would subject to interpretation. Generally, though, the constitution trumps the bylaws.

Faculty Constitution
Article III Meetings
Section 6 Quorum
At least 33% majority of the membership as defined in Article II, Section 1, under contract at the time of the meeting, shall constitute a quorum.

Note, this change would allow changing the constitution easier than it is now, by allowing a smaller group of people to gather and vote. The Faculty Senate did not ask for a change to the constitution.
Part IV Amendments

Section-Article 1
Proposed amendments to the Faculty Bylaws may be initiated by the Faculty Senate or may be submitted to the Senate by a petition of at least 10% of the university faculty. Such proposed amendments shall be submitted to the faculty by mail at least ten days prior to a general faculty meeting, and will become effective if approved by a majority vote of the faculty members present and voting with a “yes” or “no” response.

Section-Article 2
Parts II and III of the Faculty Bylaws may also be amended by a majority vote of the full Faculty Senate at a Faculty Senate meeting following the publication of the proposed amendment in the minutes of the Faculty Senate. Such amendments become effective ten (10) working days following their publication in the Faculty Senate minutes unless 10% of the university faculty file an objection with the Faculty Senate Chair prior to the effective date. In the absence of such an objection, the amendment shall remain in effect only on the affirmative vote of the majority of the faculty members present and voting “yes” or “no” at the next duly constituted general faculty meeting.

[Optional wording to allow a smaller quorum, which is assumed to be more than 50% of a group. Eliminate Sections/Articles 1 and 2. Substitute new wording.]
Proposed amendments to the Faculty Bylaws may be initiated by the Faculty Senate or may be submitted to the Senate by a petition of at least 10% of the university faculty. A two-thirds majority vote of the Faculty Senate at a Senate meeting is required to approve such an amendment. Proposed amendments shall be submitted to the faculty in writing at least 15 working days prior to a general faculty meeting, and will become effective immediately if approved by a majority vote of the faculty members present and voting with a “yes” or “no” response. For the purpose of amendments to the Faculty Bylaws, a general faculty meeting must have a quorum of at least 33% of the faculty.

Note that this change does not make amendments effective immediately after a Faculty Senate vote, but only after approval from the faculty at a meeting of same where at least a 33% quorum is realized. This encourages Faculty Senate to call a faculty meeting each semester, or at least once a year, if Bylaws amendments are pending.

Miscellaneous
Of course, as the Bylaws Committee was reviewing the Bylaws for these changes, a few minor errors were noted. These are not substantive changes, but should be added to the amendments to be proposed at the faculty meeting in March. They are simply put:

Where the Faculty Bylaws are mentioned, the name should be Faculty Bylaws (not General Faculty Bylaws) = 2 changes (1 in the Constitution and one in the Faculty Bylaws).
In Part II Governance Structure, the three sections under Article I should be titled “Section 1 Senates,” “Section 2 Membership,” and “Section 3 Open Meeting.”

In Part II Governance Structure, the last paragraph in Section 2 Membership has an awkward end to the sentence. Strike extra spaces and “Policy” at the end of this paragraph. Insert a period after “University Rank Salary and Tenure Policy Commission.”

Throughout the Faculty Bylaws and other parts of the Employee Handbook, remove “Teaching Excellence Center” and replace with “Teaching and Learning Center.”

Under Part II Governance Structure, Article IV Faculty Committees, Section 12 University International Education Committee, delete “Executive” when listing “Director of International Programs” as an ex-officio member.

Under Part IV Amendments, change “Section 1” and “Section 2” to “Article 1” and “Article 2.” In the Faculty Bylaws, Parts are divided into Articles, but Articles are divided into Sections.