

# **BYLAWS OF THE COUNCIL OF CHAIRS**

## **DIVISION I COUNCIL**

### **Article 1 Representatives for Council of Chairs**

Section 1.1.1 The deans of each college and the dean of Libraries shall determine the manner of selecting representatives to the Council of Chairs in their respective units. Each dean provides the names of the representatives to the chair of the Council each June.

## **DIVISION II ELECTION OF COUNCIL OFFICERS**

### **Article 1 Elections Authority**

Section 2.1.1 The chair of the Council of Chairs shall be responsible for and conduct the election of Council officers according to the policies and procedures prescribed in the constitution and bylaws of the Council. In his or her absence, the chair-elect shall conduct the election. If both the chair and chair-elect are absent, the secretary shall conduct the election.

Section 2.1.2 Other officers of the Council shall assist the chair or other presiding officer in preparing for and conducting the election of officers.

### **Article 2 Officers to be Elected**

Section 2.2.1 The regular election of Council officers shall be held at the June meeting to fill all offices open at that time.

Section 2.2.2 Special elections of Council officers shall be held to fill certain offices vacated during the year as provided in Section 2.2.3 of the constitution.

### **Article 3 Nominations**

Section 2.3.1 Nominations to fill Council of Chairs offices shall be made from the floor by elected representatives present at meetings of the Council to elect officers.

Section 2.3.2 The nomination and election of Council officers shall be conducted in the following order: chair-elect, then secretary/treasurer.

### **Article 4 Voting Procedures**

Section 2.4.1 The election of all officers of the Council of Chairs shall be by secret ballot

from the Council membership by a majority vote (more than half of the valid votes cast) of representatives present and voting.

Section 2.4.2 If no nominee for a Council office receives a majority vote on the first ballot, the second ballot, and all subsequent ones (if necessary), shall include all nominees but the one who received the lowest number of votes on the previous ballot. Voting shall continue until a nominee receives a majority of the votes.

## **DIVISION III EXECUTIVE COMMITTEE**

### **Article 1 Administrative Authority**

Section 3.1.1 The Executive Committee of the Council of Chairs shall be responsible for coordinating the administrative functions of the Council and for conducting such business as necessary between the meetings of the Council. The chair of Council shall preside at its meeting.

### **Article 2 Duties**

Section 3.2.1 In exercising its responsibility as the administrative agency of the Council of Chairs, the Executive Committee shall perform the following duties:

- (1) Prepare and present an agenda for the Council's meetings.
- (2) Recommend to the Council for its approval the necessary committees, committee members, and committee responsibilities required to accomplish agenda goals and objectives of the Council.
- (3) Prepare and distribute a schedule of monthly meetings of the Council for the year and make the necessary arrangements for meetings.
- (4) Schedule extra meetings of the Council as may be required to complete the unfinished business of the Council.

Call the Council into special session when requested by the provost or the president of the university or when needed to address and issue of major and widespread concern to the chair and/or the larger university community.

- (5) Prepare and distribute the agenda for each meeting of the Council.
- (6) Conduct such business as is necessary between the monthly meetings of the Council and apprise the members of all substantive actions taken.

Forward to the dean of each college and the Libraries, to the provost, and to the president of the university resolutions, recommendations, and statements of concern approved by the Council which affect the general welfare of the university.

- (7) Establish and maintain liaison with the leadership of the other major university councils and committees for the purpose of coordinating efforts in areas of mutual concern.
- (8) Perform other duties as may be required to accomplish the business of the Council.

### **Article 3 Meetings**

Section 3.3.1 The chair of the Executive Committee shall call meetings of the committee on a regular basis as required to facilitate the business of the Council.

Section 3.3.2 The meetings of the Executive Committee shall be open to all chairs and such other persons as are invited by the Executive Committee.

### **Article 4 Membership**

Section 3.4.1 The chair, the chair-elect, and the secretary/treasurer, of the Council of Chairs shall constitute the voting membership of the Executive Committee.

Section 3.4.2 The chair of the Council may appoint the chairs of committees as non-voting members to the Executive Committee to better coordinate and facilitate the business of the Council.

Section 3.4.3 The terms of Executive Committee members who serve as officers of the Council shall be coterminous with their terms as officers. The terms of appointed members to the Executive Committee shall begin on the date of appointment and end with the June meeting.

### **Article 5 Duties of the Executive Committee**

Section 3.5.1 It shall be the duty of the chair to (1) organize for and provide general oversight over all business of the committee, (2) call and set the agenda for all Committee meetings, (3) preside at all Committee meetings, and (4) designate a Committee member to preside at Committee meetings in his or her absence.

Section 3.5.2 It shall be the duty of the chair-elect to assist the chair in carrying out the duties of the Council.

Section 3.5.3 It shall be the duty of the Executive Committee secretary, who is also the secretary of the Council, to (1) conduct Committee correspondence as directed by the chair, (2) notify all members of Committee meetings, (3) record the proceedings and substantive actions of all committee meetings, (4) prepare and sign the official minutes of all committee meetings, (5) distribute the minutes of each meeting to committee members, (6) record any amendatory changes to minutes approved by the Committee, (7) preserve and present all relevant documents and records, (8) perform such duties as directed by the chair of the Committee.

## **DIVISION IV STANDING COMMITTEES**

### **Article 1 Definition**

Section 4.1.1 Standing committees are those Council of Chairs committees named in the bylaws to accomplish tasks or to perform functions on a continuing basis from year to year.

#### **Chairs Development Committee**

Section 4.1.2 With the recommendation of the Executive Committee, the Council of Chairs may establish additional standing committees as may be considered necessary to accomplish more effectively the continuing business of the Council.

Section 4.1.3 Whenever a new standing committee is established, the responsibilities, membership composition, terms of members, officers and their duties, and so forth, of the committee shall be defined in the bylaws of the Council.

### **Article 2 Duties of Committees**

Section 4.2.1 Each committee shall receive specific instructions from the chair of the Council with regard to its responsibilities at the time of appointment.

### **Article 3 Membership**

Section 4.3.1 Committees shall consist of an appropriate number of members appointed by the chair of the Council with the advice and consent of the Council. The chair and chair-elect of the Council shall serve as non-voting ex-officio members.

Section 4.3.2 The terms of office of members of a committee shall begin at the time of appointment and continue until the completion of the assigned task.

Section 4.3.3 If a position on a committee becomes vacant, the chair of the Council shall appoint a replacement.

Section 4.3.4 Members of committees need not be members of the Council of Chairs.

#### **Article 4 Officers**

Section 4.4.1 The officers of a committee shall consist of a chair and a secretary appointed from the members of the committee by the chair of the Council.

#### **Article 5 Duties of Officers**

Section 4.5.1 It shall be the duty of the chair of a committee to (1) provide general oversight over the work of the committee, (2) call and set agenda for all committee meetings, (3) preside at all committee meetings, and (4) designate a member of the committee to preside at committee meetings in his or her absence.

Section 4.5.2 It shall be the duty of the secretary of a committee to (1) conduct committee correspondence as directed by the chair, (2) notify all members of meetings of the committee and distribute agenda for meetings, (3) record the substantive proceedings and actions of all committee meetings, (4) prepare and sign the official minutes of committee meetings, (5) distribute the minutes of each meeting to all members of the committee, (6) record any amendatory changes to minutes approved by the committee, (7) distribute the approved minutes of meeting to all members of the Executive Committee of the Council of Chairs, preserve and present all relevant documents and records of substantive actions of the committee to the secretary of the Council for appropriate preservation, and (8) perform such other duties as directed by the chair of the committee.

### **DIVISION V SPECIAL COMMITTEES**

#### **Article 1 Definition**

Section 5.1.1 Special committees are those committees established by the Council to accomplish specific tasks or to perform specific functions that are not continuing in nature in accomplishing the business of the Council.

Section 5.1.2 With the recommendation of the Executive Committee, the Council may establish committees as required to accomplish the business of the Council.

Section 5.1.3 Special Committees will operate according to the same rules guiding standing committees.

## **DIVISION VI MEETINGS OF THE COUNCIL**

### **Article 1      Definition**

- Section 6.1.1 The Council will meet monthly. The meeting schedule will be published at the beginning of each academic year. Special meetings may be called by the chair of the Council or at the request of a simple majority of its voting members.
- Section 6.1.2 The meetings of the Council shall be open except when, by majority vote, the Council deems it necessary to restrict attendance to eligible voting members.
- Section 6.1.3 A quorum of the Council shall consist of more than half of its voting members. Committee members unable to attend meetings may designate a proxy that is already a voting member of the Council through a signed statement/e-mail message to the chair before scheduled meetings.
- Section 6.1.4 Resolutions brought before the Council for a vote must be distributed at least one week in advance of the vote. A two thirds majority vote of the Council may suspend this rule.

Amended by the Council - June 24, 2014.