

BYLAWS OF THE FACULTY COUNCIL

CALIFORNIA NORTHSTATE UNIVERSITY, COLLEGE OF MEDICINE

ARTICLE 1. NAME

Section 1.1 Name.

The name of the organization shall be California Northstate University, College of Medicine Faculty Council (“Faculty Council”).

ARTICLE 2. PURPOSE

Section 2.1 LCME Standards Concerning Faculty Governance.

These LCME Standards are as follows:

A medical education program should ensure that there are mechanisms in place for direct faculty involvement in decisions related to the program.

Important areas in which direct faculty involvement is expected include admissions, curriculum development and evaluation, and student promotions. Faculty members should also be involved in decisions about any other mission-critical areas. Strategies for assuring direct faculty participation may include peer selection or other mechanisms that bring a broad faculty perspective to the decision-making process, independent of departmental or central administration points of view. The quality of an educational program may be enhanced by the participation of volunteer faculty in faculty governance, especially in defining educational goals and objectives.

Section 2.2 Purpose.

The purpose of the Faculty Council shall be to represent the interests of the entire faculty of California Northstate University, College of Medicine in regard to the matters identified in LCME Standards above and also for purposes of shared governance of the College of Medicine. In carrying out the direction of the LCME Standards, the Faculty Council may make recommendations relating to policy as appropriate to the committees responsible for admissions, curriculum development and evaluation, and student promotions, but may not supplant the decision making authority of these committees. In addition, in regard to the shared governance of the College of Medicine, the Faculty Council's role will be to review academic and faculty policies, procedures, and regulations, and other mission-critical areas in the College of Medicine, for purposes of seeking consensus in order to provide input or recommend actions to those persons responsible for making decisions in areas including but not limited to:

- Faculty standards;
- Educational standards;
- Academic standards and student achievement;
- General faculty recruitment, rank and promotion, and retention;
- Faculty development and well-being;
- Academic resources and general staffing;
- Research and other scholarly activities;
- Creation and policies relating to standing committees, *ad hoc* committees, task forces, and faculty search committees; and
- Long range strategic planning and development of the College.

ARTICLE 3. MEMBERS

Section 3.1 Categories of Membership.

There shall be two categories of members: Voting Members and Non-Voting Members. Collectively, all Voting Members and Non-Voting Members shall be referred to as "Members."

Section 3.2 Voting Members.

To be eligible to be a Voting Member of the Faculty Council, a faculty member must:

- a. Be under contract with a minimum of 20% commitment/appointment (0.2 FTE) to California Northstate University, College of Medicine; and
- b. Be on-site or off-site faculty, defined as persons with the rank of:
 1. Instructor;
 2. Assistant Professor;
 3. Associate Professor; or
 4. Professor; and
- c. Not hold the position of assistant dean, associate dean, or dean, or a position equal to or greater than these positions (a department chair or program director is not considered to be a position greater than or equal to these positions) within the College or University communities; and voting Members comprise of numbers (a) and (b)
- d. Not hold their primary appointment in another college, school, or division of California Northstate University.

Section 3.3 Non-Voting Members.

All faculty members of California Northstate University, College of Medicine who are not Voting Members as defined in Section 3.2 shall be Non-Voting Members. Non-Voting Members may not make motions or vote. However, they shall have the right to participate and speak to issues before the Faculty Council. Non-Voting Members shall include:

- a. Faculty members with less than 20% commitment (0.2 FTE) to California Northstate University, College of Medicine; or non-voting members should be less than 0.2 FTE.
- b. Faculty members who hold the position of assistant dean, associate dean, or dean, or a position equal to or greater than these positions (a department chair or program director is not considered to be a position greater than or equal to these positions) within the College or University communities; or
- c. Faculty members who hold their primary appointment in another college, school, or division of California Northstate University.

ARTICLE 4. FACULTY COUNCIL MEETINGS

Section 4.1 Regular and Special Meetings.

The Faculty Council shall meet on a regular basis at such dates and times as determined by the Executive Committee of the Faculty Council. Special meetings may be called by the Chair of the Executive Committee of the Faculty Council or by majority action of the Executive Committee of the Faculty Council (See Article 5). Executive Committee will be in charge of running the council (just like CNU Faculty Senate). Faculty Council is to make our opinions known to the Dean and President (what we need to enhance our teaching, scholarly activities and service)

Section 4.2 Notice of Meeting.

Written notice of each meeting of the Faculty Council stating the date, time, place, and agenda of the meeting, and in the case of a special meeting, the purpose(s) for which the meeting is called, shall be given to the Voting and Non-Voting Members of the Faculty Council at least ten (10) business days before the meeting. Such notice may be delivered either personally, by mail, by private carrier, by facsimile, or by electronic transmission. If notice for a regular meeting is mailed, such notice shall be deemed delivered when deposited in the United States mail.

A Member may waive notice of any meeting before, at, or after such meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.3 Quorum.

In order to convene a general meeting of the Faculty Council, a quorum of the presence of at least twenty-five percent (25%) of all faculty voting members is required.

Section 4.4 Leadership of Meetings of the Faculty Council.

The Chair of the Executive Committee of the Faculty Council shall preside at meetings of the Faculty Council. In the event that the Chair is absent from a meeting, a Chair *pro tempore* appointed by the Chair of the Executive Committee from among the members of the Executive Committee shall serve as acting Chair. In the event that the Chair does not appoint a Chair *pro tempore*, such individual may be elected by the members of the Executive Committee.

Section 4.5 Agenda.

The Chair of the Executive Committee of the Faculty Council, in consultation with the other members of the Executive Committee, shall set the agenda for the meetings of the Faculty Council. Any Member of the Faculty Council shall be permitted to request items for inclusion on the agenda of meetings of the Faculty Council.

Section 4.6 Action at Meeting.

Any Voting or Non-Voting Member at a meeting of the Faculty Council may request that an action be taken by vote of the Voting Members. For such votes, a simple majority of all Voting Members of the Faculty Council will be required to pass the action. Votes may be made in person at the meeting and may also be made in the same manner as notice of the meeting is permitted under Section 4.2, before, at, or after such meeting, within the time limit set by the Executive Committee. Votes or actions by proxy are not permitted.

Section 4.7 Action Without Meeting.

No action required or permitted to be taken at a meeting of the Faculty Council may be taken without an actual meeting of the Faculty Council, except that the Executive Committee of the Faculty Council may act on behalf of the Faculty Council in between meetings as permitted under Article 5 below.

ARTICLE 5. EXECUTIVE COMMITTEE

Section 5.1 Function of the Executive Committee.

The Executive Committee of the Faculty Council shall represent the Faculty Council as appropriate to the Dean, administration, and various committees of the College of Medicine, set the date, time, place, and agenda for meetings of the Faculty Council and its Executive Committee, and undertake actions on behalf of the Faculty Council as directed by the Faculty Council and in between meetings of the Faculty Council.

Section 5.2 Qualifications.

Any faculty member who is a Voting Member of the Faculty Council maybe considered to serve as a member of the Executive Committee.

Section 5.3 Number.

There shall be five (7) members of the Executive Committee. Executive Committee (7: 6 members & Chair) appointed by the Dean. Six members with staggered (1, 2, 3 years). Two members of the faculty, each from the department of Basic Sciences, Clinical Sciences and Clinical Medicine are nominated, by election and or selection to serve on COM Faculty Council of the Executive Committee. This serve to maintain "Institutional Memory". At least one Executive Committee member should be ready to go DAC meetings; a standing commitment.

Section 5.4 Nomination, Election, and Selection.

- Dean of COM will appoint Executive Committee of COM Faculty Council as in section 5.3. Two members of the faculty, each from the department of Basic Sciences, Clinical Sciences and Clinical Medicine are nominated, by election and or selection to serve on COM Faculty Council of the Executive Committee.

Section 5.5 Term.

The term of office for a member of the Executive Committee is three (1) consecutive terms. A member of the Executive Committee shall hold office until the member's successor is elected, or until the member's resignation, removal, incapacity, disability, or death.

Section 5.6 Staggered Terms.

The terms of the members of the Executive Committee shall be staggered such that one or two members shall be elected each year, with each term starting on July 1 of the applicable calendar year. Notwithstanding the provisions of Section 5.6, the initial members of the Executive Committee shall modify their initial terms by agreement shortening those of three (3) members in order to accomplish the staggering of terms required by this Section. This serve to maintain "Institutional Memory".

Section 5.7 Term Limits.

A member of the Executive Committee may serve for no more than two (2) consecutive terms. A member elected to complete the term of a member who resigned, was removed, became incapacitated, became disabled, or died shall be considered to have served a complete term if the remaining term of office was at least one year in length.

Section 5.8 Resignation, Removal, and Vacancies.

A position on the Executive Committee shall be declared vacant upon the member's resignation, removal, incapacity, disability, or death. Any member may resign at any given time by giving written notice to the Chair of the Executive Committee, except the Chair's resignation shall be given to the Executive Committee as a whole. Members of the Executive Committee may be removed by unanimous vote of the other members of the Executive Committee or by two-thirds (2/3) majority of a quorum of a meeting of the Faculty Council. Any vacancy occurring on the Executive Committee shall be filled by the Dean of COM under Section 5.4. The newly elected member shall complete the unexpired term of the predecessor.

ARTICLE 6. EXECUTIVE COMMITTEE MEETINGS

Section 6.1 Regular and Special Meetings.

The Executive Committee shall meet on a regular basis at such dates and times as determined by the Chair of the Executive Committee. Special meetings may be called by the Chair of the Executive Committee or by majority action of the Executive Committee.

Section 6.2 Notice of Meeting.

Written notice of each meeting of the Executive Committee stating the date, time, place, and agenda of the meeting, and in the case of a special meeting, the purpose(s) for which the meeting is called, shall be given to members of the Executive Committee at least two (2) business days before the meeting. Such notice may be delivered either personally, by mail, by private carrier, by facsimile, or by electronic transmission. If notice for a regular meeting is mailed, such notice shall be received two days before the meeting.

A member of the Executive Committee may waive notice of any meeting before, at, or after such meeting. The attendance of a member of the Executive Committee at a meeting shall constitute a waiver of notice of such meeting, except where a member of the Executive Committee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.3 Quorum.

In order to convene a general meeting of the Executive Committee, a quorum of the presence of at least 3 faculty (2/3) of all members of the Executive Committee is required.

Section 6.4 Leadership of Meetings of the Executive Committee.

The Chair of the Executive Committee shall preside at meetings of the Executive Committee. In the event that the Chair is absent from a meeting, a Chair *pro tempore* appointed by the Chair of the Executive Committee from among the members of the Executive Committee shall serve as acting Chair. In the event that the Chair does not appoint a Chair *pro tempore*, such individual may be elected by the members of the Executive Committee.

Section 6.5 Agenda.

The Chair of the Executive Committee, in consultation with the other members of the Executive Committee, shall set the agenda for the meetings of the Executive Committee. Any member of the Executive Committee shall be permitted to request items for inclusion on the agenda of the Executive Committee.

Section 6.6 Action at or Without Meeting.

Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if each and every member of the Executive Committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Votes or actions by proxy are not permitted.

Section 6.7 Open and Closed Executive Committee Meeting Sessions.

Ordinarily, all meetings of the Executive Committee shall be open to Voting and Non-Voting Members of the Faculty Council. However, in the event the Chair of the Executive Committee, with the consent of a majority of the Executive Committee members in attendance, deems it appropriate: (i) to exclude non-members of the Executive Committee at an open meeting for any reason, then the Chair may declare that the meeting is closed; or (ii) to convene an executive session to consider and discuss sensitive matters, then the Chair may specifically designate and call an executive session.

ARTICLE 7. CHAIR

Section 7.1 Designation.

The chief executive officer of the Faculty Council and the Executive Committee shall be the Chair.

Section 7.2 Election and Selection.

Executive Committee (7: 6 members & Chair) appointed by the Dean. Six members with staggered (2, 3) years. At least one Executive Committee member should be ready to go DAC meetings; a standing commitment.

Section 7.3 Term.

The term of office for the Chair is one (1) year or three (1) consecutive terms. The Chair shall hold office until a successor is elected, or until the Chair's resignation, removal, incapacity, disability, or death.

Section 7.4 Term Limits.

A Chair may serve for no more than three (1) consecutive terms. A member elected to complete the term of a member who resigned, was removed, became incapacitated, became disabled, or died shall be considered to have served a complete term if the remaining term of office was at least six (6) months in length.

Section 7.5 Resignation, Removal, and Vacancies.

The office of Chair shall be declared vacant upon the resignation, removal, incapacity, disability, or death of the Chair. The Chair's resignation shall be given to the Executive Committee as a whole. The Chair of the Executive Committee may be removed by unanimous vote of the other members of the Executive Committee or by two-thirds (2/3) majority of a quorum of a meeting of the Faculty Council. Any vacancy occurring in the Chair shall be filled by election by the Executive Committee. The newly elected Chair shall complete the unexpired term of the predecessor.

Section 7.6 Duties.

The Chair shall:

- a. Preside over meetings of the Executive Committee and over meetings of the Faculty Council;
- b. Serve as the principal representative of the Faculty to the Administration and other bodies;
- c. Set the agenda for meetings of the Faculty Council or Executive Committee in consultation with the other members of the Executive Committee;
- d. Cause to be published the minutes of the Executive Committee and of the Faculty Council;
- e. Cause Members of the Faculty Council and/or Executive Committee to be notified of meetings of their respective bodies;
- f. Appoint a Chair *pro tempore* in the event of absence from a meeting of the Executive Committee or of the Faculty Council.

ARTICLE 8. COMMITTEES

Section 8.1 Provision of Members to Standing Committees of College and University.

The Faculty Council shall provide its members to the standing committees of California Northstate University, College of Medicine and California Northstate University in accordance with the provisions of the bylaws of such standing committees. These standing committees may include but are not limited to:

- College of Medicine Admissions Committee;
- College of Medicine Assessment and Evaluation Committee;
- College of Medicine Awards Committee;
- College of Medicine Curriculum Committee;
- College of Medicine Rank, Promotion, and Retention Committee;
- College of Medicine Research Committee; and
- College of Medicine Student Promotions Committee.

Section 8.2 Faculty Council Standing Committees, *Ad Hoc* Committees, and Task Forces

The Executive Committee of the Faculty Council may establish such standing committees, *ad hoc* committees, and task forces as deemed necessary or appropriate to carry out its responsibilities to the Faculty Council as set forth herein. Each standing committee so established shall establish and maintain bylaws, which shall be approved by a majority vote of the Executive Committee of the Faculty Council. Bylaws, policies, and activities of the committees and task forces established under this Section shall be consistent with applicable federal, state, and local statutory and regulatory law, the bylaws of the Board of Trustees of the University, any bylaws of the governing body of the College of Medicine, the bylaws of the University Faculty Senate, these Bylaws, and the authority under which such committee or task force is created.

Section 8.3 Qualification.

Any Voting Member of the Faculty Council may serve as a member of a standing committee in a position designated by the Executive Committee. Any Voting or Non-Voting Member of the Faculty Council may serve as a member of an *ad hoc* committee or task force in a position designated by the Executive Council.

Section 8.4 Terms.

Members of standing committees, *ad hoc* committees, and task forces established by the Executive Committee of the Faculty Council may serve for an unlimited number of consecutive one (1) year terms unless otherwise limited by the Executive Committee.

Section 8.5 Resignation, Removal, and Vacancies.

A position on a committee or task force established by the Executive Committee of the Faculty Council shall be declared vacant upon the member's resignation, removal, incapacity, disability, or death. Any member of a committee or task force established by the Executive Committee may resign at any given time by giving written notice to the Chair of such committee or task force, except such Chair's resignation shall be given to the Chair of the Executive Committee. Members of committees may be removed by vote of the other members of the Committee in accordance with the bylaws of such committee, by two-thirds (2/3) majority vote of the body from which that member was elected, or by rescission of the appointment in the case of an appointed position. Any vacancy occurring on a committee or task force established by the Executive Committee shall be filled by the appropriate body or person. The newly elected Committee member shall complete the unexpired term of the predecessor.

Section 8.6 Meetings.

Standing committees, *ad hoc* committees, and task forces established by the Executive Committee shall meet on a regular basis at such dates and times as determined by the Chair of such committee or task force. The notice, quorum, manner of conducting the meeting, agenda, voting, and action requirements for such meetings shall be set forth in the bylaws of such committees as approved by the Executive Committee of the Faculty Council.

ARTICLE 9. RECORDS

Section 9.1 Minutes.

The Faculty Council, Executive Committee, and committees and task forces established by the Executive Committee shall maintain as permanent records minutes of all meetings. A record of all actions taken with or without meetings shall also be so maintained. The records described herein shall be provided to the person designated by California Northstate University, College of Medicine as the records keeper.

ARTICLE 10. FIDUCIARY MATTERS

Section 10.1 Discharge of Duties.

Each member of the Executive Committee shall discharge his or her duties: (i) in good faith, (ii) with the due care that a reasonably prudent person in a like position would reasonably exercise under similar circumstances, and (iii) in a manner that the person reasonably believes to be in the best interests of the faculty of California Northstate University, College of Medicine.

ARTICLE 11. MISCELLANEOUS PROVISIONS

Section 11.1 Parliamentary Procedure.

The parliamentary procedure for all meetings of the Faculty Council, the Executive Committee of the Faculty Council, and any committees and task forces established by the Executive Committee of the Faculty Council as provided herein shall be under the current edition of Robert's Rules of Order. Notwithstanding the provisions of the immediately preceding sentence, parliamentary procedure set forth in the bylaws of any committee or task force established by the Executive Committee may supersede Robert's Rules of Order for such committee or task force if approved by a majority vote of the Executive Committee.

Section 11.2 Saving Clause.

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members of the Executive Committee does not cause substantial injury to the rights of the members of the Faculty Council, shall not invalidate the actions or proceedings of the Faculty Council, Executive Committee, or committees or task forces established by the Executive Committee at any meeting.

Section 11.3 Interpretation with Laws and Other Bylaws.

The Bylaws, policies, and activities of the Faculty Council and Executive Committee shall be consistent with applicable federal, state, and local statutory and regulatory law, the bylaws of the Board of Trustees of the University, any bylaws of the College of Medicine, and the bylaws of the University Faculty Senate. Nothing in these Bylaws shall be interpreted to supersede the bylaws of the Board of Trustees, any bylaws of the College of Medicine, or the bylaws of the University Faculty Senate, as such bylaws now exist or may hereafter be amended or otherwise modified.

Section 11.4 Severability and Headings.

The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 11.5 Authority.

The authority of the Faculty Council and its Executive Committee is delegated by the College of Medicine of California Northstate University and the actions of the Faculty Council and its Executive Committee reflect recommendations for proposed action to the College of Medicine.

ARTICLE 12. APPROVAL AND AMENDMENT OF BYLAWS

Section 12.1 Amendments

These Bylaws shall be ratified and may be amended, repealed, or otherwise modified, in whole or in part, and new Bylaws may be adopted, by a vote of the majority of all Voting Members of the Faculty Council by mail ballot, after allowing for the notice period set forth in Section 4.2 to announce such an election.

Section 12.2 Approval of Bylaws and Amendments

These Bylaws must be approved by the President and Board of Trustees of California Northstate University, and all amendments hereto are subject to review by the Faculty Senate and approval by the President and Board of Trustees of California Northstate University.