

BYLAWS OF THE FACULTY ASSEMBLY OF UNC

I. Definition of Charter

The articles under which the Faculty Assembly came into existence are the Charter of the Faculty Assembly (<http://www.northcarolina.edu/facultyassembly/charter.htm>). Bylaws enacted by the Assembly are for the purpose of giving effect to the purpose and functions described in the Charter.

II. Members of the Assembly

- A. The Assembly shall be composed of elected representatives from each institution according to the provisions of Sec. II, Par. 1 of the Charter. The number of full-time faculty and professional staff members at each institution shall be calculated as the number of budgeted teaching positions (FTE) at the institution. Using this number as of the second regular meeting of the Assembly, the Chair shall notify the Assembly during the second regular meeting of the number of delegates to which each institution is entitled during the next academic year.
- B. The Assembly shall make no determination of the method of election, those matters being specifically reserved to the faculties of the several institutions.
- C. The terms of delegates to the Assembly shall range from two (2) to three (3) years as established by each institution, and each institution shall assure continuity of delegation membership by a system of rotated terms. Each institutional faculty shall select such alternate delegates as it deems necessary, but must have at least one.
- D. D.All regular terms of service shall begin and end on July 1 of each year. The delegate list and authorized alternates for the coming academic year shall be recorded by the secretary and in the hands of the Assembly Chair by May 1.

III. Officers

- A. The officers of the Assembly shall be a Chair, a Vice-Chair, and a Secretary.
- B. The Chair and Vice-Chair shall serve for terms of two years. Each can be re-elected for an additional two-year term, after which he or she shall be ineligible for re-election to the same office, for a period of two years. The Chair will be elected one full academic year prior to serving, and act as chair-elect prior to taking office.
- C. The Secretary shall serve a one-year term and may be re-elected for a second one-year term, after which he or she shall be ineligible for re-election to the same office for a period of one year.

IV. Agenda

- A. The Executive Committee shall be responsible for inviting agenda items and preparing the agenda for meetings. Any Assembly delegate, Assembly officer, or the President of the University of North Carolina may request items be placed on the agenda by sending written or electronic notification to the Chair of the Assembly or any member of the Executive committee. All requests shall be considered by the Executive committee for placement on the agenda or assignment to a Faculty Assembly committee not later than the time of the second regular meeting of the Faculty Assembly after receipt of such a request.
- B. In consultation with the Executive Committee, the Chair will establish the agenda for each meeting of the Assembly. It will be circulated to the full Assembly no later than two-weeks prior to the Faculty Assembly meeting.

V. Meetings

- A. Unless otherwise ordered by the Executive Committee, there shall be at least five stated meetings of the Assembly during the academic year at dates and places to be established, and disseminated to all Assembly members, no later than the last regular meeting of the preceding Academic Year. All Assembly members shall be informed of these dates by that time. The first regular fall meeting shall not be scheduled for a date prior to September 1.
- B. Special meetings may be called:
 - 1. By the President of the University of North Carolina.
 - 2. By the Executive Committee on its initiative.
 - 3. By the Chair when a request is made by any institutional delegation.
- C. The site of the regular meetings of the Assembly shall be at General Administration in Chapel Hill, except in circumstances where the system President or Assembly Chair request the meeting on another campus of the system. Alternate sites should be established no later than one month prior to the meeting date. Special meetings may be held at whatever location seems most advisable to the Chair. Special meetings or change in location must be circulated by print or electronic means to members at least two weeks prior to the date of the meeting. This provision may be waived in emergency situations by approval of the Executive Committee.
- D. A majority of the Assembly members shall constitute a quorum.
- E. The agenda and any items for action must be circulated by print or electronic means so as to be received at least two weeks in advance of the meeting (except in case of emergency as referred to in Section V.C, above). No item of business may be acted upon by the Assembly unless the recommendation has been distributed to the Assembly 24 hours before action is to be taken. Except that the 24-hour rule may be waived by either (1) a 2/3 vote of the members present at the meeting during which action is to be taken, or (2) by virtue of the fact that the item of business requiring Assembly action received a 2/3 majority vote of the present members of the Assembly. The agenda shall be open to all items submitted in time to meet the requirements of this Article.
- F. A meeting of the campus faculty senate (council) chairs shall take place during each regular meeting of the Assembly. This meeting shall be convened by the Vice-Chair of the Faculty Assembly. The agenda for the first part of the meeting may be set by the Executive Committee.

VI. Voting

- A. There shall be no voting by proxy. Only delegates or their authorized alternates present at the meeting may vote.
- B. The usual method of taking a vote is by voice except for votes to elect officers and Executive Committee members, which shall be taken by written ballot.
- C. When voting by voice any voting member of the Assembly may call for division such that the votes may be counted.
- D. A roll call vote or vote by secret ballot may be held with the approval of one-fifth of the voting members present.

VII. Elections

- A. It shall be incumbent upon each institution to designate and certify its Assembly members and alternates for the coming academic year and send the list to the Faculty Assembly Chair on or before May 1.
- B. Election of the officers for the following year shall take place before the last Assembly meeting of the academic year. He or she shall be elected by secret ballot in the following manner:
 - 1. The order of election of officers shall be Chair, Vice-Chair, and Secretary.

2. Each candidate shall be asked to rise to be identified. Each candidate shall have the option to speak for not more than one minute prior to the balloting.
3. Election shall be by a majority vote of those members present and voting.
4. If an additional ballot is required, the number of votes cast for each candidate shall be announced prior to succeeding ballots.
5. When a delegate assumes the roll of Chair, he or she shall no longer serve as a delegate and if his or her term has not expired, a replacement delegate should be selected from their institution. If his or her term has expired, he or she may serve the two years, as well as stand for another term as Chair.
6. When a delegate is elected to an officer position other than Chair, he or she shall continue to serve as a delegate of their institution. If his or her term as a delegate has expired, he or she may serve two terms of that position (if elected to a second term).
7. Selection of committee chairs shall take place at the summer meeting of the Executive Committee. Committee chairs shall be occupied by Executive Committee members.
8. C.The term of office shall coincide with the academic year. An election to fill a vacancy in any office or on the Executive Committee can take place at any regular or special meeting of the Assembly.

VIII. Executive Committee

- A. There shall be an Executive Committee consisting of the three officers of the Assembly, the Chair elect, one officer from the staff of the University (who shall be appointed by the President of the University and who shall be a non-voting member of the Committee). The Parliamentarian shall also serve on the Executive Committee in a non-voting, ex-officio capacity.
- B. The Chair of the Historically Minority Institution committee shall serve as a member of the Executive Committee.
- C. In addition, six members elected from the full Faculty Assembly shall serve on the Executive Committee. One member shall be elected from each of the four major classifications of campuses (classifications by number of delegates, 5, 4, 3, 2, as set out in the charter). The Assembly delegates from each of the four major classifications of campuses will meet as a caucus before the end of the academic year and elect one of their number to serve as a member of the Executive Committee in the succeeding year. Two additional members of the Executive Committee shall be elected at large by the entire Assembly.
- D. An Executive Committee member not serving as an elected officer can serve for three years and then must be off the Committee for at least one year before re-election.
- E. No one institution can have more than 2 members on the Executive Committee at the same time (excluding elected officers or the Parliamentarian).
- F. Executive Committee members shall be elected by the Assembly at the same meeting as officers are elected, no later than the last meeting of the academic year.
- G. The Chair of the Faculty Assembly shall be Chair of the Executive Committee.
- H. The Executive Committee shall review periodically the structure and functions of the standing committees and task forces (as provided in Sections XI and XII) and make recommendations to the Assembly for appropriate changes.
- I. Committee Chairs and Task Force Chairs may request to meet with the Executive Committee at any time. The request should be in writing to the Chair at least one month prior to the next Executive Committee meeting. The Executive Committee may request that a committee or task force chair give a report to the Executive Committee. A committee or task force chair should be notified one month in advance, but may give less notice if the matter is urgent.

- J. The Executive Committee shall assume only such prerogatives and powers as shall be delegated to it by a majority vote of the Faculty Assembly. The authorization shall include long-range planning for the Faculty Assembly, and authorization to act for and represent the Faculty Assembly when the Faculty Assembly is not in session. Any action taken by the Executive Committee between sessions requires a 2/3 vote of the Executive Committee and shall be reported to and affirmed (or rescinded) by the full Assembly at the next scheduled Faculty Assembly meeting.

A. IX. Duties of Officers

- A. *The Chair* shall perform the duties usually associated with this office including, but not limited to, presiding at meetings of the Assembly; generally supervising the activities of the Assembly; appointing members of task forces and special committees; with the guidance of the Executive Committee, appointing members, but not chairs, of standing committees and task forces; and serving as chief liaison officer between the Assembly and the President of the University, the Board of Governors, and other appropriate agencies. The Chair shall communicate the proceedings of each meeting of the Assembly to the President.
- B. *The Vice-Chair* shall perform the duties of the Chair in the event of the Chair's absence or disability. In the event that the office of Chair falls vacant, the Vice-Chair shall assume that office, and a new Vice-Chair shall be elected at the next regular meeting. In coordination with the Chair, the Vice-Chair shall facilitate communication between Faculty Assembly and the constituent campuses, and shall facilitate meetings of faculty senate/council chairs at the Faculty Assembly full meetings. The Vice-Chair shall communicate frequently with the committee and task force chairs and make progress reports to the Executive Committee, when appropriate. The Vice-Chair may decide to invite any committee or task force chair to bring a discussion to the Executive Committee (as described above, *Section VIII.H*). The Vice-Chair will also perform other duties as requested by the Chair.
- C. *The Secretary* shall be responsible for the preparation of the minutes of all meetings, for custody of the records of the Assembly, for giving notice of the meetings of the Executive Committee and the Assembly, for circulating the agenda, and for distributing copies of the minutes of the Faculty Assembly and Executive Committee meetings within two weeks of the meeting to all delegates and other designated individuals. The minutes shall be sent to the Administrative Assistant for the Assembly for posting to the website. Other duties are referred to in Sections [II.D](#) and [XIV.B.1](#).

X. Nominations

The Executive Committee shall constitute a Nominations Committee of at least two, but no more than five, members. At least ten days prior to the meeting at which an election is to be held, this committee shall circulate, by written or electronic means, a slate of nominees for each elective office. All nominees must have agreed to their nomination prior to election by the Assembly. The committee shall solicit from each nominee a statement of qualifications, not to exceed 300 words, and shall circulate these to the delegates, by written or electronic means, at least ten days prior to the election. The nominees will be presented to the full membership of the Assembly at the meeting specified for their election, at which time additional nominations may be made from the floor.

XI. Standing Committees (other than the Executive Committee)

- A. During its first summer session, the Executive Committee will (after consultation with the delegates) form committees related to the on-going work related, but not limited to, issues of academic freedom, promotion, tenure, faculty development and welfare, academic programs, research, the budget,

governance issues, and technology. Chairs for each committee will be designated and a draft work plan developed prior to the first meeting of the full Assembly. Each committee will be charged with keeping informed of significant issues facing General Administration in regard to their work and connect with Board of Governors activity as appropriate in an effort to share timely and relevant faculty perspectives with key personnel at General Administration. Committee work is expected to be on-going throughout the year and the Assembly meetings will provide time for reports. *Historically Minority Institutions*. This committee will cover issues relating to historically minority institutions (HMI) and minority issues, system-wide and nationally, and work with other committees to assure that priority issues important to HMI's are incorporated into the thinking and work of all other committees.

- B. The members of each committee must be members of the Assembly.
- C. Chairs of committees and task forces shall prepare their committee meeting agenda and chair their respective meetings, provide written meeting minutes within one week of each meeting and provide a final report to the Assembly that shall be sent electronically to the Secretary of the Assembly prior to the final meeting. They will also maintain the records of the committee for transmittal to their successors.

XII. Task Forces

- A. Task forces will be formed to do the work of the Assembly, and will exist only until the work is completed and a final report is presented. The Chair of the Assembly will create task forces based on requests from the committees, from the system President, or others, as appropriate. Creation of task forces will be the main way of conducting business in the Assembly. Task forces will be created after consultation with the Executive Committee. The Chair of each task force shall be a member of the Assembly. Non-assembly members may be appointed to serve on a task force. The majority of the membership of any task force must be members of the Assembly.
- B. Task forces will receive a charge from the Chair of the Assembly. The task force Chair will respond with a time line and identification of any support the task force may need from committees of the Assembly or personnel in General Administration. Task force chairs must give a progress report when requested by the Chair and must present a final report when the work of the task force is completed.

XIII. Operations

- A. Each Chair of the Assembly shall, within a month of assuming office, consult with the President of the University of North Carolina concerning budgetary support for the Assembly, including the office space, secretarial assistance, supplies and travel required for the business of the Assembly and its members.
- B. The rules contained in the latest revision of Robert's Rules of Order shall govern the Assembly in all cases to which they are applicable when they are not inconsistent with Bylaws or special rules of the Assembly. The Chair shall appoint a parliamentarian from among the present delegates, or former delegates of Faculty Assembly, who will serve for all meetings.

XIV. Reports

- A. The basic record of the actions and deliberations of the Assembly shall be the minutes of meetings kept by, or under the supervision of, the Secretary of the Assembly. Copies of the minutes shall be circulated to all members of the Assembly, the Chancellors of the various institutions, the President of the University, the Chair and the Vice Chair of the Board of Governors, and such other individuals as the Assembly, President, or Chair may designate. An electronic copy will be posted within one week of all Assembly meetings.

- B. The delegation from each institution shall submit to its faculty an annual report of the work of the Assembly.
 - 1. A draft report will be provided by the secretary of the Assembly for the Assembly delegation member use. This final form of the report shall be prepared in time for submission to the faculty concerned at its first regular fall meeting.
 - 2. This report shall be prepared in time for submission to the faculty concerned at the last meeting of the spring semester.
- C. Special reports may be prepared from time to time by the Assembly and given such distribution as seems appropriate.

XV. Attendance

- A. Faculty members from the participating campuses are eligible to attend sessions of the Assembly as observers. Faculty or student members of special task forces may, as a matter of course, be eligible to attend and participate in those portions of meetings of the Assembly at which matters pertaining to those task forces are discussed.
- B. Alternate members of the Assembly, unless standing in for a voting member, may participate in discussions of the Assembly only when given privileges of the floor by the Chair.
- C. C.The President of the University and the President's designated representatives shall have a standing invitation to attend and participate in the discussions at all meetings.

XVI. Amendments

- A. The Bylaws may be amended by the vote of two-thirds of those voting members present at any meeting of the Assembly, provided the substance of the proposed amendment has been circulated in print or by electronic means in time to be received by all members at least two weeks prior to the meeting at which action is proposed.
- B. No amendment to the Bylaws may have the effect of amending, modifying, or altering the Charter. It shall be the duty of the Executive Committee to insure that such will not be the result.

February 23, 1973 – Original
 July 1, 1974 – Revised
 December 5, 1975 – Revised
 April 29, 1977 – Revised
 April 28, 1978 – Revised
 April 15, 1983 – Revised
 February 17, 1989 – Revised
 November 6, 1998 – Revised
 February 18, 2000 – Revised
 September 21, 2001 – Revised

April 25, 2003 – Revised
 October 1, 2004 – Revised
 April 8, 2005 – Revised
 November 16, 2007 – Revised
 January 18, 2008 – Revised
 April 16, 2010 – Revised
 March 25, 2011 – Revised

© 2011
 DRAFT REVISION 2013