Faculty Senate

The Faculty Senate is the representative and deliberative body of the Faculties. Centrally involved in the governance of the university, it is comprised of elected members, deans of the colleges and schools, and ex officio members, including the Chancellor.

Charlene M. Dewey, M.D., M.Ed., FACP (Medicine), Chair
Brian Heuser, Ed.D., M.T.S (Peabody), Vice-Chair
Geoffrey Fleming, M.D., (Medicine) Chair Elect
Leslie Hopkins, DNP, APRN, BC, FNP-BC, ANP-C (Nursing), Vice-Chair Elect
Rich Willis (Owen), Immediate Past Chair
Ann Price, M.D., (Medicine), Immediate Past- Vice-Chair
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Vanderbilt University Faculty Senate Executive Committee 2016-17

Charlene M. Dewey, M.D., M.Ed., FACP (Medicine), Chair
Brian L. Heuser, Ed.D., M.T.S, (Peabody), Vice Chair
Geoffrey Fleming, M.D., (Medicine) Chair Elect
Leslie Hopkins, DNP, APRN, BC, FNP-BC, ANP-C (Nursing), Vice-Chair Elect
Rich Willis (Owen), Immediate Past Chair
Ann Price, M.D., (Medicine), Immediate Past Vice Chair

Debbie Hayes

Administrative Manager of the Faculty Senate

Contact Information

Faculty Senate
341 Sarratt Hall
2301 Vanderbilt Place
Nashville, TN. 37235
615-343-3841
FacultySenate@Vanderbilt.Edu

Last revised, September 5, 2016 by Charlene M. Dewey, M.D., M.Ed., FACP
# Vanderbilt University Faculty Senate 2016-17 Calendar

## Faculty Senate Meetings
### Faculty Senate Assembly Meetings
(Thursdays at 4:10 pm)
- September 8, 2016
- October 6, 2016
- November 3, 2016 (elected senators only)
- December 8, 2016
- January 12, 2017
- February 2, 2017
- March 2, 2017
- April 13, 2017
- May 8, 2017

### Executive Committee Meetings
(Wednesdays at 10:00 am)
- All Wednesdays at 10 am starting August 17
  (Rescheduled for conflicts if needed)

### Special Events and Meetings
- August 8 at 10:30 am: Consultative mtg.
- August 9 at 9:00 am: EC meeting
- August 10 at 3:00 pm: Special election
- August 15 at 1:00 pm: EC Retreat
- August 17 at 11:30 am: New Senator mtg.
- August 25 at 4:00 pm: Fall Assembly
- September 15, 2016 6:00-7:30pm: Chancellor’s Faculty Senate reception at Chancellor’s Residence
- Spring Assembly is scheduled for April 6, 2017

### Executive Committee Meetings with the Chancellor
(Tuesdays at 11:00 am)
- August 30, 2016
- September 27, 2016
- October 25, 2016
- November 29, 2016
- January 10, 2017
- January 31, 2017
- February 28, 2017
- March 28, 2017
- April 25, 2017

### Executive Committee Meetings with the Provost
(Mondays at 11:00 am)
- August 29, 2016
- September 26, 2016
- October 17, 2016
- November 7, 2016
- December 5, 2016
- January 9, 2017
- February 6, 2017
- March 6, 2017
- April 10, 2017
- May 1, 2017

### Board of Trust Meetings
- November 10-11, 2016
- February 9-10, 2017
- April 20-21, 2017
New Senator Orientation

**Background:** Representative Faculty Senate Achievements

- In 2000 the Senate worked to extend health benefits to same-sex domestic partners.
- In 2003 the Senate worked on simplified reporting of conflict of interest and commitment disclosures.
- In 2007 the Senate revised guidance for handling grievances, including streamlining and delineating the process.
- In 2015 the Senate worked with the EAD to disseminate faculty training on reporting obligations as responsible employees under Title IX of Education Amendments of 1972. Created Faculty Manual committee to partner with VU leadership in maintaining and updating Faculty Manual.

**Vanderbilt University By-laws**
(See full document below.)

- Vanderbilt University By-Laws: Chapter II Immediate Governance of the University

- **A. GENERAL PROVISIONS**
  - 1. *The immediate government of the University is committed to the Chancellor and, through the Chancellor, to the assisting officers and the faculty in each of the several schools and colleges.* [1982]

- Chapter II of the Vanderbilt University Code of Bylaws:

- **D. THE FACULTY ASSEMBLY AND FACULTY SENATE**
  - 2. *The Faculty Senate is the representative and deliberative body of the Faculties. Centrally involved in the governance of the university, it is comprised of elected members, deans of the colleges and schools, and ex officio members, including the Chancellor.*

  - 3. *The Faculty Assembly may adopt a Constitution, setting forth its own regulations and rules of order, and also the composition and organization of the Senate to the extent not herein above provided [by the By-Laws], including procedures for changing its composition from time to time. The Senate may be given power under the Constitution to adopt its own regulations and rules of order. The Constitution may contain provisions for its own amendment. The Senate may be given power under the Constitution to adopt its own regulations and rules of order. The Constitution may contain provisions for its own amendment.* [1966]
Vanderbilt University Faculty Senate Constitution

The constitution of the Faculty senate has four articles. Faculty Senate Constitution available at: www.vanderbilt.edu/facultysenate

Faculty Senate Constitution: Article I: The Faculty Assembly

Full-time faculty members who hold the rank of Instructor or above (which includes administrative officers who hold Faculty appointments). Part-time members of the Faculties having full status with partial load are also voting members of the Faculty Assembly.

The Faculty Assembly is convened:
• to hear reports on the state of the University from the Chancellor or other officers of administration. [1982]
• to permit members to direct questions to the Chancellor or other officers of administration or to the Chair of the Faculty Senate. [1982]
• to discuss any subject of common concern and to express its opinion thereon. Formal expression of opinion shall be by a majority of the voting members present. [1971]
• to pass upon proposed amendments to this Constitution as specified in Article III. [1971]
• Article I: The Faculty Assembly

Faculty Senate Constitution:

Article II: The Faculty Senate

• The FS EC has a close working relation with the Chancellor, Provost, and the VCHA.
• FS standing committees and task forces report to the EC. Standing committees of the FS will also have relationships with standing committee of the University.
• Motions should come from committees.
• Task forces of the FS consist of a chair, senators, and non-senate members.
Article II: The Faculty Senate Composition

1. The Faculty Senate is composed of the Deans of the several Schools and Colleges, elected members, and ex officio members. Elected members are representatives of the Faculties of the Schools and Colleges in accordance with the following distribution:

<table>
<thead>
<tr>
<th>College or School</th>
<th># of Senators</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arts and Science</td>
<td>16</td>
</tr>
<tr>
<td>Blair</td>
<td>2</td>
</tr>
<tr>
<td>Divinity</td>
<td>2</td>
</tr>
<tr>
<td>Engineering</td>
<td>6</td>
</tr>
<tr>
<td>Law</td>
<td>2</td>
</tr>
<tr>
<td>Medicine</td>
<td>20</td>
</tr>
<tr>
<td>Nursing</td>
<td>4</td>
</tr>
<tr>
<td>Owen</td>
<td>2</td>
</tr>
<tr>
<td>Peabody</td>
<td>6</td>
</tr>
<tr>
<td>Total</td>
<td>60</td>
</tr>
</tbody>
</table>

4. The Senate shall at least every five years review the numbers of elected representatives from several Faculties, taking into account the relative sizes of the Faculties and the student bodies of several schools. Each school shall have at least two Faculty Senators. The number of elected representatives of any school or college shall be no more than one-third of the total number of elected senators.

Article II: The Faculty Senate Jurisdiction, duties, and powers

1. Is the representative, deliberative, legislative body of the Faculties.
2. May discuss and express its views about any matter affecting the University.
3. Has the power to review and evaluate educational policies and practices of the University and make recommendations concerning them to any individual, Faculty, or group within the University.
4. May provide for appropriate Faculty discussion of any educational policy or practice, advise and consult with chief administrative officers and inform them of Faculty opinions about such matters.
5. Shall facilitate and encourage communication with the University, among the several Schools, and reciprocally among Faculty, students, and administration. May request Chancellor call meetings of the Faculty Assembly and take other steps in executing senate duties of providing for discussion and furthering this communication.
6. Acts in consultative capacity when the establishment of new schools or colleges is considered or when new degrees are proposed. Its approval is necessary for the granting of honorary degrees.
7. Responsible for defining policies and procedures to be applied in cases of conscience or academic freedom.

8. Establishes committees to aid its execution of its duties. May invite non-Senators to serve on these committees.

• **The Executive Committee**
  - The Executive Committee of the Senate consists of the Chair, the Vice Chair, the Chair-elect and the Vice Chair-elect, and, from the time of their election until July first following, the persons elected to become the next Chair-elect and Vice Chair-elect. The immediate past chair and vice chair will serve as ex officio members of the committee for one year following their term.

• **The consultative Committee**
  - The Consultative Committee consists of elected members of the Senate in their final year of office, the Chair-elect, the Vice Chair-elect, and the immediate Past-Chair and the immediate Past-Vice Chair of the Senate. This committee is charged with consulting with and advising the Chancellor and assisting officers on matters of general University concern and faculty awards delivered at the Fall and Spring Faculty Assembly.

**Article III: Amendments**

• Amendments to this Constitution may be proposed by the Faculty Senate or by any one of the Faculties of the several Schools or Colleges. Except as otherwise provided in this Constitution, amendments shall become effective when approved by two-thirds of those present and voting at a meeting of the Faculty Assembly. At least one month before such meeting, the members of the Faculty Assembly shall be notified in writing of the proposed amendments.

**Article IV: Ratification**

• Ratified April 1976.

**Senate Consists of:**

• Voting Members:
  - 60 voting senators (designated by green sticker on name card)
  - Deans from all 10 VU colleges & schools
Total of 70 voting members

- Non-Voting Members:
  - Chancellor, Provost, VCHA, Vice Chancellors
  - Immediate past chair and vice chair
  - Four designated participants from the Provost
  - Four designated participants from the VCHA

- Parliamentarian (may be senator or non-senator) – appointed by the chair
- Executive committee (EC) & general assembly of senators

- Executive Committee
  - 6 members: Chair, Vice Chair, Chair-elect, Vice Chair-elect, Immediate Past Chair, Immediate Past Vice Chair.

Faculty Senate Standing Committees and Task Forces

- The FS has seven Standing Committees (each standing committee has a chair, an EC liaison, and elected senators; non-senator members are allowed)
  1. Academic Policies & Services Committee (APSC)
  2. Faculty Life Committee (FLC)
  3. Faculty Manual Committee (FMC)
  4. Grievances Committee (GC)
  5. Senate Affairs Committee (SAC)
  6. Strategic Planning & Academic Freedom Committee (SPAF)
  7. Student Life Committee (SLC)

- Task Forces
  - Task Force on University Athletics (TFUA)
  - Greek Life Task Force
  - Diversity and Inclusion
  - On-Line Education Task Force
Senator Terms:

- Three-year term, effective July 1 through June 30.
- Senators serve up to two consecutive terms (then three year wait for next term)
- Each year, 1/3 of the Senate body expires

Faculty Senate Meeting Schedule

- Senate meetings are in Frist 140 on first or second Thursday of the month.

FS Monthly Meeting Attendees:

- One meeting a year is reserved for elected Senators only. No minutes are taken at this meeting.
- All other meetings of the Senate are open to members of the Faculty Assembly, Chief Administrative Officers, and Guests
  - Only elected Senators and the Deans may vote.
  - Ex Officio members do not vote.
- A majority of voting members (36) constitutes a quorum.
  - A majority of committee members similarly constitutes a quorum.
- The Senate may adopt its own regulations and rules of order. In the event it does not do so, the transaction of business shall proceed according to Robert's Rules of Order.

Typical Agenda for Monthly Faculty Senate Meetings:

- Call to Order (4:10)
- Approval of Minutes of Previous Meeting
- Report of the Executive Committee
  - What has the EC been working on, what items are upcoming before the Senate at a future meeting, update on committee and task force work.
- Remarks by the Chancellor
- Standing Committee Reports
- Ad Hoc Committee Reports
- Old Business
- New Business
- Scheduled Remarks
- Good of the Senate and Adjournment (5:30)
Faculty Senate Rules of Order

- Rules of Order
  - Robert’s Rules of Order is not available in electronic form. The best option, if you want a reference, is to purchase a copy from Amazon (~$10.50).
  - For background information on Robert’s Rules refer to: [http://www.robertsrules.com/](http://www.robertsrules.com/) (We also include a summary on Robert’s Rules below.)

Vanderbilt University Faculty Senate Membership & Duties

Senators:

- Expectations: participate in committee work and attend meetings and represent concerns from your colleagues

- Attend meetings: A quorum is required for all voting matters! Please plan on attending each full senate meeting for the full session that starts on time (4:10 to 5:30).

- All new senators are assigned to a standing committee. Please make every effort to attend and participate in your assigned standing committee meetings. (See details below.)
  - These meeting times vary and are set by each committee chair in consultation with committee membership.

- Communicate to and with your constituents.
  - Home-school Senator communications with faculty are essential. Inform EC about significant concerns you learn.
  - Let the EC know if you need assistance in facilitating communication (e.g., e-mail distribution lists).

- Need Assistance: Email the FS at facultysenate@vanderbilt.edu with any concerns or questions.

- Be more informed about VU and VUMC news by reading: MyVU, MyVUMC, The Open Dore, and Engage.
• Familiarize yourself with Robert’s Rules and Senate functions.

Executive Committee (EC)

• EC positions are elected by the senate body; first year senators may run for chair-elect and vice Chair-elect (See current EC members on front cover.)

• The EC:
  1. Oversees the work of the Senate and the standing committees.
  2. Meets weekly as the EC.
  3. Meets regularly with VU leaders, in particular the Provost, VCHA, and Chancellor.
  4. Is the only committee authorized to act and speak on behalf of the senate membership.
  5. Works closely with the Program Coordinator, Debbie Hayes, to ensure that the senate’s business is conducted appropriately and in a timely fashion.
  6. Appoints senate standing committees, each with an EC liaison.
  7. Assigns items to senate standing committees pursuant to the committee’s charge, but may assign matters to any committee for consideration to better distribute workload. In consultation with committee chairs, the EC may appoint non-senators to serve on standing committees if workload or subject matter warrants.
  8. May create ad hoc committees or task forces for issues that do not fall within charge of standing committees or when directed to do so by the senate.
  9. Participates as members of the senate’s consultative committee, which oversees the selection of finalists for the Branscomb, Heard, Wyatt, and Jefferson Awards.
  10. Consultative committee consists of the EC and all third-year senators (+ senior senators from a school not represented in the first two groups if applicable)
Faculty Senate Standing Committees

- All year committee charges and end reports are available on the FS web page.

### FS Standing Committees – Final 2016-17

<table>
<thead>
<tr>
<th>Committee</th>
<th>Chair</th>
<th>EC Liaison</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Academic Policies and Services</td>
<td>Gayle Shay</td>
<td>Leslie Hopkins</td>
</tr>
<tr>
<td>2. Faculty Life</td>
<td>Scott Pearson</td>
<td>Charlene Dewey</td>
</tr>
<tr>
<td>3. Faculty Manual</td>
<td>Myrna Wooders*</td>
<td>Geoffrey Fleming</td>
</tr>
<tr>
<td>4. Grievances</td>
<td>Tom Christenbery*</td>
<td>Rich Willis</td>
</tr>
<tr>
<td>5. Senate Affairs</td>
<td>Kevin Murphy</td>
<td>Ann Price</td>
</tr>
<tr>
<td>6. Student Life</td>
<td>David Cliffel*</td>
<td>Brian Heuser</td>
</tr>
<tr>
<td>7. Strategic Planning and Academic Freedom</td>
<td>Xenofon Koutsoukos</td>
<td>Charlene Dewey</td>
</tr>
</tbody>
</table>

*Returning chair

### Faculty Senate Standing Committee Chair Duties

1. Schedules regular standing committee meetings.

2. Ensuring minutes of each committee meeting are kept and transmitted to the Chair and Vice Chair of the Senate.

3. Maintaining the Committee’s agenda and informing the Senate Chair of agenda changes.

4. Preparing a final written reporting covering work of the committee during the academic year. The report is made to the senate in May and is archived on the senate website.

5. Preparing interim reports, as necessary, to the Senate, which include a summary of report’s contents and recommendations. These recommendations may include transmittal of the report to named parties or groups, filing for information in repositories generally available to the Faculty, or filing with University officers.

6. Assisting in seeking out non-Senators with an interest or expertise applicable to the committee. Appointment of these persons is by the EC upon recommendation of the committee chair.

7. Coordinating, as necessary, work of the committee with the appropriate University officers and University committees.
• We have senators on most University-level committees to help avoid duplication of workload between senate committees and University committees.

• See Faculty Senate Constitution, “Rules of Order,” IV.B.6 for examples of where overlap may occur and you may wish to consult with the appropriate University committee chair.

Faculty Senate Standing Committee Types of Charges and Responsibilities

• The Faculty Senate has standing charges and academic yearly charges.
  – See FS Standing Committee Charges and Members below for standing charges.
  – See the FS web page for the 2016-17 academic year charges.

• Academic yearly charges are developed based on the needs of the faculty, students, leadership, and institution. Charges are developed in conjunction with the EC and chairs of each FS standing committee.

• Continuing charges are those charges initiated in one academic year that continue into the next academic year.

• The chair of each Standing Committee will oversee the completion of academic yearly charges and all committee members contribute to the completion of the charge or the continuation of the charge.

Committee Motions:

• Committees are best for bringing forth motions
• Committees: careful study, consideration, writing of the motion.
• Motions due to Vice Chair by 5 pm 8 calendar days before the Senate meeting.
• Review charges and year-end reports x 2 yrs for your committee

Faculty Senate Standing Committee Standing Charges and Members

Academic Policies and Services
To be concerned with new schools, new programs and new degrees. To consider policies regarding academic honors, leaves, grants, promotions, departmental and divisional chairmanships, programs abroad, the academic calendar, career planning and placement, Vanderbilt University Library, Information Services, the bookstore, and the University Press.
Committee Members:
1. Gayle Shay, Blair (2018), Chair, (Blair)
2. Leslie Hopkins (2018) [Executive Committee Liaison]
7. Tom Talbot, Medicine (2017)

Faculty Life
To be concerned with policies relating to wages and salaries, fringe benefits, management of investments, employment of non-academic personnel, faculty intellectual property including copyrights and patents, buildings and grounds, space, campus communications, traffic, parking, food services, and campus security.

Committee Members:
1. Scott Pearson, Medicine (2017), chair,
2. Charlene Dewey, Medicine (2017) [Executive Committee Liaison]
4. Liza Weavind, Medicine (2019)
5. Ray Friedman, Owen (2017)
7. Fernando Segovia, Divinity (2018)
10. Ginny Shepherd, Medicine (ex officio) ???
11. Craig Anne Heflinger, Peabody (ex officio) ???
12. Greg Barz, Blair (ex officio) ???

Faculty Manual
To be concerned with all changes and proposed changes to the Faculty Manual and changes in other University policies that have a direct bearing on the Faculty Manual. To be concerned with compliance and regulatory changes from federal/state agencies and other regulatory bodies that require revisions to the Manual. To be concerned with policy issues arising within the Colleges and Schools at Vanderbilt that require clarification of the Manual, especially where congruence between the Schools and University is concerned. To ensure that any changes to the Manual are clearly identified, communicated, and archived annually.
Committee Members:
2. Geoffrey Fleming, Medicine (2018) [Executive Committee Liaison]
5. Ingrid Wuerth, Law (2019)
7. Richard Willis, Owen (2016) (ex officio)
8. E. Duco Jansen, Engineering (ex officio)
9. Becky Keck, Nursing (ex officio)

Grievances
To be concerned with grievances arising under Part IV, Chapter 2, Section B of the Faculty Manual (those that arise from issues other than reappointment, tenure, and promotion).

Committee Members:
1. Tom Christenbery, Nursing (2017), chair
2. Charlene M. Dewey, Medicine [Executive Committee Liaison]
5. Jill Simmons, Medicine (2019)

Senate Affairs
To be concerned with all matters pertaining to the functioning of the Senate. Responsible for a continuing review of the Rules of the Faculty Senate, recommending new rules when appropriate, and assisting in the interpretation of existing rules. Considers proposed revisions of the Constitution of the Faculty Assembly and Faculty Senate when this duty is assigned by the Senate.

Committee Members:
1. Kevin Murphy, A&S (2018), Chair
2. Ann Price, Chair, Medicine (2016)[Executive Committee Liaison]
5. Andy Finch, Peabody (2019)
8. Peter Martin, Medicine (2017),
Student Life
To be concerned with policies relating to student matters including residential colleges, rules and discipline, future composition of the student body, fraternities and sororities, intercollegiate athletics and club sports, intramurals, the Honor System, faculty-student relations, religious affairs, and the student health service.

Committee Members:
2. Brian Heuser, [Executive Committee Liaison]
10. Sarah Rohde, Medicine (2018)

Strategic Planning and Academic Freedom Task Force
To be concerned with long-term strategic planning and governance issues of the university. To be concerned with policy regarding professional ethics, conscience, and academic freedom under Article II, Section 3e of the Senate Constitution.

Committee Members:
1. Xenofon Koutsoukos, Eng. (2017), chair
2. Charlene M. Dewey, Medicine (2017) [Executive Committee Liaison]
3. Christopher Wright, Medicine (2019)
5. Tedra Walden, Peabody (2019)
8. Sam Chang, Medicine (2018)

Faculty Senate Task Forces

Task Force on University Athletics 2015-2016

Task Force Members:
Karl Hackenbrack, chair, Owen
Charlene M. Dewey, ex officio [Executive Committee Liaison]
Claire Smrekar, Peabody (2018)
Ann Price, Medicine (2016)
David Weintraub, College of Arts and Science (2018)
John Braxton, Peabody College
Catherine Fuchs, School of Medicine and PCC
Jasper Richardson, Director VOI Fitness Center
Eliza Clemens (Junior/Lacrosse), Peabody College
Nolan Cressler (Junior/Basketball), Peabody College
Kelsey Davis (Master/Soccer), Divinity School
Scott Limbocker (Ph.D./Baseball), College of Arts and Science

Greek Life Task Force (2013-15)

Task Force Members:
David Weintraub, Co-chair, Professor, A&S (Physics & Astronomy)
Gregory Melchor-Barz, Co-chair, Associate Professor, Blair; and Head of North House
Brooke Ackerly, Associate Professor, A&S (Political Science)
Donald Brady, Professor, Medicine & Past Senate Chair
John Braxton, Professor, Peabody
Roger Cone, Professor & Chair, Biomedical Science
Catherine Fuchs, Associate Professor, Medicine & Director of Psychological Counseling Center
Brian Heuser, Assistant Professor of the Practice, International Education Policy
Chalene Helmuth, Senior Lecturer, A&S (Spanish & Portuguese) and Head of Sutherland House
Paul Lim, Associate Professor, Divinity; Senate Chair-elect; and Head of Crawford House
William H. Robinson, Associate Professor, Engineering
Kyla Terhune, Assistant Professor, Medicine
Joe Wehby, Associate Professor, Peabody & Student Life committee liaison

Online Education Task Force (2013-15)

Task Force Members:
Ranga Ramanujam, Chair, Owen
Nicole McCoin, Medicine (2017)
Bobby Bodenheimer, Associate Professor, Engineering
Tim Hanusa, Professor, A&S (Chemistry)
Bonnie Pilon, Professor, Nursing
Tyler Reimischisel, Assistant Professor, Medicine
Kevin Stack, Professor, Law
Douglas Clark, Associate Professor, Peabody
Volney Gay, Professor, Divinity
Jay Clayton, Professor, A&S (English)
Sal March, Professor, Owen
Doug Fisher, ex officio, Associate Professor, Engineering & Director of Institute for Digital Learning

• The purpose is to run meetings efficiently. It is *not* a reflection of an adversarial relationship, as has often been misinterpreted.
  
  – It is *not* a means whereby someone with knowledge of Robert’s Rules can hijack the meeting. The Chair and Parliamentarian ensure that does not happen.

• It is merely the language we use to conduct Senate meetings.
  
  – What do we want to do? (MOTION)
  
  – What if we want to modify what we do? (AMEND, COMMIT)
  
  – How can we talk about what we want to do and, if necessary, how we might modify it? (LIMIT OR EXTEND DEBATE)
  
  – Ultimately, how can we perform this process fairly (everyone gets to be heard) and efficiently (we stay on topic)?
  
  – The Chair’s role is to run the meeting with the aid of Robert’s Rules. The Chair consults the Parliamentarian when he or she is unsure.
• **MAIN MOTION**: what does the Senate want to do?
  
  – 3 steps:
    
    1. The maker of the motion, Senator A, makes the motion.
    
    2. The motion must be seconded. A second does not mean the seconder agrees with the motion—just that the motion should be discussed.
    
    3. The Chair states the question. At that point the motion becomes the property of the Senate.

    Example: Senator A: “I move that we spend $10 for each member to order lunch from Subway.”

    Senator B: “Second.” (If there is no second, the Chair asks, “Is there a second?”)

    Chair: “It is moved and seconded that we spend $10 for each member to order lunch from Subway.”

• Once the main motion is the property of the Senate, the following rules apply.
  
  – Only one main motion can be considered at a time.
  
  – Once a main motion is before the Senate it must be accepted or rejected by vote or otherwise disposed of before any other business or main motions can be considered.
  
  – Chair recognizes the maker of the main motion to speak first.
  
  – The discussion is called DEBATE. There are rules governing how we handle debate or process a main motion. These rules are collectively called secondary motions.

    Example: Senator A: “I move that we spend $10 for each member to order lunch from Subway.”

    Senator B: “Second.” (If there is no second, the Chair asks, “Is there a second?”)

    Chair: “It is moved and seconded that we spend $10 for each member to order lunch from Subway.” [Chair recognizes Senator A.]

    Senator A: Why she wants this motion….concludes with, “And I urge you to vote YES on the motion to spend $10 for each member to order lunch from Subway.”

    Chair: “Is there any debate?” “Seeing none we will vote.” [All Senate voting by secret ballot other than for routine matters.]
Chair: The motion received a majority vote in the affirmative; it carries.

- The Base Case is rarely the case!
  - We classify motions along four useful dimensions.
    - You will see > 4 dimensions in Robert’s Rules. Consult the text for details.
  - Is a second required in order to consider them?
  - Are they debatable, meaning can we discuss them?
  - Are they amendable, meaning can we change them?
  - What is the vote required to pass them? A majority or 2/3’s vote?
  - The answers to these questions are frequently organized as follows:

<table>
<thead>
<tr>
<th>Type of Motion</th>
<th>Second?</th>
<th>Debatable?</th>
<th>Amendable?</th>
<th>Vote?</th>
</tr>
</thead>
<tbody>
<tr>
<td>Main Motion</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
</tbody>
</table>

- In the base case we had no debate and no amendments we simply voted. We handle debate and amendments with secondary motions.

- Secondary Motions: Help Address Main Motion
  - SECONDARY MOTIONS help the Senate process the Main Motion.
  - A secondary motion is made while the main motion is pending. This process does not violate the rule that the Senate considers only one main motion at a time.
  - Once the secondary motion has been made it is generally seconded.
  - It is stated by the Chair.
  - Then the secondary motion is considered and disposed of by vote before returning to the main motion.
  - There are three types of secondary motions:
    1. Subsidiary motions
    2. Privileged motions
    3. Incidental motions
**Type of Motion** | **What is Addresses**
--- | ---
Main Motion | What should the Senate do?
Secondary Motions | How do we handle the discussion/debate of the motion? There are three types of secondary motions.
1. Subsidiary Motions | Assist the Senate in addressing the main **motion**
2. Privileged Motions (not addressed in slides) | Do not relate to the main motion but relate to matters of immediate and overriding importance to the **members** of the Senate (for example, Recess, Adjourn). Considered important enough to be dealt with immediately.
3. Incidental Motions (not addressed in slides) | Also relate to the pressing business (main motion) but have special characteristics, for example, they may not be admissible during the entire discussion of the main motion whereas secondary motions are admissible during the entire discussion.

- **Introduction to Robert's Rules: Example**

<table>
<thead>
<tr>
<th><strong>Speaker</strong></th>
<th><strong>Remarks</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Senator A</td>
<td>I move that we spend $10 to purchase lunch for each member from Subway for all our meetings.</td>
</tr>
<tr>
<td>Senator B</td>
<td>Second.</td>
</tr>
<tr>
<td>Chair</td>
<td>It is moved and seconded that we spend $10 to purchase lunch for each member from Subway at all our meetings.</td>
</tr>
<tr>
<td>Senator A</td>
<td>Why she supports this motion...I urge you to vote YES to spend $10....</td>
</tr>
<tr>
<td>Chair</td>
<td>Is there other discussion?</td>
</tr>
<tr>
<td>Senator C</td>
<td>I move that we <strong>amend</strong> the motion to strike Subway and replace it with Panera.</td>
</tr>
<tr>
<td>Senator D</td>
<td>Second.</td>
</tr>
<tr>
<td>Chair</td>
<td>It is been moved and seconded that we strike Subway and replace it with Panera.</td>
</tr>
<tr>
<td>Senator C</td>
<td>Why he prefers Panera. He confines his discussion to his amendment. That is, he does not discuss the $10 per diem. Only his preference for Panera.</td>
</tr>
<tr>
<td>Speaker</td>
<td>Remarks</td>
</tr>
<tr>
<td>---------</td>
<td>---------</td>
</tr>
<tr>
<td>Chair</td>
<td>Is there any other discussion on this amendment?</td>
</tr>
<tr>
<td>Chair</td>
<td>Seeing none, are you ready for the question?</td>
</tr>
<tr>
<td>Chair</td>
<td>It is moved and seconded that we amend the main motion to replace Subway with Panera. The main motion would then become that we will spend $10 to purchase lunch for each member from Panera at every meeting.</td>
</tr>
<tr>
<td></td>
<td>Vote occurs, requires majority to pass. Two outcomes:</td>
</tr>
<tr>
<td>Chair</td>
<td>The amendment has <strong>failed</strong>. Therefore, the motion remains that we will spend $10 to purchase lunch for each member from <strong>Subway</strong> at every meeting.</td>
</tr>
<tr>
<td></td>
<td><strong>OR</strong></td>
</tr>
<tr>
<td>Chair</td>
<td>The amendment has <strong>carried</strong>. Therefore, the motion is that we will spend $10 to purchase lunch for each member from <strong>Panera</strong> at every meeting.</td>
</tr>
<tr>
<td>Chair</td>
<td>Is there any further discussion before we vote on the motion?</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Speaker</th>
<th>Remarks</th>
</tr>
</thead>
<tbody>
<tr>
<td>Senator X</td>
<td>Yes, I move that we refer this motion to the Finance Committee to ensure we have sufficient funds to cover this expenditure. The Finance Committee will report back at our next regularly scheduled meeting.</td>
</tr>
<tr>
<td>Senator Y</td>
<td>Second.</td>
</tr>
<tr>
<td>Chair</td>
<td>It has been moved and seconded that we refer the motion to spend $10 to purchase lunch for each member at every meeting from Subway [or Panera if the amendment carried] to the Finance Committee to determine if we have funds to cover this expenditure. The Finance Committee will report back at our next regularly scheduled meeting.</td>
</tr>
<tr>
<td>Chair</td>
<td>Is there any debate?</td>
</tr>
<tr>
<td>Chair</td>
<td>Seeing none, it has been moved and seconded that we refer the motion to spend $10 to purchase lunch for each member at every meeting from Subway [or Panera if the amendment carried] to the Finance Committee to determine if we have funds to cover this expenditure. The Finance Committee will report back at our next regularly scheduled meeting.</td>
</tr>
<tr>
<td>Chair</td>
<td>Vote occurs.</td>
</tr>
</tbody>
</table>
Putting it together: Main & Subsidiary Motions

<table>
<thead>
<tr>
<th>Type of Motion</th>
<th>Second?</th>
<th>Debatable?</th>
<th>Amendable?</th>
<th>Vote?</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lay on the Table</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>Previous Question</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>2/3’s</td>
</tr>
<tr>
<td>Limit/Extend Debate</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>2/3’s</td>
</tr>
<tr>
<td>Postpone Definitely</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Commit (or Refer)</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Amend</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Postpone Indefinitely</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>MAIN MOTION</td>
<td>YES</td>
<td>YES</td>
<td>YES</td>
<td>MAJORITY</td>
</tr>
</tbody>
</table>

The subsidiary motions have **order of precedence**. Voting on the main motion is **in order** only when no subsidiary motion remains to be decided. When a motion is considered, the motions **below** it are **out of order** until the motion being considered is disposed. The motions listed **above** the motion in question can be moved and considered no matter what is pending in the lower ranks. **The maker of the new motion cannot interrupt the speaker who has the floor & must be recognized by the Chair.**
- Introduction to Robert’s Rules: Example with Order of Precedence

<table>
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<tr>
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</thead>
<tbody>
<tr>
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</tr>
<tr>
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<tr>
<td>Chair</td>
<td>It is moved and seconded that we spend $10 to purchase lunch for each member from Subway at all our meetings.</td>
</tr>
<tr>
<td>Senator A</td>
<td>Why she supports this motion...I urge you to vote YES to spend $10....</td>
</tr>
<tr>
<td>Chair</td>
<td>Is there other discussion?</td>
</tr>
<tr>
<td>Senator C</td>
<td>I move that we amend the motion to strike Subway and replace it with Panera.</td>
</tr>
<tr>
<td>Senator D</td>
<td>Second.</td>
</tr>
<tr>
<td>Chair</td>
<td>It is been moved and seconded that we strike Subway and replace it with Panera.</td>
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</table>

<table>
<thead>
<tr>
<th>Speaker</th>
<th>Remarks</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair</td>
<td>Is there any other discussion on this amendment?</td>
</tr>
<tr>
<td>Senator I</td>
<td>I move that we refer this motion to the Finance Committee.</td>
</tr>
<tr>
<td>Senator J</td>
<td>Second.</td>
</tr>
<tr>
<td>Senator I</td>
<td>Why she wants to refer this motion to the Finance Committee...therefore, I urge you to vote YES to refer this motion to the Finance Committee?</td>
</tr>
<tr>
<td>Chair</td>
<td>Is there any more discussion?</td>
</tr>
<tr>
<td>Senator G</td>
<td>I move the previous question.</td>
</tr>
<tr>
<td>Senator H</td>
<td>Second.</td>
</tr>
<tr>
<td>Chair</td>
<td>The previous question has been moved and seconded. We will therefore, vote on whether or not we will continue discussing the motion to refer or whether we will stop that discussion and vote on the motion to refer. We are ONLY voting on whether we will stop discussing the motion to refer. Vote occurs.</td>
</tr>
<tr>
<td>Chair</td>
<td>2/3’s majority affirmed previous question. Therefore, we will vote on the motion to refer to Finance Committee.</td>
</tr>
</tbody>
</table>
- Briefly: Privileged Motions & Order of Precedence

<table>
<thead>
<tr>
<th>Type of Motion</th>
<th>Interrupt?</th>
<th>Second?</th>
<th>Debate?</th>
<th>Amend?</th>
<th>Vote?</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fix time to adjourn</td>
<td>No</td>
<td>Yes</td>
<td></td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Adjourn</td>
<td>No</td>
<td>Yes</td>
<td></td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>Recess</td>
<td>No</td>
<td>Yes</td>
<td></td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td><strong>Question of Privilege</strong></td>
<td>Yes</td>
<td></td>
<td></td>
<td></td>
<td>Chair</td>
</tr>
<tr>
<td>Orders of the Day</td>
<td>Yes</td>
<td></td>
<td></td>
<td></td>
<td>Chair</td>
</tr>
<tr>
<td><strong>SUBSIDIARY MOTIONS</strong></td>
<td>NO</td>
<td>YES</td>
<td>YES/NO</td>
<td>YES/NO</td>
<td>VARIES</td>
</tr>
<tr>
<td><strong>MAIN MOTION</strong></td>
<td>NO</td>
<td>YES</td>
<td>YES</td>
<td>YES</td>
<td><strong>MAJORITY</strong></td>
</tr>
</tbody>
</table>

Privileged motions outrank all subsidiary motions and the main motion. A member who makes a privileged motion can, in two cases, interrupt a speaker because the motion is considered important to the assembly’s comfort or ability to conduct business. (Chair may rule motion out of order.) The only privileged motion we have had in the last two years has been question of privilege.
New Senator to Do List

- Put all Faculty Senate meetings on your calendar & plan to stay entire time.
  - [https://www4.vanderbilt.edu/facultysenate/schedule/index.php](https://www4.vanderbilt.edu/facultysenate/schedule/index.php)
- Read the Faculty Senate Constitution. (attached)
- Read Vanderbilt University Faculty Senate Rules of Order. (attached)
- Read the Vanderbilt BOT By-Laws. (attached)
  - In particular, Chapter II, Immediate Government of the University, Part D.
- Contact your committee chair if they have not contacted you yet.
- Familiarize yourself with your committee charges.
- Read the Standing Committee year end/final reports for the last two years for the standing committee you serve and be an active committee member:
  - [https://www4.vanderbilt.edu/facultysenate/committees/reports.php](https://www4.vanderbilt.edu/facultysenate/committees/reports.php)
- Stay informed.
- Inform those in your college/school that you are their elected senator.
- Avail yourself to your colleagues and identify any issues or concerns to bring to the Faculty Senate.
  - We are working hard to improve communication between the Senate and the faculty and between Kirkland and the faculty. We need your help.
- Let us know if you have questions.
Deans & Ex Officios

Deans of Schools

EFFREY BALSER
School of Medicine

CAMILLA BENBOW
Peabody College

LAUREN A. BENTON
College of Arts and Science

PHILIPPE M. FAUCHET
School of Engineering

CHRIS GUTHRIE
Law School

M. ERIC JOHNSON
Owen Graduate School of Management

LINDA NORMAN
School of Nursing

EMILIE TOWNES
Divinity School

MARK WAIT
Blair School of Music

MARK WALLACE
Dean of the Graduate School

Ex Officio Members

Ex Officio members without vote:

AUDREY ANDERSON
Vice Chancellor and General Counsel
MARK BANDAS
Associate Provost and Dean of Students

VANESSA BEASLEY
Dean of the Commons

DONALD BRADY
Associate Dean for Graduate Medical Education

JOSEPH COMBS
Dean of Libraries

CYNTHIA CYRUS
Vice Provost for Learning and Residential Affairs

BETH FORTUNE
Vice Chancellor for Public Affairs

JOHN GEER
Vice Provost of Academic and Strategic Affairs

ANDERS HALL
Vice Chancellor for Investments and Chief Investment Officer

GEORGE HILL
Vice Chancellor for Equity, Diversity, & Inclusion

ERIC KOPSTAIN
Vice Chancellor for Administration

JOHN LUTZ
Vice Chancellor for Information Technology

LARRY MARNEET
Associate Vice Chancellor for Research
Senior Associate Dean for Biomedical Sciences

TIMOTHY McNAMARA
Dean's Council

BONNIE MILLER
Senior Associate Dean for Health Sciences Education
Associate Vice Chancellor of Health Sciences
ANN PRICE  
Past Vice Chair, Faculty Senate

PADMA RAGHAVAN  
Vice Provost for Research

DAVID RAIFORD  
Associate Vice Chancellor for Health Affairs  
Senior Associate Dean for Faculty Affairs

SUSIE STALCUP  
Vice Chancellor for Development and Alumni Relations

BRETT SWEET  
Vice Chancellor for Finance and Chief Financial Officer

SUSAN WENTE  
Provost and Vice Chancellor for Academic Affairs

DAVID WILLIAMS  
Vice Chancellor for Athletics and University Affairs and Athletics Director

RICHARD WILLIS  
Past Chair, Faculty Senate/Parliamentarian

NICHOLAS ZEPPOS  
Chancellor

and other such administrative officers as the Faculty Senate may invite.
I WISH to call the attention of our Board to the propriety of revising our By-Laws. Of nothing am I more fully persuaded than of the evil consequences of retaining in the code a Law which you dare not enforce...

CHANCELLOR GARLAND
in his report to the Board, 1890

NASHVILLE
Incorporating amendments through June 30, 2015

CHAPTER I Board of Trust

A. MEMBERSHIP AND PROCEDURES OF THE BOARD OF TRUST

1. The general government of The Vanderbilt University is vested in its Board of Trust. [1998]

2. The Board shall elect the Chancellor of the University, who shall serve at the pleasure of the Board. [1998]

3. The Board shall consist of a minimum of 5 and a maximum of 46 members who are entitled to vote, one of whom shall be the Chancellor, and such additional members as may be elected to serve as non-voting Trustees Emeriti. [2013]

        No compensated member of the faculty or of the staff of the University, other than the Chancellor, shall be a member of the Board. [1998]

4. Except as otherwise specified herein, election to membership on the Board shall be for a term of five years. Effective July 1, 2015, all members other than the Chancellor shall serve, except as otherwise specified herein, for no more than two consecutive terms. After completing two consecutive terms, a former member may not serve on the Board for one year. All members serving on the Board as of the Spring Meeting of 1998 whose service has continued since that time shall conclude their service on June 30, 2015. Re-election to the Board shall be in accordance with the procedures set forth in Chapter I, Paragraph 5. [2015]
5. Election to membership on the Board shall be in accordance with the following procedure:

a. Individuals shall be elected by majority vote of all members present and voting at any meeting of the Board. Nominations for election to vacancies shall be presented to the Board by the Governance and Board Affairs Committee for consideration at any meeting of the Board. Terms of service for all members elected at the Spring Meeting of the Board shall begin at the beginning of the University’s fiscal year, July 1. Members elected other than at the Spring Meeting shall begin serving immediately upon the adjournment of the meeting at which the member was elected. [2015]

b. Whenever a vacancy shall occur on the Board, the Chancellor shall notify all members of the Board to that effect, inviting them to suggest names for membership on the Board. The Governance and Board Affairs Committee shall not consider any names until ample time shall have been given for members of the Board to make recommendations. [2007]

c. In order to forward the knowledge of the alumni concerning the University and their participation in its activities and service, the Alumni Association of Vanderbilt University shall be asked to nominate for election to the Board every even year the current President of the Alumni Association. The nomination for the Alumni Trustee shall be presented to the Governance and Board Affairs Committee and, if approved, will be transmitted to the Board for election with all the rights and privileges of regular members. The Alumni Trustee shall serve for a maximum of one two-year term. Alumni Trustees serving as of the Spring Meeting of 2014 shall continue to serve a maximum of one four-year term. [2015]

d. In order to forward the knowledge of young alumni concerning the University and their participation in its activities and service, and to develop leaders for service to the University and the community, the Governance and Board Affairs Committee shall each year nominate a member of the graduating senior class as a Young Alumni Leader. Each Young Alumni Leader, upon election by the Board of Trust, shall first serve a three-year term on the Alumni Association Board. Upon completion of three years of service on the Alumni Association Board, the Young Alumni Leader shall serve for two years as a member of the Board of Trust. In choosing Young Alumni Leader nominees, the Governance and Board Affairs Committee shall be assisted by a nomination advisory group, which will include current students and a representative from the Alumni Association Board. Once their service on the Board of Trust has begun, Young Alumni Leaders shall hold all the rights and privileges of a regular Board member. Upon conclusion of their service on the Board of Trust, Young Alumni Leaders may not serve on the Board for one year. No person who is registered as a student in any school of Vanderbilt will be eligible to serve as a member of the Board. Those members serving as Young Alumni Trustees as of June 30, 2014 shall serve a maximum of one four-year term; thereafter, they shall be ineligible for reelection as members until after nine years from first election. [2015]

e. Effective July 1, 2015, all members other than the Chancellor shall retire from active membership upon attaining the age of 70, effective as of the succeeding Spring Meeting. [2015]

f. A member serving on the Board who has completed two full five-year terms, who is ineligible for continued service because of age, or at the discretion of the Board, may be elected by the Board as a Trustee Emeritus upon the recommendation of the Governance and Board Affairs Committee. There are no limits on the number of Trustees Emeriti that may be elected to the Board. Trustees Emeriti shall not be entitled to vote on matters before the Board. [2010]
g. No individual who has attained the age of 68, without previous service on the Board, shall be eligible for election to membership on the Board except by unanimous vote of the Board. [1998]

6. The Board may remove a member only if, after careful review by the Governance and Board Affairs Committee, the Committee finds that the member has: willfully breached the University’s Conflict of Interest Policy; or knowingly made false or misleading statements; or been convicted of a felony; or willful breached confidentiality; or engaged in improper or immoral behavior inconsistent with the conduct expected of a Trustee. The named Trustee shall be notified by the Committee that a review is pending, at which time the Trustee shall have the right to make a written statement to the Committee prior to the Committee’s deliberations. Should the Committee deliberate and subsequently recommend removal to the Board, the named Trustee shall have the right to make a written statement to the full Board, prior to the Board vote. Removal of a member shall require a vote of at least two-thirds of the Board members then in office. The Trustee shall have the right to appeal the decision in writing, at which time the Chairman of the Board shall appoint a panel of three Trustees, none of which may be a member of the Governance and Board Affairs Committee, to hear the appeal and either confirm, or overrule the Board vote. An overruling by the panel must be approved by a majority vote of the Board members then in office. [2015]

7. A majority of the voting members of the Board shall constitute a quorum for the transaction of business. [1998]

8. The Spring meeting of the Board shall take place the third Thursday/Friday in April and a second meeting shall be held the second Thursday/Friday in November unless waived by action of the Executive Committee. Additional meetings of the Board and its committees may be called by the Chairman of the Board as may be needed. Trustees will be notified of Board meetings at least forty-eight hours prior to the meeting. [2015]

9. Participation at any meeting of the Board or of its Committees may be by any means of communication pursuant to which all members participating may simultaneously hear each other. A member participating in a meeting by this means is deemed to be present in person at the meeting. Only regular members of the Board will attend and participate at Board meetings. [2015]

10. Action required or permitted to be taken at a meeting of the Board or its Committees may be taken without a meeting if all the members of the Board or Committee consent to take action without a meeting. The affirmative vote of the number of Board or Committee members that would be necessary to authorize or take action at a meeting shall be necessary to constitute an act of the Board or Committee without a meeting. The action must be evidenced by one or more written consents describing the action taken and signed by each member of the Board or Committee, which consent shall be included in the minutes reflecting the action taken. Action taken by written consent is effective when the last Board or Committee member signs the consent, unless the consent specifies a different effective date. [1998]

11. The University may indemnify an individual made a party to a proceeding because such individual is or was a member of the Board against liability incurred in the proceeding in accordance with the procedures set forth in the Tennessee Nonprofit Corporations Act. [1998]
12. The Board shall adopt a policy requiring disclosure of any transaction with the University in which a member of the Board or officer of the University has a direct or indirect interest. The Board may impose such additional requirements relating to conflicts of interest as it deems appropriate. [1998]

13. Policies for the guidance of the University administration shall, to the extent feasible, be adopted by the Board in writing. [1998]

B. OFFICERS OF THE BOARD OF TRUST

1. The officers of the Board of Trust shall be the Chairman, two Vice-Chairmen, and a Secretary. [1998]

   a. The Chairman shall preside at all meetings of the Board, and, when present, at the meetings of the Executive Committee; shall approve the dates of all meetings of the Board; and shall have authority to call additional Board meetings. The Chairman shall exercise general supervision over the work of the Board and perform other duties appropriate to the office. [2015]

   b. The Chancellor shall prepare the agenda, subject to approval of the Chairman, for meetings of the Board and of the Executive Committee, and, as the Chairman's deputy, shall assist in the general supervision of the work of the Board. [1998]

   c. The Vice-Chairmen shall, in the order of their seniority in office, preside over the Board in the absence of the Chairman and shall perform other duties as may be assigned by the Chairman or requested by the Board. [1998]

   d. The Secretary shall be responsible for the preservation of a full and accurate record of the meetings of the Board. The Secretary may be assisted in the performance of the Secretary's duties by one or more members of the administration of the University. [1998]

2. All voting for officers shall be on nominations made by the Governance and Board Affairs Committee, and shall require a two-thirds vote of the members present for election. Officers shall serve for a three-year term, with a maximum of two terms in any one position. Notwithstanding the provisions of Chapter I (A) (4), a member serving as an officer at the expiration of said term as a member may be re-elected as a regular member in order to complete the maximum term of service as an officer. [2015]

3. The Board may remove an officer of the Board with or without cause upon a majority vote of the members present and voting at any regular meeting or additional meeting called by the Chairman of the Board. [2015]

C. COMMITTEES OF THE BOARD OF TRUST

1. There shall be the following standing committees of the Board of Trust, together with such other standing and ad hoc committees as the Board may create from time to time: Academic and Student Affairs, Athletics, Audit, Compensation, Executive, Governance and Board Affairs, Investment and Medical Center Affairs. [2015]

   All committee members, including community members, shall serve renewable three year terms for a maximum of two terms after which the member is ineligible for re-election for one year. All committee
chairs and vice-chairs shall serve renewable three-year terms for a maximum of two consecutive terms and shall be ineligible for re-election for one year. Notwithstanding the foregoing, a member serving as chair or vice-chair at the expiration of said term as a member may be re-elected as a member in order to complete the maximum term of service as chair or vice-chair. Also notwithstanding the foregoing, a committee member’s term shall cease when his/her term as a Board member ends. Members of ad hoc Board committees shall serve at the pleasure of the Chairman of the Board. [2015]

A majority of the voting members of a committee shall constitute a quorum for the transaction of business. [2002]

2. The Academic and Student Affairs Committee shall be elected by the Board of Trust and be composed of the Chancellor and at least five additional members of the Board. The Chairman of the Board shall appoint the chair and vice chair of the Committee. The Committee shall meet at least semi-annually. [2015]

The Committee shall facilitate interactions between the Board and members of the faculty, including the Faculty Senate, and hear reports regarding the academic programs of the University. It shall also assist in maintaining relations with students, hear reports from students and others regarding student life, and assist in the enhancement of the quality of student life. The Committee shall be advisory to the Board of Trust and meeting minutes shall be available for Trustee review. [2015]

3. The Athletics Committee shall be elected by the Board of Trust and be composed of the Chancellor and at least five additional members of the Board. The Chairman of the Board shall appoint the chair and vice-chair of the Committee. The Committee shall meet at least semiannually. [2015]

The Committee shall review the operation and provide oversight of the athletic programs of the University, and shall assist with public relations and fund-raising in support of those programs. The Committee shall be advisory to the Board of Trust and meeting minutes shall be available for Trustee review. [2015]

4. The Audit Committee shall be elected by the Board of Trust and shall be composed of the Chairman of the Board and at least five additional members of the Board who are not employed by the University and are financially literate. Additionally, at least one member should be an “audit committee financial expert” as defined by the Securities and Exchange Commission. The Chairman of the Board shall appoint the chair and vice-chair of the Committee. The Committee shall meet at least semi-annually. [2015]

The Committee shall have authority and direct responsibility for appointing, compensating, and overseeing the external auditors and for reviewing reports and management letters generated by the external auditors. At least annually it will report its assessment of the external auditors to the full Board. It serves as the Board of Trust’s overall guardian of financial integrity. It shall review reports of Internal Audit activities in addition to reviewing the appointment and replacement of the Director of Internal Audit. The Committee shall also review reports of the University’s compliance efforts, including the adequacy and management of the University’s conflict of interest policies and provide oversight of compliance with those policies. The Committee has the authority and necessary funding to engage independent counsel and other advisers as it determines necessary to carry out its duties. Meeting minutes shall be available for Trustee review. [2015]
5. The Compensation Committee shall be elected by the Board of Trust and be composed of the Chairman of the Board and at least five additional members of the Board. The Chancellor shall not serve on the Committee. The Chairman of the Board shall appoint the chair and vice chair of the Committee. The Committee shall meet at least semi-annually and make recommendations to the Executive Committee. [2015]

The Committee shall oversee Vanderbilt’s general officer evaluation processes and total compensation, and the compensation of any other employees that would be considered disqualified pursuant to IRS regulations. The general officers of Vanderbilt include the Chancellor and all Vice Chancellors. The Committee shall establish, monitor, and modify the Executive Compensation Philosophy as necessary to meet the needs of Vanderbilt. The Committee shall also periodically review the reasonableness and appropriateness of expenditures made by or for the General Officers and recommend policies or procedures for expense reimbursement. The Committee has the authority and necessary funding to engage independent counsel and other advisers, as it determines necessary to carry out its duties. The chair shall report to the full Board of Trust annually on the matters considered each year by the Committee.

6. The Executive Committee shall be elected by the Board of Trust and be composed of the Chairman of the Board, who shall serve as chair; the Vice-Chairmen of the Board, who shall serve as vice-chairs; the Secretary of the Board; the Chancellor, who shall serve as Secretary; the chairs of the Audit Committee, Compensation Committee, Governance and Board Affairs Committee, Investment Committee, Medical Center Affairs Committee, and any special University-wide fund raising campaign; and up to five additional members of the Board. The Board of Trust shall also have the authority to elect additional members of the Board to the Executive Committee as necessary to conduct the business of the Committee. The Executive Committee shall meet as needed. [2015].

The Executive Committee shall be empowered to act upon all questions and transact business of every kind when the Board is not convened except that which, pursuant to law or these Bylaws, requires action by the full Board of Trust. The Committee shall have the authority and direct responsibility for review and approval of the annual University Budget and long-range policies governing University expenditures and other financial obligations. The action of the Committee shall be final provided it shall be without authority to alter, modify, or rescind any affirmative action or policy taken or approved by the Board. All actions taken by the Committee shall be reported to the Board at its next regular meeting, or through the distribution of minutes which shall be available for Trustee review. [2015]

7. The Governance and Board Affairs Committee shall be elected by the Board of Trust and be composed of the Chairman of the Board, the Chancellor, and at least five additional members of the Board, one of whom shall be appointed chair by the Chairman of the Board. The Chairman of the Board shall also appoint the vice-chair of the Committee. At least one member of the Committee shall also be a member of the Investment Committee. The Governance and Board Affairs Committee shall meet as needed. [2015]

The Committee shall present nominations for membership of the Board, for officers of the Board, and for membership of the standing committees of the Board. The Committee shall periodically review the By-Laws and any proposed changes to the By-Laws. In accordance with Chapter III (Amendments), the Governance and Board Affairs Committee shall make recommendations to the Board regarding any proposed amendment. In accordance with Chapter I, A, 6, in the event the
dismissal of a Trustee is warranted, the Committee shall make the recommendation to the Board. The Committee may also make recommendations on any other matters relating to Board affairs and the operations of the Board [2015]

8. The Investment Committee shall be elected by the Board of Trust and be composed of the Chairman of the Board, the Chancellor, and at least five additional members of the Board, and up to three individuals not members of the Board who are chosen for their investment expertise. The Chairman of the Board shall appoint one of the additional members of the Board to serve as chair. The Chairman of the Board shall also appoint the vice-chair of the Committee. The Committee shall meet at least quarterly. [2015]

    The Committee shall have authority and direct responsibility, within any policies and subject to any specific instructions of the Board, for the management, investment and custody of the University’s endowment assets, and of assets functioning as endowment, and for the investment of the assets of charitable remainder and other trusts where the University is named trustee. The Committee may delegate management and investment authority to the Vice Chancellor for Investments, provided that delegation is in writing, that the Committee receive and review regular reports from the Vice Chancellor for Investments, and that the Committee review the level of delegation and the policies and procedures of the Vice Chancellor for Investments on at least an annual basis. The Chancellor, and those acting on his authority, shall be responsible, within any policies and subject to any specific instructions of the Board, for the other assets of the University. Meeting minutes shall be available for Trustee review. [2015]

9. The Medical Center Affairs Committee shall be elected by the Board of Trust and be composed of the Chairman of the Board, the Chancellor, at least six additional members of the Board of Trust, and up to four individuals not members of the Board nor employed at Vanderbilt who are chosen for their health care expertise. The Chairman of the Board shall appoint the chair and the vice chair of the Committee. The Committee will meet at least quarterly. [2012]

    The Medical Center Affairs Committee shall have the following powers, authority, and Jurisdiction

    • to study, review, and adopt the strategic plans of the Vanderbilt University Medical Center, including its Medical School, Nursing School, hospitals, clinics and related activities;
    • to supervise the operations of said schools, hospitals, clinics and related activities;
    • to authorize the employment and/or appointment of faculties and professional staff of said schools, hospitals, clinics and related activities, with the exception of appointments or promotions to positions of tenure, and appointments of general officers and deans of colleges and schools, which require Board of Trust approval on the recommendation of the Chancellor;
    • to approve strategic plans, capital plans and capital budgets, and annual operating budgets for recommendation, review and any approval to the Budget Committee;
    • to approve, on the recommendation of the Chancellor, capital expenditures less than or equal to $2 million provided the expenditures are within the capital plans approved annually by the Board of Trust and consistent with all university fiscal and budget policies;
    • to approve for recommendation to the Executive Committee, on the recommendation of the Chancellor, capital expenditures greater than $2 million provided the expenditures are within the capital plans approved annually by the Board of Trust and consistent with all University fiscal and budget policies;
    • to approve the By-laws of the Medical Center staff; and
• to approve medical staff terminations and curtailment of clinical privileges and to participate in corrective actions for medical staff.

The Chair, or in the Chair’s absence or unavailability, the Vice-chair of the Medical Center Affairs Committee, shall be authorized to act on behalf of the Committee when necessary to approve appointments and re-appointments of the medical staff; to participate in Corrective Actions under the Vanderbilt University Medical Center Medical Staff By-laws; and to approve such policies and procedures as necessary to comply with the Joint Commission on Accreditation of Healthcare Organizations or other regulatory agencies. [2008]

The Committee shall be regularly informed of and shall hold Medical Center administration responsible for the quality and safety of medical care provided by Medical Center hospitals, clinics and medical and professional staff. In this regard, the Committee is charged with assisting the Medical Center in complying with the standards of the Joint Commission on Accreditation of Healthcare Organizations relating to the delivery of high quality patient care. It shall review reports of the Medical Center Compliance Office and make recommendations and reports as are appropriate to the Audit Committee. The Committee shall regularly receive reports and recommendations from senior University administrators and others regarding all relevant academic, clinical, financial and compliance matters as are necessary for the Committee to execute its authority and responsibility for oversight of the Medical Center. The Committee shall make regular and complete reports of its proceedings to the Board of Trust. Notwithstanding any other provision in the By-laws, nothing shall be interpreted as interfering with or displacing the existing authority of Board policy committees in the exercise of their duties and fiduciary oversight. [2008]

CHAPTER II Immediate Government of the University
A. GENERAL PROVISIONS

1. The immediate government of the University is committed to the Chancellor and, through the Chancellor, to the assisting officers and the faculty in each of the several schools and colleges. [1982]

2. The Chancellor shall carry out the policies adopted from time to time by the Board of Trust. The Chancellor is vested with general authority to execute documents and contracts on behalf of the University, except as may be otherwise provided by resolutions of the Board. [1998]

B. THE CHANCELLOR

1. The Chancellor shall be the chief officer of the University. The Chancellor may delegate authority to the General Officers, to the faculties, and to others within the University, but no delegation of authority shall in any wise diminish the Chancellor’s responsibility to the Board of Trust. The Chancellor has authority to suspend the action of any faculty of the University, the Faculty Senate, or of other individuals or bodies to whom authority has been delegated. In so doing, in the case of any faculty or of the Faculty Senate, the Chancellor shall promptly submit to the body concerned, in writing, a statement of the action and the reasons therefore, and the Chancellor shall report the action to the Board at its next regular meeting together with any pertinent statement submitted by the body affected. [2015]

2. The Chancellor shall preside at Commencement and confer degrees on behalf of the Board. [1998]

3. The Chancellor is, ex officio, chairman of the faculty of each school and college. [1982]

4. The Chancellor shall appoint the General Officers and Deans of colleges and schools, as necessary, for the orderly administration of the University. These shall serve at the pleasure of the Chancellor. The
initial appointment of General Officers and Deans of colleges and schools shall require approval by the Board. [2015]

C. THE FACULTIES

1. The faculty of each school or college shall meet at such times as it may appoint, or at the call of the Chancellor or the appropriate dean. Each faculty may establish its own procedures for calling meetings. [1982]

2. The faculties have the power of recommending individuals for degrees or other marks of academic distinction when the conditions prescribed in the several departments, colleges, and schools have been fulfilled. No individual shall be awarded a degree without the recommendation of the appropriate faculty. None of the regular degrees of the University shall be conferred as honorary degrees, nor shall any honorary degree be conferred by the University except upon recommendation of the Faculty Senate and with the concurrence of the Board of Trust and of the faculties. Each faculty may adopt policies, rules, and procedures found necessary or desirable in connection with its internal administration. [1981]

D. THE FACULTY ASSEMBLY AND FACULTY SENATE

1. Voting membership of the Faculty Assembly consists of the full-time members of the faculties of the several colleges and schools, and those having full status with partial load, who hold the rank of Instructor or above (which includes administrative officers who hold faculty appointments). Part-time members of the faculties not having full status with partial load are nonvoting members of the Faculty Assembly. [1981]

2. The Faculty Senate is the representative, deliberative, legislative body of the Faculties. It is composed of the Deans of the colleges and schools, elected members, and ex officio members, including the Chancellor. Ex officio members may participate fully in the deliberations, but they have no vote. [1982]

3. The Faculty Assembly may adopt a Constitution, setting forth its own regulations and rules of order, and also the composition and organization of the Senate to the extent not herein above provided, including procedures for changing its composition from time to time. The Senate may be given power under the Constitution to adopt its own regulations and rules of order. The Constitution may contain provisions for its own amendment. [1966]

4. The Senate may, under the Constitution, be vested with the power to review and evaluate the educational policies and practices of the University (including policies and procedures to be applied in cases involving conscience or academic freedom); to make recommendations concerning them to the Chancellor, and through the Chancellor to the Board of Trust; to discuss and express its views about any matter affecting the University to any individual, faculty, or other group within the University; and to facilitate communication among the faculties, the Chancellor, and assisting officers. [1982]

CHAPTER III Amendments

1. These By-Laws may be amended at any regularly called meeting of the Board, by a majority vote of all the voting members then in office. [2015]

2. Notice of any proposed amendment shall be given to each member of the Board in writing at least fifteen (15) days prior to the meeting at which such amendment is to be considered. [1998]
TWO DECREES inscribed in the Minute Book of Chancery Court in Nashville, Davidson County, Tennessee, constitute the Charter of Vanderbilt University. The first decree, entered August 6, 1872, in Minute Book W, pages 267-268-269, ordered that certain petitioners be declared a body politic and corporate under the name and style of The Central University of the Methodist Episcopal Church South. The second decree, entered June 16, 1873, in Minute Book X, pages 309B310, changed the legal name of the corporation to The Vanderbilt University.

On the following pages the text is a line-for-line transcription of the handwritten entries in the Minute Books.

TRANSCRIPT

This matter came on this day to be heard before the Hon'l Nathaniel Baxter Judge &c. of the Circuit Court of Davidson County, sitting by interchange with the Honorable Edward H. East, the Chancellor presiding, but who was incompetent to preside and hear this cause, for the reason that he was interested herein, and the same was heard upon the petition of W. C. Johnson, Robert J. Morgan, Smith W. Moore, and Milton Brown citizens and residents of the State of Tennessee and representatives of the Memphis Conference of the Methodist Episcopal Church South and Alexander L. P. Green, Jordan Stokes, David C. Kelley, Edward H. East, David T. Reynolds and Robert A. Young citizens and residents of Tennessee and representatives of the Tennessee Conference, and Landon C. Garland a citizen and resident of Mississippi and Philip Tuggle a citizen and resident of Tennessee, the two latter representing the North Mississippi Conference, and James H McFerrin and John M. Steel citizens of the State of Arkansas, and representatives of the White River Conference and Christopher D. Oliver and Wm Dickson citizens of the State of Alabama and representatives of the North Alabama Conference, and Edward Wadsworth and W. M. Byrd citizens of the State of Alabama and representatives of the Alabama Conference and Wm. L. C. Hunnicutt and Thomas Christian citizens of the State of Mississippi and representatives of the Mississippi Conference and James L. Borden and Wm H. Foster, citizens of the State of Louisiana and representatives of the Louisiana Conference, Andrew Hunter and James L. DeYampert citizens of the State of Arkansas and representatives of the Louisiana [Little Rock] Conference, and it appearing to the Court that said persons in their said petition prayed to be incorporated, under the name and style of The Central University of the Methodist Episcopal Church South@, the object and plan of said University having been fully set forth in resolutions passed by the delegates of said Conference, at a convention of the same held in the City of Memphis on the 24th, 25th, 26th and 27th of January, 1872, and which resolutions are in words and figures as follows:

Resolved by the Convention,

1st That measures be adopted looking to the establishment, as speedily as practicable of an institution of learning of the highest order and upon the surest basis where the Youth of the Church and Country may prosecute theological, literary, Scientific and professional studies to an extent as great, and in a manner as thorough as their wants demand.

Second, That the institution shall be called the Central University of the Methodist Episcopal Church South.

Third. That it shall consist at present of five schools or departments, viz. a Theological school for the training of our young preachers, who, on application for admission shall present a recommendation from a quarterly or annual conference, and shall have obtained a standard of education equal to that required for admission on trial into an annual conference; and instruction to them shall be free both in the theological and the literary and scientific departments. Secondly, A Literary and scientific school. Thirdly, A Normal School. Fourthly, a Law School. Fifthly, A Medical School.

Fourthly. That the sum of One Million of Dollars necessary in order to realize fully the object
desired; and not less than five hundred Thousand dollars, must be secured as a condition precedent to
the opening of any department of the University.

Fifthly. That the location of the University shall be left to the decision of the College of Bishops of the
Methodist Episcopal Church South.

Sixthly. That the carrying out of this whole scheme is hereby committed to the persons (herein named
before as petitioners) who shall take immediate steps for securing a suitable charter of
incorporation, and shall be a Board of Trust with power to solicit and invest funds, appoint an agent or
agents, and to do whatever else is necessary for the execution of this scheme.

Seventh. That seven of the Board of Trustees at any meeting regularly
called, shall constitute a quorum.

Eighth; That provision be made in the charter for giving a fair representation in the management
of the University to any annual conference hereafter cooperating with us.

Ninthly. That the Bishops of the Methodist Episcopal Church South be and are hereby requested to act
as a Board of supervision of the University or any of its departments, and jointly with the Board of Trust,
to elect Officers and professors and prescribe the course of study and the plan of government.
And it further appearing to the Court that upon the filing of said petition, the Clerk & Master of
this Court caused, by an order at rules, the same to be advertised, in pursuance of the statute in
such cases made and prescribed, and it further appearing to the Court that no one has
appeared, and
made known any objection, to the granting of the prayers of the petition, and the Court upon inspection
of the designs and objects of said corporation, finds nothing therein contained to be against public policy or
good morals or in conflict with the constitution and Laws of the State or of the United States, is pleased to
grant the prayer of the same, and doth hereby order adjudge and decree that the petitioners, be declared
a body politic and corporate, under the name and style of The Central University of the Methodist
Episcopal Church South@ and in that name may sue and be sued, plead and be impleaded, in the Courts
of this State or of the other States of the Union, or of the United States of America, may have a common
Seal, which may be altered at pleasure shall have perpetual succession may solicit and receive
subscriptions, donations, legacies and devises, may hold real estate & personal property, in such
amounts as the business of the corporation requires, and may receive the same by contract gift will or
devise, and shall hold the same for the purposes of said in corporation, with all the lawful conditions
imposed by the donor, may appoint such subordinate officers and agents and the business of the
Corporation requires prescribe their duties and fix their compensation, To make bylaws not inconsistent
with the laws of the land or this charter or the resolutions of the convention at Memphis as set out herein
before which resolutions are hereby adopted as a part of this charter but shall make all bye-laws
necessary and proper to carry out the objects of said resolutions as well as for the management of its
property and the regulation of its affairs and may also have power to pass all bylaws, necessary to the
use of the powers herein given, or which by law may hereafter be confirmed, and all said powers rights
and privileges, together with such others as are not herein specially given and referred to, are hereby
conferred upon said corporation, in as full complete and ample manner, as by the laws of the State, the
same can or might be, and said corporation shall have the power to confer all the degrees of merit and
honor usually conferred by Universities.

It is further decreed that petitioners pay the costs of this proceeding, and that C & M issue to them a
certified copy of this decree.

Nathaniel Baxter
Judge

This matter came on this day to be heard before the Chancellor upon the petition heretofore filed, and
publication of the matter thereof having heretofore been made according to the Statutes in such cases
made and provided, the Court is pleased to Order and decree that the name and style of the Central
University of the Methodist Episcopal Church South a corporation heretofore chartered under the
constitution and laws of this State, as a University of learning, and with all the powers rights and
privileges of such corporation as is now, given and conferred by the laws of the State of Tennessee, or
may hereafter be given and conferred be changed to the Name and Style of The Vanderbilt University@
by which name it shall hereafter be known, and sue and be sued hold and receive property, confer degrees and do any and all things, which by the present or future laws of Tennessee, it may be empowered to do. It is further decreed that all the rights of property powers to contract privileges immunities and franchises, which heretofore by law under the decree of this Court were conferred upon the said corporation under the Name and Style of the Central University of the Methodist Episcopal Church South, and the property or rights thereof which have heretofore been secured to said Corporation pass to The Vanderbilt University and its assigns and successors forever for the purposes of said Corporation, and that it have power to pass bylaws resolutions &c not inconsistent with the laws of the land, and to increase & diminish the number of its trustees and change the name of its schools and do and perform any and all acts allowable by law to Corporations of learning. It is further decreed that the said Vanderbilt University pay the costs of this proceeding for which a fifa issue.

Ordered that Court adjourn to Monday June 23d 1873.
W. F. Cooper
Chancellor

Section II. A. 4c Final definition of Audit Committee Financial Expert

The final rules define an audit committee financial expert as a person who has the following attributes:

- An understanding of generally accepted accounting principles and financial statements;
- The ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;
- Experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the registrant's financial statements, or experience actively supervising one or more persons engaged in such activities;
- An understanding of internal controls and procedures for financial reporting; and
- An understanding of audit committee functions.

Under the final rules, a person must have acquired such attributes through any one or more of the following:

1. Education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions;
2. Experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions;
3. Experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or
4. Other relevant experience.
Constitution: Article I

The Faculty Assembly
1. Voting membership of the Faculty Assembly consists of the full-time members of the Faculties of the several Schools who hold the rank of Instructor or above (which includes administrative officers who hold Faculty appointments). Part-time members of the Faculties having full status with partial load are voting members of the Faculty Assembly. [1974]

2. The Faculty Assembly shall meet at least once during each academic year, normally at the opening of school. It may be called into additional sessions by the Chancellor, or by the Faculty Senate, or upon the written petition of any sixty voting members of the Faculty Assembly. Twenty percent of the voting membership shall constitute a quorum. [1982]

3. The Chancellor or someone designated by the Chancellor shall preside at the required session and at sessions called by the Chancellor. At other sessions the Chair of the Faculty Senate (or, in the latter's absence, the Chair-elect) shall preside. [1982]

4. The Vice Chair of the Faculty Senate (or, in the Vice Chair's absence, the Vice Chair-elect) shall serve as Vice Chair of the Faculty Assembly. [1971] [2006]

5. The Faculty Assembly is convened:
   1. to hear reports on the state of the University from the Chancellor or other officers of administration. [1982]
   2. to permit members to direct questions to the Chancellor or other officers of administration or to the Chair of the Faculty Senate. [1982]
   3. to discuss any subject of common concern and to express its opinion thereon. Formal expression of opinion shall be by a majority of the voting members present. [1971]
   4. to pass upon proposed amendments to this Constitution as specified in Article III. [1971]

Constitution: Article II

The Faculty Senate

Composition

1. The Faculty Senate is composed of the Deans of the several Schools and Colleges, elected members, and ex officio members. Elected members are representatives of the Faculties of the Schools and Colleges in accordance with the following distribution [2005] [2010]:
   - College of Arts and Science: 17
   - Blair School of Music: 2
   - Divinity School: 2
   - School of Engineering: 5
   - School of Law: 2
   - Owen Graduate School of Management: 2
2. Non-voting ex officio members of the Senate include the following: the Chancellor, the Provost, the Vice Chancellors, other administrative officers that the Senate may invite, and persons listed as such in the Senate Rules. In addition, the past Chair and Vice Chair of the Faculty Senate shall hold non-voting ex officio status for one year following the end of their term. At the beginning of the academic year, the Executive Committee of the Faculty Senate will consult with the Provost and Vice Chancellor for Health Affairs to invite no more than four individuals from each administrative staff as non-voting ex officio members for that year. Such administrators should be those whose responsibilities relate most directly to the faculty matters. Non-voting ex officio members may participate fully in open deliberations. In instances where one person holds both non-voting and voting positions, the voting role takes precedence. [2010]

3. The Chair of the Senate shall consult with the Executive Committee prior to discharging the Chair's responsibilities under the Promotion and Tenure Grievance Procedure. [2000]

4. The Senate shall at least once every five years review the numbers of elected representatives from the several Faculties, taking into account the relative sizes of the Faculties and of the student bodies of the several schools. Each school shall have at least two Faculty Senators. The number of elected representatives of any one school or college shall be no more than one-third of the total number of elected senators. [2000] Changes may also be proposed to the Senate by any Faculty. Proposed changes in the composition of the Senate shall be made known to the members of the Faculty Assembly at least one month before Senate action, and shall become effective when adopted by the majority of the Senate voting membership. [1984]

5. Each Faculty shall elect its own representatives, and each representative so elected shall serve for a term of three years, unless specifically chosen to complete the remainder of an unexpired term. Terms shall commence on July first and terminate on June thirtieth. [2004] Elections shall be held before May 1 each year, by a process of secret balloting, with each Faculty electing the number necessary to maintain its full delegation for the following academic year. Only full-time Faculty members with the academic rank of Instructor or above shall be eligible for election to the Senate. No single full-time Faculty member may represent more than one School. All full-time Faculty members with the academic rank of Instructor or above, part-time faculty members having full status, and such other part-time Faculty members as the full-time Faculty of a School or College may designate, shall be eligible to vote for such representatives. Distribution of representation within a School or College shall be arranged in accordance with the will of the Faculty concerned. Terms of Senators shall be staggered so that insofar as possible each year one-third of them will complete their terms. Upon the expiration of his or her full term, a Senator shall be eligible for reelection for one additional consecutive term, but shall not be eligible for reelection to another term until three years have passed (but upon the expiration of a partial term, the period of ineligibility shall correspond only to the length of the term served). This amendment permits members of the Senate to serve up to two terms in a row. [1999] A Senator on leave of absence from the University does not forfeit membership, but during any extended absence a duly elected alternate shall serve. [1977]

- **Organization**

1. The Senate shall meet at least four times each year, normally during September, December, March, and May. Additional special meetings may be called at the discretion of the Chancellor, or the Chair of the Senate, or upon written request of any eight members of the Senate. A majority of the voting members of the Senate shall constitute a quorum. All meetings of the Senate shall be open to members of the Faculty Assembly, to the chief administrative officers, and to other persons invited by Senate action, except as provided in section 2d below. [1982]

2. At the last regularly scheduled meeting of the Senate each year, the Senate shall elect a Chair-elect and a Vice Chair-elect (not from the same School or College) from among those elected members who at that time are in their first year of service in the Senate. [2006] The persons elected shall at that time become members of the Executive Committee, shall succeed to the offices of Chair-elect and Vice Chair-elect the following July first, and shall succeed to the offices of Chair and Vice Chair on July first of the year following their election. [2004] [2006] The Senate shall have the power to fill vacancies and to resolve questions of eligibility for these offices. In the event of a permanent vacancy in any of the offices, an election shall be held at the next Senate meeting to fill the vacancy. [1989]

3. The Vice Chair shall distribute or publish minutes of each open meeting of the Senate to the members of the Faculty Assembly. The Vice Chair shall distribute or publish copies of the agenda in advance of all open meetings of the Senate, when feasible. [1977] [2006]

4. The Senate may hold special sessions when matters of a confidential nature are being considered. Such sessions may be closed sessions, with only members present, executive sessions, with only voting members present, or special
executive sessions, with only elected members present. No action taken at a special executive session shall be binding upon the Senate unless approved by a majority vote at a meeting where all voting members may be present. One special executive session shall be held in each academic year. In addition to the mandatory yearly special executive session, the Senate, acting by majority vote, or the Chair of the Faculty Senate, acting in consultation with the Executive Committee, shall have the authority to call a special session at any time. [2003]

5. Unless otherwise herein provided, the Senate may adopt its own regulations and rules of order. In the event it does not do so, the transaction of business shall proceed according to Robert's Rules of Order. [1967]

• Jurisdiction, Duties, and Powers

1. The Senate is the representative, deliberative, legislative body of the Faculties. [1967]
2. The Senate may discuss and express its views about any matter affecting the University. [1967]
3. The Senate shall have the power to review and evaluate the educational policies and practices of the University and may make recommendations concerning them to any individual, Faculty, or other group within the University. It may provide for appropriate Faculty discussion of any educational policy or practice. It may advise and consult with the chief administrative officers and inform them of Faculty opinions about such matters. It shall facilitate and encourage communication within the University, among the several Schools, and reciprocally among Faculty, students, and administration. It is each Faculty's responsibility to devise internal procedures for facilitating communication between that Faculty and its representatives in the Senate. [1971]
4. The Senate shall act in a consultative capacity when the establishment of new schools or colleges is considered or when new degrees are proposed. Its approval is necessary for the granting of honorary degrees. [1967]
5. The Senate is responsible for defining policies and procedures to be applied in cases involving conscience or academic freedom. [1967]
6. Senate actions which require affirmative implementation by the Chancellor shall be either accepted or rejected. In case of rejection, the Chancellor shall then follow the procedures specified in Section 2a of Chapter IV of the Code of By-Laws of The Vanderbilt University. The Chancellor shall report at least annually to the Senate on the status of pending Senate recommendations. Should there be a disagreement between the Senate and a School or College as to the jurisdiction of the Senate, the Chancellor shall make a ruling to resolve the issue. [1981]
7. The Senate may request the Chancellor to call meetings of the Faculty Assembly and take such other steps as it deems wise in carrying out its duties of providing for discussion and furthering communication as described in section 3c above. [1982]
8. The Senate may establish such committees and subcommittees as it chooses to aid in the performance of its duties, and may invite persons not members of the Senate to serve on these committees and subcommittees. [1967]

• The Executive Committee

The Executive Committee of the Senate consists of the Chair, the Vice Chair, the Chair-elect and the Vice Chair-elect, and, from the time of their election until July first following, the persons elected to become the next Chair-elect and Vice Chair-elect. [2004] The immediate past chair and vice chair will serve as ex officio members of the committee for one year following their term. [2003] [2006]

• The Consultative Committee

Elected members of the Senate in their final year of office, the Chair-elect, the Vice Chair-elect, and the immediate Past-Chair and the immediate Past-Vice Chair of the Senate, constitute the Consultative Committee, which is charged with consulting and advising with the Chancellor and assisting officers on matters of general University concern. [2006] Should there be no Senator from a School serving in his or her final year of office, the Dean of the School shall designate a Senator from that School to serve on the Consultative Committee. The Consultative Committee shall meet with the Chancellor upon his request, or upon request of a majority of the Committee, or by direction of the Senate. No formal votes shall be
taken at such consultations, nor shall the Consultative Committee take any action that might commit the Senate against its will. [1982]

Constitution: Article III

Amendments
Amendments to this Constitution may be proposed by the Faculty Senate or by any one of the Faculties of the several Schools or Colleges. Except as otherwise provided in this Constitution, amendments shall become effective when approved by two-thirds of those present and voting at a meeting of the Faculty Assembly. At least one month before such meeting, the members of the Faculty Assembly shall be notified in writing of the proposed amendments. [1967]

Constitution: Article IV

Ratification
This Constitution will come into effect when ratified in a mail ballot by the members of the Faculty Assembly (as defined in Chapter IV, Section 4a, of the Code of By-Laws of The Vanderbilt University), provided approval is expressed by at least two-thirds of those voting. [Ratified April 1967]
Rules of Order

I. AUTHORITY

These rules are promulgated pursuant to the authority granted to the Faculty Senate in Article II, Section 2e of the Constitution of the Faculty Assembly and Faculty Senate of Vanderbilt University. Except as otherwise provided in these rules, the transaction of Senate business shall proceed according to the current edition of Robert's Rules of Order (Newly Revised). [2014]

II. DEFINITION

The term "vote of the Senate" as used in these Rules means the vote of those present and voting, unless otherwise indicated.

III. RULES OF PROCEDURE

A. Order of Business
1. The following order of business shall be followed at all regular meetings of the Faculty Senate [2015]:
   • Call to order
   • Approval of the minutes of the last meeting
   • Report of the Executive Committee
   • Remarks by the Chancellor
   • Standing committee reports
   • Ad hoc committee reports
   • Old business
   • New business
   • Scheduled remarks
   • Good of the Senate
Adjournment

2. Motions for Senate action which accompany committee reports shall normally be acted upon at the time that they are presented, provided that such motions have complied with the notification requirements of Section D1 below. Committee reports not accompanied by motions for Senate action shall be filed with the Secretary, requiring no further action. The Senate may, however, refer such reports back to the originating committees or to the Executive Committee, or dispose of them in such other manner as it deems appropriate.

3. All floor discussions under the categories of old business and new business shall be preceded by a formal motion. Other general discussion shall be held under the heading of "Good of the Senate" or in connection with the reports of committees.

4. The order of business at specially called meetings shall be that set forth in the call for those meetings.

5. The order of business at regular or specially called meetings may be changed by motion to suspend the rules approved by a two-thirds vote of the Senate.

B. Voting

Voting on matters before the Faculty Senate for routine matters such as approval of minutes or when a roll call is effected shall normally be by "ayes" and "nays" (voice vote or show of hands). All other voting shall be anonymous by either electronic means or by written ballot. [2015] A roll call vote may be requested by any five voting Senators and shall be instituted if approved by two-thirds of the voting members present, except in the election of officers, which shall always be by closed vote. In the event that a roll call vote is taken, the vote of each individual Senator shall be recorded by the Vice Chair in the minutes of that meeting. [2003] [2006]

C. Election of Officers

1. Prior to the meeting when elections of officers of the Faculty Senate are regularly scheduled, the Chair of the Senate shall appoint a nominating committee, consisting of one member from each School or College of the University. That committee shall nominate one or more persons for each office to be filled. Any voting Senator may also nominate any eligible person from the floor at the meeting at which the election is to take place. No second is required.

2. Election of officers is by a simple majority of the votes cast. Voting shall be by secret ballot. In the event that more than two persons have been nominated for a single office and no person receives a majority of the vote, the name of the nominee receiving the lowest number of votes shall be eliminated and a new ballot shall be taken among those remaining. This procedure shall continue until a single nominee receives a majority.

3. In the event that two or more nominees receiving the highest number of votes received an equal number of votes, the Chair shall announce that fact and a second ballot shall be taken after the application of C2 above. If, following a second ballot, the votes remain equal, the Chair may, on its own motion, reopen the floor for additional nominations. In the event that two nominees with the lowest number of votes have an equal number of votes, the Chair shall announce that fact, including the names of those nominees, and shall conduct an additional ballot without dropping either name from the list of nominees. If, following this ballot, the tie vote shall still exist, and no other nominee shall have achieved a majority, the Chair may reopen the floor for additional nominations. The Chair may, at its discretion, order an additional ballot.

4. Nomination and election for the office of Chair-elect of the Senate shall be held first. Following the election of the Chair-elect, nominations and election of the Vice Chair-elect shall be held.

5. In the event that a term is not completed by either the Chair or the Vice Chair, the Senate may elect the Chair-elect, the Vice Chair, or any other eligible Senator to fill the vacancy.

D. Motions Under New Business

1. No motion shall be voted under the heading of New Business unless it has been received by the members of the Senate in writing at least three days before the meeting at which it is to be submitted.

2. Senators wishing to move under New Business shall communicate their proposed motions in writing to the Vice Chair of the Senate not less than eight calendar days before the meeting at which the motion is to be made. It shall be the responsibility of the Vice Chair of the Senate to communicate the proposed motion to the Senate membership. However, any Senator who so desires may communicate a proposed motion directly to the Senate membership.
3. A Senator desiring to make a motion which has not complied with the notification requirements in paragraph 1 may do so, but the vote may not be taken until a meeting held at least three calendar days after the meeting at which the motion is presented. A motion which does not comply with the notification requirements may be voted upon at the meeting at which it is presented only if this rule is suspended by a two-thirds vote of the Senate.

E. Debate
The Chair may, at the outset of debate on any issue, announce a time limit for debate. This limit may be extended by a majority vote of the Senators present and voting.

F. Vice Chair
The Secretary of the Senate shall also serve as Vice Chair of the Senate. All references to "secretary" and "secretary-elect" shall change to the "vice chair and secretary" and "vice chair and secretary-elect." [2006]

IV. COMMITTEES

A. Standing Committees
1. The Executive Committee of the Senate shall appoint the following standing committees. The charge to each committee shall be that set forth in this rule.
   1. Academic Policies and Services. To be concerned with new schools, new programs and new degrees. To consider policies regarding academic honors, leaves, grants, promotions, departmental and divisional chairmanships, programs abroad, the academic calendar, career planning and placement, Vanderbilt University Library, Information Services, the bookstore, and the University Press.
   2. Faculty Life. To be concerned with policies relating to wages and salaries, fringe benefits, management of investments, employment of non-academic personnel, faculty intellectual property including copyrights and patents, buildings and grounds, space, campus communications, traffic, parking, food services, and campus security.
   3. Faculty Manual. To be concerned with all changes and proposed changes to the Faculty Manual and changes in other University policies that have a direct bearing on the Faculty Manual. To be concerned with compliance and regulatory changes from federal/state agencies and other regulatory bodies that require revisions to the Manual. To be concerned with policy issues arising within the Colleges and Schools at Vanderbilt that require clarification of the Manual, especially where congruence between the Schools and University is concerned. To ensure that any changes to the Manual are clearly identified, communicated, and archived annually. [2015]
   4. Grievances (formerly known as Professional Ethics and Academic Freedom [PEAF]). To be concerned with grievances arising under Part IV, Chapter 2, Section B of the Faculty Manual (those that arise from issues other than reappointment, tenure, and promotion).
   5. Senate Affairs. To be concerned with all matters pertaining to the functioning of the Senate. To be responsible for a continuing review of the Rules of the Faculty Senate, recommending new rules when appropriate, and assisting in the interpretation of existing rules. To consider proposed revisions of the Constitution of the Faculty Assembly and Faculty Senate when this duty is assigned by the Senate. To maintain at least yearly communication with the Staff Council leadership. To maintain at least yearly communication with the following university standing committees: Athletics, Calendar, Faculty and Staff Benefits, Religious Affairs, Technology Review, and Traffic and Parking.
   6. Student Life [formerly known as Student Affairs]. To be concerned with policies relating to student matters including residential colleges, rules and discipline, student grievances, future composition of the student body, fraternities and sororities, intercollegiate athletics and club sports, intramurals, the Honor System, faculty-student relations, religious affairs, and the student health service.
   7. Strategic Planning and Academic Freedom. To be concerned with long-term strategic planning and governance issues of the university. To be concerned with policy regarding professional ethics, conscience, and academic freedom under Article II, Section 3e of the Senate Constitution. [2012]
2. The Executive Committee of the Senate will normally assign items to committees pursuant to the subject matter of the committee's charge. The Executive Committee may assign matters to any committee for its
consideration in an effort to avoid an undue workload on any particular committee. The Executive Committee of the Senate may refer items to ad hoc committees named for the immediate purpose when those items do not fall within the charge of a standing Senate committee or when directed to do so by Senate resolution.

B. Duties of Committee Chairs
3. The duties of Chairs of standing Senate committees are:
   1. To be responsible for seeing that minutes of each committee meeting are kept and transmitted to the Chair and Vice Chair of the Senate.
   2. To maintain a permanent agenda for the committee and to inform the Chair of the Senate of agenda changes.
   3. To prepare a final written report covering the work of the committee during the academic year. This report shall be made to the Senate at the end of the academic year and the Chair shall submit a copy of that report to the Senate Chair and Vice Chair.
   4. To prepare interim reports to be made to the Faculty Senate and to include in each report a short summary of its contents and a statement of what, if any, action is being recommended. The report should contain a recommendation for its disposition. Such recommendation may include, but is not limited to, transmission to named parties or groups, filing for information in repositories generally available to the Faculty as a whole, or filing with University officers.
   5. To assist in seeking out non-Senators who might be interested in serving on Senate committees. Approval and appointment of these persons shall be by the Executive Committee of the Senate on the recommendation of the Committee Chair.
   6. To coordinate the work of the committee with the appropriate University officers and University committees. Since the functions of these officers and committees may change, the following relationships are illustrative rather than definitive.

2. The duties of ad hoc committee chairs shall be as stated above, except as modified by their committee's charge.

C. The standing and ad hoc committees of the Senate are designed to function in conjunction and cooperation with the Executive Committee, the only committee authorized to act and speak for the Senate officially. To facilitate and encourage communication with the Senate, any standing committee may respond unofficially to any specific request made to it directly by an administrative officer or recognized campus group. The Chair and the Vice Chair of the Senate should be immediately informed of any such request, whether or not a direct response is given. In making a response to such requests, a committee should make clear that the committee does not speak in any official way for either the Faculty or the Senate, and the comments given should be confirmed in writing, with copies being forwarded to the Chair and the Vice Chair of the Senate. If a committee feels that an official response to a request is desirable, it should refer the matter to the Executive Committee for action. The committee may request (1) that the Executive Committee take action; (2) that the Senate Chair refer the matter to the appropriate committee; or (3) that the Executive Committee prepare a motion for Senate action for establishing an official Senate position.
V. EX OFFICIO MEMBERS
The Constitution of the Faculty Assembly and Faculty Senate provides that "non-voting ex officio members of the Senate include the following: the Chancellor, the Provost, the Vice Chancellors, other administrative officers that the Senate may invite, and persons listed as such in the Senate Rules. In addition, the past Chair and Vice Chair of the Faculty Senate shall hold non-voting ex officio status for one year following the end of their term. At the beginning of the academic year, the Executive Committee of the Faculty Senate will consult with the Provost and Vice Chancellor for Health Affairs to invite no more than four individuals from each administrative staff as ex officio members for that year. Such administrators should be those whose responsibilities relate most directly to faculty matters. Non-voting ex officio members may participate fully in open deliberations. In instances where one person holds both non-voting and voting positions, the voting role takes precedence." [2010]

VI. PARLIAMENTARIAN
The Executive Committee shall appoint, with the advice and consent of a majority of the Senate, a Parliamentarian whose duty shall be to become and remain familiar with the Rules of the Senate, with Robert's Rules of Order, and with the Senate Constitution. The Parliamentarian shall attend all Senate meetings, and shall give an opinion on the manner of conduct of proceedings when requested by the Chair. The term of the Parliamentarian, who may be selected from outside the Senate membership, shall run for one Senate year but shall expire automatically with the tenure of the Senate Chair in whose term the appointment was made. The Parliamentarian may be reappointed. If selected from outside the Senate membership, the Parliamentarian shall be an ex officio member of the Senate.

VII. OFFICIAL COMMUNICATIONS
4. Chancellor's Report
   The Report of the Chancellor to the Senate, referred to in Article II, Section 3f, contemplates a statement of the University's response to Senate recommendations received since the last such report. It is also contemplated that the Report shall contain references to issues pending from previous years. Such references may include a request by the Chancellor that the Senate determine whether its recommendation remains in effect.

5. Official Reaction to Senate Committee Reports and Other Actions
   University officials wishing to state their views on committee reports which have been submitted to the Senate may do so either (1) at a meeting of the Senate, if the official has floor privileges or has been granted floor privileges by majority vote of the Senate for that purpose, or (2) in writing, communicated to the Chair of the Senate. In the event that the latter alternative is selected, the communication or a summary thereof shall be read by the Chair of the Senate, or the Chair's designate, to the Senate and its contents or a summary thereof shall be published as part of the minutes of the meeting at which it is read.

VIII. DELEGATIONS
Caucuses
The delegation of each school may organize a caucus of that school to facilitate the establishment of positions on issues before the Senate. No caucus may adopt a unit rule to limit the right of its members to vote as they see fit. If a delegation organizes its caucus with formal rules, a copy of those rules shall be deposited with the Secretary of the Senate.

IX. AMENDMENTS

6. These rules may be amended by a majority vote of the Senate except as otherwise indicated herein.

7. Amendments to these rules shall be submitted to the Senate at a regular meeting at least three calendar weeks before they are brought to a vote. Amendments may be voted upon at a specially called Senate meeting if the intention to take such action is included in the call for that meeting.

X. ENTRY INTO FORCE
These rules shall enter into force on the day they are passed by the Faculty Senate. A majority vote is sufficient to pass all provisions except those requiring a two-thirds vote for amendment, in which case a two-thirds vote is required for passage. These rules supersede and repeal all other rules herefore passed by the Faculty Senate. They represent a complete codification of all existing Senate Rules as of their date of passage. [Adopted May 3, 1973]

Also see: [ Article I The Faculty Assembly | Article II The Faculty Senate | Article III Amendments | Article IV Ratification ]
What are Robert's Rules of Order?
The first edition of the book was published in February, 1876 by U.S. Army Major Henry Martyn Robert. Its procedures were loosely modeled after those used in the United States House of Representatives. Robert wrote Robert’s Rules of Order after presiding over a church meeting and discovering that delegates from different areas of the country did not agree about proper procedure. The book is now in its 10th edition; Robert’s Rules of Order Newly Revised (RONR).

Robert's Rules of Order provides applicable rules governing key matters of meeting and general procedures, including:

- Establishing a Constitution and Bylaws for your student organization.
- Structure of the meeting Agenda and debate.
- Motions; including making, seconding, debating, modifying and amending motions.
- Sufficient majority and simple majority and which decisions are appropriate to them.
- Establishment of a quorum.
- Definition of membership.
- Voting rights of presiding officer and voting procedures.

AN OUTLINE OF BASIC PARLIAMENTARY PROCEDURE
Prepared by Douglas N. Case


I. Rules Governing an Organization
State and Federal Law - governing corporations, tax-exempt organizations, public legislative bodies, etc.
Articles of Incorporation - applicable to corporations
Governing Documents of Parent Organizations - applicable to chapters, affiliates, etc. of larger organizations
D. Local Constitution and Bylaws - defines the organization's basic structure and fundamental rules. Normally requires a 2/3 vote and prior notice for amendment and are not subject to suspension.
E. Standing Rules - operating procedures consistent with all of the above. Normally can be amended by majority vote at any business meeting and can be suspended.
F. Rules of Order - parliamentary authority, superseded by any of the above that conflict.
Precedent and Custom - apply when there are no written rules governing a situation.
II. Purposes of Parliamentary Procedure
Ensure majority rule
Protect the rights of the minority, the absentees and individual members
Provide order, fairness and decorum
Facilitate the transaction of business and expedite meetings

III. Basic Principles of Parliamentary Procedure
All members have equal rights, privileges and obligations.
A quorum must be present for the group to act – if the bylaws of the organization do not establish a quorum, the general rule is that a majority of the entire membership must be present in order to transact business.
Full and free discussion of every motion is a basic right.
Only one question at a time may be considered, and only one person may have the floor at any one time.
Members have a right to know what the immediately pending question is and to have it restated before a vote is taken.
No person can speak until recognized by the chair.
Personal remarks are always out of order.
A majority decides a question except when basic rights of members are involved.
A two-thirds vote is required for any motion that deprives a member of rights in any way (e.g., cutting off debate).
Silence gives consent. Those who do not vote allow the decision to be made by those who do vote.
The chair should always remain impartial.

IV. Typical Order of Business
A. Call to Order
B. Opening Exercises, if applicable
C. Roll Call/Determination of a Quorum
D. Adoption of the Agenda
E. Reading and Approval of the Minutes of the Previous Meeting
F. Reports of Officers
G. Reports of Standing Committees
H. Reports of Special (Ad hoc) Committees
I. Special Orders
J. Unfinished Business and General Orders
K. New Business
L. Program, if applicable
M. Announcements
N. "Good of the Order"
O. Adjournment

V. Role of the Presiding Officer
A. Remain impartial during debate - the presiding officer must relinquish the chair in order to debate the merits of a motion
B. Vote only to create or break a tie (or 2/3 for matters requiring a 2/3 vote) – exception: the presiding officer may vote on any vote by ballot
C. Determine that a quorum is present before transacting business
D. Introduce business in proper order
E. Recognize speakers
F. Determine if a motion is in order
G. Keep discussion germane to the pending motion
H. Maintain order
I. Put motions to a vote and announce results
J. Employ unanimous consent (general consent) when appropriate

VI. General Procedure for Handling a Motion
A. A member normally must obtain the floor by being recognized by the chair.
B. Member makes a motion.
C. A motion must normally be seconded by another member before it can be considered.
Before the motion is restated by the chair, any member can rise, without waiting to be recognized, and suggest a modification of the wording to clarify the motion. The maker of the motion can choose to accept or reject the modified wording (does not require a second).

If the motion is in order, the chair will restate the motion and open debate (if the motion is debatable). The maker of a motion has the right to speak first in debate.

Debate is closed when:
   1. Discussion has ended, or
   2. A two-thirds vote closes debate ("Previous Question")

H. The chair restates the motion, and if necessary clarifies the consequences of affirmative and negative votes.
I. The chair calls for a vote.
J. The chair announces the result.
K. Any member may challenge the chair’s count by demanding a “Division of the Assembly.”

VII. **General Rules of Debate**

A. No members may speak until recognized by the chair.
B. All discussion must be relevant to the immediately pending question.
C. No member may speak a second time until every member who wishes to speak has had the opportunity to do so.
D. No member can speak more than twice to each motion.
E. No member can speak more than ten minutes.
F. All remarks must be addressed to the chair – no cross debate is permitted.
G. It is not permissible to speak against one’s own motion (but one can vote against one's own motion).
H. Debate must address issues not personalities – no one is permitted to make personal attacks or question the motives of other speakers.
I. The presiding officer must relinquish the chair in order to participate in debate and cannot reassume the chair until the pending main question is disposed of.
J. When possible, the chair should let the floor alternate between those speaking in support and those speaking in opposition to the motion.
K. When a large number of people wish to speak to a motion it may be advisable for the chair to make a speakers’ list.
L. Members may not disrupt the assembly.
M. Rules of debate can be changed by a two-thirds vote.

VIII. **Motions in Ascending Order of Precedence**

*Only one main motion may be on the floor at a time, but more than one secondary motion may be on the floor. When any of the motions on the following list is the immediately pending motion (i.e., the last motion made), any motion listed below it on the list can be made at that time and any motion above it on the list cannot be made at that time. Pending motions must be disposed of in descending order of precedence.*

A. **Main Motion** - introduces business to the assembly for its consideration. A main motion can only be made when no other motion is pending. A main motion yields to privileged, subsidiary and incidental motions.
B. **Subsidiary Motions** - change or affect how the main motion is handled (voted on before the main motion)
   1. **Postpone Indefinitely** - made when the assembly does not want to take a position on the main question. Its adoption kills the main motion for the duration of the session and avoids a direct vote on the question. It is useful in disposing of a poor motion that cannot be either adopted or expressly rejected without possibly undesirable consequences. Unlike other subsidiary motions, debate on the motion to postpone indefinitely can go into the merits of the main motion.
   2. **Amend** - changes the wording of the main motion before it is voted upon. An amendment must be germane to the main motion. Its acceptance does not adopt the motion thereby amended; that motion remains pending in its modified form. Rejection of an amendment leaves the pending motion worded as it was before the amendment was offered. An amendment can: delete words, phrases, sentences or paragraphs; strike out words, phrases or sentences and insert new ones; add words, phrases, sentences or paragraphs; or substitute entire paragraph(s) or the entire text of the motion and insert another.

When an entire motion is substituted for another, the chair must first call for a vote on the
Motion to Substitute to determine the advisability of substituting a new motion. If the Motion to Substitute passes, the chair then throws the Substitute Motion open to debate. The Substitute Motion in turn must be voted upon, and is subject to amendment. Note: There is no provision in Robert's Rules for a “Friendly Amendment.” The only way a motion can be modified without a vote, after it has been stated by the Chair, is with the unanimous consent of the members present.

3. Secondary Amendment - An amendment can be offered to an amendment (amendment of the second order). Amendments of the third order are not permitted.
4. Refer (Commit) - sends a pending motion to a standing committee, or to an ad hoc (special) committee to be appointed or elected, for consideration. The motion to refer may include instructions to investigate, recommend, or take action, and may specify the composition of the committee.
5. Postpone Definitely (Postpone to a Certain Time) - delays action until a certain time specified in the motion (not beyond the next regular business meeting).
6. Limit or Extend Debate - is used (1) to reduce or increase the number or length of speeches permitted or (2) to require that debate be closed at a specified time. It requires a two-thirds vote.
7. Previous Question (“Call for the Question”) - immediately closes debate if passed. Requires a second and a two-thirds vote.
8. Lay on the Table - enables the assembly to lay the pending question aside temporarily when something else of immediate urgency has arisen. It is not debatable. A motion to lay on the table is out of order if the evident intent is to avoid further consideration of the motion. Frequently when one indicates a desire “to table” a motion, the correct motion is either to Postpone Indefinitely or Postpone Definitely.

C. Privileged Motions - do not relate to the pending business but have to deal with urgent matters which, without debate, must be considered immediately.
1. Call for the Orders of the Day - requires the assembly to conform to the agenda or to take up a general or special order that is due to come up at the time (“time certain”), unless two-thirds of those voting wish to do otherwise. A member can interrupt a speaker to call for the orders of the day.
2. Raise a Question of Privilege - permits a request or main motion relating to the rights and privileges of the assembly or any of its members. Examples include requests relating to members’ ability to hear a speaker or a request to go into “executive session” (closed session). A member may interrupt a speaker to raise a question of privilege.
3. Recess - used to request an intermission which does not close the meeting.
4. Adjoin - used to close the meeting immediately. Not debatable.
5. Fix the Time to Which to Adjoin - sets the time, and sometimes the place, for another meeting (“adjourned meeting”) before the next regular business meeting to continue business of the session.

IX. Incidental Motions (Questions of procedure that arise out of other motions and must be considered before the other motion)
A. Point of Order - used when a member believes that the rules of the assembly are being violated, thereby calling on the chair for a ruling and enforcement of the rules. A member can interrupt a speaker to raise a point of order.
B. Appeal - used to challenge the chair’s ruling on a question of parliamentary procedure. A member can interrupt a speaker to appeal from the decision of the chair.
C. Suspend the Rules - used to make a parliamentary rule or special rule of an organization temporarily inoperative. The motion cannot be applied to the constitution and bylaws unless those documents include specific provisions for suspension. Normally requires a two-thirds vote.
D. Withdraw - permits the maker of a motion to remove it from deliberation after the motion has been stated by the chair. If there is not unanimous consent, the motion is debated and voted upon.
E. Point of Information - requests to the chair, or through the chair to another officer or member, to provide information relevant to the business at hand. A point of information must be in the form of a question. A request for information regarding parliamentary procedure or the organization’s rules bearing on the business at hand is referred to as a Parliamentary Inquiry.
F. Objection to the Consideration of a Question - suppresses business that is irrelevant or inappropriate and undesirable to be discussed. The objection must be made immediately
(acceptable to interrupt a speaker). Does not require a second, is not debatable, and requires a two-thirds vote opposed to consideration in order to pass.

G. **Division of a Question** - divides a motion containing two or more provisions that can stand alone so that each provision can be considered and voted upon separately. Not debatable.

H. **Division of the Assembly** - used to demand a rising vote to verify the vote count. The motion can be made without obtaining the floor, does not require a second, is not debatable, and does not require a vote.

X. **Main Motions That Bring a Question Back Before the Assembly**

A. **Take from the Table** - resumes consideration of a motion laid on the table earlier in the same session or in the previous session. Not debatable.

B. **Reconsider** - reopens a motion to debate that has already been voted upon in the same session. The motion to reconsider can only be made by a member who voted on the prevailing side. It suspends action on the motion to which it is applied until it has been decided. It cannot be postponed beyond the next regular business session.

C. **Rescind (Annul or Repeal) or Amend Something Previously Adopted** - repeals or amends a motion for which it is too late to reconsider. Normally requires a two-thirds vote of those present or a majority vote or the entire membership; however, if previous notice has been given then only a majority vote of those present is required. A motion to rescind cannot be applied to action that cannot be reversed.

XI. **Voting**

A. **Majority vote** - defined as more than half of the votes cast by those present and voting (i.e., excluding abstentions) unless the organization’s rules specify otherwise (e.g., majority of those present, or majority of the entire membership)

B. **Two-thirds vote** - defined as at least two-thirds of those present and voting, unless otherwise specified by the organization’s rules. Examples of motions that require a two-thirds vote: to close, limit, or extend debate; to suspend the rules; to amend the constitution and bylaws; to close nominations; to remove an officer or expel a member; or to object to the consideration of a motion.

C. **Voting by the Chair** - except when there is a ballot vote, the chair only votes when his/her vote would affect the result.

D. **Methods of Voting**

1. Voice vote - method normally used
2. Show of hands or rising vote - used to verify an inconclusive voice vote or on motions requiring a two-thirds vote
3. Ballot - normally used for election of officers and when ordered by a majority vote
4. Roll call vote - used when it is desired to have a record of how each member voted. Can be ordered by a majority vote unless the organization’s bylaws specify otherwise.

E. **Proxy voting** is prohibited unless specifically provided for in the charter or bylaws.

Recommended Books


*Robert’s Rules of Order, Newly Revised, In Brief, 2004*


*Robert’s Rules for Dummies, C. Alan Jennings, 2004*

Recommended Web Sites

www.robertsrules.com

parliamentarians.org

www.rulesonline.com

www.parlipro.org
ROBERTS RULES CHEAT SHEET

<table>
<thead>
<tr>
<th>To:</th>
<th>You say:</th>
<th>Interrupt Speaker</th>
<th>Second Needed</th>
<th>Debatable</th>
<th>Amendable</th>
<th>Vote Needed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Adjourn</td>
<td>&quot;I move that we adjourn&quot;</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>Recess</td>
<td>&quot;I move that we recess until…&quot;</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Complain about noise, room temp., etc.</td>
<td>&quot;Point of privilege&quot;</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>Chair Decides</td>
</tr>
<tr>
<td>Suspend further consideration of something</td>
<td>&quot;I move that we table it&quot;</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>End debate</td>
<td>&quot;I move the previous question&quot;</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>2/3</td>
</tr>
<tr>
<td>Postpone consideration of something</td>
<td>&quot;I move we postpone this matter until...&quot;</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Amend a motion</td>
<td>&quot;I move that this motion be amended by...&quot;</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Introduce business (a primary motion)</td>
<td>&quot;I move that...&quot;</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
</tbody>
</table>

The above listed motions and points are listed in established order of precedence. When any one of them is pending, you may not introduce another that is listed below, but you may introduce another that is listed above it.

<table>
<thead>
<tr>
<th>To:</th>
<th>You say:</th>
<th>Interrupt Speaker</th>
<th>Second Needed</th>
<th>Debatable</th>
<th>Amendable</th>
<th>Vote Needed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Object to procedure or personal affront</td>
<td>&quot;Point of order&quot;</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>Chair decides</td>
</tr>
<tr>
<td>Request information</td>
<td>&quot;Point of information&quot;</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>None</td>
</tr>
<tr>
<td>Ask for vote by actual count to verify voice vote</td>
<td>&quot;I call for a division of the house&quot;</td>
<td>Must be done before new motion</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>None unless someone objects</td>
</tr>
<tr>
<td>Object to considering some undiplomatic or improper matter</td>
<td>&quot;I object to consideration of this question&quot;</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>2/3</td>
</tr>
<tr>
<td>Take up matter previously tabled</td>
<td>&quot;I move we take from the table...&quot;</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>Reconsider something already disposed of</td>
<td>&quot;I move we now (or later) reconsider our action relative to...&quot;</td>
<td>Yes</td>
<td>Yes</td>
<td>Only if original motion was debatable</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>Consider something out of its scheduled order</td>
<td>&quot;I move we suspend the rules and consider...&quot;</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>2/3</td>
</tr>
<tr>
<td>Vote on a ruling by the Chair</td>
<td>&quot;I appeal the Chair's decision&quot;</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td>Majority</td>
</tr>
</tbody>
</table>

The motions, points and proposals listed above have no established order of preference; any of them may be introduced at any time except when meeting is considering one of the top three matters listed from the first chart (Motion to Adjourn, Recess or Point of Privilege).
PROCEDURE FOR HANDLING A MAIN MOTION

NOTE: Nothing goes to discussion without a motion being on the floor.

Obtaining and assigning the floor

A member raises hand when no one else has the floor
- The chair recognizes the member by name

How the Motion is Brought Before the Assembly

- The member makes the motion: *I move that* (or “to”) ... and resumes his seat.
- Another member seconds the motion: *I second the motion* or *I second it or second*.
- The chair states the motion: *It is moved and seconded that* ... *Are you ready for the question?*

Consideration of the Motion

1. Members can debate the motion.
2. Before speaking in debate, members obtain the floor.
3. The maker of the motion has first right to the floor if he claims it properly
4. Debate must be confined to the merits of the motion.
5. Debate can be closed only by order of the assembly (2/3 vote) or by the chair if no one seeks the floor for further debate.

The chair puts the motion to a vote

1. The chair asks: *Are you ready for the question?* If no one rises to claim the floor, the chair proceeds to take the vote.
2. The chair says: *The question is on the adoption of the motion that* ... *As many as are in favor, say ‘Aye’. (Pause for response.) Those opposed, say ‘Nay’. (Pause for response.) Those abstained please say ‘Aye’.*

The chair announces the result of the vote.

1. *The ayes have it, the motion carries, and* ... (indicating the effect of the vote) or
2. *The nays have it and the motion fails*

WHEN DEBATING YOUR MOTIONS

1. Listen to the other side
2. Focus on issues, not personalities
3. Avoid questioning motives
4. Be polite
HOW TO ACCOMPLISH WHAT YOU WANT TO DO IN MEETINGS

MAIN MOTION
You want to propose a new idea or action for the group.
• After recognition, make a main motion.
• Member: "Madame Chairman, I move that _________."

AMENDING A MOTION
You want to change some of the wording that is being discussed.
• After recognition, "Madame Chairman, I move that the motion be amended by adding the following words _________."
• After recognition, "Madame Chairman, I move that the motion be amended by striking out the following words _________."
• After recognition, "Madame Chairman, I move that the motion be amended by striking out the following words, ________, and adding in their place the following words _________."

REFER TO A COMMITTEE
You feel that an idea or proposal being discussed needs more study and investigation.
• After recognition, "Madame Chairman, I move that the question be referred to a committee made up of members Smith, Jones and Brown."

POSTPONE DEFINITELY
You want the membership to have more time to consider the question under discussion and you want to postpone it to a definite time or day, and have it come up for further consideration.
• After recognition, "Madame Chairman, I move to postpone the question until _________."

PREVIOUS QUESTION
You think discussion has gone on for too long and you want to stop discussion and vote.
• After recognition, "Madam President, I move the previous question."

LIMIT DEBATE
You think discussion is getting long, but you want to give a reasonable length of time for consideration of the question.
• After recognition, "Madam President, I move to limit discussion to two minutes per speaker."
POSTPONE INDEFINITELY
You want to kill a motion that is being discussed.
  • After recognition, "Madam Moderator, I move to postpone the question indefinitely."

POSTPONE INDEFINITELY
You are against a motion just proposed and want to learn who is for and who is against the motion.
  • After recognition, "Madame President, I move to postpone the motion indefinitely."

RECESS
You want to take a break for a while.
  • After recognition, "Madame Moderator, I move to recess for ten minutes."

ADJOURNMENT
You want the meeting to end.
  • After recognition, "Madame Chairman, I move to adjourn."

PERMISSION TO WITHDRAW A MOTION
You have made a motion and after discussion, are sorry you made it.
  • After recognition, "Madam President, I ask permission to withdraw my motion."

CALL FOR ORDERS OF THE DAY
At the beginning of the meeting, the agenda was adopted. The chairman is not following the order of the approved agenda.
  • Without recognition, "Call for orders of the day."

SUSPENDING THE RULES
The agenda has been approved and as the meeting progressed, it became obvious that an item you are interested in will not come up before adjournment.
  • After recognition, "Madam Chairman, I move to suspend the rules and move item 5 to position 2."

POINT OF PERSONAL PRIVILEGE
The noise outside the meeting has become so great that you are having trouble hearing.
  • Without recognition, "Point of personal privilege."
  • Chairman: "State your point."
  • Member: "There is too much noise, I can't hear."
COMMITTEE OF THE WHOLE

You are going to propose a question that is likely to be controversial and you feel that some of the members will try to kill it by various maneuvers. Also you want to keep out visitors and the press.
- After recognition, "Madame Chairman, I move that we go into a committee of the whole."

POINT OF ORDER

It is obvious that the meeting is not following proper rules.
- Without recognition, "I rise to a point of order," or "Point of order."

POINT OF INFORMATION

You are wondering about some of the facts under discussion, such as the balance in the treasury when expenditures are being discussed.
- Without recognition, "Point of information."

POINT OF PARLIAMENTARY INQUIRY

You are confused about some of the parliamentary rules.
- Without recognition, "Point of parliamentary inquiry."

APPEAL FROM THE DECISION OF THE CHAIR

Without recognition, "I appeal from the decision of the chair."

Rule Classification and Requirements

<table>
<thead>
<tr>
<th>Class of Rule</th>
<th>Requirements to Adopt</th>
<th>Requirements to Suspend</th>
</tr>
</thead>
<tbody>
<tr>
<td>Charter</td>
<td>Adopted by majority vote or as proved by law or governing authority</td>
<td>Cannot be suspended</td>
</tr>
<tr>
<td>Bylaws</td>
<td>Adopted by membership</td>
<td>Cannot be suspended</td>
</tr>
<tr>
<td>Special Rules of Order</td>
<td>Previous notice &amp; 2/3 vote, or a majority of entire membership</td>
<td>2/3 Vote</td>
</tr>
<tr>
<td>Standing Rules</td>
<td>Majority vote</td>
<td>Can be suspended for session by majority vote during a meeting</td>
</tr>
<tr>
<td>Modified Roberts Rules of Order</td>
<td>Adopted in bylaws</td>
<td>2/3 vote</td>
</tr>
</tbody>
</table>