

USAC Bylaws

(Effective 11 July 2006, amended April 2009, amended April 2012, amended January 2015)

Article I: Identification

Section 1. Name and nature. The name of this organization shall be the Vanderbilt University Staff Advisory Council (USAC), hereafter called "the Council." The Council shall be unincorporated, advisory in nature, and, within the limits of these bylaws, representative of the employees within the university.

Section 2. Purpose.

A) Mission Statement

In addition to the mission of Vanderbilt University, the Council's purposes shall be a) to act as an advisory group to both administration and staff on problems and policies that affect the university and the people it serves; b) to establish and maintain communication between university staff and administration on all levels; c) to establish and maintain effective communication among staff of the university; and d) to serve and support the Vanderbilt community.

B) Vision Statement

Through communication, consultation, and service the Council will promote a strong partnership among the staff, faculty, students and administration of Vanderbilt University.

Section 3. Definition of "staff." For the purposes of these bylaws, representation by and membership on the Council, "staff" shall be all University Central, full-time or part-time, non-exempt and exempt staff, as defined by their home departments, who are not in union-eligible job classifications.

Article II: Membership

Section 1. Eligibility. All staff, as defined in Article 1, Section 3, shall be eligible for election to the Council.

Section 2. Election. Members of the Council shall be elected by staff members from constituent groups as determined in Article II, Section 6. Each group shall have at least two representatives with apportioned representation of one representative for approximately every 35 employees. If there are 18 or more employees in the group beyond the highest multiple of 35, another representative shall be assigned to that group.

Representatives shall be those persons receiving the highest number of votes in their respective groups.

Election of representatives shall be completed no later than the end of May. The results shall be made known by the June meeting. Newly elected members may attend Council meetings in advance of their assuming office, so as to acquaint themselves with the Council's work. They shall attend as observers, without voting privileges.

Section 3. Terms of office. Representatives shall be elected to serve on the Council for two years, beginning July 1 and ending June 30. During the elected term of office, Representatives shall continue to meet the definition of staff as defined in Article 1, *Section 3*.

Terms of office shall be staggered so that Representatives for odd-numbered groups shall be elected to two-year terms in odd-numbered years. Representatives for even numbered groups shall be elected to two-year terms in even-numbered years.

Section 4. Ex officio members. The Vice Chancellor for Administration and Chief Human Resource Officer, other members of the University Executive Administration, and past presidents of the Council shall be ex officio members. They may provide input, insight, and clarification; may respond to questions; and may otherwise participate in deliberations, but shall have no vote.

Section 5. Vacancies. If a Council member resigns or is unable to serve during the elected term, the person in that group who received the next highest number of votes in the most recent general election shall become representative for that group.

Should there be no one left on the most recent ballot, no one who received a simple majority of the votes on the ballot, or if those persons remaining are unable to serve, the group in question shall be requested to submit nominations to replace the representative if a year or more remains in the term. If, after soliciting nominations, only one candidate emerges, that candidate may be approved by the Executive Committee in lieu of a formal election. If less than a year remains in the term of the vacancy, the president, with approval of the Executive Committee, may appoint a replacement from the group in question.

Section 6. Composition. The composition of the Council is determined through apportionment which shall be reviewed every five years, or earlier as needed. The size of the constituent groups shall insure representation as defined in Section 2 of this Article.

Changes in the composition of the Council shall become effective when adopted by a majority of voting members present.

Section 7. Standards of Membership. The Council, by a two thirds majority of voting members present, may establish standards for membership, or determine that a particular member is no longer able to serve.

Section 8. Duties. The duties of a representative are to attend all meetings; to communicate to group members information on Council activities and to communicate to the Council the concerns and ideas of group members; to work on Council activities and/or committees and to represent the Council elsewhere in the university if appointed; and to vote on motions made in Council meetings.

Article III: Organization

Section 1. Frequency and length of meetings. Frequency of meetings shall be determined by the Council, but the Council shall not hold fewer than 11 regular meetings per year. Effort will be made to limit Council meetings to one and one-half hours.

Section 2. Quorum. A majority of voting members present as verified by the vice president shall constitute a quorum.

Section 3. Rules for procedure and agenda. The agenda for any regular meeting shall include the call to order, reading and approval of minutes, unfinished business, committee reports, new business, announcements, and adjournment. The agenda need not necessarily be in any prescribed order.

Section 4. Council Recommendations. The Council's recommendations to administration and staff are made to improve and enhance the procedures and policies of the University. Recommendations may be presented for approval by the full Council either by an individual Council member or through an appointed Council committee. All recommendations presented must clearly define the issue(s) at hand and articulate the action needed to address the issue(s) adequately. The tone and substance of the recommendations should be in keeping with the purpose of the Council as defined in Article I, Section 2.

Recommendations brought, and seconded, by individual Council members must be presented to the full membership. The individual bringing the recommendation shall be prepared to discuss fully the proposed recommendation and the reasoning for such.

Once the recommendation is brought to the Council floor, the president or any voting member of the Council may offer a substitute motion to refer the matter to a Council committee for further study. If a majority of those present approve the substitute motion, the sponsor of the original recommendation shall be appointed to the study committee. If the substitute motion fails, the original recommendation will then be debated and voted on. A two-thirds affirmative vote of the Council members present is required in order to forward the recommendation to the appropriate official(s).

In the event the recommendation is referred to a committee and the committee fails to bring a conclusion before the full membership within that respective president's term, at the May meeting of that term, the committee may recommend continued study or dissolution. The

Council members, by two-thirds affirmative vote, may accept the committee's decision to continue; otherwise the committee is dissolved.

If the decision is to continue study, then the committee continues with the new president appointing members to fill any vacant positions on the committee. If the committee cannot bring a conclusion to the full membership within this second term, then the recommendation fails.

Recommendations brought by committee of the Council shall be distributed in writing to all members at least one week before the first official reading. There shall be two readings, during two consecutive meetings. Discussion follows the first reading. Discussion and opportunity to make changes to the recommendation by majority vote of those present follow the second reading. A two thirds affirmative vote of the members present is required in order to forward the recommendation to the appropriate official(s).

Section 5. Historical and Governing Documents. Bylaws, minutes of meetings, recommendations, formal presentations on behalf of the Council given by the president, and directory of membership shall be accessible from the Council's Website. It shall be the responsibility of the current president to oversee the maintenance of the Council's business papers. All relevant materials that cannot be archived on the Website shall be passed from president to president.

Article IV: Officers

Section 1. Titles, election, terms of officers. The officers of the Council shall include a president, vice president/president-elect, secretary, and treasurer. The officers shall be elected in the spring. The term of office shall begin July 1 and conclude June 30, during which time the elected officers shall continue to meet the definition of staff as defined in Article I, Section 3.

Section 2. Duties

A) President

1) Preside over all regular meetings of the Council; 2) serve as ex officio member of all Council committees; 3) organize the agenda for each regular Council meeting; 4) represent the university staff when requested at various university functions; 5) act as official spokesperson for the Council; and 6) promote communication within the university at large, including all advisory, governing, and social organizations.

B) Vice President/ President-Elect

1) Execute the duties of the president in the president's absence; 2) serve as ex officio member of all Council committees; 3) conduct elections and supervise counting of ballots and notification of elected representatives; 4) certify that the required quorum exists in various voting matters; and 5) arrange for replacement of any representative who resigns during the term of office by consulting the results of the most recent Council election.

C) Secretary

1) Be responsible for the minutes of each meeting and their distribution; 2) serve as ex officio member of all committees; 3) maintain a record of attendance at Council meetings; and 4) assist in preparing and sending Council election and other correspondence to representatives.

D) Treasurer

1) Maintain all Council funds and keep accurate financial records; 2) serve as ex officio member of all Council committees; 3) deposit funds into university account and disburse funds in accordance with university practices; and 4) deliver financial reports at Executive Committee meetings and as needed at full Council meetings.

Section 3: Resignation of office. If the president resigns, a written resignation shall be submitted to the Executive Committee. If the vice-president/president-elect or secretary resigns, a written resignation shall be submitted to the president.

Section 4. Successor in office. If the vice president must permanently assume the duties of president, that person shall complete the president's term of office. If the term of service is less than six months, that person shall continue as president for the next full term; if the term is six months or more, an election shall be held as soon as is practicable to replace the vice-president/president-elect.

If a sitting vice-president/president elect is no longer able to serve after elections have taken place for the following Council year, the newly elected vice-president/president-elect will serve the unexpired term of the resigned vice-president, as well as their term. A special election will be held as soon as is practicable to replace the vice-president/president-elect. If elections for the following year's officers have not yet taken place, a special election will be held to replace the vice-president/president-elect.

If the secretary is no longer able to serve after elections have taken place for the following Council year, the secretary elect will serve the unexpired term of the resigned secretary, as well as their term. If elections for the following year's officers have not yet taken place, a special election will be held to replace the secretary.

If the treasurer is no longer able to serve after elections have taken place for the following Council year, the treasurer elect will serve the unexpired term of the resigned treasurer, as well as their term. If elections for the following year's officers have not yet taken place, a special election will be held to replace the treasurer.

Section 5. Removal from office. If a president fails to execute the duties of president as defined in Section 2 A) of this Article, the vice-president/president-elect may advise the membership and request through a majority of voting members present a ballot for removal of the president from office. If the majority of voting members present approve the ballot request, Council members will be given 10 business days to vote, and two-thirds of the voting Council members must approve the removal.

Article V: Committees

Section 1. Formation. The Council shall establish five standing committees defined as:

Communication:

The committee shall be responsible for a) communication amongst the membership; b) facilitating communication with respective constituencies; c) maintenance of the Council's list serve; and d) serving as our liaison with the Division of Public Affairs and other University Advisory Groups.

Event Coordination:

This committee shall be responsible for a) coordinating volunteers when requests are made for Council participation; b) facilitating Council sponsored activities such as the blood drive, etc.; c) arranging for meeting spaces for the monthly Council and Executive Committee meetings, including refreshments, duplication of materials, when necessary, and arranging for technical support; d) the transition from Council president to Council president.

Membership:

This committee shall be responsible for a) maintaining the Council's membership roster; b) maintaining contact with representatives as to membership obligations; c) reviewing the composition of the Council's groups and notifying the president when reapportionment is needed, as prescribed in Article 2, Section 6 of this document; d) working with the officers to facilitate reapportionment when necessary; e) maintaining the current list of standing committee chairs and members and an archive thereof; and f) working with the vice president/president elect in facilitating membership elections.

Rules and Administration:

This committee shall be responsible for a) the maintenance and review of the bylaws; b) recommending to the president when a revision and/or amendment to the bylaws is appropriate; c) serving, in Council matters, as the official arbiters of the meaning of the bylaws; and d) acting as procedural arbitrators, following basic principles of *Robert's Rules of Order* in Council meetings.

Staff Life:

This committee shall be responsible for a) investigating issues of staff concern through such means as surveying the membership; b) researching issues of staff concern; c) prioritizing the issues of staff concern; and d) recommending for the Council's consideration a specific course of action when appropriate.

Additional, *ad hoc* committees of the Council may be formed as needed.

Section 2. Membership. The officers, with the help of the membership committee, will solicit from each representative their preference for service on one of the standing committees. The officers shall ensure that efforts are made to honor the members' committee preferences, while taking into account the need for equal representation of members from both even and odd groups on each standing committee. Length of service on these committees will be equal to each representative's term of office (two years), with approximately one-half of the membership rotating off the standing committees as new representatives are elected each year as described in Article II, Sections 2 and 3. Members re-elected to represent their groups may be reappointed to the same standing committee. Members on the standing committees will be apportioned so that no fewer than four representatives will serve as members of each standing committee. Once apportioned, members of each standing committee will elect one of their committee to serve a one-year term as chair. Standing committee chairs will be elected yearly.

Active committee membership on ad hoc committees shall not be limited to Council members. Council officers are ex officio members of each committee, but may volunteer to be or be asked to be an active committee member. Only active committee members shall have voting privileges on the committee.

Section 3. Function. Committees may be either standing or short term for a specific purpose. Committees may do research, make projections, and offer recommendations to the Council. No committee shall take any action outside the scope of the Council's implied or expressed authority, nor shall a committee act without approval of the Council.

Section 4. Executive Committee. The Executive Committee shall include current officers, past presidents of the Council, and chairs of standing Council committees; and shall serve as a planning committee. The Executive Committee may serve as a nominating committee for Council appointments and elections. The Executive Committee may meet with the officers of the university upon their request, or upon request of a majority of the Executive Committee, or by direction of the Council. No formal votes shall be taken at such consultations nor shall the Executive Committee take any action without Council approval.

Article VI: Scope of Activities

Section 1. Jurisdiction. The Council, as liaison between university staff and administration, shall have authority to discuss policies and practices of the university that affect staff welfare and make recommendations concerning them to any individual, administrator, or group within the university. The Council may advise and consult with administrative officers and inform them of staff opinions about any matters that affect staff welfare.

Section 2. Awards The Council may develop awards that recognize its members, officers, or staff-at-large. Procedures and criteria for these awards shall be determined either through standing committees, ad hoc committees and/or the Executive Committee. Current examples are the Karen Dolan award and the annual awards presented to outgoing officers.

Article VII: Amendments and Revisions

Section 1. Revision or Amendment of bylaws. Proposed revisions or amendments to the bylaws shall be distributed in writing to all members at least one week before the first official reading. There shall be three readings, during three consecutive meetings, preceding a vote to amend the bylaws or to accept a revision of the bylaws. A majority of voting members present must approve moving the revision or amendment to the second or third reading.

Discussion is encouraged following both the first and second readings. Changes to the proposed revision or amendment may be proposed following the third reading.

After the third reading, a majority of the voting members present may approve the document or the changes to the proposed document to be placed on a ballot for final vote. Council members will be given 10 business days to vote, and two-thirds of the Council members must approve the document or the changes to the proposed document for the document or changes to be effective and to be sent to the Vice-Chancellor for Administration and Chief Human Resource Officer for approval.

Section 2. Effective date. These bylaws as amended or revised shall become effective when ratified by the Council as determined by this Article and approved by the Vice Chancellor for Administration and Chief Human Resource Officer.

Section 3. Approval / Disapproval by Vice-Chancellor for Administration.

In the case of revision, the Vice Chancellor for Administration shall approve the Document, article by article. If an article is not approved, the Vice-Chancellor for Administration and Chief Human Resource Officer shall explain to the Council or Council liaison the reasons for the disapproval and make suggestions concerning the article. The Council may then modify the article for approval or submit a new article for consideration. If an amendment to the bylaws is

disapproved by the Vice Chancellor for Administration and Chief Human Resource Officer, that person shall explain to the Council or Council liaison the reasons for the disapproval and make suggestions concerning the amendment. The Council may then modify the amendment and resubmit it to the Vice-Chancellor for Administration and Chief Human Resource Officer.