

# BYLAWS OF UNIVERSITY STAFF ADVISORY COUNCIL VANDERBILT UNIVERSITY

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## 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. Mission Statement.

In addition to the mission of Vanderbilt University, the Council's purposes shall be

- a) Act as an advisory group to both administration and staff on problems and policies that affect the university and the people it serves
- b) Establish and maintain communication between university staff and administration on all levels
- c) Establish and maintain effective communication among staff of the university; and
- d) Serve and support the Vanderbilt community.

### Section 3. 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 4. 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.

### Section 5. Council Year.

The Council will follow the University's fiscal year calendar from July 1<sup>st</sup> through June 30<sup>th</sup>. All council position terms will follow the above dates.

## **Article II: Membership**

### **Section 1. Eligibility.**

All staff, as defined in Article 1, Section 4, shall be eligible for the Council.

### **Section 2. Composition.**

The composition of the Council is determined through apportionment which shall be reviewed every five years. Apportionment shall be reevaluated in years ending in zero (0) and five (5). When the University makes major changes, more frequent reapportionment may be required. This will be overseen by the Membership committee defined in Article V, Section 1c. The size of the constituent groups 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. Apportionments can be reviewed and changed earlier if deemed necessary. Changes in the composition of the Council shall become effective when adopted by a majority of voting members present.

### **Section 3. Membership Categories.**

#### **a) Elected Member.**

Elected members of the Council shall be elected by staff members from constituent groups as determined in Article II, Section 2.

i) **Elections.** Representatives shall be those persons receiving the highest number of votes in their respective groups as defined in Article II, Section 2. Election of representatives shall be completed no later than the last business day 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.

ii) **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

iii) 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.

iv) **Vacancies.** If a Council member resigns or is unable to fulfill their 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 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

**b) At-Large Member**

**i) Nomination.**

Departments or entities within the University without a member elected to the council shall have the opportunity to nominate one individual to the serve on the council. Nominations should be presented to the President. The Executive Committee will vote to accept membership at next applicable meeting. Once appointed, members will have full privileges. Terms of office will be one year with an option to extend appointment until reapportionment for constituent group is done.

**ii) Job Transitions.**

Elected members who have changed jobs in the University and are no longer employed within the constituent group from which they were elected, have the opportunity to continue serving on the council for the duration of their elected term as an At-Large Member. Once the elected term is finished, member will need to be elected from new group. Executive Committee members are allowed to finish term originally elected and/or executive committee appointment. Members seeking change to At-Large status must communicate to the Membership Executive Committee Chair(s) within 14 business days of the job change.

**c) Ex officio Member**

The Vice Chancellor for Administration and Chief Human Resource Officer, other members of the University Executive Administration, and past officers 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 4. 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 5. Duties.**

The duties of a representative are to:

- a) Attend all meetings
- b) Vote on motions made in Council meetings
- c) Communicate to group members information on Council activities
- d) Communicate to the Council the concerns and ideas of group members
- e) Work on Council activities and/or committees
- f) Represent the Council elsewhere in the University if appointed

**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 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. A recommendation may originate from any Council member or standing 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 every recommendation should be in keeping with the purpose of the Council as defined in Article I, Section 2. The individual or committee bringing forward the recommendation shall be prepared to discuss it fully.

A recommendation must first be presented to the Executive Committee and approved by a majority vote. If it passes, it must be presented to the full Council.

Recommendations brought to the full Council shall be distributed to all members no less than five business days before the first official reading. There shall be two readings, ideally during two consecutive meetings. Discussion follows the first reading. Discussion and opportunity to amend the recommendation by majority vote of those present follow the second reading.

A two-thirds affirmative vote of the members present is required to approve the recommendation. Once approved, the USAC President will prepare and send an official copy of the recommendation to the appropriate Vanderbilt 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 in an appropriate online secure storage location 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 1, Section 4.

#### **Section 2. Duties**

##### **a) President**

- i) Preside over all regular meetings of the Council
- ii) Serve as ex officio member of all Council committees
- iii) Organize the agenda for each regular Council meeting
- iv) Represent the university staff when requested at various university functions
- v) Act as official spokesperson for the Council

- vi) Promote communication within the university at-large, including all advisory, governing, and social organizations.

**b) Vice President/ President-Elect**

- i) Execute the duties of the president in the president's absence
- ii) Serve as ex officio member of all Council committees
- iii) Certify that the required quorum exists in various voting matters
- iv) Conduct elections and supervise counting of ballots and notification of elected representatives
- v) 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**

- i) Responsible for the minutes of each meeting and their distribution
- ii) Serve as ex officio member of all committees
- iii) Maintain a record of attendance at Council meetings
- iv) Assist in preparing and sending Council election and other correspondence to representatives.

**d) Treasurer**

- i) Maintain all Council funds and keep accurate financial records
- ii) Deposit funds into university account and disburse funds in accordance with University practices
- iii) Deliver financial reports at Executive Committee meetings and as needed at full Council meetings.
- iv) Serve as ex officio member of all Council committees

**e) Past President**

- i) Serve as a resource to the Executive Committee on all Council matters
- ii) Execute the duties to the Executive Committee on all Council matters
- iii) Serve as an ex officio member of all Council committees

**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, secretary, or treasurer 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 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:

- a) **Communication:** This committee shall be responsible for:
  - i) Communication amongst the membership
  - ii) Facilitating communication with respective constituencies
  - iii) Maintenance of the Council's list serve
  - iv) Serve as liaison with the Division of Public Affairs and other University Advisory Groups.
  
- b) **Event Coordination:** This committee shall be responsible for:
  - i) Facilitating Council sponsored activities.
  - ii) Arranging for meeting spaces for the monthly Council and Executive Committee meetings, including refreshments, duplication of materials, when necessary, and arranging for technical support
  - iii) Coordinating volunteers when requests are made for Council participation
  
- c) **Membership:** This committee shall be responsible for:
  - i) Maintaining the Council's membership roster
  - ii) Maintaining contact with representatives as to membership obligations
  - iii) Reviewing the composition of the Council's groups and notifying the president when reapportionment is needed, as prescribed in Article 2, Section 2. This should include learning about new department numbers when they are created and adding them to the appropriate USAC group.
  - iv) Working with the officers to facilitate reapportionment when necessary

- v) Maintaining the current list of standing committee chairs and members and an archive thereof and
- vi) Working with the vice president/president elect in facilitating membership elections.

d) **Rules and Administration:** This committee shall be responsible for

- i) The maintenance and review of the bylaws
- ii) Recommending to the president when a revision and/or amendment to the bylaws is appropriate
- iii) Serving, in Council matters, as the official arbiters of the meaning of the bylaws
- iv) Acting as procedural arbitrators, following basic principles of Robert's Rules of Order in Council meetings.

e) **Staff Life:** This committee shall be responsible for

- i) Researching issues of staff concern
- ii) Prioritizing the issues of staff concern
- iii) Recommending for the Council's consideration a specific course of action when appropriate.

## **Section 2. Committee Chairs**

The President and President-Elect shall appoint a chair or co-chairs to provide leadership for each committee. Chairs will serve a 2 year appointment.

## **Section 3. Committee Membership.**

The officers, in collaboration with 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 one year with the option for a member to continue participation in their second term year. Members on the standing committees will be apportioned so that no fewer than four representatives will serve as members of each standing committee.

Active committee membership on ad hoc committees shall not be limited to Council members.

Council officers are ex officio members of each committee, but they may volunteer to be or be asked to be an active committee member. Only active committee members shall have voting privileges on the committee. If past USAC officers wish to have a vote, they should run for election to remain active members of the Council.

## **Section 3. Function.**

Committees may be either standing or short term for a specific purpose. Committees may do research, make suggestions, 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 officers of the Council, and current 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.

### **Section 2. Awards**

The Council may develop awards that recognize its members, officers, or staff. Procedures and criteria for these awards shall be determined either through standing committees, ad hoc committees and/or the Executive Committee.

## **Article VII: Amendments and Revisions**

### **Section 1. Revision or Amendment of Bylaws.**

Proposed revisions or amendments to the bylaws shall be distributed to all members at least five business days before the first official reading. There shall be two readings, during two consecutive meetings, preceding a vote to amend the bylaws or to accept a revision of the bylaws.

#### **a) First Reading.**

- i) Discussion is encouraged following the first reading. Changes to the proposed revision or amendment will publically accessible following the first reading.
- ii) A majority of voting members present must approve moving the revision or amendment to the second reading.

#### **b) Second Reading.**

- i) Any additional changes since first reading will be highlighted.
- ii) A 2/3 of voting members present must approve the revision or amendment for the Bylaws to pass. For the proposed changes to the document to become effective, the document must be sent to the Vice Chancellor for Administration and Chief Human Resource Officer for approval.

#### **c) Technical and Typographic Changes.**

The Rules and Administration committee chair shall have the authority to make necessary technical and typographical changes to the Bylaws in order to assure editorial continuity. These technical and typographical changes shall be reported to the President, who can authorize the printing of the required changes.

**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.