

Bylaws of the University of North Carolina (UNC) System Faculty Assembly

Article 1. Definition of Charter

The articles under which the UNC System Faculty Assembly (aka “Assembly”) came into existence are the Charter of the Faculty Assembly. Bylaws enacted by the Assembly are for the purpose of giving effect to the purpose and functions described in the Charter.

Article 2 Members of the Assembly

Section a.

The Assembly shall be comprised of elected representatives from each institution according to the provisions of Article 2, section a of the Charter. The number of full time faculty at each institution shall be calculated as the number of budgeted full time equivalent teaching positions at the institution. Using this number as of the second regular meeting of the Assembly, the Chair shall notify the Assembly of the number of delegates to which each institution is entitled during the next academic year.

Section b.

The Assembly shall make no determination of the method of election, those matters being specifically reserved to the faculties of the constituent institutions.

Section c.

The terms of delegates to the Assembly shall be either two or three years as established by each institution, and each institution shall assure continuity of delegation membership by a system of staggered terms. No delegate to the Assembly shall serve more than six consecutive years. Delegates may serve subsequent terms after sitting out for one term.

Section d.

In addition to its elected delegation, the faculty of each constituent institution shall select such alternate delegates as it deems necessary, but must have at least one. Alternate delegates shall be available to stand in if necessary for an elected delegate during a meeting of the Faculty Assembly.

Section e.

All regular terms of service shall begin and end on July 1 of each year. The delegate list and authorized alternates for the coming academic year shall be recorded by the Secretary and in the hands of the Assembly Chair no later than one week prior to the last Faculty Assembly meeting of the academic year.

Section f.

In the event that a delegate becomes unable/ineligible to complete their term, the respective institution’s Faculty Senate executive committee (or other group as defined by the institution’s practices) shall select a replacement delegate.

Article 3. Meetings

Section a.

Unless otherwise ordered by the Executive Committee, there shall be at least five stated meetings of the Assembly during the academic year at dates and places to be established and disseminated to all Assembly members no later than the last regular meeting of the preceding Academic Year. The first regular fall meeting shall not be scheduled for a date prior to September 1.

Section b.

Special meetings may be called:

1. By the UNC System President.
2. By the Executive Committee on its initiative.
3. By the Chair when a request is made by any institutional delegation.

Section c.

The site of the regular meetings of the Assembly shall be on a campus of the UNC System, except in circumstances where the System President or Assembly Chair requests the meeting at an alternate site. Alternate sites should be established no later than one month prior to the meeting date. Special meetings may be held at whatever location seems most advisable to the Chair. Special meetings or change in location must be circulated by print or electronic means to members at least two weeks prior to the date of the meeting. This provision may be waived in emergency situations by approval of the Executive Committee. An emergency situation requires timely action prior to the next meeting and/or pertains to a business matter so complex or important as to require its own meeting.

Section d.

At the discretion of the Executive Committee, regular or special meetings of the Assembly may be held via teleconference or videoconference or include a hybrid component. In such cases, the meeting platform shall support anonymous voting, identification of those participating and seeking recognition to speak, access to the text of pending motions, and display of the results of votes. The format and connection instructions for electronic or hybrid meetings must be communicated to delegates at least two weeks prior to the meeting date.

Section e.

A majority of the Assembly members shall constitute a quorum. In the event of a meeting by teleconference or videoconference, the presence of a quorum shall be established by sign-in at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating delegates.

Section f.

As defined in the University of North Carolina Policy Manual, the Faculty Assembly is not a 'Public Body' and is not subject to the provisions of the Open Meetings Act. Assembly meetings are closed to the general public and shall not be recorded.

Article 4. Agenda

Section a.

In consultation with the Executive Committee, the Chair will establish the agenda for each meeting of the Assembly. The approved agenda shall be circulated to the full Assembly no later than two weeks prior to the Assembly meeting.

Section b.

Any Assembly delegate, alternate delegate, Assembly officer, or the President of the University of North Carolina may request that items be placed on the agenda by sending notification to the Chair of the Assembly or any member of the Executive Committee. All requests shall be considered by the Executive Committee for placement on the agenda or assignment to a Faculty Assembly committee not later than the time of the second regular meeting of the Faculty Assembly after receipt of such a request.

Section c.

No item of business may be acted upon by the Assembly unless the recommendation has been distributed to the Assembly at least 24 hours before action is to be taken. The 24-hour rule may be waived, and/or new matters may be added to the agenda, by a two-thirds vote of delegates present and voting during a meeting of the Assembly.

Article 5. Attendance

Section a.

Elected delegates are expected to attend all Assembly meetings or arrange for an alternate delegate to attend in their absence. If an elected delegate fails to attend three consecutive meetings of the Assembly, the Chair shall declare their seat vacant and that delegate's institution shall determine a replacement as provided in Article 2.f.

Section b.

Alternate delegates are entitled to attend meetings of the Faculty Assembly. Unless standing in for a voting member, alternates are not eligible to vote, but may participate in discussions of the Assembly when given privileges of the floor by the Chair.

Section c.

Faculty Senate and Faculty Council chairs are expected to attend all meetings of the Faculty Assembly and the Faculty Senate Chairs Committee as detailed in Article 12.f or arrange for an alternate to attend in their absence. Chairs are eligible to vote in the Faculty Assembly only if they are a member of their institution's elected delegation.

Section d

Faculty members from UNC System constituent institutions may attend meetings of the Assembly as observers only. Faculty or student members of special task forces may, as a matter of course, be eligible to attend and participate in those portions of

meetings of the Assembly at which matters pertaining to those task forces are discussed.

Section e.

The System President and the President's designated representatives shall have a standing invitation to attend and participate in the discussions at all meetings.

Article 6. Voting

Section a.

There shall be no voting by proxy. If voting at a meeting, only delegates or their authorized alternates present at the meeting, may vote.

Section b.

The usual method of taking a vote at a meeting is by voice except for votes to elect officers and Executive Committee members, which shall be taken by electronic ballot. Voting between meetings shall be taken by electronic ballot.

Section c.

When voting by voice any voting member of the Assembly may call for division such that the votes may be counted.

Section d.

A roll call vote or vote by secret ballot may be held with the approval of one-fifth of the voting members present at a meeting.

Section e.

In the event of an Assembly meeting by teleconference or videoconference or of a vote between meetings, the Secretary, in consultation with the Executive Committee, shall arrange for a secure means of anonymous electronic voting, with procedures promulgated to members at least one week prior to the scheduled meeting. An anonymous vote conducted through an approved electronic platform shall be deemed a secret ballot vote.

Article 7. Officers

Section a.

The officers of the Assembly shall be a Chair, a Vice-Chair, and a Secretary.

Section b.

The Chair and Vice-Chair shall serve for terms of two years. Each can be re-elected for an additional two-year term, after which they shall be ineligible for reelection to the same office for a period of two years. The Chair will be elected one full academic year prior to serving, act as Chair-Elect prior to taking office and may act as Immediate Past Chair in a non-voting, *ex-officio* capacity for one year after serving in

office at the discretion of the Chair. The Immediate Past Chair may be asked to serve in advisory roles.

Section c.

The Secretary shall serve a one-year term and may be re-elected for a second one-year term, after which they shall be ineligible for re-election to the same office for a period of one year.

Section d.

The Chair shall appoint a parliamentarian from among the present or former delegates of the Faculty Assembly, who will serve for all meetings in a one-year term. The Parliamentarian shall have voting rights in the Assembly only if they are a duly elected delegate.

Article 8. Duties of Officers

Section a.

The Chair shall perform the duties usually associated with this office including, but not limited to: presiding at meetings of the Assembly; generally supervising the activities of the Assembly; appointing members of task forces and special committees; and serving as chief liaison officer between the Assembly and the System President, the Board of Governors, and other appropriate agencies (e.g. the Vice Presidents and/or staff of the System Office). The Chair shall communicate with the System President regarding the proceedings of each meeting of the Assembly.

Section b. The Chair of the Assembly serves as an *ex officio* member of the Educational Planning, Policies, and Programs Committee and the Personnel and Tenure Committee of the Board of Governors.

Section c.

The Vice-Chair shall perform the duties of the Chair in the event of the Chair's absence or incapacity. In the event that the office of Chair falls vacant, the Vice-Chair shall assume that office, and a new Vice-Chair shall be elected at the next regular meeting. In coordination with the Chair, the Vice-Chair shall facilitate communication between Faculty Assembly and the constituent campuses and shall facilitate meetings of faculty senate/council chairs. The Vice-Chair shall communicate frequently with the committee and task force chairs and make progress reports to the Executive Committee, when appropriate. The Vice-Chair may decide to invite any committee or task force chair to bring a discussion to the Executive Committee (as described below, Article 10.d). The Vice-Chair will also perform other duties as requested by the Chair.

Section d.

The Secretary shall be responsible for the preparation of the minutes of all meetings of the Assembly, for custody of the records of the Assembly, for giving notice of the meetings of the Assembly, for circulating the agenda, and for distributing copies of

the minutes of the Assembly meetings within two weeks of the meeting to all delegates, to parties designated in Article 15, and to the Administrative Assistant for the Assembly for posting to the website.

Article 9. Election of Officers

Section a.

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

Section b.

Election of the officers for the following year shall take place at the last Assembly meeting of the academic year. All candidates for office must be elected delegates of the Assembly and shall be elected by secret ballot in the following manner:

1. The order of election of officers shall be Chair-Elect, Vice-Chair, and Secretary.
2. Each candidate shall be asked to rise to be identified. Each candidate shall have the option to speak for not more than two minutes prior to the balloting.
3. Election shall be by a majority vote of those members present and voting.
4. If an additional ballot is required, the number of votes cast for each candidate shall be announced prior to succeeding ballots. In the event of an election with three or more candidates, the two delegates with the greatest number of votes will proceed to the succeeding ballot.

Section c

When a delegate assumes the role of Chair, they shall no longer serve as a delegate and if their term has not expired, a replacement delegate should be selected from their institution. When a delegate is elected to an officer position other than Chair, they shall continue to serve as a delegate of their institution.

Section d.

The term of office shall coincide with the academic year. An election to fill a vacancy in any office or on the Executive Committee can take place at any regular or special meeting of the Assembly.

Article 10. Executive Committee

Section a.

There shall be an Executive Committee consisting of the three officers of the Assembly; the Chair-Elect (when applicable); the Chair of the Historically Minority-Serving Institution (HMSI) committee; and six elected Assembly delegates (as described below, Article 11). The Parliamentarian, and the Immediate Past Chair when applicable, shall also serve on the Executive Committee in a non-voting, *ex-officio* capacity. The Chair of the Faculty Assembly shall be Chair of the Executive Committee.

Section b.

The Executive Committee shall assume only such prerogatives and powers as shall be delegated to it by a majority vote of the full Assembly. The authorization shall include long-range planning for the Assembly, and authorization to act for and represent the full Assembly in carrying out its functions. Any action taken by the Executive Committee requires the approval of two-thirds of members present and voting and shall be reported to and affirmed (or rescinded) by the full Assembly at the next scheduled meeting.

Section c.

The Executive Committee shall review periodically the structure and functions of the standing committees and task forces (as provided in Articles 12 and 13) and make recommendations to the Assembly for appropriate changes.

Section d.

Committee Chairs and task force chairs may request to meet with the Executive Committee at any time. The request should be in writing to the Chair at least one week prior to the next Executive Committee meeting. The Executive Committee may request that a committee or task force chair give a report to the Executive Committee. A committee or task force chair should be notified one month in advance but may be given less notice if the matter is urgent.

Article 11. Election of Executive Committee

Section a.

During the final Assembly meeting of the academic year, six delegates shall be elected to serve on the Executive Committee as follows: One member shall be elected from each of the four delegate caucuses as determined by the number of elected delegates allotted to each institution (i.e., 5, 4, 3, 2), as set out in the Charter. The Assembly delegates representing the institutions in each caucus will meet before the end of the academic year and elect one of their number to serve as a member of the Executive Committee in the succeeding year. Two additional members of the Executive Committee shall be elected at large by the entire Assembly. These elected members of the Executive Committee shall serve for terms of one year.

Section b.

Any Faculty Assembly delegate who does not have a full administrative appointment, has at any time served on the Faculty Assembly for at least one year, and has been duly elected to their campus delegation for the academic year coinciding with the Executive Committee term shall be eligible to stand for election to the Executive Committee. Candidates must declare any potential conflicts of interest when accepting their nomination.

Section c.

An Executive Committee member not serving as an elected officer can serve for three years and then must be off the Committee for at least one year before being eligible for re-election.

Section d.

No one institution can have more than two members on the Executive Committee at the same time (excluding elected officers, or the Parliamentarian).

Section e.

Should a member of the Executive Committee become unable to fulfill their term for any reason, such as gaining a full administrative appointment or a conflict of interest, the Chair may either hold an election for or appoint a replacement from among the current Assembly delegates (within the same caucus, if applicable).

Article 12. Standing Committees (other than the Executive Committee)

Section a.

During its first summer session, the Executive Committee will (after consultation with the delegates) form committees related to the on-going work related to, but not limited to, issues of academic freedom, promotion, tenure, faculty development and welfare, academic programs, research, the budget, governance issues, and technology. A draft work plan will be developed for each standing committee prior to the first meeting of the full Assembly.

Section b

Elected delegates are expected to serve on Assembly committees according to their interest and expertise. Alternates are eligible, though not required, to engage in committee service.

Section c.

Each committee will elect a chair. Chairs of committees shall prepare agendas and preside over committee meetings, provide meeting minutes within one week of each meeting and provide a final report to the Assembly that shall be sent electronically to the Secretary of the Assembly prior to the final meeting. The committee Chair will also maintain the records of the committee for transmittal to their successors.

Section d.

Each committee, in accordance with their charge, will be expected to keep abreast of relevant trends and issues affecting the UNC System and to remain informed about the activities and proposals of the System Office and Board of Governors.

Committee work is expected to be ongoing throughout the year, with Committees providing reports to the Assembly as appropriate.

Section e.

The HMSI Committee shall be a permanent standing committee focused on issues and trends affecting HMSI institutions, and system-wide and national concerns of and related to underrepresented minorities. In carrying out its charge, the HMSI Committee will liaise with other committees of the Faculty Assembly to ensure that their work incorporates the concerns and perspectives of HMSI institutions.

Section f.

The Faculty Senate (Council) Chairs Committee shall be a permanent standing committee of the Assembly. A meeting of the Committee shall take place in association with each regular meeting of the Assembly. This meeting shall be convened by the Vice-Chair of the Assembly. The agenda for the meeting shall be set by the Vice-Chair in collaboration with the Executive Committee.

Article 13. Task Forces

Section a.

In furtherance of the mission of the Assembly, the Chair, in consultation with the Executive Committee, may create task forces. A task force may be formed upon the request of an Assembly committee, the System President or others as appropriate.

The Chair of the Assembly will appoint the chair of each task force.

Task forces will exist only until their work is completed and a final report is presented. Non-Assembly members may be appointed to serve on a task force, but the majority of the membership of any task force must be members of the Assembly.

Section b.

Task forces will receive a charge from the Chair of the Assembly. The task force chair will respond with a timeline and identification of any support the task force may need from committees of the Assembly or personnel in the System Office. Task force chairs must give a progress report when requested by the Chair, and must present a final report when the work of the task force is completed.

Article 14. Operations

Section a.

Each Chair of the Assembly shall, within a month of assuming office, consult with the System President concerning budgetary support for the Assembly, including the

office space, secretarial assistance, supplies and travel required for the business of the Assembly and its members.

Section b.

The guidelines contained in the latest revision of Robert's Rules of Order shall govern the Assembly in all cases to which they are applicable when they are not inconsistent with the Bylaws or special rules of the Assembly. The parliamentarian is responsible for ensuring that these rules of order are followed.

Article 15. Reports

The basic record of the actions and deliberations of the Assembly shall be the minutes of meetings kept by, or under the supervision of, the Secretary of the Assembly. Copies of the minutes shall be circulated within two weeks to all members of the Assembly, the Chancellors of the various System institutions, the System President, the Chair and the Vice-Chair of the Board of Governors, and such other individuals as the Assembly, President, or Chair may designate. An electronic copy will be posted on the Faculty Assembly's website.

Article 16. Amendments

Section a.

The Bylaws may be amended by a two-thirds vote of delegates present and voting at any meeting of the Assembly, provided the substance of the proposed amendment has been circulated in print or by electronic means in time to be received by all members at least two weeks prior to the meeting at which action is proposed. Bylaws shall be reviewed on a two-year basis, to correspond with the election of a Chair-Elect.

Section b.

No amendment to the Bylaws may have the effect of amending, modifying, or altering the Charter. It shall be the duty of the Executive Committee to ensure that such will not be the result.

February 23, 1973 – Original

July 1, 1974 – Revised

December 5, 1975 – Revised

April 29, 1977 – Revised

April 28, 1978 – Revised

April 15, 1983 – Revised

February 17, 1989 – Revised

November 6, 1998 – Revised

February 18, 2000 – Revised

September 21, 2001 – Revised

April 25, 2003 – Revised

October 1, 2004 – Revised

April 8, 2005 – Revised

November 16, 2007 – Revised
January 18, 2008 – Revised
April 16, 2010 – Revised
March 25, 2011 – Revised
September 15, 2017 – Revised
September 13, 2019 – Revised
May 14, 2021 – Revised
April 22, 2022 – Revised