

# **AMERICAN UNIVERSITY OF ARMENIA**



## **FACULTY SENATE BYLAWS**

(RESTATED: October, 2006)

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## **1. Preamble**

The Faculty Senate of the American University of Armenia is an elected deliberative body whose primary purpose is to represent the AUA faculty to the University administration, to the Board of Trustees and to other parties as may be appropriate or necessary.

The Faculty Senate Charter was approved by the Board of Trustees March 12, 2004 and states that the Faculty Senate shall be a representative body of all AUA faculty holding the ranks of Professor or Lecturer, including those faculty with Adjunct or Visiting status.

### **Charter**

*The Faculty Senate is vested with broad responsibility for deliberating and advising on University policies. The Faculty Senate is authorized to recommend to the President policies pertaining to courses, curriculum, and degree requirements, while the Board of Trustees retains final authority over the establishment of new degree programs. The Faculty Senate is further authorized to recommend to the President policies pertaining to student admissions and conduct and to advise on criteria for faculty appointments, standards of conduct, and welfare.*

*The Faculty Senate shall organize itself, choose its officers and its mode of deliberation, and select its method of voting in such manner as it may determine, in accordance with these By-Laws.*

*The Faculty Senate shall call a general assembly of the entire AUA faculty at least once each academic year and preferably once each quarter. All AUA faculty shall be invited to participate in such general assemblies and to actively participate in the deliberation of matters that are on the agenda of the general assembly.*

(Headings are for convenience only and shall not effect the interpretation of these By-Laws).

## **2. Eligibility**

### **2.1. Eligibility Period.**

Eligibility to serve as a member of the Faculty Senate shall be determined anew for each faculty member each academic year. Eligibility criteria must be met during the faculty member's proposed year of service in the Faculty Senate.

### **2.2. Eligibility Criteria.**

To be eligible for membership in the Faculty Senate, a faculty member must (a) teach for at least one academic term in a master's program, and (b) either be a full-time member of the faculty who is on campus during the entire academic year or be an adjunct or visiting faculty member who is in residence in Armenia during the full academic year.

2.3. Officials Ineligible to Serve on Faculty Senate.

The President of the University, those holding the title of Vice President, and those holding the title of Provost, are not eligible for membership in the Faculty Senate.

**3. Membership**

3.1. Constituency Representatives.

Each college, department, or school (hereinafter "Department") that awards one or more master's degrees shall send two members to the Faculty Senate.

3.2. At-Large Members.

In addition to these members, two at-large members shall be elected to the Faculty Senate. These two at-large members shall be selected from among faculty who meet the eligibility requirements for membership on the Faculty Senate. These two at-large members shall be elected by all members of the faculty who are eligible for membership on the Faculty Senate.

3.3. Limitations on Concentration of Membership.

No more than three members of a single Department may serve concurrently as members of the Faculty Senate. This limitation does not apply to membership on bodies that are subordinate to the Faculty Senate, such as Standing Committees or Working Groups.

3.4. Participation limited to one Constituency.

Faculty with appointments in more than one college, department, or school may be candidates in and be elected to represent only one such unit.

**4. Selection of Representatives to the Senate**

4.1. Department Representatives

*4.1.1. Selection of Constituency Representatives.*

If the number of eligible faculty in a Department exceeds the number of Faculty Senate members to which it is entitled, then the eligible faculty of such unit shall organize a selection process.

*4.1.2. Timing of Elections of Constituency Representatives.*

Within 2 weeks after the start of the first term of the academic year, the Department shall organize a selection process for its Constituency Representatives.

*4.1.3. Reporting of Selections to Vice President.*

This selection process may be completed by a vote or by consensus of all eligible faculty within the Department. The Dean or head of the Department shall submit a written notice of the results of the selection process to the Vice President for recordation.

*4.1.4. Participation limited to one Constituency.*

Faculty with appointments in more than one Department may participate in the selection of representatives in only one such unit.

*4.1.5. Vacancies.*

If a Department fails to fill the seats allocated to it, the vacant seat(s) will remain open until the Department is able to fill it.

4.2. At-large Members

*4.2.1. Selection of At-Large Members.*

Within two weeks after the selection of constituency representatives to the Faculty Senate, eligible faculty shall nominate at-large members to the Faculty Senate from among those eligible faculty who have not already been selected.

*4.2.2. Organization and Scheduling of Elections.*

The Election Organizer shall be the Chair of the Senate. The Election Organizer shall coordinate elections and announce the results of the elections. In the event the Chair is unable to perform this responsibility, the Election Organizer shall be the Vice Chair, or in his/her inability to serve, the Vice President of the University. The entire election process should be completed within two weeks.

*4.2.3. Nominations.*

Nominations for at-large members may be sent in writing or via e-mail to the Election Organizer. Because nominations can only be accepted from eligible faculty, the nominations may not be anonymous.

*4.2.4. Acceptance of Nomination.*

Following the nomination period, those nominated shall indicate in writing or via e-mail to the Election Organizer their willingness to stand for election and, if elected, to serve on the Faculty Senate.

*4.2.5. Elected by Plurality.*

The two candidates who receive the most votes each shall be elected to the two at-large seats on the Senate.

*4.2.5.1. Ties.*

In the event that three or more candidates are tied as the top vote recipients in the first round, a second round of voting will be held to choose from among the group of tied candidates. In the case that a tie exists among candidates for the second at-large representative, the candidate with the most votes is elected to one at-large seat and a runoff shall be held for candidates tied in vote tally for the second at-large seat. In the event that the runoff voting results in a tie, the choice of at-large representatives from among the candidates tied for the highest number of votes shall be determined by drawing lots, resulting in a randomized selection process for this seat.

*4.2.6. Announcement of Results.*

The results and the tally of votes of the at-large elections shall be published on the Faculty Senate web site and made available to eligible AUA faculty.

**4.3. Resignation and Replacement of Members.**

When a Faculty Senate seat becomes vacant, the Department entitled to representation through the vacated seat shall select/elect a replacement within two weeks of the vacancy. If the vacancy is for at-large representative, then the Election Organizer shall organize a new election to fill that position.

**5. Member: Term, Duties, Categories**

**5.1. Term.**

Members of the Faculty Senate serve until the election of the next Faculty Senate.

**5.2. Duties.**

Members of the Faculty Senate serve as the voice of the faculty and act in the best interests of the University. Members are not selected/elected to serve as the voice of the Department to which they belong.

*5.2.1. Reporting to Department.*



Faculty Senate members from each Department shall inform their Departmental constituent faculty about the activities of the Faculty Senate and shall notify them when a meeting of the Faculty Senate is scheduled.

*5.2.2. Attendance.*

Faculty Senate members are obligated to attend meetings regularly. Whenever practicable, they should notify the Chair of any absence in advance. Faculty Senate members should be willing and able to serve on committees and subordinate bodies of the Faculty Senate. In the event that a Faculty Senate member fails to attend more than 3 consecutive meetings without due cause that member shall be deemed to have resigned and a replacement shall be selected in accordance with the procedures set forth above.

**5.3. Resignation.**

A member who wishes to resign from the Faculty Senate must formally notify the Chair in writing. The Chair must make the written notification available to all members of the Faculty Senate not later than the next scheduled meeting of the Faculty Senate. All such written communications shall become part of the permanent record of the Faculty Senate.

**5.4. Ex-Officio Members.**

The Faculty Senate invites participation from the following ex-officio members: the President of the University, those holding the title of Vice President, and those holding the title of Provost. Ex-officio members shall not be entitled to vote.

**5.5. Non-member Participation.**

Any member of the AUA community may attend Faculty Senate meetings. These attendees are entitled to speak at the meeting upon recognition by the Chair and are to be afforded the same opportunity to propose items for the agenda of the Faculty Senate to the Faculty Senate Executive Committee.

**6. Officers and Duties**

**6.1. AUA Senate Officers**

*6.1.1. Chair.*

The Chair of the Faculty Senate shall preside over all meetings of the Faculty Senate, convene regular and special meetings of the Faculty Senate, announce the time and location of those meetings and to give reasonable notice thereof to the AUA community; preside at meetings of the Faculty Assembly; and represent the Faculty Senate with respect to any matter within the jurisdiction of the Faculty Senate or as requested by the Board of Trustees or President.

*6.1.2. Vice Chair.*

The Vice Chair of the Faculty Senate shall assume the duties of the Chair whenever the Chair is unable to serve.

*6.1.3. Parliamentarian.*

The Parliamentarian of the Faculty Senate shall rule on points of order with respect to the conduct of meetings. The Parliamentarian shall monitor the activities of the Faculty Senate to ensure that its activities are conducted in accordance with the Faculty Senate By-Laws, advise members of the Faculty Senate whenever the conduct or proposed conduct of the Faculty Senate appears to be at variance with its By-Laws; and offer guidance to the Faculty Senate to ensure that it is aware of the relevant procedural guidelines that are expressed in Robert's Rules of Order.

*6.1.4. Secretary.*

The Secretary of the Faculty Senate shall communicate with members of the Faculty Senate on behalf of the Chair. The Secretary shall maintain the minutes and records of meetings of the Faculty Senate, perform such other duties relevant to the business of the Faculty Senate upon request of the Faculty Senate or its Chair.

6.2. Executive Committee.

The Executive Committee of the Faculty Senate shall consist of the Chair, the Vice-Chair, the Secretary and the Parliamentarian. The Senate may decide to increase the membership of the Executive Committee.

*6.2.1. Purpose.*

The Executive Committee exists in order to facilitate the business of the Faculty Senate between meetings of the Faculty Senate, by participating in meetings with administrative representatives of the University, by preparing issues and materials for consideration by the full Faculty Senate, and by performing research and other work in furtherance of the work of the Faculty Senate.

*6.2.2. Executive Committee Action.*

The Executive Committee shall, as soon as practicable after taking any action to facilitate the business of the Faculty Senate (but not later than at the next regular meeting of the Faculty Senate), inform the Faculty Senate of its activities so that the full Faculty Senate may discuss them and may ratify or reject its actions or recommendations.

### 6.3. Election of Officers and Term of Office

#### *6.3.1. Election.*

The Chair, Vice Chair, Secretary, and Parliamentarian of the Faculty Senate shall be elected by the Faculty Senate by majority vote of the ballots cast. Elections for Faculty Senate Officers shall be held at the first meeting of the academic year following election/selection of the new Faculty Senate.

#### *6.3.2. Term.*

The term of office for the Chair, Vice Chair, Secretary, and Parliamentarian shall each expire upon the election of the next Faculty Senate.

### 6.4. Vacancies in Offices.

Vacancies in offices may occur when an officer resigns or when the Faculty Senate has voted to replace an officer through a removal process.

#### *6.4.1. Removal.*

For good cause shown, and upon two-thirds vote of the Faculty Senate members who are present, the Faculty Senate may remove an officer from office. The removal of an officer for good cause shall not, by that vote alone, impair the ability of the officer to remain as a member of the Faculty Senate or to participate in meetings.

#### *6.4.2. Good Cause.*

By way of example, but not limitation, "good cause" for removing an officer shall include: neglect of duties as prescribed in these by-laws; abuse of authority of the office by acting outside the scope of duties as prescribed in these by-laws; acting in bad faith in the performance of one's duties; intentional misrepresentation of the work of the Faculty Senate or of its activities; intentional misrepresentation of the conduct, opinions, or abilities of Faculty Senate members; the bad faith misrepresentation of one's authority as an officer; misconduct that brings shame or disrepute to the Faculty Senate or its members; using an office of the Faculty Senate for personal gain; or other misconduct that impairs the ability of the officer to function and conduct business.

## **7. Parliamentary Procedures and Conduct of Meetings**

### 7.1. Quorums and Conduct

*7.1.1. Quorum.*

A quorum for a meeting shall exist when a simple majority of the voting members of the Faculty Senate are assembled.

*7.1.2. Meetings in person or via telecommunications.*

Meetings may take place in person or by electronic means such as through teleconferencing, e-mail or the Internet. The Faculty Senate acknowledges that electronic meetings are especially important when urgent matters arise and physical meetings of the members are impracticable.

*7.1.3. Procedures.*

Faculty Senate meetings will be conducted collegially and informally as an academic body. At the request of any member at any time, parliamentary procedure will be observed. The rules contained in *Robert's Rules of Order, Newly Revised*, shall govern the Senate in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws or the special Rules of Order of this Senate.

*7.1.4. Closed Sessions.*

Meetings of the Faculty Senate or portions thereof may from time to time be closed to the public at the discretion of the Faculty Senate for good cause shown.

7.2. Minutes of Regular or Special Meetings

*7.2.1. Minutes.*

The Faculty Senate, Faculty Senate Standing Committees, and Faculty Senate Working Groups shall keep minutes of each of their meetings.

*7.2.2. Form of Minutes.*

Minutes must include the names of members in attendance, a record of the discussion, and a statement of decisions made by consensus or by vote (with vote count).

*7.2.3. Review of Minutes.*

Draft Minutes of each of the meetings shall be disseminated to Senate members by e-mail or other effective means at least three days before the Faculty Senate meeting at which the matter shall be considered, unless otherwise decided by the Faculty Senate.

*7.2.4. Approval of Minutes.*

Minutes of a Faculty Senate meeting, whether designated as a Regular Meeting or as a Special Meeting, must be reviewed, amended as and if necessary and approved at the next scheduled Regular Meeting or Special Meeting.

*7.2.5. Posting and Archiving of Minutes.*

The minutes shall be posted on the AUA website and be appropriately named and archived to permit easy access and reference to the minutes and resolutions adopted by the Faculty Senate. The minutes shall be archived annually and available either on-line or through the Faculty Senate Secretary for at least 3 years.

**7.3. Meeting Agenda**

*7.3.1. Notice of Meeting and Agenda.*

The notice of the Faculty Senate Meeting shall include the Agenda for the meeting. .

*7.3.2. Approval of Agenda.*

The agenda shall be approved, as and if amended, at the beginning of the Faculty Senate meeting. The Faculty Senate shall decide whether to approve the meeting agenda, including any proposed amendments to the Chair's version of the proposed agenda, immediately after it acts upon the Chair's request for a vote on the approval of the minutes of the previous meeting.

**8. Decisions and Resolutions and Voting Procedures**

**8.1. Right to Vote.**

Except as otherwise provided in these By-Laws, as may from time to time be amended, each voting member of the Faculty Senate must be provided with an opportunity to vote to approve or reject any final decision or policy recommendation that the Faculty Senate proposes to make to the President of the University. A voting member of the Faculty Senate may cast a ballot by proxy as provided below.

**8.2. Method.**

All votes of the Faculty Senate are open, except for the election of officers.

**8.3. Decision-making by Consensus.**

The Faculty Senate may make decisions by consensus of its members, and all members may participate in such decisions. A consensus exists when all members support the decision or action. Consensus is not a compromise because members work to seek mutual understanding

and agreement on the decision. Thus, a consensus is an agreement by all members of the group, rather than by a majority or by a select group of representatives.

#### 8.4. Decision-making by Simple Majority Vote.

In the absence of a consensus, and in all matters related to University policies, resolutions or decisions, a majority decision of voting members attending the Faculty Senate meeting is required, unless otherwise expressly required by these By-Laws.

#### 8.5. Ties.

The Chair of the Faculty Senate votes only in the event that it is necessary to break a tie.

#### 8.6. E-Voting, Voting by Correspondence.

By resolution of the Faculty Senate or decision of the Executive Committee, the Faculty Senate may vote via e-mail. The final text of any such resolution must be circulated to all Faculty Senate Members and voting must conclude not sooner than 3 or more than 5 days after the resolution is circulated. Votes shall be cast by Faculty Senate Members via e-mail to the Faculty Senate Chair. In the event that a member is unable to vote by e-mail, the vote may be delivered in writing via fax, post, courier or in person during the voting period.

#### 8.7. Proxies.

A voting member in attendance at a meeting for at least thirty minutes who must leave the meeting before its scheduled end, may, by written notice to the Chair, give his/her vote to another member in attendance. A voting member may receive only one proxy vote under this rule. The proxy shall expire upon adjournment of the meeting.

## **9. General Faculty Assemblies**

### 9.1. Frequency. Purpose.

The Senate shall call a General Faculty Assembly of the whole AUA faculty on a regular basis at least once per year. All faculty shall be invited to participate in the General Faculty Assembly and to actively deliberate on Senate matters. The purposes of the General Faculty Assembly are to provide a forum for the widest possible faculty discussions on matters pertaining to academics and the faculty and to inform the faculty about the work of the Senate.

### 9.2. Agenda.

The General Faculty Assembly shall be open to all AUA faculty. Any AUA faculty member may propose an agenda item. Matters for inclusion in the agenda of an Assembly must be submitted to the Senate Chair no later than the Faculty Senate meeting prior to the scheduled General Faculty Assembly. The final agenda for the General Faculty Assembly shall be approved by the Senate and published at least one week before the Assembly.

### 9.3. Rules.

The rules of the Senate apply to General Faculty Assembly discussions.

## **10. Senate Calendar**

### 10.1. Regular Meetings

#### *10.1.1. Frequency.*

The Faculty Senate shall meet at least once a month during each academic quarter.] The schedule of meetings of the Faculty Senate shall be decided and announced at the beginning of each quarter of the academic year. Special Meetings shall be placed on the calendar in accordance with the provisions below.

#### *10.1.2. Changing Schedule.*

The Faculty Senate may choose to change the scheduled dates of its meetings.

### 10.2. Special Meetings

#### *10.2.1. Purpose.*

The Faculty Senate may call Special Meetings in order to conduct time-sensitive business, to devote a full meeting session to the work of one Working Group, or to respond to other urgent matters.

### *10.2.2. Scheduling.*

Special meetings whenever practicable shall be scheduled and announced during regularly-scheduled meetings of the Faculty Senate, but they may be scheduled and announced at any time at the discretion of the Chair when the need arises.

### *10.2.3. Notice.*

The Chair is responsible for convening Special Meetings and for announcing the time and location of such meetings. Special Meetings shall be placed on the calendar by giving three days' advance notice. Special meetings shall be scheduled with due consideration to accommodating the schedules of members of the Faculty Senate.

## **11. Standing Committees and Other Groups Subordinate to the Faculty Senate**

### 11.1. Procedure for Establishing a Committee

#### *11.1.1. Establishment.*

The Faculty Senate may establish standing committees, ad hoc committees or working groups, as needed. The Faculty Senate may not delegate its decision-making authority to such subordinate committees.<sup>1</sup>

##### *11.1.1.1. Proposal to Establish a Standing Committee.*

A proposal to establish a standing committee shall be placed on the agenda in the same manner as any item of Faculty Senate Agenda. A proposal to establish a Standing Committee shall be adopted by 2/3 vote. The proposal shall include (1) the charge or tasks, (2) the term of service, if any, (3) size and/or bases for representation of the committee, (4) appointment of voting members and designation/selection of the chair, (5) appointment of non-voting members, provided such non-voting members are from the AUA community.

#### *11.1.2. Representation by Constituency not Mandatory.*

Unless the Faculty Senate decides to the contrary, the Standing Committee membership is not required to be based on Department representation. However, if the Faculty Senate decides that Department representation is required, the Department shall determine in a timely manner its representative on the Standing Committee.

### 11.2. Standing Committee Reports

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<sup>1</sup> As of the adoption of these Restated By-Laws in October 2006, the Faculty Senate has two standing committees: Curriculum Committee and Ethics and Grievance Committee.



Standing Committees shall report on their activities at each meeting of the Faculty Senate. Their reports may be adopted or amended by the Faculty Senate, referred back to committee, or referred to an ad hoc committee or sub-committee.

### 11.3. Removal of Committee Members.

For good cause shown, and upon two-thirds vote of the Faculty Senate members who are present, the Faculty Senate may disqualify any person from sitting on any Standing Committee without regard to the status of the person's membership (voting, non-voting, ex officio, etc.) on any Standing Committee. *By way of example, but not limitation, good cause for disqualification from a Standing Committee shall include: repeated failure to attend meetings; misconduct that brings shame or disrepute to the faculty; or other misconduct that impairs the ability of the Committee to function and conduct business.*

### 11.4. Replacing Members.

In case of vacancy, a replacement shall be selected in the same manner as the departing member was selected within a reasonable time.

### 11.5. Quorum.

For the purpose of determining a quorum for a Standing Committee meeting, only current members of the Standing Committee shall be counted.

### 11.6. Term of a Standing Committee

#### *11.6.1. Indefinite Term.*

Unless otherwise decided by the Faculty Senate at the time established, The Standing Committee is a durable committee of potentially unlimited duration. Once established by the Faculty Senate, a Standing Committee shall continue from year to year without the need for reauthorization or reinstatement or any further action by the Faculty Senate. The continued existence of a Standing Committee shall not be prejudiced by the permanent or temporary departure from the University of its members.

#### *11.6.2. Dissolution.*

Although they are of a potentially unlimited duration, Standing Committees nevertheless serve at the pleasure of the Faculty Senate and upon the expiration of the usefulness of the Standing Committee or for any other reason, the Faculty Senate may choose to dissolve it.

#### *11.6.3. Establishing Subcommittees.*

Standing Committees are entitled to form subcommittees for the purpose of performing the tasks that have been assigned to the Standing Committee. The creation of such groups

shall be reported to the Faculty Senate but the groups themselves operate under the guidance of the Standing Committee. These subcommittees serve at the pleasure of the Standing Committee that created them, and may be dissolved at any time by them. They are automatically dissolved upon the expiration of the Standing Committee that created them.

#### 11.7. Procedural Rules.

Unless otherwise specified within this section, or unless waived by all members of the committee or group, the rules of the Faculty Senate apply to Standing Committees and other groups subordinate to the Faculty Senate.

### **12. Communications**

#### 12.1. Duty to Inform.

The officers of the Faculty Senate shall keep members of the AUA faculty informed of the current activities of the Faculty Senate and of the committees and working groups.

#### 12.2. Web-site for matters of Public Record.

A Faculty Senate shall maintain an Internet accessible information source as a means of communication of the Faculty Senate and as a chronicle of developments that are important to the faculty. The web-page be open to the public (e.g., calendar and announcements, Faculty Handbook and other policies, Senate members and contacts, Senate committees and working groups, and Faculty Senate minutes); provided however, that the Faculty Senate may also have information areas with access restricted to AUA faculty and selected AUA administrative officers (e.g., draft policies, resolutions, and other documents).

### **13. Amendments to the By-Laws**

#### 13.1. Amendments shall be adopted in a two-step process.

Proposed amendments must be approved for consideration by a simple majority vote of the members present at the Faculty Senate Meeting and then must be ratified by a 2/3 absolute majority of the members of the Faculty Senate before going into effect.

#### 13.2. Proposing Amendments for Consideration.

Proposal and discussion of By-Law amendments shall be in order only if they are on the agenda circulated before a Regular or Special Meeting of the Senate.

#### 13.3. Approval of Proposed Amendment.

If approved by a majority decision of voting members present at the Senate meeting, the text of a proposed amendment will then be circulated by e-mail to all Senate members.

13.4. No Conflict with Charter.

No amendment may be in conflict with the provisions the Faculty Senate Charter.

13.5. Ratification by Correspondence.

If the proposed amendment is submitted for ratification by correspondence, then all votes shall be submitted to the Chair in the manner and by the deadline specified at the time the proposed amendment was approved. The voting period for correspondence voting shall end no sooner than 1 week and no later than 2 weeks after circulation of the proposed amendment.