

CONSTITUTION AND BYLAWS OF THE FACULTY COUNCIL OF THE UNIVERSITY OF TOLEDO COLLEGE OF MEDICINE AND LIFE SCIENCES

I. NAME

- A. The name of this body shall be the Faculty Council of the University of Toledo College of Medicine and Life Sciences, hereinafter known as the Council and COMLS respectively.

II. PURPOSE

- A. The Council is an elected representative body of the COMLS Faculty created to promote the missions, functions and interests of the College and its Faculty, and to participate in such aspects of shared governance as deemed appropriate by mutual agreement of the COMLS Faculty and Administration.
- B. The Council is constituted in accordance with the bylaws of the University of Toledo Faculty Senate, which mandates creation of a faculty body within each College to participate in shared governance of the College. These articles comply with the letter and spirit of the University of Toledo Faculty Senate recommendations concerning College governance bodies.
- C. The authority and power of the Council to take actions set forth herein have been delegated and, in the ordinary course of events, will continue to be delegated from the Board of Trustees through the President and Officers of the University to the Council.

III. RESPONSIBILITIES

- A. To provide a collegial forum for communication and consultation between the COMLS Faculty and Administration.
- B. To promote the missions, functions and interests of the COMLS Faculty.
- C. To promote and protect the rights and privileges, equal opportunity, due process, and academic freedom of the COMLS Faculty.
- D. To promote an exemplary standard of ethical conduct at all times in all academic, clinical, professional and administrative actions.
- E. To serve as an advisory body to the Dean and other senior administrative and leadership staff of the COMLS regarding issues significant to the COMLS Faculty. The Council may also advise other administrators of the Health Science Campus,

- the University of Toledo Faculty Senate, and University of Toledo Administration as needed regarding matters of particular concern to the COMLS Faculty.
- F. To review the academic policies, procedures and programs of the COMLS, and any proposed changes that directly affect the Faculty and/or the academic mission of the COMLS.
 - G. To participate in long-term and strategic planning for the COMLS and its faculty.
 - H. To review the budget of the COMLS and to advise the administration regarding the strategic utilization of fiscal and other resources as appropriate.
 - I. To form standing and ad hoc committees as may be appropriate for effective and efficient execution of its duties.
 - J. To consider and act on any subject of interest to the COMLS Faculty.
 - K. To represent and act on behalf of the COMLS Faculty when appropriate.
 - L. To collaborate with the COMLS Administration in developing and implementing the tenets of shared governance regarding the COMLS and its mission, including but not limited to: faculty academic affairs, promotions and tenure, grievances and disciplinary actions, curricula and academic regulations for student and post-graduate trainees, and the granting of degrees, honors and awards, as appropriate and necessary.
 - M. COMLS Council provides a forum to disseminate major educational curriculum changes.
 - N. Actions of the Council are advisory in nature, except as specifically granted by the Dean of the COMLS.

IV. COMPOSITION

- A. The Council is composed of Representatives that are elected by and represent COMLS faculty. Representatives must be full or part-time faculty members with at least half-time appointments. Courtesy staff appointments may not be elected Representatives. Council voting privileges are limited to elected Representatives.
- B. For purposes of representation on the Council, a faculty member with multiple departmental or Program/Center appointments will be considered a member of his/her primary department only. Interdisciplinary programs/centers will have status as independent units only if the faculty members within them have no primary department appointment.
- C. Council Representatives, with the exception of at-large Representatives, represent their academic unit and report back to that unit regarding the activities and actions of the Council.
- D. Any faculty member with at least a half-time Board-approved position in the COMLS is eligible to be elected a Council Representative.
- E. Representatives will be elected by June and will assume their position by July of that same calendar year.
- F. One Representative shall be elected by the faculty of each academic department or unit, regardless of the number of faculty members. Department Chairs and Associate Deans are not eligible to serve as elected Council Representatives.

- G. Three at-large Representatives shall be elected by the COMLS faculty, regardless of Department affiliation or clinical/basic science faculty designation.
- H. Alternate Representatives may be chosen by departments either by election or appointment by the department chair. Alternate Representatives may attend regular meetings but may only vote when one of the department's voting Representative is absent.
- I. Representatives are expected to attend a minimum of 75% of Council meetings per year. If attendance drops below this requirement, the position may be considered vacant.
- J. Vacancies occurring during an academic year shall be filled by a vote of the department faculty. The replacement Representative shall assume office immediately upon election and serve the remainder of the vacated term.
- K. Council meeting attendance may be in person or virtual (e.g., WebEx). All scheduled Council meetings should offer in person and/or virtual options to promote Representative and faculty participation. The Council Secretary/Treasurer will coordinate meeting scheduling and virtual meeting options.
- L. Council Representatives may serve as proxy for COMLS Faculty Senate elected representatives and act as a voting member of the University of Toledo Faculty Senate on behalf of the COMLS. The Senate member will provide the name of the COMLS Council Representative who will serve as proxy and the date and time of the meeting to the COMLS Council Secretary in writing or by email (COMCouncilSecretary@UToledo.Edu) prior to the senate meeting the proxy will attend. The COMLS Council Secretary will notify the Faculty Senate Executive Secretary of the proxy. A current list of Council Representatives and link to a list Faculty Senators are available at the COMLS Council website (<http://www.utoledo.edu/med/council/index.html>).
- M. Council Representatives may serve as proxy for COMLS Graduate Council elected representatives and act as a voting member of the Graduate Council on behalf of the COMLS. The Graduate Council member will provide the name of the COMLS Council Representative who will serve as proxy and the date and time of the meeting to the COMLS Council Secretary in writing or by email (COMCouncilSecretary@UToledo.Edu) prior to the Graduate Council meeting the proxy will attend. The COMLS Council Secretary will notify the Secretary or Executive Secretary/Assistant to the Dean for the College of Graduate Studies (<http://www.utoledo.edu/graduate/contactus/collegeadministration.html>) of the proxy. A current list of Council Representatives and link to list Graduate Council where a roster of representatives can be found are available at the COMLS Council website (<http://www.utoledo.edu/med/council/index.html>).

V. OFFICERS

- A. The Officers of the Council shall be President, Vice-President, Secretary/Treasurer, and Immediate Past President.

1. The President of the Council shall:
 - a. Preside at all regular and special meetings of the Council;
 - b. Be responsible for implementing actions of the Council;
 - c. Represent and report on the activities of the COMLS Faculty and Council to the COMLS Administration and any senior leadership committees of the COMLS and Health Science Campus for which faculty representation is required or appropriate, and communicate back to the Council regarding the actions of the COMLS Administration or these bodies, and any other matters of importance to the COMLS faculty;
 - d. Represent and report on the activities of the COMLS Faculty and Council to the University of Toledo Faculty Senate when appropriate;
 - e. Preserve all letters, emails and documents pertaining to the operation of the Council and transfer them to the new President at the end of the term of office;
 - f. Chair the Council Executive Committee and prepare the meeting agenda;
 - g. Chair the Council Budget Committee and, in coordination with the Senior Associate Dean for Administration and Finance, will hold yearly meetings to discuss the COMLS budget;
 - h. Perform such other duties as appropriate to the purposes and actions of the Council and Executive Committee;
 - i. Represent the Council on the COMLS Dean's Executive Committee;
 - j. Represent the Council on the University Council and report on COMLS Council activities;
 - k. Carry the mace at COMLS graduation ceremony;
 - l. Every other year the President of the COMLS Faculty Council will be an MD. In the event that an MD candidate for Council President cannot be identified, nominations from basic science faculty will be considered.

2. The Vice President of the Council shall:
 - a. In the absence of the President, assume the duties of the President;
 - b. Assume the office and duties of the President in the event of the President's resignation or inability to serve for the duration of the term;
 - c. Assist the President in matters pertaining to the Council;
 - d. Serve on the Council Executive Committee;
 - e. Chair the Council Bylaws Committee;
 - f. Every other year the Vice President position will be selected from MD nominees. In the event that an MD candidate for Council Vice President cannot be identified, nominations from basic science faculty will be considered.

3. The Secretary/Treasurer of the Council shall:
 - a. In absence of the Vice President, assumes duties of the Vice President;
 - b. Be responsible for correspondence of the Council;

- c. Manage any financial transactions of the Council, and maintain appropriate bookkeeping and financial records of any such transactions;
 - d. Supervise the recording, distribution and maintenance of the minutes of the regular Council, Executive Committee and special Council meetings;
 - e. Serve on the Council Executive Council;
 - f. Ensure that Council Representatives and faculty members receive notification of meetings and agenda at least one week in advance of each meeting;
 - g. Maintain and update the list of Council Representatives with the assistance of the Office of Faculty Affairs;
 - h. Chair the Elections Committee;
 - i. Keep records of attendance and confirm quorum in case of a vote;
 - j. Maintain Council website.
4. The Immediate Past President of the Council:
- a. Serves on the Executive Committee;
 - b. Advises the President as requested;
 - c. Performs other tasks as may be delegated by the President;
 - d. Serves as the Council representative to the Health Science Campus Committee on Rules and Regulations.
5. Election of Officers:
- a. The Elections Committee shall prepare a slate of candidates for the offices of Vice President and Secretary/Treasurer.
 - b. The office of President shall be automatically filled by the Vice President and the office of the Immediate Past President will be filled by the President upon the election of the new officers.
 - c. Nominees must be full time faculty members of the COMLS. They need not be Council Representative prior to election. Every effort will be made to identify nominees so that Vice President can rotate in alternate years between clinical and non-clinical/basic science faculty. In the event that such rotations are not possible, nominations from all clinical and/or non-clinical/basic science faculty will be considered.
 - d. The slate of nominees shall be presented to the Council at the April meeting every year, at which time additional nominations may be made by Council Representatives. All nominees must agree to have their names placed on the ballot.
 - e. All full-time COMLS faculty members are eligible to vote for COMLS Council officers.
 - f. A ballot shall be prepared and distributed electronically to all full time faculty members. A line for a write-in candidate will be included.
 - g. Valid ballots will be counted and tabulated by the Elections Committee.
 - h. The candidate receiving the largest number of votes for each office shall be elected and notified by the Secretary prior to the June Council meeting.

Announcement of the outcome of the elections will be made by the Chair of the Elections Committee at the June Council meeting.

- i. In the case of a tie vote, a run-off election may be held if more than two candidates were listed on the ballot. If only two candidates were listed, the tie may be broken by a vote of the Council.

6. Term of Office for Officers

- a. Newly elected officers shall assume office in July of the year of election.
- b. The term of all officers is one year, ending June 30th with possible reappointments approved by the Executive Committee that are not to exceed two additional years.

7. Vacancies of Office

- a. In the case of unplanned vacancy of the office of Vice President, an interim Vice President will be appointed by the Council Executive Committee to fulfill the duties of the Vice President until a replacement election can be held. The Elections Committee will direct the replacement election. The newly elected Vice-President will serve for the remainder of the vacant term, and then assume the office of President.
- b. In the case of unplanned vacancy of the office of Secretary/Treasurer, an interim Secretary/Treasurer will be appointed by the Council Executive Committee to fulfill the duties of the Secretary/Treasurer until a replacement election can be held. The Elections Committee will direct the replacement election. The newly elected Secretary/Treasurer will serve for the remainder of the vacant term.

8. Removal of Officers

- a. Removal of an officer may be considered if the officer fails to perform the duties and responsibilities of the position.
- b. Removal requires a two-thirds vote of the Council.

VI. STANDING COMMITTEES OF THE COUNCIL

A. Council Executive Committee

1. Duties and Responsibilities:

- a. To advise and assist the Council President in the execution of the duties of that office;
- b. To ensure the election of Representatives and Officers, assign dates of meetings, and determine the agenda and order of business for each meeting;
- c. To identify issues for Council involvement and action.
- d. To execute actions and decisions of the COMLS Council.
- e. To recommend and review policies and procedures regarding shared governance between the COMLS Faculty and Administration
- f. To promote, develop and maintain regular communication between COMLS Council, Faculty and the Administration regarding shared governance.

2. Membership:

- a. President
- b. Vice President
- c. Secretary/Treasurer
- d. Immediate Past President
- e. Chairs of the Standing Committees
- f. The Director of Faculty Affairs may serve as a non-voting ex-officio member;
- g. Vacancies shall be filled by appointment by the President with a majority vote by the Council Executive Committee.

3. Term of Office

- a. The term of office shall be one year beginning with the first regular meeting in July, with possible reappointment for up to two additional year terms.

4. Meetings

- a. The Council President shall preside over regular and special meetings of the Executive Committee.
- b. Regular meetings will be held on a quarterly schedule. At least four meetings a year will be held, prior to the next scheduled Council meeting to facilitate planning of the agenda for that meeting.
- c. Any COMLS faculty member may attend meetings of the Executive Committee as a non-voting participant.
- d. The President may call an executive session of the voting members of the Executive Committee, at which non-voting members are excused.

B. Bylaws Committee

1. Duties and Responsibilities:
 - a. To review the Bylaws and propose revisions when needed, but at least biennially;
 - b. To review all changes or additions to the Bylaws.
 - c. To present any proposed changes or additions to the Bylaws to the Executive Committee, the Council, the Administration and the Board of Trustees.

2. Membership
 - a. The Bylaws Committee shall be chaired by the Vice President.
 - b. The Committee will consist of faculty members representing both clinical and basic science departments, appointed by the Vice President and approved by the Executive Committee.
 - c. The Director of Faculty Affairs may serve as a non-voting ex-officio member.

3. Term
 - a. The term of the Committee will be for one year, with possible reappointment for up to two additional one-year terms.
 - b. Vacancies shall be filled by the Vice President and approved by the Executive Committee.

4. Meetings
 - a. At least one meeting must be held annually to determine whether Bylaw revisions are needed.
 - b. Additional meetings will be held as deemed necessary by the Chair of the Committee.

C. Elections Committee

1. Duties and Responsibilities:
 - a. To prepare a slate of candidates for the offices of the Vice President and Secretary/Treasurer;
 - b. To present the slate of candidates to the Executive Committee at its regular April meeting, and then to the Council at the June meeting.
 - c. Nominate Chairs and members to standing and ad hoc committees of the Council, with the advice and consent of the Executive Committee, followed by supervision of the election when indicated.

2. Membership
 - a. The Elections Committee shall be chaired by the Secretary/Treasurer of the Council.
 - b. The Committee will consist of one Council Representative from a clinical department and one Representative from a basic science department.

Members are appointed by the Secretary/Treasurer and approved by the Executive Committee.

- c. The Director of Faculty Affairs may serve as a non-voting ex-officio member.

3. Term

- a. The term of the Committee shall be one year with possible reappointment for up to two additional one-year terms.
- b. Vacancies shall be filled by appointment by the Secretary/Treasurer, with approval of the Executive Committee.

4. Meetings

- a. Meetings will be held at least annually and as deemed necessary by the Chair of the Committee.

D. Faculty Affairs Committee

1. Duties and Responsibilities:

- a. To review faculty salaries and to prepare an annual report to the Council, comparing national salary trends;
- b. To review benefits for active and retired faculty members;
- c. To review policies and procedures that affect faculty rights and privileges, including:
 - i. Ethical conduct at the academic, professional and administrative levels
 - ii. Fair practices and due process for all faculty members; iii. Disciplinary actions and grievances.

2. Membership

- a. The Co-Chairs, one from a clinical department and one from a basic science department, of the Faculty Affairs Committee will be appointed by the President and approved by majority vote of the Executive Committee.
- b. The committee will consist of three members from clinical departments and three from basic science departments, nominated and appointed by the Executive Committee with approval by the Council.
- c. The Director of Faculty Affairs may serve as a non-voting ex-officio member.

3. Term

- a. The term of the committee will be one year with possible reappointment for up to two additional one-year terms.
- b. Vacancies will be filled by appointment by the Chair of the Faculty Affairs Committee with approval by majority vote of the Executive Committee.

4. Meetings
 - a. Regular meetings will be held on a quarterly schedule at least three times a year.
 - b. Special meetings will be called by the Chair as required.

E. Academic Affairs Committee

1. Duties and Responsibilities:
 - a. To review and provide counsel to the Executive Committee on policy, procedural and programmatic changes initiated or recommended by the COMLS Administration that affect the Faculty and/or the academic mission of the COMLS including:
 - i. Academic freedom and equal opportunity for faculty members;
 - ii. Academic and professional growth of faculty members (faculty leave, professional travel, etc.)
 - iii. Advancement, promotion, tenure
 - b. To review and provide counsel on academic policies, procedures and programs of the COMLS for both pre-doctoral and post-doctoral trainees, in both basic science and clinical training programs, in coordination with existing COMLS academic and curriculum committees;
 - c. To participate in long term strategic planning regarding academic issues relevant to the COMLS and its Faculty;
 - d. Provide an oral report to the Executive Committee of significant programmatic changes recommended by the COMLS administration quarterly and an annual report as directed by the Executive Committee.
2. Membership
 - a. The Co-Chairs, one from a clinical department and one from a basic science department, of the Faculty Affairs Committee will be appointed by the President and approved by majority vote of the Executive Committee.
 - b. The committee will consist of two members from clinical departments and two from basic science departments, nominated and appointed by the Executive Committee with approval by the Council.
3. Terms
 - a. The term of the Committee will be for one year with possible reappointment for up to two additional one-year terms.
 - b. Vacancies will be filled by appointment by the Chair of the Academic Affairs Committee with approval by the Executive Committee.
4. Meetings
 - a. Meetings will be held on a quarterly schedule at least three times a year;
 - b. Special meetings will be called by the Chair as required.

F. Budget Committee

1. Duties and Responsibilities:

- a. To review and provide feedback to the COMLS Dean and Senior Associate Dean for Administration and Finance on COMLS budgets, including:
 - i. Budget review for recently completed academic years;
 - ii. Budget planning for upcoming academic years;
 - iii. Capital improvement projects;
 - iv. Strategic investment of academic affiliation funds;
- b. To review and provide feedback on equitable distribution of funds between basic science and clinical departments;
- c. To participate in long term strategic planning of COMLS finances and investments;
- d. Provide at least one update per year to Council on all of the above.

2. Membership:

- a. Council President (chair of the Budget Committee);
- b. Council Vice-President;
- c. One member from a clinical department, nominated and appointed by the Executive Committee with approval by the Council;
- d. One member from a basic science department, nominated and appointed by the Executive Committee with approval by the Council;

3. Terms:

- a. The term of the Budget Committee will be for one year with possible reappointment for up to two additional one-year terms (three years maximum);
- b. Vacancies will be filled by appointment by the Executive Committee.

4. Meetings:

- a. At least one Budget Committee meeting will be held each year;
- b. Special meetings will be called by the Chair, as necessary.

VII. COUNCIL MEETINGS

A. Open Meetings

1. All regular and special meetings of the COMLS Council shall be open to all members of the Faculty and interested persons.
2. Executive Session of the Council can be called by the President or other officer presiding over the meeting. Only the Executive Committee and voting Council Representatives shall be present at an Executive Session.

B. Regular Meetings

1. The Council shall meet every other month (*e.g.*, August, October, December, February, April, and June) or at least quarterly, on a regular date. Council meeting dates be decided by the Executive Committee to maximize attendance.
2. Electronic notice of the time and place of the meeting shall be sent to all Council Representatives and the COMLS Faculty one week in advance of the date of the meeting, or as soon thereafter as possible.
3. An agenda listing reports to be made and items of business shall be provided to Council Representatives and the COMLS Faculty.
4. Items may be placed on the agenda as new business upon prior petition by any Council Representative or introduced at a regular meeting during the time designated for new business.

C. Special Meetings

1. Special meetings shall be called by the President or upon written petition of ten Council Representatives. The time and place shall be determined by the President.
2. The agenda for such meetings shall include the matter(s) of urgency for which the meeting was called.
3. Electronic notice of time, place and agenda shall be sent to all Council Representative and the Faculty at least 24 hours before the special meeting.
4. Public or electronic postings of a meeting to each department shall be considered general notice to the Faculty.

D. Order of Business of Regular Council Meeting

1. The order of business shall be:
 - a. Call to Order
 - b. Approval of Minutes
 - c. Deans' Report
 - d. Report of the Executive Committee
 - e. Report of the Standing Committees of the Council (if needed)
 - i. Faculty Affairs
 - ii. Academic Affairs
 - iii. Bylaws
 - iv. Elections Committee
 - v. Budget Committee
 - f. Report of any Ad Hoc Committees of the Council (if needed)
 - g. Research Council
 - h. Faculty Senate
 - i. Old Business

- j. New Business
 - k. Presentation of Monthly Topic or Speaker
2. The order of business of a meeting may be changed by the President or a majority vote of the Executive Committee.
 3. Council Representatives are requested to sign in as indication of their attendance.

E. Voting

1. Decisions of the Council shall be determined by a majority of Council Representatives or Alternates present and voting for or against a measure. Alternates may only vote if they are replacing an absent voting Representative.
2. The President may only vote in instances of a tie.
3. Any Representative may request a vote be by secret ballot of all Representative present.
4. Any Representative may request a vote of the Council or COMLS Faculty by e-mail, subject to approval by the majority of the Representatives present. The electronic vote will be by secret ballot, administered by the Elections committee.
5. A motion to limit or close debate on a question shall require two-thirds of voting Representatives present.
6. A quorum will consist of no less than one ~~third~~ half of all Representatives.
7. A meeting can occur in the absence of a quorum, but no vote or other action can be taken.

VIII. RULES OF PROCEDURE

A. Rules of Procedure governing deliberations and actions of the Council shall be:

1. Bylaws of the Council and Faculty Senate;
2. Faculty Rules and Regulations , for faculty not bound by a Collective Bargaining Agreement;
3. Nothing in the Constitution and Bylaws of the University of Toledo College of Medicine and Life Sciences shall conflict with the University Council Constitution as approved by the Board of Trustees of the University. In the event of a conflict, the University Council Constitution and Bylaws shall prevail.

IX. AMENDMENT OF BYLAWS

- A. New amendments shall be submitted in writing by the Bylaws Committee at a regular meeting of the Council and shall be distributed in writing to all Representatives at least two weeks before the meeting at which the vote on the amendment shall take place. This shall not preclude alterations or modifications of the amendment before final vote.

B. The Council Bylaws may be amended by mail or electronic vote of a majority of the Representatives.

Adopted: August 2010

Amended: September 2012; March 2013; April 2013; November 2013; June 2015; May 2017; December 2020; August 2021; June 2022