

**College of William & Mary
Virginia Institute of Marine Science
School of Marine Science**

**Bylaws*
of the
Virginia Institute of Marine Science / School of Marine Science
Gloucester Point, VA**

February 15, 1999

* Revisions to Bylaws of VIMS/SMS approved by Faculty vote on February 18, 1998; approved by Personnel Policy Committee on February 15, 1999 (per Provost – did not need BOV approval because changes were minor).

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ARTICLE 1: Faculty Definitions.

Section 1: The Virginia Institute of Marine Science Faculty.

There exists a Faculty of the Virginia Institute of Marine Science ("VIMS"), within The College of William & Mary ("The College"), known hereafter as "The Faculty". Members of The Faculty hold appointments as faculty of The College of William & Mary in the Virginia Institute of Marine Science. These appointments require approval by the Board of Visitors of The College. It is the responsibility of The Faculty to promote the welfare of the institution, to assist the Dean and Director (hereafter "Dean/Director") in the successful pursuit of quality and excellence in the institution's tripartite mission of research, education, and advisory service, and to promote the creation, maintenance, and protection of a University environment conducive to the growth of scholarship, creativity, learning, teaching, research, service, and respect for human dignity and rights.

Faculty appointments include tenure eligible and tenured faculty, as well as tenure ineligible faculty in any series with equivalent rank and qualifications that has been duly approved by the Board of Visitors of The College. Faculty holding the title "Emeritus" are non-voting members of The Faculty.

The Faculty consists of those individuals duly appointed through approved policies and procedures for search and appointment to The Faculty. The Faculty is organized administratively in Departments that reflect the interdisciplinary nature of marine science, and support the tripartite mission of VIMS as defined in the Code of the Commonwealth of Virginia, these Bylaws, The Faculty Handbook of The College, and the Bylaws of the Board of Visitors of The College of William & Mary. The Department organization is determined by the Dean/Director in consultation with The Faculty. Chairpersons for each Department are determined similarly. The Faculty reports through the designated Department Chairs to the Dean/Director. The Chair reports regarding research matters through the Director for Research and Advisory Services, and regarding educational matters relating to the academic and graduate degree programs through the Dean of Graduate Studies.

The Faculty participates in generally accepted forms of governance found at institutions of higher learning in the Commonwealth of Virginia and this country. Faculty governance is accomplished through a representative body known as the Faculty Council, whose members receive their authority from The Faculty. The Council's elected Representatives consult with and advise the Dean/Director on matters of concern to The Faculty and the operations of VIMS. The Faculty

Council also responds to specific requests for information and advice made by the Dean/Director, the Director for Research and Advisory Services, or the Dean of Graduate Studies.

Section 2: *The School of Marine Science Faculty.*

There exists within the Virginia Institute of Marine Science an academic program and faculty conferring graduate degrees in marine science in The College of William & Mary, known as The School of Marine Science (SMS). The mission of the SMS is higher education and, in particular, graduate education in the marine sciences. The Dean/Director is also the Dean of the SMS. Individual members of The Faculty may request appointment to the SMS faculty, or be nominated by The Faculty through a process established by the Faculty Council. The appointment is contingent upon the needs of the academic program, and a review of the individual's academic credentials, commitment to higher education, and scholarly productivity. The appointment is subject to recommendation by the Dean of Graduate Studies and approval by the Dean/Director.

The SMS faculty is organized within the Departments of VIMS and has responsibility for implementing the academic and degree programs of the SMS. To insure uniformity in the academic program across departments, an Academic Council has been established and is composed of Representatives elected by SMS faculty in each Department. The Academic Council advises the Dean/Director on matters related to the academic and degree programs and reports to the Faculty Council at its regular meetings.

ARTICLE 2: *Faculty Rights and Responsibilities.*

Section 1: *Faculty Rights.*

The Faculty of VIMS and the SMS enjoy all of the rights and privileges afforded them by The College as are contained in the most recent edition of the *Faculty Handbook* approved by The Board of Visitors of The College, and the Code of Virginia as it relates to the various faculties of institutions of higher education in the Commonwealth.

Section 2: Faculty Responsibilities.

With the Dean/Director, The Faculty of VIMS and the SMS are jointly responsible for the tripartite mission of research, advisory service, and education. They advise the Dean/Director and conduct activities in research, advisory service, and education that enhance and support the institutional mission and the various mandates given it in the Code of Virginia.

It is recognized that individual faculty may emphasize one element of the tripartite mission as their principal activity and commitment, but it is understood that each faculty member will engage to some degree in all three elements of the institutional mission. The SMS faculty are expected to demonstrate a significant degree of commitment to the academic and degree programs of the SMS. This can be demonstrated through teaching, mentoring, and service to the academic and degree programs.

ARTICLE 3: Administrative Officers of the Faculty.

Section 1: The Director and the Dean (Dean/Director).

The Dean/Director is the chief administrative officer of VIMS and SMS, which are under the administrative, and management control of the Board of Visitors of The College. The Dean/Director must meet the requirements for appointment to The Faculty and will hold an appointment within an appropriate department of VIMS. He or she is nominated by the President of The College and appointed by the Board of Visitors of The College for an indefinite term. For matters relating to the statutory responsibilities of VIMS, the Dean/Director reports to the President of The College. For matters relating to the affairs of the SMS, the Dean/Director reports to the Provost of The College. The Dean/Director is responsible for the development and administration of the programs of research, advisory service, and education, for budgetary planning and the allocation of funds, for assignment of space and facilities, for faculty and staff appointments and development, and for all other matters related to the missions and mandates of VIMS. The Dean/Director is also responsible for the instructional programs in marine science, for scheduling of classes and examinations, for the assignment of space related to the instructional program, and for all other matters related to the curriculum, students, and faculty of the SMS. The Dean/Director is assisted by a Director for Research and Advisory Services, the Dean of Graduate Studies, and the Departmental Chairs.

Section 2: *Director for Research and Advisory Services.*

The Director for Research and Advisory Services assists the Dean/Director in the administrative duties of VIMS and serves as the senior administrative officer for the research, advisory service, missions and mandates of VIMS under the Dean/Director. He or she is nominated by the Dean/Director and serves at the Dean/Director's discretion. This position may be filled from among The Faculty or from outside the institution, in which case the search will be in accordance with policies and procedures established for searches in consultation between the Dean/Director and the Faculty Council. The appointment requires approval by the President and the Board of Visitors of The College. He or she administers the affairs of VIMS during the temporary absence of the Dean/Director. The Director for Research and Advisory Services must meet the requirements for appointment to The Faculty, and will hold an appointment within an appropriate Department of VIMS.

The Director for Research and Advisory Services consults with and works with the Dean of Graduate Studies in order to ensure close coordination of the programs of VIMS and the instructional programs of the SMS. The Chairs of the Departments report to the Director for Research and Advisory Services on all matters concerning the missions and mandates of VIMS and assist in their execution.

Section 3: *Dean of Graduate Studies.*

The Dean of Graduate Studies assists the Dean/Director in the administrative duties of the academic programs, and serves as the senior faculty member and principal administrative officer of the SMS under the Dean/Director. He or she is nominated by the Dean/Director and serves at the discretion of the Dean/Director. This position may be filled from among The Faculty or from outside the institution, in which case the search will be in accordance with policies and procedures established for searches in consultation between the Dean/Director and the Faculty Council. The appointment requires approval by the President and the Board of Visitors of The College. In the event of a temporary absence of both the Dean/Director, and the Director for Research and Advisory Services, the Dean of Graduate Studies serves as acting Dean/Director. The Dean of Graduate Studies must meet the requirements for appointment to the SMS faculty, and will hold an appointment in an appropriate Department of VIMS.

The Dean of Graduate Studies consults and works with the Director for Research and

Advisory Services in order to ensure close coordination of the instructional programs of the SMS and the programs of VIMS. The Chairs of the Departments report to the Dean of Graduate Studies on all academic matters related to the instructional programs, and assist in their execution.

Section 4: Department Chairs.

The Chair of a Department is recognized as the senior faculty member of that Department. Chairs are elected by the Department faculty and appointed by the Dean/Director for a term not to exceed three years, and serve at the discretion of the Dean/Director. Department Chairs must be tenured and meet the requirements for appointment to the SMS Faculty.

Department Chairs are responsible for the development and administration of departmental budgets related to the programs and missions of VIMS and the SMS, for the allocation of resources to those programs within their Department, for the planning and direction of those programs, and for the professional development of faculty and staff in the Department. In meeting these responsibilities, the Chair will ensure the full participation of the departmental faculty.

ARTICLE 4: Faculty Governance.

Section 1: General Meetings of The Faculty.

1.1: The Dean/Director presides at all regular and special meetings of The Faculty. In the absence of the Dean/Director, the presiding officer is determined by the succession defined in Article 3, Sections 2 and 3. Meetings of the SMS Faculty may be either joint with The Faculty or separate.

1.2: Regular meetings of The Faculty will be held at least twice annually in Spring and Fall. The Spring meeting of each year will include the election of institutional committee members, and representatives to College-wide committees and the William & Mary Faculty Assembly. A schedule of regular meetings of The Faculty will be published in January of each year by the Dean/Director.

1.3: The Secretary of the Faculty Council prepares the agenda for meetings of The Faculty. Items may be placed on the agenda for regular meetings by the Dean/Director, by The Faculty, by any committee of The Faculty or by any two faculty members unless otherwise specified in these bylaws. Items to be placed on the agenda must be submitted to the Secretary at least fifteen (15) working days prior to the next regular meeting. The Secretary shall distribute the agenda to each

member of The Faculty no fewer than ten (10) working days prior to the meeting.

1.4: Special meetings of The Faculty may be called by the President or the Provost of The College, the Dean/Director, the Faculty Council, the Academic Council, by any committee elected by The Faculty, or upon written petition by at least twenty five (25) percent of the membership of The Faculty. Such special meetings will convene within five (5) working days after the tender of such a request to the Secretary. A fixed agenda will be distributed to The Faculty with the notice of the meeting.

1.5: A majority of all voting members of The Faculty constitutes a quorum at both regular and special meetings. Members of The Faculty on sabbatical leave, on extended sick leave, or Emeritus are not counted when determining a quorum.

1.6: Meetings of The Faculty are open to attendance by all members of the Institution, by individuals invited by The Faculty, and by non-faculty members of any committee of The Faculty. Emeritus Faculty are non-voting but are granted the privilege of the floor at all meetings of The Faculty. Non-faculty members may be granted the privilege of the floor at the discretion of the presiding officer. Meetings of The Faculty may enter into closed session for reasons of confidentiality, by a majority vote of those present and voting, and in accordance with procedures established for meetings of the Board of Visitors of The College.

1.7: A simple majority of members present shall be sufficient to pass or reject a motion unless otherwise specified in these bylaws. Voting on motions is normally by voice or by show of hands. However, five (5) members may require a roll call vote or secret ballot upon any motion. There are no proxy votes.

1.8: Representatives to The Faculty Assembly of The College are elected at the regularly scheduled Spring meeting of The Faculty. The number of VIMS representatives are determined by policies and procedures established by The Faculty Assembly of The College. One of the Representatives will always be the Chair of the Faculty Council (Article 4, Section 2.3), and one will always be the Chair of the Academic Council (Article 4, Section 3.5). Other representatives are elected at large without qualification.

Section 2: The Faculty Council.

To conduct the affairs of The Faculty effectively, a representative body known as the Faculty Council exists. The Faculty Council shall serve as consultant and advisor to the Dean/Director. The Faculty Council shall serve as the appropriate forum for the discussion of the concerns and interests of The Faculty both with regard to the Institute and The College. The Faculty conveys to the Faculty Council the powers to act on its behalf, and reserves the right to periodically review the operation of the Faculty Council.

The purpose of the Faculty Council is to provide an effective voice in deliberation about and establishment of policies, and to enter into a partnership of shared responsibility and cooperation among The Faculty, administration, and other members of the VIMS community and The College of William & Mary. The Faculty Council is thus a forum for ensuring adequate and productive communication between The Faculty and the Administration. The Faculty Council may not impinge on the responsibilities specifically accorded to the Academic Council (Article 4, Section 3).

2.1: Functions.

Actions of the Faculty Council may not contravene any provisions of Virginia law or the policies of The College set forth by The Board of Visitors. The Faculty Council is further governed and bound by the most recent version of the Faculty Handbook of The College as approved by the Board of Visitors. According to procedures and criteria approved by The Faculty, the Faculty Council performs such functions as may be entrusted to it by The Faculty and considers matters of concern to The Faculty, conveying The Faculty position in the form of recommendations to the Dean/Director. The functions of the Faculty Council include, but are not necessarily limited to, the following:

2.1.1: To consider issues relating to the affairs of The College that may be of legitimate concern to The Faculty;

2.1.2: To advise the Dean/Director on matters affecting the welfare of the institution, including the allocation of resources;

2.1.3: To participate in the formulation of research, advisory service, and education policies;

2.1.4: To review and recommend to the Dean/Director such policies, programs, and other matters as the administration, department faculties, and individual faculty members may propose;

2.1.5: To provide liaison from The Faculty to the Board of Visitors of The College through representation to The Faculty Assembly of The College and to report to The Faculty on the actions of the Board of Visitors;

2.1.6: To elect officers and establish, ad hoc, and special committees as necessary to carry out its charge and responsibilities;

2.1.7: To share responsibility with the administration for maintenance and enhancement of the stature and effectiveness of VIMS, the SMS and The College;

2.1.8: To review periodically, policies and procedures for searches, appointments, promotions, and tenure in consultation with The Faculty and the Dean/Director;

2.1.9: To develop policies and procedures for establishing committees for the evaluation of administrators in consultation with The Faculty and the Dean/Director;

2.1.10: To participate, via the Faculty Council Chair, with the Dean/Director, the Director for Research and Advisory Services, the Dean of the Graduate School, the Director for Planning and Budget, and the department chairs in the biennial budget planning process. The Chair of the Faculty Council is responsible for conveying actions regarding the biennial budget planning process to the Faculty Council.

2.2: Relationship to the Dean/Director.

The Faculty Council may request reports from the Office of the Dean/Director on matters within the Faculty Council's purview for distribution either to its committees, the Faculty Council as a whole, or The Faculty. At least once each calendar year, at either a regular or special meeting of the Faculty Council, the Dean/Director will be invited to present a report on the state of the institution, its budgets and programs, and on matters of future concern.

2.2.1: The Chair of the Faculty Council is responsible for conveying the principal Faculty Council actions to the Dean/Director, through the official minutes or by other means.

2.2.2: Recommendations of the Faculty Council are implemented, if and when approved by the Dean/Director and, when required, by the President of The College, and by the Board of Visitors of The College. In the event that the Dean/Director rejects or does not choose to implement recommendations of the Faculty Council, that decision shall be communicated in writing to the Faculty Council with reasons for such action. Upon receipt of this communication the Faculty Council may choose, by a vote of two-thirds (2/3) of the Faculty Council members, to appeal such decisions to the Dean/Director. If the appeal is not resolved with the Dean/Director, it may then be sent to the Provost of The College and/or The Faculty Assembly of The College for their consideration.

2.3: Composition and Structure.

The Faculty Council consists of two Representatives and one Alternate Representative from each Department to be elected by The Faculty of each Department from the faculty members within that Department. At least one Representative from each Department must be tenured or tenure eligible. Administrative officers, i.e. the Dean/Director, the Director for Research and Advisory Services, and the Dean of Graduate Studies, may neither vote for nor serve as Representatives. All other faculty as defined above (Article 1, Section 1), including Department Chairs but excepting Emeritus, are eligible. Each Representative will represent the interests of his or her respective Department. It is the responsibility of the senior Representative of a Department (the longer serving of the two Representatives) to report to the Departmental Faculty the proceedings of the Faculty Council and other related matters. The Representatives serve as a channel through which any member of the VIMS community (Faculty, Staff, Students) may introduce matters for consideration by the Faculty Council or its Committees.

Alternates may vote only when replacing an absent Representative but have voice at all meetings.

Representatives are elected for a term of three (3) years, and alternates for one (1) year. The term of office for Representatives is staggered so that approximately one-third (1/3) will be elected in a given year. Terms for Representatives from a given Department will not coincide. New members

begin service on 1 July. In the event a Representative is unable to serve, the alternate fills the position for the remainder of the term and the Department elects a new alternate Representative.

The Chair of the Academic Council shall serve as a Representative to the Faculty Council representing the SMS with full voice and voting rights. The Dean/Director, the Director of Research and Advisory Service and the Dean of Graduate Studies are *ex officio*, non-voting members of the Faculty Council.

2.4: Officers, Election of Officers, Terms of Office.

The officers of the Faculty Council are the Chair, Vice Chair, and Secretary. The Chair is elected at-large by The Faculty for a term of three (3) years, and must be a tenured faculty member.

The Chair of the Faculty Council is a representative to The Faculty Assembly of The College. Four weeks prior to the Spring meeting in the years when a Chair is elected, the Nominations and Elections Committee will solicit nominations from The Faculty and prepare a ballot for consideration at the meeting of The Faculty. Nominations from the floor will be accepted. The Vice-Chair and Secretary are elected annually by the Faculty Council from among the tenured members of the Departmental Representatives to the Faculty Council at the first meeting of the Faculty Council after the new members begin service. The Secretary also serves as general secretary to The Faculty (Article 4, Section 1.3).

If the Faculty Council Chair is vacated by resignation or other cause, the Vice Chair will assume the position of Chair until June 30th following the next regular Spring faculty meeting. The Faculty shall elect a new chair for a three (3) year term at this Spring meeting. A new Vice Chair will be elected by the Faculty Council, and the Alternate from the Department represented by the former Vice Chair will assume duties as a Representative. The Department affected will elect a new Alternate.

The Chair of the Faculty Council presides at meetings of the Faculty Council. In his or her absence, the Vice Chair presides. He or she prepares and distributes notices of Faculty Council meetings to The Faculty and Administration, the agenda for Faculty Council meetings, and specific reports (as requested) on the work of the Faculty Council to The Faculty, the Dean/Director, the President, Provost, and the Board of Visitors of The College. The Chair shall report on Council business to The Faculty at regular meetings of The Faculty.

The Secretary is responsible for the taking and distribution of minutes of the Faculty Council and General Faculty meetings, and prepares and distributes notices and agendas of meetings of The

Faculty.

2.5: Meetings of The Faculty Council.

There shall be monthly meetings of the Faculty Council. Special meetings may be called by the Chair, by resolution of the Faculty Council, or by a petition signed by at least two of the Representatives.

At the first meeting of the Faculty Council after new members begin service, a schedule for meetings shall be determined. Meeting agendas will be prepared by the Chair of the Faculty Council in consultation with the Dean/Director. The agenda is sent to The Faculty, Representatives, and the chairpersons of all Faculty Council committees at least five (5) working days before regularly scheduled meetings, or as much in advance as possible for a meeting called in an emergency. Any single Representative may require that a proposal be placed on the agenda unless otherwise specified in these bylaws.

A quorum shall consist of a simple majority of the Representatives with each department represented. An affirmative vote of a majority of the Representatives present and voting shall be necessary to adopt any motion, resolution or other action, except as specified otherwise in these Bylaws.

All members of The Faculty may attend meetings of the Faculty Council without voice or vote.

As required for purposes of confidentiality, the Faculty Council may enter into closed session by a two-thirds (2/3) vote of the members present or by written request of the Dean/Director and in accordance with procedures established for meetings of the Board of Visitors of The College.

2.6: Standing Committees of The Faculty and The Faculty Council.

The standing committees of the Faculty Council are the standing committees of The Faculty. These committees operate under policies, procedures and criteria approved by The Faculty. They include, but are not necessarily limited to:

2.6.1: Faculty Status and Tenure Review.

There is a Committee on Faculty Status and Tenure Review (FS&TR) consisting of one member from each Department plus one additional member representing The Faculty at-large. All

members are elected at-large by The Faculty. Each Department will nominate at least two candidates for their Departmental representation on the FS&TR and, optionally, any Faculty member for the at-large position. The members elected to the FS&TR must be from the tenured Faculty excluding Department Chairs and Administrative Faculty. They serve for a term of three (3) years. Terms of office are staggered so that approximately one third (1/3) of the members are elected annually. New members are elected at the Spring meeting of The Faculty and assume office on July 1. The Committee elects its Chair annually from among the membership at the first meeting with new members. Vacancies created by resignation or other cause will be filled for the remaining term by the represented department by departmental vote. Vacancies created by resignation or other cause of the at-large member will be filled for the remaining term by Faculty Council appointment.

The FS&TR, according to policies, procedures, and criteria approved by The Faculty, by the Dean/Director, reviewed by the Procedural Review Committee of The College, and approved by the Provost, the President and Board of Visitors of The College will:

- a) Review the credentials of applicants for Faculty status and make recommendations regarding Faculty appointments, rank, and status to the Dean/Director, to be forwarded through the Provost and President to the Board of Visitors of The College;
- b) In accord with established schedules, review the record of Faculty members and make recommendations to the Dean/Director regarding Faculty promotion, retention, the award of tenure, and post-tenure review;
- c) Review individual faculty for appointments to the School of Marine Science Faculty;
- d) Review faculty appeals of annual salary evaluations and provide findings and recommendations to the Dean/Director and;
- e) Develop procedures for the appeal of its decisions by a faculty member under review.

2.6.2: Nominations and Elections.

There is a Committee on Nominations and Elections (NEC) consisting of one (1) member elected by each Department. Members serve for terms of three (3) years. Terms are staggered so

that approximately one third (1/3) of the members are elected annually. New members are elected at the Spring meeting of The Faculty, and assume office on July 1. The Committee elects its Chair annually from among the membership at the first meeting with new members.

The NEC shall, according to policies, procedures, and criteria approved by The Faculty, and the Dean/Director:

- a) Review representation formula and certify candidate eligibility;
- b) Assess the equity of Departmental representation;
- c) Determine vacancies to be filled;
- d) Administer Faculty voting and elections;
- e) Administer elections of Faculty to all College-wide committees in consultation with the VIMS and SMS representative to The Faculty Assembly Committee on Committees.

The NEC shall keep a record of all elected and appointed offices of The Faculty and the institution and inform The Faculty and Dean/Director when vacancies in these offices occur by reason of expiration of terms or otherwise. At least one (1) week in advance of elections, the NEC will make written nominations for vacant elective offices of The Faculty. The NEC conducts all elections in accordance with these Bylaws and procedures and criteria established by The Faculty.

2.6.3: Other Committees.

The Faculty and the Faculty Council may establish other standing committees and special or ad hoc committees, and provide for participation in committees of The College as may be appropriate for the performance of its functions. Membership on such committees may come from The Faculty as well as the Representatives of the Faculty Council.

Membership of the committees is determined in such a manner as the Faculty Council may decide. For any or all committees the Faculty Council may elect a nominating committee or request nominations from the Representatives representing each Department. When the Faculty Council is to vote on the membership of any committee, nominations from the floor will be allowed.

Section 3: The Academic Council.

An Academic Council for the School of Marine Science (SMS), Virginia Institute of Marine Science, The College of William & Mary is a representative body of the SMS faculty to provide for the development, maintenance and advancement of the academic and degree programs of the SMS and to ensure that those faculty appointed to the SMS faculty are actively involved in the direction and quality assurance of those programs. The responsibilities of the Academic Council include but are not limited to curriculum, degree requirements, teaching, admissions, and financial aid.

Actions of the Academic Council may not contravene any provisions of Virginia Law, the policies of The College as set forth by The College's Board of Visitors, or by the policies defined in these Bylaws. The Academic Council is further governed and bound by the most recent version of the Faculty Handbook of The College as approved by the Board of Visitors.

3.1: Relationship to The Faculty Council and the SMS

The Academic Council is represented on the Faculty Council by the Chair of the Academic Council. The Chair of the Academic Council shall report to the Faculty Council on matters relating to the academic and degree programs and the actions of the Academic Council, and shall represent the interests of the SMS to the Faculty Council.

3.1.1: The Chair of the Academic Council has full voice and vote on the Faculty Council.

3.1.2: The Chair is a Representative to The Faculty Assembly of The College.

3.1.3: The Chair of the Academic Council reports on all matters relating to the academic and degree programs of the SMS at regular and special meetings of The Faculty.

3.2: Relationship to the Dean/Director and the Dean of Graduate Studies.

The Academic Council may request reports from the Dean/Director and the Dean of Graduate Studies on matters concerning the academic and degree programs and academic budgets of the SMS for the use of its committees, or distribution to the SMS faculty and the Faculty Council.

3.2.1: The Dean of Graduate Studies is an ex officio non-voting member of the Academic Council

and is responsible for reporting principal Academic Council actions to the Dean/Director.

3.2.2: Recommendations of the Academic Council are implemented by the Dean of Graduate Studies, if and when approved by the Dean/Director, and where required, by the President and the Board of Visitors of The College. In the event that the Dean/Director does not approve a recommendation of the Academic Council, that decision will be communicated in writing to the Academic Council with reasons for such action. The Academic Council may appeal such decisions to the Dean/Director by a resolution approved by two-thirds (2/3) of the Academic Council members. If the appeal is not resolved with the Dean/Director, it may then be sent to the Provost of The College and/or The Faculty Assembly of The College for their consideration.

3.3: Functions.

According to procedures and criteria approved by the SMS faculty, the Academic Council performs such functions as may be entrusted to it by the SMS faculty and, through recommendations to the Dean/Director, considers academic matters of concern to the SMS faculty and The Faculty.

The Academic Council makes recommendations to the Dean/Director concerning academic matters of concern to The Faculty. The Academic Council evaluates academic issues relating to The College and of legitimate concern to the SMS and makes recommendations to The Faculty Assembly. The Academic Council formulates academic policy recommendations regarding the SMS for the Dean/Director based on proposals from the administration, department Faculty, student organizations, and individual faculty members.

The Dean/Director and the Dean of Graduate Studies consult with and seek the advice of the Academic Council on all matters relating to the academic and degree programs, SMS faculty, and students. The Academic Council will respond appropriately and will keep The Faculty apprised of its actions through Departmental Representatives and the Academic Council's Representative to the Faculty Council.

The Academic Council may establish standing academic committees, special committees, and provide for participation in the academic committees of The College as may be appropriate for the performance of its functions (see Section 3.7).

The Academic Council performs such functions as are given to it by The Faculty, the Dean/Director, or the designees of the Dean/Director. It prepares and submits specific reports, as

requested, on the work of the Academic Council to The Faculty, the Dean/Director, the President and Provost of the College, and the Board of Visitors of the College.

The Academic Council at its discretion may call and convene meetings of the SMS faculty.

3.4: Composition and Structure.

The Academic Council has one Representative and one Alternate elected by the SMS faculty in each Department. Alternates may vote only when replacing an absent Representative but have voice at all meetings. All Faculty holding appointments to the SMS except the Dean/Director, the Director for Research and Advisory Services, the Dean of Graduate Studies and Emeritus are eligible to serve as Departmental Representatives to the Academic Council. The term of office for each Representative is three (3) years. The term of office for Alternates is one year. Terms of office are staggered so that roughly one-third (1/3) of the Representatives are elected annually. Representatives serve the interests of the SMS faculty in their Department and serve as a channel through which any member of the SMS faculty and students may introduce matters for consideration by the Academic Council or its committees. It is the responsibility of the Representatives from each Department to disseminate or report to the SMS faculty of that Department the proceedings of the Academic Council and other related matters. The Departments reserve the right to rescind the election of a Representative or Alternate for habitual absence from Academic Council meetings or other malfeasance and to elect a successor for the remainder of the term.

There will be a Representative and an Alternate designated by the Graduate Student Association of the SMS to be elected annually by the GSA. The GSA determines the eligibility requirements of its Representative. The Representative of the GSA represents the interests of the SMS students. The GSA Representative shall have voice but no vote on the Academic Council.

The Dean/Director serves as a non-voting *ex officio* member of the Academic Council.

3.5: Officers, Elections, and Terms of Office.

The officers of the Academic Council are the Chair and Secretary. The Chair is elected at-large by the SMS faculty for a term of three (3) years and must be a tenured member of the SMS faculty. The Chair shall serve as a Representative to the Faculty Assembly of the College. The Secretary is elected annually by the Academic Council from among the tenured members of the

Representatives at the first meeting of the Academic Council after new members begin service. Elections to fill vacancies on the Academic Council will occur at departmental meetings in the Spring.

The Secretary will arrange for the taking and distribution of minutes of the Academic Council meetings. If the Chair of the Academic Council is vacated through resignation or other causes, the Secretary will assume the position of Chair, and a new Secretary will be elected from among eligible members of the Academic Council to fill the unexpired term of office.

3.6: Meetings of the Academic Council.

There shall be monthly meetings of the Academic Council. Special meetings may be called by the Dean/Director, the Dean of Graduate Studies, the Chair, by a resolution of the Academic Council or by a petition signed by at least two of the Representatives. Meetings are open to members of The Faculty without voice or vote.

The Chair presides at all meetings of the Academic Council. The Chair and the Dean of Graduate Studies shall prepare the agenda for each meeting. Any single Representative may require that a proposal be placed on the agenda unless otherwise specified in these bylaws. The agenda shall be circulated to the Representatives and Alternates at least five (5) working days before each regularly scheduled meeting and a copy of the agenda shall be posted where it is available to The Faculty. Agenda for special meetings shall be circulated as much in advance as feasible. The Secretary shall see that events at each meeting, regular or special, are recorded and shall circulate a draft of the minutes to members within five (5) working days. Following approval, the corrected minutes shall be provided to each Representative who shall then inform his or her department faculty by appropriate posting.

A quorum shall consist of a simple majority of the Representatives. An affirmative vote of a majority of the members present and voting shall be necessary to adopt any motion, resolution, or other action.

As required for purposes of confidentiality, the Academic Council may enter into closed session by a two-thirds (2/3) vote of the members, or by request of the Dean/Director and in accordance with procedures established for meetings of the Board of Visitors of the College.

3.7: Standing Committees.

Standing committees may include as members, representatives of the Academic Council or any SMS faculty member as well as student representatives. Membership is determined in such a manner as the Academic Council may decide or as specified by these bylaws. When the Academic

Council is to vote on the membership of any committee, nominations from the floor will be allowed.

The standing committees of the Academic Council are the standing committees of the SMS faculty. They may include, but are not necessarily limited to, committees on Admissions and Student Financial Aid, Educational Policy, Student Research, and Academic Status and Degrees. The Academic Council will develop the charge and function of each committee and supervise the selection of membership by the SMS faculty to ensure equal representation among Departments. These committees shall develop policies and procedures for their operation that are approved by the SMS faculty

ARTICLE 5: Parliamentary Authority

The current edition of Robert's Rules of Order, except when inconsistent with these bylaws, shall govern meetings of The Faculty, the Councils, and committees.

ARTICLE 6: Amendments to the Bylaws

Section 1: Procedures

Amendments may be proposed by two or more Representatives of the Faculty Council or Academic Council or by two or more faculty members with a petition signed by at least one third (1/3) of the members of a department. The proposed amendment(s) shall be submitted to the Faculty Council for consideration and subsequent forwarding to the Academic Council for consideration. Amendments approved by a majority vote of both Councils and in consultation with the Dean/Director shall then be placed on the agenda for the next meeting of The Faculty. Amendments also may be submitted directly to Faculty referendum without approval by either Council by means of a written petition signed by at least one third (1/3) of The Faculty.

Section 2: Approval

Approval of proposed amendments by The Faculty requires at least a two thirds (2/3) vote of all members. Following approval by The Faculty, the amendment(s) shall be forwarded through the Dean/Director, Provost and President for approval by the Board of Visitors of The College.