

## BYLAWS

### I. Definitions

- A. **The MHBS** is the University of Miami Business School. .
- B. **The GENERAL FACULTY** shall consist of the MHBS FACULTY and the ASSOCIATED FACULTY.
- C. **The MHBS FACULTY** shall consist of the Dean, the REGULAR, RESEARCH, and EDUCATOR FACULTY.
- D. **The REGULAR FACULTY** shall consist of all faculty in the MHBS having tenure or tenure earning appointments with the rank of Professor, Associate Professor, or Assistant Professor.
- E. **The RESEARCH FACULTY** shall consist of those faculty whose major function is to conduct research in the academic units of the University, and who hold the rank of Research Professor, Research Associate Professor, or Research Assistant Professor. RESEARCH FACULTY shall not hold tenured or tenure-earning appointments.
- F. **The EDUCATOR FACULTY** shall consist of those faculty with professional titles engaged primarily in professional practice and in teaching associated with that practice, who hold the rank of Professor of Professional Practice, Associate Professor of Professional Practice, or Assistant Professor of Professional Practice. EDUCATOR FACULTY shall not hold tenured or tenure-earning appointments.
- G. **The ASSOCIATED FACULTY** shall consist of all faculty with professional titles with prefixes “Voluntary,” “Adjunct,” “Visiting,” or “Affiliated,” and all LECTURERS as these titles are defined in Section A2.1 (g) of the FACULTY MANUAL. Additional titles for ASSOCIATED FACULTY may be created by a special Bylaw defining the title.
- H. **The ‘Senior Lecturer’, Associated Faculty Title**, may be awarded to a department Lecturer who has distinguished her/himself during several years of service at the MHBS most renowned teachers. The Chair shall transmit the vote of the regular faculty along with his/her recommendation to the Dean for consideration and approval.
- I. **The VOTING FACULTY** shall consist of all MHBS REGULAR FACULTY, not including those with full-time administrative appointments outside the MHBS. VOTING FACULTY holding appointive administrative positions within the MHBS may not vote on any matter that is subject to review or other action by their office. In accordance with Section C3.2 of the FACULTY MANUAL, VOTING FACULTY may vote only once on a single question. Persons

holding joint appointments must designate a department in which to exercise their voting rights on school matters.

- J. **MAJORITY**, per Article 8.48 of *Robert's Rules of Order*, is defined as more than half of the votes cast, ignoring blanks and abstentions.
- K. **FACULTY MANUAL** refers to the University of Miami Faculty Manual's Faculty Government Charter.

## II. **School Council**

- A. **Duties and Responsibilities of the School Council.** The SCHOOL COUNCIL of the MHBS functions in accordance with Section A5.1 of the FACULTY MANUAL:

*The faculty of each school ... shall establish a Council as its executive agency. The voting members of the faculty of each school shall elect from their members a Council which shall have the following duties and responsibilities:*

*it shall act as the committee on academic planning, educational and research policy, and general welfare of the school;*

*it shall elect all committees of the school faculty;*

*it shall act as confidential counsel to the Dean of the school in any matter submitted by the Dean;*

*it or its' designee shall set the date and hour, and prepare the agenda for all regular meetings of the school faculty;*

*it shall include in the agenda any matter requested in writing by five percent of the voting faculty members of the school faculty; a majority of the voting faculty of a department; or any items or matters submitted by the Dean or his/her principal deputy;*

*it may make recommendations to the school faculty concerning proposed actions; it may act for the school faculty, as authorized annually by the school faculty, and report such actions at the next meeting of the school faculty.*

*The authority of the Council to elect committees of the school faculty in no way limits the authority of the Dean to appoint ad hoc committees from the school faculty to advise the Dean.*

The SCHOOL COUNCIL is authorized to approve additions, deletions, and modifications of existing curricula. New degree programs and deletions of existing programs are reviewed by the SCHOOL COUNCIL, with recommendations made to the VOTING FACULTY. The SCHOOL COUNCIL may designate a subcommittee to advise it on curricular issues.

- B. **SCHOOL COUNCIL Meetings, Required Notice, and Minutes.** The SCHOOL COUNCIL shall meet once per month during the academic year. Additional meetings may be called upon recommendation of a majority of SCHOOL COUNCIL members or by the Dean. Notice of SCHOOL COUNCIL meetings and agenda shall be distributed to Council members in a timely fashion, normally seven (7) working days before the date of the meeting. Approved

minutes shall be distributed to the MHBS FACULTY by the Speaker of the Council's designee (Secretary of the Council) within two weeks after approval by Council members.

- C. **Composition of SCHOOL COUNCIL.** The SCHOOL COUNCIL is composed of elected representatives from each of the academic departments within the MHBS. REGULAR FACULTY of each department shall elect that department's representative to the SCHOOL COUNCIL from the tenured ranks of the department. Full-time administrators, department chairs, and untenured faculty are not eligible to serve as School Council representatives. The SCHOOL COUNCIL may, however, provide for exceptions to these rules when a department is not able to meet such eligibility requirements. Pursuant to Section A5.3 of the FACULTY MANUAL, *the School Council shall yearly elect one of its' members to be the Speaker of the Council to preside at meetings of the Council; to represent the wishes of the faculty, to provide advice or recommendations to the Dean; and to administer the activities of the Council. Up to two Vice Speakers may be elected to assist the Speaker in all administrative duties, and will assume the duties of the Speaker in his or her absence. The Dean of the school will serve as a non-voting ex officio member of the Council except as may be necessary to break a tie vote. The Dean will attend at least one meeting each semester. All meetings of the Council will be open to UNIVERSITY FACULTY members of that school or college, except for executive sessions which will be attended only by elected members or in their absence, their alternates. The Council shall receive administrative support from the Office of the Dean, and a Secretary to the Council shall be employed to assist the Speaker and the Council in the conduct of its' activities.*
- D. **SCHOOL COUNCIL Member Terms.** Each member of the SCHOOL COUNCIL shall serve a term of three (3) years. Incumbents are eligible for re-election. Terms are staggered, with approximately one-third of the MHBS departments holding elections to SCHOOL COUNCIL each year. In accordance with Section A5.2 of the FACULTY MANUAL, *should a member of the Council resign or should a position for any other reason become vacant, a successor shall be chosen by the remaining members of the SCHOOL COUNCIL to serve for the unexpired term.*

### **III. Meetings of the REGULAR FACULTY**

- A. **Frequency.** At least one meeting of the REGULAR FACULTY shall be conducted each semester.
- B. **Setting the Agenda.** The SCHOOL COUNCIL or its designee shall prepare a provisional agenda to be circulated to the REGULAR FACULTY seven (7) calendar days before the scheduled date of the meeting. Other agenda items may be introduced from the floor as "new business" after discussion of the scheduled agenda.
- C. **Notice, Agenda, and Minutes.** The SCHOOL COUNCIL or its' designee shall distribute notice of REGULAR FACULTY meetings, agenda, brief supporting documents, and any other relevant documents at least seven (7) days before the scheduled date of the meeting and shall distribute minutes to the REGULAR FACULTY within fourteen (14) calendar days after the date of the meeting.

**D. Quorum and Voting at Meetings of the REGULAR FACULTY.**

1. *Procedure.* The School Council is responsible for conducting, supervising, and verifying school-wide elections and assuring their integrity, anonymity, and confidentiality. All voting at REGULAR FACULTY meetings shall be done by ballot.
2. *Quorum.* For purposes of voting at a meeting, a quorum shall consist of forty percent (40%) participation of the VOTING FACULTY. Any action proposed for approval by the VOTING FACULTY is effective only if passed by a MAJORITY of the quorum or in the case of an amended or new bylaw, by two-thirds of the quorum.
3. *Tabulation.* The Speaker of the Council shall designate two (2) members of the School Council to act as elections supervisors. The election supervisors will confirm the establishment of a quorum pursuant to this Section III.D, tabulate the votes, and certify the validity of the election. The elections supervisors shall report the elections results to the Speaker of the Council, who will announce the results to the entire electorate.

**E. Electronic Voting.** To ensure inclusiveness in voting, all school-wide elections may be conducted electronically.

1. *Procedure.* The School Council is responsible for conducting, supervising, and verifying school-wide elections and assuring their integrity, anonymity, and confidentiality. The School Council shall choose the communication system (such as the website or platform) and develop and approve each electronic ballot. At least ten (10) working days prior to the closure of the electronic polls, the School Council or its designee shall send an electronic ballot, along with any relevant supporting materials and a description of the issues on the ballot, to each VOTING FACULTY's official University e-mail address. During this period, faculty shall have the opportunity for deliberation and discussion. School and departmental meetings may be scheduled for the purpose of such discussions.
2. *Quorum.* For purposes of electronic voting, a quorum shall consist of forty percent (40%) participation of the VOTING FACULTY.
3. *Tabulation.* The Speaker of the Council shall designate two (2) members of the School Council to act as elections supervisors. The election supervisors will confirm the establishment of a quorum pursuant to Section III.D, tabulate the votes, and certify the validity of the election. The elections supervisors shall report the elections results to the Speaker of the Council, who will announce the results to the entire electorate.
4. *Other elections.* Provided that VOTING FACULTY are afforded adequate notice, anonymity, and the opportunity for deliberation, departmental, School Council, and standing committee elections within the School of Business may also be conducted electronically, at the discretion of their respective Chairs.

Nothing in this Section shall be read to abridge or circumvent the voting procedures outlined in this Section III, including the meeting frequency requirement in Section III.A and the quorum requirement in Section III.D.

**IV. Standing Committees**

A. Establishment of a new standing committee of the MHBS shall be established only by an affirmative vote of a majority of the VOTING FACULTY. Members of standing committees shall be appointed from the VOTING FACULTY by the School Council as stated in the FACULTY MANUAL, A5.1. The Dean, Vice Deans, Associate Deans, and Assistant Deans are ineligible to vote in the standing committees.

B. The following are the standing committees of the MHBS:

1. Undergraduate Business Education Committee

Charge: To review the academic and financial aspects of all undergraduate curricula including existing and proposed majors, minors, and programs, and to make recommendations thereupon to the SCHOOL COUNCIL. The Vice Dean for Undergraduate Business Education shall serve as a non-voting, ex-officio member of the committee.

2. Graduate Business Education Committee

Charge: To review the academic and financial aspects of all graduate curricula including existing and proposed programs, and to make recommendations thereupon to the SCHOOL COUNCIL. Each existing graduate program must be comprehensively reviewed every five (5) years, with a recommendation report made to the SCHOOL COUNCIL concerning its' status. The Vice Dean for Graduate Business Education shall serve as a non-voting, ex-officio member of the committee.

3. Committee on Doctoral Programs in Business

Charge: To review the academic and policy issues relevant to MHBS doctoral programs, to act as liaison with the University Graduate School regarding evaluation of MHBS doctoral programs and conformity with the University Graduate School's policies and procedures, to make admissions decisions, to make curriculum decisions, to approve supervisory and dissertation committees, and other matters specified by the SCHOOL COUNCIL.

4. MHBS Budget And Facilities Committee

Charge: To represent the needs of the MHBS REGULAR FACULTY in setting budgetary priorities and facility enhancements annually for the school. Volunteers for the Committee will be solicited from the non-administrative regular faculty. The committee's primary function will be to solicit views from the REGULAR FACULTY taking into consideration research, teaching, and developmental needs to ensure that budgetary decisions and facility upgrades are prioritized effectively. After collecting input from faculty, the committee will make recommendations on key priorities. MHBS staff may be asked to attend committee meetings and/or provide requested information.

A report of the committee's recommendations will be presented to the School Council at least once annually. The Dean will respond to these recommendations at the Council meeting prior to the REGULAR FACULTY meeting in the spring. Both the Committee's report and the Dean's response will be shared with the regular faculty at the scheduled meeting of the REGULAR FACULTY during the spring semester.

5. Committee on Promotion and Tenure

The standing committee on Promotion and Tenure (P&T COMMITTEE) shall deliberate and vote on mid-term reviews, promotion and tenure cases, and “special reviews” of non-tenure track educator and research faculty in the MHBS. Its recommendations shall be transmitted to the Dean and become part of the candidate’s formal file.

- A. *Composition of the P&T COMMITTEE.* The P&T COMMITTEE shall be composed of one elected member holding the rank of Professor from each academic department in the Miami Herbert Business School (“Members”). REGULAR FACULTY of each department shall elect one full-time tenured Professor of their respective department by secret ballot. Full-time administrators and department chairs are not eligible to serve as Members. Departments that do not have at least one eligible faculty member pursuant to Section B below shall not elect a Member. The P&T Committee Members shall elect a member to serve as Chair. No administrators or guests shall be present at the meetings unless requested by Members to answer questions.
- B. *P&T COMMITTEE Member Term.* Members shall serve a term of three (3) years. Members may be elected to consecutive terms.
- C. *Meeting Agenda and Notice.* Notice of the meeting date/time/location shall be arranged by the secretary of the Dean to ensure maximum participation of members, and the agenda (with a listing of all cases) shall be distributed at least ten (10) business days prior to the meeting date. The Dean or his/her designee shall retain the files for all candidates and make them available to the MEMBERS at least seven (7) business days prior to the P&T COMMITTEE meeting.
- D. *Quorum.* For the purposes of the P&T COMMITTEE, a quorum shall consist of five (5) Members, not including any non-Member administrator or guest. Physical presence shall be required.
- E. *Procedure of P&T COMMITTEE Meetings and Voting.* At the meeting, the Committee Chair shall objectively present each case. Because no one should vote twice on the same tenure or promotion case, Members who have previously voted or deliberated on a candidate shall recuse themselves by leaving the meeting. Any Member may request that one or more recused Members return to the deliberation room to answer questions.

After each case presentation, all Members present who are not recused shall deliberate and vote. Voting shall occur by secret ballot. Absentee ballots and proxy voting are not permitted. The P&T COMMITTEE shall select two (2) Members to count the ballots and announce the results to the entire committee assembled.

- F. *Recommendations of the P&T COMMITTEE.* Within ten (10) business days after the conclusion of the meeting, the Committee Chair shall circulate summaries of each case discussion and vote to the entire P&T COMMITTEE for its review and approval. The P&T COMMITTEE shall transmit a final written report of its recommendations and votes to the Dean. This report shall become a permanent part of the candidate’s formal file through all subsequent stages of review.

## 6. Academic Integrity Committee

The Committee's purpose is to hear alleged violation cases of the Academic Integrity Policy for both undergraduate and graduate students. In doing so, the committee shall determine the facts of a given case; examine the results of any investigation revealing documentary evidence and statements from witnesses; and, upon finding a violation of this Academic Integrity Policy, shall recommend appropriate sanctions. Detailed information on this process may be found in the Undergraduate Academic Integrity Policy and the Herbert School of Business Graduate Academic Integrity Policy.

Five members of the regular faculty (with three alternates), nominated by Department Chairs, will be appointed by the School Council to serve a staggered two-year term. Vice Deans for the respective undergraduate/graduate program will serve as ex officio members of the committee ensuring that all facts and data are collected. Should a tie occur in the committee's decision, the respective Vice Dean will serve as the official tiebreaker. Each year, the committee shall report on the number of cases received and the recommended outcomes at a meeting of the School Council and at a scheduled meeting of the Department

## 7. Academic Standards Committee

The Committee's purpose is to enforce the Miami Herbert Business School Academic Performance Policy regarding the minimum cumulative grade point average (GPA) that students are required to maintain throughout their program. The Academic Standards Committee shall evaluate at the end of each term the performance of a student whose GPA has fallen below the required minimum. The Committee will determine if continuation in a probationary status is allowable.

Two members of the regular faculty (with one alternate), nominated by Department Chairs, will be appointed by the School Council to serve a staggered two-year term. Vice Deans for the respective undergraduate/graduate program will serve as ex officio members of the committee ensuring that all facts and data are collected. Should a tie occur in the committee's decision, the respective Vice Dean will serve as the official tiebreaker. Each year, the committee shall report on the number of cases received and the recommended outcomes at a meeting of the School Council and at a scheduled meeting of the Department Chairs. Due to the variation in standards for the undergraduate and graduate programs, there will be one undergraduate committee and one graduate committee.

## V. Review of Vice Deans and Dean's Senior Staff

- A. Review of the Vice Deans and Dean's Senior Staff. Annually, the elected members of the School Council shall solicit the views of the school's REGULAR FACULTY regarding the performance of each of the MHBS's Vice Deans as well as any other Senior Staff member who may impact the general welfare of the faculty. The elected members of the School Council shall develop an appropriate feedback instrument and shall give the REGULAR FACULTY ten working days to complete the assessment. The REGULAR FACULTY's

expressed views shall be obtained anonymously and confidentially, as advisory information for the Dean. Summaries for each of the Vice Deans and for each senior administrator reviewed shall be confidentially compiled by an ad hoc committee appointed by the School Council. These summaries will then be transmitted to the Dean with copies to each of the individuals for whom review information was collected.

**VI. Departmental Matters**

- A. Appointment of Department Chairs.** The appointment of Chairs shall be in accordance with section A13.2 of the FACULTY MANUAL:

*The Chair of each department ... shall be appointed after consultation as follows: the Consultative Committee for the appointment of Department Chair shall consist of all voting members of the department faculty... The Consultative Committee shall initially be convened by the appointing agent and shall elect its' own Chair. Nominations for the position of Chair may be made by the Dean and by members of the Consultative Committee. Normally, consistent with the information provided by the Consultative Committee, but also exercising judgment relative to the effect of the appointment on the general welfare of the department, school, University, and profession, the Dean of the school shall appoint Department Chairs.*

Voting procedures for a Department Chair are outlined in FACULTY MANUAL, section C20.8.2:

*[t]he appropriate VOTING FACULTY shall be assembled to consult on the matter. Notice shall be sent in writing not less than five academic days prior to the meeting and shall include the names of the candidates to serve as a new chair. The VOTING FACULTY shall then vote by secret ballot which shall be counted by two designated members of the voting faculty, and the results announced to the electorate. Section C20.8.3 of the FACULTY MANUAL provides: A School may, by written bylaw, provide for other means of obtaining assent or advice from the faculty...provided these means accord and equivalent degree of notice, opportunity for interactive discussion, voting anonymity, and verification of results...A bylaw provision authorizing these procedures becomes effective upon approval by the Faculty Senate.*

SBA Bylaw III.E allows for electronic voting in this instance, when considered necessary by the VOTING FACULTY.

- B. Department Chair Reviews.** Annually, the Dean shall solicit the views of the department's REGULAR FACULTY regarding the performance of its Chair. The REGULAR FACULTY'S views shall be anonymous, confidential, and advisory to the Dean.
- C. Role of the Department Chair.** The responsibilities of the Chair of a department are listed in the FACULTY MANUAL, Section A12.1.

*The chair of a department is responsible to the dean of the school and to the faculty of the department for all matters relating to its educational, research, professional, and administrative affairs. In these matters the chair is the representative, through the dean, of the President and also of the department faculty and is responsible for the observance by the department of the general policies of the school and the University. The chair of a department shall prepare and transmit recommendations and actions of the department to the appropriate agencies and may also transmit independent recommendations on such matters. The chair shall continually evaluate the educational, research, professional, and administrative activities of the department and formulate plans for its future development. The chair is expected to provide leadership for the development of the department and for the improvement of its faculty and curriculum. The chair shall keep the dean informed on all department matters of concern to the school. The chair shall preside at meetings of the department faculty.*

Department Chairs are deemed to spend fifty percent (50%) of their time on administrative matters.

Note also, A14.5 of the FACULTY MANUAL (**Annual Salary and Performance Review**): *chairs of each department... shall review annually each member of the University Faculty in that department. Such reviews shall be based upon a systematic evaluation of the faculty member's performance in the past year, and shall include counseling to the faculty member on correcting any deficiencies identified. Unless the faculty member prefers otherwise, the chair shall discuss the evaluation with each faculty member. For faculty members with tenure-earning appointments, the review shall also be provided to the faculty member in writing. All other members of the University Faculty shall receive on request a written summary of their own review and of any available previous years' written reviews. Each dean shall report annually to the Executive Vice President and Provost when the review of all members of the faculty under the dean's purview has been completed consistent with established University procedures. The Annual Salary and Performance Review is complete when the dean advises the Executive Vice President and Provost of the recommendations concerning salary.*

- D. **Establishing Departments.** If petitioned by five (5) or more VOTING FACULTY, the SCHOOL COUNCIL shall consider and make recommendations regarding the establishment of a MHBS department. The SCHOOL COUNCIL shall not recommend the establishment of a MHBS department to the VOTING FACULTY without an affirmative vote of two-thirds (2/3) of the entire SCHOOL COUNCIL. A MHBS department, as recommended by the SCHOOL COUNCIL, shall be established only upon an affirmative vote of two-thirds (2/3) of the VOTING FACULTY in a regularly-scheduled meeting of the REGULAR FACULTY or through electronic balloting, as authorized in MHBS Bylaw III.E.
- E. **Disestablishing, Merging, or Restructuring Departments.** If petitioned by five (5) or more VOTING FACULTY, at least one (1) of whom holds an appointment in each of the affected departments, the SCHOOL COUNCIL shall study and the COUNCIL's study shall include, but not be limited to, a discussion with, and a vote of, the VOTING FACULTY of the

affected department(s). The SCHOOL COUNCIL shall not recommend the disestablishment, merger, or restructuring of any MHBS department(s) to the VOTING FACULTY without an affirmative vote of two-thirds (2/3) of the entire SCHOOL COUNCIL. The disestablishment, merger, or restructuring of any MHBS department(s), as recommended by the SCHOOL COUNCIL, shall become effective only upon an affirmative vote of two-thirds (2/3) of the VOTING FACULTY in a regularly-scheduled meeting of the REGULAR FACULTY or through electronic balloting as authorized in SBA Bylaw III.E.

- F. **Transferring Faculty Members into a MHBS Department.** No faculty member may be added to, or transferred into, a SBA department without an affirmative vote of two-thirds (2/3) of the VOTING FACULTY of the receiving department holding rank equal to or higher than the rank of the individual involved. This clause shall not apply to persons hired from outside of the University of Miami, or for transfers within the MHBS.
  
- G. **Voting Rights Within Departments.** Only VOTING FACULTY are eligible to vote on departmental matters. Note C11.1 of the FACULTY MANUAL (**Initial Appointment**): *The entire REGULAR FACULTY of a department are entitled to vote on each new appointment.*
  
- H. **Voting Rights on Appointments and Special Reviews of Educator and Research Faculty.** As stated in C11.1 of the FACULTY MANUAL, the entire REGULAR FACULTY of a department are entitled to vote on all new appointments (including the hiring of RESEARCH and EDUCATOR FACULTY). The RESEARCH FACULTY and EDUCATOR FACULTY are subject to Special Reviews for the purposes of reappointment and promotion (C13.2 Faculty Manual). Such reviews shall be undertaken by the REGULAR FACULTY of equal or superior rank to the candidate.

## VII. Electing MHBS Representative(s) to the Faculty Senate

The following is the procedure for electing the MHBS representative(s) to the Faculty Senate. An email will be sent to all nonexempt tenured members of the VOTING FACULTY, excluding the Dean, Vice Deans, Associate Deans, and Assistant Deans, asking for volunteers to serve a three-year term as a Faculty Senator. The list of all tenured members of the faculty who volunteer for this service shall then constitute the slate from which the eligible VOTING FACULTY shall elect the requisite number of senators and an equal number of alternates.

## VIII. Dean Search

- A. **Selection of Nominees for the Dean Search Committee.** In accordance with Section A13.3 of the FACULTY MANUAL, all REGULAR FACULTY are eligible to serve on the Dean Search Committee. In response to the appointing authority's request for nominations, the MHBS shall submit a list of REGULAR FACULTY members, nominated by MHBS departments, consisting of no fewer names than the total number of members to be appointed. It is anticipated that each department will submit only one nominee. If the

number of nominations requested by the appointing authority exceeds the number of MHBS departments, each of the larger departments as measured by total REGULAR FACULTY shall submit one additional nomination, up to the requisite number of nominations. The SCHOOL COUNCIL, or its' designee, shall submit the list of MHBS nominees to the appointing authority.

- B. **Faculty Involvement in Search for a New Dean.** In accordance with Section A13.3 of the FACULTY MANUAL, the MHBS (REGULAR) FACULTY shall have the opportunity to meet with all dean candidates invited to campus. After all prospective candidates have visited campus for their formal visit, the School Council on behalf of the Search Committee shall solicit the views of the MHBS REGULAR FACULTY through the use of an anonymous survey. The results of the survey shall be summarized by an ad hoc committee of the School Council, and then, forwarded to the Search Committee Chair and to all MHBS members serving on the Search Committee. This step shall take place prior to the committee's recommendation of a candidate to the hiring authority. Should any member of the regular faculty be interested in the survey summary, they may request, through the School Council speaker, a meeting to review the confidential document. As noted in the Faculty Manual, Section A13.3, "Should the Search Committee's opinion differ from that of the Faculty of the School, the Committee shall specifically explain the reasons to the appointing authority and the Faculty. The appointing authority shall explain the decision to the Faculty of the School."

## IX. Amendment, Construction, and Interpretation of these Bylaws

- A. **General Interpretation.** These Bylaws are to be interpreted and construed in conformity with the FACULTY MANUAL; in the event of any ambiguity or conflict, the FACULTY MANUAL controls. Except where preempted by these Bylaws, the current edition of *Robert's Rules of Order* shall be the authority for parliamentary procedure governing the conduct of the meetings discussed herein, including but not limited to, meetings of the REGULAR FACULTY, special meetings of the REGULAR FACULTY, meetings of the SCHOOL COUNCIL, and meetings of the standing committees.
- B. **Amendment of Bylaws.** These Bylaws can be amended at any regularly scheduled meeting of the REGULAR FACULTY at which a quorum of the VOTING FACULTY is present, provided that notice of intention to amend has been given on the published agenda. Proposed amendments become effective only if passed by an affirmative vote of two-thirds (2/3) of the quorum.