BYLAWS
CHARLES DREW UNIVERSITY OF MEDICINE AND SCIENCE
COLLEGE OF MEDICINE

Revised: September, 2009

Preamble: This revision of the Bylaws shall become effective immediately upon adoption and shall supersede any and all previous Constitution and Bylaws of this, the Faculty of the College of Medicine of the Charles Drew University of Medicine and Science.

CHAPTER I – NAME

The name of this organization shall be the Faculty of the College of Medicine (henceforth referred to as “the Faculty”) of the Charles Drew University of Medicine and Science (henceforth referred to as “the University”).

CHAPTER II – MEMBERSHIP

Section 1. All persons having faculty appointments to the college are members of the faculty.

Section 2. Faculty appointments are made in accordance with the Faculty Appointments and Promotions Criteria and Definitions.

Section 3. Deans, associate deans, and assistant deans must have or obtain faculty appointments made through the College of Medicine faculty appointments process.

CHAPTER III – MISSION, VISION, AND GOALS

Section 1. Mission:

To conduct education, research and clinical services in the context of community engagement to train leaders who promote wellness, provide health care with excellence and compassion, and transform the health of diverse and underserved communities.

Section 2. Vision:

To become a premier mission-based medical school in the nation, recognized for academic excellence and for producing leaders in medical research, education and health care delivery to improve outcomes in diverse underserved and disadvantaged communities.
Section 3.  Goals:

A.  To represent the faculty in the shared-governance of the College of Medicine.
B.  To make transparency a top priority of the organization with clear delineation of responsibility and accountability at all levels.
C.  To maintain a system of fair elections for officers of the organization.
D.  To recruit, appoint, retain and promote a faculty composed of individuals who carry out creative, educational and/or clinical program development for the underserved or biomedical research, or both.
E.  To adjudicate faculty grievances in a fair and impartial manner.
F.  To adhere to traditional principles and practice of academic freedom and peer faculty governance.
G.  To assist investigators in conducting basic, applied and translational research with a special emphasis on advancing the state of understanding about underserved populations and to establish research support systems.
H.  To develop a system of academic health care services with an emphasis on primary care and community service.
I.  To identify and admit students of the highest academic caliber who will carry out the mission of the College of Medicine and the University.
J.  To foster the progress and assist in the retention and matriculation of all qualified students.
K.  To create a broad array of educational programs, each of which trains people to respond to the needs of underserved populations with competence and compassion.
L.  To foster collaboration with the Academic Senate and the faculty governing bodies of the other colleges, institutes and centers of the University.
M.  To assist the administration of the University in academic planning and program evaluation.
N.  To assist the Board of Trustees and the administration of the University to recruit, evaluate and retain institutional officers.

Section 4.  Relationship to Others:

The Faculty Executive Board of the College of Medicine is an entity made up solely of faculty members of the College. It is a forum for “shared governance” and is the highest elected forum for faculty matters within the College; for matters that are university-wide, it is secondary only to the Academic Senate. It exercises the College faculty’s influence on matters of institutional policy, both academic and administrative, and is advisory to the Dean.
CHAPTER IV – FACULTY EXECUTIVE BOARD

Section 1. Composition:

The Faculty Executive Board will be composed of 12 members of the faculty of the College of Medicine.

Section 2. Membership:

Membership on the Faculty Executive Board will be as follows:

A. Chair
B. Vice Chair
C. Four (4) Research faculty members
D. Four (4) Clinical/Educator faculty members
E. Two (2) Faculty elected by and represented by the COM Department Chairs
F. Ex-Officio non-voting members
   a. Chairs of the standing committees
   b. Dean, Associate Deans, and Assistant Deans of the College of Medicine

Section 3. Support:

Administrative support is provided to the Faculty Executive Board and its committees by the Office of Associate Dean for Faculty Affairs of the College of Medicine.

CHAPTER V – AUTHORITY

Section 1. Functions:

The functions of the Faculty Executive Board are:

A. To consider and act upon, on behalf of the faculty of the College of Medicine acting through its own departmental governance structures, matters relating to academic policy and faculty conduct at the University, as they pertain to the College or its discipline;
B. To serve as the official forum and voice of the College of Medicine faculty members; and
C. To consider, on behalf of the College of Medicine faculty, other matters of general University-wide policy affecting and concerning College faculty members, and to make recommendations thereon through appropriate governance channels.
Section 2. Responsibility:

A. Extent

The Faculty Executive Board has the responsibility to represent, articulate, initiate, and act on the academic and professional interests of the College of Medicine faculty. It is authorized to consider, discuss, and decide matters of academic policy within the province of the faculty, with the oversight by the Dean. The COM Faculty Executive Board is delegated by the COM Dean. The following areas are considered within the province of the faculty of the College of Medicine: curricula, appointments and promotions, granting doctor of medicine degrees and resident certification, admission of candidates for doctor of medicine degrees and postgraduate certification, research, the College of Medicine academic plan, and faculty governance.

CHAPTER VI – OFFICERS

Section 1. Number and Title:

The officers of this organization shall be a Chairperson (hereinafter Referred to as “the Chair”) and a Vice Chairperson (hereinafter referred to as “the Vice Chair”)

Section 2. Nomination and Election:

The nominating committee shall be composed of the 2 representatives of the Research faculty and 2 representatives of the Clinical/Educator faculty who are presently in the second year of his/her term on the Faculty Executive Board.

The nominating committee shall present a slate of not fewer than one nominee nor more than three nominees for each office to be filled.

Election shall be by secret mail ballot of the College of Medicine Faculty as a Whole, in accordance with the adopted parliamentary authority.

A mail ballot shall be sent to each voting member of the Faculty as a Whole at least two weeks prior to the Fall meeting of the Faculty as a Whole. Ballots shall be returned by conventional mail or e-mail to an elections committee composed of at least five members of the Faculty as a Whole, appointed by the Chair, with the approval of the Faculty Executive Board, to process the returned ballots and report the results to the Fall meeting of the Faculty as a Whole.

Section 3. Terms:

The officers shall be elected for a term of two years and may serve no more than two terms consecutively. Additional series of terms may be served after a minimum of two years interruption.
Section 4. Duties:

A. The Chair shall:
   1. Be the executive officer and elected spokesperson of the faculty;
   2. Receive reports from all committees of the Faculty Executive Board;
   3. Review for approval all minutes from meetings of the Faculty Executive Board or the Faculty as a Whole, prior to submitting them for approval to the Faculty Executive Board or the Faculty as a Whole respectively;
   4. Be an ex-officio non-voting member of all committees of the Faculty Executive Board;
   5. Preside over meetings of the Faculty Executive Board and the Faculty as a Whole without vote, except in case of a tie vote, the Chair of the Faculty Executive Board may cast a tie breaking vote.

B. The Vice Chair shall, in the absence of the Chair, assume all duties and functions of that office.

CHAPTER VII – FACULTY REPRESENTATIVES

Section 1. Number and Title:

The faculty shall be represented on the Faculty Executive Board by 10 members as follows:

A. Research Faculty:
   1. Four (4) members of the research faculty shall be elected by the research faculty.

B. Clinician/Educator Faculty:
   1. Four (4) members of the clinical/educator faculty shall be elected by the clinical/educator faculty

C. COM Department Chair Faculty
   1. Two (2) COM Department Chairs shall be elected by the COM Department Chairs

Section 2. Nomination and Election:

The nominating committee shall be composed of the 2 representatives of the research faculty and 2 representatives of the clinical/educator faculty who are presently in the second year of his/her term on the Faculty Executive Board.
The nominating committee shall present a slate of not fewer than two (2) nominees nor more than six (6) nominees for each of the faculty representative constituencies (research faculty, clinical/educator faculty) to be filled.

The nominating committee shall present a slate of not fewer than one (1) nominee nor more than three (3) nominees for each of the COM department chair representative positions to be filled.

Election shall be by secret mail ballot of the College of Medicine Faculty as a Whole, in accordance with the adopted parliamentary authority.

A mail ballot shall be sent to each voting member of the Faculty as a Whole at least two weeks prior to the Fall meeting of the Faculty as a Whole. Ballots shall be returned by mail to an elections committee composed of at least five members of the Faculty as a Whole, appointed by the Chair, with the approval of the Faculty Executive Board, to process the returned ballots and report the results to the Fall meeting of the Faculty as a Whole.

Section 3. Terms:

A. The first election of representatives under these new Bylaws (Fall, 2009) shall elect faculty representatives as follows:
   1. Two (2) Research Faculty for a two-year term each;
   2. Two (2) Research Faculty for a one-year term each;
   3. Two (2) Clinical/Educator Faculty for a two-year term each;
   4. Two (2) Clinical/Educator Faculty for a one-year term each;
   5. One (1) COM Department Chair for a two-year term;
   6. One (1) COM Department Chair for a one-year term.

B. Election of faculty representatives beginning in the Fall of 2010 and thereafter shall be staggered, such that each year, each faculty constituency group elects half of its representatives (i.e., 2 representatives from each faculty constituency group and 1 COM department chair representative).

C. The faculty representatives shall be elected for a term of two years and may serve no more than two terms consecutively. Additional series of terms may be served after a minimum of two years interruption.

Section 4. Duties:

The faculty and COM department chair representatives shall

A. Have 1 vote each at the meetings of the Faculty Executive Board

B. Represent their faculty constituency group in matters before the Faculty Executive Board.
C. Be the liaison from the Faculty Executive Board to the faculty constituency group

D. When called upon, shall represent the College of Medicine before the Academic Senate and the faculty governing bodies of the other colleges, institutes and centers of the University

E. Serve on the Faculty Executive Board nominating committee in the second year of their term.

1. For the first election under these new bylaws (Fall, 2009) the members of the Nominating Committee will be the representatives elected to a one-year term

CHAPTER VIII – MEETINGS

Section 1. Faculty as a Whole:

A. Semi-Annual Meetings:

1. Spring meeting (March-April);
2. Fall meeting (September-October);
3. The semi-annual meetings of the Faculty as a Whole will occur by action of the Faculty Executive Board setting the time, date and place of such meetings.

B. Special Meetings: Special meetings may be convened at the call of the Chair with approval of one-fourth of the Faculty Executive Board, or by a petition of at least one-fourth of the Faculty as a Whole

C. Notice of Meetings: Notice of special meetings shall be given at least 5 days prior to said meeting.

D. Presiding Officer: The Chair of the Faculty Executive Board (or in the Chair’s absence, the Vice Chair) shall preside at all meetings of the Faculty as a Whole.

E. Quorum: 20% of the membership of the Faculty as a Whole shall constitute a quorum.

F. Adjournment of meetings: Once a quorum is present, a meeting may continue and need not be adjourned, notwithstanding the withdrawal of the number of members necessary to constitute a quorum.

G. Participation of Staff or Non-Members: At the discretion of the Chair, or majority of the Faculty as a Whole, present and voting, administrative staff and non-members of the Faculty as a Whole may participate in the meetings of the Faculty as a Whole without vote.

1. The University President, and/or other members of the University Executive Council who are not members of the College of Medicine faculty may be invited to attend meetings of the Faculty Executive Board without vote.

H. Voting Rights: All persons having faculty appointments to the College of Medicine have voting privileges.
I. Voting Requirements: Official action of the Faculty as a Whole shall require approval of those eligible members present and voting. In case of a tie vote, the Chair may cast a tie breaking vote. Proxy voting shall not be permitted.

Section 2. Faculty Executive Board:

A. Regular Meetings: Regular meetings of the Faculty Executive Board shall be held on the second Tuesday of each month, at 5:30 PM, unless that day falls on a holiday, in which case it shall be held on the following Tuesday. The meetings shall be open to all faculty members of the College of Medicine.

B. Special Meetings: Special meetings of the Faculty Executive Board may be convened at the call of the Chair with approval of one-fourth of the Faculty Executive Board, or by a petition of at least one-fourth of the faculty as a whole.

C. Notice of meetings: Routine notice of regular Faculty Executive Board meetings is not necessary. Notice of special meetings or special subjects at routine meetings shall be given at least five days prior to said meeting.

D. Presiding officer: The Chair of the Faculty Executive Board (or in the Chair’s absence, the Vice Chair) shall preside at all Faculty Executive Board meetings.

E. Quorum: One half of the membership of the Faculty Executive Board shall constitute a quorum.

F. Adjournment of meetings: Once a quorum is present, a meeting may continue and need not be adjourned, notwithstanding the withdrawal of the number of members necessary to a quorum.

G. Participation of Staff or Non-Members:

1. At the discretion of the Chair, or of the majority of the Faculty Executive Board present and voting, administrative staff and non-members of the Faculty Executive Board may participate in the meetings of the Faculty Executive Board, without vote.

2. The Dean, Associate Deans, and Assistant Deans of the College of Medicine shall be invited to participate in meetings of the Faculty Executive Board without vote.

3. The University President, and/or other members of the University Executive Council who are not members of the College of Medicine faculty may be invited to attend meetings of the Faculty Executive Board without vote.

4. The Chairs of all committees of the Faculty Executive Board of the College of Medicine are expected to give reports at the monthly meetings of the Faculty Executive Board.

H. Voting Rights:

I. All persons having faculty appointments to the College of Medicine may vote on faculty issues or serve on committees of the Faculty Executive Board.
Voting Requirements: Official action of the Faculty Executive Board shall require approval of a majority of those eligible members present and voting at a duly called meeting of the Faculty Executive Board. In case of a tie vote, the Chair of the Faculty Executive Board may cast a tie breaking vote. Proxy voting shall not be permitted.

CHAPTER IX – REFERENDUM

In the event that the College shall be required to conduct a referendum of the COM Faculty as a whole, the Faculty Executive Board shall superintend such a referendum and report the results on behalf of the College of Medicine.

CHAPTER X – STANDING AND SPECIAL COMMITTEES

Section 1. The Standing Committees of the Faculty Executive Board shall be:

A. Faculty Appointments and Promotions
B. Educational Policy and Curriculum
C. Medical Student Admissions
D. Faculty Concerns and Grievance
E. Medical Student Promotions
F. Nominating and Elections

Section 2. Special Committees:

Special committees (i.e., Ad Hoc Committees and Task Forces) may be appointed, as the need arises, by the Chair with approval of the Faculty Executive Board. Prior to the creation of each such special committee, the following must be clearly articulated in writing:

A. A written charge
B. Specific outcomes or product to be delivered
C. Beginning date and expected date of sunset
D. Appointment of a chair for the special committee
E. Identification of support/administrative staff (if needed)
F. Identification and approval of budget resources (if needed)

Section 3. General:

A. Eligibility: All members of the faculty are eligible to serve on standing or special committees.
B. Appointment: Committee members are appointed for a two-year term by the Chair of the Faculty Executive Board in consultation with Faculty Executive Board and the Offices of the Dean of the College of Medicine. They may serve two terms consecutively. An additional series of terms is permissible after a minimum of two years interruption of service on that committee.

C. Chairs: Standing committee chairs are appointed for a two-year term by the Chair of the Faculty Executive Board in consultation with Faculty Executive Board and the Offices of the Dean of the College of Medicine. They may serve two terms consecutively. An additional series of terms is permissible after a minimum of two years interruption of service on that committee.

D. Reports: The Chair of each standing committee shall present an oral report and written summary at the semi-annual meetings of the Faculty Executive Board.

E. Authority: Standing committees derive their authority from these bylaws and are guided by the committee manual approved by the Faculty Executive Board,

F. Accountability: Standing committees are directly accountable to the Faculty Executive Board.

CHAPTER XI – DISSOLUTION

In case of dissolution, this organization shall be dissolved in accordance with California State Law, the Internal Revenue Code of the United States, and other applicable statutes.

CHAPTER XII – PARLIAMENTARY AUTHORITY

The current edition of Robert’s Rules of Order Newly Revised shall be the authority for any procedure not specifically covered in these bylaws, special rules of order, or policies of the College of Medicine. The Faculty as a Whole, the Faculty Executive Board officers and representatives, Committee Chairs and members, the Dean, Associate and Assistant Deans and all who participate agree to abide by these rules at all duly constituted meetings of the College of Medicine.

CHAPTER XIII – AMENDMENTS

Section 1. These bylaws may be amended by a 2/3 vote of those members present and voting at any duly called meeting, or by referendum, provided previous notice has been sent to all members to the Faculty as a Whole at least 15 days prior to the meeting.
Section 2. Proposed amendments to the Bylaws shall be submitted in writing to the Bylaws committee at least 45 days prior to the meeting where the proposed amendments are to be considered.

Section 3. A Bylaws committee shall be constituted to put the proposed amendment in proper form and distribute copies to the Faculty as a Whole at least 15 days prior to the meeting where the amendment is to be considered.

Section 4. Proposed amendments may be submitted by any member of the Faculty as a Whole.

Section 5. Any amendment, to be presented for action, shall be accompanied by a written argument stating the reason/s for introducing the amendment and stating what fault it seeks to correct. Any amendments made necessary by the law shall be made by the Faculty Executive Board at any duly constituted meeting, whenever such necessity arises.

CHAPTER XIV – ADOPTION

This revision of the Bylaws shall become effective immediately upon adoption and shall supercede any and all previous Constitution and Bylaws of this, the Faculty of the College of Medicine of the Charles Drew University of Medicine and Science.