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 R. Drew University of Medicine and Science.

CHAPTER I – NAMES

The name of this organization shall be the Faculty of the College of Medicine (henceforth referred to as “the Faculty”) of the Charles R. Drew University of Medicine and Science (henceforth referred to as “the University”). The duly recognized governing body of the organization is the “Faculty Executive Board” (also referred to as “the FEB”), which exercises delegated authority from and on behalf of the Faculty.

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 of the College of Medicine.

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:

The College of Medicine mission is to conduct education, research, and clinical service in the context of community engagement in order to train physician leaders who promote wellness, who provide care with excellence and compassion, and who are committed to transforming the health of diverse and underserved communities.

Section 2. Vision:

The College of Medicine vision is to establish a 21st century mission-based medical school recognized for academic excellence and for producing physician leaders who improve health outcomes in diverse and underserved communities.
Section 3. Goals:

The College seeks to establish the premier mission-based medical school in the nation by building upon a 40 year history of mission-focused Graduate Medical Education and an effective and highly successful 30 year medical education partnership between CDU and UCLA in order to develop an innovative, high-performing program that will educate a diverse workforce and increase the pool of physicians who are both committed and uniquely trained to provide high quality patient-centered, culturally-sensitive, evidence-based care to diverse populations and underserved communities.

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 Faculty Executive Board.

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 in shared governance 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. 4 Research faculty members
D. 4 Clinical/Educator faculty members
E. 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 authority and responsibility is delegated by the Faculty and recognized 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. Nominations and Elections:

The Nominations and Elections committee shall be composed of 2 representatives of the Research faculty and 2 representatives of the Clinical/Educator faculty on the Faculty Executive Board, plus one faculty member at large who is not a member of the FEB. FEB representatives who are running for elected office on the FEB or for the COM representative to the Legislative Council of the Academic Senate can not serve on the Nominations and Elections committee. In such cases, the Chair of the FEB may appoint one of the other members of the FEB or the faculty at large.

The nominating committee shall solicit nominations for officers from the faculty at large, confirm the eligibility of nominees to serve in the pertinent office, and 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 ballot of the College of Medicine Faculty as a Whole, [in accordance with the adopted parliamentary authority].

A 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 to the Nominations and Elections committee composed of at least five members, appointed by the Chair, with the approval of the Faculty Executive Board, to process the returned ballots and report the results to the next 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, and of the Legislative Council of the Academic Senate;
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 Faculty as a Whole.

B.   Clinician/Educator Faculty:

1.   Four (4) members of the Clinical/Educator faculty shall be elected by the Faculty as a Whole.

C.   COM Department Chair Faculty

1.   Two (2) COM Department Chairs shall be elected by the Faculty as a Whole.

Section 2.   Nomination and Election:

The nominating and election committee shall be composed of the 2 representatives of the Research faculty and 2 representatives of the Clinical/Educator faculty of the Faculty Executive Board, and 1 at-large representative from the faculty as a whole who is not a member of the FEB.
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 ballot of the College of Medicine Faculty as a Whole, in accordance with the adopted parliamentary authority.

A 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 to the Nominations and Elections committee composed of at least five members, appointed by the Chair, with the approval of the Faculty Executive Board, to process the returned ballots and report the results to the next meeting of the Faculty as a Whole.

Section 3. Terms:

A. There will be annual elections of faculty representatives to the FEB as follows:
   1. 2 Research Faculty for a two-year term each;
   2. 2 Clinical/Educator Faculty for a two-year term each;
   3. 1 COM Department Chair for a two-year term;

B. Elections of faculty representatives are staggered, such that each year half of its representatives are elected (i.e., 2 representatives for 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 Clinical/Educator faculty representatives, the Research Faculty representatives, 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, if appointed by the FEB Chair.
CHAPTER VIII – MEETINGS

Section 1. Faculty as a Whole:

A. Semi-Annual Meetings:
   1. Spring meeting;
   2. Fall meeting;
   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 7 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 Others: At the discretion of the Chair, with the concurrence of the majority of the members of the FEB, present and voting, other individuals who are not members of the faculty 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 should be held monthly, and must be held at least on a bi-monthly basis (6 meetings annually). Two of the meetings may be held in conjunction with a meeting of the Faculty as a Whole. 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 seven 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 Others:
   1. At the discretion of the Chair, or of the majority of the Faculty Executive Board present and voting, other individuals who are not members of the faculty may participate in the meetings of the Faculty Executive Board, without vote.
   2. Ex Officio Members
      The Dean, Associate Deans, and Assistant Deans of the College of Medicine may be invited to participate in meetings of the Faculty Executive Board without vote.

   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: The following are the voting members of the FEB: Clinical/Educator Representatives (4), Research Faculty Representatives (4), Chair Representatives (2), and the FEB Vice-Chair. The FEB Chair, who is generally a non-voting member, can cast a vote in case of a tie

I. 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.

SUSPENDED BYLAW

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.

SUSPENDED BYLAW

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.

G. Confidentiality Agreement: Members of Committees that address confidential academic personnel matters are required to sign a Confidentiality Agreement, and must agree not to discuss, disclose, or reproduce any confidential information generated in connection with meeting proceedings, except as necessary to carry out official membership responsibilities or as required by law.

H. Disciplinary Action: Actual or attempted violations of any rules of confidentiality, or attempts to influence members of any Committee with confidential deliberations by anyone who is not on the Committee may result in disciplinary action up to and including termination of affiliation with the university. Similarly, any substantiated violations of confidentiality rules by Committee members may result in disciplinary action up to and including termination of affiliation with the university.

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 of the Faculty as a Whole, 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 R. Drew University of Medicine and Science.