

III. FACULTY GOVERNANCE

B. Yeshiva University Manhattan Campuses Faculty Council By-Laws (as amended October 2014)

i: PURPOSE

a. To enable Yeshiva University to maintain and improve its position as an eminent academic institution, it is essential that the University provide a forum that enables faculty from across the institution to consider and resolve critical governance and educational issues. The Yeshiva University Faculty Council will serve as this forum.

b. The faculty has primary responsibility for fundamental areas of governance such as curriculum, including subject matter and methods of instruction, and setting academic standards. The Council shall be the organization through which the various faculty bodies participate in the formulation of university-wide academic policies of Yeshiva University. In addition, the faculty is responsible for advising the President, the Provost, and the Board of Trustees on governance issues of importance to the University. The Council shall discuss all such issues and may vote to make recommendations.

ii: COUNCIL COMPOSITION

a. The faculty of the Undergraduate and Graduate schools of Yeshiva University (with the exception of the Albert Einstein College of Medicine) will be represented in the Faculty Council. Participating will be the faculty bodies of: Yeshiva College, Stern College for Women, Sy Syms School of Business, Undergraduate Torah Studies, Azrieli Graduate School of Jewish Education and Administration, Benjamin N. Cardozo School of Law, Bernard Revel Graduate School of Jewish Studies, Ferkauf Graduate School of Psychology, and Wurzweiler School of Social Work. The Provost and one representative from the Deans' Council will be regular participants in all general session meetings of the Faculty Council.

b. The Yeshiva University Faculty Council for Manhattan Campuses, the governing body of YU faculty, shall consist of representatives apportioned to the schools in proportion to the size of their respective full-time faculty bodies. Each faculty body shall have one Representative for every 15 faculty members, rounded up or down to the nearest full number. Each faculty body shall have at least one Representative, but no faculty body shall have more than five Representatives.

From February 2012, the Council will consist of 23 full-time faculty members, as follows. This should be revisited every three years to take account of changes in faculty composition.

- Yeshiva College: 83 faculty = 5 reps (1:17)
- Stern College: 78 faculty = 5 reps (1:16)
- Sy Syms: 26 faculty = 2 reps (1:13)

- Torah Studies: 38 faculty = 2 reps (1:19)
- Azrieli: 11 faculty = 1 rep (1:11)
- Cardozo: 59 faculty = 4 reps (1:15)
- Ferkauf: 27 faculty = 2 reps (1:13.5)
- Wurzweiler: 17 faculty = 1 rep (1:17)
- Revel 10 faculty = 1 rep (1:10)

c. Ad Hoc Committees. The Council may establish and dissolve ad hoc committees as necessary from time to time. Such committees shall report to the Council at the Speaker's request.

d. Terms of Service. Members will serve a two-year term. Should a Representative leave before the end of his or her two-year term, an Alternate will be instated.

e. Alternates. Each faculty body may designate an Alternate Representative. If any elected Council Representative is unable to attend a Council or subcommittee meeting, every effort should be made to send an Alternate Representative as a substitute. Prior notice should be given to the Secretary of the Council. If an Alternate attends a Council or subcommittee meeting as a substitute for a Representative, that Alternate may vote on any matter pending before the Council or subcommittee.

In addition, Alternate Representatives may, at their discretion, attend any meeting of the full Council, provided that prior notice is given to the Secretary. Unless serving as a substitute, Alternate Representatives may not vote on matters pending before the Council. Alternate Representatives may serve on subcommittees.

f. Special Invitations. The Council may invite the President of the University or any other member of the University administration to attend any meeting of the Council and to provide information as requested.

iii: ELECTION OF THE COUNCIL

a. Representatives and Alternate Representatives shall be elected by their peers from within their respective schools.

b. All members of the full-time faculty regardless of rank are eligible to serve on the Council and vote for Faculty Council Representatives.

c. For the purposes of running for Council and for voting, each faculty member with a joint appointment shall have one appointment that is considered primary. This must be agreed to by the faculty member, the appropriate Chairperson, and the Dean.

d. To avoid concurrent terms, faculty bodies will elect Representatives as follows.

- In odd-numbered years, Yeshiva College will elect 3 Representatives; Stern College, 2 Representatives; Syms, 1 Representative; Torah Studies, 1 Representative; Azrieli, 1 Representative; Cardozo, 2 Representatives; Ferkauf, 1 Representative; and Revel, 1 Representative.
- In even-numbered years, Yeshiva College will elect 2 Representatives; Stern College, 3 Representatives; Syms, 1 Representative; Torah Studies, 1 Representative; Cardozo, 2 Representatives; Ferkauf, 1 Representative; and Wurweiler, 1 Representative.

These allocations are subject to revision as the composition of the Council changes (section III.B.ii.b.).

If faculty bodies choose to designate Alternates (section III.B.ii.e.), they shall elect them according to the following timetable.

- In odd-numbered years: Stern College, Syms, Torah Studies, Azrieli, Cardozo, Ferkauf, and Revel.
- In even-numbered years: Yeshiva College and Wurzweiler.

Each faculty body shall hold elections of Faculty Council Representatives in late spring so that the new Council will be seated in September.

iv: OFFICERS

a. Description of Officers. The Faculty Council will have the following officers: Speaker, Vice-Speaker, Secretary, and Parliamentarian.

1. **Speaker.** The Speaker is the principal Executive Officer of the Council. He or she shall convene and conduct the meetings of the Council and perform such duties as the Council may request. The Speaker shall also conduct the elections for new Officers each year.
2. **Vice-Speaker.** The Vice-Speaker shall assist the speaker and shall perform the Speaker's duties in the Speaker's absence. He or she shall prepare the minutes of the Faculty Council Executive Committee.
3. **Secretary.** The Secretary shall be responsible for recording Council meetings and maintaining a file of all resolutions adopted by the Council. The Secretary shall also obtain from the Vice-Speaker the minutes from Executive Committee meetings and shall keep a file of those minutes.
4. **Parliamentarian.** The Parliamentarian shall be responsible for the conduct of the Council according to Robert's Rules of Order, Newly Revised.

b. Election of Officers.

1. Election of Officers shall be held at the beginning of the academic year after the construction of the Faculty Council.
2. The Secretary shall be responsible for conducting the election at a meeting of the full Council.
3. Officers must be elected by a majority vote of those Council members who are present at the meeting at which the election is held.

c. Terms of Service.

1. Speaker and Vice-Speaker. Each of these Officers will serve a one-year term. To provide ongoing leadership and continuity, the Council will have a progressive nominating process from Vice-Speaker to Speaker.
2. Secretary. The Secretary shall serve a one-year term.
3. Parliamentarian. Because the Parliamentarian holds special knowledge/skill, he or she shall serve a three-year term. The Executive Committee has the power and option to remove the Parliamentarian by majority vote if there is concern about performance during the three-year term.

v: COUNCIL MEETINGS

a. Frequency. The Council shall meet at least once per semester in general session. The Speaker may call an extraordinary meeting of the Council at his or her discretion. The Speaker must call a meeting within two weeks of a request by (1) the Provost, (2) the majority of the Council Executive Committee, or (3) a petition signed by ten Council Representatives. Faculty Representatives of the Faculty Council may also meet in executive session.

b. Notice.

1. Written notice of each Faculty Council meeting, stating the date, time and place of the meeting, shall be distributed electronically not less than 14 days before the meeting.
2. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by the person or persons calling the meeting.

c. Rules.

1. Meetings of the Council shall be conducted by the Speaker of the Council or, in his or her absence, by the Vice-Speaker, in accordance with Robert's Rules of Order, Newly Revised except as otherwise described in these by-laws.

2. Meetings will be conducted in an atmosphere of cooperation, transparency and mutual respect.

3. All statements made during Council meetings are confidential. The Council may vote to waive confidentiality with respect to specific statements or discussions as it deems necessary to enable it to make recommendations to or otherwise advise the President, Provost, or the Board of Trustees. In discussions between Council Representatives and members of their respective faculties, Representatives may share general information about the issues discussed and the general tenor of the discussion, but shall not attribute particular statements to specific individuals.

d. Attendance. The Council may invite representatives of the University Administration to attend meetings. There will be no regular student members, but students can request a meeting with the Faculty Council, and the Faculty Council can invite students to attend meetings.

e. Minutes.

1. Minutes shall reflect topics of discussion, motions made, and actions taken. Minutes shall be consistent with the confidentiality policy set forth in III.B.v.c.3.

2. Minutes of all Council meetings shall be distributed to the President of the University, the Provost, the Deans and all Council Representatives, and made available to all faculty and students by posting on the Faculty Council website.

f. Quorum. A quorum is required to commence and proceed with a meeting. A quorum is a majority of the entire Council body, or 50% plus one. Business needing a timely resolution may be conducted electronically and is subject to the quorum rule.

g. Order of Proceedings.

1. The first item at all regular meetings shall be a call for the approval of the minutes of the prior Council meeting.

2. The second item on the agenda shall be the Speaker's report in the following order:

(A). Unfinished business, which will include a report to the Council on the development of resolutions adopted by the Council;

(B). Report on the meetings of the Council Executive Committee that have occurred in the interval following the previous Council meeting;

(C). Any issues or problems considered of interest to or significant for the University.

h. Voting.

1. Voting shall be by a show of hands of those present. However, if two Council Representatives so request, voting may be done by secret ballot.

2. A motion will carry if it passes by a majority of those present either physically or electronically.

3. In addition to other forms of voting described in these By-laws, the Faculty Council may, at the discretion of the Secretary, use electronic communication. An electronic voting quorum follows the 50% plus one rule established in III.B.v.f. based on the number of Council body representatives voting within the designated time frame for the item.

vi: COUNCIL DUTIES & RESPONSIBILITIES

a. The Council shall:

1. Make recommendations about prioritizing the various issues facing the Yeshiva University faculty;

2. Invite College and Council subcommittees to report to the Council annually;

3. Suggest modifications of a subcommittee's report to the Council (but may not prevent the presentation of a report to the Council);

4. Make recommendations to the Speaker of the Council for confirmation or modification;

5. Counsel the Provost/President on Dean appointments and on Search Committees;

6. Develop the Council agenda meeting derived from all schools and agreed upon by the Faculty Council Executive Committee;

7. Meet at least once each semester.

b. It is the responsibility of each Faculty Council Representative to arrange and promote discussion and feedback within the faculty body of that member. In engaging in such discussion, Representatives shall honor the confidentiality rule in section III.B.v.c.3.

vii: EXECUTIVE COMMITTEE OF THE FACULTY COUNCIL

a. Membership. The Executive Committee shall include the Speaker, Vice-Speaker, Secretary, and one Faculty Council Representative from each undergraduate and graduate faculty body not already represented by the Speaker, Vice-Speaker, or Secretary. Each faculty body may decide how to elect or appoint its Executive Committee Member.

b. Duties. The Faculty Council Executive Committee shall:

1. Invite agenda items from Council Representatives;
2. Make agenda recommendations to the Speaker of the Council for confirmation or modification;
3. Serve as a Standing Committee for review of the content and proceedings of the Council meetings;
4. Ensure that the agenda is derived from all participating schools;
5. Meet at least twice each semester.

c. Meetings.

1. Notice. Written notice of each Executive Committee meeting shall be given not less than seven days before the meeting. Written notice shall include the date, time, and location of the meeting. The Speaker may schedule meetings of the Executive Committee at his or her discretion.

2. Procedures. The Speaker shall conduct Executive Committee meetings in accordance with Robert's Rules of Order, Newly Revised except as otherwise described in these by-laws. If the Speaker is absent, the Vice-Speaker shall conduct the meetings.