

Northwestern Health Sciences University Employee Council Bylaws

1.0 Governance Structure

1.0.1 Constitution of the Northwestern Health Sciences University (NWHHSU) Employee Council

Article I

Name of Organization

The name of this organization is the Employee Council of Northwestern Health Sciences University, referred to as the Council henceforth.

Article II

Employee Council Mission, Functions and Objectives

The mission of the NWHHSU Employee Council is to cooperatively address and promote both institutional issues and social events which affect all NWHHSU employees, regardless of their job classification and/or department, and contribute to the internal governance of the institution. All issues/events that affect only one department or job classification (i.e., faculty) shall be referred to the appropriate governing or administrative body. Through the Council, members participate in the development of recommendations to the University's administration regarding institutional issues. This statement of purpose includes, but is not limited to, the following functions:

1. To promote a quality working environment at NWHHSU for all employees;
2. To promote, protect and advance professional goals and development of all University employees;
3. To increase interdepartmental employee communication and participation and interaction in university-wide events;
4. To provide a mechanism for employee input in the governance of the University
5. To promote employee rights;
6. To provide a forum for the discussion and development of recommendations on topics relevant to University employees;
7. To convey recommendations and views of the employees to the administration;
8. To establish necessary committees or other mechanisms for responding to matters pertaining to the aforementioned purposes.

It is a primary goal of the Council to increase employee communication and interaction within NWHHSU as a whole-between the administration, various departments and individuals. It will promote interdepartmental planning of NWHHSU Employee events. It also offers a constructive structure for discussion of institutional concerns and participation in proposing resolutions to employee concerns in a positive manner. Because it is inevitable that the Council be a vehicle for discussions regarding employee concerns throughout the University, it is to be noted that the concerns to be addressed must affect a majority of all employees throughout all departments, thus, specific departmental concerns will not be discussed. For example, concerns with the physical plant, safety, food service, etc., may be put on the agenda for discussion at the Council meetings.

Further, the Council shall have the authority to conduct studies, to disseminate statistics and other information, and to promote and represent itself to accomplish the above stated purposes.

Article III Members

The Council will be composed of NWHHSU employees working throughout various departments. Each University department will have one representative on the council, with the exception of Chiropractic Science and the Wolfe-Harris Center for Clinical Studies which will have two representatives due to the number of employees in these departments. Members of the University's top management team, reporting directly to the President, will not participate on the Council, but rather, the Council shall be a vehicle for the University's administration to discuss employee concerns.

Each July, all University employees will be notified of departments needing Employee Council representation. Department Directors will be asked to facilitate the selection of their Department Representative by seeking interest from all department members and establishing a department vote, if more than one person is interested. The selected person will act as the representative from their department and will be a liaison between the Council proceedings and their department. Beginning in September, each Department Representative will serve on the Council for a two-year periods, with consecutive time periods being served by the same person only if there are not additional members of their department who are willing to serve on the Council.

Section A – Eligibility

The term employee shall refer to any individual who is employed by NWHHSU on either a regular full-time or a regular part-time basis. Members of the University's top management team are not eligible to be on the Council.

Section B – Voting Privileges

All members of the Council have voting privileges.

Article IV Officers and Organization

Section A – Officers

The officers of the Council shall be President, Vice President, Secretary, and Treasurer. Officers must be employees of the University regularly scheduled to work no less than 30 hours per week. No employee Council officer can hold an elected office in any other institutional governing body.

Section B – Nominating Committee

A nominating committee will consist of the President, Vice President, Secretary, Treasurer, and one at-large member of the Council. The committee will present a slate of nominees to the Council by the June meeting of each academic year. The Vice President will serve as the committee chairperson.

Section C – Elections

Nominations for office positions of Vice President, Secretary and Treasurer will take place at the June meeting of the Employee Council. Each year officer positions of the Vice President, Secretary and Treasurer shall be chosen by elections which shall take place at the July meeting of each academic year. The Vice President from the preceding year will step into the office of the President. A term of office shall be for one year and shall commence in September. Persons elected to an office within the Council may serve only one consecutive term in that office. Names shall be placed in nomination during a regular meeting of the Council, with a maximum of three nominations for each office. Election of officers shall take place by confidential ballot of the Council. Officers shall be elected by simple majority. A tie vote will require a rebalot.

Article V

The constitution may be amended by a three-fourths (3/4) vote of all the members of the Council by a secret ballot similar to Article IV, Section B procedures and by the formal approval of the Council President. A petition of ten percent of the total Council membership may initiate amendments for consideration or a majority of the officers of the Council may initiate such amendments.

1.0.2 Bylaws of the Employee Council

Article I

Duties of Employee Council Members

Section A – Responsibilities of Employee Council Officers

President: The President will carry out the policies of the organization; conduct Council elections for the purpose of selecting officers and committee members; exercise general supervision over the activities of the organization and preside over Council meetings. The President will call each meeting and be responsible for coordinating the date, time and room for each meeting. The President will also be responsible for compiling meeting agendas and assure that each council member receive a meeting agenda three (3) days prior to each regularly scheduled meeting. The President will also be responsible for coordinating subcommittee reports. The President will serve as the primary interface between the Council and the University's administration. The President will serve on the University's President's Cabinet representing the Employee Council. In the President's absence, the Vice President shall be responsible for these duties.

Vice President: The Vice President will succeed the Council President upon the expiration of the term of the President, so as to assure the Council of continuous leadership. During the year of service as the Vice President, this person will assist the President as necessary. The Vice President will serve as a representative of the Council on the University's Planning Team. S/he must also be available to chair the Council should the President be unable to do so.

Secretary: The Secretary shall maintain minutes of all Council meetings and distribute Council minutes within two weeks of the meeting. The Secretary will also be responsible for drafting correspondence of

the organization including reports, notices and ballots. The Secretary shall also maintain a membership roster. If the Secretary is unable to attend a meeting, s/he will be responsible for asking another council member to take minutes during that meeting.

Treasurer: The Treasurer will be responsible for administering the Council's budget. S/he will be responsible for payment of the Council expenses and receipt of the Council revenues. The Treasurer will also work with NWSU's Business Office to maintain and update records on the Council's finance.

Department Representative: It is the responsibility of the Department Representative to attend all council meetings as well as serve on at least one subcommittee. While several subcommittees have been suggested, it will be up to each year's Council to formulate a formal list. The primary goal of this position will be to act as a representative of their department as well as act as a liaison of the Council back to their department. As such, this person will be responsible for sharing Council proceedings with their department and seeking input from their department on future agenda items.

Section B – Attendance

Any officer or member of the Council who is absent from three regular consecutive meetings without filing written notification or without specific oral communication with any of the Employee Council officers shall automatically forfeit their right to continue as a member of the council. Representatives are allowed to send another member of their department to Council and committee meetings as their substitute. Substitutes can deliver proxy votes for the regular council representative, given an Council officer is notified of this information. It is the responsibility of the Council President to notify the Council of repeated absences and any actions taken due to attendance problems.

Section C – Resignation and Recall

Any officer may resign at any time by giving written notice to the President or to the Secretary of the Council.

In the event that the Secretary or Treasurer's office is vacated with more than three months remaining in the officer's term, a meeting of the Nominating Committee shall be called within ten working days for the purpose of soliciting nominations so described in the Constitution, Article IV, Section B. Elections will be conducted by ballot at the subsequent scheduled meeting of the Council. For resignations occurring within three months of the conclusion of the Secretary or Treasurer's term, the President shall appoint a replacement.

In the event that the President's office is vacated with more than six months remaining in the term, the Vice President shall assume the office. A meeting of the Nominating Committee shall be called within ten working days for the purpose of soliciting nominations for Vice President so described in the Constitution, Article IV, Section B. Elections will be conducted by ballot at the subsequent scheduled meeting of the Council, and the newly-elected Vice President will serve the remainder of the term as Vice President, and move into the position of President the following term. In the event that the President's office is vacated with fewer than six months remaining in the term, the Vice President shall assume the office for the remainder of the term and the whole of the following term. A meeting of the Nominating Committee shall be called within ten working days for the purpose of soliciting nominations so described in the Constitution, Article IV, Section B. Elections will be conducted by ballot at the

subsequent scheduled meeting of the Council, and the newly-elected Vice President will serve the remainder of the term and the whole of the following term as Vice President.

All officers of the Council are also subject to recall by a two-thirds vote by members at a regularly scheduled or special meeting, provided at least fifteen calendar days advance notice of the recall vote is given to the membership by mail. Recall must be initiated by a petition signed by thirty percent of the Council members, delivered to the Secretary of the Council. It shall be the responsibility of the Secretary to notify the membership of the recall vote and the date of the meeting at which the recall vote is to be taken, within three working days of the receipt of the petition. Upon a two-thirds vote of the Council members in attendance shall initiate a process of nomination and election as described in the Constitution, Article IV, Sections B and C.

Any department representative may resign from the Council by submitting a written notice to the department director. The department director is responsible for facilitating the process of finding a replacement representative (see Article III of the Council Constitution) and notifying the Council President of the change.

Article II Committees

Section A – Executive Committee

The Council Executive Committee consists of the President, Vice President, Secretary and Treasurer and will meet on an “as needed” basis. Any member of the Executive Committee can call a meeting to order with the officers as they deem necessary.

Section B – Nominating Committee

The Council Nominating Committee consists of the President, Vice President, Secretary, Treasurer, and one at-large member of the Council. The committee will present a slate of nominees to the Council by the June meeting of each academic year. The Vice President will serve as the chairperson for the committee.

Section C – Subcommittees Structure

Subcommittees of the Council will be decided upon at their first meeting of the academic year. Each subcommittee shall be composed of at least two members with one-year terms. Members may serve on more than one subcommittee and for more than one term on a subcommittee. The Council members during their first annual meeting will determine the membership of the subcommittees.

The Council may establish other subcommittees to meet the needs of the Council, upon recommendation of the President of the Council and approval of the members at a regularly scheduled meeting. Each subcommittee will also have a chairperson(s), to be decided upon by subcommittee members.

Ad Hoc committees may be established by the President of the Council upon the advice and consent of the members. Such committees shall be formed for special purposes and shall be of short duration.

On occasion, special committee appointments may be required by the University administration. One member of the Council will be elected from within the Council by the current council members, unless the University administration appoints a specific Council representative to serve in a given capacity.

Committee recommendations will be presented by the Subcommittee Chair or designate, to the Council for consideration. The Council may accept or reject the recommendation for consideration. Consideration shall be followed by a motion for adoption. The recommendation will then be subject to debate, amendment and normal parliamentary procedures.

Article III **Meetings**

Section A – Regular Meetings

Regular meetings will be attended by Council Officers and Department Representatives. Nonmember guests can attend Council meetings at the invitation of the Executive Committee. The Council shall hold regular meetings not less than four (4) times each calendar year and such meetings will be announced by the Council President through written notice to all members in the previous meeting minutes, with a formal agenda sent out at least three working days prior to the meeting.

Section B – Special Meetings

Special meetings of the Council may be called by the President, at the request of the chairperson of a subcommittee of the Council, or by written petition signed by ten percent of the Council membership. Written notice of such special meetings shall be provided to all members within five working days in advance of the meeting date.

Section C – Quorum

The quorum required for the transaction of business at all meetings of the Council shall consist of fifty-one percent of the voting equivalencies.

Section D – Meeting Agendas and Conduct

Regular and special meetings of the Council shall follow an agenda made available to members at least three working days prior to the meeting date. The Executive Committee shall solicit specific agenda topics from the Council members through meeting announcements and shall exercise discretion over deadlines for the submission of agenda topics.

Council meetings shall provide a forum for open discussion of agenda items. The President shall adhere to the following format for the conduct of meetings:

1. Consideration of old business;
2. Consideration of new business proposed on the agenda, from subcommittees, ad hoc committees, or petition of the members or an individual member;
3. Additional agenda items will be accepted by a simple majority of the vote of the Council members present for consideration as new business or:
 - a. referred to a subcommittee;
 - b. referred to an ad hoc committee;
 - c. rejected as not appropriate for Council consideration

An agenda item may be moved to the top of the agenda by a 2/3 vote of those members present.

Article IV Voting

Section A – Mechanisms

All matters put to vote shall be decided by a simple majority. Members present at the regular and special meetings shall conduct a Council vote by the following mechanisms:

1. Members may, provided a quorum exists, vote on matters during a Council meetings;
2. If a quorum does not exist, the Secretary or his/her designate shall prepare and distribute, within three working days, a mail ballot accompanied by a brief summary of the issue or topic discussed during the Council meeting and a synopsis of the arguments presented. The responsibility for preparing the favorable argument shall rest with the mover of the proposal; the responsibility for preparing the adverse argument shall be assigned by the President from those opposing the motion;
3. The vote shall be reported from those ballots returned within ten working days form the date of the mailing

Section B – Communication of Employee Council Decisions

The decisions, opinions and resolution of the Council shall be a matter of record in the approved minutes of the Council meetings and shall be promulgated at the discretion of the members:

1. Through communication with the appropriate administrative officials;
2. On controversial issues, correspondence shall be in writing. Such correspondence shall include the tally of the vote and a summary of the majority opinion and of the minority position if held by ten percent or more of those voting;
3. Through posting of approved minutes on the employee bulletin board.

As the official representative of the Council, the President, or his/her designate shall be responsible for delivering such correspondence within three working days after receiving the correspondence.

No individual shall present a private opinion as that of the Council.

Article V Rules of Order

Robert's Rules of Order Revised shall be the authority for the Council in matters of parliamentary procedure. The President of the Council may appoint a member of the Council to be Parliamentarian.

Article VI Revisions

The Bylaws may be revised by a three-fourths (3/4) affirmative vote of the quorum at the Council meeting, provided that a notice setting forth the proposed revision or revisions with reasons thereof and setting forth any known objections thereto shall have been sent to each member ten calendar days prior to the meeting. A petition of ten percent of the total Council membership my also initiate revisions.

The approval of two-thirds (2/3) of the total Council membership responding to a written ballot under the preparatory conditions cited above shall also constitute approval.

Revisions must be reviewed by the President of the University, who if such revisions do not conflict with the Constitution of the Council, provisions of the Employee Handbook or other official policies of the University, shall so approve. If the President of the University finds a conflict of interest s/he will return the revision with comment to the Council for reconsideration.

Article VII Dissolution

In the event of the dissolution of this association, its assets shall be turned over to Northwestern Health Sciences University, or if the University is not in existence or is unable to accept the said assets, these assets shall be turned over to the Council Executive Officers for appropriate disposition. In the case of dissolution, no officers shall vote upon any disposition of assets, which would be of direct or indirect pecuniary benefit to them.

Article VIII Enactment

The Employee Council Constitution and Bylaws shall become effective upon adjournment of the meeting at which adopted. The Constitution and Bylaws will be distributed to each Department Representative and the Human Resources Department.

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