**Bylaws of the Faculty Council**

**Keck School of Medicine of USC**

**Accepted February 2022**

1. **PURPOSE:**

The Keck School of Medicine (KSOM) Faculty Council is a faculty advisory group to the Dean. It represents the faculty of the School as stated in the Constitution of the Academic Senate. It is concerned with issues directly related to faculty status, responsibilities, and welfare within the Keck School of Medicine.

These bylaws represent the operating principles of the Faculty Council of the Keck School of Medicine of USC. These principles will apply to the deliberations of that body. If there is conflict between these principles and the Faculty Handbook of USC, as revised from time to time, or the Governance Document of the Keck School of Medicine of USC, as revised from time to time, the Faculty Handbook and Governance document prevail.

1. **Principles:**

The Dean will consult regularly with the Council for advice on important issues facing the school, and, as much as possible, to provide it with necessary information or means of obtaining it. The elected members of the Keck School of Medicine are expected to be junior and senior faculty whose judgement is respected and valued, and who reflect the diversity of the school. The Council members should have a concern for the School's overall interests and represent the faculty in policy matters introduced by either the School of Medicine or the University’s governing bodies.

1. **Role:**

The KSOM Faculty Council:

* serves as a deliberative and consultative body with the authority to survey the faculty and make studies, reports, and recommendations on all matters that have a significant bearing on the work or status of the faculty.
* identifies issues of highest priority to the faculty and may discuss and debate current issues and matters of interest to the faculty.
* advises the Dean and the Dean’s other advisory bodies on academic and faculty status matters and concerns.
* actively solicits faculty volunteers to serve on school standing committees, makes recommendations to the Dean for appointments to certain committees, or approves the membership of committees where appropriate.
* advises and counsels the Dean on the appointment and reappointment of chairs and institute directors
* nominates, and/or approves the appointment and reappointment of faculty members of school committees.
* organizes meetings of the faculty at large to discuss issues of interest to the faculty and communicates with the faculty at large about its deliberations in a timely manner, including provision of the Keck School Faculty Council meeting minutes, approved resolutions, and other important documents either by posting online or by other available mechanisms.
* appoints two members of the Faculty Council, or designees representing the Faculty Council, to serve on the Keck School of Medicine Faculty Appointments, Promotion, and Tenure Committee, and Clinical Appointments and Promotions Committee.
* represents the interest of the KSOM faculty on the University's Academic Senate. The Council will nominate senators and alternates to the Senate every calendar year.
1. **Articles:**
2. Schedule of Meetings

The Council will meet at least monthly. The members may vote to cancel one or more meetings during June, July, or August.

1. Executive Committee

The Executive Committee of the Council will be composed of the following officers: President, President-elect, Secretary, and immediate-past President. The President-elect will assume the presidency at the end of the year in which they are appointed President-elect. At the August meeting of the Council, the vacancies for Executive Committee members will be elected and new terms start October 1st. Any member of the Council may self-nominate but must inform the Council President at least one week prior to the meeting. Voting will be administered and counted by the Secretary or the President if the Secretary is a nominee. The executive committee will meet on a regular basis with the Dean of the Medical School to facilitate communication between the Council and Dean.

1. *Ex-officio* members of the Keck School Faculty Council

To provide continuity, the immediate past president of the Keck School Faculty Council, if he or she has completed his/her term on the Faculty Council, will be asked to attend meetings for the year following the presidency, as an *ex-officio*, non-voting, member of the Council. A member serving as president for a fourth year may additionally serve as an *ex-officio*, non-voting member in a fifth year, for the purposes of continuity.

The Dean or the Vice Dean for Faculty Affairs may attend Keck School Faculty Council meetings on an *ex-officio* basis to further facilitate communication between the Council and Dean’s office.

The meetings may also be attended by an assigned staff member from the dean’s office to provide routine office support.

1. Voting

All regular full-time and part-time members of the Faculty Council are considered voting members. The president of the Faculty Council will refrain from voting unless a tie must be broken. If a regular member was nominated as president-elect during their third year, and assumes the presidency in a fourth year, the member may vote if a tie must be broken, as above.

Only members in attendance may vote on motions or present them from the floor. A record of the vote count for each item of business voted on will be kept by the Secretary. The voting record will specify the number of "Yes, No, and Abstention" votes for each item of business voted upon. Voting by email is allowed if an urgent issue is presented through an email communication by any voting member of executive committee, or at least two members of the Faculty Council. The email voting period should be clearly stated in the email communication and not shorter than 24 hours.

1. Quorum

Fifty percent or more of the voting members of the Council (a quorum) must be present at a meeting to vote or must respond by email when an email vote is sought. In the absence of a quorum, no action will be taken although informational items may be presented and discussed.

1. Attendance at Meetings

The Council meetings will be open for observation by eligible faculty members of the School. The eligible faculty are defined as all those on clinical, research, educational, or tenure track, irrespective of title or department. Any faculty member, and any person other than eligible faculty, desiring to attend a meeting as a visitor must obtain permission from the presiding officer at least one week in advance of the meeting they wish to attend. The Council may invite any person to make presentations or to serve in an advisory capacity at the meetings

1. Open Meeting

At least one of the regular Council meetings per calendar year will be conducted as a general meeting of the entire School faculty. The meeting can include an open discussion of issues, panel discussion, or presentation of reports affecting faculty in the School.

1. Special Meetings

Special meetings of the Council, including special open meetings, may be called by request of three of the Council members, the Dean, or by request of a group of at least 10 eligible school faculty.

1. Closed Session Meetings

On request of any member of the Council, sessions may be restricted to parties who are elected members of the Council. The closed session can be for a portion or for the entire time of a regularly scheduled or special meeting. The Council may invite any person to make presentations or to serve in an advisory capacity at the closed session meetings. Executive sessions can be held at any time and will include only officers.

1. Agenda and Minutes

The officers of the Council will set an agenda for each regular meeting and distribute it to the members at least one day in advance of the meeting. Those calling a special meeting will also set and distribute an agenda at least one working day in advance of the meeting. Minutes will be taken by the Secretary, or a designated substitute, at each meeting. They are subject to approval at the following meeting of the Council and will be distributed with the agenda.

1. Place of Meeting

All regular meetings of the KSOM Faculty Council will be held either in person or virtually or a combination of both depending on circumstances.

1. Representation and Elections
	1. Eligibility

*Inclusions:* Faculty on the Keck School Faculty Council must be faculty who have primary appointments in the Keck School of Medicine, and may be tenure track, clinical track, research track, or any track that might become available under the direction of the Keck school of Medicine. Faculty on the Council must be full time, except the one representative of the part-time faculty.

*Exclusions:* Faculty who are serving as direct reports to the Dean in the Keck Administration will be excluded from membership on the Keck School Faculty Council.

* 1. Representation

Two thirds of the positions should represent the clinical faculty and one third should represent non-clinical faculty. At least two members of the Faculty Council should be tenured. Alterations in these criteria are only allowed if an insufficient number of candidates are identified who could be placed on the voting ballot.

The faculty council shall not be comprised of more than a total of 16 voting members. When holding elections, only sufficient candidates will run for election to allow for this total. This number may exceed 16 in the circumstance of a president serving a fourth year. No more than ¼ of the council may be composed of members from one department.

* 1. Nominations

The Secretary will send out a call for nominations from the faculty at large for general elections each year, by August 1st. Faculty have the right to self-nominate or may be solicited for running for election by members of the faculty council. A complete nomination from an eligible faculty member will consist of (a) submission of written notification, (b) a brief biography, (c) a brief candidate statement, and (d) a CV. The Secretary will verify that each nominee agrees to stand for election, and that each candidate is a faculty member in good standing.

* 1. Election

Each election will serve to replace those on the council who have ended their term. This is usually one third of the council members.

The final slate of candidates will be determined by the Faculty Council, and will be constructed to allow a slate as widely representative as possible, and will take into account rules above about dean’s direct reports, departmental representation, clinical vs. non-clinical, tenure status, and faculty standing. No more than three individuals will be selected to stand for each open position. The slate will be finalized by vote of approval by the existing Faculty Council. Names of all nominees, their brief biographies, and their candidate’s statements will appear on ballots. Ballots will be sent out to the faculty at large, electronically, by the Secretary or his/her designee to all faculty. Votes will be counted by the Secretary. Nominees receiving the largest number of votes are elected

Voting will conclude by middle of September and successful candidates will be notified by the Secretary of their election to the Council. New Council members will begin their term in October of the year they are elected.

* 1. Term of appointment

Each council member is elected for a three-year term. The exception, described above, is if a member serves as president elect in their third year, and then president in a fourth year.

Immediate past presidents, if their elected term has ended, serve as *ex-officio*, non-voting members, for continuity.

* 1. Part-time faculty member

The part-time faculty member representing part-time faculty is elected to a three-year term. If the position is available, nominations will be solicited from among the part-time faculty by the Secretary or his/her designee. These nominees will stand for election at the same time as the general election for Faculty Council members.

* 1. Resignation

Council members who will be unable to serve the remaining portion of their terms should notify the Secretary of their intent to resign in a timely fashion.

* 1. Dismissal from Faculty Council

If a council member is shown to have committed illegal or unethical acts, or actions that result in violation of university policy, that council member may be removed from the Council after deliberation and unanimous vote of the remaining Council members. A vote to remove a member will only be in order after that member has been notified by the Council President that such a vote is scheduled and after that member has been given an opportunity to address the Council for any issues that had given rise to the call for dismissal.

* 1. Special Elections

Any vacancy caused by removal or resignation may be filled by an interim appointment by the President of the Council and confirmation by a majority of the Council. If no interim member is confirmed, that seat will remain unoccupied until the next scheduled election. An appointed and confirmed member will hold office until the next scheduled election, after which time he or she may only continue in office if elected to the position.

1. Sub-Committees

There will be standing and/or ad hoc sub-committees as required by the business of the Council.

1. Communications by email to faculty at large, and other governing bodies/persons.

The KSOM Faculty Council can directly communicate a statement of position via email (facultycouncil@med.usc.edu) to the faculty at large, the Dean, or any other USC governing body or persons after appropriate deliberation and simple majority of votes cast. If the decision to communicate a statement of position is not unanimous, the names of the majority in agreement will appear on the communique. In time-sensitive matters, the majority of the voting members of the executive committee can request a vote to be held on the communique.

1. Representation to the Academic Senate

The Council will appoint members and alternates to represent the School on the Academic Senate. The list of representatives and alternates will be determined by the Council in the October meeting and submitted to the Academic Senate Secretary by the Council Secretary. Faculty Council members may nominate any Faculty Council member, ex-officio member, or full-time faculty member to be considered as a representative or alternate.

At least one representative to the Academic Senate will present the issues relevant to the KSOM faculty to the Council each month.

1. Amendments to the Bylaws

The Council will adopt such bylaws as it considers necessary to the conduct of its business. Bylaws may be adopted or amended by majority vote of the Council at any regular meeting, provided that the proposed bylaws or their amendments have been submitted in writing to the Council at a prior meeting, and are congruent with the KSOM Governance document. If the Bylaws conflict with the Governance Document, the Governance Document prevails. If the Bylaws or the Governance Document conflict with the Faculty Handbook, the Faculty Handbook prevails.

* 1. Effective Date

The bylaws and any amendments thereto will become effective immediately upon their adoption by the Council.

* 1. Posting

Amendments to the Bylaws must be posted on the Faculty Council Website in a timely fashion.

1. Faculty Governance Document

Review of the Governance Document. The Council will review and make any necessary amendments to the KSOM faculty governance document at least every 6 years.

*Amendments*.

Amendments to the Governance Document may be proposed by a majority vote of the Keck School Faculty Council, by the Dean, or via a petition by 25 full-time faculty members.

After amendments are proposed, the draft amended governance document will be posted on line and a notification sent to all faculty inviting them to review and comment for a 30 day period. At the end of the 30 days, the faculty council will review all comments and suggestions, and revise the draft amended document as appropriate. All comments from faculty require a written response from the Council, which will be posted for review, along with the final amended document, by the medical school faculty.

The final amended document will be voted on by the Faculty Council and if it is approved by majority vote, will go to the Dean. The Dean will make a recommendation concerning the amendment to the Provost. Authority to amend the Keck School of Medicine Governance Document rests with the President of the University, or at his or her direction, the Provost.