

TEXAS COUNCIL of FACULTY SENATES CONSTITUTION AND BYLAWS

ARTICLE I - NAME

The name of this organization shall be Texas Council of Faculty Senates.

ARTICLE II - PURPOSE

- To maintain communication and coordination among faculty governance organizations at public state colleges and universities in Texas as defined by The Texas Higher Education Coordinating Board.
- To assist faculty governance organizations in the discharge of their responsibilities in college and university governance.
- To represent faculty governance organizations, primarily in matters of professional standards and academic responsibility, to government and other bodies involved in higher education.

ARTICLE III - MEMBERSHIP

- Active members of Texas Council of Faculty Senates shall be dues- paying faculty governance organizations of the public state colleges and universities in Texas as defined by The Texas Higher Education Coordinating Board.
- Membership shall be divided into four geographic regions as determined by the Executive Committee.

ARTICLE IV - DUES

- Each governance organization shall pay annual dues in the Fall of the year to retain voting privileges.
- The amount of annual dues for the coming year shall be approved by Texas Council of Faculty Senates at the Spring meeting.

ARTICLE V - MEETINGS

- There shall be two General Meetings held each year, one in the Fall and one in the Spring.
- Each faculty governance organization shall be entitled to two voting representatives.
- One voting representative shall be a presiding officer of the governance organization and the other representative shall be designated by the governance organization.
- Elected officers of Texas Council of Faculty Senates shall have full voting privileges.
- An alternate with voting privileges may be named for an absent representative by the representative or the governance organization.

ARTICLE VI - OFFICERS

- The elected officers shall be a President and four Vice Presidents, one from each region.
- Election of officers shall be at the Spring meeting.
- Terms of office shall be two years beginning May 1st.
- Terms shall be staggered with no more than three officers elected in any year unless a special election is needed to fill a vacancy.
- Newly-elected officers shall be current members of the faculty at a member institution and shall have served or concurrently be serving as an officer of the local faculty governance organization.
- A Treasurer shall be appointed by the Executive Committee and shall serve as an officer for a term to be determined by the Executive Committee; the appointed Treasurer shall be a current member of the faculty at a member institution and shall have served or concurrently be serving as an officer of the local faculty governance organization.

ARTICLE VII - DUTIES OF OFFICERS

Officers shall perform the duties prescribed by this constitution and bylaws and by the adopted parliamentary authority.

The President shall:

- Preside over meetings of Texas Council of Faculty Senates and the Executive Committee.
- Provide an agenda for all meetings to the membership.
- Report at regular meetings all business transacted by the Executive Committee and any of its standing or ad hoc committees.
- Act as or designate the official spokesperson for Texas Council of Faculty Senates in all external communications.
- Approve non-budgeted expenditures from all Texas Council of Faculty Senates accounts.
- Call meetings of the Executive Committee.
- Assign specific duties to each Vice President.
- Serve as liaison to the Coordinating Board.

Vice Presidents shall:

- Act as liaisons to Texas Council of Faculty Senates for members in their geographic region.
- Serve as members of the Executive Committee.
- Fulfill specific duties assigned by the President.

Specific duties to be assigned by the President to a Vice President:

Program Director:

- Plan and arrange programs for general meetings.
- Coordinate panels and committees.

Editor:

- Solicit information from governance organizations.
- Prepare summaries of presentations at general meetings.
- Maintain website.

Nominations Chair:

- Prepare nominations for officers.
- Solicit applications and nominations for Coordinating Board Fellows.

President-Elect; Past President:

- Preside at meetings in the absence of the President.
- Performs duties assigned by the President.

The Treasurer shall:

- Keep an accurate and true account of all money received and paid out.
- Present an annual budget for presentation at the Fall meeting.
- Present a financial statement for all meetings.
- Supervise a yearly financial review.

ARTICLE VIII - ELECTIONS

- Elections shall be held at the Spring General Meeting unless a special election is called due to a vacancy on the Executive Committee.
- Annual at-large elections shall be held for two Vice Presidents
- In even-numbered years, a President-elect shall be elected who shall become President on May 1st of the following year.
- Vacancies shall be filled by election at the next general meeting.

ARTICLE IX - EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, the Vice Presidents and the President-Elect or Past President, depending on the year.

The Executive Committee shall:

- Set times for general meetings.
- Appoint members to committees.
- Act in administrative matters that require attention between general meetings.
- Call meetings of the Executive Committee upon requests from three Vice Presidents.
- Select and direct the work of the Executive Secretary.
- Select recipients of Coordinating Board Fellows.
- Select and direct the work of the Treasurer.

ARTICLE X- EXECUTIVE SECRETARY

The Executive Secretary shall:

- Serve as Secretary to the organization and the Executive Committee in the execution of business.
- Keep minutes of all business and Executive Committee meetings.
- Maintain the official roster of presiding officers and representatives of member organizations.
- Collect membership dues.
- Assist the Treasurer in keeping an accurate and true account of all money received and paid out.
- Maintain resource files.
- Conduct the organization's business in accordance with the Constitution and Bylaws under the direction of the Executive Committee.
- Prepare an annual Handbook for distribution at the Fall meeting.

ARTICLE XI - REMOVAL AND REPLACEMENT OF OFFICERS

- Any officer or committee chair may be removed from office by a two-thirds vote of the Executive Committee and confirmed by a majority vote of the membership in a mail ballot.
- If a vice president officer cannot fulfill his/her term, the president will appoint a replacement until the next meeting when the vacancy will be filled through a special election.
- If the president cannot fulfill his/her term, the President-Elect or Past President, whichever is on the Executive Committee, will take over the position of president.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with this constitution and bylaws and any special rules of order adopted by the membership.

- Amendments may be proposed by any representative at a regular meeting.
- Upon a majority vote of the members present, the proposed amendment(s) shall be submitted to the membership by mail ballot or electronic mail.
- Amendments approved by a two-thirds majority of the ballots returned within 45 days of the mailing shall become effective immediately.

ARTICLE XIII - NOT FOR PROFIT

- No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the officers of the organization shall be authorized and empowered by the body to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in this Constitution and By-Laws.
- No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign material on behalf of or in opposition to any candidate for public office.

- Notwithstanding any other provision of this Constitution and By-Laws, the organization shall not carry on any other activities not permitted to be carried on a) by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or b) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE XIV - DISSOLUTION

Upon dissolution of the organization, assets shall be distributed *pro rata* among the public state colleges and universities in Texas as defined by the Texas Higher Education Coordinating Board represented by dues-paying faculty governance organizations of such public state colleges and universities in Texas at the time of dissolution, or shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XV: PRESIDENT EMERITUS

Section 1. Purpose

The title of President Emeritus recognizes distinguished and sustained leadership and service to the Texas Council of Faculty Senates (TCFS). The designation is honorary and advisory in nature and affirms the value of safeguarding institutional memory to promote continuity, stability, and informed governance within the Executive Committee.

Section 2. Eligibility

1. A nominee must:
 - Have served as President of TCFS; and
 - Have completed at least five (5) years of service on the Executive Committee.
2. Service on the Executive Committee includes time served in any elected executive office.
3. Eligibility does not guarantee nomination or election.

Section 3. Nomination and Election

1. Nominations for President Emeritus shall originate from the Executive Committee.
2. The Executive Committee shall verify eligibility.

Section 4. Role

1. The President Emeritus serves in a non-voting, advisory capacity.
2. The President Emeritus shall not be counted toward quorum and shall not simultaneously hold another elected office.
3. The designation continues unless revoked for cause by a two-thirds (2/3) vote of the Executive Committee.