

# **PROFESSIONAL STAFF ADVISORY COUNCIL BYLAWS**

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## **1. STATEMENT OF PURPOSE**

The purpose of the Professional Staff Advisory Council governance group is to draw on the collective education, expertise, and experience of our members to provide thoughtful and creative advisement to the President of Utica University in matters pertaining to the well-being and success of our students, the University, and ourselves.

## **2. PROFESSIONAL STAFF ADVISORY COUNCIL MEMBERSHIP:**

Membership in the Professional Staff Advisory Council is comprised of staff employed by Utica University at least 10 months per fiscal year (June 1 – May 31) on a regular schedule for at least 20 hours per week.

The following employees are not eligible for membership: members of the President's or Provost's Cabinets; Faculty, including adjunct faculty; Librarians; Deans of any rank with faculty standing; student employees; contract, temporary, and seasonal employees.

## **3. EXECUTIVE COMMITTEE**

The Executive Committee is the leadership team that guides the PSAC as it endeavors to uphold its purpose.

### **3.01 Function**

The Executive Committee shall inspire creative ideas and concepts to engage the membership.

The Executive Committee shall generate, solicit, finalize, and present resolutions to the President of the University. Resolutions shall reflect the consensus of the PSAC membership, and shall serve as formal recommendations to the President.

Executive Committee members shall be responsible for relaying information between the President of the University and the membership; facilitating effective communication and providing a forum for reporting information to the PSAC membership. Other responsibilities include coordinating elections and/or appointments of the PSAC membership to committees within the Council as well as to provide representation for University committees, as appropriate.

### **3.02 Composition**

The officers, who are elected by the general PSAC membership, shall be a steering committee consisting of:

- (a) President
- (b) Vice President
- (c) Administrative Secretary
- (d) Recording Secretary
- (e) Five additional members from the Council At-Large
- (f) Consultant

Staff members who wish to serve as an officer on the Executive Committee, must have completed one year of service as a PSAC member prior to the beginning of an elected term of office.

### **3.03 Roles of Officers**

**President** – The President, (or their designee) shall preside over all PSAC Executive Committee and general membership meetings and shall act as the official spokesperson for the Council. The President shall evaluate and determine necessary actions for those items conveyed from the membership. The President shall promote communication with the President of the University. With the approval of the President of the University, the President of the PSAC shall also promote communication with the University at large, including all advisory, governing, and social organizations, regarding projects and initiatives of the PSAC. The President (or their designee) shall represent the PSAC when requested at various University functions. The President shall serve as an *ex officio* member on all standing Council committees to provide guidance as needed. The President shall vote on all matters brought before the PSAC as a regular member.

**Vice President** – The Vice President shall execute all duties of the President in the President's absence. The Vice President shall be responsible for the cultivation and promotion of PSAC initiatives. The Vice President shall propose changes to and maintain the bylaws of the Council. The Vice President shall certify that the required quorum exists in all voting matters of the Executive Committee. The Vice President shall vote on all matters brought before the PSAC as a regular member.

**Administrative Secretary** – The Administrative Secretary shall coordinate all PSAC events, including but not limited to Executive Committee and general membership meetings. The Administrative Secretary shall also be responsible for promoting effective communication among Council members and, on behalf of the PSAC President, with the general University community. The Administrative Secretary shall vote on all matters brought before the PSAC as a regular member.

**Recording Secretary** – The Recording Secretary shall record, distribute, and maintain all approved documents including but not limited to: agendas, minutes, records, and resolutions of the Council and Executive Committee. The Recording Secretary shall record attendance and votes at all Council meetings. The Recording Secretary shall vote on all matters brought before the PSAC as a regular member.

**At-Large Members** – At-Large members shall serve as members of the PSAC's Nominating Committee. At-Large members shall proactively assist the Vice President and Administrative Secretary in carrying out their responsibilities. At-Large members shall vote on all matters brought before the PSAC as regular members.

**Consultant** – The Consultant is an as needed position tasked with ensuring consistent, ongoing project management and advice to PSAC committees. The Consultant shall be selected by the Executive Committee following the PSAC’s Nominating Committee election process when needed, generally due to high turnover within the Committee. The Consultant must be a prior Executive Committee member and shall serve a one-year invitational position based on merit. The Consultant shall vote in Executive Committee matters only as a tiebreaker if the Executive Committee vote results in deadlock. The Consultant shall vote on all matters brought before the PSAC as regular members.

### **3.04 Term of Office**

A term of office for Executive Committee positions shall be two years from June 1 through May 31 each calendar year.

Executive Committee members may serve two consecutive terms (for a total of four years) in the same office, provided the member is elected to the second two-year term. After a member serves two consecutive terms in the same office, they must have a two-year hiatus before they can be elected again to that *same* office.

After a member serves two consecutive terms in the same office, they may be immediately elected to a *different* office on the Executive Committee. As noted in the preceding paragraph, the member may then serve two consecutive two-year terms in the different office provided the member is elected to the second two-year term.

Special circumstances regarding the inaugural slate of PSAC officers: The President, Administrative Secretary, and three At-Large members shall serve an initial three-year term for the purpose of staggering future terms of office for Executive Committee members. If the member is elected to a second term for the same office, the member would serve a two-year term as noted above.

### **3.05 Vacated Office**

The Vice President shall fill a vacancy in the office of the President. Any other vacancy in the Executive Committee shall be filled as soon as possible through the membership election process overseen by the Nominating Committee. A member elected to a vacated position on the Executive Committee shall serve out the remainder of the vacated position’s term. Thereafter, that member shall be eligible to run for election for any open position on the Executive Committee for an additional two terms as noted in the “Term of Office” section above.

The office of a member of the Executive Committee shall forthwith be vacated if:

- (a) The member no longer qualifies as a PSAC member
- (b) The member resigns
- (c) The member is removed from office by a two-thirds vote at a special meeting of the general membership

## **4. MEETINGS OF THE EXECUTIVE COMMITTEE**

### **4.01 Scheduled Meetings**

The Executive Committee shall have scheduled meetings at least twice during the Fall semesters and twice during the Spring semesters on dates, at times, and in locations to be determined by the Executive Committee members.

### **4.02 Special Meetings**

The PSAC President or Vice President may convene a meeting of the Executive Committee, or any three members of the Executive Committee may convene a meeting, at any time and at various locations.

### **4.03 Notices**

The Administrative Secretary, by direction of the President or Vice President, shall communicate meeting information to the Executive Committee members. Notice of such meetings shall be delivered personally, by telephone, or by electronic means, to each member of the Executive Committee preferably not less than two days before the meeting is to take place. Notice of any PSAC Executive Committee meeting need not specify the purpose of the business that is to be transacted at the meeting.

### **4.04 Rules of Order**

The PSAC Executive Committee meetings shall be conducted in accordance with *Roberts Rules of Order*.

### **4.05 Quorum**

“Quorum” is defined as the majority of the Executive Committee (5 of the 9 officers).

If vacancies exist on the Executive Committee, the active members may act on PSAC matters notwithstanding any vacancy in their body. However, if the number of active members has been reduced below the number necessary for a quorum, the vacant offices must be filled through the election process before any other matters are addressed.

### **4.06 Voting**

Each member of the Executive Committee shall have one vote. Once a quorum is confirmed, any recommendation or action must have the approval of the majority (50 percent plus 1).

### **4.07 Meetings with the President of the University**

The Executive Committee shall normally meet twice each semester or on an as-needed basis with the President of the University.

## **5. MEETINGS OF THE COUNCIL**

### **5.01 Scheduled Meetings**

The Council shall have scheduled meetings at least once during the Fall semesters and at least once during the Spring semesters. The meetings shall be held on dates and at times to be determined by the Executive Committee and approved by the President of the University.

### **5.02 Special Meetings**

Special meetings of the Council may be convened by order of the PSAC President or Vice President or any three members of the Executive Committee at any time and at various locations and approved by the President of the University.

### **5.03 Notices of Council Meetings**

The Recording Secretary shall create a notice for each meeting that will include the day, hour, and place of meeting. He or she shall electronically transmit this notice to the designated person in the Office of Human Resources, and request that person to distribute the notice of meeting electronically to each member of PSAC according to the membership list maintained by the Office of Human Resources. The designated person in the Office of Human Resources shall distribute the notice to the membership within at least 7 days of meeting.

### **5.04 Rules of Order**

The President or other presiding member of the Executive Committee shall conduct PSAC Council meetings in accordance with *Roberts Rules of Order*.

### **5.05 Quorum**

No official action may be taken on any recommendation or action where fewer than 20 percent

of the Council membership is in attendance for a meeting or where fewer than 20 percent of the membership participates virtually for an electronic event. The total membership on which to base the quorum percentage shall be determined on September 1 of each year using the membership list as of that date which is maintained by the Office of Human Resources, notwithstanding any changes in the actual number of Council members during the ensuing academic year due to personnel changes.

### **5.06 Voting**

Once a quorum is confirmed by the President's designee for a Council meeting or electronic event, a recommendation or action must have the approval of a majority (50 percent plus one vote) of those members attending the Council meeting or participating in the electronic event.

Council members shall have one vote during any voting event for any recommendation or action.

## **6. COMMITTEES OF THE PROFESSIONAL STAFF ADVISORY COUNCIL**

### **6.01 Excellence in Professional Service Committee**

*Function and Authority:* A screening/selection committee shall be established annually to solicit and initiate nominations for the PSAC Awards for Excellence in Professional Service. This committee shall be responsible for publicizing the award and the criteria established by the Executive Committee. Nominations for the Awards may come from any person in the University community and shall be equally considered. The committee shall receive and review nominations to ensure that the PSAC members who are nominated have completed three years of service at the University. Employees who are past award recipients shall become eligible again after five years. The committee shall make four selections and forward its recommendations to the President of the University for final approval. The President of the University shall announce the recipients to the University community.

*Membership:* The PSAC Excellence in Professional Service Committee shall consist of five (5) PSAC members, one (1) faculty member, and one (1) student.

The five (5) PSAC members shall include one (1) PSAC member from the previous year's committee who shall serve as Mentor and organizer for the current year's committee and the four (4) Award recipients from the previous year. If any of these persons is unable or unwilling to serve, the Executive Committee shall solicit a volunteer from the PSAC membership. The Mentor shall be responsible, with input from the four (4) other PSAC members, for recruiting the faculty member and student member to participate on the Excellence in Professional Service Committee.

*Officer:* The PSAC Mentor shall serve as chair of the Excellence in Professional Service Committee.

### **6.02 Nominating Committee**

*Function and Authority:* The Nominating Committee shall conduct the election processes for the officers of the PSAC Executive Committee and other committees as directed by the Executive Committee. The Nominating Committee is responsible for ensuring that every effort is made to secure nominations for open Executive Committee positions from each of the Administrative Divisions.

*Membership:* The PSAC Nominating Committee shall consist of seven (7) members of the PSAC membership. Ideally, there will be representatives from each administrative division: five (5) persons who are Members-at-Large on the Executive Committee and two (2) officers elected from the PSAC general membership as committee Chair and Secretary.

*Officers:* Persons elected to the Nominating Committee from the PSAC general membership shall serve two-year terms. Term dates and/or length may be adjusted by the Executive Committee as needed to ensure the two (2) persons elected do not end their terms at the same time. When vacated, the Secretary shall assume the Chair position and elections will be held to replace the Secretary position. If the Secretary position is vacated an election will be held to replace the position.

Prior to an election, the PSAC Executive Committee shall set a date for election voting. If a regular election has occurred in the last 3 months, the Executive Committee may choose to direct the Nominating Committee to contact recent “runners up” for the same vacant position and fill the position without holding a new election. If the position cannot be filled by individuals with recent votes, a new election will be conducted.

- In the course of a normal election, the Nominating Committee shall ask for nominations from the PSAC membership at least one week prior to the voting date. using the PSAC email list.
- The email distribution for the Call for Nominations will include the descriptions of the positions inclusive of the expected term, a link to an online form to submit nominations, and a submission deadline.
- Members may either nominate a PSAC colleague or they may nominate themselves for an open position. The Nominating Committee shall also solicit the names of, and nominate, persons willing to serve in open positions.
- No nominee’s name shall be placed on a ballot without the consent of that nominee.
- Only one method of casting a vote shall be used during an election. The Executive Committee shall determine the most appropriate method.
- The Nominating Committee shall create the voting ballot and distribute it to the PSAC membership one week prior to the election voting date.
- The distribution of the ballots shall include notice of the start and end dates/times of the voting window. Once the voting window closes, the election is complete. Nominees shall be elected based on the majority of votes cast during the voting period.
- In the event of a tie, the Executive Committee shall choose a member that provides the best diverse office / division representation.
- The Nominating Committee shall notify the President of the PSAC of the election results. The President shall notify the nominees of the election results.
- The President of the PSAC, in collaboration with the Recording Secretary, shall announce the results of the voting to the membership and the University community.

### **6.03 Initiatives Committee**

*Function and Authority:* The Initiatives Committee shall be responsible, as directed by the PSAC Vice President, for soliciting and developing ideas from members that will actively engage the membership through various events, activities, and efforts in supporting the missions of the PSAC and the University. In addition, the Initiatives Committee shall encourage the



membership to seek out and welcome other members of the University community to participate with the PSAC in these events, activities, and efforts.

The Initiatives Committee shall involve appropriate campus resources and offices to plan, schedule, and execute the initiatives that have been approved by the Executive Committee. As initiatives progress from ideas to action, the Initiatives Committee shall consult with the Executive Committee through regular updates and recommendations for possible next steps regarding these matters.

The Initiatives Committee shall also be responsible for tracking PSAC initiatives that are both under consideration and in-progress to ensure that all initiatives are well managed. The Initiatives Committee shall report back to the general PSAC membership on these initiatives at the request of the Executive Committee.

*Approval:* The President of the University shall approve all initiatives in advance of their initiation.

*Membership:* The Initiatives Committee shall consist of five (5) persons: the Chair of the committee and four (4) persons appointed from the PSAC general membership. The PSAC Nominating Committee shall be responsible for ensuring that every effort is made to secure nominations for these four (4) positions from a variety of Administrative Divisions. The Executive Committee shall appoint the four (4) committee members from the nominations put forth by the Nominating Committee. Persons appointed to the Initiatives Committee from the PSAC general membership shall serve a two-year term.

*Officer:* The PSAC Vice President shall serve as chair of the Initiatives Committee.

## **7. AMENDMENTS TO THE BYLAWS**

These bylaws may be amended from time to time by the Board of Trustees of the University in its sole discretion. Proposals to amend the bylaws may be forwarded as a recommendation to the President of the University following an announcement in writing to and a vote of the PSAC membership. The President of the University may by their authority move such recommendations to the Board of Trustees of the University for approval through the process specified in the University's corporate bylaws. Amendments shall be effective immediately following approval by the Board of Trustees.

*Re-Ratified by the Utica University Board of Trustees on February 17, 2023.*

*Originally ratified by the Utica College Board of Trustees on March 14, 2014.*