



# Akamai University

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## AKAMAI UNIVERSITY Academic Council Bylaws

Adopted: October 15, 2009 & Updated June 2021 & January 2022

### **Article I: General Guidelines for Academic Council**

The following guidelines are provided by the Board of Directors as a system for the operation and governance of the Academic Council.

#### **Section #1: Title of Body**

This body shall be entitled the Academic Council of Akamai University and as a short form, simply the Academic Council or The Council.

#### **Section #2: Purpose of Council**

The Academic Council has advisory responsibilities for the academic activities of the University including components of curriculum and instruction, research, and learning support. The primary purpose and role of the Academic Council shall be the advisement of the University President and Board of Directors regarding academic policies and procedures, quality standards and guidelines, which impact the institution. The Academic Council, and the operation of Council Committee shall provide for exchange of information among the faculty.

### Academic Council



*Assurance of Academic Excellence*

- 2.1 The Academic Council advises regarding the quality of conduct of ongoing academic programs; it recommends to the University President the establishment of new programs and alteration, and termination of existing programs. It advises the President on useful administrative initiatives relative to matters of curriculum and quality of research.
- 2.2 The Council receives recommendations and petitions and takes actions as needed to build recommendations on issues presented.

**2.3** The Council discusses and recommends new and revised academic policies, procedures, rules, and guidelines, and submits recommendations in the form of reports regarding academic matters to the University President.

**2.4** The University President may discuss with the Academic Council any matter impacting academic policy.

**2.5** The Academic Council is concerned with:

**2.5.1** New and revised programs and curriculum

**2.5.2** Enhancement and improvement of instructional delivery

**2.5.3** Effectiveness of outreach, promotion and development of students and faculty

**2.5.4** Maintenance of research policies and procedures

**2.5.5** Effectiveness of student academic support

**2.5.6** University academic service to the global community

**2.5.7** Relationships with other educational institutions and organizations

**2.6** The Academic Council is encouraged to make policy recommendations to the University administration on matters impacting the academic functions of the University.

**2.7** The Academic Council shall advise on all such matters as the University President shall place before it.

**2.8** The Academic Council shall keep the faculty fully informed of its recommendations and maintain an ongoing informative faculty dialogue.

**2.9** The University President shall coordinate with all aspects of the operation of the Academic Council and any Committees.

**2.10** The Academic Council shall be considered a continuing body and shall have the authority to create new standing committees and make continuing studies of significant issues maintaining its priorities in accordance with matters placed before it by the President.

**2.11** The University President shall make recommendations to the Academic Council and take necessary actions as directed by the Board of Directors to assure the effective operation of the Academic Council and any Committees, as is necessary for the appropriate development and operation of the University.

### **Section #3: Council Code of Conduct**

Council members, voting and nonvoting, as well as all faculty and guests participating at any meetings or communications of or about the Council and its operations are bound by the University's Code of ethics and professional behavior which discusses the intent that all elements of the University shall work cooperatively, work in the best interest of the students and institution, conduct civil dialogue, and provide constructive input.

## **Article II: Organization of the Academic Council**

### **Section 1: Voting Members**

The voting members of the Academic Council shall be composed of representatives from all faculty members in good standing. The immediate past Chair is also a voting member of the Council for the year following incumbency.

### **Section #2: Nonvoting Members**

The nonvoting membership of the Academic Council shall include all senior officers of the University, including the President, Vice President, University Registrar, and other senior academic staff and administrators.

### **Section #3: Selection of Student Representatives**

A student representative can be selected through an open forum of the student body. During November of each year, each student shall be invited by the University administration to nominate a student to serve. Once student names are placed in nomination, all students would have one vote in electing their representative. The Student Representative would be able to attend meetings and contribute on matters when asked but shall not have a vote on the Council.

### **Section #4: Terms of Office**

Standard terms of office for voting members and student representatives shall be one year. If duly elected, members shall have continuing terms, so long as the individual remains in good standing, according to the faculty agreement signed with the University.

## **Article III: Nominations and Elections**

### **Section 1: Nominations of Council Members**

The University President or his (her) assigned representative, together with the immediate Past Chairperson, shall coordinate the process for selecting up to seven new voting members. All active members of the faculty with a currently posted CV can volunteer to be a member of the Academic Council.

### **Section 2: Selection of Voting Members of the Council**

The nominations shall be listed online, together with their submitted biographical sketches. Each member of the faculty shall be allowed to vote for three members so nominated. The President and immediate past Chairperson of the Council are responsible for gathering, counting, and reporting the results to the Board of Directors and the faculty.

### **Section 3: Election of Officers**

The University President and immediate Past Chairperson shall be responsible for coordinating the selection process for incoming officers for the newly elected Academic Council, and for reporting the selection results to the faculty and Board of Directors.

#### **Section 4: Filling Vacancies**

In cases of numerous vacancies on the Council, the University President may initiate the process of filling vacancies.

### **Article IV: Composition of Executive Committee & Duties of Council Officers**

#### **Section 1: Council Officers and Executive Committee**

The officers of the Academic Council include the immediate Past Chairperson, the current Chairperson, Vice Chair and Secretary. These four officers comprise the Executive Committee of the Academic Council.

#### **Section 2: Duties of the Chair**

**2.1 Calling Annual Organizational Meetings.** Calling the annual organizational meeting of the Academic Council. The immediate past Chair shall not be eligible for an elected office during the year following incumbency.

**2.2 Presiding Over Council Meetings.** To preside over meetings of the Academic Council and over meetings of the Executive Committee.

**2.3 Notify and Recruit Faculty.** To notify faculty members of their election to membership in the Academic Council and to invite them to accept (or decline membership if other commitments would interfere with their attendance at the scheduled meetings of the Council);

**2.4 Distribution of Meeting Notices.** With the concurrence of the Executive Committee, to prepare and distribute notices of meetings of the Academic Council with agendas. Such notices shall be distributed at least seven days prior to all regular meetings. The University President and administrative staff shall serve the purpose of distributing meeting notices, when needed.

**2.5 Notification of University President.** To send a memorandum to the University President and the Board of Directors, not more than a week after each meeting; calling attention to any resolutions passed by the Council and other matters of importance that arose.

**2.6 Other Functions.** To perform all other functions normally expected of the Chair of a council.

#### **Section 3: Duties of the Vice Chair of the Academic Council**

**3.1 Preside in Chairs Absence.** To preside over meetings and activities of the Academic Council in the absence of the Chair.

**3.2 Monitor Meeting Attendance.** To monitor attendance at scheduled meetings and activities of the Academic Council, to encourage future attendance of those members absent from consecutive meetings, and to recommend resignations from those who encounter scheduling conflicts and become unable to participate effectively and attend regularly.

**3.3 Other Duties.** To coordinate activities, as requested by the Chair, especially as it may relate to the ongoing activities of any standing Committees

#### **Section 4: Duties of Secretary of the Academic Council**

**4.1 Recording Attendance.** To keep a record of attendance at meetings and activities, notate whether advance notice was given, record all absences, all of which shall be included in the minutes.

**4.2 Preparation of the Council Minutes.** To prepare the minutes of Academic Council meetings for distribution to the Chair within two weeks of the meeting. Distribution of the minutes for consideration at least a week before the subsequent meeting.

#### **Section 5: Duties of the Immediate Past Chair**

**5.1 Initiation of New Council Actions** The Immediate Past Chair shall help the University President coordinate nomination of the next Academic Council membership and election of officers.

**5.2 Serve on Executive Committee** The Immediate Past Chair shall serve as a member of the Executive Committee of the Council during the year immediately following service as Chair.

**5.3 May Not Serve as Council Officer** The immediate past chair shall not be eligible for election as an officer during the year following incumbency.

### **Article V: Meetings of the Academic Council**

#### **Section 1: Annual Organizational Meetings of Academic Council**

An annual organizational meeting of the Academic Council shall be called by the immediate Past Chair (or the University President) not later than the third week of January, at which meeting the Academic Council shall elect officers for the new Council.

**1.1 Mode of Conduct of Annual Meeting.** This organizational meeting may be held by teleconference, electronic forum, rapid exchange of email, or by conference gathering.

**1.2 Methods for Election of Officers.** Election of the Chair, Vice Chair, and Secretary shall be by ballot of the entire Council membership.

**1.3 Past Chair Excluded for Vote for New Officers.** The immediate Past Chair shall not have a vote in the election of new officers of the Council.

#### **Section 2: Regular Meetings of the Academic Council**

Regular meetings of the Academic Council shall be held as often as required to successfully conduct the affairs of the bodies.

**2.1 Issuance of Notice of Regular Meetings.** The Chair of the Academic Council must issue, within seven days, a notice of the meeting including the time and duration.

**2.2 Scheduling Meetings.** Dates of scheduled meetings shall be posted online for reference by all members of the faculty, staff and administration.

**2.3 Calling of Extraordinary Meetings.** Extraordinary meetings, requested by the President or Board of Directors, which may be called with less than seven days' notice shall not be called during scheduled holiday periods.

**2.4 Stating Purpose of Meetings.** The purpose of all meetings must be stated by email notice issued by the Chair with sufficient materials and information distributed to Council members to enable sufficiency in preparation.

**2.5 Visitors to Meetings and Non-voting Guests.** Meetings of the Academic Council are open to visitors upon prior written request to the Chair at least 14 days prior to the next meeting. A visitor may only address the Academic Council if invited to do so by the Chairperson. Visitors are not permitted in attendance at Executive Committee meetings unless requested to serve in advisement beforehand by request of the Chairperson.

### **Section 3: Governance by Consensus**

Council meetings and meetings of any Council Committees will be conducted in an egalitarian manner most favorable for maximum cooperation and contribution from all members of the Academic Council and the faculty at large. A consensus model of decision-making will be used, somewhat similar to consensus rules established by numerous bodies worldwide.

### **Section 4: Facilitating Purpose and Functions**

To facilitate the purpose and functions of the Academic Council, the University President addresses the Council annually for the purpose of reviewing the disposition of the Council's recommendations of the past year. The President shall be empowered, when necessary, and under the advisement of the Board of Directors, shall convene meetings of the Academic Council for the purpose of re-activating meetings or for the purpose of calling a special meeting to address the Council.

## **Article VI. The Agenda**

### **Section #1: Call to Order**

**1.1 Proper Meeting Notice.** The Council Chair must verify that all members of the Council have received proper notice of the meeting and confirm that all are in attendance, in conjunction with the Council Secretary.

**1.2 Quorum Required.** The Chair may call the meeting to order only if a quorum of the Council is present in person. If a quorum does not exist, the meeting is not qualified to conduct business.

**1.3 Meetings Open to All Members.** The meeting must be open to all members of the Council, unless Executive meeting is called, and the Council members must receive notice of the meeting.

## **Section #2: Review of Agenda**

**2.1 Draft Agenda Prepared by Chair.** The first draft of the agenda is prepared by the Chairperson or one of the officers prior to the meeting.

**2.2 Council May Modify Agenda.** The agenda “belongs” to the Council and the Council may modify the agenda as it pleases by a majority vote. This power should be used only when necessary, as proper functioning of the Council requires advance planning.

**2.3 Adding of Deleting Items.** During review of the agenda, the Council members may add or delete items from the agenda and may change the order of presentation by majority vote.

**2.4 Agenda Changes by Acquiescence.** When possible, changes to the agenda should be done by acquiescence of all Council members. Formal voting on the agenda is only necessary where it appears to the Chair that there is a disagreement.

## **Section #3: Approval of Previous Minutes**

**3.1 Minutes Installed Online.** The minutes should be installed online at the University’s website on pages set aside for use by the Academic Council and not available to website viewers. The minutes of previous meetings are not the official minutes of the Council unless and until the Council votes to accept them and subsequent meetings.

**3.2 Minutes Prepared by Secretary.** The minutes are prepared by either the Secretary or some other person appointed by the Council to act in lieu of the Secretary for a time. Any Council member may suggest changes to the minutes before the Council adopts them. The suggested change should be set forth in the minutes for the record, and then the Council should adopt or reject such changes.

**3.3 Minutes Clear and Straightforward.** Minutes should state precisely each motion considered by the Council, and identify the Council members voting in favor, against, or abstaining, and whether the motion was carried. Minutes need not reflect the comments made except in those instances when the Council desires to make a specific record. Whenever the Council makes a decision that the Council feels may subject it to potential difficulties, it shall be appropriate for the Council to enact a resolution that states all of the facts and circumstances, the professional advice, and the rationale or other considerations upon which

the Council's decision was based. Otherwise, it is not necessary, appropriate or recommended for the Council to set forth the comments or discussion related to a specific motion. However, dissents by a Council member should be fully stated in the minutes.

**3.4 Minutes Approved by Acquiescence.** When possible, changes to the minutes and adoption of the minutes should be done by acquiescence of all Council members. Formal voting on the minutes is only necessary where it appears to the Chair that there is a disagreement.

#### **Section #4: Officer or Committee Reports**

**4.1 Timeframe of the Agenda.** There shall be a timeframe in the agenda when any officer or Committees of the Council may report their findings or recommendations to the Council.

**4.2 Order of Presentations.** The full report should be presented and then each Council member, in turn, may ask questions or comment. It is not appropriate to make motions or discuss items of business during this portion of the meeting.

**4.3 Time for Presentations by Invited Experts.** This time should be used for any presentations to be made by invited experts before the Council.

#### **Section #5: Procedures for Open Forum**

**5.1 Custom of Open Forum.** Although the Council is not required to provide an open forum for non-voting members of the faculty to speak about their concerns, it shall be the custom and practice of this Council, when time permits.

**5.2** During meetings, strict time limitations should be imposed by the Council and these limitations must be enforced. Each Council member should address the Chair and must speak courteously and to the point.

**5.3** Council members may question the visiting faculty member about the problem or concern. Other faculty members are not entitled to be recognized or to comment or question during this process, except with the permission of the Council.

**5.4** Once the open forum is closed, the non-voting members of the faculty are not allowed to participate further or seek to be recognized unless the Council specifically requests input or information from a particular non-voting member of the faculty.

**5.5** These restrictions must be strictly enforced because the purpose of the Council meeting is for the Council members to conduct business, and this cannot be done if there is undue interference from non-voting members. All disruptions must be addressed by the Chair and repeated violators must be barred from the meeting.

## **Section #6: Old and New Business**

- 6.1 All items that were tabled during previous meetings shall be revisited during the business portion of the ensuing meeting, unless otherwise voted by the Council.
- 6.2 The Council may vote to postpone consideration of any old business, or it may remove any item from consideration.
- 6.3 Except in the case of emergency business, all new items of business are heard only after all of the old items have been addressed by the Council, either by adopting or rejecting a motion or by postponing or removing the item from consideration.
- 6.4 All business must be conducted in the form of the Consensus model.
- 6.5 Any emergency items decided by the Executive Committee of the Council between Council meetings should be discussed and ratified at the next Council meeting.

## **Section #7: Executive or Closed Session**

- 7.1 When executive session is desired, the Council should move into closed session only after the regular business is conducted but before formal adjournment.
- 7.2 All non-voting members must be asked to leave except for those having a reason to participate and who have been asked to remain by the Council Chair.
- 7.3 Only the statutory exceptions are good cause for moving into executive session. The Council should announce to the faculty the purpose of the executive session (such as “to discuss rule violation matters”)
- 7.4 Except as permitted, no decisions, resolutions, or motions may be adopted in executive session. All business must be conducted in an open portion of the meeting.
- 7.5 The Council should not take minutes of executive sessions.

## **Section #8: Adjournment**

- 8.1 Upon the conclusion of the agenda, the Chair shall announce the meeting is adjourned.
- 8.2 The minutes shall reflect the time of adjournment.

## **Article VII. Deliberations**

### **Section #1: Discussion**

**1.1 Chair Facilitates Deliberations.** The Chair's role is to facilitate deliberations and to assist the Council in conducting its business in a fair and efficient manner. If it is a consensus of the Council, the incumbent Chair, may be removed from the Chair and any other Council member may be assigned to Chair the meeting.

**1.2 Announcing Items for Discussion.** When an item of business is to be discussed, the Chair announces the item to be discussed and opens the floor to discussion.

**1.3 Chair May Voice Own Opinion.** The Chair, as a member of the Council, is entitled to voice his or her opinion, and cast votes on matters that come before the Council. However, the Chair has the responsibility for providing each member of the Council an equal and fair opportunity to be heard.

**1.4 Announce Item Ready for Vote.** When it appears to the Chair that all Council members have had the opportunity to fully discuss the matter at hand, the Chair should announce that the item of business is ready for a vote.

### **Section 2: Consensus**

**2.1 Basic Options.** There are three basic options for each item of business

**2.1.1** To adopt a specific action by the Council.

**2.1.2** To table the item to another meeting (including fact-finding assignments to a person or committee)

**2.1.3** To remove an item from consideration.

**2.2 One Item of Business at a Time.** The Council is limited to one item of business at a time, but there are no limits to the number of comments that may be considered as to how to dispose of that item of business.

**2.3 Call to Consensus.** After each Council member has had the opportunity to discuss each item presented for consideration, the Chair will call for a consensus provided a quorum is present.

**2.4 Later Reconsideration.** The fact that a consensus has been reached does not prevent the item of business from being added to the agenda in the future and may be reconsidered at any time by the Council.

### **Section #3: Consensus and Order**

**4.1 Violations of the Consensus Model.** In the event a Council member violates the consensus process, University's code of ethics and professional behavior, or the decisions of the Chair, then the Chair may declare the member out of order. With respect to a member who is out of order, the following may be imposed at the discretion of the Chair:

**4.1.1** The member may be warned.

**4.1.2** The member may be excluded from discussion on the item of business at hand.

**4.1.3** The member may be excluded from discussion of all items of business.

**4.1.4** For gross interference with the meeting, the member may be removed from any further participation at that meeting.

**4.2 Right to Dissent for the Record.** If the Council upholds the declaration the member has the right to dissent for the record before the imposition of sanctions.

**4.4 Legitimacy of Sanctions.** The legitimacy of these sanctions depends upon the facts and circumstances in which they are imposed. These sanctions should be used sparingly and only to the extent necessary to keep order.

### **Article VIII: Standing Committees**

#### **Section #1: Purpose of Standing Committees**

Any initial Standing Committees may put in action by the Chair of the Academic Council. Initial Committees are intended to support investigation of issues and preparation of recommendations, which shall be presented for consideration to support the primary purpose of the Academic Council.

#### **Section #2: Initial Standing Committees**

Any initial Standing Committees may include the following, as determined appropriate by the Council Chair. New Committees may be established by majority resolution of the Academic Council.

**2.1** Committee Quality Assurance in Curriculum and Instruction

**2.2** Committee on Libraries and Learning Resources

**2.3** Committee for Academic Development

#### **Section #3: Appointments to Standing Committees**

Appointments to Chair Committees shall be made from among the Academic Council by the residing Chairperson. The appointed Committee Chair shall recruit members for Committee participation from among the Academic Council and faculty in good standing.

#### **Section #4: Conducting the Affairs of Standing Committees**

**4.1 Selecting Committee Membership.** At the onset of each new calendar year, the Council Chair shall select a Chairperson for any Standing Committee. Appointments of Committee

Chairs and written offers to faculty to participate on Standing Committees and acceptances of these offers shall be made in writing and recorded with the Office of the President.

**4.2 Meetings of the Committees.** Meetings of any Committees shall be held as often as required to successfully conduct the affairs of the Committees. The Chair of the Committees should issue, within seven days, a notice of the meeting including the time and duration. Extraordinary meetings which may be called with less than seven days' notice shall not be called during normal holiday or vacation periods. The purpose of all meetings must be stated by email notice issued by the Chair with sufficient materials and information distributed to Committee members to enable sufficiency in preparation.

**4.3 Scheduling Meetings.** The scheduling of meetings shall be determined during the initial sessions after the new Committee Chairs have been put in place.

**4.4 Conduct of Meetings.** A quorum shall be defined as a simple majority of the total committee membership. The Committee shall follow the Consensus Process. Participants are considered "in attendance" if there is written record of their contribution to the proceedings. When face-to-face meetings are scheduled, attendance may take the form of exchange of emails, discussion forum, online chat, or Internet telephony, allowing for participation in the discussions, and consensus.

**4.5 Agenda Procedures.** The Chair of the Committee shall prepare and distribute by email at least seven days in advance of a meeting, a notice of the specific items or subjects to be on the agenda of that meeting. A copy shall be sent to the Chair of the Academic Council. Additional items not included in the agenda may be presented and placed on the agenda of the next meeting by consensus.

## **Article X: Amendments**

The Academic Council should be governed this set of Bylaws established and approved by the University's Board of Directors. It is the right of the Board of Directors to abolish or change the Bylaws of the Academic Council as it deems appropriate to the furtherance of the institution. Amendments to be presented for consideration by the Board may be submitted by the Academic Council Chair as an item on the Board agenda. Amendments may be approved by a majority vote of the Board members present and voting. Draft amendments may be recommended to the Board by any member of the Board, or by vote of the full Academic Council or written petition of any ten members of the faculty in good standing, if presented by email at least thirty days in advance of a Board meeting at which issues are to be considered. When the Council is inactive for a period exceeding 90 days, the President shall call the Council to order and may take any necessary actions to bring the Council to order.

== =End of Bylaws= ==