

Bylaws of the Harbor Branch Oceanographic Institute Faculty Assembly

November 4, 2014

PART I

The Institute

The Harbor Branch Oceanographic Institute is a Research Institute ("Institute") of Florida Atlantic University ("University"). The HBOI Faculty Assembly ("FA") bylaws are used as a means to ensure shared governance within the Institute. Shared governance will facilitate and encourage an academic and research environment where knowledge in the disciplines of oceanography, marine science, marine biotechnology and engineering is generated, imparted and fostered effectively and efficiently.

In addition to conducting research, teaching and engaging in service activities, Institute faculty play an essential role in the development and implementation of Institute policies and guidelines in accordance with University policies.

These bylaws are the rules governing the internal affairs of the FA and the interactions between the FA and Institute Administration. They are subordinate to the rules and regulations of the FAU Board of Trustees, Florida Board of Governors, and University policies and Institute policies.

I. 1. Harbor Branch Oceanographic Institute Faculty Assembly

Collectively, the faculty of the Harbor Branch Oceanographic Institute will constitute the Faculty Assembly, which considers and provides recommendations for policies and guidelines for:

1. Research
2. Education
3. Faculty appointments and promotions
4. Student affairs

In matters of general Institute administration, including administrative organization, planning, budgeting, coordination with other FAU colleges and campuses, and institutional partnerships, the FA will be advisory to the HBOI Executive Director ("Executive Director"). The Executive Director is the chief executive and administrative officer of the Institute, and reports to the Provost of the University.

All full-time members (1.0 FTE, 12-month appointments) of the Institute faculty holding a professorial rank of Research Professor, Associate Research Professor, or Assistant Research Professor are voting members of the Faculty Assembly. The Executive Director and Associate Executive Directors with Faculty rank may participate as non-voting members of the Assembly. The Faculty Assembly may extend voting or non-voting privileges to other qualified individuals, by majority vote of the Faculty Assembly, upon the recommendation of the Personnel Committee.

The Chair of the Faculty Assembly shall serve as the Presiding Officer at meetings of the Faculty Assembly. The Vice-Chair shall preside in the absence of the Chair.

The Chair and Vice-Chair of the Faculty Assembly shall be responsible for communicating the recommendations of the Faculty Assembly to the Executive Director. Recommendations will be submitted to the Executive Director in writing and a meeting with the Executive Director may be requested to discuss the recommendations. For all FA written recommendations for which a response is requested, the

Executive Director must provide written response including reasons for not adopting any recommendations. All responses from the Executive Director on the recommendations should be maintained as part of the permanent records of the Faculty Assembly.

The term for Chair and Vice-Chair is one year with the Vice-Chair rotating into the position of Chair after completion of their term of service as Vice-Chair. The incoming Vice-Chair will be elected by the Faculty using a written ballot at the first Assembly meeting in the Fall semester. Should the Chair or Vice-Chair positions become vacant, the FA will appoint a caretaker Chair and Vice Chair until an election is held by written ballot to fill the vacancy.

The Chair and Vice-Chair shall be responsible for reviewing and circulating minutes of the Faculty Assembly meetings typically within three weeks of the meeting or prior to the next meeting of the FA. They will submit copies of the approved minutes to the Executive Director; The Chair and Vice-Chair will be responsible for verifying all standing committees meet within the first six weeks of the Fall Semester; and administer and announce results of elections.

The Chair of the Faculty Assembly shall receive a minimum of 15% work assignment and the Vice-Chair of the Faculty Assembly shall receive a minimum of 5% work assignment for the term from the Executive Director of the Institute. Work assignment will be reviewed annually.

The minutes of meetings will be recorded and maintained by the Vice-Chair, or in his/her absence, by a member of the FA appointed by the meeting chair.

Notice of all meetings and agenda will be distributed by the Chair to the FA and Executive Director at least 2 days before the scheduled meeting, where practical.

New business not on the published agenda can be discussed, but motions to implement or provide recommendations must be published to the full Faculty Assembly before action is taken. Proposed changes to policies or guidelines require presentation at two FA meetings prior to electronic vote. Consent agenda items may be approved electronically.

There shall be at least one meeting of the Faculty Assembly each Fall and Spring semester. Every reasonable attempt will be made to facilitate remote attendance by FA members with voting rights. Meetings can be called by the Chair of the Faculty Assembly, by written petition of five or more members of the faculty, or by the Executive Director.

For meetings of the Faculty Assembly, a quorum is defined as 33 percent of the Faculty Assembly members with voting rights (less those on sabbatical or long term leave). Meetings may be held in person, conference call or any other acceptable electronic means as approved by the Chair.

A majority vote is defined as a simple majority in which the highest number of votes cast for any one candidate, issue, or item exceeds the second-highest number, while not necessarily constituting an absolute majority.

PART II Faculty Assembly Committees

II. 1. Committees of the Faculty Assembly

The six committees of the Faculty Assembly are: Bylaws and Compliance Committee, Personnel Committee, Education Committee, Research Committee, Budget and Finance Committee, and Space and Infrastructure Committee.

Unless otherwise described in the roles and responsibilities of the committees below, each committee of the Faculty Assembly will bring forward recommendations to the Faculty Assembly within their defined areas for broader discussion by the Faculty Assembly and will not function independently of the Assembly. These recommendations can come forward as part of a Consent Agenda compiled by the Chair of the Committee and circulated to the whole Faculty Assembly in advance of the appropriate meeting. After review and approval by the FA the recommendations will be provided to the Executive Director.

II.1.1. Membership on Standing Committees of the Faculty Assembly

The Standing Committees shall include at least five voting members of the Faculty Assembly. Additional Standing Committee members of non-professorial rank can be recommended for appointment by the Faculty Assembly with voting or non-voting privileges. At least two thirds of the total committee membership must be faculty with professorial rank within the Institute.

To ensure fair representation, committee members will be elected from as diverse an array of disciplines and ranks as possible. Members of each committee will serve two-year terms, and may serve more than one consecutive term. In the first year of the creation of a Standing Committee, approximately half of the members will hold a one-year term, while the remainder will hold a two-year term to ensure continuity.

The Faculty Assembly shall elect the Faculty members of the Standing Committees for the next academic year by written ballot at the end of the Spring Semester. Vacancies on the Standing Committees shall be filled in a timely manner by this same election procedure; the person elected shall serve for the remainder of the term vacated.

II. 1. 2. Meetings and Election of Officers to Standing Committees of the Faculty Assembly

Each Committee shall meet as required for the timely conduct of the affairs of the Faculty Assembly. Each Committee shall meet at least once each semester.

The first meeting of each Standing Committee shall be held within the first six weeks of the Fall Semester. The agendas for these meetings shall include election of a Chair and a Secretary from among the elected members of each Standing Committee. If during the election process, no faculty members accept nominations, then, by default, the Chair and Secretary shall be most senior and most junior Committee faculty members, respectively (based on Faculty rank and/or years of employment).

Additional meetings may be called by the Chair at the Chair's initiative, and shall be called, within ten working days, upon request of the Executive Director or of two Faculty members of the Standing Committee. The Faculty Assembly and Executive Director shall be notified of all Committee meetings and the meetings are open to all interested members of the Faculty Assembly.

The Chair shall prepare the agenda, convene the Committee, and preside at meetings. The Secretary shall record and maintain a complete and public record of the minutes of the proceedings and provide these to the Faculty Assembly Chair and Executive Director.

All actions of Standing Committees shall be by simple majority vote of the total Committee membership. Discussion and polling may be conducted electronically. Any voting member of the Committee shall have the right to call for a written ballot on any question.

II. 1. 3 The Bylaws and Compliance Committee

The Bylaws and Compliance Committee shall maintain the FA bylaws, monitor operations within the FA to verify compliance with the bylaws and recommend amendments to the FA bylaws to ensure consistency with University policies.

The Bylaws and Compliance Committee shall address all matters of faculty concern not within the domain of other FA committees.

Unless prohibited by law or University regulations or policies, the Bylaws and Compliance Committee shall be empowered to review records and to gather information, as necessary to discharge its responsibilities to the Faculty Assembly, to the Executive Director, and to the University.

The Bylaws and Compliance Committee shall be empowered to render interpretations of these bylaws.

II. 1. 4. The Personnel Committee

The Personnel Committee shall address personnel matters related to research Faculty at the Institute in accordance with University policies and guidelines. This includes, for example:

- 1) work to safeguard the rights and privileges of the Faculty in matters of University personnel policy concerning the Faculty;
- 2) provide recommendations to the FA on annual faculty evaluations and promotion guidelines;
- 3) review all cases of appointment to the Institute's Faculty, including ranked, adjunct, visiting or courtesy appointments and provide recommendations to the FA.;
- 4) develop and recommend criteria for granting membership (voting or non-voting) to the FA;
- 5) review applications and provide recommendations to the Assembly on granting membership and voting rights to individuals who do not hold full-time professorial rank within the Institute, and providing written justification in instances when membership is not granted;
- 6) provide recommendations for nominations of Researchers of the Year and other faculty research excellence awards; and
- 7) provide recommendations and nominations to the FA for new members for the Institute's Incentive Award Committee.

II. 1. 5. The Education Committee

The Education Committee shall address matters related to formal and informal educational activities at the Institute in accordance with University policies and guidelines. This includes, for example:

- 1) review and provide recommendations to the FA on proposed graduate and undergraduate courses taught at the Institute;
- 2) provide recommendations to the FA on expenditure of funds for education; and
- 3) provide recommendations to the FA on policies and guidelines related to post-graduate, graduate and undergraduate students (e.g. Institute-wide scholarships, Institute-wide student awards, compensation, and any other policies involving the students at the Institute).

The Education Committee shall provide leadership in the development and implementation of the Institute's Strategic and Implementation Plans for formal and informal education. This will include recommendation of priorities, resource needs and reviewing progress towards milestones.

II. 1. 6. The Research Committee

The Research Committee shall address matters related to research activities at the Institute. This will include:

- 1) provide recommendations to the FA on policies and guidelines to maintain and grow existing research activities, and encourage new research directions in accordance to the mission of the Institute;
- 2) identify and recommend to the FA priorities for business and philanthropic development efforts in accordance to the Institute's Strategic and Implementation Plans;
- 3) provide recommendations to the FA on expenditure of funds in support of research including support for research infrastructure; and
- 4) provide recommendations to the FA on whether proposals from the Institute-level proposals from the Faculty and/or Executive Director are consistent with the Institute's Strategic and Implementation Plans.

The Research Committee will provide leadership in developing and implementing the Institute's Strategic and Implementation Plans for Research, including recommendation of priorities, resource needs and reviewing progress towards milestones.

II.1.7. The Budget and Finance Committee

The Budget and Finance Committee shall address matters related to the Institute's financial resources. The Committee shall review the Institute's research and education budget (e.g. internal salary support for faculty and research staff, research and education travel and conference attendance, research laboratory equipment, research and education computers and software) to provide input to the FA whether the expenditures are consistent with the Institute's Strategic and Implementation Plans.

The Institute's Associate Executive Director of Operations shall provide the Faculty Assembly with a presentation on Institute E&G research and education expenditures.

The Committee shall present a summary report to the Faculty Assembly analyzing the report provided by the AED of Operations with respect to allocation of resources and Institute research and education priorities.

II. 1. 8. The Space and Infrastructure Committee

The Space and Infrastructure Committee shall address matters related to the usage and management of the Institute's research and education space.

The Space and Infrastructure Committee shall review the usage of the Institute's research and education space annually, paying particular attention to the space needs and usage of Faculty members and research staff. Based upon these reviews, the Committee shall provide a report to the FA indicating any underutilization of research and education space, and any opportunities for consolidation and/or reassignment of research and education space.

The Space and Infrastructure Committee shall evaluate requests with the Associate Executive Director for Operations for new space or substantial modification of existing space and provide recommendations.

II. 1. 9. Ad Hoc Committees

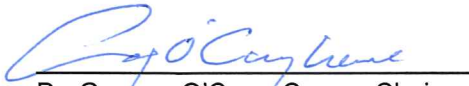
Ad Hoc Committees shall be appointed by the Chair of the Faculty Assembly as needed. Members of Ad Hoc Committees may be elected from the Faculty Assembly, or appointed by the Chair, with two thirds of each committee comprised of representation by faculty with professorial rank.

PART III

Amendments to Faculty Assembly Bylaws


The Bylaws of the Harbor Branch Oceanographic Institute Faculty Assembly are to be considered as in a state of permanent review and subject to change, as required. All changes, modification, and additions require approval by majority vote of the entire Faculty Assembly.

Amendments may be proposed by the Chair of the Faculty Assembly, any FA Standing Committee, the Executive Director or by petition of at least 25% of the voting Faculty Assembly.



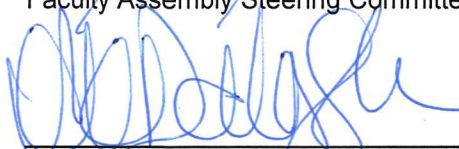
Dr. Gregory O'Corry-Crowe, Chair
Faculty Assembly Steering Committee

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date



Dr. Megan Davis
Interim Executive Director, HBOI

4/14/15
date



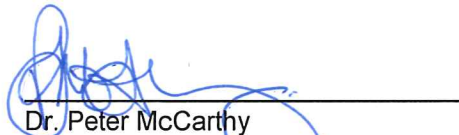
Dr. Anni Dalgleish
Faculty Assembly Steering Committee

4/14/2015
date



Dr. Gary Perry
Provost and Vice President for Academic Affairs
Florida Atlantic University

4/15/15
date



Dr. Peter McCarthy
Faculty Assembly Steering Committee

4/14/15
date