

BYLAWS OF THE UNIVERSITY SENATE OF ADLER UNIVERSITY

ARTICLE I. Name

The name of this body is The University Senate of Adler University.

ARTICLE II. Membership

A. Members. The Senate will comprise 11 members, as shown in the table below.

Appointing Constituent Body	Incumbent	Voting Status	Total Seats
Faculty Council, Chicago	Chair, Ex Officio	Voting Member	1
	Elected by Faculty Council, Chicago	Voting Member	1
Faculty Council, Vancouver	Chair, Ex Officio	Voting Member	1
	Elected by Faculty Council, Vancouver	Voting Member	1
Staff Council	Chair, Ex Officio	Voting Member	1
	Elected by Staff Council	Voting Member	1
Adler Student Government, Chicago	Elected by ASG, Chicago	Voting Member	1
Adler Student Government, Vancouver	Elected by ASG, Vancouver	Voting Member	1
University Administration	Chief of Staff, Ex Officio	Non-Voting Member	1
	Provost, Ex Officio	Non-Voting Member (except in the case of a tie)	1
	President, Ex Officio	Non-Voting Member	1
TOTAL			11

B. Terms. Faculty and staff are eligible to serve for three-year terms and no more than two consecutive terms; individuals may become re-eligible for membership after one year. Students are eligible to serve for one-year terms and no more than two consecutive terms. The Senate will stagger terms to ensure a combination of regular turnover in membership and continuity of knowledge and experience year to year.

C. Vacancies. Should a member vacate their position at any point during their term, the constituent body that elected the member will appoint a replacement to serve the remainder of their term. To hold members accountable for active participation

and representation, constituent bodies may replace any member who fails to attend three consecutive meetings without reasonable cause.

- D. Ineligibility.** No faculty or staff member serving on the Board of Trustees may serve on the University Senate.

ARTICLE III. Duties

- A. Purpose.** The University Senate serves as Adler's institution-wide shared governance body, providing a forum for consultation, deliberation, and recommendations on matters affecting the academic mission and institutional operations, including, but not limited to, institutional policies, degree program changes, new academic programs, fiscal matters, academic calendar, high-level academic related partnership agreements, and space planning. The Senate promotes communication among faculty, staff, students, and administration and facilitates informed institutional decision-making across the University.
- B. Responsibility.** The Senate makes recommendations to the provost and president on items under consideration. Members serve as representatives of their constituent bodies rather than individual interests but are responsible for serving the best interests of the whole University, not only their respective constituents.
- C. Scope.** The Senate serves as the coordinating body among the constituent governance organizations and does not supersede their authority over matters delegated to those bodies.
- D. Mission and vision.** In addition to the purpose described in Article III, Section A, the Senate may decide to develop, discuss, and vote to approve mission and vision statements during the pilot period.

ARTICLE IV. Officers

- A. Chair.** The provost will serve as chair of the Senate and will call and preside over all meetings. The chair will have the responsibility to assemble the documents necessary for the committee members' deliberations. The chair will be responsible for communicating, in writing, all committee recommendations to the president.
- B. Secretary.** The chief of staff will serve as secretary of the Senate. The secretary will develop and maintain the minutes of all Senate meetings and be responsible for distribution and follow-up. In the event of the chair's absence, the secretary will preside over the meeting.
- C. Committees.** During the two-year pilot, the chair may activate and appoint committees to oversee business within the Senate's purview. These committees may include, but not be limited to, academic programs, governance and bylaws, student success, finance and planning, and culture and climate. Committees will include at least one faculty member (of either campus), one staff member, one

student, and one administrator. When beneficial to effective deliberation and execution of business in accordance with procedural deadlines, committees may include subject matter experts who are not Senate members.

ARTICLE V. Meeting Procedures

- A. Schedule.** The Senate will meet at least twice during the fall semester, twice during the spring semester, and once during the summer. The Senate will establish meeting dates and times for the academic year no later than the end of the first week of the fall semester. The chair may call emergency meetings a minimum of two days in advance.
- B. Format.** The Senate will conduct all its meetings virtually via videoconference to accommodate member participation from both the Chicago and Vancouver campuses.
- C. Agenda.** The chair holds responsibility for and will ensure distribution of the agenda and supporting materials no less than five business days before each scheduled Senate meeting. Agenda items may originate from constituent bodies and Senate members, who must submit items a minimum of ten business days before each scheduled meeting.
- D. Procedure.** The Senate will conduct all its meetings according to the generally accepted principles of Robert's Rules of Order, including any committees.
- E. Voting.** No voting may occur at Senate unless a quorum—defined as two-thirds of voting members—is present. If a voting member of any constituent body cannot attend, the chair of that body must identify a designee to attend and vote on the member's behalf in accordance with that body's bylaws. Members have the right to abstain from a vote for any reason (e.g., absence from discussion); abstentions have the same effect as a "no" vote in calculating the total. In the event of a tie, the chair will cast a vote. When necessary to expedite business and/or action, the Senate will permit approvals by unanimous consent and electronic voting in between meetings (e.g., approval of minutes). Committees may make recommendations by majority vote.
- F. Conflict of interest.** Members shall disclose potential conflicts of interest and recuse themselves from debate, discussion, and voting where appropriate.
- G. Public access to Senate meetings.** Senate meetings will be closed to observation by non-members to promote candid discussion and discourage public release of private or identifying information without consent. The Secretary will prepare minutes for member approval by electronic vote and subsequent distribution within five to seven business days of the meeting.
- H. Public access to Senate materials.** The Senate will publish its agendas and minutes—in alignment with the deadlines described in Sections C and G, respectively—on a University webpage accessible to all campus stakeholders with an active Adler email address and login credentials.

ARTICLE VI. Reporting Lines

- A. Reporting recommendations.** The Senate will report its recommendations to the president, and the constituent body that submitted the item in question for review and discussion, within five to seven business days of the meeting.
- B. Administrative response.** The president will communicate the disposition of Senate recommendations within five to seven business days of receipt, including to acknowledge receipt and next steps, as well as—when possible—whether recommendations are accepted, modified, or declined.

ARTICLE VII. Assessment

- A. Assessment of Senate pilot.** These bylaws apply to the University Senate as established for the purpose of an initial two-year pilot period, covering academic years 2026-2027 and 2027-2028, and are subject to revision as the University implements and assesses the pilot model. The chair will appoint a governance and bylaws committee no later than the fall 2027 term to conduct an initial review of the bylaws in spring 2028. The review process will consider assessment metrics including, but not limited to, participation rates, timeliness of communication and decision-making, and stakeholder satisfaction. The governance and bylaws committee will recommend changes and amendments to the Senate for review, discussion, and approval by the summer 2028 meeting.
- B. Continuous evaluation and improvement.** The Senate will assess its effectiveness and recommend changes to its operations on an annual basis to ensure continuous evaluation and improvement, including after the first year of the pilot and in the future, regardless of whether the bylaws require revision that year.

ARTICLE VIII. Ratification

The Senate will officially adopt these bylaws for a two-year pilot by majority vote at a Senate meeting where the agenda includes bylaws ratification.

Chair, University Senate

Date

President, Adler University

Date

APPENDIX: GLOSSARY

Absence: The failure of a member or representative to attend a scheduled meeting, which may affect whether the body reaches quorum (the minimum number of members required to conduct valid business).

Abstention: A formal refusal to vote on a motion. For the purposes of calculating total votes, an abstention counts as a “no” vote.

Adjourn: The formal act of closing a meeting, either to a specified future date or indefinitely (*sine die*), ending all official proceedings for that session.

Amendment: A formal modification proposed to alter the language of a pending main motion (by adding, inserting, striking out, or substituting words) before the final vote is taken.

Approve: In decision making, governance/compliance step where an executive or authority formally signs off or vetoes a decision before execution can begin. *Rule:* Distinct from “Decide”; where necessary, “Approve” typically acts as a final safeguard/gatekeeper rather than author of a decision.

Business Days: Official university operational workdays (Monday through Friday), excluding weekends, official university holidays, and institutional closures.

Bylaws: The primary, binding rules that govern an organization’s internal operations, outlining membership rights, officer duties, committee structures, meeting requirements, and amendment processes.

Call to Order: The official declaration by the presiding officer that a meeting has formally begun and business may now be conducted.

Constituent Body: An officially recognized governance organization representing a specific campus stakeholder group (e.g., faculty, staff, students) that holds the authority to elect or appoint representatives to the Senate.

Consult: In decision making, to request input, expertise, and perspective from subject matter experts, impacted teams, or key stakeholders *before* a decision. *Rule:* Consultation is required before deciding, but consensus is not. They inform recommendations and decisions, not veto them.

Decide: In decision making, to hold final authority and accountability for choosing the course of action. This single role breaks ties, resolves trade-offs, and commits resources. *Rule:* Only one person or designated group should “Decide” to prevent gridlock.

Designee: An individual designated in writing by a constituent body chair to temporarily attend meetings and vote on behalf of an absent voting member.

Endorse: To formally express support, approval, or recommendation for a policy, action, or candidate without assuming direct legal authority or making it binding (e.g., a Faculty Senate endorsing a proposal from a student committee).

Ex Officio: A designation meaning "by virtue of one's office or position." An *ex officio* member holds a seat on a board or committee automatically because of their administrative role (e.g., a President or Provost), and may be voting or non-voting depending on the bylaws.

In Camera: A private or executive session of a governing body from which the public, non-members, and standard recording procedures are excluded to discuss sensitive matters (e.g., personnel, legal matters, or honorary degrees).

Informed: In decision making, where stakeholders are notified of the decision and its outcomes. They do not formally provide input except, where indicated, through their constituent governance body.

Motion: A formal proposal brought forward by a member for the assembly to consider, debate, and vote upon.

Pilot Period: The designated initial operational phase (academic years 2026–2027 and 2027–2028) during which the Senate structure, bylaws, and procedures are tested, evaluated, and adjusted prior to formal permanent adoption.

Proxy: Authorization given by a voting member allowing another individual to represent them and vote on their behalf in their absence (permitted only if explicitly authorized in the bylaws).

Quorum: The minimum two-thirds of voting members required to be present at a meeting to officially conduct business and cast binding votes.

Ratify: To give formal, legally binding approval to an act, agreement, or policy that was previously adopted or negotiated by another body or representative, making it officially active (e.g., a Board of Trustees ratifying a revised constitution or bargaining agreement).

Recommend: In decision making, gathers input, analyzes options, weighs pros and cons, and proposes a solution. They drive the process up to, but do not make, the decision. *Rule:* Typically leads consultations and drafts a recommendation.

Recusal: The act of voluntarily removing oneself from participating in discussion, deliberation, or voting on a specific agenda item due to a real or perceived conflict of interest.

Robert's Rules of Order: A standardized manual of parliamentary procedure designed to govern discussions and decision-making in deliberative assemblies. It adapts legislative rules to help voluntary associations, academic senates, nonprofit boards, and civic bodies run fair, efficient, and structured meetings. [See a simplified summary of

principles and practices via Cornell University's shared governance website here:
https://assembly.cornell.edu/sites/default/files/roberts_rules_simplified.pdf.]

Shared Governance: The collaborative framework of structures and processes through which key campus constituencies—faculty, administration, board, staff, and students—collectively participate in policy development, strategic planning, and institutional decision-making; ensures that decisions are informed by meaningful, structured deliberation and formal recommendations from representative governance bodies.

Subject Matter Expert: A non-Senate member of the University community invited to serve on a Senate committee to provide specialized technical, administrative, or operational expertise.

Unanimous Consent: A vote-taking method where an item is approved without a formal roll-call vote, provided no voting member present raises an objection.