

ORGANIZATIONAL BYLAWS
The University of Texas System Employee Advisory Council
Adopted March 25, 2004 - Revised June 2017

Article I: Identification

Section A: Name and Nature

The name of this organization is The University of Texas System Employee Advisory Council (hereinafter "EAC"). It is created pursuant to the Rules and Regulations of the Board of Regents of The University of Texas System (hereinafter "UT System"). It is advisory in nature and intended to be representative of staff of the institutions of UT System and System Administration.

Section B: Purpose and Function

Members of the staff of UT System make a vital contribution toward the fulfillment of the mission of UT System. The UT System Board of Regents established the EAC in August 2000 to provide a vehicle for communication and to facilitate the flow of ideas and information between staff, the Board of Regents, the institutions and Executive Officers of UT System Administration. The EAC functions to define, analyze, and make recommendations on employee issues to the appropriate body.

Section C: Definition of Staff

For the purposes of these Organizational Bylaws (hereinafter "bylaws") "staff" shall be defined as all full-time, part-time, non-faculty, benefits eligible employees who are in good standing and have been employed with UT System for at least one full year.

Article II: Membership

Section A: Eligibility

All UT System staff, as defined in Article I, Section C, shall be eligible for election or appointment to the EAC.

Section B: Election/Appointment

Each UT System institution and System Administration (hereinafter "institutions") will select two representatives and one alternate to the EAC. The means for selecting the representatives and alternate will be established by each institution. Selection of new representatives shall be completed no later than June 15 of each fiscal year. The names of the representatives must be certified by the respective institution's president and forwarded to the Chancellor or his designee. In selecting the representatives, the institutions shall strive to maintain continuity of membership and to assure broad staff input.

Section C: Terms of Office

The institution representatives and alternates serve as members of the EAC for three-year terms. The alternate may attend meetings in the event that one of the representatives is unable to do so. Representatives and alternates are permitted to serve their full terms on the EAC so long as they remain employees of their respective institutions. The term of membership coincides with UT System fiscal year - September 1 to August 31. New representatives and alternates will begin service with the first meeting of the academic year.

Section D: Vacancies

If a representative resigns during the term of membership, the alternate becomes the

voting member of the EAC and a new alternate must be selected. If an alternate resigns, a new alternate must be selected. Any new alternate must be selected within 30 days of the resignation creating the vacancy. The President of the institution, or his/her designee, will notify the Chancellor of the changes.

Section E: Failure to Attend Meetings

Any member who misses two consecutive regularly scheduled council meetings will be contacted by the EAC Executive Committee to discuss the member's willingness to continue to serve on the council. Additional absences will be reported to the individual at the institution responsible for appointing EAC representatives.

Section F: Duties – The duties of a representative are:

1. At Meetings:
 - a. To attend all meetings, review meeting minutes when disseminated, and complete assigned action items from committee and council meetings.
 - b. To actively participate in discussions and vote on motions made in EAC meetings.
 - c. To communicate staff concerns from the representative's respective institution to EAC.
 - d. To serve on a committee but may not serve on more than one committee at a time.
2. At Home Institutions:
 - a. To solicit staff concerns prior to EAC meetings.
 - b. To promptly communicate the issues discussed and actions taken at every EAC meeting to staff council at the representative's institution.
3. With Alternates:
 - a. If unable to attend, a representative must provide an alternate with adequate notice to enable the alternate to attend in the representatives' place and notify the UT System liaison.
 - b. To keep the institution's alternate informed of EAC actions and issues.

Section G: Members

For purposes of these bylaws, "members" shall mean all representatives who are attending a meeting of the EAC or a committee and all alternates attending a meeting in place of a representative.

Section H: Ex Officio Members

1. Past-Chair:
 - a. MEMBERSHIP: The Past-Chair is a non-voting, non-representative, ex officio position in the EAC. The Past-Chair is not required to have an institutional appointment to the EAC to serve as Past-Chair. A Past-Chair who concurrently holds an appointment as an institutional representative or alternate participates normally as a representative or alternate member of the EAC, in addition to Past-Chair duties. Past-Chairs without institutional appointment do not actively participate in the EAC, however, are strongly encouraged to maintain contact with the EAC through the time of their service as Past-Chair.
 - b. ROLE: The Past-Chair is to serve as a resource available to the current leadership of the EAC, particularly the Chair, contributing to a continuity of leadership of the EAC.

- c. ASSUMPTION OF ROLE: The Outgoing Chair assumes the role of Past-Chair at the conclusion of the meeting at which the Incoming Chair is elected.
- d. TERM: The Past-Chair serves for one year and serves in the year immediately following their service as Chair.
- e. REGENT'S MEETINGS: The Past-Chair is expected to attend, as the Past-Chair of the UTS EAC, the annual Board of Regents Meeting that is also attended by the current Chair (and other officers), demonstrating a continuity of leadership of the EAC especially to Regents, administrators and sister councils. It is the duty of the Chair to prepare the Past-Chair for any Regent's Meeting the Past-Chair will attend. It is the duty of the Past-Chair to make available their experience for the benefit of the Chair and other officers.
- f. REMOVAL: The Past-Chair may be removed by the same procedure as is used to remove EAC Officers, Article IV, Section E.
- g. VACANCY: Should the Past-Chair resign or become unable to serve due to termination of employment, removal, death, or other cause, the Chair may (but is not required to) appoint any willing previous EAC officer currently employed by the UT System and subject to the approval of their institution to serve the remainder of the Past-Chair's year of service.

Article III: Organization

Section A: Mode of Operation

1. The EAC will conduct its business through committees. In which issues shall be deliberated and recommendations developed. Committees include the Executive Committee and appointed ad hoc committees.
2. Each committee will adopt rules of proceeding providing for the manner of calling committee meetings, quorum requirements and methods of conducting meetings as well as other procedures are required. Each committee shall keep regular minutes of its proceedings and shall report to the Executive Committee and the EAC when required.
3. Roberts' Rules of Order shall serve as the standard of conduct of EAC meetings on matters not covered by the EAC Organization Bylaws.

Section B: UT System Liaison

1. The Deputy Chancellor, or his or her designee shall serve as the UT System Liaison to the EAC.
2. Once a designee has been appointed, that individual shall remain the UT System Liaison to the EAC until the designation is rescinded by the Deputy Chancellor or another individual is designated as the UT System Liaison to the EAC.
3. In addition to any other duty imposed elsewhere by these bylaws, the UT System Liaison shall be responsible for presenting the recommendations and requests of the EAC to the appropriate body or individual for a response in accordance with these bylaws and for all responses and requests back to the EAC. The UT System Liaison may also advise the EAC on System policies and issues that may have an impact on issues under consideration by the EAC. The UT System Liaison has oversight over the EAC budget.

Section C: Executive Committee

1. The Executive Committee is composed of the EAC Chair, Vice-Chair, Secretary, and Historian (collectively referred to as "officers"), as well as the chairs of each of the committees.
2. The Executive Committee sets the agenda for EAC meetings, recommends changes in the guidance and direction for the EAC.
3. The Executive Committee serves as an informational resource and sounding board for

- the Chancellor on issues of importance to UT System employees.
4. The Chair or Executive Committee may meet with the Chancellor to discuss issues of importance or concern.

Section D: Ad Hoc Committees

Ad hoc committees may be appointed to assist the EAC with its work. Ad hoc committees may include institution officers or employees who are not EAC representatives. Ad hoc committee organization and constituency should be determined by the nature of the task. The following bylaws should be observed:

1. The EAC Chair makes appointments of ad hoc committee chairs. The chair of the ad hoc committee shall be a current EAC representative.
2. The ad hoc chair, in consultation with the Executive Committee and with input from the EAC, may select the membership of their respective ad hoc committee.
3. The EAC members will ratify the creation and membership of all ad hoc committees.
4. Ad hoc committees must submit written reports to the EAC at least annually for the duration of their existence.
5. The Executive Committee should no less than annually review the operation and effectiveness of the EAC's ad hoc committees and consider alternatives for drawing on outside expertise.
6. The ad hoc committee shall conduct fact-finding, background exploration, analysis, and deliberation on issues and develop recommendations and/or action plans for review by the EAC.

Section E: Meetings

1. The EAC meets in regular session three times each year on two consecutive weekdays. The exact times and location are to be determined jointly by the EAC Chair with approval of the Executive Committee and the UT System Liaison.
2. Special meetings of the EAC may be called at any time, with the prior approval of the UT System Liaison, by the Chair or by the Executive Committee pursuant to a resolution adopted by a majority of the members of the Executive Committee. Any such call must specify the matter(s) to be acted on at the special meeting and only such matter(s) may be acted on at the special meeting.
3. Notice of the EAC meetings shall be sent to the membership by mail or email to each representative at least 30 days before each meeting. The notice shall state the time, place and location of and the agenda for the meeting. A quorum must be present for a meeting of the EAC to convene and conduct business.
4. EAC meetings are open to visitors unless a two-thirds (2/3) majority of the representatives or their alternates present a vote to close the meeting or a portion of the meeting.

Section F: Quorum

For purposes of these bylaws, a quorum exists if the number of members exceeds one half of the total number of representatives eligible to serve on the EAC.

Section G: Voting

1. Each EAC representative or alternate attending for an absent representative, is permitted to cast one vote on each motion, amendment, ballot, or other question raised for consideration. Members may vote via other means (e.g. telephone or internet) if deemed appropriate by the Executive Committee.
2. Officers may vote, except that the chair may vote at an EAC meeting only in case of a tie vote on a motion, amendment or ballot.

3. Unless otherwise specified in these bylaws, a simple majority of the votes cast shall carry a vote.

Section H: Organization Guideline Amendments

1. Proposed amendments to the bylaws should be provided to the membership in writing, which includes email, at least thirty (30) days before the EAC meeting at which the vote on the amendments are to be taken. In cases where at least thirty (30) days advance written notice is given, a two-thirds (2/3) majority vote of the members present is required for passage of the amendment(s).
2. Proposed amendments to the bylaws also may be adopted with less than thirty (30) days advance written notice the membership, by a three-fourths (3/4) majority vote of the members present.
3. Amendments are effective upon the date of adoption by the EAC.

Section I: EAC Recommendations

Recommendations to the UT System Administration and to the Board of Regents must include the following:

1. A clear definition of the issue that is the subject of the recommendation.
2. Proposed actions for the resolution of the issue. The tone and substance of the recommendations should be in keeping with the purpose of the council as defined in Article I, Section B of these Bylaws.
3. All recommendations must be submitted in writing and have the majority approval of the EAC.

Section J: Records

All EAC historical records will be maintained on the UT System document repository.

Article IV: Officers

Section A: Titles

Officers of the EAC include the Chair, Vice-Chair, Secretary, and Historian.

Section B: Nominations

1. The Executive Committee serves as the Nominations Committee to develop a slate of candidates for the position of Chair.
2. Only representatives to the EAC may run for the position of the Chair of the EAC.
3. Eligible representatives who wish to seek the office of Chair, or who wish to nominate another representative for Chair, should so notify the Nominations Committee at least thirty days before the EAC meeting in which the election is held.
4. The Nominating Committee should notify the membership of the candidates for the position of the EAC Chair and provide their biographical information, interests, and qualifications before the EAC meeting in which the election is to be held.
5. Nominations for Vice-Chair, Secretary, and Historian are made from the floor.

Section C: Elections

1. Officers are to be elected for one-year terms at elections held at the last regular meeting of the academic year. Each officer shall serve until his or her successor is elected. Officers are permitted to serve their full terms of office on the condition that they remain active employees of their respective institutions.
2. At any EAC meeting at which an election for the position of Chair is held, each announced candidate for the position of Chair shall have the opportunity to address the membership in an open meeting to present his or her qualifications for the position.

3. Nominations for the position of Chair may also be made from the floor by any member of the EAC, and each nominee candidate so nominated shall have the opportunity to address the membership in open meeting to present his or her qualifications for such position.
4. Once the Chair has declared the nominations closed, the election for Chair is conducted by secret ballot. The Nominations Committee members and the UT System Administration Liaison tally the ballots, and the Chair announces the results. A simple majority of the votes of the members present and voting is required to elect the Chair.
5. If no candidate receives a simple majority of votes in the first round of balloting, a run-off election shall be held among the smallest number of candidates who cumulatively received a simple majority of the total votes. Balloting will continue in this manner until one candidate receives a simple majority of the total votes case.
6. Procedures for balloting for the election of Vice-Chair, Secretary, and Historian are the same as those for balloting for the election of Chair.
7. The incoming Chair, Vice-Chair, Secretary, and Historian assume their offices at the conclusion of the meeting at which they are elected.

Section D: Duties of Officers

1. The duties of the chair include convening and conducting EAC meetings and meetings of the EAC Executive Committee; enforcing the EAC Organizational Bylaws and established operational procedures; communicating with the Chancellor, Board of Regents, and the UT System Administration Liaison; annually appearing before the Board of Regents to report on the activities of the EAC; and, receiving and communicating to the EAC membership nominations for office. The chair, or designated officer, is also expected to attend the UT System Board of Regents meetings, as assigned by the Chancellor. The Chair (or designated officer) may invite any EAC member to attend the Board of Regents meetings, subject to budget considerations, and should typically invite the Vice-Chair and Past-Chair to Regents Meetings.
2. The Vice-Chair serves in the absence of the Chair and replaces the Chair in the case of the Chair's resignation. The Vice-Chair serves as parliamentarian for EAC meetings and monitors the EAC budget.
3. The Secretary gives notice of all EAC and Executive Committee meetings and takes, prepares, and distributes minutes of the EAC meetings and Executive Committee meetings. The Secretary collects, receives, and maintains at a central location, minutes of EAC meetings, minutes of committee meetings, and annual reports; serves as the Secretary for the Executive Committee; and keeps minutes of the Executive Committee meetings.
4. The Historian keeps accurate records of the history of the EAC by: a) cataloging all issues, past and present, that come before the EAC as a whole, or in committee, and b) being available to brief committees on issues that have come before the EAC in the past.

Section E: Removal of Officers

An officer may be removed by a two-thirds vote of the EAC in a regular or special meeting. An officer who is removed will be permitted to continue as an EAC member for the remainder of his or her term.

Section F: Vacancies

Should the Chair resign or become unable to serve due to termination of employment, removal, death or other cause, the Vice Chair assumes the responsibilities and title of the Chair for the remainder of the unexpired term. Should the Vice-Chair, the Secretary, or the Historian resign or

become unable to serve due to termination of employment, removal, death or other cause, a special election will be held at the next EAC meeting to fill the vacancy, with nominations being accepted from the floor. Elections shall proceed as set forth above in Section C of this Article. No officer may be elected to serve more than two consecutive one-year terms.

Revisions

Guideline revisions were proposed, voted and approved by the required $\frac{3}{4}$ majority vote of the Employee Advisory Council on March 25, 2004, July 28, 2005, July 28, 2006, October 7, 2010, July 11, 2015 and June 23, 2017.