

BY-LAWS OF THE UNIVERSITY OF TEXAS SYSTEM-WIDE BENEFITS ADVISORY COMMITTEE (BAC)

1. GENERAL

- 1.1 The University of Texas [System-Wide Benefits Advisory Committee \(BAC\)](#) is created pursuant to [Chapter 1601, Texas Insurance Code](#). It is advisory in nature.
- 1.2 *Benefits Program* – the definition of “Benefits Program” includes group insurance, wellness, and retirement programs and associated systems that are authorized and administered through the University of Texas System Office of Employee Benefits for the recruitment and retention of employees, qualified dependents; as well as retirees and retiree qualified dependents.
- 1.3 The duties of BAC are to cooperate and work with the Office of Employee Benefits (OEB) to coordinate and correlate the administration of the benefits program among the various institutions; act as advisors in development, implementation, coordination, and administration of the benefits program among the various institutions; and to provide a channel for open communication of ideas and suggestions regarding the overall administration of the benefits program provided by the uniform group benefit program.
- 1.4 OEB shall assign staff to assist BAC as needed to perform its duties and to provide assistance at any committee meetings.

2. MEMBERSHIP

- 2.1 One BAC member shall be designated the elected representative from each of the UT institutions as a voting member. The elected representative may either be appointed by the chief executive officer, or their designee, or as an outcome of an election determined by each UT institution.
- 2.2 A second BAC member shall be appointed by the chief executive officer of each UT institution, or their designee, as a non-voting member. Appointed members may attend meetings and participate in discussions, but are not voting members.
- 2.3 All BAC members, whether elected or appointed, must be benefits eligible employees. If an elected or appointment member is not part of a Benefits, Human Resources, Payroll, or Finance department, members may be elected or appointed from a different institution office or business affairs office as long as they meet the requirements of Section 2.4.
- 2.4 All members must have knowledge of and working experience with the benefits program as outlined in Section 1.2. Members must be able to represent the needs of all employees and retirees of the UT institution represented with regard to BAC actions. A member may not have an interest in any of the plans offered through the uniform benefit program other than as a benefits eligible employee. If a conflict of interest were to arise during an appointment of a member, the member must immediately disclose the conflict of interest to the chairperson of the BAC and the Director of the

Office of Employee Benefits or designee.

- 2.5 Selection of new members shall be completed no later than July 31 of even-numbered years. Members serve for a period of two years, subject to re-election or re-appointment. Membership terms begin September 1 of each even year and expire August 31 of the next even-numbered year.
- 2.6 Any member who misses two consecutive regularly scheduled BAC meetings will be contacted by the BAC Chairperson to discuss the member's willingness to continue to serve on BAC. Additional absences shall be reported to the chief executive officer responsible for appointing BAC members at the UT institution.
- 2.7 Vacancies that occur for any reason shall be filled by an employee of the same UT institution from which the vacancy occurred by the chief executive officer of that UT institution for the balance of the vacated term. Employees appointed to complete the balance of the vacated term must meet BAC membership requirements as noted in 2.3 and 2.4.
- 2.8 Each member's BAC duties are in addition to the members' regular duties as an employee.
 - 2.8.1 To attend all meetings;
 - 2.8.2 If the member is a voting member; to vote on all motions made at meetings;
 - 2.8.3 If unable to attend, to timely appoint and provide written notice of a designated proxy as required by Section 3.3 of these By-Laws;
 - 2.8.4 To communicate the concerns of benefits eligible subscribers of the members' employing UT institution about the uniform group benefit program; and
 - 2.8.5 To communicate the recommendations made during the BAC meetings at the member's employing institutions through appropriate means.

3. MEETINGS

- 3.1 BAC meets in regular session typically three times each year (usually in October, February, and May), in a location (usually Austin or via teleconference) chosen by the Chair with approval of the Executive Committee and the Office of Employee Benefits.
- 3.2 Notice of regular meetings should be sent to BAC members in writing (which may include e-mail) at least 30 days before each meeting. The notice shall state the time, place and location of and the proposed agenda for the meeting. A quorum must be present for a meeting of the BAC to convene and conduct business. A quorum is defined as a simple majority of BAC voting members.
- 3.3 If a voting member of BAC is unable to attend a meeting, the member may designate a proxy from the member's employing UT institution to attend and vote for the member. Designation of a proxy must be made in writing and received by OEB on or before the day of the meeting at which the designated proxy is to attend on behalf of the voting member. The written statement may be provided to OEB via e-mail. For purposes of these By-Laws, a reference to "voting members" includes

all designated proxy attending a meeting in place of a voting member.

- 3.4 The chair may call special meetings of BAC, as needed to address issues related to development, implementation, coordination and administration of the benefits programs. Special meetings may be called 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.
- 3.5 BAC meetings are open to visitors unless a two-thirds (2/3) majority of the voting members present vote to close the meeting or a portion of the meeting. OEB staff in attendance at meetings are not considered to be visitors. Visitors must be recognized by the BAC chairperson in order to have speaking privileges during sub-committee and general BAC meetings. Institutions desiring to bring visitors and request authorization to speak on behalf of the institution, must submit via e-mail to the BAC chairperson and the Office of Employee Benefits at least 10 business days prior to the called BAC meeting for review and approval.
- 3.6 Each voting BAC member is permitted to cast one vote on each motion, amendment, ballot, or other questions presented by the Chair, except that the Chair shall vote only in the case of a tie vote among voting members. The method by which a vote is recorded may be determined by the BAC Executive Committee and the Office of Employee Benefits.
- 3.7 Robert's Rules of Order shall serve as the standard of conduct of BAC meetings on matters not covered by these By-Laws.

4. EXECUTIVE COMMITTEE

- 4.1 The Executive Committee is composed of the Chair, Vice-chair, Secretary and other officers as may be elected. The Executive Committee may invite other guests as needed.
- 4.2 BAC members elect the Executive Committee at the first committee meeting that occurs after the two-year election or appointment begins. Nominations for the Executive Committee may be made from the floor. Each member of the Executive Committee shall serve until his or her successor is elected, not to exceed a two-year term before re-election. Executive Committee members are permitted to serve their full terms of office, as long as they remain benefit eligible employees of their respective UT institutions.
- 4.3 If a member of the Executive Committee becomes ineligible for BAC membership or resigns the office, BAC, at its next scheduled meeting, elects a new officer, who serves until the next election.
- 4.4 The Executive Committee sets the agenda for meetings, recommends changes in procedures as needed, establishes rapport and coordination with guests or individuals to facilitate the work of BAC, calls special meetings as required, and provides overall and general guidance and direction for BAC.
- 4.5 The Chair may approve additional agenda items proposed from the floor of the committee meeting.

- 4.6 The duties of the Chair include convening and conducting BAC meetings and meetings of BAC Executive Committee; enforcing these By-Laws; establishing operational procedures; and, generally representing BAC to outside parties.
- 4.7 The duties of the Vice-chair are to conduct meetings in the absence of the chair, and to assist the chair in conducting the business of the committee.
- 4.8 The Secretary takes, prepares, and distributes minutes of BAC meetings and Executive Committee meetings.

5. SUBCOMMITTEES

- 5.1 Ad Hoc subcommittees may be appointed by the Chair to assist BAC. Ad hoc subcommittee organization and constituency should be determined by the nature of the task.

6. AMENDMENTS

- 6.1 A proposed amendment(s) to these By-Laws may be adopted as follows:
- 6.2 A proposed amendment must be provided to the membership in writing (including e-mail) at least thirty (30) days before the meeting at which it is to be voted on. The amendment must be adopted by at least a two-thirds (2/3) majority vote. E-mail voting is acceptable as long as proposed amendments are provided in writing at least thirty (30) days prior to an e-mail motion and vote.
- 6.3 A proposed amendment may be adopted, with less than thirty (30) days advance notice given to the membership, by a three-fourths (3/4) majority vote.