

BYLAWS

ARTICLE I. OFFICES

1. *Principal Office.* The principal office of the Center for Ethics shall be at The University of Texas at Tyler, provided that the Council shall have the power to change the location of the principal office.
2. *Other Offices.* The Center may also have other offices at such places, within or without the University, as the Council may designate, or as the business of the Council may require or as may be desirable.

ARTICLE II. COUNCIL

1. *Council.* To the extent not limited or prohibited by law, policies and procedures of the University of Texas System and The University of Texas at Tyler or these Bylaws, the powers of the Center for Ethics Council (Center) shall be exercised by or under the authority of, and the business and affairs of the Council shall be managed under the direction of, the Director of the Center and the Members of the Council.
 - i. The policy making responsibilities of the Council shall be vested in the Council Members, which shall control its properties, be responsible for its finances, and direct its affairs, including expansion of the Center activities.
 - ii. Council Members are expected to serve the interests of the Center and provide leadership on Center initiatives. Regular attendance at meetings, completion of assignments, participation in reports and publications, and service the greater community as an advocate for academic integrity and ethical conduct.
2. *Number and Election of Council Members.* The Council Members shall be composed of a minimum of nine (9) and a maximum of twenty (20) persons provided that the number may be increased or decreased from time to time by a resolution adopted by the Council, and that the number of members may not be decreased to fewer than six (6) including the Director. No decrease in the number of Members shall have the effect of shortening the term of any incumbent member. A change would require a unanimous vote of the active members of the Council

- i. The minimal composition of the Council shall include at least one full-time faculty member from each of the academic colleges, student services, administration and the recipient of the Bart Brooks Professorship in Ethics.
 - ii. The Council may from time to time, and at its own discretion, appoint individuals in the greater community to be Council Members. Community appointments shall have all the rights and privileges of the Council Members.
 - iii. Members of the Council shall be elected by a majority vote of the Council.
3. *Removal.* A Council Member may be removed from office, with or without cause, by the persons entitled to elect, designate, or appoint the Council. Removal requires a majority affirmative vote.
4. *Resignation.* A Council Member may resign by providing written notice of such resignation to the Director of the Center. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.
5. *Terms of Office.* A Council Member will be appointed for five (5) year terms. Each Council Member may be elected to serve two consecutive terms. After two terms of service, the Council Member must step down from his/her appointment for at least one year before becoming eligible for Council reappointment. A vacancy shall be declared in any seat on the Council upon the death, retirement, resignation of the occupant or upon disability rendering the Member permanently incapable in the management of the affairs of the Center for Ethics. In case of election to fill a vacancy, the term of the successor shall be the unexpired term for which the former Member was elected.
6. *Protocol for Nomination.*
 - i. At the regular Council meeting held in April of each year, the Nominating Committee shall present to the Council Members for their approval the nominations for Members who rotate from office, having secured their agreement to serve as a Council Member in advance of the nominations. Council Members shall be elected by majority vote of the Council.
 - ii. When the Nominating Committee presents its candidates for Council membership, additional nominations may be submitted by Council Members provided they have written confirmation from the nominee that they agree to serve and provided that

two additional Council Members second the motion to submit the additional nominations.

7. *Vacancies and Increase in Number of Members.* Any vacancy occurring on the Council shall be filled by the affirmative vote of a majority of the remaining Council Members, even though the vote would constitute less than a quorum of the Council. A member elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any committee chairmanship to be filled by reason of an increase in the number of chairmen, resignation or inability to complete the responsibilities of the chairmanship, shall be filled by election at a scheduled meeting or at a meeting of the Council called for that purpose.
8. *Annual Meeting of Directors.* The council will have an annual meeting to recognize service to the development of integrity. The time and place of the annual meeting of the Council shall be set by a majority vote of the Council Members.
9. *Regular Meeting of Council.* Regular meetings of the Council Members may be held with or without notice at such time and place as may be from to time determined by the Council. There shall be not less than six (6) meetings in an academic year.
 - i. Notice of a Council meeting to conduct meets must be announced electronically or in writing not less than five (5) days before the scheduled meeting. A published yearly calendar of meetings will constitute satisfactory compliance with this policy.
 - ii. An agenda for Council meetings must be provided electronically or in writing not less than three days before the scheduled meeting.
 - iii. The Director and the Executive Committee are responsible for developing the Council meeting agenda.
10. *Quorum and Voting of Council.* A quorum for the transaction of business by the Council shall be a majority of the number of Members serving on the Council at the time of any action. Members present by proxy may not be counted toward a quorum. The act of the majority of the Members present in person or by proxy at a meeting at which a quorum is present shall be the act of the Council, unless the act of a greater number is required by Bylaws.
 - i. A Member may vote in person, by proxy, or electronic record to the Director. No proxy or electronic vote shall be valid after thirty (30) days from the date it is transmitted or executed. Each proxy or electronic vote shall be revocable unless

expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

11. *Compensation.* Members as such, shall not receive any stated salary for their services, but by resolution of the Council a fixed sum and expenses may be allowed for attendance at professional activities approved by the Council, or for specific services approved by majority vote of the Council.
12. *Action by the Council without Meeting.* Any action to be taken at a meeting of the Council Members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed, in person or electronically, by all the Council Members entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.
 - i. Each written consent shall bear the date of signature of each member who signs the consent. A written consent signed by less than all of the Council Members is not effective to Take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Council in the manner required by this section.

ARTICLE III. OFFICERS

1. *Number of Officers.* The officers of the Council shall consist of a director, a secretary, a treasurer, an associate director and such other officers and assistant officers as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of director and secretary. A committee duly designed may perform the functions of any officer. The functions of any two or more officers may be performed by a single committee, including the functions of both director and secretary. The Director shall be the chief executive officer of the Council and shall preside at all meetings of Council Members. Such officer shall see that all orders and resolutions of the Council are carried out, subject however, to the right of the Council to delegate specific powers, except such as may be by these Bylaws or other official document exclusively conferred on the Director, to any other officers of the Council.
2. *Director*
 - a. The Director will hold the Bart Brooks Professorship of Ethics and Leadership as long as the recipient remains eligible for the professorship.

- b. The Bart Brooks Professorship of Ethics and Leadership will be awarded to a tenured faculty member holding the rank of Associate Professor or Professor who teaches and conducts research in ethics and/or leadership
- c. The recipient of the professorship may be a current or new member of the faculty who satisfies the selection criteria.
- d. The successful candidate must have been teaching and conducting research in the areas of ethics and/or leadership for a period of at least five years prior to being appointed, and must demonstrate a sustained record of effective teaching, research, and is nationally recognized for their scholarship and service commensurate with the title of endowed professor.
- e. Applicants for the professorship can be self-nominated or be nominated with that person's permission. The applicant must submit a letter of intent, a vision statement for the Council that reflects the mission of the Center for Ethics and any relevant aspect(s) of the existing initiatives of the Council, and current vitae.
- f. Submission of documents must be to the highest ranking person on the Executive Committee who is not a competing candidate: Director, Associate Director, Secretary, Treasurer and Member-at-Large.
- g. Once nominations have been closed, the person to whom the materials were submitted shall send to Council members the list of nominees and their submission materials and invite their input for the Executive Committee to consider.
- h. Following the established time period to receive Council input, the person to whom the materials were submitted shall call an Executive Committee Meeting for those who do not have a competing interest in the Directorship.
- i. The Executive Committee with advice from the Council would consider the merits of each candidate and then submit this documentation (the nominee's vision and merits) to the Provost with their recommendation for Director.
- j. The initial appointment of the Bart Brooks Professor of Ethics and Leadership will be for two years, and is renewable for three additional two-year terms (for a maximum of eight years) upon recommendation of the Provost.
- k. The current Bart Brooks Professor shall notify the Provost by May 1st of the second year of their term, of their intent to request re-appointment or that they are stepping down.
- l. If the holder requests reappointment, a new vision statement must be submitted to the Executive Committee. If the Provost, upon advice and recommendation of the Council, finds that the holder has successfully met all expectations, the Brooks Professorship may

be renewed for an additional term (up to eight years) or the process of selecting a new Bart Brooks Professor should be initiated.

- m. The Director, as recipient of the Bart Brooks Professorship will write an annual letter of appreciation for the funds to the donor's administrator
3. *Associate Director.* The Associate Director shall serve as a member of the Executive Committee and shall assume the responsibilities of the Director in his/her absence.
 4. *The Secretary.* The Secretary shall be responsible for Council communication and management of documents. The Secretary shall be a member of the Executive Committee.
 5. *The Treasurer.* The Treasurer shall be responsible for the management of Council business records. The Treasurer shall be a member of the Executive Committee.
 6. *Removal of Officers, Vacancies.* Any officer elected or appointed may be removed by the Council whenever in their judgment the best interests of the Center will be served thereby. The removal of a Member or officer shall be without prejudice to the contract rights, if any, of the Member so removed. Election or appointment of a Member shall not of itself create contract rights. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Council for the unexpired portion of the term.
 7. *Powers of Members.* Each Member shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Council shall from time to time designate. All Members shall perform their duties subject to the directions and under the supervision of the Council. The Director may secure the fidelity of any and all officers by bond or otherwise.

ARTICLE IV. COMMITTEES

1. *Creation and Term.* The Director and the Executive Committee may create, for approval by the Council, standing and ad hoc committees as deemed necessary and appropriate to carry out the programs of the Center. The duties and responsibilities of the Committee chairs shall be prescribed by the Director, with the advice and consent of the Executive Committee. With the approval of the Council and in accordance with its policies and budget, committees shall work with the Director to implement programs and activities.

- i. Committee Chairs shall be members of the Council.
 - ii. Committee member appointments shall be at the will and pleasure of the Committee Chairman with advice and consent of the Executive Committee.
 - a. Committee members may include members who are not members of the Council.
2. *Executive Committee.* The Executive Committee shall be composed of five members including the Director, Associate Director, Secretary, Treasurer, and a Council Member selected by the Council Members.
3. *Nominating Committee.*
- i. In September of each year the Director shall appoint a Nominating Committee of four individuals, three of whom must be current members of the Council. Members of the Nominating Committee will serve a two year staggered term.
 - ii. Members of the Nominating Committees cannot be a nominee for office without being recused from serving on the Nominating Committee prior to the nomination.
 - iii. If a member of the Nominating Committee resigns, the Executive Committee shall name a replacement. The terms of service will be the same as for the person who is replaced.
 - iv. Members of the Committee shall be elected by a majority vote of the Council.
 - v. The Director will serve in an advisory capacity at the will of the Committee.
4. *Board Ratification.* Except for the Executive Committee, no action by any committee, division, employee, director, or officer shall be binding upon, or constitute an impression of, the policies of the Council until it has been approved or ratified by the Council Members. Committees shall be discharged by the Director when their work has been completed.

ARTICLE V. INTELLECTUAL PROPERTY AND PUBLICATIONS

1. Section 2.3.2 of the University of Texas at Tyler Handbook of Operating Procedures will apply to faculty and Center actions and products involving institutional facilities and associated with supervision by the Center for Ethics.

2. Accepted protocol for authorship and peer review will apply to publications supported by the Center for Ethics.
3. Publications supported by the Center of Ethics shall be properly acknowledged in all publications.
4. All research conducted by faculty or with support of the Center for Ethics will comply with all University policies and procedures regarding the approval process for the conduct of research.

ARTICLE VII. AMENDMENTS

1. These By-Laws may be amended only upon recommendation of the Council, and by a two-thirds vote of the Members present at a meeting of the Center Council, by campus mail or electronic vote in the following manner:
 - i. Any proposed amendment must be approved by the Council and accompanied by a proper ballot form or electronic report, shall be sent to all Council Members of the Center for Ethics eligible to vote therein.
 - ii. The official ballots shall be cast by mail or electronic and, to be counted, must be postmarked or electronically marked on or before the date to be designated by the Secretary, and specified in the ballot.
 - iii. Upon approval of a proposed amendment, the Secretary shall prepare and forward the ballot specified in Section 1 above.
 - iv. The adoption of a proposed amendment shall require the affirmative votes of not less than two thirds of all valid votes received. An amendment shall become effective when the voting results have been certified by the Secretary. Any amendment shall promptly be published in full, together with the statement of the effective date, to all Council Members.

ARTICLE VIII. EFFECTIVE DATE

1. These bylaws shall become effective when approved by the Council Membership and certified by the Secretary.