

## Bylaws of the Medical Faculty Senate

*Last Revised May 2021*

### Section 1. Function

The Medical Faculty Senate shall be an open forum of the Medical Faculty for discussion of all issues affecting the operation and development of the Medical Center. The meetings of the Medical Faculty Senate shall provide an opportunity for its members to discuss and express their views upon any matter which they deem of interest to the Medical Center, and to make recommendations or pass resolutions with respect thereto. In addition, it shall have the power to make recommendations concerning any such matter to the Dean of the School of Medicine and to solicit reports from the Medical School Administration. The Medical Faculty Senate shall also serve as the formal instrument for the exercise of the authority with respect to admissions, educational affairs and governance which is vested in the Medical Faculty by the Statutes of the Corporation.<sup>1</sup>

### Section 2. Membership

The Medical Faculty Senate shall consist of all members of the standing faculty (tenure and clinician educator tracks) and all members of the academic clinician and research tracks of the associated faculty of the University of Pennsylvania School of Medicine, regardless of rank. Other members of the associated faculty of professorial ranks may attend regular meetings of the Medical Faculty Senate as non-voting members. Retired members of the faculty shall be non-voting members of the Medical Faculty Senate.

### Section 3. Officers

The officers of the Medical Faculty Senate shall consist of a Chairperson, a Chairperson-elect, the immediate past-Chairperson, a Secretary, and a Secretary-elect. The officers shall be chosen from the voting members of the Medical Faculty Senate other than those holding either departmental chairmanships in the School of Medicine or administrative positions in the University at the level of Associate Dean or above.

### Section 4. Duties of the Chairperson

The Chairperson shall be the principal officer and shall have such powers as are appropriate to the office. He/she shall call meetings of the Medical Faculty Senate, prepare the agenda, and preside at the meetings. He/she shall be a member of the Steering Committee and act as its Chairperson. He/she shall consult the Steering Committee in all matters of concern to the Faculty. He/she shall appoint members of ad hoc committees, as charged by the Steering Committee or the Medical Faculty Senate. He/she shall be an (ex officio) member of all Medical Faculty Senate Committees, excepting the Nominating Committee.

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<sup>1</sup> "Each faculty, subject to such regulations as the Executive Board may prescribe, shall set his own subject requirements for admission, regulations for instruction of students, and requirements for recommendations for degrees in course and in faculty." Excerpted from Article VII of the Statutes of the Corporation, 1983.

## Section 5. Duties of the Chairperson-elect

The Chairperson-elect, in the absence of the Chairperson or at his/her request, shall substitute for the Chairperson. He/she shall be ex officio a member of the Steering Committee.

## Section 6. Duties of the Secretary

The Secretary shall perform the usual functions of such office, and shall be a member and Secretary of the Steering Committee.

## Section 7. Duties of the Secretary-elect

The Secretary-elect, in the absence of the Secretary or by his/her request shall substitute for the Secretary. The Secretary-elect shall be a member of the Steering Committee.

## Section 8. Standing Committees

- a. The Steering Committee. There shall be a Steering Committee, consisting of the officers of the Medical Faculty Senate for the current year, and twelve additional members of the Medical Faculty not serving as academic administrators in the School of medicine. These twelve members of the Faculty shall be elected for two-year terms as hereafter prescribed. The elected representatives to the Steering Committee shall consist of four members of preclinical departments, four members of clinical departments, and four at-large representatives. Every effort should be made to have as many departments represented as possible. The Steering Committee shall meet at regular intervals and conduct the normal business of the faculty with respect to educational affairs. On matters of substantial importance to the Medical Faculty at large, or when new policies are involved, the Steering Committee will present the issue at the regular meetings of the Medical Faculty Senate or will poll the entire voting membership by mail, e-mail, or other form of correspondence, either electronic or non-electronic. The Dean of the School of Medicine may be invited to meetings of the Steering Committee as well as other academic administrators whose interests may be involved. The minutes of the meetings of the Steering Committee shall be made available to all members of the Medical Faculty Senate.
- b. The Committee on Academic Freedom and Responsibility. There shall be a Medical Faculty Committee on Academic Freedom and Responsibility consisting of five members and five alternates, none of whom may be a member of the University administration. Each year five faculty shall be elected to serve a two-year term, the first year of which shall be as an alternate and the second year as a member of the committee. No person shall serve for more than two consecutive terms. If a person is re-elected to a second term, the first year of that term shall be as an alternate and the second year as a member. Members of the committee shall elect a Chair. The names of the alternates and members shall be transmitted to the University Senate Committee on Academic Freedom and Responsibility by October 15 of each year.

## Section 9. Other Committees

- a. There shall be a Nominating Committee appointed by the chairperson with the advice and consent of the Steering Committee. This committee will be appointed annually, to serve until the Medical Faculty Senate elections are completed. The committee shall consist of three members of the Steering Committee and three additional members from the Medical Faculty Senate.

- b. The Steering Committee and the Committee on Academic Freedom and Responsibility shall be the only committees constituted by the elections. Ad hoc committees of the Steering Committee or of the Faculty shall be appointed by the Chairperson upon authorization by the Steering Committee or by the Faculty, and with the advice and consent of the Steering Committee.
- c. In the normal course of the administration of the medical school, various committees dealing with educational affairs shall be appointed by the Dean. These committees shall function in accordance with the Bylaws of the Medical Faculty Senate and shall perform their duties under the guidance of the Medical Faculty, as represented by the Medical Faculty Senate and its elected Steering Committee.

## Section 10. Meetings

- a. Regular meetings of the Medical Faculty Senate shall be held at least once in each academic semester. Special meetings may be called by the Chairperson, or whenever requested in writing by twenty voting members of the Medical Faculty Senate. Unless the Medical Faculty Senate directs otherwise, the time and place of each regular or special meetings shall be determined by the Chairperson.
- b. A quorum for the Medical Faculty Senate shall be 50 voting members. The minutes of each meeting shall contain a record of the number in attendance, and a summary of the business transacted. The minutes shall be distributed to all voting members of the Medical Faculty Senate, and made available to non-voting members.
- c. The Chairperson, in consultation with the Steering Committee, shall prepare the agenda for the Medical Faculty Senate meetings. Except in unusual circumstances, notice of the time and place of each regular meeting of the Medical Faculty Senate shall be sent to each member at least thirty days prior to the meetings. Any matter requested in writing by five or more voting members of the Medical Faculty Senate within one week subsequent to the sending of notices of a regular or special meeting, shall be added to the agenda, unless in the case of a special meeting the Chairperson, after consultation with the Steering Committee, shall deem it advisable to limit the agenda to the items giving rise to the request for the special meeting. Committee reports to be considered by the Medical Faculty Senate, resolutions to be debated, and the agenda shall be sent to each member at least thirty days prior to any meeting.
- d. Resolutions germane to any subject set forth in the agenda may be decided by a majority vote of members present and voting. Other matters may be brought up for discussion by any member at any meeting. Medical Faculty Senate action upon such matters, however, shall require a three-quarters majority of those present and voting. Proposed amendments to these bylaws may be offered only in accordance with the provisions set forth in Section 14.
- e. On matters of substantial importance, the Steering Committee may poll the entire voting membership by mail, e-mail, or other form of correspondence, either electronic or non-electronic. Such action may be initiated by a majority vote at any meeting of the Steering Committee, by an appropriate resolution passed at a meeting of the Medical Faculty Senate, or by petition signed by fifty voting members of the Medical Faculty Senate. Furthermore, if a substantive motion has been acted on at a meeting of the Medical Faculty Senate with less than

40% of the voting membership present, a poll as described in this subsection may be initiated within 30 days by the procedures specified above. The outcome of this poll shall determine the issue under consideration.

## Section 11. Elections

1. Succession of officers. The Chairperson-elect shall automatically succeed to the office of Chairperson, and the Secretary-elect shall automatically succeed to the office of Secretary, except when elected by the Steering Committee as provided in Section 13.

### 2. Nominations

- a. At least forty-five days in advance of the Spring meeting, the Secretary shall circulate to the Chairperson of each department of the School of Medicine a notice of the positions to be filled by election. Each department shall be invited to choose by departmental election one candidate for Chairperson-elect and one candidate for Secretary-elect. Members of the faculty may propose additional candidates for Chairperson-elect or Secretary-elect by submitting petitions containing at least 10 signatures of voting members of the Medical Faculty Senate. The nominating committee has the power to propose additional candidates.
- b. Each department may also propose one candidate for the Steering Committee, regardless of the number of voting members of the Medical Faculty Senate in the department. If the number of voting members of the Medical Faculty Senate in a department exceeds 50, two candidates may be proposed. Additional candidates may be proposed by petition containing at least ten signatures of voting members of the Medical Faculty Senate. No member may sign more than one such petition.
- c. Ten nominees for the Committee on Academic Freedom and Responsibility shall be selected by the Nominating Committee after consultation with the Steering Committee, other members of the Medical Faculty Senate and the current Committee on Academic Freedom and Responsibility. Six of the ten candidates shall be tenured faculty and four of the candidates shall be clinician educators at the rank of Associate Professor or above. Three tenured candidates and two clinician educators shall be elected each year for a two-year term, the first year of which as an alternate and the second year as a member of the Committee.
- d. The Secretary shall transmit all replies to the Nominating Committee. For officers of the Medical Faculty Senate, and members of the Steering Committee, the Nominating Committee shall select, and secure acceptance of nomination of, two or more candidates for each position to be filled. The list of candidates shall include all names proposed by petition. This means there should be at least four candidates for preclinical, clinical and at-large categories.
- e. When the Chairperson-elect or the Secretary-elect has been elected by the Steering Committee as provided in Section 13, the Nominating Committee will select and secure acceptance of nomination of two candidates for the office of Chairperson or Secretary. Candidates for the office of Chairperson shall be drawn from those persons who have served on the Steering Committee during the preceding five years.

### 3. Voting

- a. Each eligible member of the Medical Faculty Senate shall vote for Chairperson-elect and Secretary-elect. They shall vote for no more than six nominees for full terms to the Steering Committee, two from each of the following categories: preclinical, clinical and at-large. The two candidates for membership on the Steering Committee receiving the greatest number of votes, irrespective of whether such number of votes is a majority, shall be declared at-large members. The two candidates from each of the preclinical, clinical and at-large areas receiving the highest number of votes shall be declared elected. Ties shall be resolved by lot. These elections are subject to the restrictions set forth in Section 8.a.
- b. Each eligible member of the Medical Faculty Senate shall vote for no more than three tenured faculty and two clinician educators for full terms on the Committee on Academic Freedom and Responsibility. The three tenured candidates and the two clinician educator candidates receiving the greatest number of votes shall be declared elected irrespective of whether such number of votes is a majority of those voting. Ties shall be resolved by lot.
- c. Electors may only vote once for a candidate.

## Section 12. Terms of Office

- a. Officers. Each officer shall hold office starting in the month of September following election or succession to office, and shall remain in office until his/her successor takes office the following year. Incoming and outgoing officers shall arrange for the transition to be effected conveniently; if no such arrangements are made, the newly elected officers shall take office the first of September.
- b. Steering Committee. Members of the Steering Committee who do not serve ex officio shall hold office for a term of 24 months, beginning the first of September following their election. No person shall hold Steering Committee membership for more than two consecutive terms, but may be elected after a lapse of one year. This shall not prevent an officer from serving ex officio.
- c. Committee on Academic Freedom and Responsibility. Members of this committee shall not succeed themselves more than once, i.e., they may serve two consecutive terms. If elected to a second term, the first year of that term shall be as an alternate and the second year shall be as a member.
- d. All other committees shall serve for terms designated by the chair-person or by the Steering Committee.

## Section 13. Vacancies

- a. Chairperson. Whenever a vacancy shall occur in the office of Chairperson, the Chairperson-elect shall serve as Chairperson for the unexpired term. He/she shall thereafter remain in office of Chairperson for the following term.

- b. Secretary. When a vacancy shall occur in the office of Secretary, the Secretary-elect shall serve as Secretary for the unexpired term. The Secretary shall thereafter remain in office for the following term.
- c. Chairperson-elect or Secretary-elect. Whenever such vacancies shall occur, the Steering Committee shall appoint a successor for the unexpired term, selected from among members of the Steering Committee. Upon completion of the unexpired term, the Steering Committee member shall not automatically succeed to the office of Chairperson or Secretary, but resume his/her position on the Steering Committee provided his/her elected term has not expired. In this instance the ballot for elective offices will include candidates for Chairperson and Chairperson-elect and for Secretary and Secretary-elect.
- d. Whenever a vacancy shall occur among the members of the Steering Committee who do not serve ex officio, the Steering Committee shall appoint a successor, who shall serve for the balance of the unexpired term.
- e. If a member of the Committee on Academic Freedom and Responsibility resigns or recuses himself, then the Medical Faculty Senate shall select from among the alternates a faculty member who shall serve as a member of the Committee for the balance of the unexpired term or for the period of recusal. That member shall continue as a member for the next year.

## Section 14. Amendments

These bylaws may be amended by a two-thirds vote of the eligible members of the Medical Faculty Senate present and voting at any meeting if the proposed changes have been presented in writing at least one month in advance of that meeting. Proposed amendments which have been acted on at any meeting are subject to a poll as stipulated in Section 10.e. In this case a majority vote will decide the issue under consideration.

## Section 15. Rules of Order

Robert's Rules of Order Newly Revised shall govern the Medical Faculty Senate in all cases to which they are applicable, and in which they are not inconsistent with the bylaws or rules of order of the Medical Faculty Senate, the Statutes of the Corporation, the Articles of Incorporation of the University, or the Laws of the Commonwealth of Pennsylvania.