

THE UNIVERSITY OF LOUISVILLE
BLACK FACULTY/STAFF ASSOCIATION
CONSTITUTION AND BY-LAWS

SECTION I: CONSTITUTION

Article I NAME

The name of this organization is the University of Louisville (a.k.a. UofL) **Black Faculty/Staff Association** (*hereafter, BFSA shall also denote the full title*).

MISSION

The mission of the Black Faculty/Staff Association is to promote unity, provide support and build community among Black faculty, staff, and students at the University of Louisville. In addition, through advocacy and collaborative efforts, BFSA exists to enhance communication and champion diversity, inclusion, opportunity and social justice—while challenging racism—within the University, with our Black alumni and broader Black community.

Article II PURPOSE

The purpose of BFSA shall be to:

- A.** Promote unity, provide support and build community among Black faculty, staff and students.
- B.** Advocate for diversity, inclusion, opportunity and social justice initiatives that shall bolster the recruitment, retention, promotion, and success of Black faculty, staff, and students, both internally and externally.
- C.** Advance an agenda that shall address issues and concerns of Black faculty, staff and students.
- D.** Hold the University of Louisville accountable for its diversity and inclusion plan(s).

Article III EXECUTIVE COMMITTEE

Section 1. The BFSA Executive Committee shall consist of the following officers: the President, President-Elect/Vice President, Secretary, Treasurer, Parliamentarian/Historian, Media Coordinator, and Program Coordinator. The Standing Committee Chairs, the Immediate Past-President and the Vice Provost Office of Diversity and International Affairs shall serve as non-voting, *ex-officio* members.

Article IV MEMBERSHIP

Section 1. Membership shall consist of Black faculty and staff—employed, retired or alumnus—of the University of Louisville and all parties who shall uphold the mission of the association. Membership is established by attendance and participation in BFSA general body meetings, programs and/or initiatives of the organization.

Article V COMMITTEES

Section 1. All Standing Committees shall be established and (re)convened within thirty (30) days of the academic school year.

The BFSA Standing Committees

- A. Executive Committee
- B. Faculty Affairs Committee
- C. Staff Affairs Committee
- D. Student Affairs Committee
- E. Credentials and Nomination Committee (a.k.a C&N)
- F. Constitution and By-Laws Committee

Section 2. Executive Committee Duties and Responsibilities

- A. The Executive Committee shall be comprised of the officers above and the Standing Committee chairs.
- B. The President shall serve as Chair of the Executive Committee.
- C. The Executive Committee shall establish and charge the Standing Committees with their respective duties and responsibilities. Each Standing Committee shall be obliged to carry out their respective duties and responsibilities as designated by the Executive Committee. Such activities may include, but are not limited to, researching issues of concern, making appropriate

recommendations for action or providing confirmation. If no urgency exists or immediate action is required, then research findings and/or recommendations of a Standing Committee shall be presented to the Executive Committee at least ten (10) days prior to a scheduled meeting. However, should an urgent matter require immediate action, the Executive Committee can waive said By-laws, as deemed appropriate or necessary.

- D. The Executive Committee shall establish and charge ad hoc committees as deemed appropriate or necessary, to conduct the work of BFSA. An ad hoc committee is understood to be a temporary body established for undertaking projects/initiatives deemed important, yet are outside the duties and responsibilities of established Standing Committees.
- E. The Executive Committee shall consult with resource persons, as deemed necessary, to fulfill the mission of BFSA.
- F. The Executive Committee shall meet at least once prior to the regularly scheduled general body meetings.
- G. The Executive Committee shall meet at the pleasure of the BFSA President or upon request of three of its members.
- H. The Executive Committee shall have general supervision over the affairs of BFSA, shall arrange its general body (i.e. business) meetings, and perform such duties and responsibilities as are specified in this Constitution. Specific supervisory duties include:
 - 1. Fill all vacancies in any office or committee by majority approval, until the next election;
 - 2. Consult with the President on appointees;
 - 3. Audit or review the Annual Report of the Treasurer;
 - 4. Approve any expenditures made on behalf of BFSA over \$500.
 - 5. Propose, receive or review petitions for amendments to the By-Laws;
 - 6. Make decisions or recommendations for any other business as appropriate.
- I. The Executive Committee is subject to the consent and orders of the BFSA membership body; and none of its acts shall conflict with actions taken by the BFSA membership body.

Section 3. Faculty Affairs Committee

- A. The Chair of the Faculty Affairs Committee must be employed full- or part-time as faculty, including tenure-track and term/contingent at UofL.
- B. Any BFSA faculty member can volunteer to serve and/or be appointed as Chair of the Faculty Affairs Committee, provided there is no electoral challenge. Electoral challenges shall be settled via the nomination and election process.
- C. The duties and responsibilities of the Faculty Affairs Committee are to:
 - 1. Address issues and concerns pertinent to the Black faculty existence and success at UofL.
 - 2. Fortify Black faculty by offering mentoring, support and assistance that may strengthen teaching, research, service and promotional opportunities.
 - 3. Advocate for diversity, inclusion, opportunity and social justice initiatives that shall bolster the recruitment, retention, promotion, and success of Black faculty.
 - 4. Create (ad hoc) subcommittees, as deemed necessary, to address specific issues or concerns for its respective constituencies (i.e. tenure-track faculty and term/contingent faculty).

Section 4. Staff Affairs Committee

- A. The Chair of the Staff Affairs Committee must be employed full- or part-time as staff, salaried or hourly at UofL.
- B. Any BFSA staff member can volunteer to serve and/or be appointed as Chair of the Staff Affairs Committee, provided there is no electoral challenge. Electoral challenges shall be settled via the nomination and election process.
- C. The duties and responsibilities of the Staff Affairs Committee are to:
 - 1. Address issues and concerns pertinent to the Black staff existence and success at UofL.
 - 2. Fortify Black staff by offering mentoring, support and assistance that may strengthen and advance educational and promotional opportunities.
 - 3. Advocate for diversity, inclusion, opportunity and social justice initiatives that shall bolster the recruitment, retention, promotion, and success of Black staff.

4. Create (ad hoc) subcommittees, as deemed necessary, to address specific issues or concerns for its respective constituencies (i.e. salaried/nonexempt staff and hourly/exempt staff).

Section 5. Student Affairs Committee

- A. Any BFSA member can volunteer to serve and/or be appointed as Chair of the Student Affairs Committee, provided there is no electoral challenge. Electoral challenges shall be settled via the nomination and election process.
- B. The duties and responsibilities of the Student Affairs Committee are to:
 1. Advocate for diversity, inclusion, opportunity and social justice initiatives that shall bolster the recruitment, retention, promotion, and success of Black undergraduate and graduate students—including graduate assistants (GAs) and graduate teaching assistants (GTAs)—at UofL.
 2. Support all Black students at UofL through collaborative efforts with their respective organizations.
 3. Plan, coordinate, and implement programs that embrace Black students.
- C. This committee may include student representatives from UofL professional and registered student organizations, as deemed appropriate or necessary.

Section 6. Credentials and Nomination Committee

- A. Any BFSA member can volunteer to serve and/or be appointed as Chair of the Credentials and Nomination (C&N) Committee, provided there is no electoral challenge. Electoral challenges shall be settled via the nomination and election process.
- B. The duties and responsibilities are twofold:
 1. Recruit and sustain membership for BFSA. Activities related to this charge are to:
 - a. Welcome and contact all new Black faculty and staff, provide information about BFSA, and continue outreach efforts, thereafter.
 - b. Sponsor social, recreational and educational events that promote unity, provide support and build community among Black faculty, staff, and students, in cooperation with the Executive Committee, as deemed necessary.

- c. Collaborate and coordinate efforts with university college/unit counterparts, and local, regional or national related affiliations or associations that shall advance and facilitate BFSA's mission.
2. Recruit candidates and run elections for all offices of BFSA. Activities related to this charge are to:
- a. Solicit and receive nominations for all offices as designated and publicized within a reasonable period before elections are held.
 - b. Determine the times, place and manner for holding elections.
 - c. Develop and present a slate of candidates to the Executive Committee no later than thirty (30) days prior to the end of the spring semester of the election year.
 - d. Inform the membership of the dates, times and locations of when elections shall be held at least fifteen (15) days prior to the elections. Each member shall have the right to cast one vote, in person, on the slate of candidates by secret ballot at the general body meeting or any special meeting called for that purpose. No voter proxy shall be allowed.
 - e. If no candidates are presented for a particular office, then the Executive Committee may elect to permit nominations from the floor at the general body meeting or special meeting called for that purpose.
 - f. Executive Committee officers may stand for reelection.
 - g. Executive Committee officers shall hold office for the period of two (2) years or until their respective successors have been elected.

Section 7. Constitution and By-Laws Committee

- A. The BFSA Parliamentarian/Historian shall serve as Chair of this committee.
- B. The duties and responsibilities of the Constitution and By-Laws Committee are to:
 - 1. Keep the Association in compliance with the Constitution and By-Laws.
 - 2. Interpret, review, and recommend revisions to the Constitution and By-Laws, as charged or as deemed necessary.
 - 3. Maintain records and provide reports, as requested, on reviews and recommendations.

Article VI MEETINGS

Section 1. General Body

There shall be general body meetings—also known as a business meeting—scheduled each academic year, except whenever special meetings are required. BFSA standing committee or ad hoc committee meetings shall also be scheduled each academic year, including the summer sessions as deemed necessary.

Section 2. Annual Meeting

The last general body meeting to be held in April shall be known as the Annual Meeting, and shall be for the purpose of submitting Annual Reports by the respective committees, electing and installing officers, in addition to conducting other business brought before BFSA.

Section 3. Special Meetings

Special meetings may be called by: a) the Executive Committee, b) the President, or c) with a written request to the Executive Committee by at least three (3) members. A written request must be reviewed and approved by the Executive Committee before any said special meeting is held.

Section 4. Agenda

The meeting agenda shall be devoted to (an) issue(s) or topic(s) of interest or concern to BFSA. The Executive Committee, for the purpose of presentation to the general body, shall receive agenda items in writing at least two weeks prior to a regular meeting. A first order of business of each meeting shall be the presentation of the agenda. Additional items may be added to the agenda at any regular meeting by majority vote of those present.

Section 5. Quorum

At any general body meeting, a quorum shall consist of ten (10) members of BFSA and must include at least one (1) officer. Passage of a motion shall require a simple majority of votes cast by members in attendance. The President or designee shall have knowledge of, conduct and/or convene all meetings of BFSA. In the absence of a quorum, no action shall be approved.

Article VII AMENDMENT PROCEDURES

Section 1. This Constitution may be amended at a general body or special meeting by vote of a majority of BFSA members present.

Section 2. The Constitution and By-Laws Committee shall review proposed amendments and repeal recommendations. Then, this committee shall review and make recommendations in writing to all BFSA members prior to the meeting at which the recommendations shall be voted upon.

A. Changes to the Constitution and By-Laws may be proposed by:

1. The Executive Committee
2. Majority vote of the members at a general body or special meeting or
3. A petition containing the names of a majority of the members of BFSA.

B. The Executive Committee shall permit a minimum of fifteen (15) days to review and discuss the proposed amendment(s). After the Executive Committee approves the change(s) to the Constitution and By-Laws, the revisions shall be circulated to all members by electronic means. Review and voting shall commence by at least two (2) weeks after dissemination to the membership.

C. Voting shall take place at the next general body or special meeting called for said purpose and/or by electronic means, at the discretion of the Executive Committee.

D. Amendments shall become effective if approved by the majority of those members casting ballots. If electronic ballots are used, the voting period shall be open a minimum of two (2) weeks, with approval by the majority of those members casting ballots.

This amended and restated Constitution and By-Laws of the University of Louisville Black Faculty/Staff Association have been adopted, as approved by the Executive Committee and membership pursuant to authority conferred by an act of majority vote, on **February 23, 2006**; and by an act of majority vote at the Annual Business meeting, amended on **May 12, 2009**; and by act of majority vote amended herein on **March 1, 2018**.

SECTION II: **BY-LAWS**

Article I ELECTED OFFICERS DUTIES AND RESPONSIBILITIES

Section 1. The elected officers are the voting members on the Executive Committee.

- A. The elected officers consists of the following:
 - 1. President
 - 2. President-Elect/Vice President
 - 3. Secretary
 - 4. Treasurer
 - 5. Parliamentarian/Historian
 - 6. Media Coordinator
 - 7. Program Coordinator
- B. The Immediate Past-President and the Vice Provost Office of Diversity and International Affairs shall serve as non-voting, *ex-officio* members.
- C. Elected officers shall have only one vote on the Executive Committee. In the event of a tie, the President shall cast the tie-breaking vote.
- D. Elected officers shall hold only one elected office at a time.
- E. Elected officers shall chair no more than one standing committee at a time.

Section 2. President Duties and Responsibilities

- A. Preside at all general body and special meetings;
- B. Chair the Executive Committee and publicize, represent and supervise the affairs of BFSA;
- C. Serve as or designate an *ex-officio* member of all BFSA committees;
- D. Keep the membership fully informed and advised as to the business of BFSA;
- E. Appoint chairs of committees, in consultation with the Executive Committee, and if members do not volunteer or are elected to serve;
- F. Organize general body and special meetings in consultation with the Executive Committee;

- G. Prepare and deliver a “State of the BFSA Address” at the Annual Meeting;
- H. Sign, with the Treasurer, any bonds, contracts, agreements, or other instruments on behalf of BFSA; except in cases where the signing or execution thereof shall be expressly delegated to some other officer or agent;
- I. Take other actions as requested by the Executive Committee that are in the interests of BFSA.

Section 3. President-Elect/Vice President Duties and Responsibilities

- A. Serve in the absence of the President as requested;
- B. Assume and perform all the duties of the President in case of long-term absence, disability, or vacancy in the office;
- C. Serve as an advisor to the President on matters related to the organization;
- D. Serve as an advisor to all Standing Committees and ad hoc committees at the request of the President;
- E. Perform other duties and exercise such other powers as may be assigned occasionally by the President.

Section 4. Secretary Duties and Responsibilities

- A. Keep a complete record of all the proceedings of BFSA meetings, including the Executive Committee, general body and special committee meetings;
- B. Record and distribute (electronically) the meeting minutes to the membership;
- C. Keep digital and hard copies of all BFSA documents for digital archival;
- D. Send correspondence (electronically) to the membership, as deemed necessary or as requested by the President or Executive Committee;
- E. Maintain a current, accurate membership list;
- F. Schedule meetings and room reservations;
- G. Perform other duties and exercise such other powers as may be assigned occasionally by the President or designee.

Section 5. Treasurer Duties and Responsibilities

- A. Maintain current, accurate records of all fiscal matters related to BFSA;
- B. Maintain itemized, financial records of all allocated funds used to support various committees, programs and events;
- C. Report on the financial status of BFSA at Executive Committee meetings or, as requested, at general body meetings;
- D. Present an “Annual Financial Report” at the Annual Business Meeting;
- E. Perform other duties and exercise such other powers as may be assigned occasionally by the President or designee.

Section 6. Parliamentarian/Historian Duties and Responsibilities

- A. The duties and responsibilities are twofold:
 - 1. Serve as the Parliamentarian and Historian. Related duties are to:
 - a. Ensure that general body and special meetings are conducted orderly and according to parliamentary procedure in *Robert’s Rules of Order*;
 - b. Decide all questions of order at said meetings;
 - c. Ensure that the Constitution and By-Laws are properly executed at said meetings; however, the Executive Committee can waive said By-laws, as deemed appropriate or necessary;
 - d. Chronicle and (digitally) archive all BFSA meeting minutes, documentation, achievements, photographs, programs and events;
 - e. Chronicle and (digitally) archive racial or other offensive incidents related to Black faculty, staff, and students on and off campus that may impact the university community; and
 - f. Serve as the historical recorder of BFSA or related activities that validates and tracks the progress of organizational mission to promote unity, provide support and build community among Black faculty, staff, and students; and to champion diversity, inclusion, opportunity and social justice—while challenging racism—at the University of Louisville.
 - 2. Serve as Chair of the Constitution and By-Laws Committee to facilitate its charge in accordance to **Article V, Committees; Section 7**.

- B. Perform other duties and exercise such other powers as may be assigned occasionally by the President or designee.

Section 7. Media Coordinator Duties and Responsibilities

- A. Serve as the web master of the BFSA website and related social media;
- B. Maintain all BFSA social media—Facebook, Twitter, LinkedIn or other platforms—approved by the Executive Committee;
- C. Take photographs or video special programs and events, as requested by the Executive Committee, for archival purposes;
- D. Send notifications or communications via multi-media platforms to publicize BFSA or related programs, events or social activities;
- E. Perform other duties and exercise such other powers as may be assigned occasionally by the President or designee.

Section 8. Program Coordinator Duties and Responsibilities

- A. Plan and organize social activities, programs and events that serve to:
 - 1. Promote unity, provide support, and build community among Black faculty, staff, and students at the University of Louisville;
 - 2. Support fundraising for social activities, programs, and events;
 - 3. Collaborate with other groups/organizations on or off campus to co-sponsor social activities, programs and events to bolster the recruitment, retention, promotion, and success of Black faculty, staff, and students, both internally and externally;
 - 4. Communicate with other groups/organizations on or off campus to recruit volunteers for social activities, programs and events held by BFSA.
- B. Perform other duties and exercise such other powers as may be assigned occasionally by the President or designee.

Section 9. Ex-Officio Roles

The following positions are non-voting, *ex-officio* positions on the Executive Committee: All Standing Committee Chairs, the Immediate Past-President, and the Vice Provost Office of Diversity and International Affairs. Standing Committee Chairs shall serve to apprise and advise the Executive Committee on

their committees' respective charges, duties and responsibilities. The Immediate Past-President and Vice Provost Office of Diversity and International Affairs shall serve as Advisors to the Executive Committee to help to maintain the continuity of BFSA, and to ensure responsible, seamless transition of new officer(s).

Article II EXPIRATION OF TERM

Section 1. Term of Office

Executive Committee officers shall hold office for the period of two (2) years or until their respective successors have been elected. Elected officers, who serve in good standing at the pleasure of the BFSA membership, may stand for reelection.

Section 2. Relinquishing Records

Executive Committee officers and committee chairs shall submit all official BFSA documents or records—including meeting minutes, correspondence, purchased materials/supplies, passcodes to digital media/archives—to the President or Secretary immediately or within thirty (30) calendar days of vacating a position due to expiration, termination, or resignation of office.

Section 3. New Officers Transition Meeting

A transitional meeting shall be convened within thirty (30) days of the new term of Executive Committee following the induction of new officers' proceedings, where the BFSA policies and procedures are discussed and shared among new and departing officers.

Article III FAILURE TO EXECUTE DUTIES

Section 1. Removal for Cause or Resignation

- A. Executive Committee officers and committee chairs/members may be removed from office at any time for nonfeasance, malfeasance, or conduct detrimental to the interests of BFSA, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out BFSA's mission and purpose as prescribed in the Constitution and By-Laws.
- B. Executive Committee officers and committee chairs/members, desiring to resign from said position, shall submit a resignation in writing to the Executive Committee. The Executive Committee shall fill vacancies and un-expired terms.

Article IV ROBERT'S RULES OF ORDER

Robert's Rules of Order shall be used as the procedural guide for conducting general body and special meetings, and may be temporarily suspended as prescribed by the President or Executive Committee as deemed appropriate or necessary. The decision to temporarily suspend *Robert's Rules of Order* shall be accomplished by the majority vote of the participating membership.