
Bylaws of the President's Council

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The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the proceedings of the President’s Council and the Board of Advisors in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the President’s Council and the Board of Advisors may adopt.

Article I: Mission and Vision

Section 1: Mission

The mission of the President's Council (hereinafter referred to as "the Council") is to advise and support the Office of the President by advancing its strategic goals and the University of Louisville's position as an anchor institution for the Greater Louisville Region, the Commonwealth of Kentucky, and beyond.

Section 2: Vision

The vision of the Council is to be an active champion of the University of Louisville and a critical resource to the President as she pursues the advancement of the University's strategic goals, research, reputation, community engagement, institutional equity, and student success.

Article II: Organizational Structure

Section 1: Composition

The Council is composed of two entities: the President's Council itself and the 30 member Board of Advisors (hereinafter referred to as "the BOA"). Members of the BOA are also members of the President's Council.

The Council stands as an advisory body to the President of the University of Louisville playing a pivotal role in advancing the University's strategic goals.

Recognizing the need to establish and define an internal structure that maximizes effectiveness and collaboration and understanding that within the broader framework of the Council, the BOA was established to serve as a active body dedicated to specific strategic areas.

Constituted by members of the Council, the BOA functions within the overarching framework of the Council, providing expertise and focus in key areas including such as advancement and advocacy, community and business engagement, institutional equity, executive matters, communications and marketing, and student success. The BOA also serves as an Executive Committee to the Council.

1.1 President's Council

Subsection 1.1.a: Member Qualifications

Council members must demonstrate a strong interest in supporting the mission of the university and possess valuable professional and/or personal experience, which will enrich the Council's ability to support the strategic goals of the Office of the President.

Subsection 1.1.b: Eligibility

Any person meeting the member qualifications as listed in Subsection 1.1.a is eligible to become a member of the Council.

Subsection 1.1.c: Responsibilities

Members are expected to attend at least one (1) of two (2) regularly scheduled Council meetings per year. Members are expected to contribute financial gifts to the university at a suggested minimum donation of \$2,000 annually, excluding the athletic donor program, of which at least \$1,000 will be allocated to fund microgrants for undergraduate research. The remaining amount may be allocated to academic priorities of the member's choice. Gifts of five (5) or more figures are encouraged and will fulfill the requirements for annual gifts for membership on the Council.

Subsection 1.1.d: Terms

There are no terms and no limits on the total number of members of the Council.

Subsection 1.1.e: Selection of Council Members

The nomination and expulsion of Council Members shall follow the procedures outlined in Article III of these bylaws.

Subsection 1.1.f: Meeting Frequency

The Council shall hold two (2) scheduled meetings per year, a regular meeting and an annual meeting, with periodic invitations to key university and athletic events. Ad Hoc meetings may be scheduled at the request of the President or the Chair.

Subsection 1.1.g: Meeting Schedule

The Annual meeting shall be held on the second Tuesday in April. The Regular meeting shall be held on the second Tuesday in October.

Subsection 1.1.h: Quorum

Twenty (20) members of the President's Council present at any meeting shall constitute a quorum.

Subsection 1.1.i: Committees

There shall be an Executive Committee of the Council, which shall be the Executive Committee of the Board of Advisors (See Article II, Section 2). There are no other standing committees, however, Ad Hoc Committees of the Council can be created, charged, and appointed by the Chair on recommendations from the Executive Committee of the Board of Advisors and in consultation with the University President.

1.2 Board of Advisors

Subsection 1.2.a: Responsibilities

BOA members are required to attend at least four (4) of six (6) regularly scheduled meetings per year. Members are expected

to contribute financial gifts to the university, as prescribed by Article II, Section 1.1, Subsection 1.1.c

Subsection 1.2.b: Terms

There will be thirty (30) BOA members, with a term limit of three years. Members may serve either one term or two terms for a total of six years. After six years, members must take a one-year hiatus before being eligible for renomination to the BOA.

Subsection 1.2.c: Meeting Frequency

There shall be six (6) regularly scheduled BOA meetings per year. Additional special meetings may occur but only with advance notice.

Subsection 1.2.d: Meeting Schedule

Regular BOA meetings shall be held on the second Tuesday in the months of February, April, June, August, October, and December. The Annual meeting will be held in October.

Subsection 1.2.e: Quorum

20 members of the BOA present at any meeting shall constitute a quorum.

Subsection 1.2.f: Committees

There shall be an Executive Committee and five (5) standing committees of the BOA. All committees of the BOA shall be supported by staff members of each analogous Vice President's unit.

1.2.f.1 Executive Committee

The Executive Committee of the BOA shall consist of the Chair, Vice Chair, Immediate Past Chair, and the chairs of the five (5) standing committees. It is supported by staff members of the Office of the President. The Executive Committee of the Board of Advisors shall act on behalf of the Board of Advisors and the President's Council in the interim between regular meetings. The Executive Committee of the Board of Advisors shall also function as the nominating committee of the President's Council.

1.2.f.2 Community and Business Engagement

The Community and Business Engagement Committee will focus on community and business partnerships, and economic and workforce development. It is supported by staff members of the Office of the Vice President for Community Engagement.

1.2.f.3 Institutional Equity

The Institutional Equity Committee will focus on supporting and advancing the university's institutional excellence priorities. It is supported by staff members of the Office of the Vice President for Institutional Equity.

1.2.f.4 Advancement and Advocacy

The Advancement and Advocacy Committee will focus on philanthropic development and governmental relations. It is supported by staff members of the Offices of the Vice Presidents for University Advancement and Government Relations.

1.2.f.5 Communications and Marketing

The Communications and Marketing Committee will focus on promoting the university's academic excellence and research and innovation preeminence. It is supported by staff members of the Office of the Vice President for Communications and Marketing.

1.2.f.6 Student Success

The Student Success Committee will focus on mentoring, first generation students, retention, and graduation rates. It is supported by staff members of the Office of the Executive Vice President and University Provost.

1.2.f.6.a Student Mentoring Subcommittee

The Student Mentoring Subcommittee shall consist of at least four members of the President's Council and shall be appointed by the Chair of the Council after consultation with the Executive Committee and senior staff members who support the mentoring program. The subcommittee shall assist the University in implementing and directing the President's Council Mentoring Program and shall assist the University in recruiting excellent students from the Commonwealth and beyond, with a special emphasis on underrepresented students and in retaining those students within the University.

1.2.f.7: Frequency of Committee Meetings

The frequency of BOA committee meetings shall be determined by each committee chair, as deemed necessary to fulfill their respective responsibilities.

1.2.f.8: Officers of Committees

Excluding the Executive Committee of the BOA, there shall be a Chair and Vice Chair of each committee designated by the Chair of the BOA, after consultation with the President of the University or her designee. Chairs and Vice Chairs shall serve a single three (3) year term and may serve not more than two (2) consecutive three-year terms as members of the committee.

1.2.f.9: Organization of Committees

Reasonable notice of meetings, orally, electronically, or in writing, shall be given to all committee members by the

Chair of the committees, by the Chair of the Council, or by the President of the University, stating the time, place, and purpose thereof. Any committee authorized by the BOA shall keep records of its meetings. The transactions of each committee during the interim between the BOA meetings shall be reported at the next regular meeting of the BOA by the Chair of that committee. Such reports may be placed in the Consent Agenda at the discretion of the Chair. The Chair of the President's Council shall report a summary of committee activities at the annual meeting of the President's Council.

1.2.f10: Appointment and Term of Committee Members

The Chair of the BOA shall appoint the members of each of the standing committees, excluding the Executive Committee, after consultation with the President of the University or her designee.

Section 2: Officers

Subsection 2.1: Election of Officers

The Executive Committee of the Board of Advisors shall recommend to the President of the University a slate of nominees for Chair and Vice Chair. Upon the approval of the President, the Chair shall present the nominees to the Board of Advisors for election at the Annual Meeting.

Subsection 2.2: Term of Office

Officers shall assume office upon election at the Annual meeting and shall serve for three (3) years or until their successors assume office. Officers may serve two (2) consecutive terms.

Subsection 2.3: Duties of the Chair

The Chair, elected from among the members of the BOA, shall preside at all meetings of the Council, the BOA, and the Executive Committee. The Chair shall perform such other duties and have such powers as are prescribed by the BOA.

Subsection 2.4: Duties of the Vice Chair

The Vice Chair, elected from among the members of the Council, shall perform all the duties and have all the powers of the Chair during the absence or disability of the Chair.

Article III: Nomination and Expulsion of Council Members and BOA Members

Section 1: Nomination of Council Members

The Executive Committee of the BOA, acting as the Council's nominating committee, shall forward its slate of nominees to the President of the

University. Upon the approval of the President, the Chair of the President's Council shall present the nominees to the President's Council for election at the Annual Meeting.

Section 2: Nomination of BOA Members

The Executive Committee, acting as the BOA's nominating committee, shall forward its slate of nominees to the President of the University. Upon the approval of the President, the Chair of the BOA shall present the nominees to the BOA for election at the Annual Meeting.

Subsection 2.1: Nomination of BOA Members to Fill Unexpired Terms

The Chair of the BOA shall notify the Executive Committee when a vacancy in an unexpired term occurs. Concurrently, the Chair shall determine whether the vacancy should be filled according to the regular nominating process as described in Article II, Section 1.2.b, or whether the vacancy should be filled prior to the Annual Meeting. If it be determined that the vacancy shall be filled prior to the Annual Meeting, the Executive Committee shall forward a slate of nominees to fill the vacancy to the President of the University. Upon the approval of the President, the Chair of the BOA shall present the nominees to the BOA for election at the next regularly scheduled BOA meeting. If a member serves more than half of a term, it is considered a full term.

Section 3: Expulsion of Council and BOA Members

Upon a two-thirds vote of the Executive Committee, with the approval of the President of the University, any member may be expelled.

Article IX: Review of Membership Eligibility

The Executive Committee shall review annually all members of the President's Council and members of the Board of Advisors for compliance with their respective responsibilities and shall submit its findings in writing to the Chair of the President's Council. The Chair will take appropriate measures to address all findings that are contrary to the requirements prescribed.

Article X: Amendment Procedure

These bylaws may be amended with advance approval of the University President and by a majority vote of the Board of Advisors at any meeting at which a quorum is present, provided that a copy of the proposed amendment shall have been distributed to each Council member at least ten days prior to the meeting at which the vote on the proposed amendment is taken.