

## Draft Drawn from TLTC Governance Documents

### BYLAWS OF THE UNC TEACHING AND LEARNING WITH TECHNOLOGY COLLABORATIVE

#### I. Role of the TLTC Board

The UNC Teaching and Learning with Technology (TLC) Collaborative is a consortial organization, created by the President of The University of North Carolina System,<sup>5</sup> that provides vision and shared resources in support of TLT programs and initiatives throughout the 16 campuses of The University of North Carolina system. The life of the Collaborative is limited to an initial term of six years, which may be extended at the discretion of the President.

Oversight for the Collaborative will be provided by a Collaborative Board that is composed of representatives from the 16 campuses **and other non-voting members appointed by the President or the Board**. The Board advises the UNC Vice President for Information Resources who has final approval over Collaborative actions and policies, subject to the residual executive authority of the UNC President.

#### II. Membership of the Collaborative Board

The Collaborative Board shall consist of:

- A. A voting representative from each campus, recommended by the respective Chancellors and appointed by the UNC President, for a total of 16 voting members
- B. A non-voting representative from the UNC Faculty Assembly
- C. A non-voting representative from UNC Academic Affairs selected by the UNC Senior Vice President for Academic Affairs
- D. **The Executive Director as an ex-officio non-voting member**
- E. The UNC Vice-President for Information Resources

The Board may determine to authorize other non-voting representatives from organizations that are associated with the effective use of Technology for Teaching and Learning and professional development (e.g., **the University Librarians Advisory Council**).

#### III. Officers

The Board annually shall elect a Chairperson, **Vice Chairperson and Secretary** and such other officers as it may determine, from the voting membership. The term of the officers shall run from July 1 through June 30.

##### A. Election of Officers:

**On or before April 1 each year, the Chairperson of the Board will send a memorandum to the Vice President for Information Resources requesting that the chancellors be asked to appoint Board members for the following year. The Chairperson will further request that appointments be confirmed by the President before the last Board meeting of the current year.**

**At the last Board meeting of the current year, the Board will receive notice from the Vice President concerning Board membership for the following year. At this meeting a new Chairperson will be elected from continuing Board members.**

**Upon election the new Chairperson will ask the Nominating Committee to submit a slate of nominees for other offices. These submissions will be reviewed by the new Board, and officers will be elected at the first Board meeting of the following year.**

B. The **Chairperson** is responsible for:

1. Presiding at all meetings of the Board
2. Ensuring that the Board functions smoothly and meets its obligations, as outlined in the bylaws
3. Representing the Board where appropriate
4. Bringing any concerns associated with Board member participation to the respective chancellors
5. **Establishing a schedule of regular meetings and calling special meetings with seven days' notice to Board members**

C. **The Vice Chairperson presides at meetings in the Chairperson's absence, assists the Chairperson in carrying out the role and activities of the Board and Chairperson of the Finance Committee.**

D. **The Secretary is responsible for maintaining minutes of all meetings and posting them to the TLTC website and maintaining all records, committee appointments, and communication with the Collaborative Board and the Office of the President.**

#### IV. **Terms of Board Members**

No term limits are set for Board members; term of service is at the discretion of the respective appointing Chancellor. The Vice President for Information Resources shall request annual confirmation of these appointments on behalf of the UNC President.

#### V. **Responsibilities of the Vice President for Information Resources**

The Vice President for Information Resources, working closely with the Board, shall:

- A. Ensure that the Collaborative meets its mission and goals in a manner that is consistent with the needs and expectations of the sixteen campuses
- B. Define the operation of the Collaborative and of the Board
- C. **With input from the TLTC Board**, define the responsibilities and evaluate the performance of the Executive Director
- D. Recommend action on proposals and policies.

The authority of the Vice President is subject to the residual executive authority of the UNC President.

#### VI. **Responsibilities of the Collaborative Board**

Board responsibilities shall include:

- A. **Providing the Vice President for Information Resources with recommendations on the responsibilities and conducting an evaluation of the performance of the Executive Director**
- B. **Receiving** annual reports submitted by the Executive Director

- C. **Receiving** annual program and project proposals, operating budget, and funding strategies submitted by the Executive Director
- D. **Oversight of** contracts, leases, insurance agreements, etc., associated with the Collaborative's operations and services
- E. **Approval of** proposals to levy dues or assessments that arise from the Collaborative's operations and services
  - 1. Project proposals and operational issues that may be brought to the Board by any voting or non-voting member, or by the Executive Director
  - 2. Policies and procedures to manage special programs such as Collaborative Grant programs, Faculty Fellowship programs, etc.
  - 3. Program outlines for symposia, conferences, workshop programs, etc.
  - 4. Appropriate benchmarks and ongoing metrics to measure the effectiveness and value of the Collaborative
  - 5. Creation and oversight of sub-committees and workgroups to further the work of the Collaborative
  - 6. **Approval of** requests to add, modify, or remove bylaws **addressing** other matters of common concern at the discretion of the UNC Vice President for Information Resources and the Board
  - 7. **Initiating** requests to extend the life of the Collaborative beyond the current term. Such a request may be proposed to the Vice President for Information Resources by the Board or by the Executive Director. The Vice President is then responsible for forwarding this request to the UNC President. The request should be made at least twelve months before the end of the currently established term in order to facilitate appropriate planning, and to provide time for any additional evaluation that the President may request.

## VII. Committees

- A. Ad-Hoc Committees: The Chairperson, with the approval of the Board, may appoint or disband ad hoc committees that are concerned with activities consistent with the purpose of the Teaching and Learning with Technology Collaborative. The appointments should conform to the Bylaws.
- B. Standing Committees, listed below, shall be elected to staggered 2-year terms (when members are continued as Board members for more than one year.)

### 1. Finance Committee

- a. **Membership: The Finance Committee will be comprised of three TLT Collaborative Board members. The Chairperson of the Committee will be the Vice Chairperson of the Collaborative Board, and the remaining two members will be elected by the Board annually. The Executive Director will serve as an ex officio member who will report to the committee as needed, and may bring budgetary issues to the Committee (see below).**

**The UNC Vice President for Information Resources has final approval over all TLT Collaborative budgetary decisions, and so will be kept fully informed of all committee activities. The UNC Vice President for**

**Information Resources has an open invitation to participate in all Committee meetings and procedures, and is invited to delegate an individual from the Office of the President to act as a liaison between the Office of the President and the Finance Committee.**

- b. Purpose: The Finance committee monitors TLT Collaborative budget activities on behalf of the Board and ensures effective communications and decision processes between the Executive Director, Board and Vice President for Information Resources on financial matters. In particular this Committee will:**
- (1.) Provide an initial review of the Executive Director's annual budget proposal and work with the Executive Director to develop this proposal for consideration by the TLT Collaborative Board. Following approval by the Board, the Finance Committee will sign off on the request for final approval that is submitted by the Executive Director to the UNC Vice President for Information Resources.**
  - (2.) Provide an initial review of the Executive Director's end of year budget report and approve this report prior to publication.**
  - (3.) Monitor ongoing budget activities by receiving and reviewing budget submitted by the Executive Director to the Committee prior to each Board meeting. The Finance Committee will bring any special concerns to the attention of the Board for discussion.**
  - (4.) Consider adjustments to the annual budget that may be brought by the Executive Director for consideration or action. The Committee may be asked to determine where such adjustment may be made at the discretion of the Executive Director, where the Committee itself may approve a request by the Executive Director, or where approval should be requested by the Board. The Committee may also be asked to advise the Executive Director concerning budgetary actions. All approvals of budgetary action are subject to final approval by the Vice President for Information Resources.**
  - (5.) Oversee review or decision processes associated with project or grant allocations where these are components of the TLT Collaborative budget and operations.**
  - (6.) Respond to requests from the Executive Director, Board officers, or Vice President of Information Resources to review and approve other financial issues associated with the TLT Collaborative operations.**
  - (7.) Maintain confidentiality with regard to internal discussions related to TLT Collaborative staffing, budget and finances.**

## **2. Bylaws Committee**

- a. **Membership:** The Bylaws Committee will be comprised of a minimum of three and a maximum of five TLTC Collaborative Board members. A Chairperson will be selected by the Committee members.
- b. **Purpose:** The Bylaws Committee shall recommend to the Board policies and procedures relating to the Collaborative Bylaws, including the periodic review of the Bylaws with a view toward recommending changes when appropriate.

### 3. Nominating Committee

- a. **Membership:** The Nominating Committee will be composed of a minimum of three (3) members. The Immediate Past Chairperson, if still serving on the Board, will chair the Nominating Committee. The current Chairperson will appoint two (2) additional members of the Board to serve. The members of the Nominating Committee may not be considered for election to an officer position.
- b. **Purpose:** The Nominating Committee will present to the Board, in ballot form, prior to the last meeting of the current year, a slate of no fewer than two nominees for Chairperson of the Board. Prior to the first meeting of the new fiscal year, the Committee will present to the Board, in ballot form, no fewer than two nominees for other Board offices. The order of candidates on the ballot will be determined by random selection. At the request of the Chairperson, the Committee will present a slate of a minimum of three (3) nominees for each vacancy on standing committees of the Board.

### 4. Planning and Assessment Committee

- a. **Membership:** The Planning and Assessment Committee (PAC) shall be comprised of no more than five (5) members elected by the Board. The Board or Committee can ask others to work with the Committee as appropriate. The TLTC Executive Director, other TLTC staff, and liaisons from other committees shall participate in the operations of the committee as appropriate. A Chairperson shall be selected by the Committee membership.
- b. **Purpose:** The PAC shall be responsible for assuring that the TLTC Board continually considers its programs and operations in the context of its mission, goals and objectives. In keeping with its charge, the PAC shall lead and advise the Board in developing and adopting the means and practices to assess the effectiveness of the organization and to establish its priorities.

The PAC shall establish and engage in ongoing strategic and long-range planning processes and will make recommendations based on those processes to the TLT Collaborative Board. To support such processes the PAC will employ surveys or other information gathering as needed

**and will report to the Board on a regular basis its findings and conclusions.**

### **VIII. Approval Process:**

Actions and policies that are recommended by the Board must be approved by the Vice President for Information Resources in order to be implemented. The Vice President may authorize the Board to act on his or her behalf to approve specific actions and policies, and may also revoke this authority.

The following chart represents the Collaborative's structure and function.

[Chart here from TLTC Governance Document]

### **IX. Board Meetings**

- A. The Board shall meet at least four times annually
- B. **A quorum for Board action shall consist of a majority of the voting members of the Board, which is necessary to hold regular and/or called meetings**
- C. **Board action requires a majority of those attending any meeting at which a quorum is present**
- D. Minutes of all meetings, as well as copies of all reports, shall be posted on the Collaborative's Web site.

### **X. Amendments**

These by-laws may be amended by a 2/3rd vote of the Collaborative Board at any regular or called meeting at which a quorum is present. **Board members must be given notice of proposed amendments at least two weeks before the meeting at which they are considered.**