

Draft Drawn from TLTC Governance Documents
BOLD = Addition/Significant Revision

BY-LAWS OF THE
UNC TEACHING AND LEARNING WITH TECHNOLOGY
COLLABORATIVE

I. Role of the TLTC Board

The UNC Teaching and Learning with Technology (TLT) Collaborative is a consortial organization, created by the President of the University of North Carolina, that provides vision and shared resources in support of TLT programs and initiatives throughout the 16 campuses of The University of North Carolina. 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 of 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:** [Adopted by the Board 3/23/2001; included with slight editorial changes; language in brackets is from the original version approved by the Board.]

On or before April 1 each year, the Chairperson [Chair] of the Board will send a memorandum to the Vice President for Information Resources requesting that [individual to initiate the process with] the Chancellors be asked to appoint Board members for the following year. The Chairperson [Chair] 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 [shall] receive notice from the Vice President [of Information Resources] concerning Board membership for the following year. At this meeting a new Chairperson will [shall] be elected from continuing Board members.

Upon election [acceptance], the new Chairperson [Chair] will ask for submission of names for other officers. These submissions will [shall] be reviewed by the new Board, and officers will [shall] 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, ~~and~~ assists the Chairperson in carrying out the role and activities of the Board. ~~and serves as a member of the standing committee (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. 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. **defining** the responsibilities and evaluating the performance of the Executive Director.
- B. **receiving** annual reports submitted by the Executive Director.
- C. **receiving** annual program and project proposals, operating ~~budget~~Finances, 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**
 1. proposals to levy dues or assessments that arise from the Collaborative's operations and services.
 2. project proposals and operational issues that may be brought to the Board by any voting or non-voting member, or by the Executive Director.
 3. policies and procedures to manage special programs such as Collaborative Grant programs, Faculty Fellowship programs, etc.
 4. program outlines for symposia, conferences, workshop programs, etc.
 5. appropriate benchmarks and ongoing metrics to measure the effectiveness and value of the Collaborative.
- F. creation and oversight of sub-committees and workgroups to further the work of the Collaborative.
- G. **approval of** requests to add, modify, or remove bylaws.
- H. **addressing** other matters of common concern, at the discretion of the UNC Vice President for Information Resources and the Board.
- I. **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

It is in the discretion of the President with the approval of the Board to 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 Constitution.

Standing Committees are:

Finance Committee: (where is the existing description??)

The Finance Committee shall be comprised of the Vice Chairperson of the Collaborative, who shall be its Chairperson, and any other members selected by the Board.

The Finance Committee shall be responsible for developing the Finance of the Collaborative and for the monitoring of said Finance and of the expenditure of Collaborative funds. It shall receive, examine and approve for submission to the Board, all reports of expenditures made by the Collaborative and all audits of such expenditures.

The Finance Committee shall recommend to the Collaborative a yearly Finance. The Finance Committee shall periodically review the financial position of the Collaborative and shall recommend to the Board such revisions in said Finance as may be necessary. No expenditures of a category not specified in the Finance shall be made without the approval of the Board.

The Finance Committee shall appoint each year a certified accounting firm to conduct an audit or review of the Collaborative's financial accounts, and shall report to the Board regarding this appointment. The results of such an audit or review will be made available to the Board .

The Finance Committee will act as an oversight and advisory board to the Executive Director of the Collaborative regarding procedures and policies for the Collaborative's Financial assets.

By-Laws Committee

The By-Laws shall recommend to the Board policies relating to the Collaborative Constitution, including the periodic review of such policies with a view towards recommending changes when appropriate.

Nominating Committere

Nominating Committee.

The Nominating Committee will be composed of a minimum of three (3) and a maximum of five (5) members. The Immediate Past Chair will chair the Nominating Committee. Should there be a vacancy in the position of Immediate Past Chair, then the previous Chair will chair the Committee. The current Chair will appoint two (2) members of the Board to serve, and the remaining Nominating Committee members will be Board Members who are in the second year of their Board term and are not interested in an officer position unless they decline to serve, in which case, the Nominating Committee Chair will ask for volunteers at the designated Board.

The Nominating Committee will serve for a period of one year commencing at the beginning of the Collaborative's fiscal year. The members of the Nominating Committee may not be considered for election to an Officer position.

Presentation of Slate. The Nominating Committee will present to the Board, in ballot form, prior to October 1, the names of not fewer than two (2) candidates for officers of the Board. The order of candidates on the ballot will be determined by random selection.

Write-in Votes. No provision of these Bylaws will prevent any member with voting privileges of the Board in good standing from casting a write-in vote, on an official ballot, for any eligible member of the Board not selected by the Nominating Committee.

VIII. ~~VII.~~ 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]

VIII. Board Meetings

- A. The Board shall meet at least four times ~~twice~~ annually.
- B. **A quorum for Board action shall consist of a majority of the voting members of the Board, which is necessary to hold an regular and/or called ~~official Board~~ meeting.**
- 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.

IX. Amendments

These by-laws may be amended by a 2/3rd~~majority~~ vote of the Collaborative Board at any regular or called meeting at which a quorum is present.

~~Draft/BEB~~
~~August 14, 2001~~
~~Edited JW G~~
~~October 17, 2001~~