

**William & Mary
Virginia Institute of Marine Science
School of Marine Science**

**Faculty Bylaws*[†]
of the
Virginia Institute of Marine Science/School of Marine Science
Gloucester Point, VA**

November 17, 2023

[†]In this document, “sections” equates to “departments” in the W&M Faculty Handbook

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- The VIMS Faculty on September 8, 2023
- The VIMS Dean and Director on September 8, 2023
- William & Mary Procedural Review Committee on October 4, 2023
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ARTICLE 1: Faculty Definitions and Administrative Officers of the Faculty.

Section 1: The Virginia Institute of Marine Science Faculty.

There exists a Faculty of the Virginia Institute of Marine Science (VIMS), within William & Mary, known hereafter as "The Faculty". Members of The Faculty hold appointments as Faculty of William & Mary in the Virginia Institute of Marine Science. These appointments require approval by the William & Mary Board of Visitors. It is the responsibility of The Faculty to promote the welfare of the Institute, to assist the Dean and Director (hereafter "Dean/Director") in the successful pursuit of quality and excellence in the Institute's tripartite mission of research, education, and advisory service, and to promote the creation, maintenance, and protection of a University environment conducive to the growth of scholarship, creativity, learning, teaching, research, service, and respect for human dignity and rights. There exists within the Virginia Institute of Marine Science an academic program conferring graduate degrees in marine science at William & Mary, known as the School of Marine Science (SMS). The mission of the SMS is higher education and, in particular, graduate education in the marine sciences. The Dean/Director is also the Dean of the SMS. Faculty appointments include tenure-eligible and tenured (TTE) Faculty, as well as non-tenure-eligible (NTE) Faculty in any series with equivalent rank and qualifications that has been duly approved by the Board of Visitors. Faculty holding the title "Emeritus" are non-voting members of The Faculty. Tenured and tenure-eligible Faculty have the principal responsibility for the academic programs of the SMS.

The Faculty consists of those individuals duly appointed through approved policies and procedures for search and appointment to The Faculty. The Faculty is organized administratively in Sections that reflect the interdisciplinary nature of marine science, and support the tripartite mission of VIMS as defined in the *Code of Virginia*, these Bylaws, the *Faculty Handbook*, and the Bylaws of the Board of Visitors. The organization of Sections is determined by the Dean/Director in consultation with The Faculty. Section Chairs for each Section are nominated by the Section Faculty and appointed by the Dean/Director. The Faculty reports through the designated Section Chairs to the Dean/Director. The Chairs report regarding research and advisory service matters through the Associate Dean for Research and Advisory Services, and regarding academic matters through the Associate Dean for Academic Affairs.

Faculty governance is accomplished through a representative body known as the Faculty Council, whose members receive their authority from The Faculty. The Council's elected Representatives consult with and advise the Dean/Director on matters of concern to The Faculty and the operations of VIMS. A representative body called the Academic Council exists to conduct the affairs of the academic programs of the School of Marine Science. The Academic Council's elected representatives consult with and advise the Associate Dean for Academic Affairs on matters related to the academic and degree programs. Both the Faculty and Academic Councils respond to specific requests for information and advice made by the Dean/Director, the Associate Dean for Research and Advisory Services, or the Associate Dean for Academic Affairs.

Section 2: *The Director and the Dean (Dean/Director).*

The Dean/Director is the chief administrative officer of VIMS and SMS, which are under the administrative, and management control of the Board of Visitors. The Dean/Director must be tenured and will hold an appointment within an appropriate section of VIMS. The Dean/Director is nominated by the President and appointed by the Board of Visitors and follows the terms and conditions outlined in the employment letter. For matters relating to the statutory responsibilities of VIMS, the Dean/Director reports to the President. For matters relating to the affairs of the SMS, the Dean/Director reports to the Provost. The Dean/Director is responsible for the development and administration of the programs of research, advisory service, and education, for budgetary planning and the allocation of funds, for assignment of space and facilities, for Faculty and staff appointments and development, and for all other matters related to the missions and mandates of VIMS. The Dean/Director is also responsible for the instructional programs in marine science, for scheduling of classes and examinations, for the assignment of space related to the instructional program, and for all other matters related to the curriculum, students, and Faculty. The Dean/Director executes these duties through the delegation of authority to the Associate Dean for Research and Advisory Services, the Associate Dean for Academic Affairs, and the Section Chairs.

Section 3: *Associate Dean for Research and Advisory Services.*

The Associate Dean for Research and Advisory Services assists the Dean/Director in the administrative duties of VIMS and serves as the senior administrative officer for the research and advisory service missions and mandates of VIMS under the Dean/Director. The Associate Dean for Research and Advisory Services must be tenured and will hold an appointment within an appropriate Section at VIMS. The Associate Dean for Research and Advisory Services is appointed by the Dean/Director for a renewable three-year term and serves at the Dean/Director's discretion. This position may be filled from among The Faculty or from outside the Institute, in which case the search will be in accordance with policies and procedures established for faculty searches. The Associate Dean for Research and Advisory Services administers the affairs of VIMS during the temporary absence of the Dean/Director. The Associate Dean for Research and Advisory Services consults with and works with the Associate Dean for Academic Affairs in order to ensure close coordination of the research and advisory programs of VIMS and the education programs of VIMS and the SMS. The Chairs of the Sections report to the Dean/Director through the Associate Dean for Research and Advisory Services on all matters concerning the research and advisory missions and mandates of VIMS, and assist in their execution.

Section 4: Associate Dean for Academic Affairs.

The Associate Dean for Academic Affairs assists the Dean/Director in the administrative duties of the education programs, and serves as the senior Faculty member and principal administrative officer of the SMS under the Dean/Director. The Associate Dean for Academic Affairs must be tenured and will hold an appointment within an appropriate Section of VIMS. The Associate Dean for Academic Affairs is appointed by the Dean/Director for a renewable three-year term and serves at the discretion of the Dean/Director. This position may be filled from among The Faculty or from outside the institution, in which case the search will be in accordance with policies and procedures established for faculty searches. In the event of a temporary absence of both the Dean/Director, and the Associate Dean for Research and Advisory Services, the Associate Dean for Academic Affairs serves as acting Dean/Director. The Associate Dean for Academic Affairs consults and works with the Associate Dean for Research and Advisory Services in order to ensure close coordination of the education programs of VIMS and the SMS and the research and advisory programs of VIMS. The Chairs of the Sections report to Dean/Director through the Associate Dean for Academic Affairs on all matters related to the academic programs, and assist in their execution.

Section 5: Section Chairs.

The Chair of a Section is nominated by the Section Faculty and appointed by the Dean/Director for a renewable three-year term and serves at the discretion of the Dean/Director. Section Chairs must hold tenure. The Chairs provide leadership, guidance and vision within their Sections. Section Chairs are responsible for the development and administration of Section budgets related to the programs and missions of VIMS and the SMS, for the allocation of resources to those programs within their respective Section, and for the planning and direction of those programs. The Section Chairs are responsible for conducting annual merit reviews of Faculty in their Section according to the approved policies, procedures and criteria, and for assisting Faculty and staff in the Section in professional development. In meeting these responsibilities, the Chair will ensure the full participation of the Section Faculty.

Section 6: Center and Special Program Directors

The Director of a Center or Special Program is appointed by the Institute's Dean/Director for a renewable three-year term and serves at the discretion of the Dean/Director. Center Directors and Special Program Directors must meet the requirements for appointment to The Faculty. They provide leadership, guidance and vision within their Centers or Special Programs. Center and Special Program Directors are responsible for the development and administration of Center and Special Program budgets, and for the planning and direction of programs within the Centers or Special Programs. The Center or Special Program Directors are responsible for

collaborating with Section Chairs to conduct annual merit reviews of Faculty in their Centers or Special Programs, according to the approved Policies, Procedures and Criteria documents, and for assisting Faculty and staff in the Center or Special Program in professional development. In meeting these responsibilities, the Directors will ensure the full participation of the Center and special program Faculty.

ARTICLE 2: Faculty Rights and Responsibilities.

Section 1: Faculty Rights.

The Faculty enjoy all of the rights and privileges afforded them by William & Mary as contained in the most recent edition of the *Faculty Handbook* approved by the Board of Visitors, and the *Code of Virginia* as it relates to the various faculties of institutions of higher education in the Commonwealth.

Section 2: Faculty Responsibilities.

All faculty are expected to have substantive involvement in the Institute's missions as specified in individual Faculty Profile Expectations developed according to the approved policies, procedures, and criteria of the Institute.

ARTICLE 3: Faculty Governance.

Section 1: General Meetings of The Faculty.

1.1: Presiding Officer

The Dean/Director presides at all regular and special meetings of The Faculty. In the absence of the Dean/Director, the presiding officer is determined by the succession defined in Article 1, Sections 3 and 4.

1.2: Meeting Schedule

Regular meetings of The Faculty will be held at least twice annually in spring and fall.

1.3: Agendas

The Secretary of the Faculty Council prepares the agenda for meetings of The Faculty. Items may be placed on the agenda for regular meetings by the Dean/Director, by any committee of The Faculty, or by any two Faculty members unless otherwise specified in these bylaws. Items to be placed on the agenda must be submitted to the Secretary at least fifteen (15) working days prior to the next regular meeting. The Secretary shall distribute the agenda to each member of

The Faculty no fewer than ten (10) working days prior to the meeting.

1.4: Special Meetings

Special meetings of The Faculty may be called by the President or the Provost, the Dean/Director, the Faculty Council, the Academic Council, by any committee elected by The Faculty, or upon written petition by at least twenty five (25) percent of the membership of The Faculty. Such special meetings will convene within five (5) working days after the tender of such a request to the Secretary. A fixed agenda will be distributed to The Faculty at least one (1) working day prior to the meeting. Special meetings and voting of the Faculty may be conducted electronically, through email or computer (including web-based) conferencing.

1.5: Quorum

A majority (>50%) of all members of The Faculty eligible to vote constitutes a quorum at both regular and special meetings. Members of The Faculty on leaves of absence are not counted when determining a quorum. Electronic meetings may be conducted without making a determination prior to a vote as to whether a quorum exists, but for any motion voted upon electronically, the vote will be valid only if a quorum participated in the vote, as determined by tabulating the votes. Depending on the type of vote, an affirmative decision depends on obtaining greater than 50% or 67% of the full faculty votes (minus those on leave of absence).

1.6: Meeting Protocols

Meetings of The Faculty are open to attendance by all members of the VIMS faculty, by individuals invited by The Faculty, and by non-Faculty members of any committee of The Faculty. Emeritus Faculty cannot vote but are granted the privilege of the floor at all meetings of The Faculty. Non-Faculty members may be granted the privilege of the floor at the discretion of the presiding officer. Meetings of The Faculty may enter into closed session for reasons of confidentiality, by a majority vote of those present and voting, and in accordance with procedures established for meetings of the Board of Visitors.

1.7: Representatives to the William & Mary Faculty Assembly

The number of VIMS representatives is determined by policies and procedures established by the William & Mary Faculty Assembly. One of the Representatives will always be the Chair of the Faculty Council (Article 3, Section 2.1.5, 2.4), and the other will always be the Chair of the Academic Council (Article 3, Section 3.5). Alternates for these positions may be selected from eligible Membership of the Faculty Council and Academic Council, respectively.

Section 2: The Faculty Council.

To effectively conduct the affairs of The Faculty, a representative body known as the

Faculty Council exists. The Faculty Council shall serve as consultant and advisor to the Dean/Director. The Faculty Council shall serve as the appropriate forum for the discussion of the concerns and interests of The Faculty both with regard to the Institute and William & Mary more broadly. The Faculty conveys to the Faculty Council the powers to act on its behalf, and reserves the right to periodically review the operation of the Faculty Council.

The Faculty Council may not impinge on the responsibilities specifically accorded to the Academic Council (Article 4, Section 3).

2.1: Functions.

Actions of the Faculty Council may not contravene any provisions of Virginia law or the policies of William & Mary set forth by the Board of Visitors. The Faculty Council is further governed and bound by the most recent version of the *Faculty Handbook* as approved by the Board of Visitors. According to procedures and criteria approved by The Faculty, the Faculty Council performs such functions as may be entrusted to it by The Faculty, and considers matters of concern to The Faculty, conveying The Faculty position in the form of recommendations to the Dean/Director. The functions of the Faculty Council include, but are not necessarily limited to, the following:

2.1.1: To consider issues relating to the affairs of William & Mary that may be of legitimate concern to The Faculty;

2.1.2: To advise the Dean/Director on matters affecting the welfare of the Institute, including the allocation of resources;

2.1.3: To participate in the formulation of research, advisory service, and education policies;

2.1.4: To review and recommend to the Dean/Director such policies, programs, and other matters as the administration, Section faculties, and individual Faculty members may propose;

2.1.5: To provide liaison from The Faculty to the Board of Visitors through representation to the William & Mary Faculty Assembly and to report to The Faculty on the actions of the Board of Visitors;

2.1.6: To elect officers and establish ad hoc and special committees as necessary to carry out its charge and responsibilities;

2.1.7: To share responsibility with the administration for maintenance and enhancement of the stature and effectiveness of VIMS, the SMS, and William & Mary;

2.1.8: To periodically review policies and procedures for searches, appointments, promotions, and tenure in consultation with The Faculty and the Dean/Director;

2.1.9: To administer the annual elections, which will be conducted according to Policies, Procedures, and Criteria documents approved by The Faculty and the Dean/Director.

2.2: Relationship to the Dean/Director.

The Faculty Council may request reports from the Office of the Dean/Director on matters that concerns the interests of The Faculty both with regard to the Institute and William & Mary more broadly for distribution either to its committees, the Faculty Council as a whole, or The Faculty.

2.2.1: The Chair of the Faculty Council is responsible for conveying the principal Faculty Council actions to the Dean/Director, through the official minutes or by other means.

2.2.2: Recommendations of the Faculty Council are implemented, if and when approved by the Dean/Director and, when required, by the President, Provost, and the Board of Visitors. In the event that the Dean/Director rejects or does not choose to implement recommendations of the Faculty Council, that decision shall be communicated in writing to the Faculty Council with reasons for such action. Upon receipt of this communication the Faculty Council may choose, by a vote of two-thirds (2/3) of the Faculty Council members, to appeal such decisions to the Dean/Director. If the appeal is not resolved with the Dean/Director, it may then in unusual and appropriate circumstances be sent to the Provost and/or the William & Mary Faculty Assembly for their consideration.

2.3: Composition and Structure.

The Faculty Council consists of two Representatives from each Section elected by The Faculty of each Section, and two At-Large Representatives elected by the full Faculty. Administrative officers, i.e. the Dean/Director, the Associate Dean for Research and Advisory Services, and the Associate Dean for Academic Affairs, may neither vote for nor serve as Representatives. All other Faculty as defined above (Article 1, Section 1), including Section Chairs but excluding Emeritus Faculty, are eligible. Representatives are elected for a term of three (3) years. Terms of office are staggered so that roughly one-third (1/3) of the Representatives are elected annually. New members assume office on July 1. Representatives report to the Section Faculty the proceedings of the Faculty Council and other related matters. All Representatives serve as a channel through which any member of the VIMS community (Faculty, Staff, Students) may introduce matters for consideration by the Faculty Council or its Committees. In the event a Section Representative is unable to serve, the Section

elects a new representative who fills the position for the remainder of the term. In the event an At-Large Representative is unable to serve, the Faculty Council will appoint a new representative who fills the position for the remainder of the term.

The Sections reserve the right to rescind the election of a Representative to the Faculty Council or its standing committees for habitual absence or other malfeasance and to elect a successor for the remainder of the term.

The Dean/Director, the Associate Dean of Research and Advisory Service and the Associate Dean for Academic Affairs are *ex officio*, non-voting members of the Faculty Council.

2.4: Officers, Election of Officers, Terms of Office.

The officers of the Faculty Council are the Chair, Vice Chair, and Secretary. The Chair is elected at-large by The Faculty for a term of three (3) years. The Vice-Chair is elected annually by the Faculty Council from among the members of the Faculty Council at the first meeting of the Faculty Council after the new members begin service. The Secretary is elected annually by the Faculty Council from among the members of the Faculty Council and also serves as general secretary to The Faculty (Article 4, Section 1.3).

If the Faculty Council Chair is vacated by resignation or other cause, the Vice Chair will assume the position of Chair until June 30th following the next regular spring Faculty meeting. The Faculty shall elect a new chair for a three (3) year term. A new Vice Chair will be elected by the Faculty Council, and a new (section or at-large) Representative will be elected to fill the Vice Chair's position as needed.

The Chair of the Faculty Council presides at meetings of the Faculty Council. In the Chair's absence, the Vice Chair presides. The Chair prepares and distributes specific reports (as requested) on the work of the Faculty Council to The Faculty, the Dean/Director, the President, Provost, and the Board of Visitors. The Chair shall report on Council business to The Faculty at regular and special meetings of The Faculty. The Chair shall serve as a Representative to the William & Mary Faculty Assembly.

The Secretary is responsible for the taking and distribution of minutes of the Faculty Council and General Faculty meetings, and prepares and distributes notices and agendas of meetings of The Faculty.

2.5: Meetings of the Faculty Council.

There shall normally be monthly meetings of the Faculty Council. Special meetings may be called by the Chair, by resolution of the Faculty Council, or by a petition signed by at least two of the Representatives. Meetings may be conducted electronically, including by email or computer (such as web-based) conferencing.

At the first meeting of the Faculty Council after new members begin service, a schedule for meetings shall be determined. A quorum requires that five (5) Representatives are present,

including one Representative from each Section. An affirmative vote of a majority of the Representatives will be necessary to adopt any motion, resolution or other action, except as specified otherwise in these Bylaws. All members of The Faculty may attend meetings of the Faculty Council without voice or vote.

As required for purposes of confidentiality, the Faculty Council may enter into closed session by a two-thirds (2/3) vote of the members present or by written request of the Dean/Director and in accordance with procedures established for meetings of the Board of Visitors.

The Faculty Council may adopt Operating Rules consistent with these Bylaws to facilitate its functioning as needed.

2.6: Standing Committees of The Faculty Council.

The standing committees of the Faculty Council operate under policies, procedures and criteria approved by The Faculty. They include, but are not necessarily limited to:

2.6.1: Faculty Status and Tenure Review.

There is a Committee on Faculty Status and Tenure Review (FS&TR) consisting of one member from each Section plus three additional members representing The Faculty at-large. All members are elected at-large by The Faculty. Each Section will nominate at least two candidates for their Section representation on the FS&TR and, optionally, Faculty members for the at-large positions. The members elected as Section Representatives to the FS&TR must be from the tenured Faculty excluding Section Chairs and Administrative Faculty. At-large members will include two tenured Faculty and one non-tenure-eligible Faculty. The non-tenure-eligible Faculty representative will participate in promotion reviews of Faculty per the guidelines in the *Faculty Handbook*, and the VIMS/SMS policies and procedures.

Members of the FS&TR serve for a term of three (3) years. Terms of office are staggered so that approximately one third (1/3) of the members are elected annually. New members assume office on July 1. The Committee elects its Chair annually from among the membership at the first meeting with new members. Vacancies created by resignation or other cause will be filled for the remaining term by the represented Section by Section vote. Vacancies created by resignation or other cause of an at-large member will be filled for the remaining term by Faculty Council appointment.

The FS&TR, according to policies, procedures, and criteria approved by The Faculty, by the Dean/Director, reviewed by the William & Mary Procedural Review Committee, and recorded by the William & Mary Personnel Policy Committee will:

- a) Review the credentials of applicants for Faculty status and make recommendations regarding Faculty appointments, rank, and status to the Dean/Director, to be forwarded through the Provost

and President to the Board of Visitors;

b) In accord with established schedules, review the record of Faculty members and make recommendations to the Dean/Director regarding Faculty interim reviews, promotion, retention, the award of tenure and, when required, post-tenure review;

c) Review Faculty appeals of annual performance evaluations and provide findings and recommendations to the Dean/Director and;

d) Develop procedures for the appeal of its decisions by Faculty.

2.6.2: Other Committees.

The Faculty and the Faculty Council may establish other standing committees and special or ad hoc committees, and provide for participation in William & Mary committees as may be appropriate for the performance of its functions. Membership on such committees may come from The Faculty as well as the Representatives of the Faculty Council.

Membership of the committees is determined in such a manner as the Faculty Council may decide. For any or all committees the Faculty Council may elect a nominating committee or request nominations from the Representatives representing each Section. When the Faculty Council is to vote on the membership of any committee, nominations from the floor will be allowed.

Section 3: The Academic Council.

To conduct the academic affairs of the School of Marine Science effectively, a representative body known as the Academic Council exists. The Academic Council shares in the general responsibility of VIMS and William & Mary to maintain the high quality of this program. The Academic Council shares with the VIMS Faculty, other faculties and administrative officers responsibility and concern for all aspects of the operation of VIMS and the wider University which influence the academic programs as a whole or upon any of its parts.

3.1: Functions.

Actions of the Academic Council may not contravene any provisions of Virginia law, the policies of William & Mary as set forth by the Board of Visitors, or by the policies defined in these Bylaws. The Academic Council is further governed and bound by the most recent version of the *Faculty Handbook* as approved by the Board of Visitors. According to the procedures and criteria approved by The Faculty, the Academic Council performs such functions as may be entrusted to it by The Faculty and considers academic matters of concerns to The Faculty,

conveying The Faculty position through recommendations to the Associate Dean for Academic Affairs, the Dean/Director and the William & Mary Faculty Assembly.

The specific functions of the Academic Council include, but are not necessarily limited to the following:

3.1.1: To determine academic requirements for the earned degrees of Master of Arts, Master of Science, Doctor of Philosophy, and such other earned academic degrees as may be assigned to its jurisdiction by the Board of Visitors. Toward this, the Academic Council will determine (a) policy governing the evaluation of credits transferred from other institutions; (b) the conditions defining “undergraduate” credit and “graduate” credit and residency; c) the system of grading to be employed; (d) the academic requirements for admission of students to courses and to candidacy for degrees and (e) the academic standards for status of students and continuation of students in the degree program.

3.1.2: To conduct a continuing review of the curriculum and the academic programs. Toward this, the Academic Council will: (a) develop and regularly review policy and procedures relating to the academic programs; (b) review all recommendations and requests for changes to the marine science graduate curriculum; (c) review and approve undergraduate marine science courses; (d) approve concentration and sub-concentration programs; and (e) develop student learning expectations, assess learning outcomes and use the results of the assessment to formulate plans for the improvement of the academic program.

3.1.3: To uphold the academic standards of the School of Marine Science. The Academic Council will: a) review student requests for exemptions to academic rules and regulations not directly related to fulfillment of degree requirements, grade changes and transfer credits; b) review at appropriate intervals the academic progress of students who have program extensions and make continuance determinations; and c) make changes in the academic standards that lead to improvement of the academic programs and adherence to the rules and regulations of the School of Marine Science.

3.1.4: To establish admission requirements, and rank and recommend applicants for admission and financial aid subject to approval by the Associate Dean for Academic Affairs, and when appropriate, the Dean/Director.

3.1.5: To establish policies, rank and recommend continuing degree-seeking students for fellowships designated for continuing students subject to approval by the Associate Dean for Academic Affairs, and when appropriate, the Dean/Director.

3.1.6: To establish standing academic committees, special committees, and provide for participation in the academic committees of William & Mary as may be appropriate for the

performance of its functions (see Section 3.7).

3.1.7: To formulate academic policy recommendations regarding the SMS for the Associate Dean for Academic Affairs and the Dean/Director based on proposals from the administration, Section Faculty, student organizations, and individual Faculty members.

3.1.8: To perform such functions as are given to it by The Faculty, the Dean/Director, the Associate Dean for Academic Affairs or other designees of the Dean/Director. The Academic Council will respond appropriately and will keep The Faculty apprised of its actions through Section Representatives.

3.2: Relationship to the SMS

The Chair of the Academic Council reports on all matters relating to the academic programs of the SMS at regular and special meetings of The Faculty.

3.3: Relationship to the Dean/Director and the Associate Dean for Academic Affairs.

The Academic Council may request reports from the Office of the Dean/Director and the Office for Academic Affairs on matters concerning the academic programs and academic budgets of the SMS for the use of its committees, or distribution to The Faculty and the Faculty Council.

3.3.1: The Associate Dean for Academic Affairs is an *ex officio* non-voting member of the Academic Council and reports on principal Academic Council actions to the Dean/Director.

3.3.2: Recommendations of the Academic Council are implemented, after review by the Associate Dean for Academic Affairs. Some recommendations may require approval by the Associate Dean for Academic Affairs, and/or the Dean/Director, Provost, President, and the Board of Visitors. In the event that the Associate Dean or the Dean/Director does not approve a recommendation of the Academic Council, that decision will be communicated in writing to the Academic Council with reasons for such action. The Academic Council may appeal such decisions to the Dean/Director by a resolution approved by two-thirds (2/3) of the Academic Council members. If the appeal is not resolved with the Dean/Director, it may then in unusual and appropriate circumstances be sent to the Provost and/or the William & Mary Faculty Assembly for their consideration.

3.4: Composition and Structure.

The Academic Council consists of two Representatives from each Section elected by The Faculty of each Section, and two At-Large Representatives elected by the full Faculty. Representatives on the Academic Council shall be selected from individuals who have demonstrated a sustained commitment to both teaching and advising within the graduate program of the School of Marine Science. All Faculty meeting the criteria except the Dean/Director, the Associate Dean for Research and Advisory Services, the Associate Dean for Academic Affairs and Emeritus Faculty are eligible to serve as Representatives to the Academic Council. The term of office for each Representative is three (3) years. Terms of office are staggered so that roughly one-third (1/3) of the Representatives are elected annually. New members assume office on July 1. Representatives report to the Section Faculty the proceedings of the Academic Council and other related matters. All Representatives serve as a channel through which any member of The Faculty and students may introduce matters for consideration by the Academic Council or its committees. In the event a Section Representative is unable to serve, the Section elects a new representative who fills the position for the remainder of the term. In the event an At-Large Representative is unable to serve, the Academic Council will appoint a new representative who fills the position for the remainder of the term.

The Sections reserve the right to rescind the election of a Representative to the Academic Council for habitual absence or other malfeasance and to elect a successor for the remainder of the term.

There will be two Student Representatives designated by the Graduate Student Association (GSA) of the SMS. The GSA determines the eligibility requirements and term lengths of its Representatives. The Representatives of the GSA represent the interests of the SMS students. The GSA Representatives shall have voice but no vote on the Academic Council.

The Dean/Director and the Associate Dean for Academic Affairs are *ex officio*, non-voting members of the Academic Council.

3.5: Officers, Elections, and Terms of Office

The officers of the Academic Council are the Chair and Secretary. The Chair is elected at-large by The Faculty for a term of three (3) years and must be a tenured member of The Faculty. The Chair shall serve as a Representative to the William & Mary Faculty Assembly. The Secretary is elected annually by the Academic Council from among the tenured members of the Representatives at the first meeting of the Academic Council after new members begin service.

The Secretary will arrange for the taking and distribution of minutes of the Academic Council meetings. If the Chair of the Academic Council is vacated through resignation or other causes, the Secretary will assume the position of Chair, and a new Secretary will be elected from among eligible members of the Academic Council to fill the unexpired term of office.

3.6: Meetings of the Academic Council.

There shall normally be monthly meetings of the Academic Council. Special meetings may be called by the Dean/Director, the Associate Dean for Academic Affairs, the Chair, by a resolution of the Academic Council or by a petition signed by at least two of the Representatives. Meetings are open to members of The Faculty without voice or vote. Meetings may be conducted electronically, including by email or computer (such as web-based) conferencing.

The Chair presides at all meetings of the Academic Council. The Chair and the Associate Dean for Academic Affairs shall prepare the agenda for each meeting. Any single Representative may require that a proposal be placed on the agenda. The Secretary shall see that events at each meeting, regular or special, are recorded and reported, and shall circulate a draft of the minutes to members prior to the next meeting of the Academic Council. Following approval by vote, the approved minutes shall be made available to the VIMS community and provided to each Section Representative who shall then inform his or her Section Faculty.

A quorum requires that five (5) Representatives are present, including one Representative from each Section. An affirmative vote of a majority of the Representatives will be necessary to adopt any motion, resolution or other action, except as specified otherwise in these Bylaws.

As required for purposes of confidentiality and when discussing any issue regulated by the Family Educational Rights and Privacy Act (FERPA), the Academic Council may enter into closed session by a two-thirds (2/3) vote of the members, or by request of the Associate Dean for Academic Affairs or Dean/Director and in accordance with procedures established by the Board of Visitors.

3.7: Standing Committees of the Academic Council.

Standing committees may include as members, representatives of the Academic Council or any Faculty member as well as student representatives. Membership is determined in such a manner as the Academic Council may decide or as specified by these bylaws. When the Academic Council is to vote on the membership of any committee, nominations from the floor will be allowed.

The standing committees of the Academic Council are the standing committees of The Faculty. They may include, but are not necessarily limited to, committees on Academic Status and Degrees, Admissions, Educational Policy, Fellowship, and Student Research Grant. The Academic Council will develop the charge and function of each committee to ensure appropriate representation among Sections and to allow appropriate Faculty participation.

ARTICLE 4: Parliamentary Authority

The current edition of Robert's Rules of Order, except when inconsistent with these bylaws, shall govern meetings of The Faculty, the Councils, and committees.

ARTICLE 5: Amendments to the Bylaws

Section 1: Procedures

Amendments may be proposed by two or more Representatives of the Faculty Council or Academic Council or by two or more Faculty members with a petition signed by at least one third (1/3) of the members of a Section. The proposed amendment(s) shall be submitted to the Faculty Council for consideration and subsequent forwarding to the Academic Council for consideration. Amendments approved by a majority vote of both Councils and in consultation with the Dean/Director shall then be placed on the agenda for the next meeting of The Faculty. Amendments also may be submitted directly to Faculty referendum without approval by either Council by means of a written petition signed by at least one third (1/3) of The Faculty.

Section 2: Approval

Approval of proposed amendments by The Faculty requires at least a two thirds (2/3) vote of all members. Following approval by The Faculty, the amendment(s) shall be forwarded for approval through the Dean/Director, the Procedural Review Committee, the Personnel Policy Committee, Provost and President, for final approval by the Board of Visitors.