

Center of Excellence for Teaching and Learning (CETL)

Bylaws of Committee

St. Petersburg College

ARTICLE I: NAME & PURPOSE

Section A: Name – The name of this organization shall be Center of Excellence for Teaching and Learning (also referred to as CETL).

Section B: Affiliation – CETL is a St. Petersburg College organization representing and supporting the faculty, full and part-time.

Section C: Mission – To support, recognize, and reward faculty in the pursuit of excellence in teaching, learning, and assessment to promote student success at SPC.

Section D: Goals

- 1.) To provide a vision of effective teaching and learning at SPC
- 2.) To develop and support a standard of excellence for college-wide pedagogical competencies
- 3.) To encourage faculty to continually strive for excellence in the teaching, learning and assessment process
- 4.) To serve as an incubator for innovative teaching and learning strategies
- 5.) To facilitate sharing and enhancing best practices
- 6.) To provide mentoring opportunities, resources, and professional development opportunities for all faculty
- 7.)

ARTICLE II: BOARD OF DIRECTORS MEMBERSHIP

Section A: Eligibility - One Faculty Board of Directors Chair, one Vice-Chair, and nine faculty Board members with:

- 1.) At least one faculty representative from each campus,
- 2.) At least one representative of the baccalaureate program,
- 3.) At least one representative of the associate of science program, and
- 4.) At least one adjunct faculty representative from any campus or center

Section B: Number of Members – The total number of members on the board shall be set at eleven. Vacant seats shall be filled as soon as practicable.

Section C: Member Selection

For the initial selection of CETL Faculty Board of Directors, the SPC Faculty Governance Organization (FGO) solicited nominations and self-nominations for all eleven CETL Faculty Board of Directors positions. A slate of nominations was selected in September, 2010, and recommended to the FGO president and the Senior Vice President of Academic and Student Affairs. The confirmed eleven-member CETL Board of Directors selected the first CETL Faculty Board of Directors Chair.

For subsequent Board member selections, the CETL Faculty Board of Directors Chair and the CETL Director will be responsible for notifying all faculty of available openings to serve on the Board. A list of those interested in serving will be submitted to the Board for review and decision. Upon next scheduled meeting (or special meeting as required), the current board shall vote on filling the vacancy. Selection will be determined based on CETL's need for representation among disciplines, modalities, and across campuses. FGO will be informed of the election of new Board members by the CETL Director.

Section D: Length of Service

The initial Board members will serve two-year commitments, with an option to serve another one or two-year commitment if considered in good standing by the CETL Director and Faculty Board Chair. Board members who have served two consecutive terms will be required to rotate off the Board and may reapply to serve after one year. After inception, the length of service will be in two-year staggered appointments in order to keep all Faculty Board Member appointments from ending at the same time.

Section E: Board Member Responsibilities

- Participate in all Faculty Board of Directors meetings
- Review and recommend revisions to:
 - the CETL strategic plan
 - the Quality Enhancement Plan (QEP)
 - the annual operational plan
 - support SACS and QEP missions
 - the guidelines and criteria for the Year 2 Cohort
 - the CETL guidelines and other official CETL documents

- Review and recommend for approval:
 - grant applications
 - distinguished faculty awards
- Solicit input and feedback from respective faculty members to help further the mission of the CETL
- Actively support the mission, goals, and philosophy of the CETL

ARTICLE III: OFFICERS

Section A: Officers –

Faculty Board Chair & Vice-Chair

CETL Board of Directors members that have served at least one year on the board are eligible to serve as the Faculty Board Chair. Nominations for Board Chair will be submitted to the Board for approval by vote. The Chair position term shall be one year and can serve a maximum of two terms. The Chair is to receive 3 ECH in compensation for serving as chair.

Current CETL Board members are eligible to serve as the Faculty CETL Board of Directors Vice Chair. Nominations for Board Vice Chair will be submitted to the Board for approval by vote. The Vice Chair position term shall be one year and can serve unlimited terms.

CETL Director

The CETL Director is appointed by the SPC President. The Director may be present at CETL Board of Directors meetings, but may not vote or call for motions.

Section B: Board Chair Responsibilities –

- Assist CETL Director in:
 - establishing and evaluating a strategic plan for the CETL
 - establishing and evaluating an annual operational plan for the CETL
 - selecting on-site speakers

- selecting topics and speakers for CETL workshops
 - providing monthly progress reports to the Senior Vice President of Academic and Student Affairs
 - facilitating the Year 1 Cohort meetings
 - serving as the CETL advocate in meetings as a proxy for the CETL Director
 - facilitating the CETL professional development course
 - providing leadership in the classroom experience initiative
- Bring forward to Faculty Board to review:
- CETL guidelines and other official CETL documents
 - grant applications
- Assist the Senior Vice President of Academic and Student Affairs in annually evaluating the CETL Director
- Assist in preparing the agenda for all Faculty Board of Directors' meetings as well as ad-hoc meetings as necessary
- Ensure that all Faculty Board of Directors' meetings follow parliamentary procedures
- Ensure all Faculty Board of Directors meetings minutes are recorded and distributed
- Serve as a liaison between the Faculty Board of Directors and the advisory committee which include members from various college support areas (e.g., OLS, QEP, SPD, etc.)
- Solicit input and feedback from respective faculty members to help further the mission of the CETL
- Actively support the mission, goals, and philosophy of the CETL

Section C: Election – The officers shall be elected by vote of the Board at the first meeting of the Fall semester.

Section D: Vacancy – If a vacancy occurs in the office of Chair or Vice-Chair, a vote of the board to elect a new Chair or Vice-Chair shall occur at the next meeting.

ARTICLE IV: MEETINGS

Section A: Meeting Frequency -- The Board will meet 8 times during the fall and spring term. Summer session meetings will be determined on an as needed basis per discretion of the Board and Director.

Section B: Special Meeting – Special meetings may be called by the CETL Director.

Section C: Quorum – A quorum shall consist of two-thirds (2/3) of the Board membership. A quorum may be met by online, synchronous meeting methods such as Skype.

Section D: Parliamentary Authority – Robert’s Rules of Orders shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Section E: Florida Sunshine Law – All meetings are open and public pursuant to Florida Sunshine Law, pursuant to Florida Statute 286.011. All meeting minutes shall be kept and made public, and all pending meetings shall be appropriately noticed to all interested parties. Any member of the public (including faculty and administration) may attend meetings, but may only speak if given recognition to do so.

Section F: Voting – Voting may only occur when a quorum has been established at a noticed meeting. If a vote is necessitated to occur between meetings, it may be completed via email. Five business days must be provided to complete the vote and collected by the CETL administrative specialist. Email votes must only occur when urgency is required and the urgency is noticed and explained.

ARTICLE V: BOARD AUTHORITY

Section A: Faculty Board of Directors Common Approval

The following topics will go to the Board for approval:

- CETL budget
- faculty professional development
- event planning
- policy/procedural changes
- recommendations from subcommittees
- grants and awards

And additional issues as a Board member brings motions to be decided upon.

Section B: Faculty Board Standing Subcommittees

- Strategic Initiatives Committee – supports the administration of CETL initiatives
- Grants and Awards Committee – reviews grant and awards applications and submits recommendations to the Board for vote and approval

Committee membership may be ad hoc.

Section C: Additional Committees

Additional committees of the board may be created as necessary by Board vote.

Section D: CETL Grant/Award Eligibility for Faculty Board of Directors

Faculty Board members and the CETL Director will not be eligible to receive CETL grant and/or awards while serving on the Board.

These awards include, but are not limited to:

- Distinguished Faculty
- CETL Travel Grants
- CETL Mini Grants
- CETL Instructional Materials Grants

Section E: Special Consideration of Grants

If a faculty member is awarded a grant but cannot implement its use due to circumstances beyond their control, the faculty member will have special

consideration for a new grant the next year. This special consideration will place their application at the top of the list, but does not guarantee a reward of a grant or additional votes/points towards its reward.

ARTICLE VI: CETL FACULTY ASSOCIATES

Section A: CETL Faculty Associate Selection

The CETL Faculty Board of Directors solicits and reviews applications from SPC faculty members. Faculty members wishing to serve as Associate must have two years as faculty (full-time or adjunct) with SPC and approval from their respective dean. The five CETL Faculty Associates report directly to the CETL Director and CETL Board of Directors. The faculty associates are comprised of: two for north county, two for south county, and one for mid-county/online faculty support.

Section B: Length of Service and Compensation

Faculty Associates serve for a period of two academic years and receive 3 ECH at their supplemental pay rate for each semester served (fall and spring semesters). The CETL Board of Directors will conduct a yearly review of Associate contributions. Upon completion, the Associate will be permitted to serve another one to two-year commitment with CETL Director and CETL Board approval.

Section C: CETL Faculty Associate Responsibilities

CETL Faculty Associates serve as the faculty point person and assist the CETL Director in implementing CETL initiatives. Responsibilities include the following:

- Promote CETL events to support and recognize faculty development
- Organize and facilitate a minimum of 4 CETL events each year
- Partner with ITech team and OLS, QEP/Ready, Set, Succeed!, Learning Resources, Human Resources Professional Development, Institutional Research and Academic Effectiveness, Accessibility Resources, Academic Advising, and International Programs
- Act as liaison with FGO and administrative leadership, e.g. deans, academic chairs, provosts, attend appropriate meetings, and share CETL updates regularly
- Attend college-wide CETL events, workshops, and forums
- Attend campus and/or discipline adjunct orientation and support meetings
- Adjunct Advisory Board participation

- College-Wide Advisory Board participation
- Attend new faculty cohort meetings
- Attend adjunct faculty development events
- Contribute to any revisions/updates needed for the CETL year 1 faculty cohort course, new adjunct orientation course, CETL website, and/or blog
- Attend all Associate meetings with CETL Director

Section D: CETL Grant/Award Eligibility for Faculty Associates

Faculty Associates will not be eligible to receive any CETL grant and/or awards while serving.

These awards include, but are not limited to:

- Distinguished Faculty
- CETL Travel Grants
- CETL Mini Grants
- CETL Instructional Materials Grants

ARTICLE IX: AMENDMENTS & ADOPTION

Section A: Adoption of Bylaws: -- These bylaws shall be adopted by a two-thirds majority vote of the board membership

Section B: Selection – these bylaws may be amended by a two-thirds (2/3) majority vote of the Board membership.

Section C: Notice – All members shall receive advance notice of the proposed amendment at least five business days before the meeting.

ARTICLE L: AMENDMENTS

Amendments March 2018:

Article IV Amendments

- 1.) **Amended from: Section B: Special Meeting** – Special meetings may be called by the CETL Director.

To: Section B: Special Meeting – Special meetings may be called by the CETL Director, Chair, or Vice-Chair.

- 2.) **Stricken: Section D: Parliamentary Authority** – Robert’s Rules of Orders shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

- 3.) **Section F: Voting – Voting may only occur when a quorum has been established at a noticed meeting.** If a vote is necessitated to occur between meetings, it may be completed via email. Five business days must be provided to complete the vote and collected by the CETL administrative specialist. Email votes must only occur when urgency is required and the urgency is noticed and explained.

To: Section F: Voting – Voting may only occur when a quorum has been established at a noticed meeting. A vote passes if a plurality of the quorum moves for a position and will be considered an act of the full board. If a vote is necessitated to occur between meetings, it may be completed via email. Two business days must be provided to complete the vote and collected by the CETL administrative specialist. Email votes must only occur when urgency is required and the urgency is noticed and explained. It shall be signed by directors not having less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all directors having a right to vote thereon were present and voted. If not vote is received in two business days, it will be considered an abstaining vote.

- 4.) **Section C: Quorum** – A quorum shall consist of two-thirds (2/3) of the Board membership. A quorum may be met by online, synchronous meeting methods such as Skype.

To: Section C: Quorum – A quorum shall consist of a majority of the Board membership. A quorum may be met by online, synchronous meeting methods such as Skype.

Article X: Conflicts of Interest

Definitions: “Board” means the Organization’s board of directors.

“Compensation Arrangement” means direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

“Conflict of Interest” means any interest, including a Financial Interest or Personal Interest, in regards to a transaction or arrangement of the Organization that materially impairs a person’s ability to neutrally evaluate and act on the transaction or arrangement.

“Disinterested Director” means a director who is not an Interested Person in regards to a transaction or arrangement considered in Section 3.2.

“Financial Interest” means, whether directly or indirectly through business, investment, or family:

(a) an ownership or investment interest in any entity with which the Organization has or is negotiating a transaction or arrangement;

(b) a Compensation Arrangement with any entity or individual with which the Organization has or is negotiating a transaction or arrangement; or

(c) a potential ownership or investment interest in, or Compensation Arrangement with, any entity or individual with which the Organization has or is negotiating a transaction or arrangement.

(d) These interests can include those from the within the College.

“Interested Person” means any Person who potentially has a Conflict of Interest for which that Person must disclose in accordance Section 3.1 and for which the Board must consider in accordance with Section 3.2. This includes any member of the Board or CETL Associate.

“Person” means any director or officer of the Organization.

“Personal Interest” means any relationship with an individual (including family, friends, and business partners) or entity with which the Organization has or is negotiating a transaction or arrangement.

PROCEDURES

Section 3.1 Duty to Disclose. In connection with any actual or possible Conflict of Interest, an Interested Person must disclose the existence of the Conflict of Interest and be given the opportunity to disclose all material facts to the Board.

Section 3.2 Procedures for Addressing a Conflict of Interest.

(a) An Interested Person may make a presentation at the Board, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible Conflict of Interest. This can occur synchronously or asynchronously per the meeting rules in these Bylaws.

(b) The Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the Disinterested Directors (being not less than two (2) directors) whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 3.3 Violations of the Conflict of Interest Policy.

(a) If the Board has reasonable cause to believe a Person has failed to disclose an actual or possible Conflict of Interest, it shall inform the Person of the basis for such belief and afford the Person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the Person's response and after making further investigation as warranted by the circumstances, the Board determines the Person has failed to disclose an actual or possible Conflict of Interest, it shall take appropriate disciplinary and corrective action.

RECORDS OF PROCEEDINGS

Section 4.1 Records of Proceedings. The minutes of the Board shall contain:

(a) The names of the Interested Persons who disclosed (in accordance with Section 3.1) or were found by the Board to have had an obligation to disclose (in

accordance with Section 3.3) a Conflict of Interest, the nature of the Conflict of Interest, any action taken to determine whether a Conflict of Interest was present, and the Board's decision as to whether a Conflict of Interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.