

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 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: [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 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 [shall] be elected from continuing Board members.

Upon election the new Chairperson will ask for submission of names for other officers. These submissions will [shall] 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 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, 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

It is in the discretion of the Chair 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 Bylaws.

Standing Committees are:

Finance Committee

Membership:

The Finance Committee will be comprised of three TLT Collaborative Board members. The Chair of the Committee will be the Vice Chair 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.

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.

Maintain confidentiality with regard to internal discussions related to TLT Collaborative staffing, budget and finances

Bylaws Committee

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

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, if still serving on the Board, will chair the Nominating 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 .

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 May 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.

Planning and Assessment Committee:

The Planning and Assessment Committee (PAC) shall be comprised of 5 members selected by the Board for 2 staggered years, the Board or committee can ask others to work with the Board as appropriate. The TLTC Executive Director, Program Coordinators, and liaisons from other committees shall participate in the operations of the committee as appropriate. A Chairperson shall be selected by the membership of the committee.

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.