



**Nebraska Methodist College  
Guide to College Governance and Administration**

**Approved by the NMC Board of Directors on June 6, 2017.**

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## ***Section I Introduction***

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### **Our Mission and Values**

**As a health profession institution, Nebraska Methodist College provides educational experiences for the development of individuals in order that they may positively influence the health and well-being of the community.**



### **College Purposes.**

Nebraska Methodist College identifies excellence in holistic health education as its primary purpose. Nebraska Methodist College's commitment to its constituents is demonstrated by highly qualified people working through cooperative relationships.

The purposes of Nebraska Methodist College are:

- 1.** To provide cost effective, quality education: Nebraska Methodist College strives to maximize both merit-based scholarship and financial assistance. Toward this end, the College constantly pursues additional sources of revenue to achieve the College's vision, including endowment, grants, and other income-generating activities.
- 2.** To continually improve the teaching-learning process: Nebraska Methodist College strives to provide an environment that fosters optimal learning through appropriate resources, technology, facilities, and culture. Because learning is enhanced by diverse ideas and backgrounds, the College encourages diversity in its faculty, staff and in the learner population (cultural, educational, age/stage variability and other factors).
- 3.** To establish and enhance relationships: Nebraska Methodist College actively collaborates with other educational institutions, health care providers, business, and community organizations to benefit all.
- 4.** To communicate its intentions, decisions, and actions consistently and clearly: The College seeks effective communication to maximize commitment from all constituents, including students, alumni, and the community at large.
- 5.** To employ high-quality and committed people: The success of the College depends on attracting, developing, recognizing, and retaining the highest caliber individuals in all areas of operation.
- 6.** To provide holistic education: Nebraska Methodist College focuses on the whole human being – focusing on the interrelatedness of body, mind and spirit. To sustain this focus, the College fosters continual personal and professional self-growth and development.

### **Core Values.**

Through formal degree offerings, certificate programs, continuing education, and community outreach efforts, the College demonstrates integrity by its commitment to the following core values:

***Caring.*** Nebraska Methodist College is concerned for the well-being of all people and demonstrates this concern through kindness, compassion and service.

***Excellence.*** Nebraska Methodist College expects the best from everyone and holds to the highest ideals of personal, professional and organizational performance.

**Holism.** Nebraska Methodist College recognizes and honors the interrelatedness of all things and all people and is committed to the development of the whole person.

**Learning.** Nebraska Methodist College embraces the experiential process by which knowledge, insight, understanding and ultimately wisdom are created for ourselves and those we serve.

**Respect.** Nebraska Methodist College recognizes and upholds the dignity and self-worth of every human being, and promotes honest and forthright interpersonal communications and behaviors.

### **Philosophy.**

Nebraska Methodist College of Nursing and Allied Health has positioned itself as a multi-purpose health profession college in response to the needs of society. We support the belief of social scientists who state that there have been more changes in the past 20 years than the previous 600 and there will be more changes in the next 20 years than the previous 2,000.

We want our faculty to be better for the experience of teaching in our College. We want them to develop collegiality, networking, and commitment. We want faculty to be approachable, available, and have a positive attitude about teaching and learning. We expect faculty to exhibit a professional image through research and community involvement; and to invest in the progress, growth, and success of the College.

We want our students to develop a sense of belonging and a sense of their educational potential. We want them to determine their relationship with society and culture; and we want them to develop a sense of self-awareness based on the humanities and the social sciences. We want our students to be proactive, risk-takers who are courageous and resilient. The future belongs to those who are creative thinkers. We want the student to become intellectually involved and to invest to the highest degree possible in their learning process.

We want administration, faculty, and students to be enthusiastic about learning and committed to educational excellence. We at Nebraska Methodist College of Nursing and Allied Health realize that there is nothing more powerful than one human being reaching out to touch another. Each of us is teaching and learning every day.

### **Vision Statement.**

“University 2025”

## **Our Accreditations and Affiliation**

### **Institutional Affiliation.**

Nebraska Methodist College is a multi-purpose health professions institution, recognized by the **University Senate of the General Board of Higher Education and Ministry of the United Methodist Church**. As such, it also maintains a historic and supportive relationship with the Nebraska Annual Conference of the United Methodist Church.

### **Institutional Accreditation.**

Nebraska Methodist College is fully accredited by the **Higher Learning Commission of the North Central Association of Colleges**, 30 North LaSalle St., Suite 2400, Chicago, IL, 60602, (800) 621-7440, the



accrediting agency for the region in which the College is situated. The College is authorized to offer programs of study leading to certificate, associate, baccalaureate, masters, and doctoral degrees. As a result of the May 2016, comprehensive site visit, HLC reaffirmed NMC's accreditation on the AQIP Pathway with the next reaffirmation visit in 2026.



The State of Nebraska Board of Nursing has approved the Bachelor of Science in Nursing (BSN) program for the preparation of students to become registered nurses. Graduates are eligible to take the National Council of State Boards Licensure Examinations (NCLEX-RN). The BSN, Master of Science in Nursing (MSN), and Doctor of Nursing Practice (DNP) programs are accredited by the Commission on Collegiate Nursing Education (CCNE), One Dupont Circle NW, Suite 530, Washington, DC, 20036-1120.

The Commission on Accreditation of Allied Health Education Programs (CAAHEP) accredits our **Diagnostic Medical Sonography**, **Medical Assistant**, and **Surgical Technology** programs. The American Association of Medical Assistants (AAMA) also accredits the Medical Assistant Program.



The **Radiologic Technology** program is accredited by the Joint Review Committee on Education in Radiologic Technology (JRCERT), 20 N. Wacker Drive, Suite 2850, Chicago, Illinois 60606-3182. Phone: 312-704-5300.

The **Physical Therapist Assistant** program at NMC is accredited by the Commission on Accreditation in Physical Therapy Education (CAPTE) 1111 North Fairfax Street, Alexandria, VA 22314. Phone: 703-706-3245.



The **Respiratory Care** program, associate degree, is accredited by the Commission on Accreditation for Respiratory Care (CoARC), 1248 Harwood Road, Bedford, TX 76021. Phone: 817-283-2835.

The **Occupational Therapy** master's degree program has applied for accreditation and has been granted Candidacy Status by the Accreditation Council for Occupational Therapy Education (ACOTE) of the American Occupational Therapy Association (AOTA), located at 4720 Montgomery Lane, Suite 200, Bethesda, MD 20814-3449. Phone: (301) 652-AOTA.



Graduates in all programs are eligible to take the respective national registry examinations for each profession.

### **Relationship of the College to the Nebraska Methodist Health System.**

Should a conflict arise between a Nebraska Methodist College and a Nebraska Methodist Health System policy and procedure, the policies and procedures of the Nebraska Methodist Health System shall govern.

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## Our History



Methodist Hospital was not the first Omaha hospital to start a training school for nurses, but it is the only one that has operated continuously since its beginning in 1891. Clarkson Hospital began training nurses in 1886 but later suspended operations before re-opening its school.

Over one hundred twenty years ago, the mission of the deaconesses who began a training school for six young women was simple: Provide care and comfort to the patients. As the hospital is well into its second century, the mission is much the same. Providing quality care and comfort to the patients remains the objective, and is what the students are still taught. But how they are taught and what they are taught bears little resemblance to the curriculum for that small band of women who in 1893 became the hospital's first graduating class of nurses.

Modern medicine and technological advances of the new century present new challenges, as do the changes in hospital stays, the Diagnosis Related Groupings (DRGs) and Medicare rules. Care in the hospital is more intensive than ever before, and other fields of service besides acute care have opened to the young health care school graduate. At the same time, many more career opportunities in other fields are now available to young men and women, making it imperative that health care education lead to a satisfying career, both emotionally and financially.

The early 1980s saw a dramatic decrease nationwide in the number of hospital-affiliated diploma schools, and the four-year baccalaureate programs have grown steadily. The health care provider of the past did not have a broad background in the behavioral sciences area – in liberal arts, social sciences and other humanities which help the caregiver to understand the behavior of sick people. These additional courses were added as the need for a broader scope of health care developed.

As part of its self-evaluation in 1985, the Methodist Board of Trustees initiated a review as to whether or not it could continue its commitment to the school. The number of students had declined sharply, from a record of 380 in 1982 to 184 in 1985. The Board did not hesitate in facing up to its commitment to meet the needs of the public as a church-affiliated health care institution, and in June, 1985, the Board took a major step. It approved the establishment of the School of Nursing as a degree granting institution, and authorization to develop degree programs in the health professions was granted. The long-popular three-year diploma program was eliminated, and the first baccalaureate degrees were awarded in the spring of 1989. The name was changed from the School of Nursing to the

Nebraska Methodist College of Nursing and Allied Health. To reinforce its position, the Board passed the following resolution:

“The Board of Trustees of Nebraska Methodist Hospital continues to recognize the Methodist College of Nursing and Allied Health as a high quality education program and a necessary part of the current health care system.”

“The Board further recognizes that it is unrealistic to expect the College to be totally self-sufficient. Therefore, the College will continue to receive the same strong support as has been the case for the past 120 years. In addition, the Board requests the assistance of the Methodist Hospital Foundation in developing such additional support as it deems reasonable and appropriate.”

“Finally, the administration is directed to communicate this action as is deemed necessary to ensure student and employee relations continue to be positive and productive.”

Through a series of strategic planning efforts, a long range plan was established that resulted in steady growth of the young college in terms of both student headcount and program offerings. Central in the planning was an intentional effort to diversify the program offerings through the addition of several allied health programs. Labor projections reflected that the growth and ultimate demand of many allied health programs would continue well into the next century. The addition of allied health students to the campus would facilitate the diversification of the student body and also facilitate the realization of the College mission. The transition from a school to a college and the addition of new programs, as well as steady growth of the student body was accomplished smoothly, without any interruptions in the educational process.

### **College Presidents.**

Roger A. Koehler, PhD: 1985—2002

Dennis A. Joslin, PhD: 2002 – July 31, 2017

Deborah J. Carlson, PhD: August 1, 2017 –

### **Graduation Rates.**

In compliance with the Higher Education Act of 1965, as amended, Nebraska Methodist College keeps records regarding graduation rates at the College. Information regarding graduation rates can be obtained from the Office for Institutional Effectiveness.

### **Colors.**

The school colors are blue and white.

### **Seal.**

The heart represents compassion, charity and service. The dove symbolizes harmony and tranquility. Framing the seal is a bay leaf laurel which is associated with honor and glory. Baccalaureate



means “laurel berries” which signifies the completion of a bachelor degree and reminds us of our mission as an educational institution.

### **Description of Campus.**

In September 2005, the new Josie Harper Campus of Nebraska Methodist College was opened, marking a major milestone in the history and development of Nebraska Methodist College. The Riley-Leinart Center, a 26,000 square foot building, primarily serves as an office building for faculty, staff, and administrative personnel. This center also houses some classrooms and a skills laboratory.

The Clark Center, a 75,000 square foot building, opened in January 2006. The Clark Center houses many areas critical to the success of the College such as the classrooms,



laboratories, common areas, bookstore, library, computer lab, student health center, fitness center, and student center. In August 2007, students were able to enjoy the convenience of on-campus living at Josie’s Village.



The physical campus was expanded in 2010 with the purchase of two story, 10,000 square foot building which serves as the Alumni Center and houses the Professional Development and Continuing Education Division.

In August 2016, the 501 Center, a 17,000 square foot building that adjoins the Alumni Center, opened to provide additional classrooms, multi-purpose science lab, an energized radiography lab, expanded sonography lab, faculty offices, student engagement space, and an expanded student health center. This property also provides the college with Dodge Street exposure for increased visibility to the Omaha community. An additional building, just south of the NMC campus housing, which also has Dodge Street exposure was purchased in 2015 and has been demolished and will serve as the location for new construction.

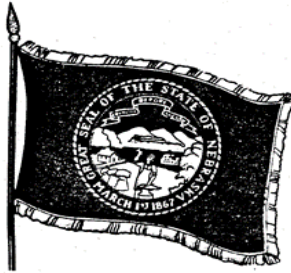
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## ***Section II Articles of Incorporation—Nebraska Methodist College of Nursing and Allied Health***

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Articles of Incorporation  
State of Nebraska  
United States of America,) ss.  
State of Nebraska )



Department of State

I, Allen J. Beermann, Secretary of State of the State of Nebraska do hereby certify that  
Nebraska Methodist College of Nursing and Allied Health

Filed Articles of Incorporation with its  
Registered office located in Omaha,  
Nebraska, in this office as a nonprofit  
Corporation on December 15, 1988.

I further certify that said corporation  
Is in good standing as of this date.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State of Nebraska.

Done at Lincoln this

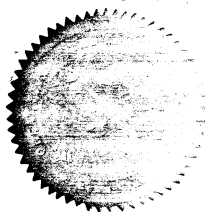
Fifteenth day of December in the year of our Lord, one thousand nine hundred and eighty-eight.

(Allen J. Beermann)

Secretary of State

Deputy

Received  
Thomas F. Cavanaugh  
Douglas County Clerk  
Omaha, Nebr.  
December 19, (unreadable)



December 15, 1988 (1753)  
State of Nebraska)  
Secretary's Office) ss  
Received and filed for record  
and recorded on film roll 88-  
43 at page 1213  
Allen J. Beermann  
Secretary of State  
By (BS) Pd. \$41.00

Articles of Incorporation of  
Nebraska Methodist College of Nursing  
And Allied Health

## **Articles of Incorporation**

### ***Article I: Name***

The name of this Corporation shall be Nebraska Methodist College of Nursing and Allied Health.

### ***Article II: Duration***

This Corporation shall have a perpetual existence.

### ***Article III: Registered Office; Registered Agent***

The registered office of the Corporation is 1500 Woodmen Tower, 17<sup>th</sup> and Farnam Streets, Omaha, Nebraska 68102, and the name of its registered agent at that address is Edmund D. McEachen.

### ***Article IV: Objects and Purposes***

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, and for the further purposes as follows:

First: To establish, maintain and conduct a college of nursing and allied health, providing postsecondary education in nursing and other health care professions for the care and treatment of the sick, aged, crippled and infirm;

Second: To promote health care for persons residing in Nebraska and the surrounding states by increasing the availability of well-educated, quality health care professionals for the provision of necessary health care services; and

Third: Incidental to the above purposes, to have and exercise all of the rights and powers conferred upon not-for-profit corporations under the Nebraska Nonprofit Corporation Act, Neb. Rev. Stat. § 21-1901 *et seq.*, as amended from time to time.

### ***Article V: Powers***

First: The Corporation shall have and may exercise all powers and rights conferred upon corporations organized and existing under the Nebraska Nonprofit Corporation Act and any additional powers and rights conferred upon such corporations by subsequent legislative acts, subject only to the provisions of this Article V.

Second: This Corporation shall have no capital stock and shall not declare or pay dividends. No part of the net earnings of this Corporation shall inure to the benefit of any director, officer, or other individual, or to the benefit of any organization not qualified for tax exemption under Section 501(c)(3) of the Internal Revenue Code, provided, that the Corporation may pay reasonable compensation for services actually rendered to or for the Corporation.

Third: The Corporation shall not participate in, or intervene in, (including publishing or distributing statements) any political campaign on behalf of any candidate for public office; and the carrying on of propaganda or otherwise attempting to influence legislation shall not be a substantial part of the activities of the Corporation.

Fourth: The services and facilities of the Corporation shall be used for its corporate purposes without regard to race, color, religion, gender, disability, or national origin.

### ***Article VI: Board of Directors***

The affairs of this Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of no less than three (3) nor more than twenty-five (25) members. The number, qualifications,

term, and method of acting, appointment and removal shall be fixed in the Bylaws. The initial Board of Directors shall consist of the Directors whose names, addresses, and terms of office are as follows:

Name	Address	Term Expires July
Milton R. Abrahams	9986 Fieldcrest Drive Omaha, Nebraska 68114	1989
Helen Cherniack	215 Fairacres Road Omaha, Nebraska 68132	1989
John R. Cochran	9373 Dewey Avenue Omaha, Nebraska 68114	1989
Edson L. Bridges, II	10725 Cedar Street Omaha, Nebraska 68124	1990
Edward W. May, Jr.	1114 South 84 <sup>th</sup> Street Omaha, Nebraska 68124	1990
W. L. Winstrom	9126 Shirley Street Omaha, Nebraska 68124	1990
Neal C. Hansen	1545 South 83 <sup>rd</sup> Street Omaha, Nebraska 68124	1991
Lloyd H. Mattsom	3913 Hawk Woods Circle Omaha, Nebraska 68112	1991
Patricia Te Kolste	9902 Harney Parkway North Omaha, Nebraska 68114	1991

Without limitation thereto, the Board of Directors shall be responsible to establish a postsecondary educational institution to be known as Nebraska Methodist College of Nursing and Allied Health (the “College”) and to establish and regularly review the *mission* and basic policies which govern the College and protect its integrity; to establish and maintain a faculty comprising persons qualified by education and experience which is significantly involved in development and review of educational programs conducted by the College; to establish clear and publicly stated purposes for the College, consistent with its mission and appropriate to a postsecondary institution; to establish admission policies for the College which are consistent with the College’s mission and appropriate to its educational programs; to oversee admission practices to assure that they conform to such admission policies; to develop financial resources to support the College’s activities; and to effectively organize adequate human, financial, and physical resources into educational and other programs to accomplish the purposes of the College.

#### **Article VII: Officers**

The officers of this Corporation shall be a Chair, Vice Chair, President, the Vice Presidents, Secretary, Treasurer, and such subordinate officers as may be appointed by the Board of Directors, who shall be chosen in such manner as may be provided from time to time in the Bylaws. Any two or more offices may be combined except: (1) the offices of President and Secretary; and (2) the offices of President and Vice President. The duties, powers, and authorities of officers and subordinate officers shall be provided in the Bylaws or by resolution of the Board of Directors.

#### **Article VIII: Limitation on Liability**

The Directors and officers of this Corporation, the Member and any of the Member’s Directors, officers and subsidiary corporations, shall not be liable for the debts, liabilities and obligations of the



Corporation, and the private property of such persons and corporations shall not be subject to payment of corporate debts.

**Article IX: Bylaws**

The Bylaws of the Corporation shall be adopted and may be amended or repealed by the Board of Directors of the Corporation at any regular or special meeting by a majority vote of the members of the Board of Directors present and voting, subject to the approval of the Member; or by action of the Member.

**Article X: Amendments**

These Articles may be amended upon adoption by the Board of Directors of a resolution setting forth the amendment, submission to the Member, and approval by the Member in the manner provided by law.

**Article XI: Member**

The sole Member of this Corporation shall be The Nebraska Methodist Hospital, a Nebraska not-for-profit corporation. The Member shall have all rights specified in these Articles of Incorporation and in the Bylaws, including the right to elect and remove Directors, to fill vacancies on the Board of Directors, to approve any amendment to the Articles of Incorporation or Bylaws of the Corporation, to approve any dissolution, consolidation or merger of the Corporation, and to approve the incorporation of affiliated corporations of this Corporation.

**Article XII: Nonprofit Corporation Act**

This Corporation intends to be, and is, organized under Neb. Rev. Stat. § 21-1901 *et seq.*, as amended.

**Article XIII: Incorporators**

The Incorporators of the Corporation are as follows:

Edson L. Bridges, II	10725 Cedar Street, Omaha, Nebraska 68124
Edmund D. McEachen	1500 Woodmen Tower, Omaha, Nebraska 68102

**Article XIV: Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an organization or organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as the Member shall determine.

These ARTICLES OF INCORPORATION were adopted by the Incorporators on this 12 day of December, 1988.

INCORPORATORS:

_____ (Edson L. Bridges) Edson L. Bridges	_____
_____ (Edmund D. McEachen) Edmund D. McEachen	_____



## **Amended Articles of Incorporation**

The following Amendment is hereby made to the Articles of Incorporation:

The first paragraph of Article VI—Board of Directors is hereby deleted and the following substituted in its place:

*Subject to the rest of this subparagraph, the affairs of this Corporation shall be managed by a Board of Directors. In accordance with Section 21-1968(c) of the Nebraska Nonprofit Corporation Act, the Board of Directors of Nebraska Methodist Health System, Inc., a Nebraska nonprofit corporation (hereafter “NMHS”) and its committees shall have and shall exercise the powers of the Corporation and is hereby authorized to exercise all powers which would otherwise be exercised by the Board of Directors of the Corporation, to the extent set out from time to time in Resolutions adopted by the Board of Directors of the Corporation. To the extent so authorized, the Board of Directors of NMHS and its committees shall have the duties and responsibilities of the Directors of the Corporation, and the Board of Directors of the Corporation shall be relieved from such duties and responsibilities.*

The Amendment was set forth in a resolution duly adopted by the Board of Directors of the Corporation. Approval of the Amendment required approval of the Nebraska Methodist Hospital, its sole voting member, which approved the Amendment on February 25, 2016.

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## Section III Board of Directors

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### **Board of Directors Statement on Governance**

The Board of Directors of Nebraska Methodist College of Nursing and Allied Health is responsible for overall governance of the College, review of existing offerings, and long-range planning for the College. Members of the board approve budgets, hiring of the Chief Executive Officer, major capital expenditure, and new program offerings. The Board represents the College within the community and facilitates fund-raising for endowments and special projects within the College.

Members of the Board are selected and appointed by the Board to serve three year terms. Appointments to the Board are made so that the terms of office of no more than half of the Board expire within a calendar year.

The Board of Directors meets quarterly and as needed.

### **Principles.**

1. The ultimate responsibility for the institution rests in its governing board. Boards cannot delegate their fiduciary responsibility for the academic integrity and financial health of the institution. Traditionally, and for practical reasons, boards delegate some kinds of authority to other stakeholders with the implicit and sometimes explicit condition that the board reserves the right to question, challenge, and occasionally override decisions or proposals it judges to be inconsistent with the mission, integrity, or financial position of the institution. For example, the delegation of authority to the administration and faculty in adding, reducing, or discontinuing academic programs is made with the implicit understanding that the board still retains the ultimate responsibility.
2. The governing board should retain ultimate responsibility and full authority to determine the mission of the institution in consultation with and on the advice of the Chief Executive. The board is also responsible for establishing the strategic direction of the institution through its insistence on and participation in comprehensive planning. As with many other issues, the board should work toward a consensus or an understanding on the part of the stakeholders concerning strategic direction and set forth a realistic view of the resources necessary to compete in the educational marketplace, accomplish these strategic goals, and carry out the mission.
3. Colleges and universities have many of the characteristics of business enterprises. Consequently, boards should ensure that, as corporations, their institutions' fiscal and managerial affairs are administered with appropriate attention to commonly accepted business standards. At the same time, nonprofit colleges and universities differ from businesses in many respects. They do not operate with a profit motive, and the "bottom lines" of colleges and universities are far more difficult to measure. They also differ from businesses in the sense that the processes of teaching, learning, scholarship and research often are at least as important as "the product," as measured by the conferring of degrees or the publication of scholarly and research results. And by virtue of their special mission and purpose in a pluralistic society, they have a tradition of participation in institutional governance that is less common in and less appropriate for businesses.
4. The governing board should conduct its affairs in a manner that exemplifies the behavior it expects of other participants in institutional governance. From time to time, boards shall examine their

membership, structure, and performance and shall expect the same of faculty and staff. Boards and their individual members should engage in periodic evaluations of their effectiveness and commitment to their institution. They should strive to understand and respect the unique culture of their organization and its place in the academic landscape. They should comprehend all sides of an issue and - in appropriate instances and in consultation with the Chief Executive - afford contending parties an opportunity to present their views. The Board should be prepared to set forth the reasons for its decisions.

Just as administrators and boards should respect the need for individual faculty members to exercise academic freedom in their classrooms and laboratories, boards should avoid the temptation to micromanage in matters of administration. And just as responsible faculty participation in governance places good institutional citizenship ahead of departmental or personal professional interest, so should individual board members avoid even the perception of any personal or special interests. Board members as well as faculty members should avoid undermining their administrations.

5. Historically, higher education governance has included three (3) principal internal stakeholders - governing boards, administrators, and the faculty. In fact, other stakeholders exist and in increasing numbers. For example, the nonacademic staff usually substantially outnumbers the faculty, and yet this group rarely has a formal voice in governance. The same is true of part-time and adjunct faculty. Students have a vital stake in the institution and should be given opportunities to be heard on various issues and in some cases to participate directly in the governance process, preferably as members of board committees rather than as voting members of governing boards.

The involvement of these diverse internal stakeholder groups will vary according to subject matter and the culture of the institution, but the board is responsible for establishing the rules by which their voices are considered. Boards shall ensure that no single stakeholder group is given an exclusive franchise in any area of governance, while recognizing that the subject matter in question will determine which groups have predominant or secondary interests.

6. All board members, regardless of how they came to the board, should feel a responsibility to serve the institution or the system as a whole and not any particular constituency or segment of the organization. Faculty, student, and staff involvement in the work of the board most appropriately occurs by membership on standing or ad-hoc committees of the board. While there are many instances of successful involvement to the contrary, it is the Directors of Nebraska Methodist College of Nursing and Allied Health view that faculty, staff, and students ordinarily should not serve as voting members of their own institution's governing board because such involvement violates the principle of independence of judgment. Particularly in the case of faculty or staff members, board membership inevitably places them in conflict with their employment status. In any event, boards shall be mindful that the presence of one or more students, faculty, or staff members on the board or its committees neither constitutes nor substitutes for full communication and consultation with these stakeholders.

### **Standards of Good Practice.**

1. Governing boards should state explicitly who has the authority for what kinds of decisions - that is, to which persons or bodies it has delegated authority and whether that delegation is subject to board review. For example, curricular matters and decisions regarding individual faculty appointments, advancement in rank, and appointment renewal normally would fall within the

delegated decision-making authority of appropriate faculty and administrative entities operating within the framework of policies and delegations of the board.

The board should also reserve the right to review and ratify specified academic decisions, as well as proposals to adopt major new academic programs or eliminate others. The board should set budget guidelines concerning resource allocation on the basis of assumptions, usually developed by the administration, that are widely communicated to interested stakeholders and subject to ample opportunity for challenge. But the board should not delegate the determination of the overall resources available for planning and budgetary purposes. Once the board makes these overreaching decisions, it should delegate resource-allocation decisions to the Chief Executive officer who may, in turn delegate to others.

In all instances in which the board believes resources will need to be reallocated in ways that will lead to reducing or eliminating some programs, the board should ask the administration to create a process for decision making that includes full consultation, clear and explicit criteria, and full communication with stakeholder groups. The board should recognize that institutional consensus is more likely when all parties have agreed on the process and criteria. If, for example, the board decides the institution is in such financial jeopardy that faculty and staff reductions and reallocations are necessary, it first should consult the stakeholders, then share the information and describe the analysis that led them to make such a determination.

2. Boards and Chief Executive should establish deadlines for the conclusion of various consultative and decision-making processes with the clear understanding that failure to act in accordance with these deadlines will mean that the next higher level in the governance process may choose to act. While respecting the sometimes lengthy processes of academic governance, an individual or group should not be empowered to impede decisions through inaction.
3. The Chief Executive is the board's major window on the institution, and the board should expect both candor and sufficient information from the Chief Executive. In turn, the board should support the Chief Executive, while ensuring that the voices of other stakeholders are heard.
4. Governing boards have the sole responsibility to appoint and assess the performance of the Chief Executive. The selection and support of the Chief Executive is the most important exercise of board responsibility. Boards shall assess the Chief Executive's performance on an annual basis for progress toward attainment of goals and objectives, as well as for compensation review purposes, and more comprehensively every several years in consultation with other stakeholder groups, as the board may deem appropriate. In assessing the Chief Executive's performance, boards shall bear in mind that board and presidential effectiveness are interdependent. Consequently, boards shall concurrently assess their own performance and that of the Chief Executive every several years. Performance reviews assisted by qualified third parties can contribute significantly to the professionalism and objectivity of the process.
5. There should be a conscious effort to minimize the ambiguous or overlapping areas in which more than one stakeholder group has authority. The respective roles of the administration, faculty, and governing board in faculty appointments and advancement in rank illustrate the principle of collaboration. For example, although the board may wish to exert its ultimate responsibility by insisting on approving individual appointment decisions, it might choose to delegate other kinds of actions to the administration, which might, in turn, delegate some authority for some decisions to an appropriate faculty body. Clarity does not preclude gray or overlapping areas of authority, but each group should understand whether its purview, and that of others in the governance process, is

determinative or consultative. Moreover, the board and Chief Executive should ensure the systematic review of all institutional policies over time, including those affecting internal governance.

6. "Communication," "consultation," and "decision making" should be defined and differentiated in board and institutional policies. Governing boards should communicate their investment and endowment spending policies, for example, but they may choose not to invite consultation on these matters. Student financial-aid policies and broad financial-planning assumptions call for both communication and consultation with stakeholder groups.

### **Conclusion.**

College and university governing board membership is one of the most serious and consequential exercises of voluntary leadership in our society. It calls for balancing and sometimes buffering the often-conflicting claims of multiple internal and external stakeholders. It requires good judgment in avoiding becoming managerial while being sufficiently informed to assess management. It calls for listening and questioning more than pronouncing and demanding. Most of all, it requires a commitment to the institution as a whole rather than to any of its parts. Governing board membership is both challenging and enormously rewarding in the service of current and future generations of students and, therefore, the nation's ultimate well-being.

## **Amended Bylaws of Nebraska Methodist College of Nursing and Allied Health**

### ***Bylaw I—Board of Directors***

#### **Section 1. Powers, Duties, and Responsibilities of the Board.**

The business and affairs of Nebraska Methodist College of Nursing and Allied Health (the "College") shall be managed by its Board of Directors (the "Board" or the "Board of Directors"). The Board shall have the responsibility and authority for the general management and control of the business and affairs of the College, including but not limited to the following:

- a. Determine and periodically review the purposes, mission, and core values of the College;
- b. Appoint and remove the President of the College;
- c. Establish and review institutional policies relating to financial matters, academic programs, faculty and student affairs, college facilities and equipment, in order to ensure academic and professional standards to comply with standards established by accrediting bodies;
- d. Act on recommendations from the President of the College to adopt and implement policies and program changes;
- e. Establish the governance structure of the College in conjunction with the President of the College and the Administrative Officers of the College;
- f. Oversee the budget and fiscal affairs of the College, including the authority to approve the College's annual operating budget;

- g.** Monitor the financial and overall performance of the College in furthering its purposes;
- h.** Engage in institutional and strategic planning, with cooperation and input from administration, faculty, students, and other departments and appropriate advisors;
- i.** Oversee academic policies and processes in order to attain and maintain appropriate accreditation and program approvals for all degree and non-degree programs conducted by the College that meet applicable requirements for licensure, accreditation, certification, student financial assistance, and educational grants;
- j.** Review and approve faculty bylaws and policies/procedures for faculty management, including appointment, promotion, and dismissal of faculty members, and recruitment and retention of faculty, staff and students;
- k.** Review annually the terms and conditions of employment and salary schedules for all staff, faculty, administration, and other employees of the College for employment of competent personnel;
- l.** Approve and authorize all earned and honorary degrees upon recommendation of the President of the College;
- m.** Establish and review tuition and fees;
- n.** Authorize the establishment and maintenance of affiliation and clinical training sites; and
- o.** Engage in all other activities necessary or appropriate to maintain and operate the College, subject to the powers of the Member as set out in Bylaw IV.
- p.** Authorize others to exercise powers that would otherwise be exercised by the Board and delegate authority and/or outsource specific administrative matters and functions, including financial matters and functions, provided that the Board maintains ultimate authority to assure the effectiveness of the arrangement in the best interests of the College; such authorization and delegation to be provided by resolution of the Board and revoked at the discretion of the Board.

### **Section 2. Number.**

The number of Directors shall be not less than thirteen (13) nor more than twenty-five (25), the number to be determined from time to time by the Board.

### **Section 3. Selection; Term.**

Upon the recommendation of the Nominating Committee at the last regular meeting of the Board prior to July 1 of each year, the Board shall select Directors who shall take office on July 1. The election of Directors is subject to confirmation by the Member, which confirmation shall not be unreasonably denied. If the Member declines to confirm a Director, the Member will confer with the Board about the reasons for such declination. If, after such conference, the Director is not confirmed by the Member, then the person shall not become a Director and the Board shall elect another qualified individual

and submit such individual to the Member for confirmation. At least one (1) Director must be an alumnus of the College who is not employed by the College.

In addition, the Board shall be constituted so that a majority of the Directors are "public" directors, as that term is defined in the assumed criteria of the Higher Learning Commission, such that Directors are public members if they have no significant executive or administrative position at the College, with a company that does substantial business with the College, with a company or organization with which the College has a substantial partnership, with the Member or any of its affiliated companies, or with an investment group or firm that is substantially involved with one of the above organizations.

Approximately one-third of the Directors shall be elected each year to serve terms of three years and until their successors have been elected and confirmed. No Director may serve more than two (2) consecutive three-year terms, except that a Director is eligible to continue to serve as a Director after the end of his or her second term for so long as he or she continues to be nominated and elected to serve as a Board Officer of the College. A Director elected to fill a vacancy for less than a three-year term may be re-elected to two (2) consecutive three-year terms.

#### **Section 4. Meetings.**

Regular meetings of the Board shall be held at least quarterly at a time, date, and place to be established by the Board or, if not so established, set by the Chairperson of the Board. The last regular meeting prior to July 1 of each year shall be the annual organizational meeting of the Board, at which the Board shall elect its Directors and Board Officers. Regular meetings shall be held on the call of the President or Chairperson, at the College's offices, at a time to be set by the President. Special meetings of the Board may be called upon proper notice, by the Chairperson of the Board, the President, or upon the written request of a majority of Directors or of the Member.

#### **Section 5. Notice.**

Notice of the scheduling of any meeting shall be given to each Director at least five (5) days prior to such meeting. The notice shall be in writing and shall set forth the time, date, place, and agenda of the meeting; however, in the event of an emergency, such notice may be oral. Such notice may be by mail, electronic mail, facsimile, or personal delivery. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, properly addressed as appears in the records of the College, with postage prepaid. Any Director may waive notice of the meeting. The attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except when a director attends a meeting for the express purposes of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any business may be transacted at any Board meeting of which notice has been given, and at any meeting at which all Directors are present, whether or not notice or waiver thereof has been given.

#### **Section 6. Resignation; Removal.**

A Director may resign at any time upon giving notice to the Board. The Board, with approval of the Member, may remove any Director at any time. The Member may request the Board remove any Director but the Board shall have the final decision with respect to such removal.

#### **Section 7. Vacancies.**

Interim vacancies occurring on the Board may be filled by the Board's election of a new Director, and the confirmation of the Member, for the unexpired term of the Director whose position was

vacated, or may be left unfilled until the next annual meeting of the Board unless necessary to increase the number of Directors to the minimum number required under the Articles of Incorporation or Bylaws. Any Director elected to fill a vacancy on the Board shall serve until the expiration of the term of the Director whose position he or she was appointed to fill or until he or she is removed by the Board.

#### **Section 8. Voting, Quorum.**

The attendance of a majority of the Directors in office at a meeting of which notice has been given to all Directors shall constitute a quorum for the transaction of business. Each Director present shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

#### **Section 9. Manner of Acting.**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, subject to the approval of the Member when required by these Bylaws or by the Articles of Incorporation.

#### **Section 10. Compensation.**

Directors may be paid their expenses, if any, of attendance at each meeting of the Board, and by resolution of the Board, approved by the Member, may be paid reasonable compensation for their services as Directors. No such payment shall preclude any Director from serving the College in any other capacity and receiving compensation therefor.

### ***Bylaw II—Officers of the College***

#### **Section 1. Officers.**

a. The Board Officers of the Board shall be a Chairperson of the Board, a Vice Chairperson, a Secretary, a Treasurer, and the Immediate Past Chairperson of the Board. The Chairperson of the Board, Vice Chairperson, Secretary, and Treasurer shall be elected by the Board of Directors from among the members of the Board of Directors. The position of the Immediate Past Chairperson of the Board shall be filled by the person that most recently served as Chairperson of the Board and who shall serve in an ex-officio capacity. At least one of the Board Officers shall be a public Director, as defined at Bylaw I, Section 3.

b. The College's Administrative Officers shall include the President of the College, one or more Vice Presidents (the number thereof to be determined by the President and which shall include a Vice President of Academic Affairs and a Vice President of Business and Operations).

c. Any two or more Board offices may be held by the same person except: (1) the offices of Chairperson and Vice-Chairperson, and (2) the offices of Chairperson and Secretary.

#### **Section 2. Election and Term of Office.**

The Chairperson and Vice Chairperson of the Board shall be elected by the Board at its annual organizational meeting held in odd numbered years, for a two year term commencing on July 1 and ending on June 30 two years later. The Secretary and the Treasurer of the Board shall be elected by the Board at its annual organizational meeting for a one year term commencing on July 1 and ending on June 30 of the next year. If the election of Board Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each Board Officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, resignation, or removal.



### **Section 3. Subordinate Officers.**

The Board from time to time may appoint subordinate officers, including but not limited to, assistant secretaries and assistant treasurers, each of whom shall hold office at the discretion of the Board or for such term as the Board may designate. The Board may delegate to any officer the power to appoint any such subordinate officers and to prescribe their respective authorities, duties, and terms of office.

### **Section 4. Removal; Resignation.**

The Board may remove any Board Officer or subordinate officer when, in its judgment, the best interest of the College will be served thereby; and at any meeting may accept the resignation of any Board Officer or subordinate officer of the College. The Board may delegate to any Board Officer the authority to remove or accept the resignation of any subordinate officer.

### **Section 5. Vacancies.**

Any vacancies occurring in the office of Chairperson of the Board, Vice Chairperson, Secretary, or Treasurer by death, resignation, removal, or otherwise, may be filled for the unexpired portion of the term by the Board at a special meeting called for such purpose, but such vacancies need not be filled until the first annual organizational meeting of the Board subsequent to the vacation of the office.

### **Section 6. Chairperson of the Board.**

The Chairperson of the Board shall interest himself or herself in all affairs of the College and shall preside at all meetings of the Board. He or she shall appoint all committees and designate all committee chairmen, unless the composition of any committee is specifically provided for in the Articles or these Bylaws. The Chairperson of the Board shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as may be assigned from time to time by these Bylaws or the Board.

### **Section 7. Vice Chairperson of the Board.**

The Vice Chairperson shall act as Chairperson of the Board in the absence of the Chairperson and, when so acting shall have the power and authority of the Chairperson. He or she shall carry out such additional duties as may be assigned by the Chairperson or the Board, or as may be provided in these Bylaws.

### **Section 8. President.**

The Board shall select a chief executive officer of the College whose title shall be President. He or she shall devote full time to the duties of President. The President shall be the representative of, and shall be responsible to, the Board in the management of the College. Subject to the direction and under the supervision of the Board, the President shall have general charge of the business affairs and property of the College and control of the College administration. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to him or her by these Bylaws or the Board. The President may be removed on action of the Board.

### **Section 9. Vice President of Academic Affairs.**

A Vice President of Academic Affairs shall be selected by the President and shall be responsible to the President as the principal academic officer of the College. The Vice President of Academic Affairs shall have such duties and responsibilities and may exercise such powers as are usually incident to the

office or as from time to time may be assigned to him or her by these Bylaws, the Board, or the President.

#### **Section 10. Vice President of Business and Operations.**

A Vice President of Business and Operations shall be appointed by the President and shall be the principal financial and operations officer of the College. The Vice President of Business and Operations shall have such duties and responsibilities and may exercise such powers as are usually incident to the office or as from time to time may be assigned to him or her by these Bylaws, the Board, or the President.

#### **Section 11. Additional Vice Presidents.**

Additional Vice Presidents, if any, shall be selected by the President to assist the President. At the request of the President, or in his or her absence or disability, a Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all the powers of, and be subject to, all the restrictions upon the President. There may be one or more classes of Vice President. Vice Presidents shall have such duties and responsibilities and may exercise such powers as from time to time may be assigned to them by these Bylaws, the Board, or the President.

#### **Section 12. Secretary.**

The Secretary shall be responsible for recording and keeping minutes of all meetings of the Board; give or direct the giving of all notices required by law, by the Board, by the Articles of Incorporation, or by these Bylaws; and attest to the signature of other Board or Administrative Officers on all documents requiring such attestation. The Secretary shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to him or her by these Bylaws, the Board, the Chairperson of the Board, or the President. The Board may delegate all or part of the authority and duties of the Secretary to assistant secretaries.

#### **Section 13. Treasurer.**

The Treasurer shall cause to be kept an accurate account of all receipts and disbursements of money; see that an accounting system is maintained which is adequate to give a true and accurate accounting of the financial transactions of the College; and see that a Treasurer's report is presented to each meeting of the Board. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to him or her by these Bylaws, the Board, or the President. The Board may delegate all or part of the authority and duties of the Treasurer to assistant treasurers.

#### **Section 14. Deans.**

Deans may be selected by the President to manage functional divisions of the College. Deans shall have such duties and responsibilities, and each may exercise such powers as from time to time may be assigned to him or her by these Bylaws, the Board, or the President.

#### **Section 15. Immediate Past Chairperson.**

The Immediate Past Chairperson shall serve as a member of the Executive Committee and shall carry out such additional duties as may be assigned by the Chairperson or the Board, as may be provided by these Bylaws.

### ***Bylaw III—Committees of the Board***

#### **Section 1. Committees.**

Committees of the Board shall be standing or special. The Board or the Chairperson of the Board may refer to the proper committee any matter affecting the College or any operations needing study, recommendation, or action. The Chairperson of the Board shall appoint the members and chairmen of each committee unless the composition of any committee is specifically provided for in the Articles or these Bylaws. Persons other than members of the Board may be appointed to special committees. The standing committees shall be an Executive Committee, an Advisory Committee, a Finance Committee, a Nominating Committee, a Planning Committee, and a Program Committee.

#### **Section 2. Committee Procedures and Functions.**

Each standing and special committee created pursuant to these Bylaws, shall function in the following manner:

a. Each committee member shall have one vote, but there shall be no voting by proxy. Unless otherwise provided, all committee business may be transacted by a majority vote of members in attendance, a quorum being present.

b. The procedures at Bylaw I, Section 5, shall apply in providing notice of committee meetings.

c. Unless otherwise specifically provided under these Bylaws, each committee shall meet upon call by the chairperson of the committee or by the Chairperson of the Board. All Board and committee meetings will be held at the offices of the College at the time and date fixed, unless otherwise indicated in the notice of meeting.

d. Each committee shall maintain minutes of meetings and proceedings.

e. Each committee member shall serve for a period of one (1) year or such other term as is established by the Board.

f. The Board may delegate to any standing or special committees or any executive officer, the power to take any action, except to the extent that the same is reserved to the Board or is subject to the approval of the Member.

g. Except as otherwise provided, fifty percent of the voting members of any standing or special committee shall constitute a quorum for the transaction of business.

#### **Section 3. Executive Committee.**

There will be an Executive Committee composed of the Chairperson of the Board, Vice Chairperson, Secretary, Treasurer, and the Immediate Past Chairperson of the Board. The Executive Committee shall meet on call of the Chairperson or the President. The Executive Committee shall have power to transact all regular business of the College during the interim between meetings of the Board provided that any action which it may take shall not conflict with the policies and express wishes of the Board. The Executive Committee shall introduce the minutes of its meetings and report its acts and doings at the next succeeding meeting of the Board. Three members of the Executive Committee shall constitute a quorum for the transaction of business.

#### **Section 4. Advisory Committee.**

The Advisory Committee shall be composed of individuals who are not members of the Board and who are elected by the Board annually to a term of one (1) year commencing on July 1 of each year. The Advisory Committee shall advise and consult with the Board. Members may attend the meetings of the Board but shall have no voting privileges. Advisory Committee members may be appointed by the Chairperson to serve on other standing or special committees of the Board, other than the Executive Committee, and may act as chairmen of such committees if so designated by the Chairperson of the Board.

#### **Section 5. Planning Committee.**

The Planning Committee shall review the strategic planning efforts of the College and shall study and provide recommendations to the Board regarding the mission and purposes, programmatic issues, use and development of facilities and resources and other matters affecting the development of the College.

#### **Section 6. Finance Committee.**

The Finance Committee shall make studies from time to time upon any matters affecting the financial interests of the College, shall assist in developing and shall review the annual budget of the College, and present recommendations on the same to the Board.

#### **Section 7. Nominating Committee.**

The Nominating Committee shall develop a list of qualified individuals who might serve on the Board, and shall present to the Board a list of nominees for the Board's consideration. The Committee shall further develop a slate of nominees for the Board Officers, and shall present the same to the Board. The Chairperson of the Board shall annually convene a Nominating Committee prior to the annual organizational meeting, and the Nominating Committee of the Board shall:

- a. Determine the number of vacancies to be filled on the Board and review Bylaws requirements related to the composition of the Board;
- b. Survey Directors with expiring terms who are eligible for re-election to determine their interest in continuing on the Board. It shall be the duty of the Nominating Committee to make a thorough evaluation of the services of the Directors whose terms are expiring;
- c. Evaluate individuals who are qualified to serve on the Board based on their background, experience and any other qualities deemed appropriate.

The Nominating Committee shall present a slate of Director and Board Officer nominees at the Annual Board Meeting.

#### **Section 8. Program Committee.**

The Program Committee shall review and evaluate existing educational programs and proposals for new programs of the College, and present its recommendations to the Board.

### ***Bylaw IV—Member***

#### **Section 1. Sole Member.**

The sole Member of the College shall be The Nebraska Methodist Hospital, a Nebraska not-for-profit corporation.

## **Section 2. Meetings; Voting.**

Meetings of the Member shall be held at such date and time as determined by the Member. The Member may carry out its responsibilities of review and approval by action of its Board of Directors at any regular or special meeting or through assignment of such responsibility to such of its committees, or officers as it directs.

## **Section 3. Annual Meetings.**

The annual meeting of the Member shall be the last regular meeting of the Member's board of directors prior to July 1 of each year. The purpose of the annual meeting shall be to conduct such business as may properly come before the Member, including the confirmation of the slate of Directors selected by the Board pursuant to these Bylaws. The Member's confirmation of Directors shall not be unreasonably denied.

## **Section 4. Special Meetings.**

Special meetings of the Member in its capacity as sole Member of the College may be called by the Chairperson or President of College, in his or her discretion, and shall be called by either of said officers at the request of the Member or of a majority of the College's Board of Directors.

## **Section 5. Notice.**

Notice stating the time, date, and place of any annual or special meeting of the Member, as well as the purposes for which a special meeting has been called, shall be given either personally or by mail to the President of the Member not less than ten (10) nor more than fifty (50) days before the date of the meeting. Members of the Board of Directors of the Member shall receive notice of all meetings as required by the Member's Bylaws. No notice need be given respecting the annual meeting of the Member.

## **Section 6. Powers of Member.**

**a.** Changes to Governance Documents and other Statutorily Required Actions. The Member shall have the power to adopt and approve any changes to the Articles of Incorporation or the Bylaws, or any action which, under applicable law, requires the approval of the members of a nonprofit corporation.

**b.** Confirmation of Directors. In accordance with these Bylaws, the Member has the power to confirm the election of Directors, which confirmation shall not be unreasonably denied.

**c.** Reserved Rights. The Member shall have the power to approve the following actions of the Board:

**(i)** To form subsidiaries, enter into joint ventures, or become a shareholder or partner in or a member of any other entity;

**(ii)** To adopt the annual capital budget, and approve any material changes to such budget or capital expenditures not included in such budget; and

**(iii)** To borrow funds, or pledge or grant a security interest in any assets of the College.

### **Section 7. Dispensing with Meetings.**

Any action required to be taken at a meeting of the Member, or any action which may be taken at a meeting of the Member, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Member.

## ***Bylaw V—Miscellaneous***

### **Section 1. Property of the College.**

The title to all property of the College, both real and personal, shall be vested in the College.

### **Section 2. Contributions.**

All contributions of any nature, unless designated for a specific purpose, shall be used for such purposes as the Board may direct; and in the absence of any direction by the Board, such may be used for the general purposes of the College. Contributions of any nature for specific purposes shall be used only for the purposes and in the manner for which the contributions are made. Contributions include bequests and devises under last wills of deceased persons.

### **Section 3. Indemnification of Directors and Officers.**

Each Director and each Officer, whether or not then in office, shall be indemnified by the College against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any civil or criminal action, suit or proceeding to which he or she may be made a party by reason of being or having been a Director or Officer, to the extent and in the manner permitted by the Nebraska Nonprofit Corporation Act. The foregoing right to indemnification shall include a right to reimbursement of reasonable amounts paid and expenses incurred in settling, compromising or otherwise adjusting any such action, suit to proceeding, for the purpose of avoiding further costs of litigation. The right of indemnification hereunder shall not be exclusive of other rights to which such Director or officer may be entitled as a matter of law or by agreement. The College shall have the power to indemnify agents and employees of the College to the extent and in the manner permitted by the Nebraska Nonprofit Corporation Act.

### **Section 4. Voting Stock Owned by the College.**

Unless otherwise ordered by the Board, the President shall have full power and authority on behalf of the College to vote either in person or by proxy at any meeting of stockholders of any corporation in which the College may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, the College might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

### **Section 5. Order of Business.**

The order of business at all meetings of the Board and of standing committees of the Board shall be:

- a. Reading of the minutes of the previous meeting;
- b. Report of Officers;
- c. Consideration of financial statements and reports;
- d. Consideration of unfinished business;

- e. Consideration of new and miscellaneous business; and
- f. Nomination or election of Directors or Board Officers, if that be an item of business.

#### **Section 6. Dispensing with Meetings.**

Any action required to be taken at a meeting of the Board or a committee, or any action which may be taken at a meeting of the Board or a committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or the committee members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

#### **Section 7. Conflict of Interest.**

The Board hereby finds that it is consistent with its fiduciary duties and in the best interest of the College to adopt the System Conflict of Interest Policy so that such matters can be handled at a lower cost and on a more efficient basis, but subject to the Board's review and approval of any transactions or contracts that involve a conflict of interest. Accordingly, the Conflict of Interest Policy shall be applicable to the College, the Board, the College Administrative Officers, and other members of the College executive management in the manner and to the extent set forth in such Conflict of Interest Policy. Any potential conflicts disclosed pursuant to the Conflict of Interest Policy shall be communicated to the Board and the Board shall then apply the standards and processes set forth in such Conflict of Interest Policy in considering and approving any contracts or transactions with such persons. The Board shall periodically review the Conflict of Interest Policy to evaluate its effectiveness and may adopt its own conflict of interest policy

In addition, the Board and its Officers recognize the fiduciary duties owed by such members to the College and shall disclose any conflicts that may relate to their role with a corporate affiliate of the College and shall recuse themselves in matters where they are unable to act in the best interest of the College based on their relationship to such a corporate affiliate.

#### ***Bylaw VI—Amendments***

These Bylaws may be amended in any respect at any annual or special meeting of the Board, provided that a copy of the proposed amendment has been mailed to each member of the Board at least ten (10) days prior to action by the Board, and provided that the amendment is approved by the Member; or by action of the Member. Amendments to the proposed amendments may be entertained and acted upon at any meeting held for the purpose of considering amendment of the Bylaws.

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## **Section IV Administrative Organization**

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### **President and CEO**

The President, as chief executive officer of the College, official advisor to and executive agent of the Board of Directors, has the responsibility for the general supervision and direction of all components of the College. The President functions as the official medium of communication between the Board of Directors and the officers of the administration, faculty and students. It is the duty of the President to

assure that the standards and procedures in operational use within the institution conform to the policies established by the Board of Directors and to the standards of sound academic practice.

The President shares with the Board the responsibility of defining goals of the institution, for communicating them effectively, and for establishing a system of communication which links the various components of the College. The President is largely responsible for the maintenance of existing institutional resources and the creating of new resources. The President is the chief spokesperson and representative of the College and in that role is responsible for effectively communicating the goals and achievements of the College to the public. In all these areas, responsibilities of the President are to lead, plan, organize, direct and represent.

## **Vice President for Academic Affairs**

The Vice President for Academic Affairs is the Chief Academic Officer and Dean of the College, and is responsible for all academic areas within the College. The Vice President for Academic Affairs provides leadership in curriculum and faculty development and governs the budgeting, administering, evaluating and planning for all academic programs. The Vice President for Academic Affairs is the faculty liaison to the President on academic matters, representing faculty views and concerns at the executive level. The Dean of Health Professions, Dean of Nursing, and Dean of Arts & Sciences report to the Vice President for Academic Affairs.

### **Dean for the Division of Nursing**

The Dean of Nursing reports directly to the Vice President of Academic Affairs and is responsible for Division of Nursing, including the undergraduate, graduate and doctoral degree programs in Nursing. The Dean provides leadership through effective strategic planning, fiscal and resource management, and collaborative relationships in a manner congruent with the Mission, Core Values, and priorities of the College. Responsibilities include program operations, coordination of programmatic accreditation activities, representation of all programs on Academic Council and within other College structures, and systematic program evaluation.

### **Dean for the Division of Health Professions**

The Dean of Health Professions reports directly to the Vice President of Academic Affairs and is responsible for the Division of Health Professions, including certificate, undergraduate and graduate degree programs in allied health and other non-nursing health professions. The Dean provides leadership through effective strategic planning, fiscal and resource management, and collaborative relationships in a manner congruent with the Mission, Core Values, and priorities of the College. Responsibilities include program operations, coordination of programmatic accreditation activities, representation of all programs on Academic Council and within other College structures, and systematic program evaluation.

### **Dean for Arts & Sciences**

The Dean of Arts & Sciences reports directly to the Vice President for Academic Affairs and is responsible for the Division of Arts & Sciences, including the core curriculum, The Educated Citizen, for academic programs. The general education framework includes classes in communication, humanities, social sciences, and natural and applied sciences. The Dean provides leadership through effective strategic planning, fiscal and resource management, and collaborative relationships in a manner congruent with the Mission, Core Values, and priorities of the College. Responsibilities



include operations, coordination with all academic programs, representation of all programs on Academic Council and within other College structures, and systematic curricular evaluation. Responsibilities include coordinating program needs with Arts & Sciences course offerings, representing the department on Academic Council, and planning and implementing Arts & Sciences assessment.

### **Dean for Professional Development and Community Partnerships**

The Dean of Professional Development and Community Partnerships reports to the Executive Vice President and provides leadership and administrative direction for the Division of Professional Development and Community Partnerships faculty, staff, and students. The division oversight responsibilities include: continuing education programs, professional certificate and programs and short career courses, certifications in heart code such as ASL/BLS and other health care areas, Mobile Diabetes Unit, TRIO Classic Upward Bound program and other community outreach efforts, and service-learning leading. This position also leads efforts to develop new programs and educational opportunities across the Division and collaborates with the other College Deans on student and policy issues.

### **Vice President of Enrollment and Student Success**

The Vice President of Enrollment and Student Success is the Chief Student Affairs Officer. The following departments report directly to the Vice President of Enrollment and Student Success: Admissions; Marketing; Office of Student Engagement; Alumni; Dean of Students. The Vice President of Enrollment and Student Success provides leadership in the development and continued enhancement of services and programming for students, services and programs based on student development theory. The Vice President is responsible for the budget development and administration of its scholarship program and for the administration of the College Code of Conduct. The Vice President of Enrollment and Student Success also provides leadership for and oversight of the maintenance and enhancement of the College website.

### **Dean of Students**

The Dean of Students provides leadership and direction for academic advising, counseling, academic skill building, tutoring services and student leadership. Additional duties and responsibilities include: building effective and appropriate relationships with students and serving as a resource to them for student-related issues; serving as the point of contact for the College's early warning system—Maxient, consulting and collaborating with all College departments on issues and assessment relating to students and their educational experiences; providing leadership and oversight of operational budgets for all areas of direct report.

### **Vice President for Business and Operations**

The Vice President for Business and Operations is the Chief Financial Officer of the College and responsible for overall budget development for the college. The Vice President for Business and Operations also has direct oversight in the areas of Education Technology, Financial Aid, Business Office, Registrar, Library, Bookstore, Food Service, Housing, the Office of Customer Service Excellence, and Campus Health. Facility management including campus security, maintenance, and housekeeping coordination are also responsibilities of the Vice President for Business and Operations. The Vice

President for Business and Operations serves as the College representative on the Methodist Health System's IT Governance Committee and Value Analysis Team.

### **Chief Compliance Officer**

The Chief Compliance Officer is responsible for oversight and coordination of the college-wide compliance plan and directs operations for the Office of Institutional Effectiveness, which including but not limited to accreditation, institutional research/assessment, and contractual agendas. The Chief Compliance Officer provides leadership in continuous quality improvement to include strategic planning, enterprise risk management, assessment planning, data processing and sharing, systematic tracking of action plans, communication and change management, re-assessment to drive data driven decision making and closure of the feedback loop. The Chief Compliance Officer also serves as the College representative on the Methodist Health System's Corporate Compliance Committee, Risk Management Committee, and the Safety & Security Committee.

### **Organizational Chart**

An organizational chart is available on the [MHS Intranet](#) or may be obtained from the Office of Institutional Effectiveness.

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## ***Section V Internal Organizations***

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### **Faculty Senate**

#### **Bylaws of the Faculty Senate.**

#### ***Article I—Name***

The name of this organization shall be "The Faculty Senate of Nebraska Methodist College."

#### ***Article II—Mission Statement***

The mission of the Faculty Senate of Nebraska Methodist College is to promote, support, and advance the purposes of the faculty and to facilitate faculty collaboration with other constituents.

#### ***Article III—Governance and Academic Freedom***

The Faculty Senate participates in the governance and operation of the Academic Affairs Division through a shared governance model by representing the views of the faculty to the Vice President for Academic Affairs, the College President, and the College Board. Shared governance is a balance between faculty participating in planning and decision making processes and administrative accountability. This shared governance model is based on the 1966 American Association of University Professors (AAUP) statement on governance of colleges and universities which states that "the central role of shared governance model is for the protection of academic freedom". This shared governance model provides for faculty's primacy in areas of curriculum, subject matter and methods of instruction, research, faculty status, and those areas of student life that relate to the educational process.

The College is guided by the following excerpt from the 1940 Statement of Principles on Academic Freedom and Tenure of the American Association of University Professors: Teachers are entitled to full

freedom in research and in the publication of results, subject to the adequate performance of their other academic duties; but research for pecuniary return should be based upon an understanding with the authorities of the institution.

Teachers are entitled to freedom in the classroom in discussing their subject, but they should be careful not to introduce into their teaching material matter which has no relation to their subject.

College and university teachers are citizens, members of a learned profession, and officers of an educational institution. When they speak or write as citizens, they should be free from institutional censorship or discipline, but their special position in the community imposes special obligations. As scholars and educational officers, they should remember that the public may judge their profession and their institution by their utterances. Hence they should at all times be accurate, should exercise appropriate restraint, should show respect for the opinions of others, and should make every effort to indicate that they are not speaking for the institution. This statement shall be interpreted and applied subject to the Mission of the College.

The Vice President for Academic Affairs is the chief academic officer of the College and Chair of the Academic Council. The President is accountable for all phases of the College and is the chief executive officer as authorized by the College Board of Directors. The Board maintains legal authority for the operation of the College and gives final approval of the College's mission statement. In advising the Vice President, the President and the Board, the Faculty Senate exercises the responsibilities and authority described in these Bylaws.

#### ***Article IV—Purposes***

The Faculty Senate of Nebraska Methodist College provides a structure for faculty decision-making through a model of shared governance. The aim of this body is to be transparent and collaborative in making sound decisions through a unified voice governed by academic freedom, integrity and the mission of the institution. The Faculty Senate, in partnership with the faculty, staff, administration and the Board of Directors, assumes shared responsibility for promoting the development of individuals who positively influence the community.

#### ***Article V—Responsibilities and Authority***

The Faculty Senate of Nebraska Methodist College has primary responsibility to:

1. Ensure that academic freedom is sustained and carried out.
2. Ensure that a faculty governance structure is sustained and carried out.
3. Ensure and evaluate the integrity and structure of undergraduate and graduate curriculum.
4. Evaluate and monitor new and existing programs.
5. Develop standards and criteria for decisions on faculty appointment, promotion and evaluation.
6. Establish and review policies and procedures affecting the welfare of the faculty.
7. Determine policies and procedures related to academic issues.
8. Promote development of faculty skills in pedagogy and in relevant fields of study.
9. Prepare and submit an annual report.

**10.** Review periodically the function, process and effectiveness of Faculty Senate.

The Faculty Senate of Nebraska Methodist College has shared responsibility to:

- 1.** Support the mission of the institution.
- 2.** Facilitate faculty participation in the development of policies for governance of the institution.
- 3.** Advocate for faculty participation on institution-wide search and other college-wide committees.
- 4.** Participate in the creation and discontinuation of academic programs.
- 5.** Recommend faculty for advancement in rank.
- 6.** Promote faculty involvement in scholarship and service.
- 7.** Promote the acquisition of support personnel and physical/technological resources to meet the needs of the faculty.
- 8.** Support other policies and programs to enhance the composition, operation and success of the institution.
- 9.** Represent faculty in budgetary decisions relating to student learning, faculty development and research.
- 10.** Ensure consistent faculty participation in admission processes.
- 11.** Engage in institutional assessment.
- 12.** Participate in strategic planning.

### ***Article VI—Membership***

All those with faculty rank and holding full time or pro rata faculty positions are members of Faculty Senate General Assembly (here after referred to as General Assembly). The General Assembly will elect members for the five standing committees, the Executive Committee, and the Faculty Senate Representative Group (here after referred to as Representative Group). Adjunct faculty are not members of Faculty Senate, but are welcome to attend faculty functions open to the General Assembly. The Vice President for Academic Affairs and the Academic Deans are ex officio members of Faculty Senate but hold no voting rights. The Faculty Senate reserves the right to enter a closed session if they feel the need to speak without administration present, at which time the Vice President for Academic Affairs and Academic Deans will leave the session. Faculty in the General Assembly have the right to attend all meetings, to bring proposals, to speak in debate, and to hold office. They have the right and responsibility to make their opinions known to members of the Representative Group or the five Standing Committees. These members also have the right to vote on bylaws changes, as outlined in Article X.

In addition to the rights and responsibilities listed above, members of the Representative group and the members of the five Standing Committees have a right to vote on Faculty Senate issues according to the Voting Policy. Both voting and non-voting members may submit in writing items to be included on the agenda for the meetings of either group. Items to be included must be submitted to the Executive Committee prior to their regularly scheduled meetings.

**Members.** The members of the Representative Group shall include (13 members):

1. President of Faculty Senate.
2. Vice President of Faculty Senate.
3. President Elect of Faculty Senate or the Past President of Faculty Senate.
4. Secretary of Faculty Senate.
5. Chairs of the five standing Faculty Senate Committees
6. Four Representatives-at-large which shall consist of faculty members of the General Assembly elected as division representatives (two from Nursing, one from Arts & Sciences, and one from Health Professions).

Length of term for elected committee members shall be two years, and shall be staggered to ensure continuity of committee business. The committee members shall be elected by their respective divisions in a manner determined by the division. Division representation will be reviewed every two years to ensure proportional representation from each division.

**Voting Policy.** The President of Faculty Senate moderates voting, and the Vice President of Faculty Senate determines voting procedures, including the format of ballots, in the General Assembly and the Representative Group of Faculty Senate according to situational need. The Chair of each Standing Committee determines voting procedures and moderates voting in each respective committee.

1. **Voting Duties of the Representative Group.** The Representative Group is the voting body for all changes proposed by the Faculty Welfare Committee to the NMC Employee Handbook, *Section VII Faculty Personnel Policies*, for Faculty Senate, and to the Faculty Senate Bylaws. All decisions up for vote in the Representative Group require approval by at least 8 of 13 members. The Representative Group has the final authority to make decisions and act on issues brought forward by Standing Committees that require action.
2. **Voting Duties of the General Assembly.** The General Assembly is the voting body for all changes proposed by the Representative Group to the Faculty Senate Bylaws, and for faculty representatives on the judicial committees of Advancement in Rank and Faculty Grievance. Proposals arising from the General Assembly, from ad hoc committees, from Faculty Representatives or Executives, or from any other college entity must receive approval of 8 of 13 Representative Group members before being eligible for formal vote by General Assembly. A simple majority vote of the membership of General Assembly is required for a proposal to be approved.
3. **Voting Duties of Standing Committees.** Each Standing Committee has the duty to consult with the Representative Group on issues affecting the well-being of all General Assembly members prior to a vote as deemed necessary. Votes passed by the Faculty Welfare Committee are not final, but create proposals that are sent for approval by the Representative Group and the General Assembly. Votes passed on matters besides Faculty Senate Bylaws and revisions to *Section VII Faculty Personnel Policies* in the NMC Employee Handbook by all other standing committees are final. All changes up for a vote in Standing Committees require approval by 3 of 4 members.

## ***Article VII—Officers***

**Executive Committee Members.** The officers of the Senate form the Executive Committee and shall be:

1. Faculty Senate President—Compensation to the Faculty Senate President will be provided by the VPAA.
2. Faculty Senate Vice President.
3. Faculty Senate President Elect or Past President.
4. Faculty Senate Secretary.

### **Duties.**

#### **1. The Executive Committee:**

- a. Shall promote effective communication with faculty and the Vice President for Academic Affairs.
- b. Shall oversee the purposes and functions of the Representative Group, Standing Committees, and General Assembly.
- c. Shall meet prior to the bi-annual General Assembly meeting and as needed.
- d. Shall plan the agenda of the bi-annual General Assembly meetings.
- e. Shall maintain and update a list of current faculty members.
- f. Shall prepare the annual report of the Faculty Senate.

#### **2. The President:**

- a. Shall preside at all meetings of the Faculty Senate.
- b. Shall establish ad hoc committees as needed.
- c. Shall serve as an ex officio member of all Faculty Senate committees.
- d. Shall serve on Academic Council.
- e. Shall serve on institutional committees as needed.
- f. Shall submit the annual report of the Faculty Senate to the Vice President for Academic Affairs.
- g. Shall assume the Office of Past President at the end of the President's term.

#### **3. The Vice President:**

- a. Shall serve as parliamentarian.
- b. Shall conduct all meetings in the absence of the President or at the request of the President.
- c. Shall assume the duties of the Secretary in the Secretary's absence.

- d. If deemed necessary by the Vice President, shall chair an ad hoc nominations committee each spring to recruit a slate of candidates for faculty vacancies.
- e. Shall assume the duties of President if the office is vacant.

**4. The President-Elect:**

- a. Shall serve in this office during the year preceding the term as President.
- b. Shall coordinate and facilitate faculty representation and functions of the Faculty Senate Representative Group and Standing Committees.

**5. The Secretary:**

- a. Shall assume the responsibility for the minutes of each meeting of the Executive Committee, the Representative Group, and the General Assembly.
- b. Shall be responsible for filing all minutes of the Faculty Senate.
- c. Shall distribute the agenda to the general members prior to the bi-annual meetings.

**6. The Past President:**

- a. Shall serve in this office during the year following the term as President.
- b. Shall be responsible for advising and assisting the Executive Committee and the Representative Group.

**Election of Officers.**

1. It is the duty of members of the General Assembly to nominate a minimum of 2 candidates for the offices of the Executive Committee.
2. A President Elect shall be elected at the last meeting of the first academic year of the President's term and shall become President upon adjournment of the last meeting of the last academic year of the current President's term and serve as President for two years.
3. Immediately at the end of the current President's term, the current President shall assume the office of Past President and shall serve in this office for one year.
4. The Vice President and Secretary shall be elected by ballot during the last meeting of the last academic year of their terms.
5. All newly elected officers shall assume their duties upon adjournment of the last meeting of each academic year in which they are elected.
6. Length of term of the President, Vice President, and Secretary shall be two years. The length of term for the President Elect and Past President shall be one year.
7. If the Office of Vice President, Secretary, or President-elect is vacant, the President will appoint an ad hoc nominations committee from the General Assembly and hold a special election of the General Assembly to fill the vacancy.

## **Article VIII—Committees**

**Standing Committees.** The five standing committees of the Faculty Senate actively participate in carrying out the responsibilities and authority of the Faculty Senate. Each committee is responsible for the preparation of agendas, maintenance of minutes and records, filing of reports, assignment of tasks to committee members, completion of an annual report, and specified functions. These committees shall meet a minimum of twice each semester during the academic year and as necessary. Meetings will be on the call of the respective chairs. Eligibility for committee membership includes members of the General Assembly. Faculty members from the General Assembly may attend any committee meeting, but they can vote only if they are elected committee members (refer to each Standing Committee membership statement). The standing committees are:

1. Faculty Welfare Committee.
2. Academic Standards Committee.
3. Undergraduate Curriculum Committee.
4. Faculty Development Committee.
5. Graduate Affairs Committee.

**Ad Hoc Committees.** Ad hoc committees may be established by the President of the Faculty Senate, members of the Executive Committee, any committee chair, or any member of the General Assembly as necessary with approval of the Faculty Senate President. When the stated responsibilities of an ad hoc committee have been fulfilled, the committee is automatically dissolved.

**Learning Member Role.** The Learning Member role is for any faculty of the General Assembly who petitions to join a standing committee as a non-voting member for the purposes of mentoring. A prospective learning member will petition to the chair of one of the standing committees. The Learning Member will be mentored by a non-chair committee member. The term is for one year and only one learning member can be accepted for each standing committee. Acceptance as a Learning Member to a committee is on a first-come, first-served basis and the approval is by a majority vote of committee members.

### **Faculty Welfare Committee.**

1. Purpose. The purpose of the Faculty Welfare Committee is to provide a mechanism for establishing and reviewing policies and procedures affecting the welfare of the NMC faculty. The Faculty Welfare Committee advocates for NMC faculty on issues affecting faculty welfare.
2. Functions.
  - a. To develop and provide recommendations for faculty policies that enable recruitment and retention of qualified faculty.
  - b. To develop and provide recommendations to assure that College policies and procedures affecting faculty are aligned with those of comparable institutions of higher education.
  - c. To review NMC Employee Handbook, *Section VII—Faculty Personnel Policies* to ensure that policies related to faculty hiring, duties, benefits, conditions of employment and advancement in rank are current and clearly stated and to make recommendations to Faculty Senate regarding currency and clarity of said policies.



- d. To develop and make policy recommendations to the Representative Group and to the VPAA.
  - e. To review annually and propose revisions, as needed, in standards and criteria for faculty evaluation.
  - f. To receive suggestions for revision as set forth in subsection 7.12 of the NMC Employee Handbook.
  - g. To facilitate and direct revision of faculty policies as set forth in subsection 7.12 of the NMC Employee Handbook.
  - h. To collaborate with the VPAA for publication, distribution, and oversight of *Section VII—Faculty Personnel Policies* of the NMC Employee Handbook after approval by the Board of Directors.
  - i. To annually review benefits published in *Section VII—Faculty Personnel Policies* of the NMC Employee Handbook and to coordinate comparison of benefits studies through biannual benchmarking with comparable institutions.
  - j. To review and recommend revisions to the faculty grievance process as deemed necessary by Faculty Senate.
  - k. To review and recommend revisions to the faculty Advancement in Rank process as deemed necessary by Faculty Senate.
  - l. To disseminate decisions made by committee to Representative Group and other pertinent parties.
  - m. To consult with Representative Group and other pertinent parties on issues needing further discussion and/or decisions.
  - n. To prepare and submit an annual report to the Representative Group.
  - o. To regularly evaluate the purposes, functions, and activities of the committee.
  - p. To perform other duties as assigned by the Representative Group.
3. Membership.
- a. The Faculty Welfare Committee shall consist of four faculty members of the General Assembly elected as division representatives (two from Nursing, one from Arts & Sciences, and one from Health Professions). Length of term for elected committee members shall be two years, and shall be staggered to ensure continuity of committee business. The committee members shall be elected by their respective divisions in a manner determined by the division. Division representation will be reviewed every two years to ensure proportional representation from each division. Faculty are limited to serving two consecutive terms on this standing committee. Faculty are eligible to be re-elected to this committee after a one year absence.
  - b. A Chair for the committee will be elected from among the committee members and the length of term for the chair shall be one year. The term of a Chair may be renewed for one additional term if needed to promote continuity of operations and /or at the request of the

Standing Committee members, Representative Group, or Executive Committee. The Chair shall have voting privileges within Faculty Senate Representative Group.

- c. Faculty members who miss two meetings may be asked to resign from the committee by consensus of committee members. If for any reason a committee member needs to be replaced, the respective division will hold a special election to replace that committee member for the duration of the term. Faculty members from the General Assembly may attend any committee meeting, but they can vote only if they are elected committee members.

#### **Academic Standards Committee.**

1. Purpose. The purpose of Academic Standards Committee is to encourage and maintain high academic standards for student performance.
2. Functions.
  - a. To report statistics regarding violations of academic integrity to the faculty at the first meeting of the Faculty Senate each semester.
  - b. To deliberate regarding academic integrity violation cases which have been submitted to the committee for consensus and decision in consultation with the Academic Registrar, and make a decision for disciplinary action (if any).
  - c. To study and make recommendations to the Representative Group on policies concerning academic standards, academic integrity, or any other academic issue impacting student success such as, but not limited to: academic dishonesty and college code of conduct violations.
  - d. To make recommendations to the Representative Group concerning general standards for graduation, academic honors, academic status, academic admissions processes, and academic suspension and dismissal.
  - e. To assist in the development of policies on credit by examination, foreign language proficiency, credit for prior learning experience, examination proctoring, and related matters.
  - f. To disseminate decisions made by committee to Representative Group and other pertinent parties.
  - g. To consult with Representative Group and other pertinent parties on issues needing further discussion and/or decisions.
  - h. To prepare and submit an annual report to the Representative Group.
  - i. To regularly evaluate the purposes, functions, and activities of the committee.
  - j. To perform other duties as assigned by the Representative Group.
3. Membership.
  - a. The Academic Standards Committee shall consist of four faculty members of the General Assembly elected as division representatives (two from Nursing, one from Arts & Sciences,

and one from Health Professions). Length of term for elected committee members shall be two years, and shall be staggered to ensure continuity of committee business. The committee members shall be elected by their respective divisions in a manner determined by the division. Division representation will be reviewed every two years to ensure proportional representation from each division. Faculty are limited to serving two consecutive terms on this standing committee. Faculty are eligible to be re-elected to this committee after a one year absence.

- b. The Academic Standards Committee shall have one permanent, non-voting, ex officio member:
  - i) The NMC Registrar or a representative of the NMC Registrar
- c. A Chair for the committee will be elected from among the committee members and the length of term for the chair shall be one year. The term of a Chair may be renewed for one additional term if needed to promote continuity of operations and /or at the request of the Standing Committee members, Representative Group, or Executive Committee. The Chair shall have voting privileges within Faculty Senate Representative Group.
- d. Faculty members who miss two meetings may be asked to resign from the committee by consensus of the committee members. If for any reason a committee member needs to be replaced, the respective division will hold a special election to replace that committee member for the duration of the term. Faculty members from the General Assembly may attend any committee meeting, but they can vote only if they are elected committee members.

#### **Undergraduate Curriculum Committee.**

1. Purpose. The purpose of the Undergraduate Curriculum Committee is to maintain the integrity and structure of the undergraduate curriculum, with emphasis on the integration of the core curriculum into the curriculum of the undergraduate programs.
2. Functions.
  - a. To confirm that substantial changes in curriculum support the mission and core values of Nebraska Methodist College.
  - b. In collaboration with Academic Divisions, to build and maintain a curriculum which best attains the objectives of Nebraska Methodist College.
  - c. To advise the administration and faculty on academic policy matters and procedures as they relate to undergraduate curriculum.
  - d. To verify the integration of the core curriculum into proposed undergraduate degree programs.
  - e. To approve or defer approval of new and changed courses, majors, minors, and certificates in undergraduate curriculum as determined by the Undergraduate Curriculum Guidelines.
  - f. To review proposals for elimination of programs, majors, minors, and certificates.
  - g. To disseminate decisions made by committee to Representative Group and other pertinent parties.

- h. To consult with Representative Group and other pertinent parties on issues needing further discussion and/or decisions.
  - i. To prepare and submit an annual report to the Representative Group.
  - j. To regularly evaluate the purposes, functions, and activities of the committee.
  - k. To perform other duties as assigned by the Representative Group.
3. Membership.
- a. The Undergraduate Curriculum Committee shall consist of four faculty members of the General Assembly elected as division representatives (two from Nursing, one from Arts & Sciences, and one from Health Professions). Length of term for elected committee members shall be two years, and shall be staggered to ensure continuity of committee business. The committee members shall be elected by their respective divisions in a manner determined by the division. Division representation will be reviewed every two years to ensure proportional representation from each division. Faculty are limited to serving two consecutive terms on this standing committee. Faculty are eligible to be re-elected to this committee after a one year absence.
  - b. The Undergraduate Curriculum Committee shall have two permanent, non-voting, ex officio members:
    - i) The NMC Registrar or a representative of the NMC Registrar
    - ii) The Core Curriculum Coordinator as appointed by the Academic Dean of Arts & Sciences.
  - c. A Chair for the committee will be elected from among the committee members and the length of term for the chair shall be one year. The term of a Chair may be renewed for one additional term if needed to promote continuity of operations and /or at the request of the Standing Committee members, Representative Group, or Executive Committee. The Chair shall have voting privileges within Faculty Senate Representative Group.
  - d. Faculty members who miss two meetings may be asked to resign from the committee by consensus of committee members. If for any reason a committee member needs to be replaced, the respective division will hold a special election to replace that committee member for the duration of the term. Faculty members from the General Assembly may attend any committee meeting, but they can vote only if they are elected committee members.

#### **Faculty Development Committee.**

- 1. Purpose. The purpose of the Faculty Development Committee is to provide opportunities for academic and professional development of the faculty and to recognize faculty achievements.
- 2. Functions.
  - a. To collaborate with the faculty and The Center for Research, Education and Teaching Excellence on the initiation of Faculty Development proposals and programs aimed to develop faculty skills in pedagogy, promotion of scholarship, and service.
  - b. To develop, promote, and conduct a variety of programs and opportunities to enable the professional development of the faculty.

- c. To coordinate funding between the VPAA, Director of The Center for Research, Education and Teaching Excellence, and Faculty Senate Executive Team for proposals and programs.
  - d. To implement the procedure for selection of the recipients of Peer Recognition–Teaching, Peer Recognition–Service, and Scholarship awards.
  - e. To participate in the recognition of outstanding teaching.
  - f. To collaborate with faculty, staff, and administration to advocate for physical/technical resources to enhance faculty and institutional operations and success.
  - g. To disseminate decisions made by committee to Representative Group and other pertinent parties.
  - h. To consult with Representative Group and other pertinent parties on issues needing further discussion and/or decisions.
  - i. To prepare and submit an annual report to the Representative Group.
  - j. To regularly evaluate the purposes, functions, and activities of the committee.
  - k. To perform other duties as assigned by the Representative Group.
- 3. Membership.**
- a. The Faculty Development Committee shall consist of four faculty members of the General Assembly elected as division representatives (two from Nursing, one from Arts & Sciences, and one from Health Professions). Length of term for elected committee members shall be two years, and shall be staggered to ensure continuity of committee business. The committee members shall be elected by their respective divisions in a manner determined by the division. Division representation will be reviewed every two years to ensure proportional representation from each division. Faculty are limited to serving two consecutive terms on this standing committee. Faculty are eligible to be re-elected to this committee after a one year absence.
  - b. The Faculty Development Committee shall have one permanent, non-voting, ex officio member:
    - i) The Director of The Center for Research, Education, and Teaching Excellence.
  - c. A Chair for the committee will be elected from among the committee members and the length of term for the chair shall be one year. The term of a Chair may be renewed for one additional term if needed to promote continuity of operations and /or at the request of the Standing Committee members, Representative Group, or Executive Committee. The Chair shall have voting privileges within Faculty Senate Representative Group.
  - d. Faculty members who miss two meetings may be asked to resign from the committee by consensus of committee members. If for any reason a committee member needs to be replaced, the respective division will hold a special election to replace that committee member for the duration of the term. Faculty members from the General Assembly may attend any committee meeting, but they can vote only if they are elected committee members.

**Graduate Affairs Committee.**

1. Purpose. The purpose of the Graduate Affairs Committee is to maintain the integrity of the graduate curricula and review graduate level policies, ensuring alignment with the NMC mission.
2. Functions.
  - a. To confirm that substantial changes in curriculum support the mission and core values of Nebraska Methodist College.
  - b. In collaboration with Academic Divisions, to build and maintain a curriculum which best attains the objectives of Nebraska Methodist College;
  - c. To advise the administration and faculty on academic policy matters and procedures as they relate to graduate curriculum;
  - d. To approve or defer approval of all graduate proposals for new and changed programs, majors, minors, and certificates as determined by Graduate Curriculum Guidelines.
  - e. To review proposals for elimination of programs, majors, minors, and certificates.
  - f. To collaborate with the Academic Standards Committee and other pertinent parties regarding graduate academic standards and policies, including graduate level admission and graduation policies.
  - g. To conduct a biennial review of graduate academic standards.
  - h. To disseminate decisions made by the committee to Representative Group and other pertinent parties.
  - i. To consult with Representative Group and other pertinent parties on issues needing further discussion and/or decisions.
  - j. To prepare and submit an annual report to the Representative Group.
  - k. To regularly evaluate the purposes, functions, and activities of the committee.
  - l. To perform other duties as assigned by the Representative Group.
3. Membership.
  - a. Members of the Graduate Affairs Committee are representatives of graduate programs and shall consist of four graduate faculty members of the General Assembly elected as division representatives. Proportional representation shall reflect approximate number of graduate programs and qualified graduate faculty by Divisions, with the limitation of no more than two per each Division. Length of term for elected committee members shall be two years, and shall be staggered to ensure continuity of committee business. The committee members shall be elected by their respective divisions in a manner determined by the division. Division representation will be reviewed every two years to ensure proportional representation from each division. Faculty are limited to serving two consecutive terms on this standing committee. Faculty are eligible to be re-elected to this committee after a one year absence.
  - b. The Graduate Affairs Committee shall have one permanent, non-voting, ex officio member:
    - i) The NMC Registrar or representative of the NMC Registrar

- c. A Chair for the committee will be elected from among the committee members and the length of term for the chair shall be one year. The term of a Chair may be renewed for one additional term if needed to promote continuity of operations and /or at the request of the Standing Committee members, Representative Group, or Executive Committee. The Chair shall have voting privileges within Faculty Senate Representative Group.
- d. Faculty members who miss two meetings may be asked to resign from the committee by consensus of committee members. If for any reason a committee member needs to be replaced, the respective division will hold a special election to replace that committee member for the duration of the term. Faculty members may attend any committee meeting, but they can vote only if they are elected committee members.
- e. Graduate faculty shall be defined as an individual who has taught the equivalent of at least six credits of graduate level courses or serve as Program Director of a graduate program. The VPAA will be consulted for the list of qualified graduate faculty.

#### **Representative Group.**

- 1. Purpose. The purpose of the Representative Group is to be empowered to act on behalf of the General Assembly.
- 2. Functions.
  - a. To make decisions and act on issues needing action as identified by the Standing Committees and/or General Assembly of Faculty Senate.
  - b. To promote effective communication with the General Assembly by reporting activities of the Faculty Senate.
  - c. To collaborate and provide consultation to the Standing Committees when deemed necessary.
  - d. To approve or deny recommendations from Faculty Welfare committee regarding proposed revisions to college policies and procedures in the Guide to College Governance and Administration and NMC Employee Handbook that affect faculty.
  - e. To provide consultation with Judicial Committees (Advancement in Rank and Faculty Grievance) as deemed necessary.
  - f. To contribute to the Faculty Senate Annual Report.

#### **Representatives-at-Large.**

- 1. The Representatives-at-Large are members of the Representative Group, elected as division representatives (2 from Nursing, 1 from Arts & Sciences, and 1 from Health Professions). Length of term for elected committee members shall be two years, and shall be staggered to ensure continuity of committee business. The committee members shall be elected by their respective divisions in a manner determined by the division. Division representation will be reviewed every two years to ensure proportional representation from each division.
- 2. Functions.

- a. To provide a mechanism for faculty to voice anonymous concerns and share their celebrations (achievements) to the Representative Group.
- b. To present faculty achievements at the Spring General Assembly meeting.
- c. To communicate Faculty Senate business to their respective division at division meetings throughout the semester.
- d. To provide faculty input on institutional committees.
- e. To provide orientation of new faculty in respective division to Faculty Senate.
- f. To mentor new faculty on Faculty Senate business.

### ***Article IX—Meetings***

**Semester Meetings.** There shall be a meeting of the entire General Assembly at least once each semester. The Spring meeting shall be an annual meeting for the elections of Faculty Senate Officers. The Executive Committee will meet at least twice a semester. There will be a meeting of the Representative Group at least three times a semester, not including the meetings for the General Assembly. There will also be a meeting of the Standing Committees at least twice a semester. In special circumstances, electronic meetings may also be held, but that format must be approved by a simple majority of the group prior to meeting.

**Special Meetings.** Special meetings may be called by the Faculty Senate President or at the request of a 2/3 majority of the General Assembly.

**Quorum.** In General Assembly meetings, a quorum shall consist of fifty percent of members of the General Assembly. For the Representative Group, a quorum shall consist of at least eight of the thirteen members.

### ***Article X—Amendments***

These Bylaws may be amended at any regular meeting or special meeting of Faculty Senate General Assembly by a two-thirds (2/3) vote of the members present and voting, providing that the proposed amendments have been available to all members for at least two weeks prior to the meeting. Amendments to proposed amendments may be offered and approved at such meetings without additional notice. These Bylaws shall not be amended between May 15 and August 15. These Bylaws will have a complete reassessment by an ad hoc committee at a minimum of every 5 years to determine effectiveness and efficiency in carrying out the operation of Nebraska Methodist College.

## **Alumni Association**

### **Alumni Association Bylaws**

#### ***Article I—Purpose and Objectives***

The name of the organization shall be the Alumni Association of Nebraska Methodist College, hereinafter, referred to as the “Association.”

The mission, vision, core values of the Association shall be to support the mission, vision and core values of Nebraska Methodist College (College). In addition, the Association may engage in any activities that advance the interests of the College, including, but not limited to:

1. Providing consultation regarding matters strengthening the College.



2. Providing an opportunity and a medium in which all alumni may participate.
3. Developing a nationwide network by which alumni may communicate with each other.
4. Maintaining a current Alumni Database.
5. Collaborating with the Director of Alumni Relations in the preparation and distribution of the Alumni Association publication *The Methodist Alumni Connection*.
6. Providing opportunity for alumni involvement with the Nebraska Methodist Hospital Foundation (Foundation), the College, and the Association.
7. Providing names of Alumni the Association would recommend for election to the College Board of Directors.

## **Article II—Association Membership**

**Section 1. Eligibility.** All graduates who have received a diploma or a certificate from a program of one year or greater duration from Nebraska Methodist College and any of its predecessor organizations shall be lifetime members of the Association and are eligible to vote and hold office.

**Section 2. Honorary Membership.** Honorary membership may be conferred upon non-alumni who have rendered exemplary services to the Association and who the Association wishes to honor. Honorary membership shall be approved by the voting members at a regularly scheduled Association meeting or by the Advisory Council. Such membership shall confer all membership privileges and responsibilities including the right to vote and hold office.

## **Article III—Association Meetings**

**Section 1. Regularly Scheduled Meetings.** Association meetings shall be held at a minimum of four times throughout the calendar year for the transaction of business and the affairs of the Association. The time and place of meetings shall be published within *The Methodist Alumni Connection* and posted on the College website at least ten (10) days prior to the meeting. All members have the right to attend. Meetings are open to guests unless otherwise indicated in the meeting notice.

**Section 2. Special Meetings.** The Director of Alumni Relations and/or the Advisory Council may call special meetings. Notice of a special meeting shall be posted on the College Website at least ten (10) days prior to the date of such special meeting being held.

**Section 3. Order of Business.** The Director of Alumni Relations shall establish the agenda of business. Unless otherwise expressly provided in these bylaws, meetings shall be governed by Robert's Rules of Order, Revised. Any Association member may submit agenda items to the Director. Association meetings are for the purpose of conducting regular Association business and should be utilized as the preferred process for making Association decisions.

**Section 4. Association Voting.** Each member of the Association shall be entitled to one vote. Matters submitted to a vote shall be determined by a majority vote of members. Members must be present to vote; however, under special circumstances, balloting by mail, facsimile, or electronic mail may be utilized at the discretion of the Director and/or the Advisory Council.

**Section 5. Quorum.** Association members present at any meeting, but not less than 5, shall constitute a quorum.

## **Article IV—Director of Alumni Relations**

The Director of Alumni Relations is an employee of the College and serves as a liaison between the Association and the College. The Director shall manage the Alumni Office. The Director shall have general charge of the business affairs and property of the Association and shall facilitate the implementation of Alumni activities. The Director shall conduct all Association and Advisory Council meetings, serve as an ex-officio member of all committees, and may appoint committee chairpersons.

The Director shall make a financial report at each regularly scheduled meeting; ensure that all accounts are reconciled at the end of every year; receive and deposit funds, and ensure annual audits of accounts are completed and reported to the Association. The Director shall request the annual contribution from Methodist Hospital. The Director shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the position or as from time-to-time may be assigned to him or her by these Bylaws, the Association, the Advisory Council, or the College President. Should the Director be an NMC alumna/alumnus, she or he shall retain full voting privileges as an Association member.

### ***Article V—Advisory Council***

**Section 1. Membership.** The Advisory Council shall consist of a total of twenty-one members, to include fifteen members of the Association, one NMC Student Government representative, and five ex-officio members. The Advisory Council shall work directly with the Director of Alumni Relations to provide guidance with respect to the positions and activities of the College and the Association. Members of the Advisory Council shall serve a term of two years. Members may serve multiple terms as elected by members of the Association.

**Section 2. Nominations and Elections.** Members may self-nominate for Advisory Council positions. Voting will take place at the late August or early September meeting.

The members of the Association in attendance at the regularly scheduled August or September meeting will elect 15 Association members to serve on the Advisory Council. Members of the Association who cannot attend the meeting may request an absentee ballot from the Director prior to the election and must submit such ballot directly to the Director prior to the date of the meeting. Under special circumstances, balloting by mail, facsimile or electronic mail may be utilized at the discretion of the Director and Advisory Council.

The President of the College, or his/her designee, shall appoint five ex-officio members to serve on the Advisory Council from the College and/or the Methodist Hospital Foundation.

Student Government shall appoint one student representative to serve on the Advisory Council.

**Section 3. Duties.** When it is not practicable or reasonable to call an Association meeting, the Advisory Council shall transact business on behalf of the Association. The Advisory Council in cooperation with the Director of Alumni Relations shall have authority to make policy decisions for the Association. The Advisory Council, along with the Director, shall have the authority to carry on the business of the organization; approve expenditures; establish rules and procedures; and approve or disapprove reports, resolutions or actions of officers and committees.

**Section 4. Meetings.** The Advisory Council members shall make every attempt to attend all scheduled meetings of the Association. The Director of Alumni Relations may call additional meetings of the Advisory Council as he or she deems necessary.

**Section 5. Voting.** Each member of the Advisory Council shall be entitled to one vote except that ex-officio members shall have voice, but no vote. Should any one of the College president's appointees be

an NMC alumna/alumnus or honorary alumna/alumnus, he or she shall have full voting privileges. With respect to Advisory Council decisions, votes may be cast by mail, electronic mail, facsimile, or telephone conversation with the Director of Alumni Relations. The majority vote shall constitute a quorum for the transaction of business.

**Section 6. Removal and Vacancies.** The Advisory Council may remove any member of the Advisory Council by a 2/3 majority vote of the Advisory Council.

The Advisory Council may fill any vacancy that may occur on that Council by appointment of an eligible member of the Association to serve until their successor is elected or appointed pursuant to these Bylaws.

## ***Article VI—Secretary***

**Section 1. Eligibility and Election.** Any voting member of the Advisory Council is eligible to serve as secretary. Any member of the Advisory Council may self-nominate, following the fall election, to serve as Secretary. The Secretary will be approved by the Advisory Council.

**Section 2. Term of Office.** The Secretary shall serve a term of two years concurrent with his/her term as an Advisory Council member.

**Section 3. Removal and Vacancies.** The Advisory Council may remove the Secretary by a 2/3 majority vote. If the position of Secretary is vacant, the Advisory Council may, by majority vote, may appoint an eligible member of the Advisory Council to serve until his/her successor is elected pursuant to these Bylaws.

**Section 4. Duties.** The Secretary shall record and distribute minutes of each regularly scheduled Association and Advisory Council meeting. He/she will then provide the minutes to the Director of Alumni Relations for posting on the College website and distribution at the following meeting.

## ***Article VII—Committees***

The Association or the Advisory Council may establish committees as deemed necessary. Committees may include:

1. Archives Committee: Led by the Historian, develops and maintains the archives of the College.
2. Alumni Weekend Committee: Plans annual Alumni banquet and other weekend activities.
3. Honors and Awards Committee: Recommends and selects Association members and students for awards.
4. Finance Committee: Oversees budget development and disbursement of funds.

The Director of Alumni Relations shall appoint the chairpersons of the committees. The chairpersons shall select and/or recruit their own committee members. All committees shall submit reports to the Advisory Council and/or the Association including a final written report with conclusions and recommendations.

## ***Article VIII—Procedures***

**Section 1. Official Year.** The official year of the Association shall coincide with the fiscal year of the College.

**Section 2. Amendments.** These Bylaws may be amended by a majority vote of the Association members present at a regular meeting or by the Advisory Council as provided in Article III, Section 3. Proposed changes to the Bylaws shall be prepared and distributed to the Advisory Council and posted on the College Website not less than thirty (30) days prior to the meeting.

## **Student Senate**

### **Constitution and Bylaws**

#### ***Article I – Name and Purpose***

**Section I – Name.** This organization shall be known as the Nebraska Methodist College Student Senate.

##### **Section II – Purpose.**

1. To be the official organization responsible for the government of the student body.
2. To serve as a method of communication between the students and the faculty and administration.
3. To encourage high standards of personal/professional morale throughout the student body.
4. To uphold high standards of personal and professional conduct.
5. To encourage participation in professional and community activities.
6. To provide opportunities for volunteer involvement in various community services endeavors.
7. To educate the student body on community needs and/or concerns.
8. To provide opportunities for students to develop group and leadership skills.

##### **Section III – Advisor.**

1. Provide suggestions in any area.
2. Maintain availability for individual concerns.
3. Help maintain a global focus and direction.
4. Facilitate and maintain leadership.
5. Maintain the functions of the Student Senate during Nebraska Methodist College “down time.”
6. Act as a liaison between Student Senate, faculty and administration.
7. The Advisor is the Coordinator of Leadership Development.

#### ***Article II – Membership***

**Section I – Students.** All students enrolled at Nebraska Methodist College, who pay the student activity fee, automatically are members of the senate.

**Section II – Executive Officers.** Executive officers cannot act as group or organization representatives at Student Senate meetings.

#### ***Article III – Officers and Term of Office***

**Section I – Executive Officers.** The Executive officers of this government shall be a President, a Vice-President, a Corresponding Secretary, a Recording Secretary and a Treasurer.

**Section II – Election and Appointments.** All students have the opportunity to run for an office. Executive officers shall be elected annually the week prior to Awards Night and serve a one-year term. Other committee officers and representatives will be appointed in September by the Student Senate to serve for one year. Officers must be enrolled as a student for the entire term.

**Section III – Resignation from Office.** If any office is vacated before the term of that office is expired, a replacement shall be appointed by the Student Senate Executive Officers by majority vote. Resignations must be submitted to the President and the advisor in written form.

**Section IV – Executive Officer Qualifications.** Qualification of executive officers are as follows:

1. Any Nebraska Methodist College student running for President needs to have one year experience serving as an officer or committee Chair of Student Senate.
2. Any Nebraska Methodist College student may run for Vice-President, Recording Secretary, Corresponding Secretary or Treasurer.
3. All students running for an executive officer position must be in good academic standing according to their department's guidelines.

## **Article IV – Meetings**

**Section I – Regular Meetings.** Regular planned meetings of the Student Senate shall be held every three weeks. Elected and designated Student Senate members are required to attend all meetings. The student body is encouraged to attend meetings.

**Section II – Special Meetings.** Special meetings may be called as needed by the President, a majority of the Student Senate, or upon written request of ten percent (10%) of the Student Body. Posting of a notice one week prior will be considered sufficient notice. Immediate problems will be handled by the Executive Committee. Cancellations and postponement may be necessary, with 3 day notice.

**Section III – Transition of Officers.** Newly elected officers will assume responsibilities after induction, which will take place at Honors Convocation. All newly elected officers and outgoing officers will attend a transitional meeting after induction.

**Section IV – Voting.**

1. A quorum at all regular and special meetings of the Student Senate shall consist of the members present at the meeting.
2. A majority for voting purposes will be a simple majority.

## **Article V – Organization of Student Government**

**Section I – Executive Committee.** The Student Senate Executive Committee shall consist of President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer. This organization will meet to serve as the governing body and conduct the business of Student Senate. This is an open meeting.

**Section II – Duties of the Student Senate shall be:**

1. To serve as the governing body and conduct the business of Student Senate.
2. To act as the decision-making group on any concerns affecting the Student Body.
3. To act upon requests for major disbursements of Student Senate funds.
4. To give guidance to the Student Body in achievement of its purposes.
5. To review, bi-annually, the Constitution and Bylaws of this organization.
6. To make recommendations to the Faculty Senate, through the Representatives of the Student Senate, in response to problems related to students.

7. To recommend removal from office any Student Senate member who fails to fulfill qualifications or duties of the office, and to replace any vacancies.
8. The outgoing Student Senate executive officers will meet with the newly elected officers, chairpersons and co-chairpersons to explain roles and functions of their offices in Student Senate.

**Section III – Policy Changes.** Recommendations in changes of policy or regulations need to be forwarded to the administration of Nebraska Methodist College.

### ***Article VI – Amendments***

**Section I – Proposed Amendments.** Any proposed amendment shall be submitted, in writing, to the Student Senate. It shall be considered at the next meeting of the committee. Immediately, upon approval, it shall be posted. One month later, a ballot vote will be taken of Student Senate members present at the Student Senate general meeting.

**Section II – Amendment Approval.** These bylaws may be amended by two-thirds (2/3) vote of the Student Senate members present and Amendments shall be ratified by two-thirds (2/3) affirmative present at that general meeting.

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## ***Section VI Committees***

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### **Administrative Committees**

**President’s Cabinet.** The President’s Cabinet advises the President on policy and procedural matters of a managerial nature which cut across the College community. The Cabinet is chaired by the President and consists of all of the Vice Presidents and Chief Compliance Officer. The President’s Cabinet meets at the call of the President on a scheduled basis.

**Academic Council.** The Academic Council advises the Vice President for Academic Affairs on all matters pertaining to managerial/academic program policy and procedure, as well as on student academic support and developmental program policy and procedure. The membership of the Academic Council consists of:

1. The Vice President for Academic Affairs (chair);
2. The Director of Student Records and Registration;
3. Dean for the Division of Nursing;
4. Dean for the Division of Health Professions;
5. Dean for the Division of Arts & Sciences;
6. Dean of Professional Development;
7. Dean of Students; and
8. Faculty Senate President.

The Academic Council meets at the discretion of the Vice President for Academic Affairs.

**Dean's Council.** The Dean's Council allows for collaborative discussions among the Deans on matters pertaining to managerial/academic program policy and procedure, as well as on student academic support and developmental program policy and procedure. The membership of the Dean's Council consists of:

1. The Vice President for Academic Affairs (chair);
2. The Director of Student Records and Registration;
3. Dean for the Division of Nursing;
4. Dean for the Division of Health Professions;
5. Dean for the Division of Arts & Sciences;
6. Dean of Professional Development; and
7. Dean of Students.

The Dean's Council meets at the discretion of any of the Deans.

**Leadership Forum.** A forum to promote continuous quality improvement at the individual, departmental, and institutional level at the College. Quality improvements will be attained through cross departmental open communication, problem solving, collaboration, and engagement in all agendas and initiatives.

### **Institutional Committees**

**Collaboration in Action (CIA).** Special task force brought together to complete high level projects relating to accreditation, strategic planning, and other college-wide initiatives.

**College-wide Assessment Team.** Committee charged with creating a sustainable assessment process for student learning outcomes measurement, reporting, and improvement.

**Enterprise Risk Management Committee.** Committee working to increase the likelihood of NMC achieving its educational mission and core values by being in a position to manage threats and adverse situations and being ready to take advantage of opportunities that may arise.

**Persistence and Completion Council.** Committee is designed to build institutional capacity for the improvement of student persistence and completion through data collection and analysis to identify patterns that lead to data-informed decisions. The ultimate goal is "optimizing student success."

**Safety and Health Committee.** Committee chartered to maintain the health and safety of the NMC community through communication and coordination with NMHS ensuring emergency, safety, and health policies, procedures, education and training are provided to the campus community in accordance with best practices and mandates from federal, state, and local agencies.

**Technology Advisory Council.** Committee established to assemble tech savvy representation from various areas of the College and discuss timely issues, projects, ideas, assessments, and anything else pertaining to technology systems at NMC.

**Thrive.** Committee chartered to provide activities and support programs which positively affect the wellbeing of the NMC community.

**You Matter.** NMC’s employee engagement program is led by a Steering Committee and includes five subcommittees: Hiring, On-boarding, Growth, Celebration, and Off-boarding. The Steering Committee and five subcommittees are committed to ensuring the successful journey for employees here at NMC.

## **Faculty Committees**

See *Faculty Senate Bylaws, Article VIII—Committees* for information on the Faculty Welfare Committee, Academic Standards Committee, Undergraduate Curriculum Committee, Graduate Affairs Committee, and Faculty Development Committee.

## **Judicial Committees**

Persons who serve on these committees are covered by the liability policies of the College as long as they act in a professional manner. Unprofessional or negligent behavior in most cases will cause insurance carriers to fail to cover an individual who is considered negligent by such conduct.

The College *Code of Conduct, Title IX—Sexual Misconduct, Academic Integrity, and Resolution for Academic Concerns* policies have embedded judicial functions and membership outlined within the policy. These policies are reviewed annually.

**Advancement in Rank Committee.** The purpose of the Advancement in Rank Committee is to consider requests for advancement in rank and to make recommendations to an Academic Dean. See NMC Employee Handbook, *Section VII—Faculty Personnel Policies*, for committee membership criteria and procedures concerning advancement in rank.

**Faculty Grievance Committee.** The purpose of the Faculty Grievance Committee is to address faculty related grievances. See NMC Employee Handbook, *Section VII—Faculty Personnel Policies*, for committee membership criteria and procedures concerning faculty grievances.

## **Sunset Provision**

**Committee Review.** Committees are to be reviewed each April and a decision will be made to continue, modify, combine, or eliminate a given standing or ad-hoc committee. This review will include function, membership, responsibilities, and Chair.

- The President and Vice Presidents shall review all Administrative, Institutional, and Advisory Committees.
- The Vice President for Academic Affairs and the Faculty Senate shall review Curriculum and Academic Committees.
- The Faculty Senate (See *Faculty Senate Bylaws*) shall review their committees and recommend changes to their bodies and the President.
- The President, Vice President for Academic Affairs, and the Faculty Senate shall review the Advancement in Rank and Grievance Committees.



**Approval Procedures for Approval of New Standing Committees.** The President and Vice Presidents shall approve new administrative, institutional, and advisory committees. The Vice President for Academic Affairs in conjunction with the Faculty Senate will recommend new standing committees in curriculum and academic committees to the President for final approval. New standing judicial committees are recommended by the respective Vice President and Chair of the proper governing body to the President for final approval.

The Faculty may recommend and approve pursuant to its Bylaws, new standing faculty committees or other governmental bodies. Final approval rests with the President and/or Board of Directors and may not conflict with the Nebraska Methodist College charter, articles of incorporation, bylaws, or policies.

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## ***Section VII Review Policy***

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This guide is reviewed annually, and as needed, by the administration of the College through the approval of the President and where appropriate or legally required by the Board of Directors on the recommendation of the President.

Revisions to Nebraska Methodist College's *Articles of Incorporation*, *Board of Directors Statement on Governance*, and *Board of Directors Bylaws*, as well as to the *Faculty Senate Bylaws*, *Alumni Association Bylaws* and *Student Senate Constitution and Bylaws* shall follow the amendment process of the respective bylaws and/or constitution.

Any revision is subject to the recommendation of the President. If a revision is approved by the President, the President shall recommend the revision to the Board of Directors for consideration. If the President disagrees with a revision, the President will communicate the reason(s) for the disagreement with the individual(s) proposing the revision, and will meet to discuss the next steps, which may include, but is not limited, to further study, modification, and/or resubmission of the proposal.