



POLICY MANUAL

VOLUME I

**Governance and Administration
Policies**

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Governance and Administration Policies

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Volume I

Governance and Administration Policies

1.0 Introduction

The information provided in this Volume I of the *Lynn University Policy Manual* outlines general administrative and governance information regarding Lynn University. Volume I has been developed so that general introductory information regarding the University as well as its principal governance documents and committee structure are available in one comprehensive document. The process for amending the *Lynn University Policy Manual* is as follows:

1.1.1 Policy Manual Revision

It is the policy of Lynn University that all University policies and procedures are to be developed, approved, issued, and maintained in a consistent manner in accord with the standards set forth in this policy, with the engagement of appropriate University stakeholders, and be made widely available to the University community in order to enhance compliance and advancement of the university's mission.

Definitions

University Policy—a University policy is a prudent governing principle derived from the mission and goals of the University, which is adopted and approved by the President of the University and the Board of Trustees. This definition encompasses only University-wide policies, which are distinguished from departmental policies and operating procedures. Only those policies approved in accord with this policy will have the force of University policy. In the event of a conflict between a University-wide policy and a department policy, the university-wide policy will supersede the department policy. University-wide policies include the following:

Administrative Policy—non-academic and non-faculty policies governing the operations of the University as published in Volumes I, II, III, V, VI and VII of the *Lynn University Policy Manual*.

Academic Policy—policies that directly affect the educational process and the academic programs of the University as published in the University catalogs.

Faculty Policy—those policies that affect basic academic personnel matters - principally faculty status, rights and responsibilities, rank, retention, evaluation, and faculty development - as published in Volume IV of the *Lynn University Policy Manual*.

University Procedures—statements that provide for orderly implementation of established university policies through specific, prescribed actions and are more detailed than a policy statement.

Responsible Officer—the University officer responsible for developing, coordinating, and maintaining a University policy.

Policy Development/Revision and Approval Process

Academic Policies

Proposed new University academic policies or proposed changes to existing University academic policies may be initiated by the Academic Council or one of its committees, the President's Cabinet, the Dean's Council, or any other appropriate University standing committee, as well as by the Vice President for Academic Affairs or the President. All University academic policies are reviewed by the Vice President for Academic Affairs and the Academic Council prior to final approval by the President and the Board of Trustees.

Note: Changes to or adoption of a new curriculum must follow the procedures set forth in Volume V.

Administrative Policies

New policies or changes to existing non-academic policies may be initiated by the University, the President, or applicable Vice President. In addition, recommendations for new or revised non-academic policies may be proposed to the appropriate Vice President by any member of the University community, standing committee, or University organization. The Vice President shall discuss the proposal at the next President's Cabinet meeting. If the Cabinet agrees the policy should be developed, the matter will be assigned to an appropriate standing committee, task force, administrator or University organization for development.

Once the policy has been developed by the appropriate standing committee, task force, administrator, or University organization, it will be returned to the area Vice President, who has the responsibility for seeking approval for the policy from the President's Cabinet. The President's Cabinet will review the proposed policy for the following:

1. Conflicts between the proposed policy and other University policies;
2. Consistency with laws or other external regulations germane to the policy;
3. Consistency with the mission of University.

Once the policy has been reviewed by the President's Cabinet, it will either: recommend the policy to the President and Board of Trustees for adoption; refer the policy to the appropriate standing committee for further development; or recommend to the President that the policy not be adopted. After approval by the President and, if applicable, the Board of Trustees, the policy will be posted and disseminated to the University community.

Faculty Policy

While authority to change faculty policy as set forth in Volume IV of the *Lynn University Policy Manual* ultimately resides with the Board of Trustees, recommendations for change are invited from all Academic Council committees or faculty members involved. Committees or faculty members seeking to amend a portion of this Volume IV should work through the appropriate committee or College Dean in consultation with the Vice President for Academic Affairs. The Vice President for Academic Affairs shall keep the President apprised of the initial consideration and ongoing development of suggested policy.

Development and Approval of Department Policies

A department of the University may develop additional policies and procedures that pertain only to the affairs of the concerned department. Such policies do not substitute for University policies and procedures. All department specific policies and procedures must not be in conflict with established university policy and procedure. The area supervisor will communicate such policies to the appropriate President Cabinet member, who will in turn report the policy to the President's Cabinet for approval.

Interim Policies

The President may put an interim policy into place in situations where a University policy must be established in a time period too short to permit the completion of the process delineated in this policy. The President shall inform the Board of Trustees immediately of the establishment of any interim policy.

Emergency Procedures

If any provision of the *Lynn University Policy Manual* is in conflict with a national, state, or local law or is otherwise illegal, invalid or unenforceable to any extent, the remainder of the Policy Manual and the application of the provision in question to persons or circumstances other than those to which the provision is improper, shall not be affected. In addition, the Board of Trustees shall act to bring the University into compliance with such law or invalidity, and the *Lynn University Policy Manual* will be amended as soon as possible, providing none of these laws are in conflict with the mission of the University.

Posting of Policies

All University-wide policies will be posted on the official *Lynn University Policy Manual* website.

Related Procedures and Guidelines

Policies may be supplemented by procedures or guidelines that describe policy implementation practices, subject to the approval of the President or an authorized designee. These supplemental procedures may be referenced in, and/or linked from, the relevant policy, as appropriate.

Reservation of Rights

Nothing in this policy limits or circumscribes in any way the power and authority of the Board of Trustees or the President to issue, amend, or revoke University policies or department policies at any time.

Only those University policies that are approved by the Board or a duly authorized committee of the Board, as authorized by the Bylaws of the Board of Trustees, can be applicable to the Board and/or its Trustees.

1.2 General Information Regarding the University

1.2.1 History of Lynn University

Lynn University is an independent college based in Boca Raton, Florida. It was founded in 1962 as Marymount College, a junior college for women. The college became coeducational in 1971 and changed its name to the College of Boca Raton in 1974, later expanding to offer bachelor's and master's degrees. It attained university status in 1991, at which time it renamed Lynn University in recognition of its major benefactors, Eugene M. and Christine E. Lynn. The University implemented its first doctoral program in 1998. In 2013, Lynn introduced one of the most extensive iPad programs in the country, and in 2015, it launched iLynn, iPad-powered learning that enables students to pursue their undergraduate degrees online, on campus or both.

1.2.2 Accreditation

Lynn University is accredited by the Commission on Colleges of the Southern Association of Colleges and Schools (SACSCOC) to award baccalaureate, master's, and doctoral degrees.

Information regarding the accreditation status of Lynn University (**not** general admission information) may be obtained from:

Commission on Universities
Southern Association of Universities and Schools
1866 Southern Lane
Decatur, GA 30033-4097
Telephone: 404.679.4500
www.sacscoc.org

1.3 Mission, Vision Statement, Strategic Priorities and Institutional Goals

1.3.1 Mission Statement

The mission of Lynn University is to provide the education, support, and environment that enable individual students to realize their full potential and to prepare for success in the world.

1.3.2 Lynn 2020 Vision Statement for the University

Lynn's vision is to be recognized as one of the most innovative, international, and individualized small universities in America.

(Approved by the Board of Trustees October 12, 2005)

1.3.3 Lynn 2020 Strategic Priorities

To fulfill this vision of Lynn University as a different kind of 21st-century university -- small, international, futuristic, and energetically student development-oriented -- serving a broader assembly of students with an uncommon portfolio of professional college programs, the University needs to make strategic changes in five domains.

1. Lynn will recast, partially restructure, and intensify the focus of its academic offerings.

2. The University will further improve the quality, geographical origins, and financial aid of its students, enlarge its graduate and continuing education enrollments, and enhances the accommodations and services for undergraduates especially.
3. The institution will continue to improve the salaries, governance opportunities, workloads, teaching skills, and office and classroom facilities of the faculty.
4. Lynn will complete the construction of its campus and provide for better technological and scientific equipment.
5. The University will establish a new culture of widespread fund-raising and grant solicitation.

(Approved by the Board of Trustees October 12, 2005)

1.4 Bylaws of Lynn University

Article I Name

The name of this corporation shall be “Lynn University, Inc.” (hereinafter referred to as the “Corporation” or “University”).

Article II Powers of Trustees

The Board of Trustees shall have and exercise the corporate powers prescribed by law.

Its primary functions shall be policy making and responsibility for sound resource management of the Corporation. The Board of Trustees shall be free from undue influence from political, religious, and other external bodies and shall protect the University from such influence. The Board of Trustees shall further determine the general, educational, and financial policies, and shall have the power to carry out any other functions which are permitted by the laws of the State of Florida, the Articles of Incorporation of the Corporation, as amended and/or restated from time to time (the “Articles of Incorporation”) or the By-Laws of the Corporation, as amended and/or restated from time to time (the “By-Laws”). These powers shall include but shall not be limited to the following:

1. Determine and periodically review the purposes and the mission of the University;
2. Establish, review and approve changes in the educational programs of the University, consistent with its mission;
3. Establish procedures regarding appointment, promotion, tenure and dismissal of faculty members;
4. Approve annually the terms and conditions of employment and salary policies of the University;
5. Appoint and periodically evaluate the President of the Corporation, who shall be the Chief Executive Officer of the Corporation;
6. Approve and authorize all earned and honorary degrees upon recommendations of the faculty;

7. Oversee and approve the budget of the University, and establish policy guidelines for the endowment and for all investments and major fund raising efforts;
8. Authorize the purchase, management and sale of all land, buildings or major equipment for use by the University;
9. Authorize the construction of new buildings and major renovations of existing buildings;
10. Authorize the incurring of debts by the University and securing thereof by mortgage and pledge of real and personal property, tangible and intangible;
11. Authorize any changes in tuition and fees within the University; and
12. Authorize officers or agents of the University to accept gifts or bequests on behalf of the University.

Article III Board of Trustees

Section A - Authority of the Board of Trustees

The business and affairs of the Corporation shall be conducted under the direction of and the management, control and disposal of the property and funds of the Corporation shall be vested in the Board of Trustees of the Corporation (the "Board").

Section B - Number of Members of the Board of Trustees

The number of members of the Board shall consist of not fewer than five (5) nor greater than twenty-five (25) in number.

Section C - Election and Terms of Members of the Board of Trustees

Members of the Board shall be elected by a majority vote of the members of the Board then in office at each Annual Meeting of the Board.

Members of the Board shall be elected from a list of nominees furnished to the Board by the Trusteeship Committee of the Board prior to the date of election and from such other names as may be placed in nomination by any member of the Board at the time of election.

1. Members of the Board shall serve as follows: Approximately one-third thereof, consisting of those members who have served on the Board for the longest period, shall serve for a term of one (1) year;
2. Approximately one-third thereof shall serve for a term of two (2) years; and
3. Any member of the Board elected after October 10, 2010, shall serve for a term of three (3) years.

Elections for approximately one-third of the members of the Board, whose terms of office expire at that time, shall be held at each Annual Meeting of the Board.

Members shall serve three (3) year terms until their successors are qualified and elected and may succeed themselves in office.

A member of the Board may be removed from office for appropriate reasons and by a fair process at any meeting of the Board by the affirmative vote of two-thirds of the members of the Board then

in office. Notice of the proposed removal of a member of the Board shall be provided to all members of the Board in the written notice of meeting provided to each member of the Board in accordance with Article IX of these By-Laws.

A vacancy on the Board may be filled by a majority vote of the remaining members of the Board. A member elected to fill a vacancy shall be duly qualified and elected to serve for the unexpired term of a member so removed by the Board.

No person shall be eligible for election as a member of the Board prior to attaining the age of eighteen (18) years.

Article IV

Trustees Emeriti and Honorary Trustee

Section A - Trustees Emeriti

A member of the Board who has served as a Trustee for a minimum of three (3) terms or has served for a minimum of two (2) terms and attained the age of seventy (70) years may, upon recommendation of the Membership Committee, be elected by a majority of the members of the Board as a Trustee Emeritus. This position shall be reserved for those members of the Board who serve as Trustees with records of distinctive service. Trustees Emeriti shall be elected for three (3) year terms and may be re-elected without limit. They shall be entitled to receive notices of all meetings of the Board, to attend and speak at all such meetings, to receive minutes of all meetings of the Board and Executive Committee, and to be members of all committees except the Executive Committee. They shall have the power to vote in meetings of any committee on which they may serve, but shall not have voting powers in meetings of the Board. A Trustee Emeritus shall not be counted as a member of the Board for any purpose whatsoever.

Section B - Honorary Trustee

The Board may elect any person to the position of Honorary Trustee by a majority vote of the members of the Board. An Honorary Trustee shall have no voting rights or any of the rights or obligations of a member of the Board. An Honorary Trustee shall not be counted as a member of the Board for any purpose whatsoever.

Article V

Officers of the Board of Trustees

Section A - Appointment and Term

The officers of the Board shall consist of a Chair and a Vice Chair and shall be appointed by the Board. Elections of the Chair and Vice Chair shall be held at the Annual Meeting of the Board. The Chair and Vice Chair of the Board shall serve for terms of two (2) years. A vacancy in the office of either the Chair or Vice Chair may be filled at any time by a majority vote of the members of the Board.

Section B - Additional Officers and Removal

The Chair and Vice Chair shall be members of the Board. The Board may approve the appointment of other officers of the Board as deemed necessary. Such other officers of the Board shall hold

office at the discretion of the Board. All officers of the Board shall be subject to removal at any time by the Board by a majority vote of the Trustees at any Regular or Special Meeting called expressly for that purpose.

Article VI Powers and Duties of the Chair and Vice Chair

The Chair shall preside at all meetings of the Board, shall have a right to vote on all matters presented to the Board and requiring a vote, shall appoint to all committees the members who are approved by the Board, and shall have such other powers and duties as the Board from time to time may prescribe. The Chair shall give or cause to be given proper notice of all meetings of the Board of and shall keep or cause to be kept a record of the appointment of all members to all committees of the Board as well as a record of the minutes of all meetings of the Board and each of its committees. In the absence of the Chair, the Vice Chair shall perform the duties of the office of the Chair and have such other powers and duties as the Board may from time to time prescribe.

Article VII Officers of the Corporation

Section A - Appointment and Term

The officers of the Corporation shall be a President who shall also serve as Chief Executive Officer of the Corporation, one (1) or more Vice Presidents, a Secretary and a Treasurer. The President shall be appointed by the Board, and shall serve such term as may be determined by the Board at the time of the President's appointment or election. One (1) or more Vice Presidents, the Secretary and the Treasurer of the Corporation shall be appointed by the President, subject to approval by the Board and such officers shall serve such terms as may be determined by the President at the time of their appointment. A vacancy in any office except the office of the President may be filled at any time by the President, subject to approval of a majority vote of the members of the Board.

Section B - Additional Officers and Removal

The President shall be a member of the Board. All other officers of the Corporation may not be members of the Board. The President may approve the appointment of other officers of the Corporation as deemed necessary, subject to the approval of a majority vote of the members of the Board. Such other officers of the Corporation shall hold office at the discretion of the President. Any Vice President, the Secretary or the Treasurer may be removed with or without cause at any time by the President.

Section C - Removal of President

The President of the Corporation may be removed from office only upon the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the members of the Board. This provision may be amended only upon the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of all members of the Board.

Section D - Presidential Search Committee

In the event of death, resignation, disability or removal of the President, the acting President shall be determined by the Board.

The Executive Committee of the Board shall conduct such review and investigation as it shall deem necessary and appropriate, in order to submit nominations for candidates to fill the office of the President.

Article VIII Powers and Duties of the Officers of the Corporation

Section A - President

The President of the Corporation shall be the Chief Executive Officer of the Corporation and the official advisor to and executive agent of the Board of Trustees and its Executive Committee. The President shall devote his full time, best efforts, skill and attention to the performance of those functions usually associated with the administration of a University and shall perform them faithfully, diligently, competently, and in a manner consistent with the policies of the University, as may be determined and amended from time to time, and in accordance with state, federal, and local laws and regulations that are applicable to the University. Such functions include, but are not limited to, the execution of the Board's policies, the recruitment, hiring, supervision, training, promotion, and termination of faculty and other personnel in accordance with the University policies and law; the planning and implementation of all aspects of the University's curriculum; student recruitment, programs, and services; institutional, faculty, and educational leadership; institutional advancement (including fundraising, annual giving, capital campaign, public, government, and alumni relations); implementation of any long-range strategic plan; budget formulation; presiding over the Academic Council and serving as an ex-officio member of all University committees; supervision of University buildings, grounds, and equipment controlled by the University; overall responsibility for financial systems and controls; ensuring all requirements are met to maintain the University's accreditation; and administration of the affairs of the University as best serves the University, consistent with Board policy. The President shall keep the Board appropriately advised of concerns or issues facing the University and shall suggest policies, rules, regulations, and procedures to the Board for implementation that the President believes are necessary or desirable for the optimum operation of the University. The President shall have complete jurisdiction over the academic, auxiliary, and other programs of the University and all student matters. The President will be responsible to abide by all By-Laws, policies, practices, procedures or rules of the University, as may be amended from time to time.

Section B - Vice Presidents

Each Vice President of the Corporation shall have such powers and shall perform such duties as may be assigned by the President.

Section C - Secretary

The Secretary of the Corporation shall have custody of the seal of the Corporation and shall attest to and affix said seal to such documents as required in the business of the Corporation, including but not limited to deeds, bonds, mortgages, agreements, contracts, diplomas, evidences of the award of degrees, transcripts, abstracts of resolutions, certificates, minutes, and By-Laws.

Section D - Treasurer

The Treasurer of the Corporation shall be responsible for carrying out the mandates of the Board and its Internal Resources Committee in overseeing the financial resources of the Corporation including, but not limited to, cash, securities, stocks, bonds and all other property, personal or real, owned by the Corporation. The Treasurer shall assure that all books and accounts are accurately kept and furthermore, shall present a full and detailed financial statement properly audited by an independent certified accountant to the Board at its Annual Meeting and, if requested, at any other meeting of the Board or any meeting of its Internal Resources or Executive Committees.

The Treasurer shall monitor the investments of the Corporation, including all funds and endowments, as recommended by the Internal Resources Committee, and approved by the Board. In addition, the Treasurer may be required to furnish a bond for the faithful performance and discharge of these duties, as may be directed by the Board or as otherwise required by the laws of the State of Florida.

Article IX Meetings of the Board of Trustees

Section A - Regular Meetings

There shall be four (4) regular meetings of the Board annually, which shall be held on such date and place as may be designated either by the Board, the Chair or the President of the Corporation. The Annual Meeting of the Board shall be the first meeting of each academic year.

Section B - Special Meetings

Special meetings of the Board may be held at the call of the Chair or the President of the Corporation. In addition, the Chair shall be required to call a special meeting on the request of no fewer than three (3) members of the Board.

Section C - Notice

Written notice of all meetings of the Board of Trustees shall be sent by the Chair to each member of the Board at least ten (10) days before the date of the meeting. In the case of special meetings, the notice shall state the purposes of the meeting, and no business shall be transacted at such meeting that does not relate to the purposes stated.

Section D - Waiver of Notice

Whenever notice is required to be given under the provisions of the laws of the State of Florida, the Articles of Incorporation of the Corporation, as amended and/or restated from time to time, or of these By-Laws, a waiver in writing signed by the persons entitled to said notice, whether before or after the time stated therein shall be deemed equivalent thereto. Attendance of any member at any meeting of the Board shall be conclusively deemed a waiver of notice of that meeting unless objection is made at the outset of such meeting for the failure to give proper notice. A member of the Board may, however, waive notice of any meeting and, if permissible under the laws of the State of Florida, any action which may be taken by the Board at a meeting thereof, may be taken by means of all of the members of the Board signing a written consent to take such action in the manner provided for by the laws of the State of Florida.

Section E - Quorum and Voting Requirements

A majority of all the Trustees of the Corporation shall constitute a quorum for the transaction of business, and the act of a majority of the Trustees present and voting at a duly called meeting of the Board at which a quorum is present or any committee shall be the act of the Board of Trustees or that committee except as may otherwise be mandated by statute or provided by the articles of incorporation or these By-Laws.

The Board of Trustees shall permit Trustees to participate by, or conduct meetings through the use of, any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section F - Presiding Officer

In case the Chair shall not attend a meeting at which a quorum is present, the Vice Chair shall call the meeting to order and preside. In the absence of both the Chair and Vice Chair, the President of the Corporation shall call the meeting to order and preside. The Chair may, in the absence of both the Vice Chair and the President of the Corporation, also ask any other member of the Board to preside in his/her place at a meeting, in which case that Trustee shall preside but the substitution shall not continue beyond the meeting for which it is made.

Section G - Order of Business

The order of business of the meetings of the Board, whether annual, regular or special, shall be as determined by the Board.

Section H - Procedures

The Board shall be governed in its procedures by the parliamentary rules in usage as set forth in *Roberts Rules of Order, Revised*.

Section I - Voting Record

At the request of any member of the Board, the “yes” and “no” votes of every member of the Board voting on any matter presented to the Board and requiring a vote shall be called and entered upon the minutes of the meeting.

Section J - Telephone and Electronic Meetings

Members of the Board may participate in any meeting of the Board by means of a telephone conference call or similar means of communications whereby all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article X Action without a Meeting

Any action required or permitted to be taken by the Board or by any of its committees may be taken without a meeting. However, a written consent setting forth the action so taken and signed by all members of the Board or of a committee, as the case may be, must be filed with the minutes of the proceedings of the Board or the committee.

Written consents may be executed in counterparts, each of which will constitute an original but all of which, when taken together, will constitute one and the same written consent. Delivery of an executed counterpart of a signature to a written consent by facsimile or other means of unalterable electronic transmission will be as effective as delivery of an original executed counterpart of a signature to such written consent.

Article XI Committees

Section A - Establishment

The Board may designate and establish additional committees as the Board deems necessary from time to time for the discharge of particular duties.

Section B - Standing Committees

There shall be standing committees of the Board specified in paragraphs F through K of this Article XI. Members of standing committees shall be appointed by the Chair, after consultation with the Board, annually, at or following the Annual Meeting of the Board. Except as otherwise provided in these By-Laws, the Chair and the President of the Corporation shall be ex officio members of all standing committees, and each standing committee shall include at least three (3) additional members of the Board. Except as otherwise provided in this Article XI, additional members, including persons who are not members of the Board, may be appointed. The Chair of each standing committee and a majority of the members of each committee shall be members of the Board.

Section C - Discontinuance

The Board may at any time discontinue any of its standing committees for such time as may be determined, and the duties of any committee so discontinued shall be performed during such discontinuance by the Executive Committee.

Section D - Liaison

The Chair of any committee, with the consent of the Chair, may request the President of the Corporation to appoint an officer of the Corporation or a member of the administrative staff of the University to serve as a liaison between the committee and the office of the President, and the President shall designate such a person to perform that service. Such liaison person shall assist the committee in the carrying out of its duties.

Section E - Meetings

Except as otherwise provided in this Article XI, all standing committees shall meet at least two (2) times annually.

Section F - Executive Committee

The Executive Committee shall have a minimum of three (3) members, all of whom shall be members of the Board. The Chair of the Board shall be the Chair of the Executive Committee.

1. Between meetings of the Board, the Executive Committee shall have general supervision of the administration and property of the Corporation except that, unless specifically empowered by the Board to do so, it may not take any action inconsistent with a prior act of the Board of

Trustees, award degrees, alter these By-Laws, locate permanent buildings on tax-exempt property held for the Corporation's purposes, remove or appoint the President of the Corporation or take any action which has been reserved for the Board.

2. The Executive Committee shall meet regularly at least three (3) times a year. Special meetings of the Executive Committee shall be called by the Chair or by at least three (3) of the members of the Executive Committee.
3. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.
4. Minutes of the meetings of the Executive Committee shall be taken and shall be distributed promptly to each member of the Board following each Executive Committee meeting.

Section G - Trusteeship Committee

The Trusteeship Committee shall have a minimum of three (3) members. Except in unusual circumstances, the members of the Trusteeship Committee will not be officers of the Board of Trustees or members of the Executive Committee. It shall present to the Board nominations for members of the Board to be elected by the Board to serve as members of the Trusteeship Committee, and for the offices of Chair and Vice Chair of the Board. The Trusteeship Committee shall also assist in the identification, nomination, and orientation of new members of the Board. The Trusteeship Committee shall furnish information relating to the background and qualifications of all such nominees at least two (2) weeks prior to the Board meeting at which an election or appointment is scheduled to take place. The Trusteeship Committee shall conduct an assessment of the Board every two (2) to three (3) years. The Trusteeship Committee shall also, subject to the requirements as set forth in these By-Laws, nominate Trustees Emeriti and Honorary Trustees. The Trusteeship Committee shall report to the Board at the Annual Meeting of the Board and otherwise as circumstances dictate.

Section H - Student Learning and Co-Curricular Life Committee

The Student Learning & Co-Curricular Life Committee shall have a minimum of three (3) members. Its scope of policy purview shall include the following divisions of the University: academic affairs, student life, and athletics.

- (a) Academic Affairs: The Student Learning & Co-Curricular Life Committee shall, in cooperation with the President, study and appraise the quality of the academic program and measure the program relative to other comparable institutions in instructional expenditures, research and other relevant factors; advise the Internal Resources Committee on the specifications and requirements for financing the academic programs; and make such reports and recommendations to the Board relative to the foregoing as may be required. It shall also review matters affecting the faculty of the University, other than those affecting the academic program, including salary, pension, and other personnel policies. The Student Learning & Co-Curricular Life Committee shall review policy affecting other aspects of academic affairs of the University including but not limited to academic advising, the library, the registrar, and study abroad. It shall also consider proposals on such matters and report and make recommendations thereon to the Board as may be required.
- (b) Student Life: The Student Learning & Co-Curricular Life Committee shall review policy affecting all aspects of student life of the University including but not limited to campus recreation, safety and security, career counseling, counseling, student health, multicultural

affairs, residence life, counseling, student involvement, and student leadership. It shall also consider proposals on such matters and report and make recommendations thereon to the Board as may be required.

- (c) **Athletics:** The Student Learning & Co-Curricular Life Committee shall review policy affecting all aspects of the student athlete experience. The Student Learning & Co-Curricular Life Committee shall advise the Board on matters relating to NCAA Division II and the Sunshine State Conference. It shall also consider proposals on such matters and report and make recommendations thereon to the Board as may be required.

Section I - Internal Resources Committee

The Internal Resources Committee shall have a minimum of three (3) members. Its scope of policy purview shall include the following divisions of the university: Business and Finance, Investments, Buildings and Grounds, and Information Technology.

- (a) **Business and Finance:** The Internal Resources Committee shall review annual operating and capital budgets prepared and presented under the direction of the President and make recommendations with respect to the Board. It shall review major financial transactions not provided for in the budget and submit proposed variances with recommendations to the Board or Executive Committee. The Internal Resources Committee shall also review human resources-related policy. It shall also consider proposals on such matters and report and make recommendations thereon to the Board as may be required.
- (b) **Investments:** Acting within the scope of investment policy guidelines established by the Board, the Internal Resources Committee shall have charge of the investment of all funds of the Corporation, including the power to effect purchases, sales or exchanges of securities and other investment assets of the Corporation. The Internal Resources Committee may employ investment counsel and may delegate authority to purchase or sell securities for the account of the Corporation to such investment counsel or to any officer subject to such limitations as the Internal Resources Committee may impose. The Internal Resources Committee shall report changes in investments to the Board at each Board meeting. It shall from time to time prepare and submit to the Internal Resources Committee estimates of expected endowment income. It shall also consider proposals on such matters and report and make recommendations thereon to the Board as may be required.
- (c) **Buildings and Grounds:** The Internal Resources Committee shall review and analyze maintenance and operations policy, recommend improvements, and review and recommend approval of plans and cost estimates for new facilities. It shall also consider proposals on such matters and report and make recommendations thereon to the Board as may be required.
- (d) **Information Technology:** The Internal Resources Committee shall review and analyze information technology policy, recommend improvements of existing hardware and software solutions, and review and recommend approval of plans and cost estimates for new information technology infrastructure. It shall also consider proposals on such matters and report and make recommendations thereon to the Board as may be required.

Section J - Audit Committee

The Audit Committee shall have a minimum of three (3) members. It shall periodically appraise the financial control and accounting systems of the Corporation and recommend any changes it deems appropriate. It shall recommend the designation of an independent auditor each year and

shall cause to be prepared and submitted to the Board at least once a year an audited statement of the financial condition of the Corporation as of the close of the Corporation's fiscal year and of the receipts and expenditures for each year. The Audit Committee may request any designated independent auditor, or any officer or employee of the Corporation to appear before it to report on the financial condition of the Corporation and answer any questions the Audit Committee might have. In addition, the Audit Committee reviews the Internal Revenue Service Form 990 each year in accordance with Article XV of these Bylaws and ensures that procedures are in place to monitor executive compensation so that the compensation of such executives is within the parameters of fair market value for the positions they hold. The President of the Corporation shall not be an ex officio member of the Audit Committee but may, upon invitation by the Committee, attend any meeting.

Section K - External Relations Committee

The External Relations Committee shall have a minimum of three (3) members. Its scope of policy purview shall include the following divisions of the university: Development and Alumni Affairs, Marketing and Communication, and Admission. The External Relations Committee shall review and recommend fund raising and public relations programs which are necessary to enable the University to carry out its purposes. The External Relations Committee shall review policies related admissions and enrollment management. It shall also consider proposals on such matters and report and make recommendations thereon to the Board as may be required.

Article XII

Indemnification of Members of the Board of Trustees and Officers

The Corporation shall have the power to and shall indemnify any person who was or is a party to any proceeding from any judgments, liabilities or expenses incurred by reason of the fact that such person is or was a member of the Board, an officer of the Board or officer of the Corporation, including indemnification for attorneys' fees and costs incurred in connection with such proceeding to the full extent permitted under the laws of the State of Florida. Further, this Corporation will purchase and maintain appropriate errors and omissions insurance as the Board deems appropriate.

Article XIII

Conflicts of Interest

Section A - Purpose

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction, arrangement, or decision that might benefit the private interest of an officer, member of senior management, or Trustee of the Corporation ("interested person"). This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit organizations. Anything to the contrary notwithstanding, the University shall not indemnify any willful, wanton, or criminal action.

Section B - Definitions

Conflict of Interest: A conflict of interest may take many forms, but arises when an interested person, in a relationship with an outside organization, person(s), or partnership, is in a position to influence the decision regarding the Corporation's business, research or in ways that could lead

directly or indirectly to financial gain for the interested person or his or her family, or give improper advantage or others to the detriment of the Corporation.

Interested Person: Any officer, member of senior management, other Board designated member of management or member of a committee with Board delegated powers that has a direct or indirect financial or other interest, as defined below, is an interested person.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business or investment:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; or
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Such potential interest would exclude an ownership or investment interest of < 1%, provided there are no other employment contracts or financial arrangements with the entity or individual.

Similarly, a person has a financial interest if a member of his or her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children and any other relative if the latter reside in the same household as the individual), has directly or indirectly, through business or investment:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; or
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Such potential interest would exclude an ownership or investment interest of < 1%, provided there are no other employment contracts or financial arrangements with the entity or individual.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Article XIII, Section C a person who has a financial interest may have a conflict of interest only if the appropriate committee or Board of Trustees decides that a conflict of interest exists.

Section C - Conflict of Interest Procedures

- (a) Duty to Disclose: In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial or other interest and must be given the opportunity to disclose all material facts to the trustees and members of committees with board delegated powers considering the proposed transaction or arrangement.
- (b) Determining Whether a Conflict of Interest Exists: After disclosure of the financial or other interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is

discussed and voted upon. The remaining trustees or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest:

1. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
2. The Chair of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Violations of the Conflicts of Interest Policy:

1. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the response of the member and making further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section D - Records of Proceedings

The minutes of the board and all committee with board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial or other interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section E - Compensation

1. A voting member of the Board of Trustees who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section F - Annual Statements

Each officer, member of senior management, other board designated member of management, trustee and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:

1. Has received a copy of the Conflicts of Interest Policy;
2. Has received and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands that the Corporation is a non-profit organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section G - Periodic Reviews

To ensure that the Corporation operates in a manner consistent with its tax-exempt purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include determining whether compensation arrangements and benefits are reasonable in comparison to peer institutions.

Section H - Use of Outside Experts

In conducting the periodic reviews provided for an Article XIII, Section G the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

Article XIV Discrimination Prohibited

In administering its affairs, the University shall not discriminate against any person on the basis of race, color, religion, sex, sexual orientation, sexual identity, gender, gender expression, or gender identity, age, national origin, ancestry, citizenship, disability, gender related status, pregnancy, genetic disposition, veteran or military status, marital status, familial status or any other legally protected characteristic in accordance with federal and Florida State law.

Article XV IRS Form 990

It is the policy of the Board of Trustees of the Corporation that the Audit Committee shall complete and/or review Internal Revenue Service ("IRS") Form 990 prior to filing it with the IRS. Once the Audit committee has reviewed IRS for 990, a copy shall be made available to all Board members prior to the filing of form 990. Board members shall exercise their best efforts to review Form 990 in a timely manner. Board members who have comments or revisions to the Form 990 shall submit these comments or revisions to the Audit Committee in a timely manner each year.

Article XVI

Fiscal Year

The Fiscal Year of the Corporation shall begin on the first day of July of each year and shall terminate on the 30th day of June of the following year. All financial records shall be kept on a fiscal year basis.

Article XVII

Review and Amendment of By-Laws

Section A - Amendment

These By-Laws may be changed or amended at any meeting of the Board by the affirmative vote of sixty-six and two-thirds (66 2/3%) of Board members present at a duly called meeting of the Board at which a quorum is present, provided notice of the substance of the proposed amendment is sent to all members of the Board at least ten (10) days before the meeting.

Section B - Review

Prior to each Annual Meeting of the Board, the Executive Committee shall review these By- Laws and suggest any necessary changes thereto.

Article XVIII

Amendment of the Articles of Incorporation

The Articles of Incorporation, including Restated Articles of Incorporation, may be changed or amended at any meeting of the Board by the affirmative vote of sixty-six and two-thirds (66 2/3%) of Board members present at a duly called meeting of the Board at which a quorum is present, provided notice of the substance of the proposed amendment is sent to all members of the Board at least ten (10) days before the meeting.

1.5 Organizational Structure of the University

The Administration of Lynn University accepts the responsibility for bringing together its various resources and allocating them effectively to accomplish institutional goals. The administrative organization within the Lynn University community reflects the purpose and philosophy of the institution and enables each unit to perform its particular responsibilities as defined by our stated purpose and our University Mission.

1.5.1 Board of Trustees

The Board of Trustees is the overall governing body of the University. The Board establishes broad educational policies as well as policies, which materially benefit the institution. The Board continuously strives to acquire the financial resources to enable the institution to achieve its purpose. The Board appoints the President of the University who carries out the established policies of the Board. (See the Bylaws of Lynn University.)

1.5.2 *President of the University*

The President is the chief executive officer of the University. The President is responsible for the overall organization and administration of the institution and is charged with supervisory responsibility for all activities and operations of the institution.

1.5.3 *General Counsel*

The General Counsel reports to the President and is responsible for: the review of all leases, contracts and agreements; providing advice, counsel and coordination of all legal affairs for the University; coordination of all federal and state regulations; and the day to day counsel to University personnel.

1.5.4 *Vice President for Student Affairs*

The Vice President for Student Affairs reports to the President and has a particular focus on the overall development of students: intellectually, physically, morally, and socially. The Vice President for Student Affairs will establish, promote and lead the University's efforts in helping to improve the quality of Student Affairs and learning.

1.5.5 *Senior Vice President for Administration*

The Senior Vice President for Administration reports to the President. The position provides overall direction for daily internal operations of the University, including University events, housekeeping, food services, grounds keeping, and the mailroom. While the President is responsible for the University's intercollegiate athletic program, the Senior Vice President for Administration serves as the President's liaison to intercollegiate athletics.

1.5.6 *Vice President for Development and Alumni Affairs*

The Vice President for Development and Alumni Affairs reports directly to the President and is responsible for University fundraising for endowment, as well as alumni affairs and programming.

1.5.7 *Chief Marketing Officer*

The Chief Marketing Officer ("CMO") reports directly to the President and is responsible for building the Lynn brand. The CMO provides strategic direction and oversight for all marketing and communications including: brand positioning and messaging, public relations, web presence, advertising, graphic design, marketing collateral, publications, direct mail and email marketing, social media, video/multimedia production, and internal communications.

1.5.8 *Vice President for Enrollment Management*

The Vice President for Enrollment Management reports directly to the President and is responsible for the enrollment operations of the University including undergraduate, adult, and graduate admissions.

1.5.9 *Vice President for Business and Finance*

The Vice President for Business and Finance reports to the President and performs a wide variety of general and specialized accounting functions, conducts sophisticated financial studies and

complex analysis. Areas of responsibility include the Business Office, Human Resources, Purchasing, and Student Financial Services and Compliance.

1.5.10 Chief Information Officer

The Chief Information Officer (“CIO”) reports directly to the President and provides operational leadership, direction and administration to the various components of the University’s Computer Information resources, Library Services and technology. The CIO develops and recommends institutional technology strategies for both administrative and academic areas.

1.5.11 Vice President for Academic Affairs

The Vice President for Academic Affairs reports directly to the President and is responsible for the operation of the academic division of the University. This includes providing overall direction for: the Colleges and Schools of the University; the Institute for Achievement and Learning; Offsite Programs; the Center for International Student Services, the Hanifan Center for Career Services, the Center for Learning Abroad, the Office of the Registrar; and the external academic relationships with other academic institutions. The Vice President for Academic Affairs also serves as institutional liaison to accrediting agencies.

Below are the academic units and personnel administered through the Office of Academic Affairs. These units (disciplines) are responsible for the associated course and program offerings.

1.5.11.1 College Deans

The College Deans listed below report directly to the Vice President for Academic Affairs and are responsible for all operational matters (academic and budgetary) that relate directly to their College, and for program and faculty development within their University.

1. Dean of the College of Arts & Sciences;
2. Dean of the College of Business and Management;
3. Dean of the Ross College of Education;
4. Dean of the College of International Communication;
5. Dean of the College of Conservatory of Music;
6. Dean of the School of Aeronautics; and
7. Executive Director for the Institute for Achievement and Learning.

The Executive Director for the Institute for Achievement and Learning reports directly to the Vice President for Academic Affairs and has the responsibility for providing overall leadership and supervision of the Institute, which provides services to Lynn students with learning differences.

1.5.11.2 Program Coordinators and Curriculum Coordinators

The Program Coordinators (Majors) and Curriculum Coordinators (Areas of Specialization) report directly to the appropriate College Dean and are responsible for program coordination and curriculum development.

1.6 Organizational Charts

Current Lynn University organizational charts are available on the University's website at <http://www.lynn.edu/about-lynn/office-of-the-president/the-cabinet>.

1.7 Internal Governance of Lynn University

1.7.1 Operating Bylaws of the Lynn University Academic Council

Preamble

In order to promote the mission and goals of Lynn University, the Administration and Faculty must deliberate upon and make recommendations to the President concerning matters important to the academic life of the University. Such matters shall include, but not necessarily be limited to, curriculum, learning and teaching, the educational environment, academic standards, professional development, and relevant institutional planning. Therefore by means of these Operating Bylaws, Lynn University formally establishes an Academic Council.

Article I

Membership of the Council

The Council shall consist of the following:

1. President of Lynn University;
2. Members of the President's Cabinet;
3. Vice President for Academic Affairs
4. Registrar;
5. All college deans;
6. All full-time faculty;
7. All library professional staff;
8. All directors of academic units, programs, or related student services; and
9. Any part time or visiting faculty upon successful application to the Executive Committee.

Article II

Purview of the Council

The Council, through its standing committees, shall be empowered to discuss, examine, assess and recommend, to the President or his/her designee, policies relevant to the academic life of Lynn University. Recommendations of the Council and its standing committees constitute formal approval at their level. Further, the Council shall be responsible for establishing those policies and procedures that ensure free exercise of the Council's authority. Such policies and procedures shall involve evaluating the operation and effectiveness of the Council, and recommending changes, as appropriate.

Article III Officers of the Council

Section 1 - Chair of the Academic Council

The Chair of the Academic Council shall be the President of the University.

Section 2 - Vice Chair of the Academic Council

The Vice Chair of the Academic Council shall be elected from the Council membership. The Vice Chair shall be a full time faculty member. The Vice Chair shall assist the Chair in conducting Council business. In addition, the Vice Chair shall:

- a. Serve as Chair in the absence of the Chair, or upon designation by the Chair.
- b. Serve as parliamentarian of the Council or designate a Council member as parliamentarian.
- c. Convene the first meeting of each Standing Committee during the Fall Semester, and oversee the election of each Committee Chair and Secretary.
- d. Forward recommendations from the Council to the Vice President for Academic Affairs and President.
- e. Initiate and facilitate the meetings of the Executive Committee.

Section 3 - Secretary of the Academic Council

The Secretary of the Academic Council shall be elected from the Council membership. The Secretary shall record minutes of Academic Council meetings and record the results of any formal voting. In the absence of both the Chair and Vice Chair, the Secretary shall become the temporary presiding officer for the duration of the meeting. The Secretary shall prepare and distribute, to Council members, the agenda and the minutes of each Council meeting in electronic or printed form.

Section 4 - Executive Committee of the Academic Council

The Executive Committee of the Academic Council shall consist of the elected Vice Chair of the Council, elected Secretary of the Council, Vice President for Academic Affairs of the University, and the elected Chairs of the Faculty and Standing Committees of the Academic Council.

Its responsibilities are to assure a comprehensive and relevant agenda for all meetings, make recommendations to the Chair and Vice Chair regarding all Council matters, set priorities for the Council and its committees, and oversee compliance of Operating Bylaw matters and election procedures.

In matters pertaining to elections, the Vice Chair will appoint a committee member to oversee the responsibilities for the elections of Council Officers for each Academic Year and when necessary to conduct elections to fill any effective vacancies of Council Officers that may arise during the Academic Year; to oversee the voting activities of the Council; and to review the applications of part-time or visiting faculty seeking Council membership.

Article IV Academic Council Committees

The Faculty Committees of the Academic Council shall be: Faculty Standards and Professional Development; Academic Standards and Curriculum; and the Committee on Rank and Advancement.

Section 1 - General Guidelines

- a. **Purview and Charge:** The primary business and responsibilities of the Academic Council will be conducted by the Faculty Committees and the Standing Committees. The membership of those committees serve as representatives of the entire Council pursuant to Article IV, Section 2 and therefore must be selected with due care. Within the purview and charge of each committee is the responsibility to keep the faculty informed, involved, and represented.
- b. **Proposals to Committees:** Proposals presented to the Faculty Committees or the Standing Committees of the Academic Council shall be open for discussion at the time they are introduced. However, such recommendations shall not be subject to formal approval by the Committee until the next regularly scheduled Committee meeting. At that time, such proposals shall be reintroduced as “unfinished business,” and subject to further discussion prior to formal consideration. When urgent matters must be addressed, additional meetings may be called by the Committee Chair. Committee meetings will be open to any member of the Academic Council. If necessary, Committees may meet in executive session.
- c. **Appointment of Ad Hoc Committees:** Ad hoc committees will be appointed by the Chair or Vice Chair of the Council, when required.

Section 2 - Membership of Faculty Committees

- a. **Formation of Faculty Committees:** At the first regular meeting of each college and the Conservatory, during the fall semester, two representatives for specific faculty committees, as prescribed, will be elected by the faculty of that unit. All members of faculty committees must be full-time faculty members and will be elected for two-year terms. During the first subsequent meeting, or at the first meeting of the academic year in the fall semester, each faculty committee shall elect its own Chair and Secretary to call and conduct regular meetings. The Chair and Secretary each shall serve two-year terms. The Secretary of each standing committee must maintain a record (e.g., agenda and minutes) of all Committee meetings. No Committee Chair or Secretary may be re-elected to serve more than one successive term, except by prior approval of the Council Chair. The Council Vice Chair shall be a member ex-officio (non-voting) of all Faculty Committees.
- b. **Multiple Committee Service:** Faculty members shall not serve on more than one committee, except upon approval of the Chair of the Academic Council or the Chair’s designee.

Section 3 - The Faculty Committees of the Academic Council

The Faculty Committees of the Academic Council shall be: Faculty Standards and Professional Development Committee; the Curriculum Committee and Academic Standards; and the Committee on Rank and Advancement.

Faculty Standards and Professional Development Committee

- a. Purview and Charge: This Committee's responsibilities are to consider and make recommendations concerning opportunities for professional development in such areas as teaching pedagogy, student learning and assessment, curriculum design, scholarship, research and public service. This Committee's responsibilities are to consider and make recommendations to the Vice President for Academic Affairs on all matters pertaining to: the standards and criteria used for determining faculty competence, rank, promotion, salary, merit pay, other remuneration, contractual parameters, and eligibility for sabbatical or other leave of absence arrangements. In addition, the committee shall make recommendations to the Vice President for Academic Affairs on issues of professional concern and any other policies as deemed appropriate by the Vice President for Academic Affairs.
- b. Membership: Two members from each College and from the Conservatory. On matters requiring a vote, each College will cast a single vote.

Curriculum Committee and Academic Standards

- a. Purview and Charge: This Committee's responsibilities are to make recommendations concerning curriculum, standards and assessment, including, but not limited to: curriculum process; review of all proposals for substantive changes in courses and programs for duplication and conformity; minimum academic standards required for acceptable student performance; and issues concerning standards in teaching and learning. On an annual basis the Vice President for Enrollment Management will submit an annual report to the Academic Standards and Curriculum committee on the academic profile of the admitted class.
- b. Procedures for Curriculum Changes:
 - i. All final curriculum proposals will be submitted by the proposing College to the Curriculum and Academic Standards Committee.
 - ii. The Curriculum and Academic Standards Committee will review all proposals for academic merit, consistent rigor, and potential overlap and/or duplication with existing courses and programs, and make recommendations. (Changes in course coding/numbers should be referred directly to the Registrar.)
 - iii. The Curriculum and Academic Standards Committee will forward its recommendations directly to the Vice President for Academic Affairs and to the Academic Council.

Committee on Rank and Advancement

- a. Purview and Charge: The Committee Rank and Advancement is responsible for reviewing all advancement in rank applications and making recommendations to the Vice President for Academic Affairs.
- b. Procedures for Promotion: The general procedure and timeline for advancement in rank are described in Section 4.5 of Volume IV of the *Lynn University Policy Manual*.
- c. Membership: One member from each academic unit with the rank of Professor or where deemed appropriate senior faculty with the rank of Associate Professor.

Section 4 - Standing Committees of the Academic Council

The Dialogues of Learning Core Curriculum Steering Committee

- a. **Purview and Charge:** The Dialogues Steering committee's responsibilities are to oversee and make recommendations concerning the undergraduate core curriculum, the Dialogues of Learning. The Steering Committee, under the direction of the Chair of the Dialogues of Learning and the Vice President for Academic Affairs, reviews all proposals for courses, curricular changes, and other substantive changes in the requirements or standards. The Committee also makes recommendation for faculty development programs to support the quality of teaching and learning within the core curriculum.

All proposals for Dialogue courses must be reviewed and approved by the Steering Committee to insure the academic integrity and consistency of standards within the core curriculum.

The Dialogues Steering Committee will forward recommendations regarding substantive changes in the curriculum to the Curriculum and Academic Standards Committee of Academic Council.

- b. **Membership:** The Chair of the Dialogues of Learning serves as the Chair of the Steering committee. Other members are appointed by the Vice President for Academic Affairs based upon their qualifications. At least eight members of the faculty with a minimum of one year of teaching in the Dialogues will serve on the Committee. In addition, a Reference Librarian, and a professional staff member from the institute for Achievement and Learning will also serve on an annual basis.

Article V

Meetings of the Council

Section 1 - Organizational Meeting for the Election of Officers

At the last regularly-scheduled meeting of the Academic Council, during the Spring Semester of the academic year when necessary, the Council shall conduct an election for Vice Chair and Secretary. The Executive Committee shall prepare and announce a slate at least two weeks prior to the election. The Committee shall also accept nominations from the floor during the meeting, immediately preceding the election. The Vice Chair and Secretary shall be elected by simple majority vote of a quorum of the Council membership, to serve a term of two academic years, commencing in the subsequent fall semester. An officer may be reelected to serve no more than one successive term. A Council member's vote shall be counted only if the Council member is both (a) present at the election and (b) has presented a completed, written ballot to the Executive Committee. Proxy votes shall not be permitted.

Section 2 - Regular Meetings

Meetings of the Academic Council shall be held at least two times during each of the Fall and Spring Semesters as scheduled and arranged by the Chair or Vice Chair.

Section 3 - Additional Meetings

The Council Chair, Vice President for Academic Affairs or Vice Chair may call additional meetings of the Academic Council when required.

Section 4 - Procedure for Meetings

- a. Agenda: New business for inclusion on the Council Agenda should be submitted in writing to the Council Secretary at least one week prior to a scheduled Council meeting. The agenda will be approved by the Vice President for Academic Affairs and Vice Chair of the Council and distributed to Council members, by the Secretary, at least two days prior to the Council meeting.
- b. Quorum: A quorum of the Academic Council shall consist of at least 1/2 (one-half) of the current Council membership. A quorum for the standing committees shall consist of at least 2/3 (two-thirds) of the committee's current membership.
- c. Order of Business:
 - i. Call to Order;
 - ii. Agenda Approval;
 - iii. Minutes Approval;
 - iv. Reports;
 - v. Unfinished Business;
 - vi. New Business;
 - vii. For the Good of the Order;
 - viii. Adjournment.
- d. Discussion and Recommendation Procedures: Voting on matters requiring approval of the Academic Council shall be conducted by voice vote. If the result of the voice vote is, in the Vice Chair's sole discretion, deemed to be inconclusive, a hand vote shall be conducted. Vote by secret written ballot shall occur (1) at the request of any Council member, or (2) for any issue deemed by the Vice Chair, in the Vice Chair's sole discretion, to be controversial in nature, or (3) for membership applications of part-time or visiting faculty, as enumerated in Article I and Article III Sections 2 and 3 for election of the Vice Chair and Secretary of the Council, as enumerated in Article V, Section 1. Unless otherwise indicated, all Academic Council votes, shall require affirmative vote of a majority of a quorum of the current membership present at a regular Council meeting.

The duly-appointed Executive Committee member per paragraph Article III, Section 4 and Article V, Section 1 shall be responsible for preparing ballots, counting ballots and tabulating votes.
- e. Confidentiality: Deliberations of the Academic Council shall be confidential; Dissemination of Council actions and recommendations shall be through the official minutes. All non-members present at Council meetings shall be identified and may be excused upon (1) request of the Chair or Vice Chair, or (2) majority vote of the Council members present.

Article VI

Forwarding Committee or Council Recommendations to the Administration

Recommendations from Committees of the Academic Council shall be forwarded to the Vice President for Academic Affairs. The Vice President will review the recommendation(s) with the Dean's Council. The Vice President will report to the Council the recommendations from the Deans to the Council. The Vice Chair and the Chair of the Committee presenting the recommendation will present the formal proposal from the Committee to the Council membership and the Vice President for Academic Affairs will present the academic administration's recommendations.

The Vice President for Academic Affairs shall report the result of the Council's deliberations to the President. The Vice President for Academic Affairs will report to the Council the President's decision/response to the Council's recommendation. Proposals and recommendations requiring approval of the Board of Trustees will be brought to the Board at its next scheduled meeting, and the decision of the Board conveyed to the Council, in writing, as indicated above.

Article VII

Contingency for Interim Academic Council Officers

Should the position of any elected Council officer become effectively vacant during an academic year, the Executive Committee shall convene and recommend candidates to fill the vacant position on the Council. The Executive Committee shall then conduct an election pursuant to paragraph Article III, Section 4 to elect a replacement. An interim officer shall serve for the remainder of the current academic year. After the conclusion of the current academic year, an election shall be held for that office for a new two-year term. Notwithstanding term limits enumerated in Article V, Section 1, the replacement officer is eligible for election to the same position for a full term beginning at the start of the next regular term for that office.

Article VIII

Recall of Academic Council Officers

Any elected Council officer may be recalled for just cause by affirmative vote of at least three quarters (3/4) of the current membership present at a regular Council meeting. Such vote shall take place in accordance with the provisions of Article III, Section 4 and Article V, Section 1.

Article IX

Amendments to Academic Council Operating Bylaws

The Academic Council Operating Bylaws may be amended by affirmative vote of at least two thirds (2/3) of the current Council membership present at a regular Council meeting. Such vote shall take place in accordance with the provisions of Article III, Section 4 and Article V, Section 1. All proposed amendments to the Academic Council Operating Bylaws are subject to approval by the Board of Trustees. An amendment is considered in effect when also approved by the President of the University.

1.7.2 *Knights of the Roundtable Constitution and Bylaws*

1.7.2.1 The Constitution of the Knights of the Roundtable

Preamble

We, the Knights of the Roundtable of Lynn University, strive to provide a voice for representation and advocacy of students. We work to serve as a liaison between the student body, faculty, staff, and administration, while promoting scholastic pride and ethical integrity.

Article I: Name

The name of this organization shall be the Knights of the Roundtable of Lynn University hereinafter referred to as KOR.

Article II: Purpose

Section 1. Purpose of the Knights of the Roundtable

The purpose of KOR is:

- To make recommendations, to state opinions, and voice the concerns of the students in order to promote advocacy of students and services to the Administration;
- To promote the University in all matters pertaining to the improvement of the institution;
- To serve the community through public service and serve as an ambassador to the University;
- To provide programming options to enhance on campus programming efforts; and
- To be responsible for the distribution of funds to University clubs and organizations.

Article III: Membership

Section 1: Composition

KOR will be composed of the Knights and the General Assembly.

Knights

- There will be twelve knights; each knight will represent a specific court.
- Knights cannot represent any organization in the general assembly during an open meeting.

General Assembly

- Is the student body at large and consist of all enrolled students at Lynn University.
- Staff and Faculty are permitted as members of the general assembly.
- Representation from Clubs and Organizations is mandatory.

Article IV: Code of Conduct

Section 1: Behavioral Policies

KOR will uphold all policies written in Volume VI of the *Lynn University Policy Manual* and regulations from the Office of Student Involvement.

Section 2: Code of Silence

Knights are expected to uphold a code of silence regarding matters discussed in closed meetings.

Section 3: Code of Honor

Knights will model civility and will:

- Treat all students, faculty, and staff with respect in a professional and courteous manner at all times, whether in person or in written communication (including e- mail);
- Refrain from using profanities, insults, or other disparaging remarks;
- Endeavor to cite only the truth and not knowingly misrepresent, mischaracterize, or misquote information received from others;
- Take responsibility for your own actions instead of blaming others;
- Work together with other students, faculty, and staff in a spirit of cooperation toward our common goals of seeking and providing a quality education;
- Strive to uphold the right to privacy and not talk about others;
- Respect the differences in people and their ideas and opinions and reject bigotry; and
- Refrain from speaking poorly of fellow Knights, students, and other University community members.

Section 4: Breaking the Code of Honor

- If a Knight finds another Knight breaking the Code of Honor, they will discuss the infraction with the Knight in a private setting.
- If the Knight continues to behave inappropriately, the Knight will be brought to the advisors' attention.

Article V – KOR

Section 1. Composition.

KOR Composition – There will be 12 Knights.

Section 2: Term of Office

- Knights will serve a term beginning in the Spring semester and ending at the conclusion of the Fall semester of the following academic year.
- Knights serving a term in the 2015-2016 academic year will serve a three semester term (Fall/Spring/Fall) to facilitate the transition of active terms of office.
- Knights are not allowed to serve more than 2 years consecutively.

Section 3. Court Representation.

Each member of KOR will be one of the following Knights elaborated on in the Bylaws:

1. Information Knight;
2. Academic Knight;
3. Student Affairs Knight;
4. Athletics Knight;
5. Auxiliary Services Knight;
6. International Knight;
7. Community Knight;
8. Financial Knight;
9. Secretary Knight;
10. Parliamentarian Knight;
11. Clubs/Organizations Knight; or
12. Public Relations Knight.

Section 4. Meetings.

- Closed Meetings - KOR shall meet every week as designated in the Bylaws.
- Closed Committee Meetings - KOR committees shall meet as needed as designated in the Bylaws.
- Open Meetings - KOR shall hold 1 open meeting per month with the general assembly.

Section 5. Voting.

KOR shall transact all business by a majority vote of the members present and voting, unless dictated otherwise by the governing documents or the parliamentary authority.

Section 6. Quorum

Quorum to conduct business is one more than half of the composition of KOR (7 Knights).

Section 7. The Monarch

- Each week, the Monarch position, which is the leadership position of KOR, will rotate to another Knight.
- The Monarch term will be from the start of the weekly closed meeting until the next closed meeting, unless otherwise dictated by an open meeting.
- The Monarch running the meeting does not vote and serves as the tie breaker should a tie arise.

Article VI – Committees

Section 1. Standing Committees.

Standing committees of KOR shall be Finance, Election, and Transition. KOR shall appoint the members and chairs of the standing committees except as otherwise provided in the bylaws.

Section 2. Duties of Standing Committees.

The standing committees shall perform such duties as provided in the bylaws.

Section 3. Special Committees.

Special committees may be created as necessary by KOR. KOR shall appoint the members and chairs of special committees.

Section 4. Ex-Officio Membership.

The advisors serve as ex-officio members of each standing and special committee.

Article VII: Elections

Section 1: Application Requirements

- Must be enrolled on campus for the full academic year
- Undergraduate - Must have attended Lynn for 1 full academic year and have a minimum Cumulative 2.75 GPA.
- Graduate – Must be enrolled full time with Cumulative 3.0 GPA.

Section 2: Election Committee

An election committee will be comprised of no more than 4 current Knights, who will not be returning to office the following year, voted on by KOR.

Section 3: Process

- Interested students must submit an application with a resume and personal statement.
- The committee will review all applications with the ability to invite potential candidates for interviews.
- The committee will appoint all Knights.

Section 4: Vacancies

In the event an elected office becomes vacant, the elections committee will form to fill the vacancy as provided in the constitution.

Article VIII: Removal of Officers

Section 1: Dismissal Process

A Knight will be dismissed if a Knight misses more than two (2) unexcused meetings or violates the code of conduct. If a Knight is dismissed after February, the duties will be absorbed and distributed amongst remaining Knights.

Section 2: Impeachment Process

KOR Senate shall have the power to impeach and remove any of its members for violating the Code of Honor by a two-thirds (2/3) majority vote of the current total membership for reasons deemed necessary by the Constitution with written documentation.

Section 3: Appeal Process

If the Knight chooses to appeal an impeachment or a dismissal, a written appeal must be submitted within 2 business days to the Secretary Knight, who will then present the appeal to Advisors. A decision will be rendered, by advisors, within 1 business day of the appeals review.

Section 4: Resigning of a Knight

In the event that a Knight resigns during the academic year, a letter of resignation must be presented to the Parliamentarian Knight and the Advisors. The letter of resignation shall reside with the Parliamentarian Knight.

Article IX: Clubs and Organizations Policy

KOR will work with the Center of Student Involvement to ensure that the organizations and clubs are appropriately funded as designated in the bylaws.

Article X: Advisors

The Advisors for KOR will hereby be the Vice President of Student Affairs and the Assistant Dean of Student Involvement.

Article XI: Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of KOR in all cases to which they are applicable.

Article XII: Appointment of a New Knight

In the event of a Knight leaving the Knights of the Roundtable during the academic year, whether by resignation or through the impeachment process, it will become necessary for the Knights of the Roundtable to select a new Knight. During a Closed Meeting, the floor shall be opened for discussion so as to allow the Knights to present the names of potential candidates. Knights will submit a list of no fewer than five names to the advisors for future review. One of these names will be selected by the advisors as the new Knight. KOR will then vote on that name to determine membership. In the event of a Knight leaving office after October, appointment of a new Knight will not take place.

Article XIII: Amendment

This Constitution may be amended by a two-thirds vote of the voting body at any KOR Closed Meeting provided that any proposed amendment has been submitted to the Parliamentarian Knight in writing two weeks prior to the vote.

1.7.2.2 The Bylaws of the Knights of the Roundtable

I. Membership Requirements

- a. Complete 2 hours of office tasks per week. Tasks may include but not be limited to: Meeting with administration, tabling, utilizing office space.
- b. Knights are required to serve on at least 1 sub-committee per year.
- c. Knights are required to wear KOR attire that is provided by the Division of Student Affairs at the appropriate meetings and functions; unless otherwise dictated.
- d. Knights will have to maintain a cumulative 2.75 GPA throughout their term of office.
- e. Knights, who fall below a cumulative 2.75 GPA, will receive one semester of academic probation. If the GPA is not above a cumulative 2.75 GPA following that academic probation period, the Knight will be dismissed.

II. Duties of each Knight

- a. The duties and responsibilities of each Knight can be located in Enclosure (1).

III. Meetings

- a. At least one open meeting will be held per month decided upon by KOR each semester. Every attempt will be made to ensure uniformity for time of meeting (i.e. every second Tuesday of the month at 5p.m.).
- b. Closed meetings for KOR members will be held weekly, at a pre-prescribed time, with the possibility of a second meeting to be called by the sitting monarch. Additional meetings must be announced two days prior to proposed time and must confirm quorum the day prior.
- c. Closed committee meetings for KOR members will be held weekly as dictated by member schedules and availability.
- d. Closed meetings will take precedent over closed committee meetings.

III. Absences

- a. Excusable events include: university athletics, academia, illness, accident, severe injury, death, or an immediate family occasion (wedding, baptism, funeral, graduation, religious holidays, etc.).
- b. Any member who finds it necessary to be absent must submit in writing to the Secretary Knight within no less than 24 hours of a scheduled meeting. Secretary Knight will notify Advisors and Parliamentarian Knight of impending absences. If the absence is for a personal matter, Knights may contact the Advisors directly.
- c. In the event of an emergency or unavoidable cause, the Advisors must be contacted no more than one week after the event. The validity of the excuse will be at the discretion of the advisor.

V. General

- a. Permanent Files of KOR

- i. KOR will keep 5 years of records of all agendas, minutes, and funds requests housed within the Center for Student Involvement.
- b. Regalia
 - i. KOR will provide each member with Graduation Cords to be worn during the Knight's Graduation exercises as long as the past or present Knight leaves their term in good standing.

VI. Standing Committees Duties

- a. Finance Committee
 - i. Will work with the Center of Student Involvement to fund the Organizations and Clubs that submitted Budget requests.
- b. Election Committee
 - i. Will work with the Advisors to ensure that the elections process is a fair and just process in appointing the KOR members.
- c. Transition Committee
 - i. Will work with incoming members to facilitate times and events for new members to shadow their exiting counterparts. Will also be in charge of ensuring each member completes transition binders which will be received by incoming members.

VII. Organization/Club Funding Policy

1. Absence from two meetings will result in any KOR allocated funds to be frozen. President of organization will be notified, in writing, following first absence.
2. Clubs or Organizations, who have had their budgets frozen, will submit a reason of absence to the Center for Student Involvement to be reviewed in a closed meeting by KOR.
3. KOR will hold a majority vote to decide if the budget will be unfrozen.

VIII. Proviso

The elected 2012-13 KOR members are grandfathered for the number of consecutive terms allowed listed in the corresponding governing documents.

Bylaws & Enclosure (1)

A. Information Knight

- Will serve as the liaison between the areas of Information Technology and Library as set by the Bylaws and KOR.
- Will receive and organize all concerns, comments, and questions for the respective affair.
- Will report valid and substantiated concerns, comments, and questions to KOR.
- Will research concerns, comments, and questions and aid KOR in implementing responses and/or solutions.
- Will schedule meetings at least twice a month with the Chief Information Officer.

- Will attend two-separate club and organization meetings, assigned by the Club & Organization Knight.

B. Academic Knight

- Will serve as the liaison between all colleges and the Institute of Achievement and Learning as set by the Bylaws and KOR.
- Will receive and organize all concerns, comments, and questions for the respective affair.
- Will report valid and substantiated concerns, comments, and questions to KOR.
- Will research concerns, comments, and questions and aid KOR in implementing responses and/or solutions.
- Will meet with the Vice President for Academic Affairs and the Executive Director of the Institute for Achievement and Learning, at least twice a month.
- Will attend Faculty meetings.
- Will attend two-separate club and organization meetings, assigned by the Club & Organization Knight.

C. Student Affairs Knight

- Will receive and organize all concerns, comments, and questions for the respective affair.
- Will report valid and substantiated concerns, comments, and questions to KOR.
- Will research concerns, comments, and questions and aid KOR in implementing responses and/or solutions.
- Will schedule an initial meeting with the Vice President of Student Affairs within the first three weeks of school.
- Will schedule meetings at least twice a month with the Dean of Students.
- Will attend two-separate club and organization meetings, assigned by the Club & Organization Knight.

D. Athletics Knight

- Will serve as the liaison between all sports that fall under the Athletics Department as set by the Bylaws and KOR.
- Will receive and organize all concerns, comments, and questions for the respective affair.
- Will report valid and substantiated concerns, comments, and questions to KOR.
- Will research concerns, comments, and questions and aid KOR in implementing responses and/or solutions.
- Will represent all areas within Athletics.
- Will schedule meetings at least twice a month with the Athletic Director.
- Will be a representative on Student Athletic Council.
- Will attend two-separate club and organization meetings, assigned by the Club & Organization Knight.

E. Auxiliary Services Knight

- Will serve as the liaison between all areas of Auxiliary services as set by the Bylaws and KOR.
- Will receive and organize all concerns, comments, and questions for the respective affair.
- Will report valid and substantiated concerns, comments, and questions to KOR.
- Will research concerns, comments, and questions and aid KOR in implementing responses and/or solutions.
- Will meet with the Senior Vice President for Administration within the first 3 weeks of school to introduce yourself and hold meetings as needed.
- Will schedule meetings at least twice a month with the Director of Auxiliary Services.
- Will attend two-separate club and organization meetings, assigned by the Club & Organization Knight.

F. International Knight

- Will serve as the liaison between the International Students and the Center for Learning Abroad and the International Student Services Office as set by the Bylaws and KOR.
- Will receive and organize all concerns, comments, and questions for the respective affair.
- Will report valid and substantiated concerns, comments, and questions to KOR.
- Will research concerns, comments, and questions and aid KOR in implementing responses and/or solutions.
- Will schedule at least once a month meetings with the following staff members: Director of the Center for Learning Abroad or Director of International Student Services.
- Will attend two-separate club and organization meetings, assigned by the Club & Organization Knight.

G. Community Knight

- Will serve as the liaison between the Lynn Student community as set by the Bylaws and KOR.
- Will receive and organize all concerns, comments, and questions for the respective affair.
- Will report valid and substantiated concerns, comments, and questions to KOR.
- Will research concerns, comments, and questions and aid KOR in implementing responses and/or solutions.
- Will schedule meetings at least twice a month with the Center of Student Involvement.
- Will serve as the representative for the Greek community.

H. Financial Knight

- Will be responsible for all the KOR financial affairs and transactions.
- Will serve on the Finance Committee

- Will provide a financial report at every KOR meeting.
- Will schedule a meeting each semester with recognized clubs and organizations to discuss fund distribution procedures and policies.
- Will schedule meetings at least twice a month with the Associate Dean of Student Involvement and the Coordinator of Student Involvement, who oversees programming.
- Will attend two-separate club and organization meetings, assigned by the Club & Organization Knight.

I. Secretary Knight

- Will prepare the minutes and distribute them before each meeting.
- Will create the KOR agendas and minutes.
- Will track attendance at all KOR meetings and will report to the Parliamentarian Knight
- Will maintain all KOR files within the Center of Student Involvement.
- Will schedule meetings at least twice a month with the Assistant Dean of Student Involvement and the Vice President of Student Affairs.
- Will serve as a liaison with the Executive Assistant to the Vice President of Student Affairs and the Coordinator of Student Involvement who oversees programming.
- Set up calendars and schedules, including meeting times.
- Will send end of year reports and documents to the University Archivist
- Will coordinate the iTunes U course.
- Will coordinate all reports and concerns to appropriate knights and advisors.
- Will attend two-separate club and organization meetings, assigned by the Club & Organization Knight.

J. Parliamentarian Knight

- Will insure all KOR actions are run in accordance with *Roberts Rules of Order*, KOR Constitution, and KOR Bylaws
- Will insure all KOR members are familiar with *Roberts Rules of Order*.
- Will maintain the Governing Documents of KOR
- Will track all office hours of KOR members.
- Will schedule meetings twice a month with the Vice President of Student Affairs and the Assistant Dean of Student Involvement.
- Will attend two-separate club and organization meetings, assigned by the Club & Organization Knight.
- Will coordinate after action reports and proposals and send copies to the Secretary Knight.
- Will coordinate one procedural training session with clubs and organizations per semester.

K. Clubs/Organizations Knight

- Will represent all Club and Organizations
- Will receive and organize all concerns, comments, and questions for the respective affair.
- Will report valid and substantiated concerns, comments, and questions to KOR.
- Will research concerns, comments, and questions and aid KOR in implementing responses and/or solutions.
- Will schedule at least two meetings a month with the Coordinator of Student Involvement who oversees: Programming and Service/Leadership.
- Will attend two-separate club and organization meetings.
- Will coordinate which Knight attends club and organization meetings.
- Will hold a Presidents meeting once a month.

L. Public Relations Knight

- Will be responsible for promoting and strengthening the positive and consistent image of KOR through the use advertising strategies, public relations and raising awareness of accomplishments and progressive movement of KOR.
- Will also be responsible for advertising for all KOR general meetings.
- Will schedule meetings as needed with the Vice President for Student Affairs.
- Will be liaison with Marketing, including the Director of Marketing and Communications.
- Will meeting at least twice a month with the Center of Student Involvement.
- Will coordinate and use Social Media daily.
- Will promote club & organizations event.
- Will attend two-separate club and organization meetings, assigned by the Club & Organization Knight.

1.7.3 Lynn University Alumni Association

The Lynn University Alumni Association (LUAA) exists to: establish a strong and informed relationship between the University and its alumni which is mutually beneficial; foster enthusiasm for and participation in Lynn events; renew the common bonds between alumni, and, preserve the traditions and heritage of the University.

Every student who has graduated with an associate's, bachelor's, master's or Ph.D. degree from Marymount College, the College of Boca Raton, and/or Lynn University or has completed one year of study (more than 24 credits) and left the University is considered a member of the Lynn University Alumni Association (LUAA).

1.7.4 Bylaws of the Lynn University Athletic Council

Article I Purpose

The Lynn University Athletics Council reviews and proffers advice regarding the policies and procedures of the athletic program, while endeavoring to maintain a high level of excellence in the ethical and academic standards of the University's athletic program.

Article II Functions

1. Ensuring full observance of all policies, rules, and regulations with respect to athletics as established by the University, the National Collegiate Athletic Association, the Sunshine State Conference, and the Southern Association of Colleges and Schools;
2. Formulating and reviewing policies that pertain to the conduct of the intercollegiate athletic program;
3. Providing accurate and timely information to the University administration and faculty regarding athletics and student-athletes;
4. Reviewing strategic issues relating to the long-term conduct of the athletic program in such areas as the mix of sports, conference options and division classification;
5. Establishing policies for evaluating the academic progress of student-athletes, (as well as determining academic eligibility of student-athletes);
6. Reviewing pending NCAA or conference legislation and determining the potential impact on the University, as well as proposing legislation and policy changes to the NCAA and Sunshine State Conference;
7. Reviewing annual athletics department external reports to include:
 - a. Equity in Athletics Disclosure Act (EADA);
 - b. Graduation and Academic Success Rates;
 - c. Degree Completion Scholarship Awards; and
 - d. Student-Athlete Exit Surveys;
8. Participating in oversight activities relating to the overall assessment and planning of the athletics program to include:
 - a. Institutional Self Study (ISSG);
 - b. Compliance Blueprint Review;
 - c. Financial Audit; and
 - d. Strategic Planning.

9. Providing task force members for the Compliance Committee which will be called on as needed to assist in providing information and reports to the Athletic Council as a whole.

Article III Membership

Members of the Athletic Council are appointed by the University President. Membership is as follows:

1. The Faculty Athletic Representative who will serve as Chairperson of the Council;
2. Two faculty members with two year terms, eligible for renewal;
3. Two members of the administration with two-year terms, eligible for renewal;
4. A representative from the Blue & White Club Leadership Council and/or student-athlete alumnus with a two-year term, eligible for renewal;
5. Two students to include the President of the Student Athletic Advisory Committee, both with one year terms, eligible for renewal.

All of the above are voting members of the Council.

Ex-officio members of the Council include:

1. President;
2. Senior Vice President for Administration;
3. Vice President of Academic Affairs;
4. Director of Athletics;
5. University Registrar or designee – Athletic Certification Coordinator;
6. Director of Financial Aid designee;
7. NCAA Compliance Officer;
8. Director of Athletic Compliance;
9. Senior Woman Administrator/and if applicable, Director of Student-Athlete Services; and
10. Director of Undergraduate Admission or designee.

Compliance Committee Members include:

- Director of Athletic Compliance
- SWA/Director of Student-Athlete Services
- Faculty Athletic Representative
- Director of Undergraduate Admission or designee
- Director of Financial Aid or designee
- University Registrar or designee - Athletic Certification Coordinator
- Assistant Director of International Services and Programs
- Assistant Director of Residence Life

Article IV
Meetings of the Athletic Council

The Athletic Council will meet at least twice per semester.

1.8 Committees of University

1.8.1 Committees of the Board of Trustees

See Article XI of the Bylaws of Lynn University.

1.8.2 Administrative Committees

Administrative committees are typically made up of administrative officers under the auspices of the President or other senior administrators to address matters central to the administration of the University in an advisory capacity. Faculty members, students, and other University community stakeholders may be appointed to bring different perspectives and diversity of experience to the committees on which they serve.

1.8.2.1 President's Cabinet

The President (Chair) and the chief administrators of the University constitute the President's Cabinet. The primary function of the President's Cabinet is to evaluate, recommend and/or initiate policies and procedures that have University-wide impact. The Cabinet oversees every aspect of Lynn, from academics, admissions, Student Affairs and daily operations, to the accomplishment of the goals set out in Lynn's strategic plan, Lynn 2020. The Cabinet serves as a vehicle to promote close cooperation among the administrators who report to the President, thus maintaining good communication within all facets of the University community.

1.8.2.2 Dean's Council

The Vice President for Academic Affairs, in consultation with the President, is responsible for appointment of the Dean's Council, which includes all College Deans and any other members of the administration who report directly to the Vice President for Academic Affairs. The Dean's Council is advisory to the Vice President for Academic Affairs on all matters pertaining to policy and managerial/academic programs, and student academic support and development programs.

1.8.2.3 President's Alumni Advisory Council

The President's Alumni Advisory Council educates and engages alumni leaders in the life of the University. Expectations of the members include the following:

1. Be an alumnus/alumna of Marymount College/College of Boca Raton/Lynn University;
2. Attend one meeting per year on campus;
3. Give at the Leadership Society level (\$2500 or more) annually;
4. Act as an ambassador in his/her community to educate others about Lynn University; and
5. Attend University events in his/her community and, if appropriate, to host events to promote the University for development and/or admissions purposes.

1.8.3 Institution-Wide Committees and Task Forces

Institution-wide Committees address matters that cut across various segments of the University and typically have representation from administration, faculty, staff, and students. Where applicable, these committees also include outside individuals as members who can bring expertise to specific issues.

1.8.3.1 Lynn University Data Governance Committee

The mission of the Data Governance Committee will be to establish and oversee the University's data governance process. The committee is advisory to the President's Cabinet. The Director of IRPA will serve as chair of the Data Governance Committee. Membership of the committee will consist of the primary data stewards of all academic and non-academic University divisions engaged in collection, validation, and reporting of data.

Committee Charge:

1. Documentation:
 - a. Identify primary and secondary division-level data stewards;
 - b. Establish roles and responsibilities of primary and secondary division-level data stewards (and have these formalized within their job descriptions);
 - c. Creating an exhaustive University-wide data collection calendar that details data collection division-by-division;
 - d. Creating a standard documentation and preservation of annually collected data (this would be a good opportunity to introduce the document retention policy).
2. Data Quality:
 - a. Starting and maintaining a centralized critical data issues log;
 - b. Identifying and prioritizing which data collection mechanisms and processes require revision;
 - c. Identifying redundant data collections and creating a plan to phase out the redundant collection;
 - d. Establishing workgroups of data stewards to resolve data quality issues that cross program areas.
3. Training & Outreach:
 - a. Establishing an ongoing communication process with all University divisions regarding data collection, validation, and reporting;
 - b. University wide training on the data governance process: the purpose, benefits, roles, and organizational commitment required;
 - c. Serve as a catalyst for positive change within the institution through improved decision support.

1.8.3.2 Institutional Review Board

See Volume V, Section 5.9.1 of the *Lynn University Policy Manual*.

1.8.3.3 Task Forces and Special Initiatives Committees

The University President organizes task forces to address issues of shared University concern. Task forces are sanctioned by the President as temporary groups at the University. As such task forces are formed, their purpose, objectives, goals and updates will be made available to the University community.

1.8.4 Academic Council Committees

See Article IV of the Operating Bylaws of the Lynn University Academic Council.

1.8.5 Knights of the Roundtable Committees

The Committees of the Knights of the Roundtable (KOR) are set forth in the KOR Constitution.

1.8.6 Judicial Committees

Because these committees make decisions that can effect an individual's employment or attendance at the University, persons who serve on these committees are covered by the errors and omissions policies of the University as long as they act in a professional manner. Unprofessional or negligent behavior will, in many cases, cause insurance carriers to fail to cover individuals who are deemed to have acted in an unprofessional or negligent manner.

1.8.6.1 Committee on Rank and Advancement

See Article IV, Section 3 of the Operating Bylaws of the Lynn University Academic Council.

1.8.6.2 Student Conduct Review

The Vice President for Student Affairs implements student Conduct Review Boards on an *ad hoc* basis in accordance with the procedures set forth in Volume VI of the *Lynn University Policy Manual*.

1.8.6.3 Faculty Conduct Review

The Vice President for Academic Affairs implements faculty conduct review committees on an *ad hoc* basis in accordance with the procedures set forth in Volume IV of the *Lynn University Policy Manual*.