FACULTY BYLAWS OF BAYLOR COLLEGE OF MEDICINE

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Article I

THE FACULTY

1. The full-time faculty of Baylor College of Medicine (the College) shall consist of the President, other designated administrative officers, and all Professors (tenured) or (non-tenured), Associate Professors (tenured), (tenure track) or (non-tenured), Assistant Professors (tenure track) or (non-tenure track), and Instructors. Faculty with part-time appointments may have the same titles as full-time faculty. Although tenure designations must be maintained in the College's records for faculty members with full-time or part-time appointments, these designations need not be disseminated beyond the College. Voluntary faculty must have the above titles (i.e. Professor, Associate Professor, Assistant Professor, or Instructor) qualified by the following prefixes: Clinical, Adjunct, or Visiting.

2. A meeting of the full-time faculty shall be held at least annually and at the discretion of the President. The President shall preside at all such meetings. The full-time faculty meetings should facilitate communication among the faculty, Academic Council, and administration by transmission of actions of the Academic Council and by allowing the full-time faculty to make recommendations to the Academic Council and the administration. Minutes of the meetings of the full-time faculty meetings shall be maintained.

3. Two Faculty Input Committees, one representing the basic sciences Academic Units and the other representing the clinical sciences Academic Units, shall be formed to allow direct communication between the President and the faculty regarding the policies and issues of the College. An elected full-time faculty representative from each basic sciences and clinical Academic Unit shall serve on the respective committee. Chairs, Directors, and Heads of Academic Units, and Chiefs and Heads of Departmental Divisions, Centers and Sections within the Academic Units, are not eligible to serve as faculty representatives. All faculty from an Academic Unit are eligible to vote for their representative. Elected members will serve staggered three-year terms. Each Committee shall nominate two candidates from the full-time faculty for the Faculty at-Large positions on the Academic Council (Article IV (1)). The basic sciences and clinical sciences Faculty at-Large members of the Academic Council shall serve as the chairs of their respective Faculty Input Committees. Each committee shall meet with the President at least four times a year.
Article II
DEPARTMENTS, INSTITUTES, DIVISIONS, AND CENTERS

1. Academic Units of the College shall be Departments, Institutes, Independent Divisions, and Independent Centers. Academic Units shall be established, changed, or discontinued upon action by the Academic Council and approval by the Board of Trustees. Academic Units shall maintain separate budgets, make nominations or other recommendations on faculty appointments directly to the Committee on Faculty Appointments and Promotions, and receive direct allocations of laboratory and office space and equipment. The President of the College shall maintain an official list of all Academic Units of the College which shall be made available to interested parties upon request. Budgets for Academic Units shall be submitted directly to the President.

2. The Chair, Director, or Head of each Academic Unit may establish, change, or discontinue Divisions or Centers within the Academic Unit with the approval of the President and the Academic Council. They may also establish, change, or discontinue Sections within the Academic Unit. Departmental Divisions, Centers and Sections within the Academic Unit shall not be freestanding Academic Units of the College, and budgets for such entities shall be submitted to the respective Chairs, Directors, or Heads for incorporation into the budgets of the Academic Unit.

3. The Chair of each Department, the Director of each Institute, and the Head or Director of each Independent Division and Independent Center shall be the chief administrative officer of said Academic Units. The chief administrative officers of Academic Units shall be appointed in accordance with the procedure set forth in Article VI(1). Responsibilities of chief administrative officers of Academic Units shall include: (a) recommending appointments and promotions within his or her Academic Unit, (b) appointing Fellows, Postdoctoral Associates, and Research Associates within his or her Academic Unit, subject to the approval of the President, (c) administering a program of instruction in accordance with the curriculum and plan approved by the Academic Council, (d) stimulating and supporting research studies, (e) discharging delegated responsibilities, (f) engaging in and encouraging professional activities in support of the educational mission of the College, (g) assigning or re-assigning space allocated to the Academic Unit by the President, (h) furthering the missions and objectives of the College, (i) serving on institutional committees (standing or ad hoc) as recommended by the President and (j) performing such other administrative duties as shall from time to time be required. The chief administrative officer of each Academic Unit is responsible for communicating to the members of his or her Academic Unit rules and regulations regarding the administration of the unit and for implementing policies and procedures of the College. Each chief administrative officer shall hold meetings of the Academic Unit at regular intervals; however, such meetings shall be held at least quarterly. At these meetings the chief administrative officer shall seek the advice and counsel of the faculty of the Academic Unit in regard to the affairs of the Academic Unit and the College. Minutes of these meetings shall be kept and made available, upon request, to the faculty of the Academic Unit. If the chief administrative officer of an Academic Unit is unable to attend a meeting of the Academic Council, he or she may designate a temporary substitute. If such absence is anticipated to extend beyond one month, the chief administrative officer must designate a substitute. Substitutes shall not have voting power.
4. The appointment as Chair of a Department, Director of an Institute, or Head or Director of an Independent Division or Independent Center, or other administrative assignment within the College does not confer tenure, and its continuation is at the pleasure of the President and the Board of Trustees.

Article III
THE GRADUATE SCHOOL OF BIOMEDICAL SCIENCES

1. The Graduate School of Biomedical Sciences (the Graduate School) consists of those Academic Units which offer approved programs of graduate study leading to the degree of Doctor of Philosophy.

2. The chief administrative officer of each Academic Unit and Director of each interdisciplinary program which is approved to enroll graduate students shall appoint or serve as a representative to the Graduate Executive Council, the policy-making body of the Graduate School.

3. The Dean of the Graduate School shall be appointed by the President with the concurrence of the Academic Council and the Board of Trustees. The Dean shall preside at meetings of the Graduate Executive Council. The Dean shall be responsible for the appointment of appropriate committees of the Graduate School, such as Admissions, Promotions, Curriculum, and Policy.

Article IV
THE ACADEMIC COUNCIL

1. The members of the Academic Council shall consist of: (a) the President, (b) other administrative personnel of the College or its subsidiaries who are specifically designated by the President and approved by the Academic Council, (c) the Chair of each duly established Department, (d) the Director of each Institute, and the Head or Director of each Independent Division or Independent Center, who are specifically designated by the President to serve in said capacity, (e) two members at-large from the full-time faculty, one from a basic sciences Academic Unit and one from a clinical sciences Academic Unit, who shall be elected by the faculty in conjunction with the annual full-time faculty meeting and serve a two-year term, up to two consecutive terms, and (f) may consist of representatives of one or more affiliated institutions, to be approved by the Academic Council. Other members of the administration or faculty or representatives of affiliated institutions of the College may be appointed to serve as members of the Academic Council for specified terms of service and periods of time as shall be determined by the President and approved by the Academic Council. All members shall have voting power.

2. A person who has been appointed by the President to serve as an Acting Department Chair, Acting Institute Director or Acting Head or Director of an Independent Division or Independent Center shall have voting membership on the Academic Council during the period of his or her temporary administrative assignment.
3. At the discretion of the President, other individuals may be invited to attend Academic Council meetings or portions thereof when the agenda would make such attendance appropriate, but such persons shall not have voting power.

4. Minutes shall be kept of all meetings of the Academic Council.

5. The Academic Council shall meet regularly at least once a month during the academic year and whenever called by the President or a majority of the Academic Council. A quorum shall consist of one-half plus one of the Council's voting members.

6. The President shall preside at meetings of the Academic Council. A member of the Academic Council designated by the President shall preside in the absence of the President.

7. The Academic Council, on behalf of the faculty, shall (i) determine the policy of the College with respect to academic affairs; (ii) participate by discussion, detailed studies, advice, and counsel in the formulation of major policies of the college; and (iii) recommend all faculty appointments for Associate Professor (tenured), Associate Professor (tenure track), Associate Professor (non-tenured), Professor (tenured), or Professor (non-tenured). Voting on such appointments shall be held in a meeting subsequent to circulation of the recommendations of the Faculty Appointments and Promotions Committee.

8. The Academic Council shall recommend to the President those students upon whom the degrees of Doctor of Medicine, Doctor of Philosophy, and other degrees of the College shall be conferred.

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**Article V**

**THE PRESIDENT**

1. The President is elected by the Board of Trustees with the advice of the Academic Council.

2. The President is the chief executive officer of the College. The President shall discharge the following responsibilities:

   (1) enforce all rules and regulations of the College;

   (2) maintain effective communication among the Board of Trustees, faculty, staff, trainees, and students of the College;

   (3) recommend to the Board of Trustees all appointments to the faculty and promotions within the faculty in accordance with these Faculty Bylaws;

   (4) prepare the annual budget of the College and be responsible for the financial affairs of the College;

   (5) allocate all available space either owned or controlled by the College for the use of the Academic Units and administrative offices of the College;
(6) serve as the official spokesperson concerning the affairs of the College;

(7) appoint the members of all standing committees of the College with the approval of the Academic Council;

(8) appoint Acting Chairs, Directors, or Heads for Academic Units when such becomes necessary; and

(9) perform such other duties as shall be delegated to the President by the Bylaws of the College or the Board of Trustees of the College.

In discharging all responsibilities, the President will seek advice and counsel from members of the faculty or from such advisory committees as the President shall establish. In the event of a leave-of-absence or a long-term disability of the President of the corporation, the Board of Trustees or the Executive Committee shall appoint an acting President of the corporation. In the event of a short-term absence, the President may delegate his duties to one or more of the Vice Presidents.

Article VI

FACULTY APPOINTMENTS AND COMMITTEES

1. Faculty Appointments

The development of the faculty of the College is the joint responsibility of the President and the Academic Council. Appointments to the faculty shall be made as follows:

Non-tenured appointments and promotions shall be made on the recommendation of the chief administrative officer of the Academic Unit to the President. Re-appointment of non-tenured faculty members shall be made annually upon the recommendation of the respective chief administrative officer.

The President shall appoint a Committee on Faculty Appointments and Promotions to review and recommend tenured appointments and promotions as are recommended by the appropriate chief administrative officer or officers of the appropriate Academic Units. This Committee shall also review and recommend appointments at the rank of Associate Professor (non-tenured), Associate Professor (tenure track), Professor (non-tenured) and any other recommendations submitted by the President. Recommendations of approval of said Committee shall be submitted to the President, who shall forward a list of approved candidates to the Academic Council for its action. If approved by the Academic Council, the recommendations of that body shall be forwarded for final action to the Board of Trustees. Appointment or promotion to the title Assistant Professor (tenure track) requires that the Academic Unit conduct a national search in accordance with written guidelines developed by the Academic Unit and approved by the College. All faculty members shall receive annual letters descriptive of their appointments to the faculty of the College.
Chief administrative officers of Academic Units shall be chosen as follows. The President shall, upon the occurrence of a vacancy or the announcement of an anticipated vacancy, appoint a search committee to solicit and review candidates for the position. The search committee shall make a recommendation to the President who shall either approve or reject the recommendation. The President shall submit his or her recommendation to the Academic Council for consideration. The final, approved recommendation shall be transmitted to the Board of Trustees for formal action. The President and the search committee shall coordinate their activities with affiliated hospitals as required by applicable institutional agreements.

2. Appointments of Committees

Standing committees and subcommittees of the College shall be appointed annually by the President with the approval of the Academic Council. The President shall maintain a list of all committees and subcommittees of the College which shall be made available to interested persons upon request.

Standing committees shall report directly to the leaders of the areas they are intended to inform and, on request, may be asked to report to the Academic Council. Subcommittees shall report at least once a year to their respective committees.

Committees for special purposes (ad hoc committees) may be established by the President from time to time.

Pursuant to Article VI of the By-laws of Baylor College of Medicine, departments, sections, divisions, centers, offices, and administrative units are authorized to establish peer review committees, subcommittees, or other professional bodies, by whatever name, to evaluate the quality of medical and health care services or the competence of health care providers, whether faculty, residents, post-doctoral fellows, students, or staff, in furtherance of quality assurance and performance improvement.

3. Academic Tenure

Associate Professors and Professors may hold academic tenure, except when otherwise specified at the time of appointment. Within nine years of initial appointment to the title of Assistant Professor (tenure track) the faculty member must be considered for promotion to Associate Professor (tenured). If not promoted to that rank, such faculty member must be terminated or transferred to a non-tenured position.

Tenure at the College is the expectation of continued appointment as long as duties are satisfactorily fulfilled. Continuing tenure envisions continuing exemplary professional, scientific, and academic achievement in order to maintain a commensurate level of compensation. Tenure does not assure the assignment of any particular job duties or responsibilities. Tenure is a commitment only to unqualified appointments of Associate Professor (tenured) or Professor (tenured) and does not accrue to persons serving in the rank of Instructor, Assistant Professor (tenure track), Assistant Professor (non-tenure track), Associate Professor (non-tenured), Associate Professor (tenure track), or Professor (non-
tenured) regardless of length of service. Tenure does not apply to appointments qualified by the prefixes Adjunct, Clinical, or Visiting.

Except for financial exigency, tenured faculty may not be dismissed except for cause. The reasons for dismissal may be presented, if requested by the affected faculty member, before a properly constituted committee composed of members of the faculty. Termination of a continuous tenured appointment because of financial exigency should be demonstrably bona fide.

4. **Distinguished Service Professorships**

A Professor who has contributed unusually meritorious service to the College and achieved great distinction in his or her field and to the College may be awarded, upon recommendation of the President, the title of "Distinguished Service Professor" by action of the Board of Trustees.

5. **Retirement**

Faculty: The normal age of voluntary retirement for faculty members of the College shall be at the end of the academic year following his or her 65th birthday. Faculty may not be mandatorily retired because of age.

A tenured professor with at least one year of service or a tenured associate professor with ten years of service to the College who has remained on active status until retirement may be eligible for an “Emertius” appointment. This designation may be made upon the recommendation of the chief administrative officer of the Academic Unit in which the candidate has his or her primary appointment and upon formal action by the President and the Board of Trustees.

A tenured Professor who has served the College with special distinction for at least 10 years and who has remained on active status until retirement may be eligible for a "Distinguished Emeritus" appointment. This designation may be made upon the recommendation of the chief administrative officer of the Academic Unit in which the candidate has his or her primary appointment and upon formal action by the Faculty Appointments and Promotions Committee, the Academic Council, the President, and the Board of Trustees.

A non-tenured faculty member with the rank of non-tenure track professor, non-tenure track associate professor, voluntary clinical professor or voluntary clinical associate professor who has demonstrated exemplary service to College for at least 10 years and who has remained on active status until retirement may be eligible for an "Emeritus" appointment. This designation may be made upon the recommendation of the chief administrative officer of the Academic Unit in which the candidate has his or her primary appointment and upon formal action by the Faculty Appointments and Promotions Committee, the Academic Council, the President, and the Board of Trustees.

The “Emeritus” designation shall remain in effect unless withdrawn in BCM’s sole discretion or upon the death of the individual.

Administration: The normal age of retirement for administrative officials of the College (President, Vice Presidents, and chief administrative officers of Academic Units) shall be at the end of the academic year following his or her 65th birthday.
Mandatory retirement may occur at that time or any time thereafter provided that the conditions are met as specified under law.

Special Employment: Notwithstanding the foregoing, on the recommendation of the President, the Board of Trustees may appoint for service to the College on a temporary, year-by-year, part-time, or full-time or adjusted compensation basis, a scholar, scientist, physician, administrative officer, or other person. In a similar manner, the Board of Trustees may continue the appointment of the President.

Laboratory and Office Space: Upon retirement, the member of the faculty, the officer of administration, or any other employee of the College shall relinquish any space furnished by the College, except that the President may assign office or laboratory space for special use of the faculty member for such period of time as is deemed necessary.

6. **Sabbatical Leave**

The principles of a sabbatical leave shall be maintained for tenured faculty members with the condition that any sabbatical leave must enhance the individual's academic development and also must be of significant value to the faculty member's Academic Unit and to the College.

Sabbatical leave must be approved at least one year in advance by the chief administrative officer of each Academic Unit in which the faculty member has an appointment and by the President. Requests for sabbatical leave must be made in writing and include clear documentation of the purpose and relevance to career and institutional goals and a financial plan showing sources of funding for salary support and other expenses to be incurred during the sabbatical.

Sabbatical leave shall be permitted for a period of up to one-half year at full salary or one year at half salary after the completion of each seven years of employment provided that faculty members are available to assume the duties of the faculty member who is on leave. Sabbatical leave shall not be cumulative.

7. **Faculty Appeals**

The College shall maintain mechanisms by which any faculty member may appeal actions by the College concerning his or her individual faculty status.

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**Article VII**

**AMENDMENTS**

1. These Faculty Bylaws may be amended as follows:

A proposed amendment may be initiated either by the President, the Academic Council, one of the standing committees, one of the Faculty Input Committees, or in the form of a written proposal for amendment signed by at least ten faculty members. In any event, such a proposal must be submitted to the President, General Counsel and Chief Academic Officer. The proposal must be considered within thirty days after its submission, and a recommendation for its approval or disapproval made to the Academic Council which shall consider it at its next
regular meeting. The Academic Council shall vote on the proposed amendment at the second regular meeting of the Council following its submission to that body. Upon recommendation for approval by a majority vote of the Academic Council, the amendment shall be submitted to the full-time faculty at its next meeting. The proposed amendment must be circulated to the full-time faculty no fewer than ten days prior to the next full-time faculty meeting. A simple majority of the full-time faculty present at the meeting is required for approval. If approved, the amendment shall be transmitted to the Board of Trustees by the President for ratification, and, once ratified, incorporation into these Faculty Bylaws.

2. If the proposed amendment is not recommended for approval by the Academic Council, the sponsors may submit the proposal to the next meeting of the full-time faculty. If approved by two-thirds of those present, the amendment shall be transmitted to the Board of Trustees by the President, along with the action of the Academic Council, for its consideration, and, if ratified, incorporation into these Faculty Bylaws.

Approved:
Academic Council: 02/11/13
General Faculty: 02/21/13
Board of Trustees: 03/27/13