

**JOAN AND SANFORD I. WEILL MEDICAL COLLEGE
OF CORNELL UNIVERSITY**

GENERAL FACULTY COUNCIL BYLAWS

1. DUTIES AND FUNCTIONS

1.1 The Bylaws of Cornell University state that the duties of the Medical College faculty shall be discharged ordinarily by **an Executive Faculty Council**, composed of the President of the University, the Provost for Medical Affairs and Dean, the Associate Deans, and the academic department chairmen, and such other persons as may be designated by the President, and a **General Faculty Council** consisting of representatives elected by various disciplines and constituent elements of the College as the Board of Trustees shall authorize and provide.

1.2 As stated in the Bylaws of Cornell University, it is the duty of the Medical College faculty to determine the entrance requirements for its students; to prescribe and define courses of study for them; to determine the requirements for such degrees as are offered to students under its jurisdiction; to recommend to the President such candidates for degrees as may have fulfilled the requirements thereof; to enact and enforce rules for the guidance and supervision of its students in their academic work; and, in general, to exercise jurisdiction over the academic interests of students and all other educational matters in the Medical College.

1.3 In addition, General Faculty Council members are responsible for investigating matters of interest and concern to the faculty and presenting these issues to the Administration; requesting and accepting from their constituencies suggestions for matters to be considered by the Council and opinions regarding matters of concern to the Faculty; maintaining effective faculty participation at the Medical College; reporting the activities of the Council to their constituencies, particularly those that will have a significant impact on the institution; receiving regular reports from the Dean of the Medical College and other members of the Administration on matters of relevance to the faculty; serving as a consultant to the Dean of the Medical College and ascertaining faculty opinion on matters that the Dean chooses to bring before it. These duties are facilitated by regular attendance at Council meetings and through regular consultation with constituencies.

2. MEMBERSHIP

2.1 The voting membership of the Council shall be structured to represent all faculty who advance the educational, clinical and research missions of Weill Cornell. The voting membership will consist of full-time faculty members, voluntary faculty members, a postdoctoral associate, and faculty from affiliated institutions and network hospitals, as defined.

2.1.1 Organizational Unit Representatives. Each organizational unit within Weill Cornell in which faculty hold primary appointments (the “Organizational Units”) may elect a representative to the voting membership of the Council. These Organizational Unit Approved by the General Faculty Council on October 11, 1993, February 14, 2000, June 11, 2001, June 13, 2005, April 9, 2007, May 11, 2009, March 12, 2012, July 9, 2012, June 8, 2015, September 21, 2015, July 11, 2016, May 18, 2020, September 21, 2020, October 19, 2020, January 10, 2022 and June 12, 2023.

Representatives shall be nominated and elected by and from among the full-time faculty members holding primary appointments in the organizational unit they represent.

2.1.1.a For purposes of Officer candidacy and certain other electoral procedures, Organizational Units will be designated in the “Nominating Procedures for Officers of the General Faculty Council” as either Clinical Organizational Units or Basic Science Organizational Units. Designations will be reviewed annually by the Steering Committee and updated by vote of the Council as needed.

2.1.1.b Expanded Representation.

i.) To facilitate communication between the Council and the faculty, Organizational Units with more than 100 full-time faculty members will be eligible for up to one additional voting representative for every 100 additional full-time faculty members (e.g., a unit with 101 to 200 full-time faculty members will be eligible for a second voting representative; 201 to 300 full-time faculty, a third voting representative; etc.).

ii.) Distribution of additional representative seats among the faculty of an Organizational Unit (i.e., on an at-large basis or based on defined subdivisions within the Organizational Unit) will be determined by the Organizational Unit with the intention to best promote communication between the faculty of the Organizational Unit and their representatives.

iii.) The addition of representatives will be phased in with no more than two additions per Organizational Unit in any single year.

iv.) Changes in the number of voting representative positions for any Organizational Unit will be determined annually in a 3-step process:

1) Each year in February the three GFC officers will review a current faculty census for all Organizational Units.

2) If an Organizational Unit meets the size criteria for additional representatives, by March 1st the administration of the Council will notify the Organizational Unit’s faculty and invite interested faculty members to join the GFC officers and the current unit representative(s) in a 2-week discussion period on the role of the GFC and unit representatives, and alternative models for allocating additional seat(s) within the unit, with the intention to reach a consensus on addition of seat(s) and an allocation model.

3) The three GFC officers, in consultation with the existing representative(s) from the Organizational Unit, will: review the discussion records, identify the consensus agreement, if one is reached, and notify the Unit faculty of the results.

v.) Upon affirmation by an Organizational Unit to accept any additional representative seat(s) offered under the consensus, on April 1st, the administration of the GFC will initiate election proceedings to fill the new seat(s) in accordance with the procedures outlined in Section 4.4 of these Bylaws.

vi.) The GFC Chair will report to the Council the results of each annual review process. If an Organizational Unit declines to fill a seat to which it has become entitled, that decision must be conveyed to the Council leadership prior to the election date, and be reported within the Chair's report to the full Council at its next business meeting.

2.1.2 Research Representatives. In order to augment the voice of the Weill Cornell biomedical research community within the Council, additional Research Representatives will be elected by and from among the Weill Cornell Scientists (comprised of full-time faculty in the basic science organizational units and full-time faculty in clinical organizational units for whom research constitutes the major component of their Weill Cornell activities). To identify constituencies of research faculty with related interests, each Weill Cornell Scientist will be asked to select a Program of Interest from among the programs of the Graduate School of Medical Sciences*. For faculty currently holding appointments in one of these Programs, their Program of Interest will be their current appointment. Each Program of Interest will have one representative on the Council.

* Informational Note: Effective as of July 1, 2015, GS programs are: Biochemistry and structural biology, Cell and developmental biology, Immunology and microbial pathogenesis, Molecular biology, Neuroscience, Pharmacology, Physiology, biophysics and systems biology.

2.1.3 One Member shall be nominated and elected by and from among the voluntary faculty members of each Organizational Unit listed here:

Weill Department of Medicine
Department of Psychiatry

2.1.4 One Member shall be elected from the teaching faculty at each of the following affiliated hospitals:

Memorial Hospital Hospital for Special Surgery

2.1.5 Up to three Members shall be elected from among all of the teaching faculty members of metropolitan-area affiliated hospitals located outside the Borough of Manhattan ("Area Affiliates"). Terms of the three representatives shall be staggered so that no more than two representatives may be elected for the same term. No Area Affiliate may have more than one Member on the Council at any time.

2.1.6 A Postdoctoral Representative shall be nominated and elected by and from among the postdoctoral associates.

2.2 Non-voting members shall include two representatives from the Executive Faculty Council, one representative from the Weill Cornell Diversity Council, one representative from the Medical Student Executive Council, and one student representative from the Graduate School of Medical Sciences. Additional non-voting members from affiliated institutions may be elected to the Council as determined by the GFC from time to time.

2.3 Non-voting *ex officio* members shall include the President, the Provost for Medical Affairs and Dean of the Medical College, the Dean of the Graduate School of Medical Sciences, the Associate Deans, the Full-Time Faculty Representative to the Weill Cornell Board of Overseers, the Director of the Samuel J. Wood Library and such other administrative officers as the Council may invite as non-voting *ex officio* members.

3. SUFFRAGE AND QUALIFICATIONS FOR OFFICE

3.1 Organizational Unit Representatives. Full-time employed faculty with appointment at the rank of Instructor or above, except as noted in paragraph 3.4, shall be eligible to nominate, vote for, and serve as Organizational Unit Representatives. Except as provided in paragraph 2.1.3, the full-time faculty representative from each Organizational Unit will serve as representative for the full-time, part-time and voluntary faculty in the Unit.

3.2 Research Representatives. Faculty members eligible to nominate candidates, run for election and vote for Research Representatives will be Weill Cornell Scientists, defined as:

- full-time faculty in the basic science organizational units and
- full-time faculty in clinical organizational units for whom research constitutes the major component of their Weill Cornell activities.

Weill Cornell Scientists will be identified each year at the beginning of the annual election period through procedures adopted by the Council.

3.2.1 The transition from At Large Representatives to Research Representatives will be phased in. The six current At Large Representatives will select their Program of Interest and will complete their elected terms. Additional Research Representatives will be elected for unrepresented Programs of Interest.

3.3 Voluntary faculty with appointment at the rank of Instructor or above shall be eligible to nominate, vote for and serve as Voluntary Faculty Representatives for the designated Organizational Units.

3.4 Postdoctoral associates are eligible to vote for and serve as the Postdoctoral Representative. Individuals holding faculty appointments as Instructor, but enrolled in graduate training programs, will be considered postdoctoral associates for purposes of service and voting.

3.5 The Council is the sole judge of qualifications and eligibility of its members.

4. ELECTION AND TENURE

4.1 Members shall be elected by the faculty of their constituencies in May/June for a term of three years beginning the next first of July, except that the Postdoctoral Representative shall be elected in September for a term beginning with the election and ending the earlier of: 1) the next election or 2) termination of the representative's appointment at the institution.

4.2 No Member shall serve more than six years without an intervening period of at least one year, except that a Member may serve two full three-year terms after filling an unexpired term or a term of less than three years. If a Member is elected an Officer of the Council, membership on the Council may be extended for enough years to allow fulfillment of the term as an Officer.

4.3 When Members are selected separately from the full-time and the voluntary faculties of a single Organizational Unit, the full-time faculty of that unit shall elect the full-time representative Member, and the voluntary faculty of the unit shall elect the voluntary representative Member.

4.4 Regular election of Organizational Unit and At Large Members shall be conducted under supervision of the Office of the Secretary no later than the second week of June prior to the end of the term of the current Member. The election period shall extend for a period of seven (7) business days with the voting dates/times published on the election notice and the ballot.

The Office of the Secretary shall give notice of the election to, and request nominations from, all voting members of each constituency having Member openings by the first of April prior to the election. Nominations will be open for 21 calendar days. If the number of candidates nominated equals the number of open positions at the close of the nomination period, those candidates will be deemed the winners of the election, and no ballot will be circulated.

It will be the responsibility of each constituency to ensure that contact information for eligible voters is kept current.

4.4.1 Election will be by written ballot by email, fax or electronic voting system approved by the Council and designed:

- a) to maintain confidentiality of each voter's choice(s) and
- b) to preclude casting more than one vote.

4.4.2 The winner of the Organizational Unit Representative elections will be the candidate who receives the majority of votes. If no candidate receives a majority in the first round of voting, a run-off election of the top two candidates will be held within 2 weeks, following the same voting procedures identified in this section 4.4.

4.4.3 The Research Representative election processes for each Program of Interest will be conducted on an honor system in which faculty who identify themselves with a Program will be eligible to nominate and vote for candidates in that Program.

4.5 All other groups eligible for representation will be responsible for establishing and implementing their own selection procedures.

4.6 If a Member is unable to attend to the duties of office, including regular attendance at meetings, the Council may determine that a vacancy exists. Absence from three consecutive meetings within an academic year and without explanation or substitution will be sufficient reason for terminating a Member's tenure on the Council to establish a vacancy.

4.7 The Steering Committee of the Council may request the Office of the Secretary to conduct an election in any constituency in event of a vacancy.

4.8 The Council shall resolve and decide any issues that arise regarding the conduct of elections.

5. OFFICERS

5.1 The Council shall have the following officers: Chair, Vice-Chair and Secretary.

5.2 Officers shall serve for a term of two years, beginning the first of July following their election. Officer elections will open with a Council-wide Call for Nominations launched by April 10th. The Call will be open for 21 days. All candidates (opposed or not) will be offered the opportunity to present a position statement during the Voting Members session of the May Regular Meeting. The Council may make regulations concerning nomination of Officers.

Election will be by written ballot by email, fax or electronic voting system approved by the Council and designed:

- a) to maintain confidentiality of each voter's choice(s) and
- b) to preclude casting more than one vote.

Ballots will be sent to all Voting Members no later than 7 business days before the June Regular Meeting. Voting will be open for 7 business days.

The winner of each position election will be the candidate who receives the majority of the votes. If no candidate receives a majority in the first round of voting, a run-off election of the top two candidates will be held within 2 weeks, following the same voting procedures.

5.3 At the end of his or her term, the Chair will remain as a non-voting Member of the Council for a period of six years. He or she will be designated as a Senior Councilor.

5.4 A Steering Committee shall consist of the Officers and the three past Chairs of the General Faculty Council, and the Chairs of the Standing Committees.

5.5 The Council shall fill any mid-term vacancy among the Officers or Steering Committee at the next Regular Session, in accordance with the nominating regulations.

5.6 Duties of Officers:

- A. The Chair and Vice-Chair during their term are Representatives of the General Faculty Council to the Executive Faculty Council.
- B. The Chair presides at meetings; may call special meetings of the Council; may, after consultation with Council and Faculty Members, appoint and charge committees; may

serve as an *ex officio* member of the committees of the Council, and shall perform other appropriate duties as determined by the Council.

- C. The Vice-Chair shall perform the duties of the Chair in the Chair's absence, may serve as an *ex officio* member of Committees of the Council and such other appropriate duties determined by the Council.
- D. The Secretary shall arrange for the minutes of the Council to be recorded, for notices of meetings to be issued, and an agenda to be issued a week prior to Regular Sessions of the Council and perform other appropriate duties as determined by the Council.
- E. The Steering Committee shall prepare an agenda for each Session of the Council.
- F. Officers shall not serve as Chairs of the Standing Committees, but may serve as Interim Chairs until new leadership is identified. The Steering Committee shall regularly communicate with the Chairs of the Standing Committees.

6. STANDING COMMITTEES

6.1 Without prejudice to the Standing and *ad hoc* Committees appointed by the Weill Cornell Administration, the Council may create committees for the discharge of any function within its jurisdiction and exercise jurisdiction over educational matters in the Medical College that have been delegated to the Council by the University Bylaws.

6.2 The standing committees of the General Faculty Council shall be the Biomedical Research Committee, the Clinical Affairs Committee, the Education Committee and the Committee on Resources, Benefits and Professional Environment.

- A. The Biomedical Research Committee shall be responsible for investigation of issues directly affecting basic science and other research faculty in the institution.
- B. The Clinical Affairs Committee shall be responsible for investigation of issues directly affecting the clinical faculty.
- C. The Education Committee shall be responsible for investigation of issues related to curriculum and teaching.
- D. The Committee on Resources, Benefits and Professional Environment shall be responsible for investigation of issues related to benefits and human resources policies affecting the GFC constituent groups.
- E. The Committee on Diversity shall be responsible for investigation of issues related to diversity and the provision of an inclusive and nurturing work environment affecting the GFC's constituent groups.

6.3 The Council may establish and constitute special committees as it deems necessary and appropriate from time to time and shall specify their duties. The committees shall meet on an *ad hoc* basis to deliberate on issues that require greater consideration and review than might be permitted during the course of general meetings.

6.4 The Council Chair may appoint members to the committees of the Council (5.6.B), which may include faculty or students who are not Members of the Council. Council Members who have not been appointed to a committee, but are interested in the issue that is being examined by that committee will not be excluded from the committee's review process. Members may continue to serve on committees after their term on the Council has expired, subject to approval of the Council Chair in consultation with the committee chair.

6.5 Standing Committee Chairs will be appointed by the Council Chair from among the committee members who are Members of the Council.

7. MEETINGS AND VOTING

7.1 The Council shall meet in Regular Session monthly at a time and place determined by the Council.

7.2 Special Sessions of the Council may be called by the Chair or the Steering Committee or by request of five Members or by request of the President or the Dean. Notice of the time and purpose of the meeting shall be communicated not later than 48 hours before the time set for the meeting.

7.3 Each elected Voting Member shall have one vote. Voting will be either by vote of the members who are physically present at the meeting, or by written electronic submission from members who are attending via teleconference or other communications technology that allows all members participating in the meeting to hear each other at the same time. In order to be recorded, votes submitted electronically must be received before the conclusion of the meeting. Except in the case of Amendments to the Bylaws, motion passage requires that votes have been cast by more than 50% of the Council's Voting Members.

7.4 The vote on an action item may be by open ballot or by secret ballot. If one GFC voting member requests that the vote be done by secret ballot, then the vote shall be taken by secret ballot. That request may be made privately to the GFC Chair, either orally or in writing; the Chair shall preserve the anonymity of the member who requests the secret ballot.

7.5 Amendments to these Bylaws shall be by affirmative vote (in-person or electronic submission) of two-thirds of the total voting Membership at a Regular Session following the Session at which the proposed Amendment is presented and debated.

7.6 Action through written consent. Council action without a meeting is reserved for situations in which there is manifest urgency, and for which the Council is likely to render approval. Actions by written consent may not include the following:

- Amendments to the Bylaws,

- Approvals of college-wide policies,
- Election to tenure, or
- Student or faculty disciplinary actions.

When the Steering Committee decides that a resolution merits action through written consent, it shall be submitted to Council members electronically, for votes to be registered within 72 hours. Approval of the resolution requires that at least three fourths of the Council membership vote, and that there are no votes to disapprove.