BYLAWS

COOPER MEDICAL SCHOOL OF ROWAN UNIVERSITY

August 2025

Last Revised March 2025

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I. Preamble

These bylaws shall promote the vitality of Cooper Medical School of Rowan University (CMSRU) as an academic learning community through which the mission, purposes and specific goals of the institution may be accomplished. These bylaws and all amendments adopted as hereinafter provided shall henceforth constitute the rules and regulations governing the conduct and procedures of the Faculty of CMSRU in the performance of its duties and in the exercise of its authorized powers.

II. Our Mission

Cooper Medical School of Rowan University is committed to providing humanistic education in the art and science of medicine within a scientific and scholarly community in which excellence in patient care, innovative teaching, scholarly activity, and service to our community are valued.

Our core values include a commitment to a positive learning environment, mentorship, professionalism, patient advocacy, wellness, the communities we serve, and scholarly activity.

III. Our Vision

Cooper Medical School of Rowan University will distinguish itself as an innovator in medical education and biomedical research that will lead to the transformation of healthcare.

IV. Statement of Purpose

Cooper Medical School of Rowan University (CMSRU) is committed to providing an academic and work environment that respects the contributions, talent, and experiences of all of our students, faculty, and staff. Our core values include a commitment to a positive learning environment, mentorship, professionalism, patient advocacy, care of the underserved, wellness and scholarly activity. We embrace the philosophy that excellence in medical education, research, and clinical practice is best achieved through promoting and maintaining an academic and work environment free of discrimination. We pledge to build and sustain a learning community where professionalism is celebrated, and to foster access to medical education to learners from all segments of society. We consider fostering a positive environment to be a responsibility of everyone in our learning community. It is our goal to create an academic environment that is welcoming and respectful of all.

V. Prevailing Authority of University Policies

The term "University Policies" shall refer to (1) any action, resolution, or policy of the Rowan University Board of Trustees, or (2) any action or policy of the President of Rowan University taken within his (her) authority, or (3) any administrative policy or procedure that may be adopted pursuant to the authority granted by the Board of Trustees or by the President.

In the event of any conflict or contradiction between these bylaws or any action taken under the authority of these bylaws, on the one hand, and any University Policy now in effect or adopted in the future, on the other hand, then the pertinent provision or provision of these bylaws or the action taken pursuant thereto shall be superseded by the pertinent University Policy.

VI. The Medical School

CMSRU is authorized by a New Jersey Executive Branch government Reorganization Plan, known as Executive Order No. 002-2009. The duties, privileges and responsibilities of the faculty of the medical school, as stated or implied in these bylaws, shall be exercised in accordance with the regulations, policies and procedures of Rowan University, the Rowan Board of Trustees, and the provisions of any relevant New Jersey Statutes.

VII. CMSRU Leadership

7.1 Responsibilities of the Dean of CMSRU

The Dean of the Medical School (the principal academic and administrative officer of the Medical School), reporting directly to the President of Rowan, is the principal manager of the School, with broad responsibility to provide leadership in medical education and scholarly activity. The Dean may delegate responsibility to the other deans. The Dean shall be responsible for all aspects of academic affairs of the Medical School and shall have supervisory authority over the departmental chairs and faculty with respect to academic and Medical School related matters. He or she will maintain all Medical School faculty files, including all recommendations regarding faculty actions, teaching, research and other professional responsibilities related to undergraduate medical education.

The Dean shall evaluate and make recommendations regarding space and equipment needs of the Medical School and shall supervise any and all interdisciplinary academic endeavors between discreet medical disciplines and/or between discreet medical disciplines and non-medical but related disciplines at Rowan or other institutions. He or she shall recommend the hiring of Basic Science Faculty members and shall participate in the manner specified herein with respect to the hiring of Clinical Faculty; supervise the faculty and Medical School administrative staff; collaborate with the faculty as they refine the curriculum; exercise managerial supervision over the educational and faculty research programs; prepare and submit for approval by the President and Board of Trustees of Rowan and then administer the Medical School capital and operational budgets; supervise the advertising/marketing/recruitment campaigns; provide stewardship over the assets of the Medical School and provide such other functions and undertake such responsibilities normally associated with a medical school Dean, as well as those functions and responsibilities set forth in the Affiliation Agreement between Rowan University and Cooper University Health Care (CUHC) . The Dean has authority over the allocation of all resources of CMSRU, subject to approval by the President and Board of Trustees of Rowan University.

With respect to Clinical Faculty employed by CUHC who provide educational services to the Medical School, the Dean shall consult with the departmental chairs and the Chief Physician Executive of CUHC in the making of Clinical Faculty assignments and shall review and undertake evaluations of the Clinical Faculty member's academic performance related to undergraduate medical education. He or she shall have ready access to the President of Rowan and the President and CEO of CUHC and to other officers of Rowan and CUHC as is necessary to fulfill his or her on-going and/or emergent responsibilities.

7.2 Responsibilities of the Associate Deans of CMSRU

The Senior Associate Dean for Medical Education oversees all aspects of the undergraduate medical education program at CMSRU, the Clinical Skills and Simulation Center, and the Medical Library.

The Senior Associate Dean for Medical Education serves as the administrative staff and an ex-officio member of the Curriculum Committee and the Academic Standing Committee and is responsible to staff and provide support for all subcommittees of the Curriculum Committee. The Senior Associate Dean for Medical Education administers the production and quality assurance of the Medical Student Performance Evaluation (MSPE) for all CMSRU medical students, as well as reviews the academic performance records of all medical students.

The Senior Associate Dean of Admissions is responsible for the oversight and management of the staff and all activities related to, but not limited, to the Office of Admissions and the process of student recruitment. The Senior Associate Dean for Admissions works closely with other deans, faculty, and professional staff of CMSRU, Cooper University Healthcare, and Rowan University to achieve maximal outcomes through shared expertise. The Senior Associate Dean of Admissions will also serve as a liaison between CMSRU and outside institutions, as necessary, to facilitate the admissions process.

The Senior Associate Dean for Student Affairs oversees all aspects of student support services, including financial aid administrative services, student health and wellness, registrar services, disabilities and accommodations, Title IX compliance and reporting, and student career advising and mentorship. The Senior Associate Dean for Student Affairs applies CMSRU's strategic vision for the residency matching processes annually. They are responsible for the implementation and execution of student policies and procedures. The Senior Associate Dean for Student Affairs serves as ex-officio on the Committee on Cultural Competence, Belonging and the Learning Environment and the Committee for a Positive Learning Environment.

The Associate Dean for Engagement and Community Impact leads strategic efforts to advance CMSRU's mission and vision within our community; collaborates with key educational and community constituencies to develop and carry out initiatives that contribute to the achievement of our goals, contributes to the recruitment, retention and career goals of faculty, staff, and students; and supports the overarching goals of CMSRU faculty, staff, students, and academic leaders to enhance the CMSRU education and community programs supporting cultural competency. The Associate Dean for Engagement and Community Impact leads the CMSRU Unity Council's efforts to coordinate school-wide initiatives fostering cultural competency/cultural humility.

The Associate Dean for Research serves as the chief officer responsible for promoting investigator-initiated scholarship within the faculty. The Associate Dean for Research facilitates basic science, translational, clinical, and epidemiological population research within the school and in conjunction with other research institutions, as well as directs the faculty in planning and securing resources, evaluating and implementing activities for the research program, and managing the procurement of funds. The Associate Dean for research also serves as a School representative both internally and externally and actively participates in various Institutional planning, implementing, and evaluating research activities.

The Associate Dean for Faculty Affairs oversees the operations of the Office of Faculty Affairs; in their role, the Associate Dean for Faculty Affairs serves as a liaison for all CMSRU appointed faculty to meet and exceed the educational goals of CMSRU, as well as promote professional development. The responsibilities of the Associate Dean for Faculty Affairs include management and oversight of faculty development programming; faculty appointment and promotions; selection of faculty for CMSRU standing committees; faculty recruitment for administrative, teaching and advisory roles; and service as ex-officio on several standing committees at CMSRU.

The Associate Dean for Professional Development supports the faculty in developing and disseminating curriculum and practices related to humanism, professionalism, medical ethics and law. The Associate Dean for Professional Development coordinates activities of the Center for Humanism and works collaboratively with the other deans of CMSRU, the DIO, the residency program directors, the faculty, and CUHC senior administration to ensure a positive learning environment.

The Associate Dean for Clinical Affairs oversees the clinical affiliations including between CMSRU and CUHC, specifically ensuring that the educational mission of CMSRU is fulfilled within the context of clinical activities at CUHC.

The Associate Dean for Graduate Medical Education (GME) oversees the GME enterprise that is co-sponsored by CMSRU and Cooper University Healthcare. They report directly to the Dean of CMSRU with a dotted-line to the Chief Physician Executive. The Associate Dean for GME works with the Assistant Dean for GME, the Designated Institutional Official, the Vice-President for Education & Research, and the Chair of the Graduate Medical Education Committee to ensure that GME training at CUHC is compliant with ACGME accreditation requirements.

The Associate Dean for Program Development and Continuous Quality Improvement (CQI) at CMSRU is responsible for oversight of the development of new programs at CMSRU. They support program initiatives and ensure all new programs align with strategic planning and the mission of CMSRU. In addition, they work with the Assistant Dean of Assessment and CQI, and the assessment team to provide oversight of CQI and ensure CQI methods are implemented across all medical education programs to meet or exceed accreditation standards. They provide the Dean, curricular deans, and course/clerkship directors with a summary and analysis of student performance and evaluations and provide support in any needed improvement plans.

VIII. The Departments

8.1 Academic Departments

In order to fulfill the mission and goals of CMSRU, academic departments of the Medical School shall be established or abolished by the Board of Trustees upon recommendation of the Dean with the approval of the President of Rowan. The Medical School Board (MSB), Executive Council, and Faculty Assembly shall advise the Dean regarding such recommendations prior to referral to the President of the University. The results of a mail ballot or electronic mail ballot of the Faculty shall be reported to the Dean and then submitted along with the recommendation of the Dean and the President to the Board of Trustees.

8.2 Responsibilities of the Departments

Each academic department within the Medical School, reporting to the Dean through the Departmental Chair or Administrative Head, shall be responsible for recommending an academic

plan for research, teaching and service along with developing a formal system of evaluation of professional competence of each member of the Departmental faculty and establishing departmental committees regarding appointment, reappointment, tenure (if applicable) and promotion. The Departmental Appointments and Promotions Committee shall review the credentials of each candidate for appointment, reappointment and/or promotion and recommend to the Chair a specific personnel action. If the departmental Appointments and Promotions Committee recommends a faculty member for appointment or promotion, the faculty member will then be evaluated by the Medical School Appointments and Promotions Committee.

8.3 Departmental Leadership

Administrative Head and Elected In-Unit Chair, Department of Biomedical Sciences

A. Recruitment

The Administrative Head of the Department of Biomedical Sciences shall be recruited through a search process conducted by Rowan according to policies and procedures in effect at Rowan. A search committee shall be appointed by the Dean and shall have representation from both CUHC and Rowan. The search committee shall make a recommendation to the Dean and the President of Rowan, and the President of Rowan shall make a recommendation for appointment to the Board of Trustees of Rowan, which recommendation may or may not follow the recommendation of the search committee but shall give due regard to the search committee's recommendations. The administrative head shall be appointed by the Board of Trustees of Rowan. The Department of Biomedical Sciences Administrative Head shall report directly to the Dean.

The In-Unit Department Chair shall be elected by the biomedical sciences faculty in accordance with the Council and AFT 2373 Local Master Agreement.

B. Role of Administrative Head and In-Unit Chair

The Council and Local 2373 recognize that Rowan has the right to hire non-union Administrative Heads, which share many functions with Assistant Deans, and whose duties shall be determined by management, provided that Administrative Heads shall not be assigned work which has been normally and regularly assigned to members of the bargaining unit. The Council and Local 2373 recognize that final decision making authority concerning hiring, discipline, budgeting, and the allocation of Department resources is vested in the Dean, which may be delegated to the Assistant Dean and/or Administrative Head.

The Elected In-Unit Chairperson 1) is the primary liaison between Department faculty and the Dean or his/her designee, which may include an Administrative Head, regarding all matters of faculty concern, 2) leads the department in interdisciplinary pursuits and interdepartmental cooperation, oversees departmental personnel committees, monitors compliance with the AFT agreement concerning promotion and reappointment, and 3) has primary responsibility for the development of faculty schedules subject to availability of space and resources as provided by the Dean or designee and subject to final approval based on same by the Dean.

C. Evaluation of Performance of the Administrative Head and Elected In-Unit Chair of the Department of Biomedical Sciences

There will be an annual evaluation of performance performed by the Dean for both the Administrative Head and Elected In-Unit Chair. The Dean may designate the Administrative Head to perform the annual review of the Elected In-Unit Chair.

A review of performance of the Administrative Head shall be performed prior to consideration for renewal of the appointment by a committee appointed by the Dean and having representation from both CUHC and Rowan with the intention that the review will be conducted sufficiently far in advance of the renewal date so that the individual being reviewed has at least one year prior notice that he or she will not be reappointed for an additional term. The Head may be reappointed without limitation, upon the advice of the Dean to the President of Rowan, followed by reappointment action by the Board of Trustees of Rowan, upon the affirmative recommendation of the President of Rowan.

Clinical Departmental Chairs

The Chiefs of Service for each of the clinical departments at CUHC shall also serve as the Clinical Departmental Chairs of parallel disciplines at the Medical School after review and approval of the Dean. Such persons holding dual appointment as Chief of Service/Departmental Chair shall continue to be employees of CUHC. Whenever a vacancy in a Chief of Service/Clinical Departmental Chair position occurs (either through termination, retirement, resignation or otherwise), Rowan and CUHC shall jointly search for a replacement, and upon the affirmative recommendation of the Dean, the President and CEO of CUHC and the President of Rowan, the Board of Trustees of Rowan shall appoint a successor Clinical Departmental Chair and CUHC shall appoint the same person as Chief of Service.

A. Recruitment for Clinical Departmental Chairs/Chiefs of Service
A search committee for a Clinical Departmental Chair/Chief of Service shall have representation by Rowan and CUHC. The Dean of the Medical School, after having received the advice of the Chief Physician Executive of CUHC, or his or her designee, shall appoint the members and chairs of search committees. The term of each appointment as Clinical Departmental Chair shall be recommended to the President of Rowan and then to the Board of Trustees by the Dean of the Medical School, after having received the advice of the Chief Physician Executive of CUHC. The recommended term of appointment shall be five years. The term of the Clinical Departmental Chair shall be coterminous with the term of the Chair's employment with CUHC as Chief of Service. Appointment of Chiefs of Service shall be made by CUHC in accordance with its established policies and procedures.

B. Evaluation of Performance of Clinical Departmental Chair/Chief of Service
There will be an annual evaluation of performance with respect to medical school activities performed by the Dean. Review of performance of the Clinical Departmental Chairs/Chiefs of Service shall be performed prior to consideration for renewal of the appointment by a committee having representation from Rowan and CUHC and the members of which are appointed by the Dean of the Medical School and the Chief Physician Executive of CUHC or their designees, with the intention that the review will be conducted sufficiently far in advance of the renewal date so that the individual being reviewed has at least one year prior notice that he or she will not be reappointed for an additional term. A Clinical Department Chair may be reappointed without limitation, upon the advice of the Dean to the President of Rowan followed by reappointment action by the Board of Trustees of Rowan, upon the affirmative recommendation of the President of Rowan and with concurrence of the CUHC Board of Trustees.

The Chair/Chief shall have a dual reporting relationship. The Department Chair/Chief shall report directly to the Dean with respect to all of his or her responsibilities related to service as an Academic Department Chair and to the Chief Physician Executive of CUHC with regard to matters related to medical service and patient care. The Dean and Chief Physician Executive shall collaborate with regard to the overall evaluation, and make joint recommendations for appropriate personnel action.

IX. The Faculty

9.1 CMSRU Faculty

A. Medical School Faculty
The Medical School Faculty shall consist of all individuals appointed by the Board of Trustees of Rowan University as faculty members of CMSRU. In these bylaws, faculty members are classified as basic science (biomedical science) or clinical. For purposes of these bylaws, Clinical Faculty

includes those faculty members whose degree or primary teaching assignment is in clinical aspects of the medical education programs and who have responsibility for the clinical care of patients. All other faculty members are designated as Basic Science Faculty. This includes faculty members with degrees or teaching responsibilities in basic science or medical humanities disciplines (e.g., epidemiology, statistics, and ethics), as well as librarians who are employed at CMSRU and support the educational and research mission.

CMSRU faculty members are appointed following the guidelines set forth in the *CMSRU Appointments & Promotions Policy*. Full time faculty status is designated to faculty employed by Rowan University or CUHC. As outlined in the *CSMRU Affiliation Agreement by and between Rowan University and Cooper Health System*, all CUHC employed faculty maintain their faculty status coterminous with employment. Employed faculty who devote time for medical student and/or resident education, clinical care, and/or research activities are eligible for appointment to full academic rank. Part-time faculty status is designated to CUHC chief residents and fellows who play a key role in the training of CMSRU medical students while on clinical rotations at CUHC. Volunteer faculty status is designated for those faculty members whose professional services are only partially conducted in facilities of the medical school or its affiliates; volunteer faculty are not employed by the medical school, University or CUHC and are not compensated by CMSRU for their activities at CMSRU.

B. Basic Science Faculty
The Dean shall make a recommendation to appoint Basic Science Faculty to the President of Rowan. The Board of Trustees of Rowan shall act upon the nomination of the President of Rowan to appoint the Basic Science Faculty. All appointments and reappointments shall be in writing.

C. Contract Terms for Members of the Basic Sciences Faculty
Initial appointments of full-time members of the Basic Science Faculty shall be made by the Board of Trustees of Rowan, upon the nomination of the President of Rowan and after the endorsement of the Dean who receives the advice of the Biomedical Sciences Departmental and CMSRU School Advisory Committee on Appointments and Promotions for two years. Reappointments for Rowan-employed basic science faculty are governed by the Recontracting policies of Rowan University.

D. Clinical Faculty
Appointments to the Clinical Faculty shall be made by the Board of Trustees of Rowan upon the nomination of the President of Rowan, after receiving the endorsement of the Dean, who receives the advice of the CMSRU Advisory Committee on Appointments and Promotions. Appointments shall be for one, two, or three year terms and reappointments for one, two, or three year terms and shall be without limitation. For CUHC-employed faculty, appointments and reappointments are coterminous. All appointments to the CUHC Medical Staff shall be made by CUHC in accordance with its procedures. All appointments and reappointments to the Clinical Faculty made by the Rowan Board of Trustees shall be in writing and signed by the Dean of the Medical School.

X. Faculty Responsibilities

10.1 Duties and Powers of the Faculty

The Faculty may transmit through the Dean, its views on Medical School issues affecting the academic programs at CMSRU to the President and to the Board of Trustees of the University.

Ordinarily, communication between the Faculty and the President regarding issues of importance to the Faculty or the School shall be through the Dean. However, when appropriate and necessary, faculty members may communicate directly with the President with the Dean's prior knowledge. Under the Dean, the President, and the Board of Trustees, the Faculty shall have duties and powers with regard to academic matters, including but not limited to the following:

A. Design, approval, implementation, evaluation and revision of the curriculum; Establishment and promulgation of the academic calendar;
B. Establishment of requirements for admission; development of criteria and procedures for selection of students; and via a committee of the Faculty, recommendation of students for admission;
C. Establishment of standards for attendance, examinations, grading, academic standing, honors in courses, promotion and graduation of students;
D. Establishment of requirements for degrees and certificates;
E. Recommendations through the Dean and the President to the Board of Trustees of those candidates who have fulfilled the requirements for promotion and for the awarding of the medical degree;
F. Establishment of regulations and procedures under which the faculty operates;
G. Review of the actions of the standing committees;
H. Encouragement of research, educational, clinical, and community service activities of faculty members and of students.

XI. Organizational Structure

11.1 Medical School Board (MSB)

The Rowan Board of Trustees will create a Medical School Board (MSB) which will serve as the general oversight body of the Medical School, and which shall report to and act at all times subject to the reserved powers of the Rowan Board of Trustees. The MSB shall receive, consider and advise the Dean.

The MSB shall consist of up to 25 members, ten of whom shall be selected from candidates nominated by the President and CEO of CUHC and selected by the Board of Trustees of CUHC, ten of whom shall be selected from candidates nominated and selected by the Board of Trustees of Rowan and four members shall be leaders in healthcare or medical education who are not associated with Rowan or CUHC. The Dean shall be a member with vote. There shall be no fewer than two Clinical Faculty members and two Basic Science Faculty members as members of the MSB. The term of office for each member of the MSB shall be three years. All reappointments shall be for three years. No member shall serve more than two consecutive terms.

The MSB shall select its Chair annually. All formal votes taken by the MSB shall be reported to the President of Rowan and the President and CEO of CUHC and then reported to the Board of Trustees of Rowan by the President of Rowan, together with any recommendation separate from that of the MSB provided by the Dean and/or President of Rowan and/or President and CEO of CUHC. All formal votes taken by the MSB shall be by open roll call and the total vote tally, as well as each member's vote, shall be reported as set forth in this paragraph.

The MSB shall meet three to four times a year in accordance with a schedule set forth annually by the MSB, which schedule shall set forth the location of the meetings. It may invite such other persons (including but not limited to members of the faculty) to meetings to provide information and/or advice.

The MSB shall be responsible for:

1. Reviewing and advising upon the annual budget for the Medical School prepared by the Dean
2. Submitting its comments through the Dean and President of Rowan to the Rowan Board of Trustees for approval
3. Monitoring the operations of the Medical School
4. Reviewing strategic and business plans
5. Monitoring the execution of the educational curriculum developed through collaboration of the Medical School faculty and the Dean
6. Reviewing policies for the organization, administration and development of the Medical School for approval, where appropriate or required, by the Rowan Board of Trustees and; performing such other functions as may be delegated to it from time to time by the Rowan Board of Trustees.

11.2 CMSRU Administration

A. The Dean is the chief academic and administrative officer of the school and is responsible for the development, approval, and implementation of its policies. The Dean may appoint other deans, such as Vice Dean, senior associate, associate, and assistant deans, to assist in discharging these duties, subject to the approval of the President and Board of Trustees of Rowan University.

B. The school is composed of administration, a Department of Biomedical Sciences, and clinical departments. Each department reports directly to the Dean or his or her designee. A chair is responsible for the organization and implementation of programs in his or her respective department.

11.3 Executive Council

A. The Executive Council shall consist of the Dean, the Chief Physician Executive of CUHC, the Departmental Chairs, the Administrative Head of BMS, and the President and Past-President of the Faculty Assembly. Other deans may be invited to report at and/or participate in meetings at the request of the Dean.

The Executive Council shall advise the Dean on matters affecting the operation and policies of the Medical School. The Executive Council shall act for the faculty with regard to the duties and

powers of the faculty. However, the right of the faculty to review and to accept or reject recommendations of the Executive Council shall not be abridged. The Executive Council may, upon request or upon its own initiative, express faculty concerns directly to the Dean. If so requested by the Executive Council, the Dean shall take these concerns forward to the President and the Board of Trustees. The Executive Council shall receive information including but not limited to the requirements for admission as applied by the Admissions Committee; the guidelines for appointments and promotions as prepared by the Advisory Committee on Appointments and Promotions; the Academic Rules and Regulations as formulated by the Academic Standing Committee; the policies related to research as presented by the Research Committee; and other related matters relevant to the Medical School.

B. The Executive Council shall be chaired by the Dean and ordinarily shall meet on a monthly basis to discuss all matters brought before it by any of its members, standing committees of the Medical School, or the Faculty Assembly.

C. The Executive Council shall, by majority vote, make recommendations to or advise the Dean. Members of the Executive Council unable to attend a meeting shall designate, in writing to the Dean, alternates from the faculty to represent them and vote on their behalf at that meeting, or designate a proxy from the Executive Council to vote on their behalf.

D. Special meetings of the Executive Council may be called by the Dean or by written request to the Dean by five of its members.

E. A quorum of the Executive Council shall be a majority of its members, or designated alternates.

11.4 The Executive Cabinet

A. The Executive Cabinet shall be composed of the deans and select directors of the Medical School.

B. The Executive Cabinet shall be chaired by the Dean or a designee in the absence of the Dean and ordinarily shall meet on a weekly basis to discuss all matters of administrative importance to the Medical School.

C. The Executive Cabinet has primary responsibility for assisting the Dean with the day to day operations of the Medical School.

11.5 The Faculty Assembly

A. The Faculty Assembly shall consist of all full-time basic science and clinical faculty who have primary faculty appointments at CMSRU. The faculty shall meet at least annually to discuss and recommend medical school policies and practices as a Faculty Assembly, to advise the Dean on matters related to teaching and research, and to review the objectives of the educational program. Such advice shall be made to the Dean in writing, with copies sent to the President of Rowan and the President and CEO of CUHC. The faculty shall work together in a cooperative effort to maintain the highest standards of educational methodology and practice. In the Faculty Assembly, each member of the teaching faculty shall have one vote in any matter coming before the Assembly for a vote.

B. The Faculty Assembly shall be chaired by the President of the Faculty Assembly and shall discuss all matters brought before it by any of its members, the Dean, standing committees of the school or the Executive Council.

C. The Executive Committee of the Faculty Assembly shall consist of three basic scientists and three clinicians that are elected by the basic science and clinical faculty, respectively. This Committee will provide balance in representation of clinical faculty and the basic sciences.

D. Special meetings of the Faculty Assembly may be called by its President or by the written request to the president of five of its members.

XII. Faculty Officers

12.1 Officers

A. The officers of the Faculty Assembly shall consist of a President, a Vice President, and a Secretary chosen by vote of the faculty.

B. The Vice President will be considered the President-elect subject to approval by vote of the faculty.

C. The President will rotate from being a clinical faculty member to a basic science faculty member every 3 years.

D. During the time that the President is a clinical faculty member the Vice President will be a basic science faculty member and vice-versa.

E. After completing their term, the President will serve as Past-President for 3 years and will remain a member of the CMSRU Executive Council.

12.2 The President

A. The President of the Faculty Assembly shall preside at all meetings of the Faculty Assembly except as noted below.

B. The President may attend any medical school committee meeting as a non-voting member but may vote to break a tie.

C. The President may appoint ad hoc committees of the Faculty Assembly, subject to approval by the Dean.

D. The President shall serve for a term of three years. If the president is unable to complete the term, the vice president shall assume the office and remain in that office for the remainder of the current term.

12.3 The Vice President

A. The Vice President of the Faculty Assembly shall preside at meetings of the Faculty Assembly in the President's absence.

B. The Vice President shall serve for a term of three years. A vacancy in the office of Vice President shall be filled through a special election of the Faculty Assembly held within 90 days of the vacancy.

12.4 The Secretary

A. The Secretary shall keep the minutes of all meetings of the Faculty Assembly and conduct the correspondence and keep the records of the Faculty Assembly.

B. The Secretary shall notify the faculty of each meeting, give all notices required by these bylaws or by order of the Faculty Assembly, and perform such other duties as the President of the Faculty Assembly may assign.

C. The Secretary shall solicit items for the agenda of Faculty Assembly meetings, prepare the agenda for these meetings in consultation with the President, and distribute the agenda prior to these meetings.

D. The Secretary shall serve as parliamentarian, consistent with Robert's Rules of Order, Latest Edition. He/she shall supervise voting and other administrative procedures at all meetings of the Faculty Assembly.

E. In the absence of the President and Vice President, the Secretary shall preside at meetings of the Faculty Assembly.

F. The Secretary shall serve for a term of three years. A vacancy in the office of secretary shall be filled through a special election held within 90 days.

12.5 Election of Officers

The Nominations and Elections Committee (see below under Committees) shall have the responsibility of preparing a slate of candidates from among the faculty for the offices of President, Vice President, and Secretary.

XIII. Committees

The standing committees named below shall have responsibilities in the areas designated. These committees shall be permanent. Except where otherwise specified, resolutions may be passed by a majority of those present at meetings as long as at least 50% of the total voting members of the committee are present. Votes via conference call, virtual meeting and email are allowed. Policies of any committee are open to review and approval by a majority vote of the Faculty Assembly. Actions of standing committees shall, at all times, be governed by modified Robert's Rules of Order, Latest Edition, except as otherwise specified in this document. All committees except for the Admissions, Academic Standing, and Curriculum committees are considered as advisory to the Dean.

A. The Dean shall appoint Chairs and Vice Chairs of all Medical School committees.

B. All Chairs and Vice Chairs of committees will have vote unless otherwise noted. Ex officio members who are administrators will not have vote, but will have voice.

C. Chairs will be reviewed and renewed annually by the Dean.

D. Unless noted otherwise, members will serve a 3-year term with the ability to be reappointed for one additional term. After completion of a full 6 years on a specific committee, the faculty member must step off the committee for at least 2 years prior to serving again on that committee. An exception is that the Dean can grant members additional terms in the case of no nominations to fill the position.

E. Committee chairs shall submit annual reports of committee activities to the Faculty Assembly.

13.1 Membership

In general, half of the members of each committee shall be elected by the faculty and half shall be appointed by the Dean. All elections and appointments to the standing committees, unless otherwise specified, will become effective on August 1 of each year. Ex officio members shall serve without departmental designation. Members may not be represented by alternates unless specifically stipulated within the description of the committee. The replacement of any elected member of a standing committee shall be by election called specifically to elect a replacement using the process currently in place for electing members of standing committees. In the case of committees having the requirement that all members must come from different departments, no nominee may be elected whose qualifications do not conform to the committee membership requirements stated in these Bylaws. A member of a standing committee who is absent for four consecutive meetings or who fails to attend over one-half of the scheduled meetings of the committee within an academic year may be replaced on the recommendation of the committee chair after discussion of the matter with that member and the Dean.

A. No person, with the exception of the Dean, shall serve as chair of more than one standing committee at any one time. In the case of committees having the requirement that all members must come from different departments, a faculty member holding joint appointments may serve as the representative of the secondary department with the approval of the Chair of that department.

B. Other ad hoc committees or subcommittees may be added by the Dean, the Faculty Assembly, or the various standing committees. None of such committees shall have powers exceeding those of its parent body, and they may be dissolved or reconstituted at any time by the parent body.

C. Committees may, at their discretion, invite subject matter experts to attend meetings on an ad hoc basis to further the work of the committee. Invitation as a subject matter expert does not confer voting privileges or committee membership.

D. All students serving on Standing Committees must be in good academic standing as defined in the Student Activities policy.

E. All faculty members on Standing Committees must have completed at least one full year as a CMSRU faculty member prior to submitting their name for consideration to serve on a Standing Committee. Exception to this requirement will be consideration for highly experienced new CMSRU faculty.

F. The Curriculum Committee, Advisory Committee on Appointments and Promotions and Admissions Committee are considered time intensive committees. Faculty may not serve on more than one of these 3 committees at any given time.

G. The Proceedings of all Standing Committees are confidential unless stated otherwise.

H. Meetings shall be convened by the Chair. If the Chair cannot attend a meeting, the Vice Chair or Chair designee will convene the meeting.

13.2 Academic Standing Committee

A. The Academic Standing Committee shall be established to consider matters of academic standing of medical students. This Committee shall have the responsibility to monitor and designate the academic status of all students in the M.D. curriculum of CMSRU, and to formulate and publish, on behalf of the faculty, the academic rules and regulations that provide the guidelines under which the Committee functions.

B. The Academic Standing Committee shall have the responsibility to:

1) determine that students have satisfactorily met the requirements of each academic year in the M.D. curriculum;
2) recommend to the faculty the candidates for the M.D. degree;
3) consider individual requests for exceptions to the existing Grading, Promotions and Appeals Policy;
4) determine whether students are to be placed on academic probation or academic suspension.
5) recommend the dismissal of a medical student to the Dean.

Written notifications of actions of the committee are sent to the Dean and the Office of Medical Education.

C. The Academic Standing Committee shall consist of eight faculty members plus a Chair and Vice Chair. Four members are elected and four members are appointed by the Dean. There will be two alternate members. The Senior Associate Dean for Medical Education or designee shall serve as an ex officio member. When members are absent or resign from the committee, the alternate members will fill in as voting members.

D. Meetings shall be convened by the Chair. If the Chair cannot attend a meeting, the Vice Chair will convene the meeting.

E. Meetings shall be scheduled monthly with additional meetings called by the Chair when necessary. An electronic meeting may substitute for a face-to-face meeting at the discretion of the Chair and the Senior Associate Dean for Medical Education or designee.

F. Students have the right to appeal serious adverse actions of the Academic Standing Committee to an ad hoc Committee of Student Appeals. The ad hoc Committee of Student Appeals is composed of five members of the faculty who are not advisory college directors, members of the Academic Standing Committee or the Curriculum Committee.

13.3 Admissions Committee

A. The Admissions Committee shall have the responsibility of applying the requirements for admission to the M.D. program of CMSRU on behalf of the faculty. The Committee shall decide which of the candidates meeting these requirements shall be admitted. An annual Admissions

Committee report shall be presented to the faculty at a regularly scheduled meeting of the faculty. The Admissions Committee will be made up of 24 faculty members: twelve will be elected by the faculty and twelve appointed by the Dean, up to 4 community members (appointed by the Dean), and 4 student members (2 elected and 2 appointed by the Dean). Only a maximum of 2 community members can vote at a meeting. New student members will be selected each year

from the rising M3 class to serve a term of two years. The total number of student members shall be four. Only a maximum of 2 students can vote at a meeting. The Senior Associate Dean for Admissions, The Assistant Dean for Admissions, the Director of Admissions, and the Associate Dean for Engagement and Community Impact shall be ex officio members without vote.

B. Meetings shall be convened by the Chair. If the Chair cannot attend a meeting, the Vice-Chair will convene the meeting.

C. Blinded interviewers will include faculty members selected by their respective Departmental Chairs. The number of faculty blinded interviewers required from each Department will be proportional to the total number of faculty members within that Department. M3 and M4 students may also serve as blinded interviewers, and are selected by the Associate Dean for Admissions. Student interviewers must be in good academic standing as outlined in the Student Activities policy.

13.4 Advisory Committee on Appointments and Promotions

The Advisory Committee on Appointments and Promotions shall have the responsibility of advising the Dean as to appointments, reappointments, and promotions that have already been approved by the respective Departmental Chair or Departmental Appointments and Promotions Committee. The Dean shall obtain the advice of this Committee in these matters. Appointment to or promotion of the faculty to full academic rank above the rank of instructor must be reviewed by this Committee with no delegation of its responsibility. The Committee shall also review and make recommendations for the designations of emeritus faculty, Rowan lecturer track faculty, and affiliate instructors. The Committee shall establish written guidelines for the awarding of each academic rank with the approval of a majority of the faculty membership. The Committee may, on its own initiative, make suggestions as to personnel matters to the Dean.

A. The Advisory Committee on Appointments and Promotions shall consist of 12 members. The Associate Dean for Faculty Affairs or their designee shall serve as an ex officio member without vote except when required to break a tie. All members must be professors or associate professors. Since committee members must become subject matter experts in appointment and promotion policies and procedures of CMSRU, the term of office shall be four years, except where the member serves in an ex officio capacity which may involve a shorter or longer term. The Assistant Dean for Faculty Affairs shall serve as staff to the committee.

B. Meetings shall be convened by the Dean or by the Chair.

C. All actions taken by the Advisory Committee on Appointments and Promotions must include a report of the results of the deliberations.

13.5 Continuing Medical Education Committee

A. The Continuing Medical Education (CME) Committee of CUHC shall serve as the CME Committee for CMSRU. In addition to its responsibilities to the Department of CME and Medical Affairs of CUHC, it shall have the responsibility of advising the Dean as to Medical School programs for continuing education for graduate physicians. This shall include the regular review of programs in relation to their compliance with institutional policies, relevance to the mission of the School and requirements of the relevant accrediting agencies.

B. The Continuing Medical Education Committee shall include a representative of the Office of the Dean of CMSRU.

13.6 Curriculum Committee

A. The Curriculum Committee shall develop, review and establish policies regarding the curriculum for the M.D. degree and shall develop standards for the evaluation of that educational program for CMSRU. The Curriculum Committee oversees the medical education program as a whole and has responsibility for the overall design, management, integration, evaluation, and enhancement of a coherent and coordinated medical curriculum.

B. The Curriculum Committee shall have the responsibility of representing the faculty in the following areas: establishment of requirements for the M.D. degree, educational goals and objectives, content of courses, methodology of teaching, establishment of an academic calendar, and evaluation of courses and the curriculum as a whole. The committee shall approve proposed changes in the curriculum.

C. The Curriculum Committee shall consist of seven elected faculty members, seven appointed faculty members, and two students (representing each phase of the curriculum). The students shall be elected by their student colleagues from among the M2 students to represent Phase 1 and from among the M3 students to represent Phase 2. The Dean will appoint the Chair for the Curriculum Committee, who will not vote, unless there is a tie. The deans and directors for Medical Education, and the Associate Dean for Admissions, or their designee shall be ex officio members. The elected Chair of Biomedical Sciences shall serve as an ex officio member, but with vote.

D. The Curriculum Committee shall meet at least eight times during the academic year. The Dean shall be invited to attend at least one meeting. A review of each course and clerkship shall be conducted annually; Phase I and II shall be reviewed every two years; the entire 4- year curriculum shall be reviewed every 5 years.

E. The subcommittees of the Curriculum Committee include:
   i. Phase 1 Foundation and Integration
   ii. Phase 1 Exam Question Review
   iii. Phase 2 Application, Exploration and Advancement
   iv. Assessment
   v. Active Learning Group (ALG) Case Review
   vi. Phase 1 Review
   vii. Phase 2 Review
   viii. Graduate Program Subcommittee

Members and chairs of the subcommittees are appointed by the Senior Associate Dean for Medical Education. The subcommittees function as working groups for the Curriculum Committee and all business is reported to the Curriculum Committee for decision.

13.7 Faculty Development Committee

A. The Faculty Development Committee shall have the responsibility of planning educational activities for the professional and personal development of the faculty of CMSRU. The committee will develop programming that will meet the needs of the medical school as well as the Graduate Medical Education (GME) programs at CUHC.

B. The committee will be comprised of eight faculty members (four of which shall be elected by the faculty and four of which shall be appointed by the Dean). The Associate Dean for Engagement and Community Impact, the Associate Dean for Faculty Affairs and the Assistant Dean for GME or their designee shall be ex officio members. The Assistant Dean for Faculty Affairs shall serve as staff to the committee.

C. Meetings will be held quarterly and as needed.

13.8 Nominations and Elections Committee

A. The Nominations and Elections Committee shall have the responsibility of developing a slate of candidates for all faculty elections.

B. The Nominations and Elections Committee shall consist of 6 members. All members shall hold full academic rank. The Secretary of the Faculty shall be a member ex officio with vote. Committee members must be a CMSRU faculty member for at least three years in order to be eligible to serve on this committee. The Assistant Dean for Faculty Affairs shall serve as staff to the committee.

C. The Committee shall meet at least once in each academic year with additional meetings convened by the Chair.

13.9 Research Committee

A. The Research Committee shall have the responsibility of encouraging and strategically coordinating research activities by faculty and students and of advising the Dean on matters of general policy related to research. The Research Committee will lead in the new phase of CMSRU in which increased emphasis will be placed upon biomedical research.

B. The Research Committee shall consist of eight members (four faculty shall be elected by the faculty and 4 faculty shall be appointed by the Dean) and the Associate Dean for Research and Assistant Dean for Research shall serve as ex officio members. The Committee shall meet at least twice a year and additional meetings may be convened by the Dean or Chair.

C. To achieve its objectives, the Research Committee shall establish subcommittees as appropriate. The chair of each subcommittee shall be a member of the Research Committee and the members of the subcommittee shall be appointed by the Associate Dean for Research. The subcommittees shall report to the Research Committee.

13.10 Rules of Procedure Committee

A. The Rules of Procedure Committee shall have the responsibility of insuring that the procedures of CMSRU are in accordance with the policies and procedures of Rowan University and these Bylaws. In addition, this Committee shall have the responsibility of framing any formal proposals of amendments to the Bylaws. The Committee shall define guidelines and procedures for the review of departments and Chairs and may recommend changes or new measures to the Dean and the faculty, except for policies and procedures codified in the Affiliation Agreement between Rowan University and CUHC.

B. The Rules of Procedure Committee shall consist of six (6) members. The Secretary of the Faculty Assembly shall be an ex officio member with vote; the Associate Dean for Faculty

Affairs or their designee shall be an ex officio member without vote. A person may serve as Chair of this Committee a maximum of six consecutive years. Meetings shall be convened by the Chair, the Dean, or on request of any member including the Secretary.

C. The Chair of this committee will receive a list of all committees and membership/chairs at the start of each academic year and updates as necessary so as he/she can ensure that there is a balanced representation among faculty.

13.11 Strategic Planning Committee

The Strategic Planning Committee shall facilitate the strategic planning process for CMSRU and help define the strategic direction with regard to teaching, research, and other activities of the medical school. It shall be responsible for directing and analyzing environmental assessments, organizational direction, strategy formulation, and implementation planning. It shall solicit the opinion of the broader community of stakeholders in the school including the medical school faculty at large, the community, and representatives from Rowan University and CUHC, so that ultimately faculty, students, staff, community physicians, and community representatives shall be involved in the development of a strategic plan. CMSRU will align all institutional priorities with the school's strategic plan. The CMSRU strategic plan will be aligned with the Rowan University strategic plan and the CUHC strategic plan.

A. The Strategic Planning Committee shall consist of the Dean of CMSRU, the associate and assistant deans of CMSRU, a representative from administration of CUHC, a representative of Rowan University's administrative leadership, the President of the Faculty Assembly, two clinical departmental chairs elected by the departmental chairs, the elected Chair and the Administrative Head of BMS, and a member of the MSB appointed by the MSB.

B. The term of office shall be five years, except where the member serves in an ex officio capacity or where a member is an associate or assistant dean. Members may serve a maximum of two consecutive terms. The Dean and their designee shall chair this Committee.

C. Meetings shall be scheduled once per year with additional meetings called by the Dean or their designee when necessary. An electronic meeting may substitute for a face-to-face meeting at the discretion of the Dean or their designee.

13.12 Committee on Cultural Competence, Belonging and the Learning Environment

The Committee on Cultural Competence, Belonging and the Learning Environment is charged with the responsibility of advising, assessing, and monitoring the progress of programs aimed at fostering cultural competency/cultural humility initiatives of CMSRU.

A. The committee shall be composed of sixteen members including a dean from medical education, the Associate Dean for Graduate Medical Education or their designee, the Senior Associate Dean for Student Affairs or their designee, the Associate Dean for Engagement and Community Impact or their designee, a Phase 1 and Phase 2 student representative elected by the students, a student representative from the Unity Council, a resident representative from GME, a community representative, and six faculty members (three elected and three of these appointed by the Dean). The term shall be three years with staggered terms. Members may serve a maximum of two consecutive terms. The Associate Dean for Engagement and Community Impact shall serve as staff to the Committee.

B. Meetings shall be convened at least quarterly.

13.13 Conflict of Interest Committee

A. The Conflict of Interest (COI) Committee shall develop, review, and make policy recommendations regarding conflicts of interest. Through these policies, the COI committee will help guide physician and non-physician CMSRU faculty and students regarding human or animal subject research, patient care at CMSRU-sponsored clinical care sites as well as potential conflicts surrounding education, consulting, purchasing, external relationships and industry relations. The Committee will develop guidelines regarding the disclosure of potential conflicts of interest by the CMSRU faculty to their students when applicable to their teaching responsibilities. The Committee will be responsible for the education of CMSRU students regarding the impact industry marketing may have on physician practice, and how industry may influence the regulation and marketing of drugs, devices, and services.

B. The Conflict of Interest Committee shall consist of eleven members. The membership shall consist of a member of the legal department, a member chosen by the Institutional Review Board, an ethicist, a student elected by the students, a non-medical school community member and faculty. The Associate Dean for Research will serve as an ex officio member. The Conflict of Interest Committee reports, through the appointed Chair of the Committee, to the Dean. The term of office shall be three years, except where the member serves in an ex officio capacity or the representative is a student. Members may serve a maximum of two consecutive terms.

C. Meetings shall be held at least twice per year to review policies and procedures surrounding COI as well as to review any current conflict of interest issues. In addition, the Committee will meet more frequently, on an as needed basis, to address cases of possible conflict of interest as they arise.

13.14 Research Ethics Committee

A. The Research Ethics Committee of the CUHC Health System shall serve as the Research Ethics Committee for CMSRU ("REC"). The REC shall meet on an ad hoc basis prior to the initiation of a research study by an investigator whenever such investigator has reported a financial interest in excess of the de minimis amount as defined by the Investigator Financial Disclosure and Conflict of Interest Policy. The REC shall determine whether a reportable financial interest exists, which reasonably appears to affect the design, conduct or reporting of the research, service or educational activities. In the case of human subjects research the REC shall determine whether in the event of a reportable financial interest, there are nonetheless compelling circumstance for allowing the research to proceed pursuant to such conditions as may be imposed by the REC. The REC will recommend what conditions or restrictions should be imposed upon the investigator to manage, reduce or eliminate such conflicts of interest.

B. The Research Ethics Committee shall include CMSRU faculty and a representative of the Office of the Dean of CMSRU.

13.15 Library and Informatics Committee

A. The Library and Informatics Committee shall be a joint committee of CMSRU and CUHC. It shall make recommendations to the Dean and the Chief Physician Executive of CUHC concerning library policies including ensuring balanced services across the areas of teaching,

research, and patient care; and addressing potential new library initiatives. It shall advise the Dean and make recommendations concerning information technology services including academic technology research and support; software and media research and support; and support for effective pedagogy.

B. The Library and Informatics Committee shall consist of 14 members including two medical student members elected by the medical students (one representing Phase 1 of the curriculum and one representing Phase 2 of the curriculum), one resident/fellow and one alternate appointed by GME leadership, four faculty members (two elected by the faculty, one appointed by the Chief Physician Executive, and one appointed by the Dean), and six ex officio members including the Director of the Library, the Director of Informatics, and one representative from each of the following: one from the CME Department, one from Nursing and Allied Health, one from Performance Improvement, and one applications analyst from the IT Department. All members will be voting members. The term of office shall be three years, except where the member serves in an ex officio capacity or the representative is a student. Members may serve a maximum of two consecutive terms.

C. Meetings shall be held at least four times a year.

13.16 Committee for a Positive Learning Environment

A. The Committee for a Positive Learning Environment will provide education about creating a learning environment conducive to education and professionalism for faculty, staff, nursing, residents and students in a variety of venues as a means of prevention of mistreatment of students and other trainees. It shall advise the Dean on programs and systems to address and prevent mistreatment of students.

B. The Committee shall consist of 13 members including four faculty members, four medical student members (one M2 student representing Phase 1; one M3 student and one M4 student representing Phase 2; one M3 student alternate shall be appointed by the Dean), a student support services representative, a CUHC Patient Care Services representative, a resident physician/fellow and an alternate appointed by the CUHC GME, and the Assistant Dean, GME. The Senior Associate Dean for Student Affairs or designee, the Associate Dean for Faculty Affairs or designee, and the Student Wellness Specialist shall serve as ex officio members.

C. Meetings shall be held at least four times each academic year.

13.17 Continuous Quality Improvement (CQI) Committee

A. The CQI Committee is charged with the responsibility of overseeing the CQI processes of all CMSRU programs. The committee will oversee the collection of data, the organization of data and the organization of CQI processes for all CMSRU programs. The committee will ensure that the CQI processes result in the achievement of measurable outcomes that are used to improve the quality of each CMSRU program and will ensure effective monitoring of the medical education program's compliance with accreditation standards. The committee will provide timely updates to the Dean as needed regarding CQI issues and present findings to CMSRU Executive Council and Executive Cabinet as appropriate.

B. The CQI Committee shall be composed of 13 members including four faculty members (two of which shall be elected by the faculty and two of which shall be appointed by the Dean), three students (M2, M3 and M4 student government vice presidents), the Associate Dean for Program Development and CQI, the Assistant Dean for Assessment and CQI, the Faculty Accreditation

Lead, the Director of Assessment, the Senior Associate Dean for Medical Education or their designee, and the Senior Associate Dean for Student Affairs, or their designee. Deans and Directors shall serve as ex-officio members with vote.

C. The committee will meet quarterly, with additional meetings as necessary.

13.18 Committee for Professional Growth

A. The Committee for Professional Growth shall hear allegations of breaches of professionalism by students upon referral from the Director of Professionalism. Wherever possible, the Committee will employ restorative practices to engage involved parties in remediation. If parties are unable or unwilling to engage in restorative practices, the Committee will issue rulings and prescribe remediation plans. The Committee will be guided by the CMSRU Honor Code, the CMSRU Professional Conduct Policy, the CMSRU Student Activities Policy, and the Rowan University Student Code of Conduct, as well as by general principles of professional conduct not specifically itemized in those entities. The Committee shall issue professionalism sanctions and/or refer students to the Academic Standing Committee for consideration of probation, suspension, or dismissal. Any of these steps will constitute a formal action by the medical school eligible for inclusion in the student's Medical Student Performance Evaluation (MSPE). Student members of the Committee will run all Student Government Association elections.

B. The Committee for Professional Growth shall consist of 12 voting members: the Director of Professionalism (who will serve as Chair), the Associate Dean for Professional Development, four other faculty members--two elected by peers and two appointed by the Dean, including at least one clinical faculty member—and two students from each of the M2-M4 classes--one elected by peers and one appointed by the dean from each class. If both students from a class are present at any given meeting, one will vote. The Senior Associate Dean and the Assistant Dean for Student Affairs, as well as the Associate Dean for Engagement and Community Impact or proxy, will serve as nonvoting *ex officio* members. The term of office shall be three years for faculty, with a maximum of two consecutive terms except for *ex officio* members. Students will serve for the duration of their enrollment in the school.

C. The Committee will meet *ad hoc,* at least once a year. It will convened by request of the Director of Professionalism, the Associate Dean for Professional Development, the Dean, or the Senior Associate Dean or Assistant Dean for Student Affairs.

13.19 Ad Hoc Committees

The President of the Faculty Assembly, with the approval of the Dean, may appoint ad hoc faculty committees, as appropriate, and shall inform the Faculty Assembly of committee membership and purpose at or before the time of the committee's appointment.

XIV. Faculty Meetings

14.1 Annual Faculty Assembly Meeting

A. The annual meeting of the faculty assembly shall be held within the first quarter of each new academic year. Written notice of the annual meeting shall be sent to the faculty before the meeting. Such notice shall include the time and place of the meeting and a tentative agenda.

B. The annual meeting of the faculty shall include a summary of faculty assembly and special faculty meetings held throughout the year, reports from the president of the faculty assembly, reports from key standing committees of the medical school, and reports from the administration, which may include the Dean and the Vice/Associate Deans as appropriate. Agenda items can be put forth by faculty-at-large.

14.2 Other Meetings

Special faculty meetings may be called by the President of the Faculty Assembly or the Dean. In addition, a special faculty meeting may be called by the faculty upon the request to the Secretary, in writing, of 5 faculty members. Notice of a special meeting, specifying its purpose, shall be sent by the Secretary to all faculty members and to the Dean not less than 15 days before such meeting.

14.3 Proxy Votes

Any member of the faculty, if unable to attend a faculty meeting, may vote by proxy on specific motions identified in the agenda. The absent faculty member must request, in writing, that his or her vote be by proxy, stating on which motion the proxy vote is to be used and whether the proxy vote is for or against the motion. The written request must be submitted to and verified by the secretary of the Faculty Assembly prior to the meeting at which the proxy vote is to be used. The secretary shall hold all proxy votes at faculty meetings.

XV. Rules of Order

Proceedings of all committees and the Faculty Assembly shall be governed by provisions of Robert's Rules of Order, Latest Edition (as modified), unless otherwise provided in these bylaws.

XVI. Amendment Procedures

Subject to approval by the Dean of CMSRU, and limited by the restrictions of Article V, any proposal for amendment shall be referred to the Rules of Procedure Committee, which shall have the responsibility of framing a formal statement for the approval of the faculty. Changes may be accomplished by a majority vote of the Executive Council acting within its scope on behalf of the faculty or by an affirming vote of a majority of the faculty who vote.