



Faculty Assembly

UNIVERSITY OF COLORADO **DENVER**

CU Denver Faculty Assembly Bylaws Revised - Spring 2015

Preamble

A guiding principle of shared governance, as recognized by the Board of Regents of CU Denver, is that the faculty and the administration shall collaborate in major decisions affecting the academic welfare of the University. The nature of this collaboration, shared as appropriate with students and staff, varies according to the nature of the matters under consideration.

The mission of the CU Denver Faculty Assembly is to represent faculty on campus in shaping the structure and development of the University through shared governance. The CU Denver Faculty Assembly initiates, advises, and recommends action to the Chancellor, Provost, and other administrative officials on matters related to educational policy, planning, and faculty affairs while ensuring that faculty at CU Denver are both fully informed and as fully engaged in shared governance as possible.

These Bylaws and the Standing Rules of CU Denver Faculty Assembly, which enumerate the faculty's rights, privileges, and responsibilities, provide a system for participation of the CU Denver campus faculty in the governance of the University as specified by the Laws of the Regents of CU Denver.

Article I - Functions

Article II - Membership and Organization

Article III - Elections

Article IV - Officers and Faculty Assembly Executive Committee

Article V - Standing and Ad-Hoc Committees

Article VI - Meetings

Article VII - Resolution of Disputes

Article VIII - Amendments

Article I – Functions

A. The Faculty Assembly shall

1. Discuss, formulate, and distribute new policies or modifications of old policies that lie within the jurisdiction of the CU Denver Faculty.
2. Prepare notices of motion for submission to the CU Denver Faculty for action in accordance with the procedure specified herein.
3. Hear, receive, and refer to the appropriate committee, or act on reports, recommendations, or motions from Faculty Assembly members, CU Denver Faculty, and Faculty Assembly committees, special committees, and joint boards or other faculty bodies.
4. Forward approved reports and resolutions to the Chancellor, other administrators, or the Board of Regents according to the procedures specified herein.
5. Consider issues affecting faculty referred by CU Denver administration or other parties external to faculty governance.
6. Distribute detailed minutes to all Faculty Assembly members as soon as possible after each meeting of Faculty Assembly.
7. Conduct surveys of Faculty Assembly or CU Denver Faculty on any major issues it deems appropriate.
8. Create special committees as needed.
9. Receive and distribute reports of other faculty committees as appropriate.
10. Administer any awards under its jurisdiction.

B. The Executive Committee of the Faculty Assembly shall

1. Coordinate activities of Faculty Assembly and its committees.
2. Ensure that Faculty Assembly is informed of the activities of Faculty Assembly committees.
3. Request reports it deems necessary from the committees of Faculty Assembly.
4. Initiate and assign items of new business to Faculty Assembly and to Faculty Assembly committees.
5. Receive proposals for items suggested for Faculty Assembly consideration.
6. Circulate to Faculty Assembly or to the CU Denver Faculty documents offered for consideration by the Faculty Assembly or CU Denver Faculty.
7. Appoint a special-event chair to preside at any special event.
8. Notify relevant campus units of the need to fill vacancies on Faculty Assembly.
9. Appoint faculty representatives to advisory committees for the Auraria campus.
10. Nominate CU Denver Faculty for Faculty Council and Faculty Senate Committees as well as the system-wide Promotion and Tenure Committee and the Faculty Advisory Committee to the Auraria Board (FACAB) to ensure that CU Denver is fully represented in system-wide decision-making processes.
11. Oversee the fiscal affairs of Faculty Assembly.

12. Serve as the Faculty Assembly's Elections Committee.
13. Review and recommend changes to these Bylaws to be approved by Faculty Assembly.

C. Jurisdiction

Any problem or issue raised by a CU Denver administrator that falls within the auspices of a Faculty Assembly committee or would require a Faculty Assembly committee to undertake an inquiry must come to the appropriate committee in writing with a copy to the Executive Committee of Faculty Assembly. If a request is made directly to the Executive Committee, the Executive Committee may refer the matter to the appropriate Faculty Assembly committee and / or to Faculty Assembly.

Article II - Membership and Organization

- A. Those eligible to vote for and serve as members of the University of Colorado Denver Faculty Assembly are those with faculty appointments of at least 50%.
 1. Professors of any rank.
 2. Instructors of any rank.
 3. Research Professors of any rank.
 4. Clinical Teaching Track Professors of any rank.
 5. Retired Faculty Association may appoint one retired faculty to serve on the CU Denver Faculty Assembly.

- B. Membership and organization of CU Denver Faculty Assembly shall be proportionally distributed among the colleges, schools, and library.
 1. Membership of the colleges, schools, and library shall be distributed proportionally as follows:
 - a. The CU Denver College of Architecture and Planning shall elect no more than 3 members.
 - b. The CU Denver College of Arts and Media shall elect no more than 3 members.
 - c. The CU Denver College of Business shall elect no more than 4 members.
 - d. The CU Denver School of Education and Human Development shall elect no more than 3 members.
 - e. The CU Denver College of Engineering and Applied Science shall elect no more than 3 members.
 - f. The CU Denver College of Liberal Arts and Sciences shall elect no more than 10 members.
 - g. The Auraria Library shall elect no more than 2 members.
 - h. The CU Denver School of Public Affairs shall elect no more than 2 members.

- i. The University of Colorado Denver Association of Lecturers and Instructors (UCDALI) shall elect no more than 2 members who hold faculty appointments of at least 50%.
 - j. The CU Denver Retired Faculty Association shall have 1 former member of the CU Denver Faculty as a voting member of Faculty Assembly
 - k. Two CU Denver students, 1 Graduate and 1 Undergraduate, selected by the CU Denver Student Government Association (SGA), shall be ex-officio, non-voting members of Faculty Assembly.
2. The chairs of standing committees and their sub-committees shall be members of Faculty Assembly as shall the officers of Faculty Assembly.
 3. The Chancellor and Vice Chancellors of CU Denver shall be ex-officio, non-voting members of Faculty Assembly.

Article III – Elections

- A. Members of Faculty Assembly shall be selected from CU Denver Faculty members as outlined in Article II.
- B. **Selection of members of the Faculty Assembly shall occur by April 15 each year in advance of the annual organizational meeting.** From the selection of new members of Faculty Assembly until the start of the new Assembly year, the newly selected members of Faculty Assembly shall be invited to attend all Faculty Assembly meetings and to participate in debate. They shall not be voting members of Faculty Assembly until the start of the new Assembly year, except that they may vote in the election of officers at the annual organizational meeting of Faculty Assembly.
- C. **Members shall be elected to 3-year terms**, which shall be staggered.
- D. Replacement members, except for sabbaticals, shall serve the remainder of the original member's term. Replacement elections shall occur according to the procedures of the unit in question.
- E. Members on sabbatical shall be replaced for the period of the sabbatical. Should the conclusion of the sabbatical correspond with the conclusion of the member's term, the member shall be replaced.
- F. Committee officers shall be elected **by the end of May each academic year** for the following year.
- G. Election of officers of Faculty Assembly **shall take place at the annual organizational meeting**. Votes for Faculty Assembly Chair shall be tallied first, followed by Vice-Chair, and then Secretary. Anyone elected to an officer position shall withdraw from candidacy for any other office.
- H. The Faculty Assembly Elections Committee Chair shall call for nominations for officers at least one month prior to the annual organizational meeting (April). Nominations may be made by any CU Denver Faculty member. Nominations shall be received up to and during the organizational meeting.
- I. The Faculty Assembly Elections Chair shall prepare a written ballot 48 hours in advance of the organizational meeting.

- J. Written secret ballots shall be used in all elections of officers of Faculty Assembly. Solo candidates may be elected by acclamation if the majority votes to do so.
- K. In order to be elected as an officer of Faculty Assembly or committee, a nominee must receive the affirmative votes of more than half of those voting. If no nominee receives this number of votes, the name of the nominee with the lowest number of votes shall be dropped from the ballot and the balloting shall be repeated until one nominee receives a majority of the votes cast.
- L. Members of the Faculty Assembly whose service is deemed incompetent or disruptive may be recalled by the Faculty Assembly Executive Committee following a majority vote. The recalled person may appeal to the Faculty Assembly in executive session. The recall will be upheld or reversed following a majority vote. If needed, a replacement shall be selected or appointed by the unit involved.

Article IV - Officers and Faculty Assembly Executive Committee

A. Officers

1. Faculty Assembly's officers shall serve two-year terms; no college / school / library shall have more than two officers. All members of the Faculty Senate are eligible to be an officer provided they hold a faculty position of 50% or more and do not hold an officer or administrative position above department chair or its equivalent.

B. The Faculty Assembly Chair shall

1. Preside over all meetings of the CU Denver Faculty, the Faculty Assembly, and the Executive Committee.
2. Report Faculty Assembly actions to the CU Denver Faculty at regular and special meetings of the CU Denver Faculty.
3. Prepare the agenda for Faculty Assembly meetings in consultation with other members of Faculty Assembly.
4. Call at least 4 meetings per semester.

C. The Faculty Assembly Vice-Chair shall

1. Perform the duties of the chair when the chair is unable to do so;
2. Serve as parliamentarian of Faculty Assembly.

D. The Faculty Assembly Secretary shall

1. Chair Faculty Assembly's Elections Committee.
2. Preside over the election of officers.
3. Work with the recording secretary to keep an accurate list of current voting members.
4. Work with the recording secretary to keep a record of attendance at Faculty Assembly meetings.
5. Assume the duties of the recording secretary in the event that the recording secretary is unable to do so.

E. The Recording Secretary / Program Coordinator / FA Administrative Assistant shall

1. Keep, distribute, and preserve accurate minutes of meetings of the CU Denver Faculty and Faculty Assembly.
2. Distribute agenda, proposed motions, resolutions, and actions of Faculty Assembly.
3. Keep an up-to-date record of the status of all resolutions and actions taken by the CU Denver Faculty, the Faculty Assembly, or the Executive Committee.
4. Maintain the official files of the CU Denver Faculty, the Faculty Assembly, and the Executive Committee.
5. Maintain the Faculty Assembly Web site and other methods of communicating with the CU Denver faculty and the CU Denver community.
6. Coordinate school / college / library membership elections each year as needed.

F. Persons holding a Faculty Assembly office shall hold only one Faculty Assembly office.

G. Recall of Officers and Committee Chairs

1. A recall of an officer or committee chair requires approval by two-thirds of the voting members of Faculty Assembly or of the committee in question.
2. Following a recall, a new election to replace the officer or committee officer shall be held as soon as possible by Faculty Assembly or the committee in question.

H. The University of Colorado Denver Faculty Assembly Executive Committee

1. The Executive Committee shall ensure that all units of the campus are appropriately represented in the activities of Faculty Assembly and in the system-wide governance structure so that CU Denver Faculty play a significant role in faculty governance at all levels.
 - a. The Faculty Assembly Chair shall serve as the chair of the Executive Committee
 - b. The Faculty Assembly Vice-Chair shall serve as the vice chair of the Executive Committee
 - c. The Faculty Assembly Secretary shall serve as the secretary of the Executive Committee.

Article V - Standing and Ad-Hoc Committees

A. University of Colorado Denver Faculty Assembly Committees

1. Faculty Assembly has 8 standing committees
 - a. Academic Personnel Committee

The **Academic Personnel Committee (APC)** shall serve as the primary consultative body to Faculty Assembly and CU Denver administration on personnel policy development and on the administration of policies governing personnel practices.

b. Budget Priorities Committee

The **Budget Priorities Committee (BPC)** advises the Chancellor and reports regularly to the Faculty Assembly. It monitors the revenues and expenditures of all CU Denver units to evaluate the integrity and implementation of CU Denver's budget process. The BPC recommends to the Chancellor timely short and long-range adjustments to the budget and budget process as needed. The Chair of BPC also reviews the FA Budget in collaboration with the FA Chair.

c. Disabilities Committee

The **Disabilities Committee (DisC)** shall serve as the primary consultative body to Faculty Assembly and CU Denver administration on policies and practices pertaining to disability on campus, including those for accommodating disabled faculty and those related to curricular and pedagogical policies and practices.

d. Educational Policy and Planning Committee

The **Educational Policy and Planning Committee (EPPC)** reviews and makes recommendations on general policy, CU Denver's strategic plan, and any other long-range plans or formulations that set forth the broad educational and curricular objectives and policies at CU Denver.

e. Lesbian, Gay, Bisexual, Transgender, Queer + Committee

The **Lesbian, Gay, Bisexual, Transgender, Queer + Committee (LGBTQ+)** reviews and makes recommendations on matters of concern to lesbian, gay, bisexual, transgender, queer, and many other (LGBTQ+) persons across the university.

f. Learning, Educational Technology, Teaching, and Scholarship Committee

The **Learning, Educational Technology, Teaching, and Scholarship Committee (LETTS)** advises CU Denver administrators and committees on matters related to the advancement of student learning, educational technology as it promotes learning, quality teaching and instructional methods, and scholarship related to teaching, research, service, and outreach.

g. Ethnic Diversity Committee

The **Ethnic Diversity Committee (EDC)** reviews policies and develops recommendations on the hiring, support, and retention of a diverse faculty at CU Denver. In addition, EDC reviews campus policies and practices that affect diverse groups on campus.

h. The Committee on the Status of Women

The **Committee on the Status of Women (CSW)** reviews policies and practices, evaluates and recommends policies affecting women faculty and students on the CU Denver Campus.

2. Other sub-committees may be formed by Faculty Assembly on recommendation of the Executive Committee.

B. Membership and Organization of University of Colorado Denver Faculty Assembly Committees

1. Members of Faculty Assembly standing committees, sub-committees, or ad-hoc committees are not required to be members of Faculty Assembly.
2. Each standing committee shall be composed of no more than ten members of the CU Denver Faculty -- three from the College of Liberal Arts and Sciences and one each from the other colleges / schools / library, according to the selection provisions of the bylaws in question.
3. The Faculty Assembly shall, where appropriate, invite CU Denver administration to provide non-voting administrative liaison(s) for each Faculty Assembly committee.
4. All committees shall be permitted to have an undergraduate student and a graduate student representative. In order to be eligible to serve as a student member of a Faculty Assembly committee, a student must be a full-time undergraduate or graduate student, in good standing throughout the time of service on the committee. The Executive Committee may make exceptions to this requirement for specific positions or may waive application of such requirements in particular cases as it deems appropriate.
5. Each Faculty Assembly committee may appoint ex-officio members, including undergraduate and graduate students, for terms not to exceed one year. These members shall serve in an advisory capacity without vote, and all such appointments shall be reported to and approved by the Executive Committee.
6. Each Faculty Assembly Committee is authorized to create appropriate sub-committees subject to the approval of the Executive Committee.
7. Members of Faculty Assembly Committees whose service is deemed incompetent or disruptive may be recalled by the Faculty Assembly Executive Committee following a majority vote. The recalled person may appeal to the Faculty Assembly in executive session. The recall will be upheld or reversed following a majority vote. If needed, a replacement shall be selected or appointed by the unit involved.

C. Roles and Functions of Standing Committees

1. Each Faculty Assembly Committee shall compose internal operating procedures to facilitate its proper functioning and review them annually to keep them up to date. These procedures shall take into account all of the specifications in the Constitution of the University of Colorado Denver Faculty and the Bylaws of the Faculty Assembly relevant to the considerations and actions of the committee and be published on the Faculty Assembly website.
2. Faculty Assembly committees shall act as the official faculty advisory bodies for the Faculty Assembly or its standing committees. Committees shall continuously evaluate university policies, procedures, standards, and the work of non-Assembly committees within their purview. Committees shall consult with Faculty Assembly and other committees as necessary.
3. Committees shall make recommendations regularly to Faculty Assembly or its standing committees for appropriate changes or improvements prior to being submitted to the University administration or the Board of Regents or its designee(s).
4. Committees help develop, enhance, and evaluate support networks and necessary services for faculty that affect the implementation and review of policies that fall within the committee's purview.
5. The appropriate Faculty Assembly Committee shall recommend appointments to system-wide committees to the Executive Committee by May 1st each year.
6. Faculty Assembly Committees shall establish liaisons where appropriate with CU Denver committees within their purview and regularly invite members of the CU Denver administration to discuss policy and procedural issues.

D. Officers of Standing Committees

1. Each Faculty Assembly standing committee shall elect a Faculty Assembly Committee Chair, a Chair-Elect (or co-chairs), and a Secretary. See Article III above for election procedures.
2. Faculty Assembly Standing Committee Chairs shall be voting members of Faculty Assembly.

E. Faculty Assembly Standing Committee Chairs shall

1. Call and preside over meetings of the corresponding Faculty Assembly Committee.
2. Report on committee activities at each of the monthly meetings of Faculty Assembly.
3. Designate a representative to Faculty Assembly meetings to make the report for that committee in the event that the chair cannot attend.
4. Call an organizational meeting of the newly constituted committee prior to or immediately following Faculty Assembly's annual organizational meeting to elect officers for the next Assembly year and immediately inform Faculty Assembly of the results.

5. Notify the Executive Committee of the need to fill vacancies on the committee.
6. Submit an annual electronic written report suitable for publication on the work of the committee to the Faculty Assembly Secretary prior to the Faculty Assembly organizational meeting; a verbal summary of this report shall be presented at the Faculty Assembly organizational meeting.

F. Faculty Assembly Standing Committee Chair-Elect shall

1. Perform the duties of the committee chair when the committee chair is unable to do so.
2. Serve as the parliamentarian of the committee.

G. Faculty Assembly Standing Committee Secretaries shall

1. Record and preserve appropriate minutes of discussions and actions taken by the committee.
2. Administer the election of committee officers.
3. Transmit committee minutes to the person succeeding in that office and to the Faculty Assembly Secretary.
4. Keep an accurate list of current voting members of the committee.
5. Keep a record of committee member attendance.

H. Committee Meetings

1. Faculty Assembly Committees are expected to meet *at least monthly* during the academic year except in January. The committee chair may call special meetings at other times.
2. Location of the monthly meetings of committees shall be determined by the committee chair in consultation with committee members and the Faculty Assembly Office. Locations, dates, and times shall be posted regularly and at least 5-working days in advance of a meeting.
3. At the annual organizational meeting of each Faculty Assembly Committee, current members and newly elected members shall:
 - a. Elect Faculty Assembly committee officers for the next Assembly year.
 - b. Designate members to serve on each of its sub-committees, where appropriate.
 - c. Set the dates of Faculty Assembly Committee meetings for the next academic year.
 - d. Provide written notification of such actions to the Faculty Assembly Secretary.

I. Other Committees

1. Principles of membership, organization, and meetings shall follow provisions herein as appropriate

J. Terms of Office (Committees)

1. Members of Faculty Assembly committees shall be elected for staggered **three-year terms**.

K. Quorum (Committees)

1. The quorum for a meeting of a Faculty Assembly committee shall consist of the majority of the voting members of the committee.

Article VI - Meetings

Regular meetings of Faculty Assembly shall be held eight times a year September through December & February through May. Meetings in January and between May 15 and August 15 shall be held only if specially recommended by the Executive Committee or if called by a majority vote of Faculty Assembly. The vote may be administered electronically.

A. Schedule and Participation

1. An organizational meeting of Faculty Assembly shall be held annually prior to spring commencement. This meeting shall consist of current voting members and newly elected members. Faculty Assembly shall elect officers at this time for the next Assembly year, in accordance with procedures in Article III above. Faculty Assembly shall also establish its schedule of meeting times for the next Academic year.
2. Meetings of Faculty Assembly are open to members of the CU Denver Faculty. Such members may express their views to Faculty Assembly at the discretion of the chair or by a majority vote of Faculty Assembly.
3. Meetings of Faculty Assembly are open to representatives of the media. The names and affiliations of each reporter present shall be announced by the chair at the beginning of each meeting. Should the content of discussion so dictate, members of the media can be asked to exit the meeting.
4. Meetings of Faculty Assembly are open to the president or designee of the Student Government and the chair or designee of officially recognized graduate student governance organizations to speak on matters of interest to the student organizations.
5. Meetings of Faculty Assembly are open to the chair or designee of CU Denver Staff Council to speak on matters of interest to staff.
6. Meetings of Faculty Assembly are open to the public. Should the content of discussion so dictate, members of the public can be asked to exit the meeting.

B. Agenda

All regular meetings of Faculty Assembly shall address the following areas of business, as appropriate:

1. Meeting called to order.
2. Approval of the minutes of the preceding Faculty Assembly or CU Denver Faculty meeting.
3. Faculty Assembly Chair's report.
4. Report(s) from the administration.
5. Faculty Assembly Committee reports.
6. Reports of special committees and representatives from constituent organizations.
7. Call for text(s) of new motions.
8. Unfinished business.
9. New business.
10. Adjournment.

C. Quorum

1. The quorum during the nine months of the academic year shall be a majority of currently eligible voting members of Faculty Assembly. The quorum from May 15 to August 15 shall be one-third of the currently eligible voting members.
2. If a quorum is present at the beginning of the meeting, a quorum shall be assumed to be present throughout the meeting, unless a point of order is made about the existence of a quorum.
3. In the event that a committee shall have co-chairs, only one vote will be allowed for that committee.
4. Absentee or proxy voting shall not be permitted.

D. Notices of Motions and Amendments

1. All substantive formal recommendations to Faculty Assembly shall be made in the form of a motion or resolution that shall be written and provided to the Faculty Assembly Administrative Assistant and the Faculty Assembly Chair 5 working days in advance of the meeting at which it is to be considered.
2. Any voting member of Faculty Assembly may make a motion or resolution, subject to the provisions of these Bylaws.
3. Motions or resolutions on substantive matters of new business for which previous notice has not been given shall be introduced at the prerogative of the Faculty Assembly Chair. These motions shall then be read and may be debated without action. Final action on such motions shall be deferred until the following meeting of Faculty Assembly. In special circumstances, the 5-working days' rule may be suspended by a majority vote of Faculty Assembly, and a vote may be

taken on the new motion / resolution at the meeting at which it is first introduced.

4. The Faculty Assembly Chair may exercise discretion about the frequency and duration for which a person is recognized to speak, given the nature of the topic or the numbers wishing to speak on it, although each person shall be allowed at least two minutes.
5. Any amendment to a motion must be germane to the motion it seeks to amend. If an amendment does nothing but make the motion a rejection of the original motion, it is not proper and not in order.

E. Committee Reports

1. Routine Faculty Assembly committee reports shall be limited to five minutes, unless otherwise agreed.
2. Faculty Assembly committee reports forwarded to the Chancellor or other administrative officials must first be approved by Faculty Assembly or the Executive Committee. All such reports shall be distributed to Faculty Assembly members at least 5-working days in advance of discussion or acceptance by Faculty Assembly at its next meeting. Discussion and debate may take place and notices of motion to amend the report shall be received at the first Faculty Assembly meeting for which the report is scheduled. Final action on such reports and on any amendments to them may be taken at the next meeting of Faculty Assembly.

F. Attendance

1. Members of Faculty Assembly and its committees are expected to attend all scheduled meetings; if unable to attend, members are expected to notify the respective chair or secretary as soon as feasible of their absence.
2. Members of Faculty Assembly may become ineligible to serve if they have three unexcused absences from meetings of Faculty Assembly within one academic year. Before being declared ineligible a faculty member must be given notice following the second unexcused absence. Upon a third unexcused absence, if the member is deemed to be ineligible, the appropriate unit will be notified and a replacement named.
3. The Faculty Assembly Secretary and committee secretaries shall keep attendance records and report regularly to committee chairs on unexcused absences and issues pertaining to eligibility.

Article VII - Resolution of Disputes

- A. Disputes over Faculty Governance, e.g. when two different committees lay claim to an issue and are working at odds, shall be resolved by a Conference Committee. In the event of a dispute between a University

governance body and a college / school / library or other academic unit, a Conference Committee shall be formed.

1. The conference committee shall consist of two members of each of the disputing bodies, who shall select an additional three members.
2. The conference committee shall select its own chair and secretary and shall schedule a meeting on the matter, at which time representatives of the disputing bodies shall state their positions.
3. After consultation with, and upon the advice of, the Executive Committee of Faculty Assembly and the Chancellor, the conference committee shall decide where the jurisdiction lies, subject to the concurrence of the Chancellor.
4. If the Chancellor does not concur with the decision of the committee, the Chancellor shall provide an explanation to the Committee.
5. In the event that the representatives of the disputing parties are unable to agree on the additional members of the conference committee, the Chancellor shall designate the additional member(s).
6. Other jurisdictional disputes about faculty governance that may arise shall be addressed as in 1 to 4 above.

Article VIII – Amendments

- A. Amendments to these Bylaws
 1. Changed in Faculty Assembly Bylaws require:
 - a. Notice of motion at any regular or special meeting of Faculty Assembly; and
 - b. Approval by a majority of those voting at a subsequent regular or special meeting following that at which notice was given.
 2. Any single bylaw may be suspended for a specified period by an affirmative vote of two-thirds of those voting in a regular or special meeting of Faculty Assembly.
 3. Amendments to these Bylaws shall replace existing bylaws.