

UNIVERSITY OF COLORADO DENVER
EXEMPT PROFESSIONAL ASSEMBLY BYLAWS

ARTICLE I: NAME

The name of this organization shall be the Exempt Professional Assembly (EPA).

ARTICLE II: PURPOSE

The purpose of the EPA is to:

- Section 1. To serve as the representative body for exempt professional staff at the University of Colorado Denver (UC Denver).
- Section 2. To provide an effective means of communication for UC Denver exempt professionals and to establish a forum for communications between the EPA and university administration.
- Section 3. To participate as a cooperative partner at UC Denver and the University of Colorado System (CU).
- Section 4. To respond to matters of interest and/or concern presented by the CU President and/or the Board of Regents, the UC Denver Chancellor, or other relevant University officials.
- Section 5. To promote professional development among UC Denver exempt professional staff.
- Section 6. To support enhanced networking opportunities for UC Denver exempt professionals and encourage greater collaboration between the EPA and other UC Denver and CU faculty and staff organizations.
- Section 7. To provide representation to boards, councils, committees, and to work collaboratively with these groups in such areas as strategic planning, policy development, recruitment, retention, and staff recognition; and toward the overall efficiency of the campus and the university.

ARTICLE III: MEMBERSHIP

Section 1. **MEMBERSHIP**

Membership of the EPA shall consist of all permanent, full- and part-time exempt professional staff of UC Denver, excluding officers, who are exempt from the Colorado State Personnel

System and who are not faculty members (refer to Colorado Revised Statutes 24-50-135 for clarification).

Section 2. MEETING OF THE MEMBERS

A. Regular Meetings

Regular meetings of the members will be held quarterly. The final meeting of the fiscal year will be designated as the “annual” meeting. Regular meeting locations will be designated at both the AMC location and the Downtown Denver location with a video conference connection to join the two locations. At the annual meeting, newly elected members of the Executive Board will be announced, reports of the affairs of the EPA shall be considered, and any other business that lies within the power of the members may be transacted. Speaking limitations for agenda items shall be determined by the President of the EPA.

B. Special Meetings

Special meetings of the members may be called at any time for any purpose by the UC Denver Chancellor, the Executive Board, or by not fewer than eleven (11) members of the EPA, including one (1) member of the Executive Board.

Section 3. NOTICE OF MEMBERSHIP MEETINGS

Written or printed notices stating the place, day, hour, and purpose of membership meetings shall be delivered to each member not less than seven (7) days before the date of such meeting, either personally or by mail (includes electronic mail), by or at the direction of the Executive Board, the President, the Secretary, or the person(s) calling the meeting.

Section 4. VOTING; QUORUM OF THE MEMBERSHIP; PROXIES

A quorum of the membership shall consist of twenty (20) members of the EPA and must include at least three (3) members of the Executive Board. Each member shall be entitled to one (1) vote. No voting member may hold the proxy of any other member. A simple majority of those members present at the meeting will be required to move matters of interest forward to a vote of the entire membership. A simple majority will be required for those matters that go to the entire membership for ratification.

Section 5. TERMINATION OF MEMBERSHIP

Membership in the EPA will terminate when the member is no longer employed as an exempt at UC Denver.

ARTICLE IV: EXECUTIVE BOARD

Section 1. NUMBER AND TERM OF OFFICE

The Executive Board will consist of:

- A. One (1) President. The President serves for a three-year term; one year as President-Elect, the next year as President, and the final year as an At-Large Board Member.
- B. One (1) Vice President/President-Elect. The Vice President/President-Elect serves for a three-year term; one year as President-elect, the next year as President, and the final year as an At-Large Board Member.
- C. Secretary.
- D. Treasurer.
- E. Communication Coordinator.
- F. Five (5) At-Large members. The five (5) at-large members will include:
 - The outgoing President of the EPA.
 - Two (2) UC Denver, Denver Campus members.
 - Two (2) UC Denver, Anschutz Medical Campus members.

Members will be elected to serve on the Executive Board for a two (2) year term, with the exception of three (3) for President and Vice President. Terms will be staggered to permit election of approximately one-half (1/2) of the Executive Board each year. Members elected to serve on the Executive Board may serve no more than two (2) consecutive terms.

The Executive Board will appoint members to fill vacancies when elected officers cannot complete their term of office.

Members of the Executive Board will meet at least eight (8) times per year. If a member of the Executive Board fails to attend four (4) of these meetings, he or she may be subject to removal from the Executive Board.

Any member of the Executive Board may be removed from office upon the affirmative votes of two-thirds (2/3) of the Executive Board, when, in its opinion, the removal of the member is in the

best interest of the EPA. In the event a board member must be removed, the procedure for removal will be consistent with the tenth, or latest, edition of Robert's Rules of Order Newly Revised.

Section 2. NOMINATION AND ELECTION OF THE EXECUTIVE BOARD

Members of the Executive Board will be announced at the annual membership meeting. After the initial election of the Executive Board, the annual election will be limited to the selection of members for open positions and/or vacancies. The election of Executive Board members will be conducted by the Nominations and Elections Committee approximately one month prior to the annual membership meeting. It will be the responsibility of this committee to present a slate of nominees to the EPA members and to prepare, distribute, and count ballots after the voting, and present results to the membership at the annual membership meeting. Newly elected members of the EPA will begin their terms on July 1.

ARTICLE V: DESIGNATION AND ROLE OF OFFICERS

Section 1. DESIGNATION OF OFFICERS

Officers of the Executive Board will include the President, Vice President/President-Elect, Secretary, Treasurer, Communication Coordinator, and Members-at-Large. The Executive Board will appoint at-large members to fill vacancies when elected officers cannot complete their terms of office. An officer may resign at any time by giving written notice to the Executive Board.

Section 2. DUTIES OF OFFICERS

A. The President

The President shall:

- Convene and preside over all regular and special meetings of the membership and all meetings of the Executive Board and perform all duties pertaining to the office.
- Sign all communications sent out on behalf of the EPA and be the spokespersons for the EPA for any official matter.
- Appoint necessary committees.
- Approve expenditures from the EPA budget and present budget requests to the campus.

- Identify items for discussion at the General Membership and Executive Board meetings and develop and distribute the meeting agenda at least one week prior to the meeting.
- Serve as spokesperson for the Exempt Professional Assembly or if unable to perform this function, designate the Vice-President or another EPA member to perform this function in specific circumstances.

B. The Vice President/President-Elect

The Vice President/President-Elect shall:

- Work with the Treasurer to develop an annual budget and to prepare reports, as needed.
- Work closely with the President and, in the absence of the President, have all the powers, prerogatives and responsibilities of the President.
- Represent the Exempt Professional Assembly at campus and University meetings, including the University of Colorado Staff Council.
- Assume the Office of President in July following his/her term as Vice President.
- Assist the President with other duties as assigned.

C. The Secretary

The Secretary shall:

- Record the proceedings of all the EPA regular and special meetings and distribute the minutes to the membership.
- Record the proceedings of all the Executive Board meetings and distribute the minutes to the members of the Executive Board.
- Prepare and distribute meeting agendas.
- Maintain file copies of the EPA reports, meeting schedules, minutes, agendas, and attendance records.

D. The Treasurer

The Treasurer shall:

- Monitor all accounts associated with the EPA.
- Maintain the budget and prepare an annual report for the Executive Board.
- Ensure that all expenditures comply with appropriate state and University spending rules.

E. Communication Coordinator

The Communication Coordinator shall:

- Maintain social networking.
- Work with the Executive Board to maintain and update the EPA website.
- Disseminate surveys.
- Disseminate web questions/post responses.

F. Members-at-Large:

The At-Large Members shall:

- Serve as voting members of the Executive Board.
- Coordinate and oversee the Nominations and Elections Committee.
- Serve as chairs of the EPA standing committees, whenever possible.
- Assist the President and Vice President/President-Elect with other duties as assigned.

ARTICLE VI: STANDING COMMITTEES

The Executive Board will request volunteers from the exempt professional staff to serve on standing and special interest committees. Where possible, elected members-at-large will chair said committees. All exempt professional staff will be eligible to chair and serve on standing and special interest committees. The standing committees of the EPA shall include the following:

- Nominations and Elections Committee
- Professional Development Committee
- Networking Committee

Section 1. NOMINATIONS AND ELECTIONS COMMITTEE

The Nominations and Elections Committee will be responsible for the election of members to the Executive Board. It will be the responsibility of this committee to present a slate of nominees to the EPA members; prepare, distribute, and count ballots after the voting; and present results to the membership.

Section 2. PROFESSIONAL DEVELOPMENT COMMITTEE

The Professional Development Committee will share information regarding relevant professional development opportunities with the exempt professional staff at UC Denver.

Section 3. NETWORKING COMMITTEE

The Networking Committee will organize networking and social events for the exempt professional staff at UC Denver.

ARTICLE VII: MAKING RECOMMENDATIONS ON POLICY ISSUES

Section 1. CRITERIA FOR RECOMMENDATIONS

The EPA will make recommendations or express statements of position on University policy or matters of interest and/or concern to University administration if the issue or policy is of broad interest to its members. Any member of the EPA may bring forward issues or policies for consideration.

Section 2. PROCEDURE FOR ADOPTING RECOMMENDATIONS

The procedure for adopting policy recommendations or statements of position by the EPA is as follows:

- Any recommendation or statement of position made on behalf of the membership by the EPA regarding University policy or matters of interest and/or concern must be reviewed by the EPA Executive Board.
- Adequate time for discussion must be scheduled so that the Executive Board can debate the policy or matter of interest and/or concern.
- The EPA Executive Board will vote on any recommendation or statement of position to be forwarded to University administration.
- A simple majority of votes of the Executive Board is required for adoption of any recommendation or statement of position that will be made on behalf of EPA members.

ARTICLE VIII: AMENDMENTS

Any member of the EPA may propose a change in the EPA Bylaws. Any proposal to change the Bylaws must be submitted to the Executive Board in writing. If the Executive Board votes to support the change, the amendment will require an affirmative vote of a majority of the members

present at a general assembly meeting. If the Executive Board rejects the change, the amendment may be brought to the full membership for a vote where the amendment will required an affirmative vote of two-thirds (2/3) of the full membership of the EPA.

ARTICLE IX: RULES OF ORDER

The tenth, or latest, edition of Robert's Rules of Order Newly Revised shall govern the conduct of all meetings unless any such rule contained therein conflicts with any provision in these Bylaws, in which case these Bylaws shall control.

Approved 9/21/2011