

Lewis & Clark College Faculty Handbook

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<http://www.lclark.edu/about/leadership/provost/handbook/>)

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**APPENDIX 1. RESTATED
BYLAWS OF LEWIS AND CLARK COLLEGE**

**ARTICLE I
GENERAL DUTIES OF THE BOARD OF TRUSTEES**

- A. The Board of Trustees (The “Board”) of the College shall have and exercise all corporate powers prescribed by law and may perform all lawful functions prescribed by these Bylaws and by the Articles of Incorporation.
- B. The Board shall establish the general educational, financial, and operating policies of the College and shall develop whatever financial and community support is necessary to carry out those policies.
- C. The principal responsibilities of the Board shall be to:
 - 1. Determine and review periodically the purpose, mission, and priorities of the College and its schools.
 - 2. Appoint and evaluate the President.
 - 3. Authorize the earned and honorary degrees and diplomas or certificates to be offered and awarded.
 - 4. Review and approve the annual budgets of the College.
 - 5. Establish policy guidelines for all endowment funds, for investments, and for major fundraising.
 - 6. Determine the College's fiscal policy and authorize the College to incur debts and secure them by mortgage or pledge of real or personal property.
 - 7. Authorize fees for tuition, room, and board.
 - 8. Determine the policy of the College with respect to the acceptance of gifts or bequests.
 - 9. Authorize the purchase, management, and sale of land, buildings, or major equipment.
 - 10. Authorize the construction of new buildings and major renovations or demolitions of existing buildings.
 - 11. Determine policies for operation of the College, except as delegated to the President or to other officers.

**ARTICLE II
COMPOSITION OF THE BOARD OF TRUSTEES**

Section 1. Board Size

Excluding ex officio members, the Board shall consist of not fewer than 18 nor more than 40 persons. The exact number of positions shall be fixed from time to time by resolution of the Board.

Section 2. Ex Officio Board Members

- A. The President of the College shall be an ex officio member of the Board with power to vote. The President may not vote on matters relating to presidential compensation, dismissal, review, or replacement and may not, unless requested by the Board to present his or her views, attend any portion of any Board meeting where any of these issues is discussed.

- B. The presidents of the College of Arts and Sciences, The Graduate School of Education and Counseling and the School of Law alumni associations shall be ex officio voting members of the Board during their respective service in those offices.

Section 3. Election and Removal of Other Board Members; Term Limits

The following rules apply to all Board members other than the ex officio Board members described in Section 2 above.

- A. After a Board member is first elected they may be assigned by the Secretary to an initial term of less than three years to allow for balancing of trustee cohorts. An initial term of less than three years shall not count as a term when considering the three-term limit imposed by this section. Commencing June 1, 2018 Board members shall ordinarily be required to leave the Board for one full year after serving three, consecutive three-year terms. After one year off the board a former Trustee may be reelected to the Board under the normal process for Trustee election. No Board member shall be required to leave the Board before the end of their current term as a result of this provision. In extraordinary circumstances, upon the recommendation of the Committee on Nominations, the one-year gap in service requirement for a Trustee to leave the board after three, full three-year terms may be waived by the Board.
- B. Any vacancy on the Board may be filled by majority vote of the Board members in attendance at any duly called Board meeting.
- C. Board members elected at an Annual Meeting shall serve until the conclusion of the third Annual Meeting after their election unless they are elected to fill the remainder of an unexpired term or a shorter term is stated at the time of their election. Board members not elected at an Annual Meeting shall serve until the conclusion of the third Annual Meeting after their election unless a different term is stated at the time of the election. All Board members shall serve until the end of their term unless re-elected to another term, or until their written resignation is received by the Board Chair.
- D. Each year at the Annual Meeting of the Board of Trustees, the Committee on Nominations will present a slate of Board members the Committee recommends for re-election to a three-year term of service.
- E. Any Board member other than an ex officio Board member may be removed from office with or without cause by an affirmative vote of two-thirds of the Board members then in office.

Section 4. Faculty and Student Representatives to the Board

Two faculty members and two students from the College of Arts & Sciences and one faculty member and one student from each of The Graduate School of Education and Counseling and the School of Law shall serve as advisory, non-voting representatives to the Board. Faculty and student representatives shall be elected by their respective constituencies to serve one-year terms. The elected faculty and student representatives shall serve in their individual capacities. Faculty and Student representatives may designate substitutes to attend meetings of the Board on occasions when their schedules require, subject to providing the Secretary to the board with prior notice regarding the substitution.

ARTICLE III LIFE TRUSTEES

Section 1. Selection of Life Trustees

Upon recommendation of the Committee on Nominations, a Board member or former Board member may be elected by the Board as a Life Trustee. This position shall be reserved for individuals with records of particularly distinguished service.

Section 2. Powers of Life Trustees

Life Trustees shall not have voting powers at Board meetings and shall not be counted as Board members for any purpose. Subject to the limitations in these Bylaws, Life Trustees shall be entitled to receive notices and minutes of all Board meetings and to be appointed as voting members of Standing Board committees. Life Trustees shall have full rights of discussion at meetings of the Board.

ARTICLE IV OFFICERS OF THE BOARD AND COLLEGE

Section 1. Officer Positions

The officers of the Board shall be the Board Chair and the Vice Chair(s). The Officers of the College shall be the President, the Vice President, Secretary and General Counsel, the Vice President for Finance and Treasurer, one or more other Vice Presidents, and such other officers as the Board may authorize and the President appoint.

Section 2. Selection of the Board Chair and the Vice Chairs

- A. The Board Chair shall be elected by the Board from among its voting members for a term of three years. The Board Chair shall appoint no more than two Vice Chairs to serve at any one time. Each Vice Chair shall serve for a term of one year. If two Vice Chairs are appointed the Board Chair shall designate each appointment as either First or Second Vice Chair. Officers of the Board may be removed with or without cause by an affirmative vote of two-thirds of the Board members then in office.
- B. Unless a vacancy occurs at another time, elections of the Board Chair shall be held at the Annual Meeting of the Board. Board Officer terms shall normally begin upon adjournment of the Annual Meeting of the Board. A vacancy in any of the above offices may be filled at any Board meeting.
- C. The Committee on Nominations shall recommend one or more candidates for the position of Board Chair whenever an election is to be held.

Section 3. Presidential Selection; Removal by Board

The President shall be selected by the Board and shall hold office at the discretion of the Board. When a President is to be selected, the Board shall follow the procedures described in the Standing Rules of the Board then in effect. The President may be removed with or without cause by an affirmative vote of two-thirds of the Board members then in office and entitled to vote.

Section 4. Selection of Vice Presidents and Other Officers

All Vice Presidents and other officers shall be selected by the President and shall hold office at the discretion of the President.

ARTICLE V POWERS AND DUTIES OF OFFICERS

Section 1. Board Chair

The Board Chair: shall preside at all meetings of the Board; shall have the right to vote on all questions; shall, as provided in Article VIII below, appoint the chairs and other members to all Board committees; shall be an ex officio non-voting member of all Board committees unless the Board Chair specifically appoints him/her-self as a voting member of a standing committee; and shall have such other powers and duties as the Board may from time to time prescribe.

Section 2. Vice Chair

In the absence or disability of the Board Chair, the First Vice Chair shall perform the duties of the Board Chair, unless the First Vice Chair is not available, in which case the Second Vice Chair shall perform the duties of the Board Chair.

Section 3. President

- A. The President shall be the Chief Executive Officer of the College and the official advisor to and the executive agent of the Board and its Executive Committee. As academic and administrative head of the College, the President shall exercise a general superintendence over all the affairs of the institution and shall bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its responsibilities.
- B. The President shall be responsible for the prudent fiscal management of the College.
- C. The President shall have the power, on behalf of the Board, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee, and shall be responsible for the successful implementation of the policies adopted by the Board.
- D. The President shall be an ex officio nonvoting member of all Board committees except a presidential selection, review, or compensation committee.
- E. The President shall have the power to make, and shall make, the final determination on matters of individual faculty tenure.
- F. The President shall have the power to appoint and evaluate the performance of all employees of the College, including all Vice Presidents and the Deans.
- G. The President shall be responsible for determining the duties and authority of all College employees.
- H. The President shall appoint members of the administrative staff to assist each standing Committee with the discharge of its functions.

- I. The President shall present a written report on the status of the College to the Board at the close of each fiscal year. The report should include discussion of the current status of the College, plans for the next year and challenges and opportunities facing the College in the future.

Section 4. Vice Presidents

Each Vice President shall have such powers and shall perform such duties as shall be assigned by the President.

Section 5. Vice President Secretary and General Counsel

The Vice President Secretary and General Counsel shall have custody of the seal of the College and shall attest to and affix said seal to such documents as are required in the business of the College. The Vice President Secretary and General Counsel shall give the required notice of all meetings of the Board and its Standing Committees and shall keep a record of the membership of all Board committees. The Vice President Secretary and General Counsel shall keep or cause to be kept a record of the minutes of all meetings of the Board and shall be responsible for collecting minutes from the meetings of all Board committees. The Vice President Secretary and General Counsel shall have responsibility for managing relations with the government and the community and shall provide legal support, advice and assistance to the President, Board of Trustees, executive officers, and various departments of the College

Section 6. Vice President for Finance and Treasurer

The Vice President for Finance and Treasurer, under the direction of the President, and in accordance with policies established by the Board, its Committee on Finance and its Committee on Investments, shall be responsible for preparation and presentation of budgets and financial reports, and the management of the finances and investments of the College.

ARTICLE VI BOARD MEETINGS

Section 1. Regular and Special Board Meetings

- A. There shall be three regular Board meetings per year. The Annual Meeting of the Board shall be the last meeting of the academic year. The time, date, and place of regular Board meetings shall be set by the Board Chair.
- B. Special meetings may be held at the request of five Board members, the Chair, or the President. The person or persons requesting a special meeting shall inform the Secretary of the proposed agenda to be discussed or acted upon at the meeting for transmission to Board members pursuant to Section 3 of this Article.

Section 2. Who May Attend Board Meetings

Unless invited or permitted to do so by the Board Chair or by a majority vote of the Board members in attendance, no one other than Board members, Life Trustees, authorized faculty and student representatives, and those persons so designated by the Standing Rules of the Board may attend a Board meeting. Board members may attend a meeting of the Board or any committee telephonically or by any other means permitted under Oregon law.

Section 3. Notice of Board Meetings

- A. Written notice of all regular Board meetings and all special Board meetings shall be sent by or at the direction of the Secretary to each Board member at least 10 days before the date of the meeting. In the case of special meetings, the notice shall state the agenda proposed by those requesting the meeting. Action at special meetings shall be limited to the stated subjects, except as otherwise provided in these Bylaws. Notices of meetings may be by regular mail or email, as elected by each Board member. Board members shall keep the Secretary apprised of their preference for receipt of notices and of the current address for delivery.
- B. No action taken at a meeting held without proper notice shall be valid unless, in addition to compliance with quorum requirements: (1) all Board members are present and willing to participate without protest of the notice or lack thereof; (2) waivers of notice are filed in writing prior to, at, or following the meeting by all absent Board members; (3) ratification of such action or proceeding is filed in writing with the Secretary by all absent Board members; (4) such action or proceeding is ratified or confirmed by a subsequent duly constituted meeting for which due notice was given; or (5) such action or proceeding is ratified or confirmed by the Executive Committee and is of a type that is within the power of the Executive Committee to ratify or confirm.

Section 4. Quorum of the Board

A quorum for the transaction of business shall be one-third of the members of the Board.

Section 5. Majority Vote of the Board

Except as otherwise provided by law, by these Bylaws, or by the Articles of Incorporation, a majority of Board members present and voting at a duly called meeting shall be sufficient to pass any matter.

Section 6. Subjects That May Be Acted Upon at Board Meetings

Unless written notice specifically describing the subjects to be acted upon has been sent by the Secretary to each Board member at least 10 days before the date of a regular or special meeting, no actions of any type may be taken at any Board meeting with respect to the following subjects:

1. The selection or discharge of the President or any Acting President.
2. Involuntary removal of any Board member from any position.
3. Amendments to the Articles or Bylaws of the College or the Standing Rules of the Board.

Section 7. Executive Session

- A. At the direction of the Board Chair or by majority vote of the Board members in attendance and voting, the Board may meet in Executive Session.
- B. Unless expressly invited by the Board Chair or by majority vote of the Board members in attendance, no person other than Board members may attend an Executive Session.
- C. Full minutes of discussions in Executive Session need not be kept, but the Board Chair shall assure that a record of all actions taken at an Executive Session is kept and is made a part of the minutes of the College. Except as may be provided by law, the Board Chair or the

majority of the Board members in attendance and voting may restrict access to the minutes or record of actions taken in Executive Session to the extent to which the Board Chair or the majority of the Board members in attendance believe it is in the College's best interest to do so.

Section 8. Board Action Without Formal Meeting

Any action permitted or required to be taken by the Board may be taken without a formal meeting, provided that a written consent setting forth the action so taken and signed by all Board members entitled to vote is filed with the minutes of the proceedings of the Board.

ARTICLE VII THE BOARD EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the Board Chair, the Vice Chair(s), the President, and the Chairs of the Board Standing Committees. The Board Chair may appoint one or more Life Trustees as non-voting member(s) of the Executive Committee. The Board Chair shall be Chair of the Executive Committee.

Section 2. Meetings of the Executive Committee

Meetings of the Executive Committee may be called at any time by the Board Chair or the President. No notice of issues to be discussed or acted upon need be given in advance of an Executive Committee meeting. Where it is reasonably feasible to do so, members of the Executive Committee may participate in Executive Committee meetings by telephone conference call.

Section 3. Who May Attend Executive Committee Meetings

Only Executive Committee members and guests invited by the Board Chair or by a majority of the Executive Committee members in attendance and voting may attend an Executive Committee meeting.

Section 4. Quorum of the Executive Committee

One-third of the voting members of the Executive Committee shall constitute a quorum for the transaction of business, provided at least three voting members of the committee are in attendance.

Section 5. Majority Vote of the Executive Committee

Except as otherwise provided by law, by these Bylaws, or by the Articles of Incorporation, a majority of Executive Committee members present and voting at a meeting shall be sufficient to pass any matter.

Section 6. Subjects That May Be Acted Upon at Executive Committee Meetings

Between meetings of the Board, the Executive Committee shall have general supervision of the administration and property of the College. The Executive Committee shall review annually the contracts and salaries of all College officers and Deans. Unless specifically empowered by the Board to do so, the Executive Committee may not:

1. Take any action inconsistent with a prior action of the Board.
2. Appoint or discharge the President, an Acting President, or any Board member to or from any position.
3. Materially amend the annual operating budget or the capital budget of the College.
4. Authorize the earned and honorary degrees and diplomas or certificates to be offered and awarded.
5. Amend the Articles or Bylaws of the College or the Standing Rules of the Board.
6. Site permanent buildings.
7. Borrow money or encumber assets.
8. Sell a significant portion of the assets of the College.
9. Take any action that by resolution has been reserved for the full Board.

Section 7. Minutes of Executive Committee Meetings

Unless the Board Chair or a majority of the Executive Committee members directs to the contrary, the Board Chair shall cause the minutes of Executive Committee meetings to be distributed promptly to each member of the Board following each Executive Committee meeting. Except as may be provided by law, the Board Chair or a majority of the Executive Committee members in attendance and voting may restrict non-Board member access to a part or all of such minutes to the extent to which the Board Chair or a majority of the Executive Committee members in attendance and voting believes it is in the College's best interests to do so.

Section 8. Executive Committee Action Without Formal Meeting

Any action permitted or required to be taken by the Executive Committee may be taken without a formal meeting, provided a written consent setting forth the action so taken and signed by all Executive Committee members entitled to vote is filed with the minutes of the proceedings of the Executive Committee.

ARTICLE VIII OTHER BOARD COMMITTEES

Section 1. Determination of Standing Committees

- A. There shall be the following Standing Committees of the Board: Academic Affairs/Campus Life CAS, Academic Affairs/Campus Life GSEC and Law, Audit, Compensation, Buildings and Grounds, Finance, Investments, Institutional Advancement, and Nominations.
- B. The Board may at any time create additional Standing Committees or consolidate or discontinue any of its Standing Committees. The operation of any additional Standing Committees shall be governed by these Bylaws and by the Standing Rules of the Board then in effect.
- C. Unless the Board otherwise directs, the duties of any discontinued Standing Committee shall be performed by the Executive Committee.

Section 2. Powers and Duties of Standing Committees

- A. The role of the Standing Committees is to investigate and review the matters assigned to them and make appropriate recommendations to the Board. Except to the extent expressly delegated by the Board, no Standing Committee shall have the authority to bind the College

or otherwise exercise decisional authority in any matter, such authority being reserved to the Executive Committee and full Board.

- B. All Standing Committees shall meet as necessary to perform their designated functions and shall cooperate with each other as appropriate.
- C. All Standing Committees shall keep minutes of their meetings and shall provide a copy promptly to the Secretary of the College after a meeting has been held.
- D. Subject to the limitations provided by these Bylaws or by the Standing Rules of the Board, each Standing Committee may conduct its affairs in the manner deemed most appropriate by that Committee.

Section 3. Composition of Standing Committees

- A. The Board Chair shall appoint Board members and may appoint himself/herself and Life Trustees as voting members of Standing Committees. The Board Chair shall appoint a Board member to chair each Standing Committee.
- B. The Board Chair and the President shall be ex officio, non-voting members of all Standing Committees, but the President shall not serve when a Standing Committee is dealing with matters pertaining to presidential selection, evaluation, or compensation.
- C. The Board Chair, in consultation with the President, shall appoint faculty and student representatives to serve as ex officio non-voting members of each of the Standing Committees, except the Committees on Audit, Nominations, Compensation and Investments. The Board Chair shall make such appointments from among the faculty and student representatives to the full Board. At the discretion of the Chair of the Board, other faculty members and students as well as alumni may be named to sit with these committees in a nonofficial capacity.
- D. Voting members and officers of the Standing Committees and faculty and student members of those Committees shall be appointed for one-year terms at or following the Annual Meeting of the Board.

Section 4. Who May Attend Standing Committee Meetings

All members of a particular Standing Committee and, except as noted in Section 6 below, all other Board members shall be entitled to attend and speak at the meetings of a Standing Committee.

Section 5. Quorum of a Standing Committee

One-third of the voting members of a Standing Committee shall constitute a quorum, provided that at least three Trustees and/or Life Trustees who are voting members of the Committee are in attendance.

Section 6. Executive Session

- A. At the direction of the Standing Committee Chair or by a majority vote of the Standing Committee members in attendance, any Standing Committee may meet in Executive Session.

- B. Unless expressly invited by the Standing Committee Chair or a majority vote of the Standing Committee members in attendance, no one other than the Board Chair and voting Standing Committee members may attend an Executive Session of a Committee.
- C. The Standing Committee Chair shall assure that a record of the actions taken at the Executive Session is kept and provided to the Secretary of the College. Except as may be provided by law and to the extent to which the Board Chair believes it is in the College's best interests to do so, the Board Chair may deny access to Executive Session records to anyone other than Board members and voting Committee members.

Section 7. Determination of Ad Hoc Committees

- A. The Board or Board Chair may at any time create or discontinue one or more Ad Hoc Committees, including but not limited to a Presidential Search Committee. The President shall not be a member of a Presidential Search Committee.
- B. The operation of any Ad Hoc Committee shall be governed by the provisions of these Bylaws that apply to Standing Committees and by the Standing Rules of the Board then in effect.

ARTICLE IX CONFLICTS OF INTEREST

Section 1. Definition

A Board member or Board Committee member shall be considered to have a conflict of interest if: (1) such Board or Committee member has existing or potential financial or other interests which impair or might reasonably appear to impair such person's independent judgment in the discharge of his or her responsibilities to the College; or (2) such person is aware that a member of his or her family, or another organization in which such person is an officer or director or is otherwise involved, has such existing or potential conflict of interest.

Section 2. Disclosure

All Board or Committee members shall disclose to the Board or to the Committee any possible conflict of interest at the earliest practicable time and, if the matter is uncertain, may request the Board or Committee to resolve the questions by majority vote.

Section 3. Limitations on Voting

No Board or Committee member shall vote on any matter under consideration at a Board or Committee meeting in which such person has a conflict of interest. The minutes of such meetings shall reflect that a disclosure was made and that the person having a conflict of interest abstained from voting.

ARTICLE X COLLEGE POLICY AGAINST DISCRIMINATION

In administering its affairs, the College shall not discriminate against any person on the basis of race, color, age, religion, marital status, veteran status, sex, sexual orientation, gender identity,

gender expression, national origin, or physical handicap in its educational programs, activities, and employment policies and shall observe the letter and spirit of all equal opportunity and civil rights laws.

ARTICLE XI
REVIEW AND AMENDMENT OF BYLAWS AND
STANDING RULES OF THE BOARD

Section 1. Bylaws

Subject to the applicable notice requirements, these Bylaws may be changed or amended at any meeting of the Board by a two-thirds vote of the Board members present and voting.

Section 2. Standing Rules of the Board

Subject to the applicable notice requirements, the Standing Rules of the Board may be changed or amended at any meeting of the Board by a majority vote of the Board members present and voting.

Section 3. Periodic Review

From time to time as needed, the Executive Committee shall review the Bylaws and the Standing Rules of the Board and may suggest any necessary changes thereto.

ARTICLE XII
INDEMNIFICATION AND INSURANCE

Section 1. Indemnity

The College shall indemnify to the fullest extent permitted by the provisions of the Oregon non-profit corporation statutes particularly ORS 65.391 through 65.414 any person who is or was made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise including an action, suit, or proceeding by or in the right of the corporation for judgments, fines, reasonable amounts paid in settlement, and reasonable costs of defense in connection with such actions by reason of the fact that the person is or was a member of the Board, officer, employee, or agent of the College or is or was serving at the request of the College in such a capacity in some other entity; provided, however, that:

- A. No such indemnity shall be granted to any person adjudged liable in a derivative action unless and to the extent the Court in which such action was brought determines that the person is fairly and reasonably entitled to indemnity under all of the circumstances or the amount to be paid is covered by insurance procured by the College;
- B. To the extent the indemnification is neither mandatory under the relevant law nor covered by insurance procured by the College, the classes of individuals entitled to indemnification shall be Board members, officers, employees, agents, or any subcategories thereof and the relationship of indemnification under this provision to other rights of indemnification including insurance shall be only as determined from time to time by Board resolution, and all issues of individual entitlement to the amount of indemnification under particular factual circumstances shall be determined in accordance with the provisions of ORS 65.404 or the comparable section of Oregon statutes in effect at the time of the demand.

Section 2. Advance of Defense Costs

When it appears to the College's satisfaction that a person is or will be entitled to indemnity under Section 1 above, the College shall advance or reimburse the reasonable out-of-pocket expenses of defense including attorney's fees actually and reasonably incurred by a person in defense of the action, suit, or proceeding, upon the person's compliance with the terms of ORS 65.397 or the comparable section of Oregon statutes in effect at the time of the demand; provided, however, that:

- A. This section shall not apply to the extent costs of defense are required to be advanced under the terms of any other indemnity agreement or right held by the individual which is not provided by or through the College including any insurance policy not procured by the College; and
- B. When the College is obligated to advance expenses of defense under this section, the College shall have the right to designate or approve counsel, major items of expense, and any proposed settlement in advance.

Section 3. Insurance

From time to time the College shall determine the scope of coverage and costs of insurance available to the College for the protection of the College and individual Board members, officers, employees, and agents by reason of the fact that the individuals hold or held those positions in the College, or in another entity at the request of the College, and shall determine what policy or policies of insurance, if any, shall be procured or maintained by the College with respect to such persons and claims.

ARTICLE XIII PARLIAMENTARY AUTHORITY

The parliamentary authority shall be the latest version of Roberts Rules of Order, Newly Revised.

The above Restated Bylaws were duly adopted and prior Bylaws revoked by vote of the Board of Trustees at a meeting regularly called and held on 21st day of May 2004.

Dated this 1st day of March 1994.

Amended this 21st day of November 1997.

Amended this 20th day of September 1998.

Amended this 17th day of May 2002.

Amended this 22nd day of November 2002.

Amended this 21st day of November 2003.

Restated this 21st day of May, 2004.

Amended this 6th day of May, 2005.

Amended this 5th Day of May, 2007.

Amended this 16th day of October, 2009.

Amended this 14th day of October, 2011.

Amended this 9th day of May, 2014.

Amended this 6th day of May, 2016.

APPENDIX 2. LEWIS AND CLARK COLLEGE BOARD OF TRUSTEES STANDING RULES

I. RULES REGARDING BOARD ATTENDANCE

The following persons may attend regularly scheduled Board meetings as invited guests: Vice Presidents, the College Secretary, the College Treasurer, the Dean of each school, and others as specifically invited by the Chair of the Board or by the President.

II. RULES REGARDING BOARD STANDING COMMITTEES

The Board of Trustees is currently organized into an Executive Committee and several Standing Committees. These rules do not apply to the Executive Committee but, along with the applicable provisions in the Bylaws, do apply to all Standing Committees.

A. The Committee on Academic Affairs

1. Members

The voting members of the Committee on Academic Affairs shall be six to fifteen Trustees and/or Life Trustees. The President, the Board Chair, and two faculty and two student representatives shall be ex officio, nonvoting members.

2. Duties

- a. The Committee on Academic Affairs shall ensure that the College's academic offerings match and support its institutional mission
- b. The Committee on Academic Affairs shall monitor the quality and accreditation of the academic programs and review materials regarding academic planning.
- c. The Committee on Academic Affairs shall review proposals to introduce new academic programs or eliminate existing programs and review proposals for academic affiliation with outside institutions.
- d. The Committee shall review the academic budgets of the schools to ensure that they support the academic priorities of the institution.
- e. The Committee shall review and make recommendations to the Board concerning policy matters relating to the academic affairs of the institution.
- f. The Committee on Academic Affairs shall recommend to the Board the authorization and award of all earned or honorary degrees, diplomas, and certificates.

B. The Committee on Campus Life

1. Members

The voting members of the Committee on Campus Life shall be seven to fifteen Trustees and/or Life Trustees. The President, the Board Chair, and one faculty and one student representative shall be ex officio, nonvoting members.

2. Duties

- a. The Committee on Campus Life shall monitor initiatives that complement academic programs by enriching the quality of college life beyond the classroom.
- b. The Committee on Campus Life shall monitor the scope and tenor of nonacademic programs and services needed by and provided to students.
- c. The Committee on Campus Life shall review all policies and programs concerning athletics.

- d. The Committee on Campus Life shall review all policies concerning religious life on campus.
- e. The Committee on Campus Life shall monitor administrative activities that bear on students' lives.

C. The Committee on Buildings and Grounds

1. Members

The voting members of the Committee on Buildings and Grounds shall be seven to fifteen Trustees and/or Life Trustees. The President, the Board Chair, and one faculty and one student representative shall be ex officio, nonvoting members.

2. Duties

- a. The Committee on Buildings and Grounds shall review and make recommendations to the Board concerning policy matters relating to the operation, rehabilitation, and maintenance of the College, buildings, grounds, and facilities.
- b. The Committee on Buildings and Grounds shall oversee the planning of the campus.
- c. The Committee on Buildings and Grounds shall recommend to the Board approval of plans and sites of any new buildings, and the selection of and contract arrangements with architects and building contractors.

D. The Committee on Finance

1. Members

The voting members of the Committee on Finance shall be seven to fifteen Trustees and/or Life Trustees. The President, the Board Chair, and one faculty and one student representative shall be ex officio, nonvoting members.

2. Duties

- a. The Committee on Finance shall review College budget, insurance, financial aid, and financial reporting policies before their presentation to the Board.
- b. The Committee on Finance shall receive, review, and recommend to the Board a financial plan for the future of the institution and shall monitor compliance with the approved plan. The plan shall include, inter alia, the source and use of funds, the use of debt of various kinds, reserves, and endowment spending policy.
- c. The Committee on Finance shall monitor the preparation of the College's annual operating and capital budgets and present recommendations with respect to these budgets to the Board.
- d. During the course of the year, the Committee on Finance shall review major financial recommendations not provided for in the budget and shall submit its evaluation of the impact of such recommendations to the Executive Committee or to the Board. The Committee on Finance shall monitor changes in funding sources affecting the achievement of the financial plan.
- e. The Committee on Finance shall review all policies regarding auxiliary operations of the institution which involve commitment of College resources or place the College at liability risk.
- f. The Committee on Finance shall review the chart of contracts over \$250,000 and/or for three-year terms by the College.
- g. The Committee on Finance shall review policy matters relating to terms of employment, compensation systems, and benefits, and shall recommend to the Board any changes in these policies.

E. The Committee on Institutional Advancement

1. The Committee shall consist of no fewer than five Trustees. A majority shall constitute a quorum. The Board Chair, the President, the Deans of the Arts and Sciences, the Graduate School of Education, and the Law School, one faculty representative, and one student representative shall be *ex officio*, nonvoting members. Additional voting or nonvoting members may be appointed at the discretion of the Board Chair.
2. Duties
 - a. To advise Lewis & Clark College regarding goals and strategies for fund-raising and constituent outreach that are consistent with the College's long-range plans;
 - b. To build and sustain financial support by securing individual gifts, bequests, planned gifts, and corporate and foundation grants to uphold and strengthen the mission of the College;
 - c. To recommend to the Board of Trustees the adoption of policies relating to fund-raising, alumni relations, and public relations including but not limited to such matters as:
 - the planning and execution of fund-raising efforts, ranging from regular annual fund drives to major endowment campaigns
 - giving guidelines for the Board
 - guidelines for establishing chairs, professorships, fellowships, scholarships, buildings, facilities, and other projects funded in whole or in part by private gifts and grants
 - and the acceptance, use, and application of private donations for any activity whose sponsorship may implicate or obligate the College;
 - d. To communicate with external constituencies and help build awareness, understanding, and excitement for the issues, challenges, and opportunities before Lewis & Clark College;
 - e. To monitor and assess the College's performance in fund-raising and constituent outreach.
3. The Vice President for Institutional Advancement is staff to the Committee. The Committee shall report its findings, recommendations, and results to the Board of Trustees.

F. The Committee on Nominations

1. Members

The voting members of the Committee on Nominations shall be three to seven Trustees and/or Life Trustees. The President and the Board Chair shall be *ex officio*, nonvoting members.
2. Duties
 - a. The Committee on Nominations shall periodically assess the performance of the Board, its Committees, and the Chair, Vice Chairs and Committee Chairs and shall endeavor to determine strengths and weaknesses and recommend steps that shall be necessary to improve the operation of the Board, its Committees, or such officers.
 - b. The Committee on Nominations shall maintain a list of promising potential Trustees.
 - c. The Committee on Nominations shall present to the Board its recommendations for Trustees to be elected or reelected and its recommendations for the positions of Board Chair, First Vice Chair, Second Vice Chair and Third Vice Chair annually and at such other times as vacancies may occur.

- d. The Committee on Nominations shall develop and administer a program of orientation for newly elected Trustees.
- e. The Committee on Nominations shall recommend Trustees for the position of Life Trustee.

G. The Committee on Investments

1. Members

The voting members of the Committee on Investments shall be five to nine Trustees and/or Life Trustees. The President shall be an ex-officio non-voting member, and the Board Chair shall be an ex officio voting member of the Committee.

2. Duties

- a. The Committee on Investments shall propose and recommend to the Board appropriate investment policies.
- b. The Committee on Investments shall devise and recommend to the Board an investment plan for the future of the institution and shall monitor compliance with the approved plan.
- c. The Committee on Investments shall monitor the performance of any investment managers utilized by the College and report the results to the Board.

H. The Committee on the Audit

1. Members

The voting members of the Committee on the Audit shall be three to five Trustees. The Board Chair shall be an ex-officio voting member of the Committee.

2. Duties

- a. The Committee on the Audit shall recommend to the Board the designation of an independent auditor each year. It shall receive, review, and submit to the Board a complete annual audit statement of the financial condition of the institution as of the close of the fiscal year, together with its comments and explanation of the current financial position of the College, its future prospects, and any areas of concern. The Committee on Audit shall meet with the auditor each year at the following times to discuss any issues of concern to the auditor or the College: (1) At or before engagement of the auditor; (2) At an exit interview upon completion the auditor's on-site work; and (3) At completion of the audit. The Chair of the Committee on Audit shall promptly communicate any concerns raised by the auditor to the Board Chair in writing.

III. STANDING RULES REGARDING AD HOC COMMITTEES

A. In General

The Board may create ad hoc committees from time to time as needed, including but not limited to a Presidential Search Committee, and the Board Chair shall appoint the chairs and members of such committees

B. Ex Officio Members

The President and the Board Chair shall be ex officio, nonvoting members of all special or ad hoc committees except that the President shall not serve on any committee that is conducting a presidential search or review or that is considering questions of presidential compensation.

C. Presidential Search Committee

1. Members

Appointment of a Presidential Search Committee. When it is necessary to undertake a Presidential search, the Board Chair shall appoint an ad hoc committee whose voting members may include Trustees, Life Trustees, Faculty, Students, Alumni, members of the Administrative Staff, and other interested persons. The Board Chair shall appoint the chair of the Presidential Search Committee, who must be a Trustee.

2. Duties

- a. The Presidential Search Committee shall recruit, review, and evaluate possible presidential candidates.
- b. The Presidential Search Committee shall work with any executive search firm that may be hired by the Board.
- c. The Presidential Search Committee shall recommend to the Board one or more finalists for the position of President, and forward to the Board any recommendations or comments on the finalists or on other candidates that the Board Chair may request or that the Presidential Search Committee believes to be appropriate.

3. Decision-Making Authority

Notwithstanding the view of the Presidential Search Committee, the Board shall have the right to make the ultimate decision regarding the appointment of the President.

These Standing Rules were adopted, and all prior rules revoked, by vote of the Board on the 21st day of September 1992.

Dated this 26th day of October 1992.

Amended this 21st day of November 1997.

Amended this 20th day of September 1998.

Amended this 17th day of May 2002.

Amended this 13th day of September 2002.

Amended this 21st day of May 2004.

Amended this 10th day of September 2004.

Amended this 5th day of March, 2005.

Amended this 5th day of May, 2007

APPENDIX 3. BYLAWS OF THE COLLEGE OF ARTS AND SCIENCES

ARTICLE I. FACULTY

Section 1. Membership

Membership in the Faculty of the College of Arts and Sciences shall consist of tenured and tenure-track Faculty; Lecturers and Senior Lecturers; others teaching at least half time (according to the teaching standards for their departments); the President of the College; the Dean of the College; the Associate Dean of the College; the librarians of the Aubrey Watzek Library, half-time or more and possessing the Master of Library Science Degree; the Dean of the Chapel; the Registrar; the Dean of Admissions; the Director of Student Financial Services; the Director of Athletics and Instructors in the Department of Physical Education and Athletics possessing the Master's Degree; the Directors of the Writing Center and the Math Skills Center; the Director and members of the Faculty of Academic English Studies; and Faculty Emeriti.

Section 2. Voting Rights

For purposes of Faculty business and elections, voting rights shall reside with tenured and tenure-track Faculty. Faculty holding the rank of Lecturer or Senior Lecturer shall, upon notification to the Dean of the College, also have voting rights.

ARTICLE II. OFFICERS OF THE FACULTY

Section 1. The Chair

The Dean of the College is Chair of the Faculty and, with the President of the College, represents the Faculty on official and public occasions and to the Board of Trustees.

Section 2. The Clerk

- a. The Clerk of the Faculty is a member of the voting Faculty and is elected by the Faculty.
- b. The Clerk of the Faculty moderates all regular and special meetings of the Faculty.
- c. Each spring the voting Faculty shall elect one of its members to serve a one-year term as Clerk of the Faculty. This term shall commence September 1 of the following academic year and shall continue for twelve months. Service by a Faculty member as the Clerk of the Faculty shall not preclude service by that faculty member on a Standing Committee.
- d. The nominations and elections for Clerk of the Faculty shall be conducted according to the procedure established in the Bylaws for election of at-large representatives to a Standing Committee.
- e. In the event that the Clerk of the Faculty is unavailable to moderate a faculty meeting, the faculty member who took second place in the election for Clerk of the Faculty will serve as Clerk Pro Tem.

Section 3. The Secretary of the Faculty

- a. The Secretary of the Faculty is a member of the voting Faculty and is elected by the Faculty.
- b. The Secretary of the Faculty is responsible for the minutes of the meetings of the Faculty, preserves a record of Faculty action, and acts as the Faculty's correspondent. The Secretary of the Faculty, in cooperation with the Dean of the College, certifies the Faculty voting list, conducts all official Faculty elections, tallies the ballots, and notifies the Dean of the College of the results.

- c. Each spring, the voting Faculty shall elect one of its members to serve a one-year term as Secretary of the Faculty. This term shall commence September 1 of the following academic year and shall continue for twelve months. Service by a Faculty member as the Secretary of the Faculty shall not preclude service by that faculty member on a Standing Committee.
- d. The nominations and elections for Secretary of the Faculty shall be conducted according to the procedure established in the Bylaws for election of at-large representatives to a Standing Committee.
- e. In the event that the Secretary of the Faculty is unavailable to record the minutes of a faculty meeting, the Dean of the College shall designate a member of the voting faculty to serve as Secretary Pro Tem.

ARTICLE III. ORGANIZATION OF THE FACULTY

Section 1. Divisions

- a. The Faculty is organized into the following Divisions: Arts and Humanities; Mathematical and Natural Sciences; and Social Sciences.
- b. Each division elects representatives to College committees, and one representative to the Faculty Council (see below).
- c. Together with the Dean of the College, the directors of interdisciplinary programs in the College of Arts & Sciences shall form an Interdisciplinary Learning Council. The Interdisciplinary Learning Council shall be a locus of discussion about existing and new interdisciplinary programs. Ideas generated there shall be brought to departments, divisions, or the Faculty Council for further elaboration.

Section 2. The Dean and the Associate Dean

- a. The Dean of the College is appointed by the President to serve as the chief academic officer of the College of Arts & Sciences. The Dean of the College is responsible for administering the curriculum and managing the faculty in collaboration with standing faculty committees, chairs of departments and programs, and the associate dean. The Dean of the College is a member of the Executive Council, attends meetings of the Board of Trustees, and represents the Faculty on official and public occasions. The Dean of the College also provides oversight for the Registrar's Office, the Writing Center, the Math Skills Center, and the Aubrey R. Watzek Library.
- b. The Associate Dean coordinates logistics of such matters as staffing requests, capital equipment and project requests, salary reviews, and developmental reviews. As appropriate, the materials collected by the Associate Dean are forwarded to the Dean of the College or the Faculty Council for deliberation. The Associate Dean manages travel and research budgets, and confers with chairs about adjunct and visitor staffing, forwarding recommendations to the Dean of the College for approval.
- c. The Associate Dean is appointed by the Dean of the College after considering a list of nominees forwarded by an ad hoc faculty committee. This committee seeks nominations (including self-nominations) from the faculty, ascertains that the nominees are willing to serve as Associate Dean, evaluates the qualifications of the nominees, and forwards a list of three or four top nominees to the Dean of the College.

Section 3. The Faculty Council

- a. The Faculty Council advises the Dean of the College on allocation of faculty and staff positions, funds for capital projects and equipment, changes in by-laws and procedures, and other issues which affect the welfare of the College.
- b. The Faculty Council shall have three elected representatives as voting members, with each division electing its representative from all ranks of its faculty. The Associate Dean and a representative of the Interdisciplinary Learning Council shall sit as permanent ex-officio members of the Faculty Council. Members of the standing committees of the CAS may be asked to participate in discussions of the Faculty Council as needed.
- c. Members of the Faculty Council and the Dean of the College shall consult regularly with the Faculty and its constituencies, keep them informed of the Council's deliberations, and provide the Faculty with timely explanations of recommendations made by the Faculty Council.

Section 4. Departments and Programs

For purposes of planning and administering the curriculum and requirements for majors, the Faculty is organized into Departments. The Dean of the College, upon consultation with the members of each Department, shall appoint one faculty member to chair each Department. Ordinarily, the Department Chairs shall serve three-year terms. The Dean of the College may also appoint various faculty members to head minors, general educational programs, interdisciplinary programs, or other curricular programs offered by the College of Arts and Sciences.

ARTICLE IV. MEETINGS OF THE FACULTY

Section 1. Regularly Scheduled Meetings

- a. Regularly scheduled meetings of the Faculty shall be held at least two times each fall and spring semester for the purpose of transacting pertinent business.
- b. The schedule and agenda for regular faculty meetings are prepared and distributed by the Clerk of the Faculty after they are set by the Dean of the College, the chairs of standing committees, and the Faculty Council. The agenda shall include reports from the President, the Dean of the College, and the Standing Committee Chairs.
- c. Other items to be included on the agenda requiring faculty action may be submitted by any voting member of the Faculty. Matters requiring faculty action should be in writing and in the hands of the Clerk of the Faculty at least seven days prior to the faculty meeting, and shall be circulated with the agenda to each member in the call to the meeting, which should be distributed to the faculty at least three days previous to the meeting.
- d. The conduct of Faculty Meetings shall be according to the parliamentary procedures set forth in the latest version of *Robert's Rules of Order*. The Dean of the College shall appoint a parliamentarian from the ranks of the voting faculty.

Section 2. Special Meetings

Special meetings may be called by the Dean of the College, or at the written request of five members of the voting Faculty, stating the purpose for which the meeting is called. Unless an emergency is declared by the Dean of the College, the call to the special meeting shall be distributed not less than three days in advance, and shall state the purpose of the special meeting.

The agenda of a special meeting shall be limited to the specific purpose as stated in the call to the special meeting.

Section 3. Access to the Floor

Except as provided in Section 5 below, all members of the Faculty, voting and nonvoting, shall have access to the floor at meetings of the Faculty.

Section 4. Guests

Except as provided in Section 5 below, all members of the Lewis & Clark community—faculty from other schools within the College, students, administrators, staff—are welcome to attend faculty meetings. Access to the floor for any guests can be gained only through a member of the Faculty after his or her recognition by the Clerk.

Section 5. Executive Session

At the direction of the Clerk, or by a majority vote, the Faculty shall meet in Executive Session. Attendance at an Executive Session is limited to voting members of the Faculty.

Section 6. Quorum

A quorum shall consist of 50 percent plus one of the voting Faculty. If the calculation of the quorum results in a fractional number, the fraction shall be disregarded in setting the required quorum. Faculty on sabbatical or other official leave or excused from a particular meeting by the Dean of the College are not counted in determining the quorum.

Section 7. Important-Business Rule

Any piece of business designated as “important business” by the Clerk of the Faculty or by a majority vote of the Faculty cannot be both introduced and voted on at the same meeting. Important business can be voted on only at or after a second regular or special meeting of the Faculty.

Section 8. Rule for Extending Discussion

- a. The Clerk shall attempt to end the meeting by the time stated on the agenda. Should it prove useful or even essential to continue discussion of an item during the same meeting, however, then the Clerk may allow the meeting to extend beyond the end-time stated on the agenda but shall not allow motions on business (other than adjournment) to come to a vote after the end-time stated on the agenda. The item of business then rolls over to the next faculty meeting or is discussed at a special faculty meeting.
- b. If applying this rule prevents a motion to be made on business being discussed at the last faculty meeting of the academic year, then the Clerk shall ask for a motion to amend the rules so that discussion of the issue may continue as old business during the next academic year. This motion must pass by the meeting end-time stated on the agenda.

ARTICLE V. COMMITTEES OF THE FACULTY

Section 1. Standing Committees

Standing Committees are: the Committee on Promotion and Tenure; the Committee on the Curriculum; the Committee on Admissions and Financial Aid; the Committee on the Library and Educational Technology; and the Budget Advisory Committee.

Section 2. Membership of Standing Committees

a. Faculty Members of Committees

All members of the voting Faculty (except the President, the Dean of the College, and the Associate Dean) are eligible for service on a Standing Committee with the exception of the Committee on Promotion and Tenure, to which only tenured Faculty may be nominated and elected or appointed.

No faculty member may serve on more than one Standing Committee at a given time.

A term of service on a Standing Committee is two years. A faculty member may be elected to the same or to another Standing Committee for a second two-year period, but after serving for two consecutive terms shall be ineligible for one year for service on any Standing Committee. Initial terms on Committees shall be staggered so that half of the Committee members are selected each year.

If a faculty member resigns or otherwise becomes unavailable for service on a Standing Committee other than the Committee on Promotion and Tenure, a special election to fill the remainder of the vacancy shall be held unless the remainder of the term of service on the committee is less than one semester, in which case, the Dean of the College shall appoint a replacement faculty member. In the case of the Committee on Promotion and Tenure, however, elected members who resign at any time shall be replaced via special election and members originally appointed by the Dean of the College shall be replaced via appointment by the Dean of the College.

b. Student Members of Standing Committees

Student members of the Standing Committees shall be appointed annually to serve one-year terms. Student members of Standing Committees shall be nominated according to procedures established by the Associated Students of Lewis & Clark College and shall be appointed by the Dean of the College.

Section 3. Procedures for Committee Elections

Standing Committees may be comprised of both at-large and divisional representatives. A faculty member wishing to place in nomination another faculty member must obtain the consent of the nominee before such a nomination is certified. Eligible faculty may nominate themselves in writing to the Secretary. A faculty member may be a nominee for only one Committee in any given election.

a. Divisional representatives to Standing Committees shall be members of the Division they represent and shall be nominated and elected by each Division by the end of March of each year for service beginning the following academic year. Divisional representatives to Committees shall be nominated and elected by the voting Faculty members within each Division.

b. At-large representatives to Standing Committees shall be nominated immediately following the completion of the election of the divisional representatives. Elections of at-large

representatives shall occur in April of each year for service beginning the following academic year. As indicated in these Bylaws, at-large representatives to Committees may be or may not be required to be members of specified Divisions. Nominations for any at-large members of Committees may be made by any voting member of the Faculty. At-large representatives shall be elected by the voting Faculty as a whole.

If there are more than two nominations for a particular Standing Committee vacancy, a primary election shall be held. If one candidate receives a majority of the votes cast in the primary election, that candidate shall be declared elected. Otherwise, a final election shall be held between the two candidates receiving the highest number of votes in the primary election.

If the number of nominations for a particular Committee is equal to the number of vacancies to be filled, those faculty in nomination shall be declared elected.

Section 4. Procedures for Election of Standing Committee Chairs

Each Standing Committee shall elect its own Chair from among its voting members. All Committees shall conduct their meetings in accordance with parliamentary procedures as set forth in the latest edition of Robert's Rules of Order. Adequate notice of meetings of any Committee shall be given to all of its members. Committee meetings may be called by the Chair or at the request of at least two Committee members. Committees other than the Committee on Promotion and Tenure shall circulate minutes in a timely fashion to voting and ex officio members of each Standing Committee, to the Department Chairs, and to the Faculty at large.

Section 5. Committee on Promotion and Tenure

a. Charge

The Committee on Promotion and Tenure shall review all requests for tenure, promotion, or other major faculty reviews and make its recommendations to the Dean of the College in accordance with the procedures detailed in the College of Arts and Sciences Faculty Review Document.

b. Membership

The Committee on Promotion and Tenure shall consist of six members of the tenured Faculty. Three Committee members, one from each Division, shall be elected at large by the tenured and tenure-track Faculty. Three Committee members shall be appointed by the Dean of the College. The Dean of the College shall be an ex officio, nonvoting member of the Committee.

Each year, the faculty shall elect three alternate members of the Committee on Promotion and Tenure, one from each division of the College, for one-year terms. Nominees for these positions shall be chosen from among those faculty members with previous service on the Committee on Promotion and Tenure, to assure their experience of the process. When a member of the Committee on Promotion and Tenure is a departmental colleague of a candidate being reviewed for promotion or tenure, that member shall be recused from participation in discussion about and vote on that candidate's case. The recused member shall be replaced by the alternate from that same division. In the event that two members of the Committee on Promotion and Tenure must be recused, or when an alternate is also from the same department as the candidate, alternates

shall be chosen at random from among the other two. Alternates shall attend only those Committee on Promotion and Tenure meetings at which their service is required.

The Dean of the College shall attempt to minimize the number of recusals that must occur in a given year, based on the anticipated schedule of promotion and tenure reviews.

Section 6. Committee on the Curriculum

a. Charge

The Committee on the Curriculum shall have primary responsibility for the curriculum of the College of Arts and Sciences. In this regard, the Committee shall review all aspects of the educational program of the College; review and approve proposals for earned degrees to be offered and the requirements for them; review and approve proposals for the establishment or elimination of departmental, interdisciplinary, and general education programs in the College; review and approve all departmental, general educational, and interdisciplinary courses offered by the College; and formulate and review other academic policies and procedures. In addition, the Committee on the Curriculum shall consider curricular issues relating to the academic calendar. Recommendations of the Committee on the Curriculum shall be submitted to the Dean of the College. The Committee shall submit major recommendations such as changes in degrees, changes in College-wide requirements, or the establishment or elimination of departmental, interdisciplinary, and general educational programs to the voting Faculty for its approval, before recommending such proposals to the Dean of the College.

b. Membership

The Committee on the Curriculum shall consist of seven members of the voting Faculty and two students. Three of the faculty members shall be divisional representatives, one elected from each Division. Four of the faculty members, one from each Division and also a representative of interdisciplinary studies, shall be elected at large. The Dean of the College, the Dean of Students, the Registrar, and the Director of the Aubrey Watzek Library shall be ex officio, nonvoting members. Ex officio members may designate a substitute if they are unable to attend Committee meetings.

Section 7. Committee on Admissions and Financial Aid

a. Charge

The Committee on Admissions and Financial Aid shall formulate and review policies relating to admissions, including the selection of Neely and Trustee Awards. The Committee shall make its recommendations to the Dean of the College. When appropriate, committee recommendations shall be submitted first to the voting Faculty for its approval before submission to the Dean of the College.

b. Membership

The Committee on Admissions and Financial Aid shall consist of three members of the voting Faculty and one student. The faculty members shall be divisional representatives, one elected from each Division. The Dean of the College, the Dean of Admissions, and the Director of Student Financial Services shall be ex officio, nonvoting members. Ex officio members may designate a substitute if they are unable to attend Committee meetings.

Section 8. Committee on the Library and Educational Technology

a. Charge

The Committee on the Library and Educational Technology shall consider issues relating to the acquisition, organization, and distribution of scholarly information through both traditional and electronic media. It shall also consider issues related to the use of educational technology by the College of Arts and Sciences. The Committee shall make its recommendations to the Dean of the College.

b. Membership

The Committee on the Library and Educational Technology shall consist of four members of the voting faculty and one student. Three of the faculty members shall be divisional representatives, one elected from each Division. One of the faculty members shall be elected at large. The Dean of the College, the Chief Technology Office, and the Director of the Aubrey Watzek Library shall be ex officio, nonvoting members. Ex officio members may designate a substitute if they are unable to attend Committee meetings.

Section 9. The Budget Advisory Committee

a. Charge

The Budget Advisory Committee shall review, and inform the faculty about, budgetary policies, procedures, and trends of the College; recommend policy and procedure pertaining to the budget to the Dean of the College and the President; and, as appropriate, advise the Dean of the College and Divisional Deans on non-personnel budget expenditures in the College of Arts and Sciences.

b. Membership

The Budget Advisory Committee shall consist of five members of the Faculty. The Dean of the College and the Vice President for Finance and Treasurer shall be ex officio non-voting members. Ex officio members may designate a substitute if they are unable to attend committee meetings. The three divisions shall each have one representative, elected by the entire voting faculty, and two members shall be elected at large.

Section 10. Other Committees

Other committees may be established for the purpose of facilitating business within the College of Arts and Sciences.

a. Committees

These committees function as subcommittees of Standing Committees. The purpose, jurisdiction, and membership are determined annually by the Dean of the College in consultation with the Chairs of the Standing Committees. At least one member of such a Committee, usually the Chair, must be an elected member of the parent Standing Committee. These committees will continue to function until terminated or until superseded by new committees as established above.

b. Special Committees

These committees are established by the Dean of the College as the need arises. They are appointed for a specified time period and are terminated at the end of the specified time.

ARTICLE VI. FACULTY REPRESENTATIVES TO THE BOARD OF TRUSTEES AND TO OTHER INSTITUTIONAL BODIES

- a. Each spring, the voting Faculty shall conduct an election to provide one of two Faculty representatives to the Board of Trustees as specified in the Board bylaws. Service shall commence September 1 of the following academic year and shall continue for two years. Service as Faculty Representative to the Board of Trustees shall not preclude service by that faculty member on a Standing Committee.
- b. The nominations and elections for Faculty Representatives to the Board of Trustees shall be conducted according to the procedure established in these Bylaws for election of at-large representatives to a Standing Committee.
- c. The Dean of the College shall appoint members of the Faculty to serve as necessary on Institutional Committees.

ARTICLE VII. RATIFICATION

These Bylaws shall become effective and any prior bylaws revoked upon approval by the Faculty, the President, and the Board of Trustees of Lewis & Clark College. Faculty approval shall be obtained by a two-thirds vote at a faculty meeting.

ARTICLE VIII. AMENDMENTS

Proposed amendments to these Bylaws shall be submitted in writing with the agenda for a regular meeting of the Faculty and acted upon at the next regular meeting or at a special meeting called for that purpose. In the latter case, notice of the meeting shall be sent in writing to all members of the Faculty at least five days in advance. Amendments must be approved by a majority vote at a faculty meeting, and by the President.

Approved by vote of the Faculty: April 17, 1996; Approved by the President: May 1, 1996;
Ratified by the Board of Trustees: May 17, 1996
Revised by the vote of the faculty: December 6, 2000; April 7, 2004; March 1, 2006; March 22, 2006; April 5, 2006; May 2, 2007; Approved by the President: May 2, 2007.

APPENDIX 4. BYLAWS OF THE GRADUATE SCHOOL OF EDUCATION AND COUNSELING

I. NAME

This document shall be known as “The Bylaws of the Graduate School of Education and Counseling.”

II. MEMBERSHIP

The Graduate Faculty shall consist of the Dean of the Graduate School of Education and Counseling, one Librarian to be designated annually by the Director of the Library, the President of the College, and all those holding tenured, or tenure-track, or full-time special-status faculty and/or administrative appointment in one of the Graduate departments. For purposes of faculty business and elections, voting rights shall reside in tenured, tenure-track, and half-time or higher special-status faculty.

In addition, the Graduate Faculty may extend membership to other individuals who participate significantly in the educational program of the Graduate School. Faculty membership so granted will be for a period of one academic year unless otherwise specified, and will be awarded upon recommendation of the Dean in consultation with Department Chairs and approval of the Faculty.

III. ACADEMIC FREEDOM AND RESPONSIBILITY

Each faculty member shall have the academic freedom and the responsibility to pursue knowledge and its free expression. Faculty members are entitled to freedom of inquiry and expression in the teaching of their courses and in research and publication.

When a faculty member speaks or writes as a citizen, he or she shall be free from institutional censorship or discipline, and shall avoid any implication that he or she is speaking for the institution.

Within and among the Faculty there shall be no discrimination based on race, color, gender, religion, national origin, physical impairment, sexual orientation, age, or beliefs.

IV. DEAN OF THE GRADUATE SCHOOL

The Dean is Chair of the Faculty and, with the President of the College, represents the Faculty to the Board of Trustees and represents the School on official and public occasions. The Chair of the faculty moderates all regular meetings of the faculty. The Dean (through the faculty committees outlined in Section VI) shall be responsible for all policies and recommendations affecting personnel, budget, curriculum, and promotion and tenure for the Graduate School of Education and Counseling. The Dean shall work with the Dean of the Law School and the Dean of the College of Arts and Sciences to strengthen institution-wide academic coordination and cooperation.

V. MEETINGS OF THE GRADUATE FACULTY

- a. The Faculty shall meet periodically to discuss policies and procedures relating to the Graduate School of Education and Counseling. The Faculty shall also participate with Arts and Sciences and Law faculties in addressing issues of institutional concern.
- b. The Faculty shall conduct the internal business of the School as a Committee of the Whole, unless such business comes within the specified jurisdiction of its designated standing committees or ad hoc committees. Such business includes, but is not limited to, evaluation or generation of proposals and recommendations from standing or ad hoc committees as well as the standards of student performance, financial aid, and other matters related to student welfare.
- c. **Schedule:** Meetings of the Faculty shall be held at least once a semester except for the summer semester. Special meetings may be called at any time by the Dean, by written request of any committee (standing or ad hoc) established pursuant to these Policies and Procedures or any amendment thereof, or by the written request of 25 per cent of the members of the Faculty eligible to vote. Any such request shall be delivered to the Dean, who shall give three working days' notice of any special meeting to the Faculty entitled to vote, together with specification of the items which may be brought before such a meeting. All meetings shall be governed by *Robert's Rules of Order, Newly Revised*.
- d. **Agenda:** The Dean shall prepare the Agenda for all regular meetings of the Faculty. The Agenda for any special meeting shall be prepared by those who request the meeting and shall be delivered to the Dean with the request. The proposed form of resolution for each substantive proposal to be presented for voting at a Faculty meeting shall be circulated to each member entitled to vote, not less than three days prior to the meeting at which it will be considered (five days in the case of proposed amendments of this document). (This requirement will not preclude further amendment of the resolution at the meeting so long as, in the opinion of the Chair, the amendment relates solely to the subject of the circulated proposal.)
- e. **Executive Session:** Faculty meetings are open to all who wish to attend unless an executive session is declared. An executive session can be declared upon a motion passed by a majority of the voting Faculty. When so declared, only members of the Faculty eligible to vote shall be entitled to attend.
- f. **Quorum:** A quorum shall consist of a majority of faculty members certified to be available to vote according to an annual list prepared by the Dean and published by October 15 of each year.
- g. Faculty meetings shall be governed by the procedures in *Robert's Rules of Order, Newly Revised*, except where those procedures are in conflict with specific procedures in these Bylaws.

VI. COMMITTEES

Section 1. Standing Committees

The Standing Committees within the Graduate School shall consist of the following:

a. Graduate Curriculum Committee

i. Charge: The Graduate Curriculum Committee shall have responsibility to generate, review, or evaluate and make recommendations to the Dean concerning any curricular matter or issue relating to the academic programs in the Graduate School, including addition, deletion, or alterations of programs, degrees, or courses offered, and admission and graduation requirements in the Graduate School; will formulate and review other academic policies and procedures, and will consider curricular issues relating to the academic calendar.

ii. Membership: The Faculty representing each department in the Graduate School shall perform the duties of the Graduate Curriculum Committee. The Dean, in consultation with the Faculty Executive Committee, appoints members to the Graduate Curriculum Committee. The Committee shall include a representative of the Educational Accreditation Consortium, who shall serve in ex officio capacity.

b. Graduate Faculty Executive Committee

i. Charge: The FEC shall coordinate the business of the faculty. This may include the coordination of the work of standing and other committees, and meetings of the faculty as a whole (except any infringement upon standing committee responsibilities expressly enumerated by the Bylaws). The FEC shall serve as a conduit of faculty representation to the Dean and as a sounding board for faculty views in response to decanal requests for consultation on diverse matters. The Secretary of the Faculty may serve as chair of general meetings of the faculty or may delegate this responsibility. The Secretary of the Faculty shall serve as leader and spokesperson of the faculty so far as permitted by the Bylaws. The FEC shall set forth slates of nominees for committee elections, normally held toward the end of the spring semester. Additional nominees can be forwarded by individual faculty members, as described earlier and as noted in the Bylaws.

ii. Membership: The Faculty Executive Committee (FEC) shall include one tenured member (who will serve as chair of the FEC) and two members from the eligible voting faculty. The three members must represent more than one department at the Graduate School. Eligibility shall include department chairs with roster faculty status who are not serving as members of the Graduate Dean's Executive Council. Election to the FEC will occur in two stages, once every two years, in the spring semester. The faculty shall elect, from the tenured faculty, an FEC chair, also known as the Secretary of the Faculty. The Committee shall be elected for a two-year staggered term. If the Secretary of the Faculty is to be elected in a given year, that election shall be held first, with other members to be elected the following year. Elections for both the Secretary of the Faculty and FEC members will be held in the same manner. No member may serve more than two consecutive terms. Should a member resign or otherwise be unable to complete a term, an election shall be held to fill the vacancy for the remainder of the term.

Any faculty member eligible to vote may nominate a candidate for the Secretary of the Faculty position by notifying the incumbent Secretary of the Faculty in writing at least one week prior to the election. If three or more persons are nominated, a primary election will be conducted to reduce the number to two candidates. The two candidates with the highest number of primary votes will be placed on a slate for election by the faculty.

Any faculty member eligible to vote may also nominate candidates for the two other FEC positions by notifying the incumbent Secretary of the Faculty in writing at least one week prior to the election. If four or more persons are nominated, a primary election will be conducted to reduce the number to three candidates. The three candidates with the highest number of primary votes will be placed on a slate for election by the faculty.

c. Graduate Faculty Personnel Committee

i. Charge: The Graduate Faculty Personnel Committee shall have the responsibility to generate, review, or evaluate and make recommendations to the Dean concerning matters of Faculty hiring, academic freedom, sabbatical leaves, or other personnel matters except matters related to Faculty review. All requests for sabbatical or other leaves, requests for creation or filling of new or old positions shall be submitted to the Graduate Faculty Personnel Committee. The Graduate Faculty Personnel Committee will forward its recommendations to the Dean.

ii. Membership: The Dean, in consultation with the Faculty Executive Committee, appoints faculty members representing each department to the Graduate Faculty Personnel Committee.

d. Graduate Faculty Committee for Promotion and Tenure

i. Charge: The Committee shall conduct all major Faculty reviews, including reviews for promotion and tenure. The Graduate Faculty Committee for Promotion and Tenure shall forward its recommendations to the Dean.

ii. Membership: Voting members of the Graduate Faculty Committee for Promotion and Tenure shall include six tenured members of the Faculty, making every effort to assure representation from each department, on rotating two-year terms, and an outside member. The Dean shall serve as a nonvoting member. Committee assignments should be staggered so there is continuity. Faculty members shall be elected by a vote of the Faculty; the outside member shall be approved by the faculty. The outside member will be a practitioner, preferably with college or university experience. The Committee will elect its own Chair from among the elected Lewis & Clark Faculty members.

Any Faculty member eligible to vote may nominate a candidate for a vacant Faculty position on the Committee by notifying the Dean in writing at least one week prior to the election. If more than three persons are nominated for any vacant position, a primary election will be conducted to reduce the number to two candidates per open position. The two candidates with the highest number of nomination votes will be placed on a slate for election by the Faculty.

e. Graduate School Admissions Committee

i. Membership: The Graduate Admissions Committee shall include the department chairs and two members of the faculty at large. The faculty members shall be two members appointed by the dean in consultation with the Faculty Executive Committee. The dean of the graduate school or designee, director of Educational Career, Licensing, and Accreditation Services, and the

director of Graduate Admissions shall be ex officio, nonvoting members. Committee members may designate a substitute if they are unable to attend a meeting.

ii. Duties: In consultation with the appropriate program and/or department, the Graduate Admissions Committee shall review all program-level recommendations for admission to the graduate school, and make final decisions regarding admission. The committee may request further information from program faculty prior to making final decisions. In addition, the committee shall review, analyze, and present data in order to formulate and recommend admissions policies and procedures that support the vision, mission, and conceptual framework of the graduate school and shall forward these recommendations to the faculty for approval.

f. Graduate School Diversity Committee

i. Charge: The Diversity Committee shall review and monitor the progress of the Graduate School's ongoing and strategic efforts to recruit and retain diverse students, staff, and faculty and to foster an inclusive climate for students, staff, and faculty from diverse backgrounds. The Committee is also charged with identifying challenges and opportunities to enhance diversity in curricula, policies, and programs for the benefit of the Graduate School. The Committee shall work collaboratively with other standing committees to promote and monitor progress towards meeting diversity goals as well as review and examine institutional efforts in this area, recommending changes as and when appropriate.

ii. Membership: The Diversity Committee shall include faculty representing each department in the Graduate School, and at least one tenured member. The Dean, in consultation with the Faculty Executive Committee, appoints members to the Graduate Diversity Committee. The Committee will elect its own chair.

Section 2. Ad Hoc Committees

Other committees established for the purpose of facilitating Faculty business shall be deemed "Ad Hoc" Committees. Ad Hoc Committees shall be all committees created either by majority vote of the Faculty or by the Dean to consider matters of special interest within the Graduate School.

Section 3. Selection of Committee Members

During spring semester, the Dean shall call for nominations to the Graduate Faculty Committee for Promotion and Tenure. The Dean shall present to the Faculty a plan of Ad Hoc Committee organization including membership and chairs of any ad hoc committees for Faculty approval at the Faculty meeting of the fall semester.

Section 4. Committee Procedure

All committees shall conduct their meetings in accordance with parliamentary procedures. Adequate notice of meetings of any committee shall be given to all of its members. A committee meeting may be called by the Chair and shall be called at the request of at least two (2) of its members.

VII. FACULTY REPRESENTATIVES TO THE BOARD OF TRUSTEES AND INSTITUTIONAL COMMITTEES

- a. Each spring, the voting Faculty shall elect one of its members to serve a one-year term as Faculty Representative to the Board of Trustees. This term shall commence September 1 of the following academic year and shall continue for twelve months. Service by a Faculty member as the Faculty Representative to the Board of Trustees shall not preclude service by that Faculty member on a Standing Committee.
- b. The Dean shall appoint members of the voting Faculty to serve as necessary on Institutional Committees.

VII. RATIFICATION

These Bylaws shall become effective and any prior Bylaws revoked upon approval by the Faculty, the President, and the Board of Trustees of Lewis & Clark College. Faculty approval shall be obtained by two-thirds (2/3) vote at a faculty meeting assuming a quorum is present, or, alternatively, Faculty approval shall be obtained by two-thirds (2/3) of the Faculty voting by secret mail ballot provided that at least 55 percent of the ballots are returned.

IX. AMENDMENTS

Proposed amendments to these Bylaws shall be submitted in writing at a regular meeting of the Faculty and acted upon at the next regular meeting or at a special meeting called for that purpose. In the latter case, notice of the meeting shall be sent in writing to all members of the Faculty at least five days in advance. Amendments must be approved by a majority of the voting Faculty certified to be on campus and available to vote, and by the President.

Ratified by the Graduate Faculty February 27, 1990
Approved by the President February 27, 1990
Ratified by the Board of Trustees February 28, 1990
Ratified by the Graduate Faculty March 20, 2007
Approved by the President March 20, 2007
Approved by the Graduate Faculty, November 27, 2007

APPENDIX 5. BYLAWS OF LEWIS & CLARK LAW SCHOOL**ARTICLE I. MEMBERSHIP****Section 1. Faculty**

The voting members of the faculty shall be tenured faculty, other faculty hired pursuant to the 80-percent hiring rule, and clinical and law faculty who qualify for voting rights. Appointment to a tenure-track faculty position requires an 80-percent vote of the, faculty hired pursuant to the 80-percent hiring rule, clinical and law faculty who qualify for voting rights, and student representatives to the faculty, present and voting at a regularly scheduled or duly noticed special meeting of the faculty; approval of the dean of the School of Law (the “dean”); and approval of the president of Lewis & Clark College (the “president”). In addition, except as provided in Article II, Section 4 below, two student representatives, one from the Day Division and one from the Evening Division, shall be entitled to participate in and vote at meetings of the faculty.

Section 2. Dean’s Term

The President shall appoint a new Dean to a defined term of service as Dean. It is expected that the term of service will be three to five years. In the penultimate year of the Dean’s term, if the Dean desires to serve an additional term, a faculty member elected by the faculty at the first faculty meeting of the year shall collect feedback on the Dean’s performance and provide a report on that feedback to the President, the Dean, and the faculty. The faculty, after receiving that feedback, shall vote whether to recommend to the President that he or she appoint the Dean to an additional term of service. The faculty member elected by the faculty shall communicate the result of that vote to the President. The President shall appoint the Dean to an additional term of service, or not, at his or her discretion. It is expected that any additional term of service will also be three to five years. Nothing in this section limits the President’s authority to remove the Dean or the faculty’s authority to otherwise provide feedback to the Dean.

Section 3. Student Representatives

Student representatives to the faculty may be selected by any means acceptable to the student body, although no student may serve as a student representative to two faculty committees or to the faculty and to a faculty committee during the same year.

ARTICLE II. MEETINGS OF THE FACULTY**Section 1. Regularly Scheduled Meetings**

Regularly scheduled meetings of the faculty shall be held once each month and be noted on the law school calendar. The Dean shall circulate the agenda of regularly scheduled faculty meetings one week prior to such meetings.

Section 2. Special Meetings

Special faculty meetings may be called by the Dean or by five members of the faculty if the business of the law school requires a special session. If possible, the Dean shall give at least two days’ notice of a special faculty meeting. The notice shall include the agenda for the special meeting.

Section 3. Attendance at Faculty Meetings

Except as provided in Section 4 below, all members of the faculty, all administrative staff members invited by the Dean, the student representatives to the faculty, and student representatives to each committee having business before the faculty may be present at all faculty meetings.

Section 4. Executive Sessions

When the Dean determines that the matters to be considered are confidential, the Dean shall declare an executive session of the faculty. Attendance at an executive session is limited to members of the faculty eligible to vote and other appropriate individuals designated by the Dean.

Section 5. Quorum

A quorum shall consist of a majority of faculty members and student representatives who are entitled to vote.

Section 6. Minutes

The Dean shall ensure that minutes are kept and circulated for all meetings of the faculty. All statements of new policy decisions affecting students will be posted and provided to all student representatives. The Dean's secretary shall maintain an official file of all minutes and policy decisions.

Section 7. Promotion and Tenure

Faculty meetings concerning promotion and tenure shall be governed by the procedures and standards specified in the Law School's Promotion and Tenure document.

ARTICLE III. COMMITTEES

Section 1. Committee Structure

At the beginning of each academic year, the Dean shall establish the following committees: Academic Support/Affirmative Action; Admissions; Budget; Curriculum; Faculty Appointments and Personnel; and Natural Resources. The Dean, the chair of the Curriculum Committee, and the chair of the Appointments and Personnel Committee shall form the Sabbatical and Leave Committee. The Dean shall establish such additional committees as the Dean determines necessary and appropriate.

Section 2. Membership

After consultation with members of the faculty the Dean shall appoint the chairs and faculty members of each committee. The students shall select two student representatives to serve on each committee, other than the Sabbatical and Leave Committee. One student shall be from the Day Division and one from the Evening Division. Student representatives may vote and otherwise participate in all committee meetings. The Dean shall designate appropriate members of the administrative staff to serve as nonvoting ex officio members of each committee.

Section 3. Committee Charge

At the beginning of each academic year, the Dean shall prepare a memorandum for each committee outlining the duties and responsibilities of each committee for the year.

Section 4. Committee Procedures

(a) Whenever a faculty committee is to meet and discuss policy or formulate recommendations with respect to policy changes, a written notice and agenda for the committee meeting shall be circulated in advance to committee members, to all faculty members, and to appropriate members of the administrative staff.

(b) Any faculty member may attend the meetings of any committee. At the discretion of the committee chair, students not on the committee and members of the administrative staff not on the committee may attend and participate in committee meetings.

(c) The committee chair shall ensure that minutes are circulated to the Dean's secretary, all committee members, all members of the faculty, the student representatives to the faculty, and appropriate members of the administrative staff.

Section 5. Committee Policy Recommendations

Recommendations for policy changes developed by each committee shall be in writing and shall be circulated to the Dean's secretary, the faculty, each student representative to the affected committee, and the student representatives to the faculty. Each faculty member and each student representative to the faculty will have seven days from the date of receipt by the Dean's secretary of a recommendation within which to register an objection to the policy recommendations. If no such objections are received within the seven-day period and the Dean concludes that there is no need for discussion at a faculty meeting, the actions taken will be considered ratified by the full faculty and the recommendations made will be considered the recommendation of the faculty to the Dean. If an objection is registered within the seven-day period, the Dean shall place the proposed policy recommendation on the agenda for the next regularly scheduled faculty meeting.

ARTICLE IV. FACULTY REPRESENTATIVES TO THE BOARD OF TRUSTEES, THE LAW SCHOOL BOARD OF VISITORS, AND INSTITUTIONAL COMMITTEES

The faculty shall elect a faculty representative to the Board of Trustees and a faculty representative to the Board of Visitors at the first faculty meeting of each academic year. The Dean shall appoint faculty representatives as necessary for institutional committees.

ARTICLE V. RATIFICATION

These Bylaws shall be ratified upon the approval of a majority of the voting faculty, the President, and the Board of Trustees.

ARTICLE VI. AMENDMENTS

These Bylaws may be amended by a majority vote of the voting faculty and approval of the President.

Ratified by the Faculty February 27, 1990
 Approved by the President February 27, 1990
 Ratified by the Board of Trustees February 28, 1990
 Approved by the Faculty October 10, 2006
 Approved by the President October 12, 2006

APPENDIX 6. COLLEGE OF ARTS AND SCIENCES FACULTY RECRUITMENT PROCEDURES

THE COLLEGE'S STAKE IN RECRUITMENT

The recruitment of outstanding faculty is one of the most important goals of Lewis & Clark College. In most disciplines, we will be able to select from a diverse pool of outstanding faculty. Our choices at every stage of each search (e.g., how we define positions, whom we interview at national meetings, whom we bring to campus, and, of course, whom we appoint) are crucial. Detailed guidelines on preparing for and conducting searches are available at <http://college.lclark.edu/administration/facultyrecruiting.php>.

October 10, 2001

June 11, 2007

STRATEGIC HIRING POLICY

When a department identifies a candidate who is uniquely qualified to further the strategic goals of the College it should first analyze whether timing or other factors associated with conducting a normal national search under standard search procedures will jeopardize the College's ability to recruit the candidate. If it is concluded that the normal search procedure will jeopardize the College's ability to recruit the candidate, then the advertisement and national search components of the hiring process may be disregarded, upon prior recommendation by the Faculty Council and approval of the Dean and the President. All other procedures in the Guidelines for Requesting New and Replacement Faculty Positions shall be followed, except those procedures that presuppose a pool of candidates. In proposing a strategic hire the department must articulate clearly the advantage of forgoing a national search, the process for choosing a specific candidate, and the qualifications of the chosen candidate. Rather than a "search committee" the Associate Dean shall assemble and the Dean shall appoint a "candidate review committee" under the procedures for appointing search committees. The Candidate Review Committee shall perform the same duties in reviewing a candidate for a strategic hire as a search committee performs in normal searches.

Approved by the Faculty February 4, 2009.

APPENDIX 7. COLLEGE OF ARTS AND SCIENCES DEPARTMENT AND PROGRAM REVIEWS

This document is intended to provide policy and procedural guidelines for periodic curricular reviews of departments and programs in the College of Arts and Sciences.

PURPOSE OF REVIEWS

Department and program reviews are intended to give departments and programs an opportunity to consider in a comprehensive way the present nature and future development of their curricula and related issues of staffing. Because periodic reviews are part of the College's ongoing commitment to curricular excellence and faculty development, each department and program in the College of Arts and Sciences can anticipate a regular review that includes both internal and external assessment approximately every 10 years.

These reviews are intended to give the academic unit the opportunity to assess its own views of the nature and purposes of its programs; to consider perceptions of the program provided by peers from other institutions; and, in conjunction with administrative offices, to develop the academic unit's goals, the schedule for implementing any curricular changes, and the process by which the College can assess the success of the academic unit in meeting its goals. Reviews also are intended to give the College of Arts and Sciences an understanding of the academic unit's strengths and its needs.

RESPONSIBILITY FOR DEPARTMENT AND PROGRAM REVIEW

The ultimate responsibility for such reviews rests with the Dean of the College. Successful reviews will depend upon the cooperation of the academic unit, the associate dean, the Faculty Council and the Committee on the Curriculum. Normally the Dean of the College will delegate responsibility for departmental reviews to the associate dean. Because curricular concerns are at the heart of these periodic reviews, the associate dean will work closely with the Faculty Council and the Committee on the Curriculum in all phases of the review. For example, the associate dean, based on consultation with the academic unit and the Faculty Council will select the reviewers and draft the charge to the reviewers.

PROCESS FOR REVIEWS

Stage I. Selection of Departments and Programs for Review

1.1 Departments and programs to be reviewed in a given year will normally be identified during the preceding spring semester. The Dean of the College and the Faculty Council will agree to any exceptions to this practice.

1.2 Departments, programs, and associate dean may recommend to the Faculty Council and the Dean particular departments and programs to be reviewed. In all cases, the recommendation for review will include a written statement outlining the issues to be considered in the review and the reasons for requesting a review at this time.

1.3 The Faculty Council will work with the associate dean to develop a final list of departments

and programs for review and will recommend a list to the Dean of the College.

1.4 Once the Dean of the College has approved a list of departments and/or programs to be reviewed, the Faculty Council will so inform them.

Stage II. Planning the Review Process

2.1 Planning for the reviews should be completed no later than fall semester of the year in which the review is to be conducted.

2.2 Although each review will vary in its emphasis, all reviews should include consideration of the following questions: What is the history of the department or program being reviewed? What are the unit's current and future goals? How do these goals relate to broader institutional goals? What characterizes superior departments or programs at institutions comparable to Lewis & Clark? How does the department or program being reviewed compare with departments or programs at comparable institutions? What additional resources would be required to meet the goals of the department or program? When appropriate, the following constituencies should be invited to suggest questions and/or issues to be addressed in the proposed review:

- a. the department or program to be reviewed
- b. the Committee on the Curriculum
- c. the Interdisciplinary Learning Council
- d. the associate dean
- e. the Dean of the College

2.3 The associate dean, after taking into account the information generated by the questions above, consulting with the appropriate people and working with the Faculty Council, will develop a draft of the charge to the reviewers. This draft will in turn be reviewed by the department or program to be reviewed and the Faculty Council in order to ensure that the review will be comprehensive and that the department or program and the Faculty Council are in accord about the charge.

2.4 The academic unit, the Faculty Council, and other members of the faculty and administration may nominate external reviewers. After consulting with the academic unit and the Faculty Council, the associate dean or designate will recommend reviewers to the Dean of the College. Once the list has been approved, invitations to the reviewers and travel arrangements will be handled by the associate dean.

Stage III. Schedule for the Review

The associate dean, in concert with the department or program and the Faculty Council, will develop a schedule for the review. All members of the department or program, designated members of Faculty Council and the Committee on the Curriculum, the associate dean, and the Dean of the College shall meet with the reviewers. The reviewers should meet early in the visit with the designated members of the Faculty Council, the chair of the Committee on the Curriculum, the associate dean, and the Dean of the College to review the charge and clarify the issues. The reviewers will of course spend time with individual faculty members, as well as representative students, in the department or program and also will meet with appropriate

faculty in adjacent curricular areas.

In any case of planning the review, if a person who would normally serve a role is a member of the department or program under review, that person and the associate dean will agree upon a surrogate to fulfill those responsibilities.

Stage IV. Discussion of Recommendations

4.1 The Dean of the College will send copies of the reviewers' report, which may be redacted to maintain appropriate confidentiality, to members of the department or program, all members of the Faculty Council, all members of the Committee on the Curriculum, and the associate dean. Recommendations that have implications beyond curricular questions will be forwarded to the appropriate groups. The associate dean will discuss the recommendations with the department or program, the Faculty Council and the Committee on the Curriculum as appropriate.

4.2 The department or program being reviewed will respond in writing to the reviewers' report within forty-five instructional days. The department's response will be submitted to the Dean of the College. The Dean of the College will send copies of the department's response to the all members of the Faculty Council, all members of the Committee on the Curriculum, and the associate dean.

Stage V. Adoption of Recommendations, Implementation, and Follow-up

Any curricular changes proposed as a consequence of the review will be reviewed by the Committee on the Curriculum. The external reviewer's recommendations and the departmental responses to the recommendations will be taken into consideration in the reviewing process. Each department or program should present the curricular changes inspired by a review as a single package of proposals with an overview statement, rather than submitting proposals piecemeal over time.

Any recommended staffing changes that grow out of the review will be submitted to the Faculty Council. If the recommended changes are approved by the various appropriate constituencies, the Dean of the College will charge the appropriate parties with implementing and evaluating changes. The associate dean will be responsible for monitoring the progress of the implementation and will report on the implementation to the Faculty Council and the Committee on the Curriculum.

Other Reviews

It is expected that the procedures of this document will be used for all reviews that deal substantially with curricular matters. Two types of exceptions can be anticipated.

(a) The procedures may be modified by the requirements of accreditation associations, professional organizations, grant programs, or government agencies. In all such cases, the Faculty Council and the Committee on the Curriculum should be kept informed of the process, including the charge, and should receive a full report.

(b) Reviews may be conducted for which curricular matters are not initially a substantial

component. Subsequent developments in the review may change its character so that curricular matters do become a substantial component of the review. In all such cases, when this becomes known it is the responsibility of the Dean of the College to inform the Committee on the Curriculum of the existence of the ongoing review, who is involved, and the nature and extent of the curricular matters under review. The Dean of the College will provide the Committee on the Curriculum with copies of the final report. It is understood that matters of confidentiality may preclude full disclosure of all details of the review's charge and final report.

Approved May 2, 2007

APPENDIX 8. GENERAL INSTITUTIONAL POLICY: EDUCATION RECORDS POLICY (FERPA)

I. EDUCATION RECORDS

The Family Education Rights and Privacy Act (Public Law 93-380), effective November 19, 1974 (as amended by Public Law 93-568, Buckley Amendment), is intended to ensure students the right to inspect, review, and control access to student educational records maintained by an educational institution.

The Education Records Policy of Lewis & Clark College is intended to comply with the requirements of the Family Education Rights and Privacy Act (FERPA). Students will be notified of their rights under FERPA annually by publication in the student handbook, catalog, and/or registration announcements of the respective school.

All school officials, as defined in this policy, are expected to manage student records in their custody in accordance with all FERPA regulations. To receive access to student records, school officials (including work-study student personnel) must receive a copy of this policy and remain current regarding any FERPA modifications.

A. Definitions

1. Student

- Refers to any person currently enrolled at Lewis & Clark College, or
- Refers to any person who has previously earned academic credit at Lewis & Clark College.
- Applicants for admission are not classified as students.

2. Educational Records

Refers to any record (in handwriting, print, tapes, film, computer, or other medium) maintained by the institution or an agent of the institution that is directly related to a student, except:

- a) A personal record kept by a staff member if it is kept in the sole possession of the maker of the record and is not accessible or revealed to any other person except a temporary substitute for the maker of the record.
- b) Records created and maintained by the institution's law enforcement unit for law enforcement purposes. (However, if a copy of the Campus Safety Office record is given to the Registrar or other official of the institution for enforcement of a trespass order or other legitimate institutional need, that copy becomes an educational record subject to FERPA.)
- c) An employment record of an individual whose employment is not contingent on the fact that he or she is a student, provided the record is used only in relation to the individual's employment.
- d) Records made or maintained by a physician, psychiatrist, psychologist, or other recognized professional or paraprofessional if the records are used only for treatment of a student and made available only to those persons providing the treatment.
- e) Alumni records that contain information about a student after he or she is no longer in attendance at the institution and that do not relate to the person as a student.

f) Records maintained by Lewis & Clark College legal counsel.

3. Institution

This policy covers students of the three Schools of Lewis & Clark College: College of Arts and Sciences, Northwestern School of Law, and Graduate School of Professional Studies.

B. Contents of Record

1. Directory Information

Lewis & Clark College has defined Directory Information as the information listed below. This information may be released for any purpose at the discretion of the respective school unless notified in writing to the contrary. Students have the right to prevent disclosure of Directory Information; these requests must be provided in writing, signed and dated, to the appropriate Office of the Registrar.

- a) Name
- b) Address
- c) Telephone Number
- d) E-mail Address
- e) Current Enrollment Status
- f) Dates of Attendance
- g) Degree(s) Conferred
- h) Honors and Awards
- i) Major Field of Study
- j) Past and Present Participation in Officially Recognized Sports and Activities
- k) Heights and Weights of Members of Athletic Teams
- l) Photographs
- m) Previous Institutions Attended
- n) Date and Place of Birth

2. Information that is never Directory Information:

- a) Social Security Numbers
- b) Lewis & Clark College Identification Numbers
- c) Race
- d) Ethnicity
- e) Nationality
- f) Gender

3. Confidential Information, including but not limited to the following:

- a) All information (except for Directory Information) contained in the application for admission or readmission. Letters of recommendation used to determine admission to Northwestern School of Law and the Graduate School of Education and Counseling do not become part of the education record; those letters not marked confidential are returned to the student.
- b) All records of test scores and/or results.
- c) All transcripts of previous academic work.

- d) Transcript at Lewis & Clark College, including course grades, grade point average, and advancement information.
- e) All petitions requesting variance in established academic policy.
- f) Graduation petition and evaluation.
- g) Notices and/or reprimands for failure to meet academic policy and/or requirements of the Honor Code.
- h) Rank in class (unless related to honors or awards).
- i) All correspondence relevant to the academic records including letters of acceptance, receipts, academic performance, leave of absence, withdrawal, and the like.
- j) Records of all authorizations to access or release information contained in the student education record.
- k) Career Service Records, Educational Placement Records, and/or Student Development Center Records.

4. Challenge of Contents

The student has a right to challenge the content of the education record. See the section on Correction of Education Records.

II. ACCESS TO EDUCATION RECORDS

A. Student Access

A student has access to all education records, except for those listed below under Limitation on Right of Access, and has the right to personally view his or her education record within 45 days of the initial request.

Limitation on Right of Access

The institution will not permit a student to inspect the following records:

1. The financial statement of the student's parents.
2. Letters and statements of recommendations for which the student has waived his or her right of access, or which were maintained before January 1, 1975.
3. Records connected with an application to attend the institution or a component unit of the institution if that application was denied.
4. Records that are excluded from the FERPA definition of education records.

Provision of Copies

The institution reserves the right to deny copies of records, including transcripts, not required to be made available by FERPA in any of the following situations:

1. The student lives within commuting distance of the institution.
2. The student has an unpaid financial obligation to the institution.
3. There is an unresolved disciplinary action against the student.
4. The education record requested is an exam or set of standardized test questions.

Fees for Copies of Records

The fees for copies are set by the individual registrar's offices.

B. Third-Party Access

Third-party access to the educational record without the student's written permission is limited to individuals designated as school officials, those persons and/or agencies specifically authorized in FERPA as amended, or to any other person to whom disclosure may be required by law.

III. AUTHORIZATION FOR RELEASE OF EDUCATION RECORD

A. Student Authorization

A student may authorize the release of his or her education record to a third party providing the request is made in writing, signed, and dated.

B. Without Student Authorization

The institution will disclose information from a student's education record only with the written consent of the student, except that records may be disclosed without consent when the disclosure is:

1. To school officials who have a legitimate educational interest in the records. A school official is any one of the following:
 - A person employed by the institution in an administrative, supervisory, academic or research, or support staff position, including health or medical staff.
 - A person elected to the Board of Trustees.
 - A person employed by or under contract to the College to perform a special task, such as the attorney or auditor.
 - A person employed by the law enforcement unit of the institution.
 - A student serving on an official committee, such as a disciplinary or grievance committee, or who is assisting another school official in performing his or her tasks.

A school official has a legitimate educational interest if the official is acting on behalf of the student and is doing any of the following:

- Performing a task that is specified in his or her position description or contract agreement.
 - Performing a task related to a student's education.
 - Performing a task related to the discipline of a student.
 - Providing a service or benefit relating to the student or student's family, such as health care, counseling, job placement, or financial aid.
 - Maintaining the safety and security of the campus.
2. To officials of another school, upon request, in which a student seeks or intends to enroll.
 3. To certain officials of the U.S. Department of Education, the Comptroller General, and state and local educational authorities, in connection with audit or evaluation of certain state or federally supported education programs.
 4. In connection with a student's request for or receipt of financial aid to determine the eligibility, amount, or conditions of the financial aid, or to enforce the terms and conditions of the aid.

5. To state and local officials or authorities if specifically required by a state law that was adopted before November 19, 1974.
6. To organizations conducting certain studies for or on behalf of the institution.
7. To accrediting organizations to carry out their functions.
8. To parents of an eligible student who is claimed as a dependent for income tax purposes. The institution will evaluate individual circumstances before doing so, and will require a copy of the first page of the parent's federal income tax return to establish the student's status as a dependent. If educational information is properly released to a custodial parent of whom the student is a dependent, a duplicate of the released information may also be released upon request to a natural, noncustodial parent of whom the student is not a dependent.
9. To comply with a judicial order or a lawfully issued subpoena that requires nondisclosure.
10. To appropriate parties in a health or safety emergency.
11. To individuals requesting Directory Information so designated by the institution.
12. The results of any disciplinary proceeding conducted by the institution against an alleged perpetrator of a crime of violence to the alleged victim of that crime.
13. To the student.
14. To a parent or legal guardian of a student, information regarding any violation of any federal, state, or local law, or of any rule or policy of Lewis & Clark College, governing the use or possession of alcohol or a controlled substance, regardless of whether that information is contained in the student's record if:
 - a. The student is under the age of 21 years; and
 - b. The institution determines that the student has committed a disciplinary violation with respect to such use or possession. (Warner Amendment)
15. To the Immigration and Naturalization Service (INS) for purposes of Coordinated Interagency Partnership Regulating International Students.
16. Student Recruiting Information to military recruiters for recruiting purposes only. (Solomon Amendment)
17. To the Internal Revenue Service (IRS) for purposes of complying with the Taxpayer Relief Act of 1997.
18. To authorized representatives of the Department of Veterans Affairs for students receiving education assistance from the agency.

IV. PROCEDURE FOR RELEASE OF EDUCATION RECORDS

A. Procedure to Inspect Education Records

Students may inspect and review their education records upon request to the appropriate records custodian. Students should submit to the records custodian or an appropriate institution staff person a written request that identifies as precisely as possible the record or records he or she wishes to inspect. Students may be asked to provide identification in order to ensure proper release of information.

The records custodian or an appropriate institution staff person will make the needed arrangements for access as promptly as possible and notify the student of the time and place where the records may be inspected. Access must be given in 45 days or less from the date of receipt of the request.

When a record contains information about more than one student, the student may inspect and review only the records that relate to him or her.

B. Types, Locations, and Custodians of Education Records

Type	Location	Custodian
Admissions		
College of Arts & Sciences	Office of the Registrar	Registrar
Law School	Office of Academic Affairs	Associate Dean for Academic Affairs
Graduate School	Office of the Registrar	Registrar
	Department Offices	Department Chairs
	<ul style="list-style-type: none"> • Counseling Psychology • Educational Leadership • School Counseling • Teacher Education 	
	Dean's Office	Dean
Cumulative Academic Records		
College of Arts & Sciences	Office of the Registrar	Registrar
Law School	Office of the Registrar	Registrar
Graduate School	Office of the Registrar	Registrar
Advising		
College of Arts & Sciences	Office of Academic Advising Faculty Office	Director Faculty Advisor
Law School	Office of Academic Affairs	Associate Dean for Academic Affairs
Graduate School	Department Offices	Faculty Advisor

Health

Wellness Services	Counseling & Health Services	Associate Dean of Students
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Financial

	Cashier and Credit Office	Director
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Placement

College of Arts & Sciences	Community and Career Connections	Director
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Law School	Office of Career Services	Assistant Dean
Graduate School	Office of Educational Career & Licensing Services	Director

Disciplinary

College of Arts & Sciences	Office of Student Life	Dean of Students
Law School	Office of the Dean	Dean
Graduate School	Office of the Dean	Dean

Occasional Records

College of Arts & Sciences	Office of the Dean or Office of Student Life	Dean of the College or Dean of Students
Law School	Office of the Dean	Dean
Graduate School	Office of the Dean	Dean

C. Record of Requests for Disclosure of Education Records

The institution maintains a record of all requests for and/or disclosure of information from a student's education records. The record indicates the name of the party making the request, any additional party to whom it may be redisclosed, and the legitimate interest the party had in requesting or obtaining the information. The record may be reviewed by the eligible student.

Every transcript of record released contains the admonition that the transcript is subject to the Family Education Rights and Privacy Act and it cannot be released to a third party without the written consent of the student.

D. Correction of Education Records

Students have the right to ask to have records corrected that they believe are inaccurate, misleading, or in violation of their privacy rights. Following are the procedures for the correction of records:

1. A student must ask the appropriate official of the institution to amend a record. In so doing, the student should identify the part of the record to be amended and specify why

the student believes it is inaccurate, misleading, or in violation of his or her privacy rights.

2. The institution may comply with the request or it may decide not to comply. If it decides not to comply, the institution will notify the student of the decision and advise the student of his or her right to a hearing to challenge the information believed to be inaccurate, misleading, or in violation of the student's privacy rights.
3. Upon request, the institution will arrange for a hearing, and notify the student, reasonably in advance, of the date, place, and time of the hearing.
4. The hearing will be conducted by a hearing officer who is a disinterested party; however, the hearing officer may be an official of the institution. The student shall be afforded a full and fair opportunity to present evidence relevant to the issues raised in the original request to amend the student's education records. The student may be assisted by one or more individuals, including an attorney.
5. The institution will prepare a written decision based solely on the evidence presented at the hearing. The decision will include a summary of the evidence presented and the reasons for the decision.
6. If the institution decides that the information is inaccurate, misleading, or in violation of the student's right of privacy, it will amend the record and notify the student, in writing, that the report has been amended.
7. If the institution decides that the challenged information is not inaccurate, misleading, or in violation of the student's right of privacy, it will notify the student that he or she has a right to place in the record a statement commenting on the challenged information and/or a statement setting forth reasons for disagreeing with the decision.
8. The statement will be maintained as part of the student's education records as long as the contested portion is maintained. If the institution discloses the contested portion of the record, it must also disclose the statement.

E. Procedure to Request the Release of Education Records to Third Parties

1. Transcript of Record

The Family Education and Privacy Rights Act requires that students submit signed and dated requests for copies of their transcript of record.

- All requests for copies of the transcript of record are handled by the respective registrar's offices and fees are set by the individual offices.
- Additional policies and procedures regarding the release of transcripts of record may be developed by the respective school.

2. Community and Career Connections, Career Services, and Educational Placement Records

The respective offices of Community and Career Connections (College of Arts and Sciences), Career Services (Law School), and Educational Placement (Graduate School) maintain student records pertinent to professional and educational placement. Policies and procedures regarding the release of these records are in accordance with FERPA and developed by the respective offices.

**APPENDIX 9. GENERAL INSTITUTIONAL POLICY: GUIDELINES FOR USING
COPYRIGHTED MATERIAL IN LEWIS & CLARK UNDERGRADUATE AND
GRADUATE COURSES**

The reproduction and distribution or sale of copyrighted materials for classroom use is unlawful unless (a) permission is obtained from the holder of the copyright or (b) use of the material is a “Fair Use” within the meaning of the copyright act. The unlawful use of copyrighted material in teaching or other activities at Lewis & Clark is prohibited.

Please follow this link for the process to follow to determine whether your intended use is a “Fair Use”, or to find resources to obtain the necessary copyright permissions:

<http://library.lclark.edu/reserves/fairuse.htm>

You can also get to this site by going to the Watzek Library main page, clicking on “Course Reserves”, and looking down the page for the links.

Updated March 30, 2012

APPENDIX 10. FAIR USE GUIDELINES FOR EDUCATIONAL MULTIMEDIA***1. PREAMBLE**

The purpose of these guidelines is to provide guidance for application of the concept of fair use by educators and students who develop multimedia for noncommercial educational uses. Fair use is a legal principle that seeks to balance the rights of copyright owners with the needs of those who wish to make use of portions of existing copyrighted works in creating new works. There is no simple test to determine what is fair use. The Copyright Act sets forth four factors, which are assessed based on particular facts of a given case. The courts have recognized that the doctrine is very flexible and virtually defies definition. While only the courts can legally determine whether a particular use is fair use, these guidelines represent the participants' consensus [see next paragraph] of conditions under which fair use should apply. On the other hand, uses that exceed these guidelines may or may not be protected by fair use. The more one exceeds these guidelines, the greater the risk of copyright infringement and liability unless permission is obtained. In those cases where the guidelines state that "permission is required" or that permission must be sought, it is believed that fair use would rarely, if ever, apply in the absence of such permission.

It should be noted that the participants who met voluntarily to develop these guidelines did so regularly for almost two years, and the result represents their collective concept in this highly technical area. Because digital technology is in a dynamic phase, there may come a time when it is necessary to review the guidelines. Nothing in these guidelines shall be construed to apply to the fair use privilege in any context outside of educational uses.

* These guidelines shall not be read to supersede other preexisting Education Fair Use Guidelines that clarify Section 107 of the Copyright Act.

2. PERMITTED USES OF COPYRIGHTED WORKS IN THE PRODUCTION OF EDUCATIONAL MULTIMEDIA PROGRAMS

These uses are subject to the Portion Limitations listed in Section 4 and must include proper attribution and citation as defined in Sections 6.2 and 7.

2.1 Student Use

Students may use portions of lawfully acquired copyrighted works to develop academic multimedia programs.

2.2 Educator Use for Curriculum-Based Instruction

Educators may use portions of lawfully acquired copyrighted works in producing their own multimedia programs for their own teaching tools in support of an identified curriculum.

3. PERMITTED USES OF EDUCATIONAL MULTIMEDIA PROGRAMS CREATED UNDER THESE GUIDELINES

These uses are subject to the Time Limitations listed in Section 4 and other limitations reflected elsewhere in these guidelines.

3.1 Student Use

Students may perform and display their own multimedia programs for educational uses and may retain them in their personal portfolios as examples of their academic work for later appropriate uses such as job and graduate school applications.

3.2 Educator Use for Curriculum-Based Instruction

Educators may perform and display their own multimedia programs created under Section 2 for curriculum-based instruction to enrolled students as follows:

- for face-to-face instruction,
- assigned to students for directed self-study,
- for remote instruction either on a screen or monitor at a remote site provided only to enrolled students who receive such instruction over the educational institution's secure electronic network in real time, or for after-class review or directed self-study, provided there are technological limitations on access to the network and program (such as a password or PIN) and provided further that the technology prevents the making of copies of copyrighted material.

If the educational institution's network cannot prevent duplication of copyrighted material, students or educators may use the multimedia educational programs over an otherwise secure network for a period of only 15 days after its initial real-time remote use in the course of instruction or 15 days after its assignment for directed self-study. After that period, the educational multimedia program may be placed on reserve at a site (e.g., learning resource center, library, or similar facility) for on-site use by students enrolled in the course. Students shall be advised that they are not permitted to make their own copies of the multimedia program.

3.3 Educator Use for Peer Conferences

Educators may perform or display their own multimedia programs, created under Section 2, to their peers, including at workshops and conferences where educators are presenting works that they created for educational purposes.

4. LIMITATIONS

4.1 Time Limitations

Educators may use their own multimedia programs, containing portions of copyrighted works incorporated under fair use and developed for educational purposes, in teaching courses for a period of up to two years after the first instructional use with a class, but use beyond that period requires permission for each copyrighted portion incorporated in the production.

4.2 Portion Limitations

Where portion restrictions appear elsewhere in the guidelines, the following limitations apply regardless of medium from which the copyrighted works are taken.

4.2.1 Motion Media

Up to 10 percent or three minutes, whichever is less, in the aggregate of a copyright motion media work may be reproduced or otherwise incorporated as part of a multimedia program produced by an educator or student for educational uses.

4.2.2 Text Material

Up to 10 percent or 1,000 words, whichever is less, in the aggregate of a copyrighted work consisting of text material may be reproduced or otherwise incorporated as part of a multimedia program produced by an educator or student for educational uses. In no event may more than 2,500 words from an author be incorporated into a multimedia program. In the case of a poem of less than 250 words, the entire poem may be used but no more than three poems or excerpts by a poet or five poems of different authors from any anthology may be used. For poems of greater length, 250 words may be used but no more than three excerpts by a poet or five excerpts of different authors from any anthology may be used.

4.2.3 Music, Lyrics, and Music Video

Up to 10 percent, but in no event more than 30 seconds, of the music and lyrics from an individual musical work (or in the aggregate of extracts from an individual work), whether the musical work is embodied in copies, or audio or audiovisual works, may be reproduced or otherwise incorporated as a part of a multimedia program produced by an educator or student for educational uses only. Any alterations to a musical work shall not change the basic melody or the fundamental character of the work.

4.2.4 Illustrations and Photographs

The reproduction or incorporation of photographs and illustrations is more difficult to define with regard to fair use because fair use usually precludes the use of entire works. Under these guidelines a photograph or illustration may be used in its entirety but no more than five images of an artist or photographer may be incorporated into any one multimedia program. When using photographs and illustrations from a published collective work, not more than 10 percent or 15 images, whichever is less, may be used in the multimedia program produced by an educator or student for educational uses.

4.2.5 Numerical Data Sets

Up to 10 percent or 2,500 fields or cell entries, whichever is less, from a copyrighted database or data table may be reproduced or otherwise incorporated as part of a multimedia program produced by an educator or student for educational uses.

5. EXAMPLES OF WHEN PERMISSION IS REQUIRED

5.1 Educators and students must seek individual permissions (licenses) before using copyrighted works in educational multimedia productions for commercial reproduction and distribution.

5.2 Even for educational uses, educators and students must seek individual permissions for all copyrighted works incorporated in their personally created multimedia programs before replicating beyond one copy, distributing copies of the project or any portions thereof to others, or when producing such multimedia programs in collaboration with other educators for use beyond one educational institution.

5.3 Educators and students may not use their personally created educational multimedia programs over electronic networks to which access is uncontrolled without obtaining permissions for all copyrighted works incorporated in the program.

6. IMPORTANT REMINDERS

6.1 Educators and students are advised to exercise caution in using digital material downloaded from the Internet in producing their own educational multimedia programs, because there is a mix of works protected by copyright and works in the public domain on the network. Access to works on the Internet does not automatically mean that these can be reproduced and reused without permission or royalty payment and, furthermore, some copyrighted works may have been posted to the Internet without authorization of the copyright holder.

6.2 Educators and students are reminded to credit the sources and display the copyright notice with copyright ownership information if this is shown in the original source, for all works included in multimedia programs prepared by educators and students, including those prepared under fair use. Crediting the source must adequately identify the source of the work, giving a full bibliographic description where available (including author, title, publisher, and place and date of publication). The copyright ownership information includes the copyright notice ©, date, and name of the copyright holder.

The credit and copyright notice information may be combined and shown in a separate section of the multimedia program (e.g., final screens) except for images used in multimedia programs for remote instruction. When an image is used in a multimedia work to be used in the course of remote instruction, a copyright notice ©, date, and name must be incorporated into the image, when copyright ownership information is reasonably available; notice is considered “incorporated” if it is attached to the image file and appears on the screen when the image is viewed.

6.3 Educators and students are advised that they must include on the opening screen of their multimedia program and any accompanying print material a notice that certain materials are included under fair use exemption of the U.S. Copyright Law and have been prepared with the multimedia fair use guidelines and are restricted from further use.

6.4 Educators and students are advised to note that if there is a possibility that their own educational multimedia program incorporating copyrighted works under fair use could later result in either a widely disseminated or a commercial product, it is strongly recommended that they take steps to obtain permissions during the development process for all copyrighted portions rather than waiting until after completion of the program.

6.5 There are serious concerns about maintaining the integrity of copyrighted works. Therefore educators and students are advised to exercise caution if making any alterations in a work, and must explicitly describe the nature of any changes they make to original creations when producing their own multi-media programs in order to respect the integrity of the original work. In addition they must seek to prevent any intentional mutilation or distortion of the nature of the work.

6.6 Educators and students should be aware that reproduction or decompilation of copyrighted computer programs and portions thereof (e.g., the transfer of underlying code or control mechanisms), even for educational uses, is outside the scope of these guidelines.

7. DEFINITIONS

Academic multimedia project: unpublished electronic project compiled or assembled by educators or students as part of a systematic learning activity.

Attribution/citation: a bibliographic description that adequately identifies the source of a copyrighted work and includes the publisher, the place and date of publication, and other descriptive information about the copyrighted work.

Collective work: a work in which a number of contributions, constituting separate and independent works in themselves, are assembled into a collective whole.

Curriculum-based instructional activities: activities assigned by an educator to students enrolled in a course offered at an educational institution.

Educational institution: a not-for-profit institution whose primary focus is supporting research and instructional activities of educators and students for noncommercial purposes.

Educators: faculty, teacher, instructors, and others who engage in research and instructional activities.

Educational uses: curriculum-based teaching activities assigned by an educator for students enrolled in a specific course at an educational institution.

Electronic networks: communications networks made available to educators and students by their educational institution.

In the aggregate: the total amount of copyrighted material from a single individual copyrighted work that is permitted to be used in an educational multimedia project without permission; it comprises more than linear or consecutive portions of materials used from the work.

Lawfully acquired: copyrighted work that the institution or individual has obtained through lawful means such as a purchase, gift, or license agreement, but not as a pirated copy.

Multimedia: a work that incorporates a student's or educator's original material such as course notes with various media formats, including but not limited to motion media, music, text material, graphics, illustrations, photographs, and digital software into a single computer program, presentation, or learning system.

Portion limitations: the small amount of a copyrighted work that can be reasonably used under the fair use exemption; the portion permitted under fair use will generally be different depending

on the nature of the copyrighted work and in the amount used in relation to the copyrighted work as a whole.

Remote instruction: instruction by an educator at one site provided over an educational institution's closed network to students who are enrolled in his or her class but are physically located at another site.