

# Board of Trustees Bylaws

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4/6/2015



**BURRELL COLLEGE**  
**OF OSTEOPATHIC MEDICINE**  
— at —  
New Mexico State University

**BYLAWS FOR  
THE BOARD OF TRUSTEES  
OF  
BURRELL COLLEGE OF OSTEOPATHIC MEDICINE**

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## **ARTICLE I: PURPOSE AND MANAGEMENT**

### **SECTION 1.1: OBJECTIVES**

1.1 Burrell College of Osteopathic Medicine (the "BCOM") is an osteopathic medical college licensed to do business in Las Cruces, New Mexico and is owned by BCOM Investment Partners, LLC (the "Corporation"). The role and purpose of the BCOM is to provide the education and clinical training of future osteopathic physicians. The primary responsibility and goal of the Board of Trustees (the "Board") is to further the role and purpose of the BCOM by providing oversight of the BCOM thereby facilitating the establishment of policies, the maintenance of quality education and the provision of institutional management and planning, all in a manner that is responsive to the needs of Las Cruces, State of New Mexico and the Borderplex Region.

### **SECTION 1.2: MANAGEMENT OF THE BCOM**

1.2 The BCOM is owned by the Corporation. The Corporation retains all authority and control over the business, policies, operations, and assets of the BCOM. The Corporation's sole Manager is "BCOM Management, LLC" (The "Manager"), which is governed by a Board of Managers (the "Board of Managers"). The Corporation is the sole Manager of the BCOM. The Board of Managers serves as the governing body of the Corporation, and indirectly the BCOM, and retains ultimate responsibility for the BCOM's compliance with all applicable federal, state, and local laws and regulations. The Board of Managers has delegated certain duties to the Corporation's officers, the BCOM's officers and to the Board of Trustees. The rights and duties delegated to the Board of Trustees, acting in its capacity as the authorized agent of the governing body, are described in these Bylaws.

The Board of Managers has authority to select the CEO of the BCOM based upon his or her competency. The CEO manages the day-to-day business affairs and administration of the BCOM. The CEO reports to the Board of Managers, while maintaining continuing communication with the Board of Trustees.

The Board of Managers has appointed the Board of Trustees to assist and advise the CEO, the BCOM, the Corporation, and the Chief Academic Officer. The primary function of the Board of Trustees shall be to assure that the BCOM provides quality medical education that meets the needs of the community and complies with all regulatory, licensing and accrediting bodies.

The Board of Managers, through the CEO, retains authority for the BCOM's business decisions, including long-range and short-range planning and budgeting, but may request the advice of the Board of Trustees on such matters. The Board of Managers expressly reserves the right to amend, modify, rescind, clarify, or terminate at any time and without notice any delegation of authority given to the Board of Trustees and, if deemed necessary by the Board of Managers, to overrule decisions made by the Board of Trustees.

## **ARTICLE II: MEMBERS**

## SECTION 2.1: ESTABLISHMENT OF THE BOARD

2.1.1 The Board, as a collective entity, and its individual members (each, a “Member”), derive their power from the Board of Managers. They shall serve at the discretion of the Board of Managers, exercising only those privileges and duties specified by the Board of Managers and these Bylaws.

2.1.2 The Board of Managers establishes the Board as an overseer and advisor. In a manner mutually agreeable to the Corporation and the Board, the Board shall advise the Board of Trustees on matters including, but not limited to, policy development, performance improvement, and organizational management and planning. Members are selected for their dedication to the BCOM and its mission, and for their ability to represent the medical profession and/or community. The Board of Managers acknowledges the Members as a valuable resource necessary for the delivery of quality education in a manner that is efficient and responsible to the community. The authority granted to the Board shall be exercised in a manner commensurate with these quality goals.

## SECTION 2.2: NUMBER AND QUALIFICATIONS

2.2.1 The number of voting members of the Board of Trustees of the BCOM shall be 15, but may be increased or decreased by amendment of these Bylaws by the Corporation. The Board shall be composed of:

2.2.1.1 the Chief Executive Officer of the BCOM, who shall serve as Secretary of the Board;

2.2.1.2 the Chief Academic Officer & Dean who shall serve as an ex officio member;

2.2.1.3 three classes of four members each. At least two Members will be nominated by New Mexico State University's President. At least one Member of each class shall represent the medical profession in the communities served by the BCOM. One Member of each class shall be designated by Rice Management Company for so long as the Rice Members (as defined in the Amended and Restated Limited Liability Agreement of the Corporation as in effect from time to time) continue to hold at least 51% of the Class B Units of the Corporation purchased on March 1, 2015 (the “Rice Trustees”).

## SECTION 2.3: TERM OF OFFICE

2.3.1 Each class of Members shall be appointed to a term of three years commencing January 1st. A Member (other than a Rice Member) may serve no more than two consecutive terms without approval from the Board of Managers. The terms of the classes shall be staggered successively, with the term of one class expiring each year.

2.3.2 Any member of the Board may be removed by a majority vote of all Board members or by the Board of Managers, acting through its Board of Directors, whenever the Board or the Board of Managers determines such removal will be in the best interest of the BCOM. Prior written approval of the Board of Managers shall be required if the Board of Trustees votes to

remove a member.

## SECTION 2.4: ELECTION

24 Each June, a nominating committee consisting of the Chairman, Vice Chairman, and Secretary shall, after approval by the Board, present to the Board of Managers a complete list of names recommended to replace the class of Members whose term is next scheduled to expire (other than the Rice Member in such class). Within 30 days after receiving the names of the nominees, but not later than the 31st day of August each year, the Board of Managers shall appoint Members either from the list submitted by the nominating committee or from names selected by the Board of Managers. Such appointments shall become effective on the first day of January.

## SECTION 2.5: MEETINGS

25 Regular meetings of the Board shall be held at least quarterly. A requirement for more frequent regular meetings may be established by resolution of the Board. Special meetings of the Board may be called by the Chief Executive Officer, the Chairman on his/her initiative, by the Chairman at the request of any four Members or by the Board of Managers. Meetings shall be held at the BCOM unless otherwise designated by the Chairman with the agreement of the Chief Executive Officer.

## SECTION 2.6: NOTICE

2.6.1 Notice of any regular or special meeting shall be given at least three days in advance by written notice delivered personally, by reliable overnight courier service, or by email, in each case addressed at a Member's address as provided to the BCOM from time to time. Notice will be deemed to have been delivered at the time of delivery or transmission if delivered personally or by email and on the next business day if given by overnight courier.

2.6.2 Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver and any defect therein unless the Member, at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting any business at the meeting and does not thereafter vote or assent to action taken at the meeting.

2.6.3 Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

## SECTION 2.7: QUORUM

2.7.1 A majority of the Members shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. If less than a majority of the Members are present at the meeting, a majority of the Members present may adjourn the meeting from time to time without further notice.

2.7.2 The Members present at a duly organized meeting may continue to transact business until adjourned, notwithstanding the withdrawal of enough Members to leave less than a

quorum. The act of the majority of Members present at a duly organized meeting shall be the act of the Board.

#### SECTION 2.8: INFORMAL ACTION

2.8 Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members entitled to vote with respect to the subject matter thereof.

#### SECTION 2.9: ATTENDANCE

2.9 Each Member shall be required to attend at least 50% of all regular meetings each year. Unless excused for cause, failure to meet the attendance requirements shall be grounds for revocation of Board membership by the Board of Managers, except in the case of Rice Members.

#### SECTION 2.10: VACANCIES

2.10.1 Any vacancy occurring on the Board, whether by virtue of an increase in the size of the Board, or of a loss or relinquishment of individual membership, shall be filled by the Board of Managers after first giving due consideration to any nominees offered by the Board; except that only Rice Management Company may fill a vacancy caused by the loss or relinquishment of a Rice Member. A Member appointed to fill a vacancy shall be appointed to the unexpired term of the class of membership in which the vacancy occurs.

#### SECTION 2.11: CONFLICT OF INTEREST

2.11 Each Member shall be bound by the conflict of interest policy established from time to time by the Board of Managers after first consulting with the Board. A copy of the current policy is attached hereto and incorporated herein by reference as Exhibit A.

### **ARTICLE III: OFFICERS**

#### SECTION 3.1: OFFICERS

3.1 The officers of the Board shall be a Chairman, a Vice Chairman, and a Secretary.

#### SECTION 3.2 - ELECTION AND TERM OF OFFICE

The officers of the Board, except the Secretary, who shall be the Chief Executive Officer of the BCOM, shall be elected annually by the Board at its first meeting of each fiscal year. If the election of officers shall not be held at such meeting, such election shall be held thereafter as soon as is practicable. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, until his/her death or until he/she resigns or shall have been removed in the manner hereinafter provided.

### SECTION 3.3: REMOVAL

3.3 Any officer of the Board may be removed from office by a majority vote of all Members or by the Board of Managers whenever the Board or the Board of Managers determines such a removal will be in the best interest of the BCOM. Written prior approval of the Board of Managers shall be required if any officer is removed by action of the Board.

### SECTION 3.4: VACANCIES

3.4 A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board for the unexpired portion of the term, subject to the approval of the Board of Managers.

### SECTION 3.5: CHAIRMAN OF THE BOARD

3.5 The Chairman shall preside at all meetings of the Board and shall see that all orders and resolutions of the Board are carried into effect. The Chairman shall also perform such other duties given by these Bylaws and those as may be assigned from time to time by the Board or the Board of Managers.

### SECTION 3.6: VICE CHAIRMAN OF THE BOARD

3.6 The Vice Chairman of the Board shall perform such duties given by these Bylaws and those as may be assigned from time to time by the Board, or the Chairman of the Board. In the absence of the Chairman, the Vice Chairman shall have all the powers and responsibilities of the Chairman.

### SECTION 3.7 - SECRETARY

3.7.1 The Secretary shall:

3.7.1.1 record all proceedings of the meetings of the Board and any committees thereof in a book or books to be kept for that purpose;

3.7.1.2 cause all notices to be duly given in accordance with the provisions of these Bylaws;

3.7.1.3 whenever any committee shall be appointed pursuant to a resolution of the Board, furnish the chairperson of such committee with a copy of such resolution; and

3.7.1.4 in general, perform all duties incidental to the office of the Secretary and such other duties as are given by these Bylaws or as may be assigned from time to time by the Board, the Chairman, or the Vice Chairman.



## **ARTICLE IV: FISCAL YEAR**

### **SECTION 4.1: FISCAL YEAR**

4.1 The fiscal year of the Board shall commence on January 1st of each year.

## **ARTICLE V: COMMITTEES OF THE BOARD**

### **SECTION 5.1: EXECUTIVE COMMITTEE FUNCTION**

5.1 An Executive Committee consisting of the officers of the Board shall have the power to exercise all authority delegated to the Board during the periods between Board meetings. The Executive Committee shall meet as often as they deem necessary. The Executive Committee shall render its report to the Board at each regular meeting of the Board.

### **SECTION 5.2: COMMITTEES OF THE BOARD**

5.2.1 The Board shall act as a committee of the whole unless separate committees are established as provided herein below.

5.2.2 The Board may establish one or more additional committees. Each committee shall have at least two Members in their composition. Committees may also have advisory members who are not Members. All members of committees shall serve at the pleasure of the Board.

5.2.3 The creation of a standing committee shall require approval of the number of Members required by these Bylaws to take action on behalf of the Board. The Board may also establish ad hoc or special committees by the same process. Except as provided below, committees established by the Board may exercise any authority of the Board that is delegated by Board action. When establishing a committee the Board shall define:

5.2.3.1 qualifications for membership on the committee including the selection of non-Members to the committee;

5.2.3.2 the term of committee membership;

5.2.3.3 the minimum frequency of meetings and attendance requirements;

5.2.3.4 the frequency and type of required reports on committee activities; and

5.2.3.5 the specific authority and responsibilities of the committee.

5.2.4 The Chairman may establish ad hoc or special committees for any purpose the Chairman deems appropriate to the business of the Board and the BCOM. Those committees established unilaterally by the Chairman shall be advisory in nature and shall not have the authority to transact business on behalf of the Board.

5.2.5 The Chairman shall appoint the members of any Board committees. Members of committees may be removed by the Chairman or by the affirmative vote of the number of Members required to take Board action.

5.2.6 Any member of a committee who is not also a Member shall serve in an advisory capacity without the right to vote.

5.2.7 No committee shall have authority to fill vacancies on the Board or on any of its committees nor to adopt amend or repeal these Bylaws.

## **ARTICLE VI: BOARD FUNCTION**

The Board is charged with the responsibility to undertake all lawful actions commensurate with its role and purposes as defined in these Bylaws. Without limiting the generality of the foregoing, the Board shall perform the following functions:

### **SECTION 6.1: LIAISON**

6.1.1 The Board shall oversee the implementation of a system for resolving conflicts among leaders and the individuals under their leadership. The system's effectiveness shall be regularly reviewed, and revised as necessary. A copy of the current policy is attached hereto and incorporated herein by reference as Exhibit B.

### **SECTION 6.2: COMPLIANCE WITH LAWS, REGULATIONS AND MAINTENANCE OF ACCREDITATION**

6.2.1 The Board shall advise the Board of Managers on compliance with all applicable federal, state, and local laws and regulation. The Board in conjunction with the Board of Managers shall require the Chief Executive Officer to review and respond to the reports and recommendations from planning, regulatory, and inspecting agencies, and regularly report to the Board regarding the status of compliance.

6.2.2 The Board shall advise on the acquisition and maintenance of accreditation by the American Osteopathic Association's Commission on College of Osteopathic Accreditation (COCA) and any other required accreditation bodies. From time to time, the Board shall require that COCA standards be used in a review of the BCOM's ongoing compliance with accreditation standards.

**6.2.3** The Board shall receive regular reports from the BCOM's Compliance Committee and shall respond, when appropriate, to recommendations from the BCOM Compliance Committee.

## SECTION 6.3: MANAGEMENT OF THE ENVIRONMENT OF CARE

6.3.1 The Board shall oversee the planning and implementation of methods for providing for the safety, protection, and care of the BCOM's students, faculty, staff, visitors and others, and ensure allocation of appropriate resources to maintain a safe, secure care environment.

6.3.2 The Board shall adopt and periodically review a written plan regarding safety management, life safety management, emergency preparedness, hazardous materials and waste management, security management, medical equipment management, and utility management.

6.3.3 The Board shall receive and review regular reports about performance related to safety management, life safety management, emergency preparedness, hazardous materials and waste management, security management, medical equipment management, and utility management.

6.3.4 The Board shall receive and review an annual evaluation of the scope, objectives, performance, and effectiveness of safety management, life safety management, emergency preparedness, hazardous materials and waste management, security management, medical equipment management, and utility management.

## SECTION 6.4: PLANNING

The Board shall advise the Board of Managers regarding the process of institutional planning.

6.4.1 The institutional planning process shall include the following minimum features:

64.1.1 making recommendations to the Chief Executive Officer and the Board of Managers regarding the BCOM's operating budget, which shall be developed by the Chief Executive Officer, prepared according to generally accepted accounting principles, and in collaboration with other leaders of the organization;

64.1.2 making recommendations to the Chief Executive Officer and the Board of Managers regarding a three year capital expenditure plan, which shall be developed by the Chief Executive Officer in collaboration with other leaders of the organization, and which shall identify the objectives of, and anticipated sources of financing for, each proposed capital expenditure in excess of \$100,000;

64.1.3 a review and updating at least annually of the overall business plan and budget recommendations; and

64.1.4 establishment of a collaborative planning process within the BCOM, to address:

- 6.4.1.4.1 definition and communication of a mission, a vision, and values for the BCOM and creating the strategic, operational, programmatic, and other plans and policies to achieve the mission and vision;
- 6.4.1.4.2 planning which addresses all of the important organizational functions identified by COCA;
- 6.4.1.3. the economic viability of the BCOM, and shall include the establishment of a faculty development plan that determines the appropriate quantity, specialties, and practice profiles of professionals necessary to the delivery of quality education and the economic viability and success of the BCOM, as appropriate to the mission and vision of the BCOM, and the scope of services provided.

## SECTION 6.5: CONTRACTED SERVICES

6.5.1 The Board shall provide mechanisms to ensure that services provided under contract are in compliance with all applicable conditions of participation, regulations, and COCA standards for the contracted service.

6.5.2 The Board shall ensure that contracted services are performed safely and effectively through implementation of the performance improvement program, and through mechanisms used to ensure that contracted services staff members are qualified and competent.

6.5.3 The Board shall require that the BCOM maintain a list of all contracted services to include the nature, scope of services, and delineation of contractor responsibilities.

6.5.4 The Board shall assure that contracted services are included as a part of the organization's Plan for Performance Improvement.

## SECTION 6.6: DEPARTMENTAL POLICIES AND PROCEDURES

6.6 The Board shall require that the BCOM's leaders and other relevant personnel collaborate in the development of BCOM-wide programs, policies, and procedures that describe how student's needs are assessed and met. Departmental policies and procedures shall be developed to reflect the department's goals and scope of services, as well as staff knowledge and skill. At a minimum, policies and procedures shall describe how the department assesses and meets the care needs of students and patient populations served by students and faculty. The BCOM's Administration shall approve departmental policies and procedures. All policies and procedures shall be reviewed and revised when warranted. The period between reviews must comply with COCA standards.

## SECTION 6.7: ORIENTATION, EDUCATION AND EVALUATION

6.7.1 The Board, acting through the Chairman and the Chief Executive Officer, shall provide resources necessary to enable all members of the Board to understand and fulfill their

responsibilities. An annual orientation program for all new Board members shall be conducted, as well as relevant continuing education programs as may be appropriate from time to time.

6.7.2 The Board shall review and evaluate its own performance and effectiveness on an annual basis.

## **ARTICLE VII : ADMINISTRATION**

### **SECTION 7.1: APPOINTMENT AND EVALUATION**

#### **7.1.1 CHIEF EXECUTIVE OFFICER**

Upon vacancy of the founding CEO, and subject to input by the Board, the Board of Managers shall select and employ a competent Chief Executive Officer, using a criteria-based process which outlines qualifications for the position based on education and experience, who shall be responsible for implementing the Board of Managers' management of the BCOM. The Board shall also be involved in the selection process for the hiring of the Chief Academic Officer.

7.1.2 Ongoing, the Board shall participate in monitoring the performance of the Chief Executive Officer and Chief Academic Officer. At least annually, the Board shall collaborate with the Board of Managers in providing input to be considered in conducting a performance evaluation for the Chief Executive Officer and Chief Academic Officer, which shall be done by the Board of Managers.

#### **7.1.3 DEAN & CHIEF ACADEMIC OFFICER**

Reporting to the CEO, the Dean and Chief Academic Officer shall be the chief academic and administrative officer of BCOM, with primary responsibility for implementing the mission of BCOM.

The Dean/Chief Academic Officer must have an earned DO degree from a COCA accredited COM.

The Dean/Chief Academic Officer must have received AOA board certification in his/her primary specialty.

The Dean/Chief Academic Officer must be employed full time by the COM and will *not* engage in other gainful employment outside the institution.

Upon vacancy of this position following the term of the founding Dean, the Dean shall be appointed by the Board of Trustees upon nomination by the CEO from among a slate of nominees provided by a Search Committee.

The members of the Search Committee shall be appointed by the CEO; the members will be selected from a list of individuals recommended by BCOM's Faculty, selected student representation, alumni, and representatives of the healthcare, business and civic community within BCOM's service area.

Representatives of NMSU will also be included in the search process as well as selected members of the Board.

The Dean shall serve at the pleasure of the CEO and under the terms of his or her contract.

For any reason should the Dean's Office become vacated, the CEO may appoint an Acting or Interim Dean and recommend such action to the Board of Trustees.

There shall be an annual performance review of the BCOM and the stewardship of the Dean. The CEO shall conduct the review and will recommend appropriate action to the Board of Trustees. The CEO shall take steps to ensure that the Faculty and other appropriate constituencies have opportunity for input to the annual review.

## SECTION 7.2: AUTHORITY AND DUTIES

### 7.2.1 CHIEF EXECUTIVE OFFICER

The Board shall empower the Chief Executive Officer and Chief Academic Officer to be responsible for the BCOM's management. The specific authority and duties of the Chief Executive Officer and Chief Academic Officer shall be the following:

- 7.2.1.1 to establish effective day-to-day operations of the BCOM through appropriate departmentalization and delegation of duties;
- 7.2.1.2 to establish information and support systems;
- 7.2.1.3 to recruit and maintain staff;
- 7.2.1.4 to conserve physical and financial assets;
- 7.2.1.5 to carry out all policies established by the Board and the Board of Managers;
- 7.2.1.6 to develop and submit to the Board of Managers for approval, a plan of organization of the personnel and others concerned with the operation of the BCOM;
- 7.2.1.7 to prepare, with direct input from the Dean, an annual operating budget showing expected receipts and expenditures, and a long-term capital expenditure plan, which shall be presented to the Board of Managers which shall approve the final annual budget with such changes as it deems appropriate;
- 7.2.1.8 to select, employ, control and discharge employees who report directly to the CEO, including competent individuals who provide services;

- 7.2.1.9 to ensure personnel policies and practices for the BCOM; including the formal means of accountability to whom the CEO assigns duties;
- 7.2.1.10 to ensure the physical properties remain in a good state of repair and operating condition;
- 7.2.1.11 to supervise the business affairs of the BCOM;
- 7.2.1.12 to present to the Board or its authorized committee, periodic reports reflecting the professional service and financial activities of the BCOM and prepare and submit special reports as may be required by the Board and the Board of Managers;
- 7.2.1.13 to attend all meetings of the Board and committees, thereof;
- 7.2.1.14 to keep the Board fully informed of the conduct of the BCOM;
- 7.2.1.15 to review and respond to all inspection reports of any authorized inspecting agency, and to insure that the BCOM meets the standards of COCA and any other appropriate accreditation requirements; and
- 7.2.1.16 to perform other duties that may be necessary in the best interests of the BCOM.
- 7.2.1.17 In the absence of the Chief Executive Officer, the Chief Operating Officer or the CEO's designee, will perform the duties of the Chief Executive Officer.

## 7.2.2 DEAN & CHIEF ACADEMIC OFFICER

- 7.2.2.1 Primary responsibility for BCOM's educational, research, health care, and service programs; for the development of teaching and research affiliations; for administration of the BCOM; for promotion of the BCOM's development and effectiveness; and for maintaining accreditation with appropriate groups or agencies;
- 7.2.2.2 Design, implementation, evaluation, and revision of curricula;
- 7.2.2.3 Supervision of the members of the academic and non-academic staff of the BCOM;

- 7.2.2.4 Recommendation to the CEO and the Board of Trustees of appointment, reappointment, promotion of the Faculty of the BCOM;
- 7.2.2.5 Recommendation to the CEO and the Board of Trustees of appointment, reappointment and promotion of qualified individuals to serve as administrators of the BCOM;
- 7.2.2.6 Oversight of a system of career development for individual paid and Faculty members;
- 7.2.2.7 Development and implementation of a system of review of the effectiveness of performance of individual paid and Faculty members;
- 7.2.2.8 Preparation and recommendation of the annual budget;
- 7.2.2.9 Review and approval of the expenditure of funds allocated to the BCOM;
- 7.2.2.10 Assignment of space within the BCOM;
- 7.2.2.11 Development of liaisons and mechanisms to foster consultation and discussion with appropriate community groups and other external constituent groups;
- 7.2.2.12 Submission of reports and recommendations to the CEO and the Board concerning the operation, plans and development of the BCOM.

### 7.2.3 ADMINISTRATIVE OFFICERS

The Dean may, after consultation with the approval of the CEO and the Board, appoint and delegate authority and/or responsibility to such subordinate administrative officers as may be deemed necessary for effective administration. All appointees shall serve at the pleasure of the Dean and per the terms of their contracts if applicable.

### 7.2.4 DEPARTMENTS

The BCOM may be subdivided into divisions and departments in a manner consistent with its missions and goals on the recommendation of the Dean and with the approval of the CEO and the Board. The organization chart will depict such structure(s). Each department shall have a chairperson who serves at the pleasure of the Dean.



The goal of departmental formation is to minimize the number of departments and foster maximum collaboration towards the achievement of the mission,

Under the Dean, a department Chairperson shall have administrative responsibility for, as well as participate in, the educational, research, health care and service programs of the department.

There shall be an annual performance review and evaluation of the department and its Chair's stewardship by the Dean.

The Chairperson's duties shall include the following:

- 7.2.4.1 Development and operation of departmental programs;
- 7.2.4.2 Supervision of departmental Faculty and staff;
- 7.2.4.3 Annual evaluation of all departmental paid Faculty and review of those evaluations delegated to division, section or program heads;
- 7.2.4.4 Establishment of annual goals and objectives with individual paid Faculty members and review of those delegated to division, section or program heads;
- 7.2.4.5 Establishment of a career development program and counseling and training concerning progress and career development for individual members of the paid Faculty;
- 7.2.4.6 Making recommendations to the Dean regarding all issues of concern to the department;
- 7.2.4.7 Review of the budget and program plans with the Faculty members of the Department;
- 7.2.4.8 Recommendations to the Dean regarding the annual budget;
- 7.2.4.9 In consultation with the full-time Faculty of the department holding appointments as Associate Professor and above, make recommendations regarding appointments, reappointments, promotions, changes in status, leaves, dismissals and acceptance of resignations;
- 7.2.4.10 Evaluation of the department's educational, research, service and, where appropriate, health care programs;
- 7.2.4.11 Maintenance of accreditation with appropriate groups and agencies;

7.2.4.12 Preparation and submission of an annual report to the Dean regarding instructional activities, research and service accomplishments, performance and progress of paid Faculty and financial management within the department. The annual report shall include a description of the process used for consultation with the Faculty. The annual report shall be shared with the Faculty of the Department.

Prior to the recruitment of an initial department chairperson, or in the event of a vacancy in a chairperson position, the above mentioned duties and powers may be borne by the appropriate Associate/Assistant Dean or by an Interim/Acting Chairperson, selected by the Dean. This selection shall follow consultation by the Dean with the full-time Faculty of the department holding appointments as Associate Professor and above.

Each Chairperson may be appointed only by the Board upon the recommendations of the Dean and the CEO.

The Chairperson shall serve at the pleasure of the Dean. The performance of the Chair will be reviewed annually by the Dean.

Divisions or sections may be formed within a department on the recommendation of the Chair and with the approval of the Dean, the CEO and the Board. Programs leading to the conferral by the BCOM of certificates or degrees may be established within a department on the recommendation of the Chair and with the approval of the Dean, the CEO and the Board. A division, section or program head may be appointed only by the Board upon the recommendations of the Chair, the Dean and the CEO, and shall serve at the pleasure of the Chair. There shall be an annual performance review and evaluation of the division, section or program and its head's stewardship. The findings of such review and evaluation shall be reported to the Chair and to the Dean.

## 7.2.5 THE FACULTY

The Faculty shall consist of the Dean, subordinate administrative officers of the BCOM with academic appointments, and Emeritus Faculty, and those individuals who hold full academic appointments: Professors, Associate Professors, Assistant Professors and Instructors.

Under the Dean, the CEO and the Board, the Faculty of the BCOM shall have the following duties and powers with regard to academic matters:

7.2.5.1 Design, implementation, evaluation and revision of the curriculum;

7.2.5.2 Formulation of the policies and procedures for, and delivering the instructional, research and service programs of, the BCOM;

- 7.2.5.3 Establishment and promulgation of the academic calendar;
- 7.2.5.4 Encouragement of research activities by Faculty members and students;
- 7.2.5.5 Establishment of standards for examinations, grading, academic standing, and attendance;
- 7.2.5.6 Establishment of requirements for admissions; development of criteria and procedures for selection of students; and via the Admissions Committee, recommendation of students for admission;
- 7.2.5.7 Establishment of requirements for degrees and certificates;
- 7.2.5.8 Recommendation through the Dean and the CEO to the Board of those candidates who have fulfilled the requirements for degrees and certificates;
- 7.2.5.9 Establishment of regulations and procedures under which the Faculty operates;

Regular meetings of the Faculty shall be held at least four times during each academic year. The Dean or his/her designee shall be the presiding officer of the Faculty. The Dean or any other Faculty member may place items on the agenda. Notice of a meeting with the agenda shall be circulated at least one calendar week in advance of a meeting. Extraordinary meetings may be convened by the CEO or the Dean.

Robert's Rules of Order shall be the basis for all parliamentary procedures unless otherwise directed by these Bylaws.

## **ARTICLE VIII: APPROVAL**

### **SECTION 8.1: APPROVAL AND AMENDMENTS**

8.1 These Bylaws and any proposed amendments shall be approved by the affirmative vote of a two-thirds majority of the Members represented at any regular meeting or at any special meeting of the Members. Approval of changes to these Bylaws can be conducted by ballot delivered and returned as specified in Section 2.6.2. These Bylaws shall be reviewed no less than every three years and revised as necessary. These Bylaws and any amendments or alterations thereto shall not become effective until final approval by the Board of Managers. These Bylaws may be amended at any time by the Board of Managers after first consulting with the Board.

## **ARTICLE IX: NON-DISCRIMINATION**

### **SECTION 9.1: NON-DISCRIMINATION POLICY**

9.1.1 It is the firm policy of the Board of Managers and the BCOM not to discriminate on the basis of race, color, creed, sex, age, religion, national origin, disability, familial status,

ancestry, sexual orientation, gender identity or spousal affiliation in its programs, activities, hiring, or the admission of students.

This policy applies in recruitment and admission of students, employment of faculty and staff, and scholarship and loan programs. This policy is also followed in the operation of all other programs, activities and services of the BCOM.

The BCOM subscribes to the principles and adheres to the requirements of state and federal law pertaining to civil rights and equal opportunity, in accordance with the requirements of Title VI of the Civil Rights Act of 1964, as amended; Title IX of the Education Amendments of 1972; Section 504 of the Rehabilitation Act of 1973, as amended; and the Age Discrimination Act of 1975, as amended.

Evidence of practices inconsistent with this policy should be reported to the Director of Human Resources, who is the designated coordinator of the BCOM's non-discrimination program. Inquiries regarding compliance with the sex discrimination provisions of Title IX may also be directed to the Assistant Secretary for Civil Rights, Department of Education, Washington, D.C.

**APPROVAL:**

**BOARD MANAGERS:**

By:      Daniel Burrell, Lead Manager

    Date: March     , 2015

**Exhibits:**

Exhibit A, Conflict of Interest Policy

Exhibit B, Conflict Resolution Policy

Exhibit C, Executive and Management Conflict of Interest

Exhibit D, Provision for Due Process (Students & Employees)

Exhibit E, Student Due Process

## **EXHIBIT A**

### **CONFLICT OF INTEREST POLICY**

It is a policy of the Board that all members of the Board shall disclose and avoid any conflicts of interest pertaining to any decisions or matters before the Board in which a member of his or her immediate family has a conflict of interest, financial or otherwise.

A conflict of interest is defined as any contract, transaction, or other matter between the BCOM and one or more of its Board Members, or between the BCOM and any other corporation, firm, association, BCOM, or other entity in which one or more of the Board Members are officers, directors, or Members and are financially or otherwise interested.

No member of the Board may participate in any discussions of any matters other than to disclose a conflict, or vote on any matters before the Board when such matters would result in a conflict of interest or financial gain or loss to the member or the member's immediate family. Such matters would include, but not be limited to, contracts to furnish goods and/or services, leases or purchase agreements of real or personal property, or such like matters which would result in conflict of interest or a financial gain or loss. Upon learning that a matter before the Board would create a conflict of interest to a member, that member must make a full disclosure to the Board of his or her financial interest in such manner, and the member shall not further participate in any discussion of or decision on such matter. The failure of a member to make a disclosure as described herein may result in the avoidance of such agreement, contract, lease, or other matter at the discretion of the Board of this Partnership. For the purpose of this policy, the term "immediate family" shall mean a member's spouse, child/children, grandchild/grandchildren and the brothers, sisters, parents, grandparents, nieces or nephews of a member or his or her spouse.

## **EXHIBIT B**

### **CONFLICT RESOLUTION POLICY**

The Board of Trustees of BCOM provides and supports a system for resolving conflicts among the BCOM's leaders and those under their leadership. Pursuant to the BCOM Code of Ethical Conduct for Burrell College of Osteopathic Medicine, the Board of Trustees acknowledges the following principles:

- I. That the potential exists for conflicts to arise from time to time among those who participate in making decisions regarding operational, medical, social, or financial matters on behalf of the BCOM or the BCOM's customers.
- II. That we shall seek to resolve all conflicts fairly and objectively, whether the conflict is between administrators, managers, faculty members, employees, or the governors of this BCOM.
- III. That all leaders of the BCOM shall promote decision making that results in the appropriate use of power, protection of human rights, and consideration of organizational and societal issues, as reflected in the organization's mission and values statements, and the BCOM Code of Ethical Conduct.

## **EXHIBIT C**

### **EXECUTIVE and MANAGEMENT CONFLICT OF INTEREST POLICY**

It is a policy of the BCOM that all members of the executive and management team shall disclose and avoid any conflicts of interest pertaining to any decisions or matters before the organization in which a member of his or her immediate family has a conflict of interest, financial or otherwise.

A conflict of interest is defined as any contract, transaction, or other matter between BCOM and one or more of its employed members, or between the BCOM and any other corporation, firm, association, or other entity in which one or more of BCOM's managers or executives are officers, directors, or members and are financially or otherwise interested in this other entity.

No member of the executive or management team may participate in any discussions of any matters other than to disclose a conflict, or decide on any matters before BCOM when such matters would result in a conflict of interest or financial gain or loss to the member or the member's immediate family. Such matters would include, but not be limited to, contracts to furnish goods and/or services, leases or purchase agreements of real or personal property, or such like matters which would result in conflict of interest or a financial gain or loss. Upon learning that a matter before BCOM would create a conflict of interest to a member, that member must make a full disclosure to BCOM's next chain of command of his or her financial interest in such manner, and the member shall not further participate in any discussion of or decision on such matter. The failure of a member to make a disclosure as described herein may result in the avoidance of such agreement, contract, lease, or other matter at the discretion of BCOM of this relationship, product or service. For the purpose of this policy, the term "immediate family" shall mean a member's spouse, child/children, grandchild/grandchildren and the brothers, sisters, parents, grandparents, nieces or nephews of a member or his or her spouse.

## EXHIBIT D

### EMPLOYEE PROGRESSIVE DISCIPLINE and DUE PROCESS POLICY

The Board of Trustees of BCOM provides and supports a system to ensure that all employees, students, including but not limited to faculty, non-faculty, managers and executives whether full-time or part-time status, are afforded due process during times of disciplinary review and/or action based on all local, state and federal employment laws.

Every employee has the duty and the responsibility to be aware of and abide by existing rules and policies. Employees also have the responsibility to perform his/her duties to the best of his/her ability and to the standards as set forth in his/her job description or as otherwise established.

BCOM supports the use of progressive discipline to address issues such as poor work performance or misconduct. Our progressive discipline policy is designed to provide a corrective action process to improve and prevent a recurrence of undesirable behavior and/or performance issues. Our progressive discipline policy has been designed consistent with our organizational values, HR best practices and employment laws.

Outlined below are the steps of our progressive discipline policy and procedure. BCOM reserves the right to combine or skip steps in this process depending on the facts of each situation and the nature of the offense. The level of disciplinary intervention may also vary. Some of the factors that will be considered are whether the offense is repeated despite coaching, counseling and/or training; the employee's work record; and the impact the conduct and performance issues have on our organization.

The following outlines BCOM's progressive discipline process:

- **Verbal warning:** A supervisor verbally counsels an employee about an issue of concern, and a written record of the discussion is placed in the employee's file for future reference.
- **Written warning:** Written warnings are used for behavior or violations that a supervisor considers serious or in situations when a verbal warning has not helped change unacceptable behavior. Written warnings are placed in an employee's personnel file. Employees should recognize the grave nature of the written warning.
- **Performance improvement plan:** Whenever an employee has been involved in a disciplinary situation that has not been readily resolved or when he/she has demonstrated an inability to perform assigned work responsibilities efficiently, the employee may be given a final warning or placed on a performance improvement plan (PIP). PIP status will last for a predetermined amount of time not to exceed 90 days. Within this time period, the employee must demonstrate a willingness and ability to meet and maintain the conduct and/or work requirements as specified by the supervisor and the organization. At the end of the performance improvement period, the performance improvement plan may be closed or, if established goals are not met, dismissal may occur.



If at any time throughout the progressive disciplinary process an employee believes that he or she is being treated in an unfair or unprofessional manner, the employee may request a meeting with the next level supervisor within BCOM's organizational structure and chain of authority to review the employee's grievance. This process may continue up to and including the highest level of management authority within BCOM.

BCOM reserves the right to determine the final and appropriate level of discipline for any inappropriate conduct, including oral and written warnings, suspension with or without pay, demotion and discharge.

## **EXHIBIT E**

### **STUDENT DUE PROCESS POLICY**

The Board of Trustees of BCOM provides and supports a system to ensure that all Students are afforded due process during times of disciplinary review and/or action.

BCOM's Students' rights and due process are addressed in BCOM's Student Handbook. Students will be held accountable to BCOM's Student Code of Conduct and Discipline Policy. Any behavior that deviates from the Code of Conduct will be subject to possible review and disciplinary action up to and including expulsion. Students will be afforded due process to appeal actions taken against them by faculty, officers or committees. Such appeal processes are addressed in BCOM's Student Handbook.