

Subject: By-Laws of University Senate

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Article 1. General Provisions

1.1. The present by-laws regulate the mandate of the University Senate (hereinafter referred to as Senate) of ADA University (hereinafter referred to as ADA), establish its functions, organizational structure, rights and responsibilities.

1.2. The Senate shall be a governing body of ADA University performing oversight and policy-making functions, as stipulated in Article 2.1 of the Charter of ADA University. The Senate shall also serve as an ultimate body overseeing academic and faculty affairs, including scholarly and research activities, as stipulated in Article

2.11 of the Charter of ADA University. It shall be a primary venue for discussion of university-wide issues and shall enable communication among various constituencies at ADA University. The Senate provides a forum for considering matters directly related to the well-being of the ADA community.

1.3. These By-Laws and membership of the Senate are approved by the Rector of ADA University. The Rector of ADA University shall serve as a Chairperson of the Senate meeting. In the event of the Rector's absence or at the discretion of the Rector, the Senate meetings shall be chaired by one of the Vice Rectors.

1.4. The meetings of Senate shall be held at least three times during an academic year, i.e. at the beginning of fall and spring semesters respectively and before graduation. The Senate meeting shall be held in accordance with an agenda announced in advance of each meeting. The Agenda of the Senate is discussed and accepted at the beginning of the meeting by a simple majority of those present in the meeting.

1.5. The Chairperson of the Senate may call extraordinary and/or special meetings. Such meetings may also be requested by at least 50 (fifty) percent of the Senate members.

1.6. Except for extraordinary meetings, members shall be notified in writing, including an agenda and relevant documents one week before any meeting.

1.7. Senate members may invite to the meetings other persons, including but not limited to ADA staff, provided these invited guests have a proven competence to contribute something relevant to the agenda and/or subject matter under consideration in that particular meeting. Invited persons may take part in Senate discussions without the right to vote.

1.8. Any Senate member may be appointed by the Senate to serve as a Secretary. Such member shall be appointed as a Secretary by a simple majority vote of members present at the Senate meeting. The Secretary

shall prepare the agenda and organize Senate meetings, hold and maintain the minutes of the meeting. Both the Secretary and the Chairperson of the Senate shall sign the Minutes.

1.9. Overseeing the implementation of and compliance with the Senate resolutions shall be delegated to an appropriate Vice Rector and/or Dean responsible for the subject matter resolved. Such Vice Rector and/or Dean is obliged to report the results of the task implemented to the Chairperson and Secretary of the Senate in writing. The latter shall file said report and enter its update into the minutes of the consequent Senate meeting.

Article 2. Functions and Mandate of the Senate

The Senate shall perform the following functions:

2.1. Academic Affairs. Review, approve and oversee degree and non-degree, fulltime and part-time, and continuing education programs; their launch and/or expansion, curricula, standards of scholarship and instruction, academic policies and regulations; student academic performance and retention; matters of academic integrity and honesty; graduation requirements; quality control and assurance mechanisms and plans; activities of centers for research and teaching excellence; and other significant matters, pertaining to the academic mission of the University.

2.2. Admission, Marketing and Financial Aid. Review, approve and oversee admission strategy and marketing plan, annual enrollment plan and enrollment management, financial aid policies, procedures and packages, including those related to all scholarships, fellowships, student loans and other awards.

2.3. International Strategy. Review, approve and oversee international strategy of ADA University, including partnership and exchange programs, international fellowships, outreach initiatives, programs and activities. Ratify MOUs and significant contracts on joint projects with the international and domestic institutions before signing by the Rector.

2.4. Library and Information Services. Review, approve and oversee library and information services budget, its development, management and expansion plans.

2.5. Information Technologies and Services. Review, approve and oversee information technologies and services, their budget, continuous innovation, use and expansion.

2.6. Research Strategy. Recommend priority areas of research at ADA University; approve and oversee development, expansion and management of academic and policy research; appropriate their annual budget; oversee and monitor proper use of all research budget.

2.7. Financial Planning and Resource Mobilization. Approve appropriation of annual budget of the university. Review timely reports on financial standing and economic activity of the university, its relevant organizations. Review and approve reports about analysis, monitoring and implementation of the annual budget and relevant audited statements.

2.8. Student Affairs, Career Management and Alumni Relations. Review, approve and oversee all activities related to student life and diversity at ADA University, including, but not limited to student governance, clubs and initiatives, career management and alumni relations. Hear reports of student government representatives on recommendations relating to continuous improvement of student life, student body and diversity at ADA University.

2.9. Strategic and Operational Plan. Approve a medium-term Strategic Plan as well as an annual Operational Plan of ADA University.

2.10. Organizational Structure. Establish, rename and reorganize structural units of ADA University subject to approval by the Rector. Define annual operational targets of structural units of ADA University for the next year.

2.11. Policies and Procedures. Review and approve internal policies and procedures related to administration, human resources and faculty.

2.12. Honorary Degrees. Review, approve and confer honorary degrees.

2.13. Academic Appointments. Recommend academic appointments and promotions to the Rector.

2.14. Named Scholarships. Establish named scholarships or grants as well as criteria for their award to students and PhD candidates.

2.15. Report of Deans. Hear reports of Deans on activity of the schools of the university, including teaching, scholarship and service, and recommend improvements or modifications thereof. Review and approve the end-of-year report of the Deans about the status of their school.

2.16. Report of Rector. Hear the end-of-year report of the Rector about the activity of the ADA University.

2.17. Amendments. Review and approve amendments to ADA Charter, functions and responsibilities of structural units of ADA University, internal rules and regulations for code of conduct for students, faculty and staff.

2.18. External Service. Review and approve recommendations on education policy; review and oversee the participation and any contribution of ADA University to Government commissions, working groups and committees while they develop a national education strategy, as well as policies and regulations.

2.19. All issues relating to academic affairs shall not be considered at the Senate without prior discussion by and agreement thereof the two Standing Committees of the Senate – Deans Council and Committee on Faculty Affairs. Any member of the Senate can initiate all other issues, except those of academic affairs where abovementioned committees have the first right of consideration before such matter is discussed in the University Senate.

Article 3. Organizational Structure

3.1. Term of service of the Senate shall be 2 (two) years. Early reorganization of the Senate shall be carried out by the request of at least 2/3 (two-thirds) of its members.

3.2. Senate shall be comprised of permanent, appointed and elected members. Permanent members of the Senate shall include Rector (chair), Vice-Rectors, Deans, Director of Enrollment Management and Director of Library. The Rector, at his/her own discretion, may appoint 2 (two) members of the Senate. Elected members shall comprise faculty members elected from each school/program. Each school/program will elect 2 (two) faculty members to sit in the Senate. President and Vice President of the Student Government are non-voting members, except those matters concerning student affairs and student life.

3.3. In the event a Senate member resigns or his/her membership is otherwise terminated, the vacancy shall be filled by his/her replacement (if he/she is the permanent member), appointed (if he/she is the appointed member), or elected member (if he /she is a faculty member). In case of the latter, school shall elect the replacement.

3.4. Members of the Senate shall be elected/appointed before the end of May with their two-year term starting formally on September 1 and ending on August 31 two years hence. Nominations shall be submitted before May 1, elections/appointments shall be completed before May 25, the final membership shall be announced before May 30.

3.5. Elected members shall have served a minimum of three consecutive years at ADA University before election/appointment.

3.6. The meeting of the Senate shall be valid only if not less than 2/3 (two-thirds) of the Senate members are present at the meeting (quorum).

3.7. Unless expressly stated otherwise, all decisions, proposals, recommendations of the Senate shall be adopted by open voting and require the vote of a simple majority of Senate members present at the Senate Meeting. If the votes are evenly split, the Chairperson shall have a casting vote.

3.8. The Rector of ADA University has a veto right over decisions and resolutions of the Senate. Decisions and resolutions of the Senate come into force only after approval by the Rector, thereafter, are obligatory for all categories of employees and students.

3.9. If the Rector finds that the decision made by the Senate needs further improvement and/or conflicts with the ADA University Charter and/or the legislation of the Republic of Azerbaijan, he/she may suspend it and send it for a further consideration at a subsequent meeting of the Senate.

3.10. The University Senate shall have two standing committees - Deans Council and Committee on Faculty Affairs.

3.10.1 Deans Council is an executive committee of the University Senate whose duties and responsibilities include everything pertaining to the scope of the University Senate.

3.10.2. Committee on Faculty Affairs' duties and responsibilities include recommendations related to faculty recruitment, appointment, retention, development and promotion; issues of faculty grievance; research strategy; standards of scholarship and instruction, academic policies and regulations; student academic performance and retention; matters of academic integrity and honesty, and other significant matters pertaining to the academic mission of the University. Committee submits its recommendations related to these duties and responsibilities to the Deans Council for further consideration and actions.

3.11. The Senate may also establish ad hoc committees in such areas as student affairs, human resources, finance and development with a specified mandate to address specific issues of concern to the Senate.

Article 4. The Rights and Duties

4.1. The chairperson of the Senate has the right to:

- call the meetings of the Senate;
- involve members of the Senate and other employees of ADA University in preparation of issues to be discussed at the meeting;
- submit for consideration of the members of the Senate the issues which have not been stipulated in the agenda of the Senate;
- submit proposals to the Senate concerning the improvement of the Senate and the university as a whole;
- approve the composition of the Senate;
- review proposed amendments and changes to these by-laws.

4.2. The chairperson of the Senate is obliged to:

- carry out a routine planning of the work of the Senate;
- ensure an enabling environment for the members of the Senate to work effectively in accordance with these By-Laws, ADA University Charter and the legislation of the Republic of Azerbaijan;
- submit annual report on ADA University activities to the Senate.

4.3. The Secretary of the Senate has the right to:

- task members of the Senate to prepare documentations and explanations of issues to be submitted for the next meeting;
- maintain records of and report regularly about compliance with the decisions of the Senate.

4.4. The Secretary of the Senate is obliged to:

- call for an agenda of items for discussion at subsequent Senate meeting;
- announce the date and location of the meeting of the Senate as well as meeting agenda not less than one week before the holding of the meeting;
- record and report to the Chairman the attendance of the members of the Senate;
- keep a record of meeting minutes signed and documented in accordance with these By-Laws;
- collect information about the status of implementing tasks assigned by the Senate to members of the Senate as well as other staff and faculty.

4.5. The Members of the Senate have the right to:

- inquire and inform other members about compliance with Senate dictates;
- inquire and respond to pertinent information concerning activities of the schools, departments, and academic units as well as administrative staff and faculty;
- propose suggestions to improve the work of ADA University, as well as the Senate itself;
- participate in developing strategic and operational plans of ADA University.

4.6. The Members of the Senate are obliged to:

- fully adhere to their fiduciary duty as a member of the ADA University
- Senate, take an active part in making decisions and assist in the implementation of various issues discussed at the Senate meeting when appropriate;
- fulfill in a timely fashion the tasks requested by the Chairperson of the Senate;
- participate at the meetings and other activities of the Senate;
- observe the code of conduct and ADA University Honor Code.

Article 5. Amendments and Changes

5.1. The current by-laws may be amended and changed by a request in writing form the Chairperson and/or more than 50 (fifty) percent of members of the Senate. The Chairperson of the Senate shall present the proposed amendment at the next regular meeting of the Senate.

5.2. The Rector has a right to review proposed amendments and changes before the discussion at the Senate.

5.3. The voting process will be conducted as per quorum and voting procedures of the Senate stipulated in these by-laws.

5.4. After the decision of the Senate, the amendment and changes shall be ratified by the Rector of ADA University.

5.5. The Secretary is responsible for keeping the original version and new version of these by-laws, including any decisions made by the Senate.

(1) Early termination of the membership may be because of decision of the Honor Committee.