

# **The Bylaws of Holy Spirit University**

**USEK - 2015**

## Chapter 1: Governance

### ARTICLE I

#### **The University**

The name of the institution shall be:

Eng. "Holy Spirit University"; Fr. "Université Saint-Esprit"; Ar. "جامعة الروح القدس"  
(Hereafter referred to as "USEK")

In all languages, its acronym shall be: USEK

### ARTICLE II

#### **Background**

USEK was founded in 1938 as an independent private catholic institution, by the Lebanese Maronite Order (hereafter referred to as the "OLM") who serves Higher education in monasteries since the 18<sup>th</sup> century.

### ARTICLE III

#### **Mission**

Since its founding, USEK seeks, and in accordance with the Article 92 of the *Constitutions of the OLM (ed. 2012)* and the social teaching of the Catholic Church on universities, to contribute to the development of all its students through quality educational programs and research in various fields of study. By providing a high quality American-style education to its students, USEK intends to prepare future leaders for innovation, professional growth and life-long learning, in Lebanon, within the Middle East and throughout the world. USEK is committed to a faith-based educational development of its students rooted in the Catholic tradition whereby spiritual values and ethics as well as respect for cultural and religious pluralism are promoted.

### ARTICLE IV

#### **The Supreme Council**

The OLM General Council (the Superior General and the Assistants General) shall be *ipso facto* the Members of the institution (hereafter referred to as the "Supreme Council"). The Supreme Council shall be elected according to the OLM bylaws. It delegates the governance of the university to the Board of Trustees.

The Supreme Council shall take all decisions according to the OLM bylaws.

## **ARTICLE V**

### **The Chair**

The Superior General of the OLM (hereafter referred to as the “Chancellor”) shall be the Chair of the Supreme Council.

The Chancellor shall call and preside over all meetings of the Supreme Council.

The Chancellor shall, after the approval of the Supreme Council, present a candidate for the Presidency of the Holy Spirit University to the Board of Trustees according to OLM bylaws; following approval by the Board of Trustees, The Chancellor shall appoint the President of the University who serves at the pleasure of the Chancellor and the Supreme Council.

In his capacity ex-officio as Chancellor of the University, the Chancellor shall exercise ultimate authority in the formulation of the major principles which are to guide and govern the University. This authority shall be exercised within the limitations imposed in the Bylaws of the University.

The Chancellor authorizes the appointment of OLM members as members of the faculty, staff and administration of the University who shall serve at the pleasure of the Chancellor.

## **ARTICLE VI**

### **Reserved Powers of the Supreme Council**

Reserved powers to the Supreme Council shall include but shall not be limited to:

1. Changes to and interpretation of the fundamental mission and identity of the institution as well as any substantial change to the physical environment of the campus;
2. Authorization for purchase, sale or lease of any campus real property (to a third party);
3. Approval of any debt financing preapproved by the Board of Trustees;
4. Amendment of the Bylaws ;
5. Merger or consolidation of the University with any other institution of higher education;
6. Dissolution of the institution or the discontinuance of any substantial part of its activities;
7. Other subjects as indicated in these same Bylaws

## **ARTICLE VII**

### **Board of Trustees**

The Board of Trustees (hereafter referred to as “BOT”) shall serve the greater public interest in the affairs of the university by providing a diverse and global perspective on Higher Education issues.

The BOT is composed of no less than 15 members and no more than 25 excluding the President.

The Chancellor shall appoint Trustees for a term of 4 years, with the approval of the Supreme Council.

The appointment of the first 15 trustees shall be considered according to the following contingent measures:

- 5 will be selected to serve for 4 years
- 5 will be selected to serve for 3 years
- 5 will be selected to serve for 2 years
- By the end of the second year 5 are selected for 4 years

The term of all trustees can be renewed for a maximum of one additional term.

No more than the third of the BOT shall be from the same institution or any group of interest including the OLM.

The University President is a non-voting ex-officio member of the Board of Trustees.

A trustee is subject to a trusteeship agreement related to provisions on ethics, conflict of interest and confidentiality.

A trustee may be removed by the Chancellor with the approval of the Supreme Council.

## **ARTICLE VIII**

### **Officers of the Board of Trustees**

The Chancellor shall be the Honorary President of the Board of Trustees.

The Board of Trustees shall elect a Chair, Vice-chair, and a Secretary for a term of two years according to the BOT policies and procedures.

## **ARTICLE IX**

### **Filling of Vacancies**

All vacancies in the BOT caused by the resignation, inability or unwillingness to serve, or by the removal or death, may be filled by the Supreme Council according to the current bylaws.

## **ARTICLE X**

### **Conflict of Interest**

The Chair of the BOT and a majority of the other voting members of the Board of Trustees shall be free from any contractual, employment or personal or financial interest in the institution. If the elected BOT does not comply with this condition, the Chancellor and the

Supreme Council should consider including new members to respond to this condition or change some members.

## **ARTICLE XI**

### **General Powers**

The authority of the BOT is exercised through its general, academic and financial policy-making functions and its responsibility for the University's financial health and welfare. The BOT shall exercise institutional authority as set forth in these Bylaws. It shall have the authority to carry out all lawful functions permitted by these Bylaws. This authority, in consultation with the President of the University, shall include but shall not be limited to these illustrative functions:

1. Support the University's mission and ensure that the University is fulfilling its mission and purposes.
2. Provide counsel and support to the President and annually assess the President's performance based on goals and other criteria established by the BOT.
3. Review and approve proposed significant changes in the University's academic programs.
4. Approve institutional policies bearing on human resources, faculty appointment, promotion, tenure and dismissal.
5. Approve the annual budget.
6. Regularly monitor the University's financial welfare.
7. Contribute financially to the University's fund-raising goals, participate actively in strategies to secure sources of support, and preapprove any debt financing; the construction of new buildings; major renovation of existing buildings; the purchase, sale and management of land, building, or major equipment.
8. Approve such policies that contribute to creating the best possible environment in which students can learn and develop their abilities.
9. Approve such policies that protect academic freedom and contribute to creating the best possible environment for the faculty for teaching, pursuing their scholarship, and performing public service.
10. Serve actively as advocates for the University in appropriate matters of public policy in consultation with the President.
11. Periodically, but at least every three years, undertake assessment of the performance of BOT.
12. The Chair of the Board shall prepare an annual report of the BOT stewardship for the Chancellor and the Supreme Council.

## **ARTICLE XII**

### **Meetings of the Board**

1. The Board of Trustees shall hold at least four annual meetings.
2. Written notice of the BOT Chair stating the place, date and hour of the meetings of the BOT shall be delivered to each member either personally, by mail or by any other method of communication in sufficient time before the meeting. In the case of a

meeting held without previous notice, a written waiver of notice executed before or after the meeting shall be deemed equivalent to notice of the meeting.

3. A majority of members of the BOT shall constitute a quorum.
4. Special meetings may be held at the call of the Chancellor, the Chair of the BOT, the President, or one third of the trustees. The Chair of the BOT shall send written notice of such special meetings to all trustees, along with a clear statement of purpose, at sufficient calendar days in advance.
5. Trustees may participate in and hold a meeting by means of conference telephone or similar communications equipment to ensure all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in such a meeting at the commencement thereof shall constitute a person's presence at the meeting.

## **ARTICLE XIII**

### **BOT Committees**

1. The BOT shall establish such standing and ad hoc committees (including an auditing committee and an executive committee) as it deems appropriate to the discharge of its responsibilities. Each standing committee shall have a written statement of purpose and primary responsibilities approved by the BOT: Each standing committee shall annually review such statements for their appropriateness and adequacy.
2. The Chair of the BOT shall have the responsibility, after the approval of the Chancellor, to appoint the Chairs, Vice-Chairs, and members of all Board committees. All committee Chairs, Vice-Chairs, and committee members shall be trustees.

## **ARTICLE XIV**

### **The President of the University**

The President shall exercise authority over all the affairs of the institution, and bring such matters to the attention of the Board to keep the BOT fully informed to enable it to exercise its responsibilities.

The President shall have power on behalf of the BOT to lead the University and to perform all actions necessary for sustaining both the academic and fiscal affairs of the University and for implementing decisions made by the BOT.

## **ARTICLE XV**

### **Qualifications**

The President candidate shall be Member of the OLM authorized by the Chancellor and has no other mission in the Order or elsewhere.

The Presidential Candidate's profile should be in full compliance with the Lebanese standards and requirement for University Presidents in the Lebanese law of Higher Education.

In case the President has been designated to another mission outside his presidential responsibilities, the President shall resign and/or be discharged of the presidential duties. The Chancellor determines whether the President becomes ineligible to continue to serve his duties.

## **ARTICLE XVI**

### **Process of Appointment**

- The Chancellor Consults the Chair and the Trustees on candidacies for the President of the University.
  
- After the consultations, the Chancellor proposes a candidate to the Supreme Council. Once a name is approved by the Supreme Council according to the OLM bylaws, the Chancellor presents to the BOT Chair a candidate for the President of the University
  
- The Board of Trustees approves Presidential candidate through a majority vote
  
- The President is appointed by the Chancellor to serve at the pleasure of the Chancellor and the Supreme council, during a three year term and the appointment can be renewed only for two consecutive 3 year terms.

## **ARTICLE XVII**

### **Duties and Competences**

The President will provide the overall management and supervision of the University. As Chief Executive Officer (CEO) the President chairs the units and ensures they function and develop, in accordance with the Bylaws in force.

The President appoints or dismisses, teaching personnel as well as the administrative and technical personnel in different functions.

It is the responsibility of the President in the first year of his term, to present to the Board of Trustees a strategic plan for the University, covering at least three years.

At the end of every academic year and by August 15, it is the responsibility of the President to present, a detailed report on the academic, administrative and financial statements of the University to the Board of Trustees and to the Supreme Council.

The President ensures the implementation of the budget. The President authorizes the University's revenues and expenses, according to the decisions of the Board of Trustees and the Chancellor and the Supreme Council.

The President signs, subject to the statutory provisions in force required by the Bylaws, the budgets, agreements and conventions. He passes any act related to the administration of the University's personal belongings, in accordance with the guidelines of the Board of Trustees.

The President is responsible for maintaining order of the University premises and may seek the help of the police to enforce laws.

The President shall not undertake any indebteding commitment without the written authorization of the BOT and of the Chancellor and Supreme Council.

The President serves as an ex-officio non-voting member of all Board Committees except the Audit Committee.

## **ARTICLE XVIII**

### **Appointing Vice-Presidents**

The University President appoints three Vice-Presidents:

- Senior Vice-President
- Vice-President for Finance
- Vice-President for Community Life

All Vice-Presidents must be Ph. D. holders.

The appointment of a Vice-President is for a three (3) year period and the appointment is renewable for two (2) consecutive three (3) year periods. The Vice-Presidents can be removed at any-time by the University President.

The nomination and removal of a Vice-President is subject of ratification by the Chancellor.

## **ARTICLE XIX**

### **Senior Vice-President**

The Senior Vice-President can be called upon to be the acting President due to unforeseeable circumstances (*force majeure*) leading to the absence of the President. The Senior Vice-President shall be a member of the OLM and is allowed only, during the *force majeure* absence of the President, to continue with the daily current activities. The Senior Vice-President cannot authorize what was prohibited and not approved by The University President and he shall not prohibit what was authorized by the President.

## **ARTICLE XX**

### **Vice-President for Finance**

The Vice-President for Finance shall be a member of the OLM, and have relevant experience and qualifications.



The Vice-President for Finance is responsible for:

- Managing accounts and implementing the financial decisions taken by the President within the budgets and in accordance with the University Bylaws.
- Elaborating and officially submitting to the President, the budget and the financial statements of the University.
- Ensuring that the financial statements of the University comply with the Lebanese Accounting Standards, including the balance sheet, statement of changes in equity, statement of cash-flows, and additional notes.

The Vice-President for Finance should inform the President of any budget over spending occurring in academic or administrative units.

The Vice-President for Finance should ensure compliance with the following points:

- All revenues and expenses are incurred under the authority of the President and following his approval.
- Any financial item (bank account, check, draft, etc.) should be signed by the President and co-signed by the Vice-President for finance.

## **ARTICLE XXI**

### **Vice-President for Community Life (Secretary General)**

The Vice-President for Community Life shall be member of the OLM.

The Office of The Vice-President for Community Life serves as a communication liaison between USEK community and constituents.

The Vice-President for Community Life ensures the coordination of various events within the University; such as: registration, events, lectures, colloquiums, seminars, conferences, academic and cultural ceremonies as well as formal occasions, the graduation ceremony, *Honoris Causa* award ceremonies, etc.

The Vice-President for Community Life prepares administrative and academic calendars.

The Vice-President for Community Life maintains the archives of the academic and administrative units.

The Vice-President for Community Life establishes and maintains the minutes of the University Boards and Committees.

The Vice-President for Community life serves at the pleasure of the President.

## **ARTICLE XXII**

### **The Provost**

The President appoints a University Provost who shall be the Chief Academic Officer of the University. This officer shall be responsible for the development, implementation, and administration of the academic affairs of the University; take initiatives in proposing plans

and actions in academic matters, in reviewing and implementing educational programs policies.

The President shall officially inform the Supreme Council and the BOT of the provost nomination decision.

The Provost serves at the pleasure of the President.

### **Article XXIII**

#### **Deputy Presidents**

In addition to the Vice-Presidents and Provost, the President shall appoint Deputy-Presidents as he deems necessary, in order to help him manage the University and to entrust certain tasks.

Deputy-Presidents would include but would not be limited to: Deputy-Presidents for *Research; Administration; Admission and Enrollment; Student affairs; Quality Assurance; Teaching and Learning; Global Initiatives and Outreach; Technology; Alumni.*

The President shall officially inform the Supreme Council and the BOT of the Deputy Presidents nomination decision.

Deputy-Presidents serve at the pleasure of the President.

### **ARTICLE XXIV**

#### **The University Chaplain**

The University Chaplain shall be appointed by the President to sponsor and direct activities and programs to promote the religious and spiritual well-being of the campus community. The University Chaplain shall coordinate and supervise the religious and spiritual counseling of students and staff members, provide for the liturgical needs of the community, and promote a dynamic religious climate in the University.

The University Chaplain shall be member of the Lebanese Maronite Order and serves at the pleasure of the Chancellor.

### **ARTICLE XXV**

#### **University Executive Committee**

The Executive Committee assists the President in:

- Developing the University's strategic priorities and resource allocations, including the Annual Financial Plan and Budget;
- Promoting and reviewing the University institutional effectiveness and annual reports;
- Elaborating and reviewing annual reports;

- Developing bylaws related to faculty members and Human resources, in conjunction with the Academic and Research Council.

## **ARTICLE XXVI**

### **Members of the University Executive Committee**

The members of the University Executive Committee are:

- The President (President of the Executive committee)
- Vice-Presidents and Provost
- Deputy-Presidents

## **ARTICLE XXVII**

### **Academic and Research Council**

The University Academic and Research Council is composed of the following:

- The President (President of the Academic and Research Council)
- Vice-Presidents and Provost
- Deans of Faculties
- Dean of Doctoral College
- Deputy-Presidents
- Librarian
- Two full-time faculty members designated by the President after consultation with the University full-time faculty.

## **ARTICLE XXVIII**

### **Duties and Competences**

- The University Academic and Research Council “ARC” shall meet at least four times per year.
- The University Academic and Research Council approves the standards for the credentialing of for the various Faculty and determines the policy and criteria of the students’ admission to the University.
- The ARC approves the propositions of updating curricula and academic rules.
- The ARC approves academic policy and framework related to general education.
- The ARC approves propositions of establishing or amending curricula requiring the approval of the Lebanese State. Substantial changes in program structures and framework need the approval of the Board of Trustees.
- The ARC approves the academic regulations.
- The ARC gives its opinion on:
  1. Proposals for creating new Academic Units, and updates on Faculty bylaws;
  2. Proposals for the creation of new research centers;
  3. Proposals for offering programs in RUC.
- The quorum required for the meeting of the Council is the majority of its members.

## **ARTICLE XXIX**

### **Assistants, Advisors, Committees and Commissions**

The President may decide to establish and appoint Assistants and Advisors who serve at his pleasure.

Committees and Commissions are appointed by the President. Their functioning is governed by specific (or ad hoc) policies and procedures not in conflict with the Bylaws of the University and by approval of the President.

## **Chapter 2: ORGANIZATION**

## **ARTICLE XXX**

### **Academic Units**

Academic units of the University are communities of teaching, learning, research and service. The units may or may not be sub-divided into departments.

## **ARTICLE XXXI**

### **Faculty**

Faculty is an academic unit that should meet four functional criteria: (i) it has a tenured and tenure-track faculty directly and specifically appointed to it or to its departments by the President; (ii) its Council establishes degree requirements; authorizes the conferral of degrees; proposes and reviews courses and programs; actively participates in decisions concerning the creation, reorganization of programs; (iii) it has an instructional budget that includes funds for the payment of its faculty's salaries as well as funds for resources and services in support of its academic programs and other activities; and (iv) its chief administrative officer is a dean who reports directly to the President or his designee.

## **ARTICLE XXXII**

### **Departments**

Within each Faculty, there are subdivisions called Departments. These Academic Departments are organized administratively to reflect various disciplines and intellectual traditions. The Academic Department is the local unit of Faculty organization. Departments are established to carry out programs of instruction, research and public service in particular program of study. Accordingly, they are organized on the basis of disciplines or fields of study.

## **ARTICLE XXXIII**

### **Research Centers**

A Research Centre is an academic organizational unit of the University intended to advance the University's mission of research and/or public service. Normally housed within a Faculty,

a Research Centre does not develop or administer academic degree programs, nor does it possess instructional faculty appointed to primary affiliation with it.

A Centre is administered by a Director who is appointed by the President and serves at his pleasure following the recommendation of the Dean within which the Centre is housed. Research centers activities are coordinated and supervised by the Deputy-President for research.

#### **ARTICLE XXXIV**

##### **School for Continuing Education (SCE)**

The SCE is a unit of the University intended to advance the University's mission of teaching, life-long learning and public service. The SCE offers and manages:

- Preparatory courses in languages and sciences to support students in filling the programs academic requirements.
- Non-credit professional certificates (para-academic) developed in collaboration with different academic units.
- Non-university level programs in art and sciences
- Tailored corporate training programs, etc.

SCE may require the presence of a professional faculty designated by the President. A SCE is administered by a director who serves at will and who is appointed by the President.

#### **ARTICLE XXXV**

##### **Regional Centers**

USEK has Regional University Centers "RUC" established to support the University mission. While RUC are considered as teaching and learning outreach places, all curricula, faculty, graduation as well as financial and human resources management, coordination of events and conservation of archives remain the responsibility of the USEK main campus administration. Full-time Faculty can be appointed by the President upon the recommendation of the Dean who serves as program academic coordinator for the RUC.

#### **ARTICLE XXXVI**

##### **Director of RUC**

The President appoints, the Directors of the RUCs for three years, renewable for two consecutive periods. The Director of the RUC should be a Ph.D. holder and has the rank of Assistant Professor. The Director of the RUC is appointed to ensure the coordination of academic and student activities with the Dean and the main administration of USEK.

The RUC Director serves at the pleasure of the President.

## **ARTICLE XXXVII**

### **Administrative Officials and units**

The President shall have power to appoint such administrative directors and officials to serve the University. The President may also, when he deems necessary or convenient, consider the creation or of the merger of administrative units, for the efficient management of the affairs of the University.

## **ARTICLE XXXVIII**

### **Faculty Structure**

#### **1- Dean**

The President appoints, after consultation of the University full-time faculty members of the Faculty, the Dean of the Faculty who should be an Associate Professor.

- The Dean is appointed to serve for a term of three years that can be renewed only for two consecutive terms following the same process of nomination.
- During his/her term, the Dean serves at the pleasure of the President.

The Dean ensures the development of the Faculty programs in accordance with the general policy of the University.

The Dean recommends to the President the recruitment of faculty, the nomination of assistants (Assistant Dean) and the promotion of a faculty member according to the evolving need of the Faculty and in compliance with University regulations and strategic orientations.

#### **2- Associate Dean**

The Associate Dean is appointed by the President, upon the recommendation of the Dean, from among current or newly appointed full-time Faculty.

The Associate Dean shall coordinate the Community Life inside the Faculty, according to the University policies and procedures tasks assigned to him/her by the Dean.

Other Associate Deans could be appointed by the President upon the recommendation of the Dean according to the needs of each Faculty

#### **3- Head of Department and Head of Programs**

The Head of Department is appointed by the President, upon the recommendation of the Dean, from among full-time faculty members.

Head of department and Head of programs act according to the University policies and procedures and to the tasks assigned to him/her by the Dean.

#### **4- Faculty Council**

The Faculty Council is composed of the following:

- Dean
- Associate Dean(s)
- Head of the Doctoral Commission
- Head(s) of Departments and Head(s) of Programs

The members of the Faculty Council are appointed by the President and serves at his pleasure upon recommendation of the Dean.

#### **5- Mission and duties**

The Unit Council will meet, when convened by the Dean under his/her chairmanship. The Unit Council shall also meet when convened by the President.

It is up to the Unit Council to look into and develop:

- The admission requirements, in compliance with the admission policy and criteria defined by the Academic and Research Council
- Academic students' records
- Program and student outcomes
- Proposals of inter-University agreements
- The development status of research projects and programs
- The participation and organization of academic and scientific events

It is up to the Unit Council to ensure the implementation of the academic rules and regulations.

### **ARTICLE XXXIX**

#### **The University Librarian**

The University Librarian shall be appointed by the President of the University. The Librarian shall be responsible for the administrative management of all University Libraries in accordance with the University's policies and procedures. Responsibilities shall include: staffing and maintenance of University libraries learning commons and facilities; selection, acquisition, processing and servicing of all instructional resources; selection and disposition of all instructional resources that are to be updated and/or deleted; and appointment of additional librarians and other senior support staff members of the various University libraries.

### **ARTICLE XL**

#### **Entry into Force and Application**

The present Bylaws enter into force when approved by the Supreme Council of the OLM. The Supreme Council of the OLM may, for major reasons partially or totally suspend the present Bylaws.