

Shawnee State University

SUBJECT: BYLAWS OF THE BOARD OF TRUSTEES	POLICY NO.:	1.01 REV
	ADMIN. CODE:	3362-1- 01
	PAGE NO.:	1 OF 8
	EFFECTIVE DATE:	11/18/11
	NEXT REVIEW DATE:	01/2014
	RECOMMENDED BY:	BOT
	APPROVED BY:	BOT

BYLAWS OF THE BOARD OF TRUSTEES SHAWNEE STATE UNIVERSITY

1.0 Members of the Board of Trustees

Pursuant to Sections 3362.01 of the Ohio Revised Code, the Board of Trustees of Shawnee State University consists of nine voting members and two non-voting student members, appointed by the Governor with the advice and consent of the Senate. The trustees shall have the powers conferred upon them by the laws of the State of Ohio. Students, pursuant to Ohio law, do not have voting authority, although their opinions and advice during deliberations are encouraged.

The President of the University shall attend board meetings and serve as an ex-officio (non-voting) member of the Board. The President will, in an advisory role, have a voice in Board deliberations and have the authority to initiate any subject at board meetings.

2.0 Officers of the Board of Trustees and their Duties

2.1 At its last regular meeting of each fiscal year, the Board shall elect a chairperson and vice-chairperson for the next fiscal year, who shall serve for a term of one year or until their successors are elected whichever occurs later.

2.2 The chairperson shall preside at all meetings of the Board and shall decide all questions of order. It shall be the chairperson's duty to see that the Board's bylaws are properly followed and its orders properly executed. The chairperson shall, on behalf and in the name of the University and the Board, sign all instruments authorized by the Board, except as such duties may be delegated to administrative officers.

2.3 In the absence of the chairperson, the vice-chairperson shall be invested with the powers and discharge the duties of the chairperson. In the absence of the Chairperson and the Vice-Chairperson, the duties of Chairperson will be discharged by the Trustee in the

following order: Chairperson of Finance and Administration; Chairperson of Academic and Student Affairs; Vice Chairperson of Finance and Administration; Vice Chairperson of Academic and Student Affairs.

3.0 Secretary of the Board

The chairperson of the Board may appoint a secretary of the board. The secretary may, if not a member of the Board, hold an administrative position with the University. The secretary shall be responsible for ensuring that meeting notices are duly given. The secretary shall also be custodian of all board records and shall attest as required, by his or her signature, all instruments executed by the chairperson or other authorized person on behalf and in the name of the University and the Board.

The secretary shall be responsible for accurate minutes of all board meetings and of committee meetings as needed.

The secretary may, if called upon by the Board chairperson, serve as board parliamentarian.

The secretary serves at the pleasure of the Board.

4.0 Treasurer of the Board

The chairperson of the Board may appoint a treasurer of the Board to take custody and control of all moneys due and owing to the University and to properly account for all moneys coming into his or her care and the expenditures of said moneys on behalf of the University. The treasurer may, if not a member of the Board, hold an administrative position with the University. The Treasurer's appointment is continuing but may be terminated at any time, with or without cause, by the Board. The Treasurer will be bonded or insured for faithful performance of his or her duties in an amount not less than the estimated funds which will come into the Treasurer's control at any one time less any reasonable deductible. The bond or insurance will be purchased by the University and conform to the requirements of state law.

5.0 Board of Trustees Committees

Standing committees of the Board consisting of no fewer than three members each shall be appointed yearly, or at any time a vacancy occurs, by the chairperson of the Board. Committee chairpersons and vice chairpersons shall be appointed by the Chairperson of the Board. Matters considered and recommended by any standing committee for board approval, including any board or university policy, shall be brought to the Board in the form of a resolution.

- 5.1 Academic and Student Affairs Committee shall consider and make recommendations to the Board on matters pertaining to academic and student affairs programs and resources. Specific matters that may be presented to the Academic and Student Affairs Committee include, but are not limited to, the following: proposed and existing degree programs; awarding of degrees; commencement and other major university events; research and community development; faculty and staff matters including faculty promotions, organizational structures for academics and student affairs; admissions and enrollment; financial aid; student life and housing; and other matters as assigned to the committee by the Board or chairperson of the Board.
- 5.2 Finance and Administration Committee shall consider and make recommendations to the Board on matters pertaining to financial, business, facilities and administration of the University. Specific matters that may be presented to the Finance and Facilities Committee include, but are not limited to, the following: university capital and operating budgets; submission of appropriation and capital requests; tuition and student fees; annual audits; business organization and practices; borrowing and investment of funds; facilities and grounds, including naming, planning, construction, and maintenance; real property matters; purchasing policies; organization and staffing of Finance and Administration; personnel policies and matters; collective bargaining matters; safety and security; information technology; auxiliary operations and services; and other matters as assigned to the committee by the Board or chairperson of the Board.
- 5.3 External Relations Committee shall be chaired by the chairperson of the Board and meet when necessary as determined by the President and board chairperson. The External Relations Committee shall consider and make recommendations to the Board on the matters affecting the university that involve community constituencies, university stakeholders or government entities. The External Relations Committee may coordinate with the President to maintain relations with local, state, and federal legislative and administrative agencies, including the Board of Regents and the University System of Ohio; work with external supporting organizations including the Inter-university Council; support and promote alumni activities; and address appointments to the Board of trustees.
- 5.4 Executive Committee, comprised of the Board chairperson (serving as chairperson) and board vice chairperson and the chairpersons of the committees on Academic and Student Affairs, and Finance and Administration. In the event either or both the chairperson and vice chairperson of the Board also chairs a committee, the Board

chairperson may appoint an additional Board member(s). The Executive Committee shall consider and make recommendations to the board on the following matters: proposed university policies on matters not assigned to another committee; bargaining unit agreements; personnel actions that pertain to any of the Vice Presidents or other personnel requested by the President or chairperson of the Board. The Executive Committee shall also have responsibility for: orienting and mentoring new board members; evaluating the performance of the President and make a recommendation to the Board on the President's compensation and benefits package. The Executive Committee shall also act/recommend on behalf of the Board on issues needing immediate attention and report such actions to the Board. To act on behalf of the Board, a quorum of the Executive Committee (three members) must be present. Executive Committee actions taken on behalf of the Board shall be reported to the Board and made a part of the official record by including such action in the record of the next regularly scheduled board meeting. Any meeting of the Executive Committee at which binding action is taken shall adhere to all applicable provisions of Ohio Revised Code 121.22, the Open Meetings law.

5.5 The chairperson of the Board shall be a voting member of the Board, the Executive Committee, and one other standing committee and an ex-officio (non-voting) member of all other committees. The President of the University shall be an ex-officio (non-voting) member of all committees and shall appoint at least one Vice President or other appropriate administrative personnel to staff the Academic and Student Affairs Committee and the Finance and Administration Committee.

6.0 Meetings of the Board of Trustees

6.1 The Board of Trustees shall comply with all provisions of the Ohio Open Meetings Law set forth in section 121.22 of the Revised Code. The Secretary shall be responsible for ensuring that all required notifications are issued. Any person desiring specific notification of Board meetings may request copies of board agendas upon providing a self-addressed stamped envelope to the Secretary.

6.2 Meetings

6.2.1 The annual organizational meeting of the Board is its first regularly scheduled meeting of the fiscal year. Other regular meetings will be scheduled and posted for public notice five days in advance.

- 6.2.2 Special meetings may be held upon the call of the chairperson or upon written request to the secretary by three board members.
- 6.2.3 A majority of the Board, when duly convened, shall constitute a quorum to do business, and a majority vote of those present shall be sufficient to adopt any motion or resolution, provided that the vote of a majority of all the Board shall be necessary to make or confirm the making of any contract involving the expenditure of money not provided for in the annual budget; to adopt and revise the annual budget; and to amend or repeal previously adopted policies or bylaws of the Board.
- 6.2.4 A roll call vote shall be taken whenever directed by the Chairperson or requested by two members of the Board.
- 6.3 Order of business
The usual order of business at board meetings shall be as follows:
Call to order
Roll call
Approval of agenda
Approval of minutes
Committee reports
 Academic and Student Affairs
 Finance and Facilities
 Executive
Reports, if any, from board liaisons with other organizations
President's report
New business
Comments from constituent groups (if any) and the public
Other business
Informational programs (if any)
Adjournment
- 6.3.1 Business to be considered.
Specific agenda items shall be presented to the President for review and then forwarded to the Chairperson for final approval. Any proposed action or business item that is to be considered by a board member should be presented to other board members and the president at least five days prior to the board meeting.
- 6.4 Speakers

It is the policy of the Board to require persons other than board members and persons invited to speak at board meetings to limit their

remarks to no more than five minutes, or for a length of time determined by the chairperson, and to speak at the appropriate time during the agenda. The Chairperson may institute a sign-in process for persons who wish to speak and also limit the number of speakers commenting on any one subject. The Board may or may not respond to speakers' comments.

6.5 Parliamentary rules

The proceedings of the Board, when not otherwise provided for by its rules, shall be governed by the general usages of deliberative bodies. Every motion shall be reduced to writing upon the request of a member.

6.6 Recording Meetings

Members of the public and the news media may record public sessions of board and committee meetings. Use of recording devices may not interfere with the meeting or other attendees' view or hearing of the proceedings. Any recording devices must be fixed to one location in the room throughout the meeting. No flashes or other light enhancing devices may be used. The location of recording devices will be determined by the Chairperson prior to the meeting. Where multiple parties desire to record the meeting, the Chairperson may limit the number of recording devices in the meeting to no more than two.

7.0 The President of the University

Serving at the pleasure of the Board of Trustees, the President as Chief Executive Officer is responsible for recommending policies to the Board and for implementing those policies approved by the Board. The President must provide leadership in establishing a vision and goals to guide the University in fulfilling its mission. While the Board has the ultimate responsibility for the governance of the institution to ensure its proper maintenance and successful and continuous operation, it is the President's responsibility to execute board policies and administer the University to fulfill its mission. Specific responsibilities of the President include, but are not limited to, the following:

7.1 Administer board policies to achieve the institutional mission.

7.2 Direct strategic and short-range planning.

7.3 Develop, maintain and evaluate academic programs in furtherance of the University's mission.

- 7.4 Develop and maintain an administrative organization and governance structure to facilitate both input into policy development and effective utilization of the resources required to achieve the University's goals and mission.
- 7.5 Develop and maintain a system that will receive, screen and recommend for employment the most qualified personnel required to carry out the mission of the University. In addition, this system must assign, supervise, evaluate and promote all personnel employed by the University.
- 7.6 Plan and develop a process to secure and maintain the resources necessary to achieve the University's mission at the highest level of quality. This responsibility shall include the presentation of these needs before the Board of Regents, the Executive Office, and the legislature.
- 7.7 Prepare and present for Board of Trustees approval the annual operating and capital budgets; in addition, make budgetary allocations and supervise the expenditure of all funds.
- 7.8 Present for Board of Trustees approval matters that are required by law or university policy to be presented to the Board.
- 7.9 Develop and maintain facilities and equipment required to support the mission of the University.
- 7.10 Communicate to the Board the current condition and potential problems facing the University.
- 7.11 Represent the University before external public and private sector constituencies.

The President will be evaluated by the Board according to Policy No. 1.03.

Serving at the pleasure of the Board, the President will terminate his or her association with the University in a manner that does not discredit or damage the Board or University.

- 8.0 Adoption, Amendment, and Repeal of Bylaws and of University Policy and Procedures
 - 8.1 The foregoing bylaws are intended to provide a general framework for the administration, and operation of the University. Detailed policies and procedure for the organization, administration, and operation of the University may be adopted, amended, and repealed by the Board of Trustees.

8.2 New bylaws may be adopted and existing bylaws amended or repealed by a majority vote of the Board of Trustees at any regular meeting of the Board, providing that notice of the meeting specifies that adoption, amendment, or repeal of the bylaws is to be considered.

9.0 Trustee Emeritus

The Board may grant emeritus status to a board member who's term has ended, about to end or who departed from the Board in good standing and had, during the member's board term, made an exemplary contribution to the Board. Nominations may be made by any current board member in writing to the chairperson of the Board or to the President and should fully describe the reasons for the nomination. A trustee emeritus is an honorary title, without compensation, and, unless compelling circumstances arise that affect the integrity of the institution, the title is a life time honor. A majority of two-thirds of the full board is necessary to remove an emeritus status.

Adopted October 16, 1989; Revised May 4, 1992
Revised October 15, 1993
Revised February 18, 1995
Revised December 10, 1998
Revised June 10, 2005
Revised March 13, 2009
Revised January 14, 2011
Revised November 18, 2011

Next Review Date: January 2014