

Shawnee State University

AREA: BOARD OF TRUSTEES	POLICY NO.: 1.01
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SUBJECT: BYLAWS OF THE BOARD OF TRUSTEES	APPROVED BY:

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 nonvoting 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.

The President of the University shall serve as an ex-officio (non-voting) member of the Board.

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.

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 Facilities; Chairperson of Academic and Student Affairs; Vice Chairperson of Finance and Facilities; Vice Chairperson of Academic and Student Affairs.

3.0 Secretary of the Board

There shall be a secretary of the Board who shall be appointed by the Board at its last regular meeting of each fiscal year. The secretary shall 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.

Because of the record-keeping nature of the secretary's duties, he or she serves at the pleasure of the Board and may be appointed for consecutive terms.

4.0 Treasurer of the Board

The Board may appoint a Treasurer, 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'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. Each committee shall consider and make recommendations for action by the Board on the various policy matters enumerated below.

5.1 Academic and Student Affairs Committee

- 5.1.1 Academic policies and standards;
- 5.1.2 Approval of new degree programs;
- 5.1.3 Review of existing academic programs;
- 5.1.4 Awarding of degrees;
- 5.1.5 Review of promotion and continuing contracts of faculty; and
- 5.1.6 Organization and staffing of Academic Affairs.
- 5.1.7 Intra-university communications and relationships;
- 5.1.8 Student affairs, including, but not limited to, admissions and enrollment, financial aid, intercollegiate athletics, student life, residential life, and student services;
- 5.1.9 Awards, honors, convocation, commencement, and other major University events;
- 5.1.10. Promotion of alumni activities; and
- 5.1.11 Organization and staffing of Student Affairs.

5.2 Finance and Facilities Committee

- 5.2.1 Review and recommend the University's budgets, schedule of student fees, financial operations including annual audits, business organization and practices, borrowing of funds, investment of funds, and submission of appropriation and capital requests ;
- 5.2.2 Solicitation of funds;
- 5.2.3 Recommend approval of grants that exceed \$100,000 or that commit the University to continuing the grant activity beyond the grant period;
- 5.2.4 Salary, wage, and benefit policies;
- 5.2.5 Naming, location, planning, construction, and maintenance of the University's plant and grounds, and the purchase and sale of lands and buildings;
- 5.2.6 Personnel matters, including affirmative action, equal employment opportunity, and compliance with other state and federal laws;
- 5.2.7 Organization and staffing of Business Affairs; and
- 5.2.8 Finance and facilities policies and standards

- 5.3 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 Facilities. In the event a committee chairperson cannot attend a meeting of the Executive Committee, the committee vice chairperson may be designated to represent the committee chairperson. The Executive Committee may consider, make recommendations or take action on the following matters:
- 5.3.1 Refer to Board committee general University policies and business not specifically assigned to another committee;
 - 5.3.2 Orient and train new Board members;
 - 5.3.3 Maintain relations with local, state, and federal legislation and administrative agencies;
 - 5.3.4 Review bargaining unit agreements and make recommendations to the full Board;
 - 5.3.5 Consult with the President on personnel appointments and separations;
 - 5.3.6 Evaluate the performance of the President; and
 - 5.3.7 Act on behalf of the Board on issues needing immediate attention and report such actions to the Board.
 - 5.3.7.1 To act on behalf of the Board, a quorum of the Executive Committee (three members) must be present.
 - 5.3.7.2 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.
 - 5.3.7.3 Any meeting of the Executive Committee at which binding action is taken shall adhere to all provisions of Ohio Revised Code 121.22, the Open Meetings law.
- 5.4 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. The Provost and Vice President for Academic Affairs and the Vice President for Student Affairs shall serve ex officio (non-voting) on the Academic and Student Affairs Committee, the Vice President for Finance and Administration shall serve ex officio (non-voting) on the Finance and Facilities 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 forward the schedule of regular meetings to local news media. The Secretary will notify the news media of special meetings. 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.
 - 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 Notice of meetings: the secretary shall notify all Board members and the President at least five days in advance of all regular and special meetings and at least one day in advance of all emergency meetings.
- 6.2.4 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.
- 6.2.5 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
President's report
Committee reports
 Academic and Student Affairs
 Finance and Facilities
 Executive
Reports, if any, from Board liaisons with other organizations
New business
Comments from constituent groups (if any) and the public
Other business
Informational programs (if any)
Adjournment
- 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 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 Develop and maintain facilities and equipment required to support the mission of the University.
- 7.9 Communicate to the Board the current condition and potential problems facing the University.
- 7.10 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.

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