

## **ARTICLE I – Meetings of the Board**

### **Section 1. Meetings of the Board**

I.1.1 Meetings of the Board of Trustees (also referred to in these bylaws as “the Board”), including formal sessions, shall be held at times and places determined by the Board unless eliminated in advance by consent of the Board.

I.1.2 Special meetings may be called by the president of the university when necessary, or at the request of three or more Trustees.

I.1.3 Emergency action may be taken by the Board between formal sessions or other meetings, if and when any matter arises which, in the opinion of the president, or any three members of the Board, requires official action by the Board prior to the next meeting. An affirmative vote by telegraph, telephone, telefax, mail, or other means of communication from five members is required for action.

### **Section 2. Formal sessions of the Board**

I.2.1 All formal sessions of the Board shall be open to the public.

I.2.2 The Board may recess from a formal session to hold a closed, executive, or informal session.

I.2.3 Formal sessions shall be held in the Connable Board Room, Bernhard Center on the campus in Kalamazoo, Michigan, unless otherwise ordered in advance by the Board or agreed to by a majority thereof.

I.2.4 Persons shall be permitted to address the Board at formal sessions in accordance with rules established by the Board. However, the Board may exclude a person for a breach of peace committed at the formal session and may impose other lawful restrictions and conditions.

### **Section 3. Notice of meetings**

I.3.1 The secretary shall give to each member of the Board notice of the time and place of each formal session and other meeting.

I.3.2 Public notice shall be given of the time, date, and place of all formal sessions of the Board.

### **Section 4. Quorum and voting procedures**

I.4.1 A quorum for any formal session shall be five voting members of the Board, participating in person or by conference telephone or video conference.

I.4.2 Actions which are required by law or by these bylaws to be approved or authorized by the Board shall require an affirmative vote of the Board by a majority of the members in attendance and voting, except as stated in I.4.3.

I.4.3 A vote to adopt the budget, select or dismiss the president, increase or decrease tuition, or other matters as determined by the Board, must have approval of a majority of the members of the Board appointed and serving in order to be effective.

I.4.4 Ayes and nays shall be called and entered upon each vote.

## **Section 5. Rules of procedure**

I.5.1 In the absence of specific provisions in the law, these bylaws, or other procedures approved by the Board to the contrary, in case of questions regarding proper procedures for meetings, the rules of parliamentary procedure prescribed in the most recent edition of Robert's Rules of Order shall apply.

## **Section 6. Record of formal sessions**

I.6.1 Minutes of the formal sessions of the Board shall be kept by the secretary to the Board or by the secretary's designee.

I.6.2 The minutes of each formal session shall be distributed to each member following the meeting and shall be eligible for approval, as prepared by the secretary or as modified by Board action, at the next regular formal session.

# **ARTICLE II – Officers**

## **Section 1. Chair and Vice Chair**

II.1.1 At the first formal session of each calendar year (“annual meeting”), the Board shall elect, by majority vote of those present, a chair and vice chair who shall serve for a term of one year, on a rotating basis, by seniority, or as otherwise determined by the Board.

## **Section 2. Election of other Officers**

II.2.2 The Board shall also elect at each annual meeting, upon nomination by the president, a secretary and an assistant secretary, a treasurer, and an assistant treasurer. The secretary, treasurer, assistant secretary and assistant treasurer shall be university staff members and each shall serve at the pleasure of the board.

II.2.3 All officers shall hold office until their successors are elected, until an office is vacated, or until the last day of employment as a university staff member, whichever is earlier.

II.2.4 A vacancy in any office, except as provided in II.3.3 may be filled for the unexpired term of the previous holder of the office by a majority vote of the members in attendance at any meeting. The person elected to fill the vacancy may still hold a full term of office if so elected by the Board at the next annual meeting.

### **Section 3. Duties of the Officers**

II.3.1 The officers of the Board shall perform the duties expressly required of them by Michigan law, by these bylaws and directives by the Board, and also such other incidental duties as may pertain to their respective offices.

II.3.2 The chair of the Board shall preside over all meetings of the Board, except as otherwise provided for in these bylaws. The chair shall, subject to the provisions of Article I of these Bylaws, call the Board into special session at such times as it is deemed desirable or necessary, or any time upon the petition of three members of the Board.

II.3.3 The vice chair of the Board shall, in the absence of the chair or in the event that the office of the chair becomes vacant, act as chair of the Board.

II.3.4 In the event of the absence of the chair and vice chair, the members of the Board in attendance at any meeting shall elect a chair pro tempore who shall be the most senior trustee in length of service on the Board.

II.3.5 The treasurer and assistant treasurer shall advise the Board and the president regarding the university's financial matters, and on behalf of the Board are authorized to execute legal and financial documents which are in the best interests of the university.

II.3.6 The secretary of the Board shall perform those duties as designated by the Board, these bylaws, and other Board policies and directives. In the absence of the secretary, the assistant secretary shall perform the duties of the secretary.

### **Section 4. Administrative Officers**

II.4.1 President. The Board shall, as often as necessary, elect a president of the university. The president shall serve at the pleasure of the Board, unless otherwise agreed to in writing. The president shall be ex-officio a member of the board without the right to vote. At the discretion of the Board, the Board may designate the president to preside at Board meetings.

II.4.2 The president shall be the chief executive officer of the university. In addition to the duties and functions otherwise provided for in these bylaws, the president shall exercise such general powers not inconsistent with the applicable laws of the State of Michigan and these bylaws as are inherent in a chief executive, including, without limitation, leading in fostering and promoting education, research, and service as the primary aims of the university; exercising such powers as are inherent in the position in

promoting, supporting, or protecting the interests of the university; and managing and directing all of its affairs, subject to the control of the Board. The president may issue directives and executive orders in accordance with existing Board policies and shall be responsible for the implementation of all bylaws, rules, regulations, and directives of the Board and for the implementation of all policies established by the Board.

The president shall have the authority to structure the university's administration as the president deems appropriate, including the authority to create, restructure, and eliminate vice presidential and other administrative positions. The president shall recommend to the Board for its approval the appointment and termination of those employees whose appointments and terminations have been designated by Board policy or directive as requiring board approval, however, the dates of approved appointments and dismissal shall be determined by the president. The president shall instruct the proper administrative officers to prepare an annual budget which, upon the president's approval, shall be recommended to the Board; shall be responsible for the preparation of the annual reports to the Board; shall be authorized to sign all legal documents on behalf of the Board of Trustees which the president deems to be in the best interests of the university, and shall exercise such other powers, duties, and responsibilities as are delegated or required by the Board of Trustees.

Unless otherwise directed by the Board, any authority or responsibility of the president may be delegated by the president to any other university employee. Delegation of major areas of authority or responsibility shall have the prior consent of the Board of Trustees.

In case of a vacancy in the office of the president, the Board shall appoint immediately an acting or interim president for the intervening period of time.

II.4.3 Executive Officials/Senior Administrative Officers. Executive officials/senior administrative officers shall consist of the provost, vice presidents, the secretary of the Board, and other officials as determined by the president. (Those approved by the Board prior to June 23, 2000 and designated as executive officials are grandfathered under the executive officials policy. Those approved by the Board on or after June 23, 2000 shall be designated as senior administrative officers and are covered by the senior administrative officers policy.) Executive officials and senior administrative officers, with the exception of the secretary to the Board, shall serve at the pleasure of the president; but their appointments and dismissals are subject to the approval of the Board and in accordance with these bylaws and other directives of the Board.

## **Section 5. Incurring obligations of the Board**

No officer shall have the power to incur obligations or to dispose of the Board's real and substantial other property and funds, except in accordance with the law and these bylaws.

## **ARTICLE III – Obligations and Reservation of Authority**

## **Section 1. Obligations of the Board**

- A. Elect and remove the president.
- B. Assess the president's performance.
- C. Adopt, revise or reaffirm the mission, goals, objectives and priorities of the institution and approve long-range goals.
- D. Ensure that the university programs are assessed, including approval or deletion of programs.
- E. Ensure financial solvency and protect and preserve the assets of the institution.
- F. Preserve institutional independence.
- G. Maintain appropriate relationships between the university and government authorities, other educational institutions, and the public.
- H. Support, monitor, and achieve affirmative action and diversity within the university environment as permitted by law.

## **Section 2. Final authority reserved to the Board**

The Board of Trustees, having the overall authority and responsibility for the governance of the university, retains ultimate responsibility for all university matters and reserves authority over the following policies and processes, together with all other actions over which the Board chooses to exercise authority or to delegate authority:

- A. Develop procedure for assessing periodically the performance and functioning of the president and of the Board of Trustees in consultation with the president.
- B. Establish opportunities for dialogue and discussion between the Board and the president about Board functions and other concerns of mutual interest to the Board and the president.
- C. Adopt and modify the Board of Trustees Bylaws.
- D. Adopt the bylaws of all Western Michigan University foundations, and all other associated and related entities.
- E. Confer degrees and grant diplomas.
- F. Name facilities and memorials.
- G. Determine compensation and benefits for the president.

- H. Adopt and approve operating and capital outlay budget requests submitted to the state.
- I. Adopt and approve the annual university budget.
- J. Establish, review or rescind all fees.
- K. Accept all private, state, federal, and institutional grants and gifts to the university.
- L. Establish endowments and make decisions to return endowment gifts or to seek changes in restrictions imposed by the gift instrument.
- M. Appoint the university external auditing firm.
- N. Accept the annual audit of the university financial report.
- O. Establish investment policies.
- P. Authorize university property and facility leases for more than one year's duration.
- Q. Authorize the sale and purchase of real property.
- R. Approve the appointment, promotion and separation of Board designated personnel.
- S. Approve the tenuring of faculty members.
- T. Approve sabbatical leaves and leaves of absence.
- U. Approve contracts with all recognized bargaining units.
- V. Establish the contracting authority policy for university personnel.
- W. Approve policy governing intercollegiate programs, including intercollegiate athletics.
- X. Approve policies pertaining to students.
- Y. Define residence and nonresidence classifications for the purpose of assessing tuition.
- Z. Approve admissions and retention policies.

### **Section 3. Ineligibility of Board members**

III.3.1 No member of the Board of Trustees shall be eligible for appointment as secretary, assistant secretary, treasurer, or assistant treasurer, or to be an employee of the university.

## **ARTICLE IV – Collective Authority and Action**

IV.1.1. The authority of the Board of Trustees is conferred upon the trustees as a Board, and they shall bind the university only by acting together as a Board.

## **ARTICLE V – Indemnification**

V.1.1 The Board of Trustees will, at its discretion, indemnify its employees and Board members for activities arising out of employment or Board activities. The president may also issue additional policies regarding indemnification of university employees.

## **ARTICLE VI – Committees**

### **Section 1. Committees**

VI.1.1 The Board shall appoint committees for specific tasks or business as the Board deems appropriate. Such committees shall have no other authority than that conferred on them by the Board, shall exercise no final authority, and shall have no power to act on behalf of or in place of the Board. The respective chairs and members of these committees shall be appointed by the chair of the Board. Procedures for meetings of the committees shall be in accordance with directives of the Board.

## **ARTICLE VIII – Amendments**

Bylaws may be amended at any annual, regular, or special meeting or formal session of the Board by a majority vote of its members, provided that the proposed amendment(s) shall have been submitted to the membership in writing in advance of such meeting.

As revised and approved by the Western Michigan University Board of Trustees  
(December 13, 2002)