Bylaws

BOARD OF TRUSTEES' BYLAWS

BOT Bylaws

Date of Last Update:
April 24, 2020

Approved By:

- Board of Trustees

Responsible Office:
Office of General Counsel

POLICY

ARTICLE I. **Members of the Board**

1.1 **Status as a body corporate:** Grand Valley State University is an institution of higher education created by the Michigan Constitution of 1963 and governed by a Board of Control (sometimes referred to herein as the "Board" or "Board of Trustees," with each member thereof sometimes referred to as a "Trustee") which is a constitutional body corporate vested with conduct of the affairs and control of the property of the institution.

1.2 **Number and terms:** The Board shall consist of eight members appointed by the governor of Michigan by and with the advice and consent of the Senate for terms of eight years, not more than two of which shall expire in the same year. Holders of the present terms of office shall continue to exercise their powers and duties until their respective successors have been appointed and have taken office. Notwithstanding the foregoing, at any time a member of the Board resigns or relocates their residence out of state or otherwise ceases to be legally qualified to serve as a member of the Board, such person shall then cease to be a member of the Board, from then and thereafter for all purposes, including determination of a quorum, and determination of whether a majority of the members of the Board have approved proposed action.

1.3 **Ex officio:** The president of the university shall be ex officio a member of the Board, without the right to vote. References herein to "members present" or the "membership" shall not be deemed to include the ex officio member except for the purposes of constituting a quorum under Section 3.4.

1.4 **Honorary life members:** The Board may designate any person who has served on the Board to be an honorary life member of the Board. Such members shall receive notices of and minutes of all formal sessions and shall be invited to attend all graduation exercises as if a full member of the Board. Such members shall not, however, have any voting rights or otherwise be considered a Board member, such as for purposes of determining the presence of a quorum.

ARTICLE II. **Authority of the Board**

2.1 **General power:** The Board shall have general supervision of the university, the control and direction of all expenditures from university funds, the making of all decisions regarding public policy, and all powers customarily exercised by the governing board of a state university, including all those contemplated for such universities established pursuant to Article VIII, Sections 4 and 6 of the Constitution of the State of Michigan of 1963, all such powers to be exercised in conformity with the applicable law(s). The Board's powers are exercised by a majority vote of its membership and include, by way of illustration only, the powers to:

2.101 enact bylaws, rules and regulations for the conduct of its business and for the government of the university, and from time to time amend the same,

2.102 adopt a seal, and from time to time alter the same,

2.103 bring suit and act in defense of suits brought against it,

2.104 designate the sureties and the sum of the bond required of the treasurer of the Board before a person elected to such office enters upon the duties thereof, and require bonds of Board members or employees or agents of the Board and designate the sureties and sum of each,

2.105 fix tuition and other fees and charges, except that the president is authorized to establish tuition rates and fees for programs and courses offered (i) hybrid/online or, (ii) on a negotiated basis to a sponsoring entity provided the president notifies the Board Finance and Audit Committee when such authority has been exercised.

2.106 elect, appoint, reclassify, or remove such personnel as the interest of the university requires, including a president of the university, who shall be the principal executive officer of the institution,

2.107 confer baccalaureate and such other degrees and grant such diplomas as are usually conferred or granted by other similar universities,

2.108 receive, hold, invest, manage, and use any gift, grant, bequest, or devise of funds or

property, real or personal, absolutely, conditionally, or in trust, and state or federal appropriations to promote any of the purposes of the university,

2.109 enter into any agreements as may be desirable in the conduct of its affairs,

2.110 lease or dispose of any property which comes into its possession,

2.111 designate depositories of the funds of the university and the persons authorized to sign checks or orders for payments from such funds,

2.112 appoint a nominee or custodian for any of its assets,

2.113 borrow money for capital acquisitions or improvements and or self-liquidating or revenue-producing projects under terms of limited obligation and limited pledge of security, and to issue notes, bonds, debentures or other evidences of indebtedness.

2.114 exercise such other powers as may be incidental or related to the foregoing and authorized by law.

2.2 **Limitations:** The foregoing powers shall be exercised in compliance with and subject to applicable laws, as they may pertain from time to time.

2.3 **Accounting responsibility:** The Board shall give to the legislature an annual accounting of all income and expenditures and such financial information and reports as are required by law or as may seem advisable to the Board.

ARTICLE III. **Meetings of the Board**

3.1 **Frequency and purposes:** The Board shall hold the following formal sessions:

3.101 An annual meeting at the time of the first regularly scheduled formal session of the Board in each fiscal year, or at such other date and time in any year as the Board may designate, for the purpose of electing required officers, and for the transaction of the same business as may come before a regular formal session.

3.102 A regular formal sessions as specified by the Board or by the chair of the Board or the president of the university.

3.103 A special formal session whenever called in writing by the chair of the Board, the president of the university, or by any three members of the Board.

3.2 **Hour and place:** Each formal session shall commence on the date and at the time and location specified in the notice of the formal session.

3.3 **Notices:** Notices of each formal session stating the date, hour, and place thereof, shall be given by mail, electronic delivery, or personal service to each member not later than five days

before holding of such formal session; and such notice of any formal session shall be deemed duly given if mailed (hardcopy or e-mail) at least five days before the formal session or personally served at least five days before the formal session when addressed to or delivered at the member's last known business or residence address appearing in the records of the Board. A waiver of notice signed by any member either before or after a formal session shall have the same effect as a notice duly given to such member for the formal session. Notwithstanding the foregoing notice requirements, if the chair, the president, or any three members of the Board determine there may be an emergency, the required notice shall be shortened from the time specified above to 18 hours, and notice in case of such emergency shall be deemed duly given if sent by electronic delivery or personally served at least 18 hours in advance to the last known business or residence address appearing in the records of the Board.

3.4 **Quorum:** A majority of those who are then qualified and serving as Board members at any given time shall form a quorum for the transaction of business, but a lesser number may adjourn any formal session from time to time until a quorum is present. The president of the university, as ex officio member of the Board, shall be counted for purposes of establishing a quorum for a formal session.

3.5 **Recessed formal sessions:** No notice need be given of the time and place set for reconvening a formal session upon a recess approved by a majority of members present, provided it is reconvened within thirty-six (36) hours.

3.6 **Board action:** All actions taken by vote of a majority of its membership at a formal session shall constitute action of the Board.

3.7 **Procedures:** To the extent practicable, a tentative agenda shall be prepared in advance by the president of the University for each regular and annual formal session, and copies shall be mailed to members beforehand and furnished to those present when the formal session convenes. Any member may have a matter of Board business placed on the tentative agenda for a formal session by written request sent to the president at least five days before the date of the formal session. The Board may consider and act on items other than those stated in the agenda. To the extent practicable, reports of officers, reports of committees, and forms of resolutions to be proposed shall be presented at each formal session in writing. By resolution of the Board adopted at any formal session, the Board may choose to utilize the procedures set forth in Robert's Rules of Order or any other parliamentary procedure or may establish its own rules as a guide for parliamentary procedure and governance at any formal session.

3.8 **Presence of non-members**: Meetings that the Board determines to be "formal sessions" shall be open to the public; provided, however, the Board may exclude a person for a breach

of peace actually committed at the meeting and may impose other lawful restrictions and conditions. Closed sessions shall be held as permitted by law.

3.9 **Opportunity to be heard:** Persons wishing to address the Board must notify the secretary not less than 48 hours prior to the formal session. The Board, at its formal session, may waive this time limit. The person shall identify the topic, the length of time desired (which shall not normally exceed three (3) minutes), and further indicate whether the administrator responsible for the topic has been informed of the speaker's topic prior to the request. Persons seeking to address the Board shall also give their name, present business or residential address, and disclose any personal or financial interest in the topic. The Board chair is authorized to adopt operating procedures to implement this section, including limiting to thirty (30) minutes the overall length of time for multiple persons to address the Board at a formal session. Informal opportunities to address the members of the Board may be granted at the chair's discretion.

ARTICLE IV. **Committees of the Board**

4.1 The Board from time to time may appoint committees for such purposes and with such authority as it determines.

4.2 There will be two standing committees of the Board, each composed of less than a quorum of members of the Board, appointed by the chair. The standing committees are 1) Finance and Audit and, 2) Academic and Student Affairs. The standing committees are advisory in nature and not empowered to deliberate toward or make policy decisions unless specifically directed to do so by the Board. These committees will determine the frequency, time and place of their meetings. The Board chair will appoint the chairs of the standing committees.

ARTICLE V. **Officers of the Board**

5.1 **Election:** The Board may elect from its membership a chair to preside at Board meetings, and a vice chair to preside at Board meetings in the absence of the chair and to conduct such other business as the Board may determine from time to time, and it shall elect from persons on the university staff a secretary, a treasurer, and such other officers as from time to time it deems necessary, including an assistant secretary and an assistant treasurer to serve in the absence or disability of the respective required officers. Election of officers shall occur at each annual meeting, but a vacancy in any office may be filled for the unexpired term of the previous holder of the office at any formal session. Not later than the Board meeting prior to the annual meeting, the chair shall appoint a nominating committee of not less than two (2) Board members to make a recommendation for a slate of Board officers for consideration by the Board at its annual meeting.

5.2 **Terms:** Each officer shall serve a term of one (1) year and until a successor shall have been elected and qualified, but may be removed at any time during such term by action of the Board.

5.3 **Duties:**

5.301 **Chair:** The chair will preside over all meetings of the Board at which the chair is present. In addition to duties as provided in these bylaws, the chair shall perform all other duties lawfully delegated by the Board.

5.302 **Vice Chair:** In case of death, resignation or incapacity of the chair, the vice chair shall perform the duties of the chair until the incapacity is removed or until a successor to the chair is elected by the Board. In the absence of the chair and vice chair at a meeting of the Board, a presiding officer pro tempore shall be selected by a majority of the members present.

5.303 **Secretary:** Unless otherwise determined by the Board, the secretary shall keep the requisite minutes of the transactions of the Board, shall certify to them as required, and shall send out or cause to be sent all notices of formal sessions and copies of minutes, and shall perform those duties incidental to the office of secretary and such other duties as may be designated by the Board; provided, however, that in the case of the secretary's absence or refusal or neglect to do so, any of these duties may be performed by any person so directed by the president or the Board.

5.304 **Treasurer:** The treasurer, before entering upon the duties of office, shall file appropriate bond with such sureties and in such sum as the Board may designate. Unless otherwise determined by the Board, the treasurer shall have the general charge, under the direction of the Board, of the financial affairs of the Board and of the receipts, deposits, investments, and disbursements of funds or property received or held by the Board; shall render annually to the Board a complete account of all monies or property received and held and all disbursements made in respect to each of the separate funds of the university and each of the functions into which the organization of the university is divided for administrative and accounting purposes; and shall preserve a complete record of all financial transactions; and shall perform those duties incidental to the office of treasurer and such other duties as may be designated by the Board; provided, however, that in the case of the treasurer's absence or refusal or neglect to do so, any of these duties may be performed by any person so directed by the president or the Board.

5.305 **Limitations:** No officer shall have the power to incur obligations or to dispose of the Board's property or funds, except in pursuance of action of the Board.

5.4 **Legal Counsel:** Although not a Board Officer, the General Counsel shall be responsible

for managing the general legal needs of all campuses of the University, including the Board. The General Counsel shall directly supervise the provision of these services, as well as coordinate the engagement and supervision of all outside legal services needed by the University, in consultation with the President to whom the General Counsel reports.

ARTICLE VI. **President**

6.1 **Election and tenure:** The Board shall elect a president of the university to serve until removed by action of the Board.

6.2 **Duties and authority:** The president shall be the chief executive officer of the university with duties and authority which include by way of illustration, and not in limitation thereof, the following, unless as otherwise determined by the Board:

6.201 to attend all formal sessions of the Board

6.202 to recommend for adoption by the Board rules and regulations for the government of the university and programs and budgets for their operation,

6.203 to appoint, remove, classify, or reclassify employees in accordance with approved personnel policies and to approve and modify compensation schedules and to approve and modify personnel policies for hourly, temporary staff, and if not in violation of any contract or terms of tenure; provided, however, in the cases of regular faculty, executive, administrative, and professional personnel, the president's actions shall be subject to review by the Board, except that the president and their designees shall be able to accept resignations on behalf of the Board without further action of the Board,

6.204 to recommend building projects to be approved by the Board,

6.205 to submit to the Board such periodic and special reports as the Board may require or as may be required by law,

6.206 to act as the official channel of communication between members of the university faculty or staff and the Board, and keep the Board informed of known material matters that may reasonably concern the Board,

6.207 to act as an agent of the Board in accordance with actions taken by the Board for the government and operation of the university and under responsibility of the Board alone,

6.208 to delegate authority as agent of the Board among members of the university faculty and staff, provided that the president shall report to the Board the plan or organization established to effect the delegation of authority and each change made therein,

6.209 to exercise general supervision over the university faculty and staff,

6.210 to speak on matters of public policy as a public official,

6.211 to execute contracts on behalf of the Board subject to any limitations adopted by the Board and to delegate authority to execute contracts as deemed necessary by the president, and

6.212 to serve, or appoint a designee to serve, as the "Head of the Public Body" for all purposes under the Michigan Freedom of Information Act.

ARTICLE VII. **Amendments**

7.1 **Amendments:** These bylaws may be amended at any regular or special formal session of the Board by a majority vote of the membership, provided that the proposed amendments to be considered and acted upon at any formal session shall have been submitted to the members in writing at the same time and in the same manner as required for the notice of such formal session.