

Shepherd University Board of Governors  
January 12, 2006  
Agenda Item No. 3

## **PROPOSED AMENDMENTS TO THE BYLAWS**

At the November Board of Governors meeting, the Executive Committee presented proposed changes to the Board's Bylaws that would establish an Audit Committee as a standing committee of the Board. Those changes were discussed and members were asked to suggest any changes in the following weeks to allow a 'final draft' of the proposed Bylaws amendments to be distributed to Board members in advance of the 15-day notice requirement.

No changes were suggested and the proposed amended Bylaws, again showing the insertions, were re-distributed in late December. A copy is included on the following pages.

The following resolution is recommended for adoption by the Board:

**RESOLVED**, That the Shepherd University Board of Governors approves the proposed amendment to the Bylaws, as presented in the Agenda Book.

# **BOARD OF GOVERNORS BYLAWS**

*Initially adopted August 9, 2001*

*Amended December 2003*

*Amended May 2005*

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## **Article 1: The Board of Governors**

The official name of the Board shall be "The Shepherd University Board of Governors." The Board of Governors and their successors in office are created by the people of West Virginia through the Code of West Virginia as a public body, known as The Shepherd University Board of Governors, with the power of general supervision and control over the academic and business affairs of the institution. The Board shall consist of thirteen members:

- \* One full-time member of the faculty with the rank of instructor or above duly elected by the faculty;
- \* One member of the student body in good academic standing, enrolled for college credit work and duly elected by the student body;
- \* One member of the institutional classified staff duly elected by the classified staff;
- \* The Chair of the Board of Governors of the Community and Technical College of Shepherd, *ex officio* and non-voting; and
- \* Nine lay members appointed by the Governor by and with the advice and consent of the Senate. Of the appointed lay members, the Governor shall appoint one superintendent of a county board of education from the area served by the institution.

Of the nine members appointed by the Governor, no more than five may be of the same political party. At least six of the members shall be residents of the state. The student member shall serve for a term of one year. The term beginning in July, two thousand one, shall end on the thirtieth day of June, two thousand two. Thereafter, the term shall begin on the first day of July. The faculty member and the classified staff member shall serve for a term of two years. The term beginning in July, two thousand one, shall end on the thirtieth day of June, two thousand three. Thereafter, the term shall begin on the first day of July. The appointed lay citizen members shall serve terms of four years each. The appointed lay citizen members shall be eligible to succeed themselves for no more than one additional term.

A vacancy in an unexpired term of a member shall be filled for the unexpired term within thirty days of the occurrence of the vacancy in the same manner as the original appointment or election. Except in the case of a vacancy, all elections shall be held and all appointments shall be made no later than the thirtieth day of June preceding the commencement of the term, except the election of officers for the term beginning in July, two thousand one shall be made that July. The Board of Governors shall elect one of its appointed lay members to be chairperson in June of each year. No member may serve as chairperson for more than two consecutive years.

Other than in the case of written resignation submitted to the Board, each member shall remain in office until a successor has been established by the required process. No member of the Board shall be eligible to appointment to any paid employment in the University.

## **Article 2: Meetings of the Board**

The Board shall meet in regular session not less than six times in each fiscal year, and as agreed to by the Board, or at the call of the Chair or the President of the University. The President shall call an emergency meeting of the Board within 10 days upon the written request of any six members of the Board, which meeting shall be limited to the emergency agenda item(s) identified in such a request.

The annual meeting will be held in June of each year.

Meetings will ordinarily be held at Shepherd University in Shepherdstown, but may be held at such other times and places as the Board may determine.

A majority of members (7) shall constitute a quorum to do business, but a smaller number may meet and adjourn to some other time or until a quorum is obtained. Telephonic or other real-time means of attending the meeting shall qualify toward the quorum, but non-voting members do not count toward the quorum.

The business at each meeting shall be conducted under general parliamentary rules set forth in Robert's Rules of Order as modified by the Board.

The agenda for every meeting of the Board shall be prepared by the President in consultation with the Chair. Any member of the Board of Governors may present to any meeting of the Board any item whether or not the same is on the agenda of the meeting, but no action shall be taken on a non emergency item if not on the agenda.

Meetings of the Board shall be open to the public as provided by law.

Minutes of each meeting of the Board shall be prepared, approved by the Board, and recorded permanently with the signatures of the Chair and Secretary.

## **Article 3: Voting Procedures**

Votes on all matters coming before the Board or any of its committees shall be taken by voice vote, but a role call vote shall be taken upon the motion and second for a role call vote.

Whenever any member participates in a meeting of the Board by telephone or any other means when not physically present at the meeting location, such member(s) shall be individually polled as to each vote of the Board.

No member may vote by proxy.

## **Article 4: Executive Sessions**

By vote of a majority of the members present at any meeting of the Board, and in accordance with the West Virginia Open Governmental Proceedings Act, portions of a meeting may be closed to the public.

No minutes shall be taken of executive sessions of the Board or any committee thereof.

No person not a member of the Board shall be in attendance at such executive session except at the direction of the members.

#### **Article 5: Office and Administrative Support**

The principal offices of the Board of Governors shall be the Office of the President, Ikenberry Hall, P.O. Box 3210, Shepherd University, Shepherdstown, West Virginia 25443-3210.

The President of the University shall provide all necessary administrative support for the Board. Members shall be entitled to reimbursement for expenses necessary for the fulfillment of their duties as Board members, including travel and expense as authorized by the Chair.

#### **Article 6: Officers and Organization of the Board**

Chairperson In July 2001, and in June of each year thereafter, the members shall elect a Chair from among the nine lay members. In the event of a vacancy in the office of chairperson, the vice chairperson shall succeed to the office of chairperson for the rest of that fiscal year, and shall remain eligible to serve as chairperson in the following fiscal year. The chairperson shall perform such duties as may be prescribed by law or by the regulations and policies of the Board. No member may serve as chair for more than two consecutive years.

Vice Chairperson In July 2001, and in June of each year thereafter, the members shall elect a Vice Chair from among the nine lay members immediately following election of a Chair. In the event of a vacancy in the office of Vice Chairperson, the members shall elect a Vice Chair at the next meeting following the occurrence of the vacancy. No limitation shall apply as to the consecutive years of service as Vice Chair. The Vice Chair shall perform such duties as may be prescribed by the Board and shall assume the duties of the chairperson during the latter's absence.

Secretary of the Board In July 2001, and in June of each year thereafter, the members shall elect a Secretary from among the nine lay members immediately following election of a Chair and Vice Chair. In the event of a vacancy in the office of Secretary, the members shall elect a Secretary at the next meeting following the occurrence of the vacancy. No limitation shall apply as to the consecutive years of service as Secretary. The Secretary shall perform such duties as may be prescribed by the Board and shall preside at meetings in the absence of the Chair and the Vice Chair.

President The Board shall, as often as necessary, select a president of the University who shall serve at such terms as the Board may establish. The President shall be the sole administrative officer of the Board. The President shall assist the Chair in coordinating the meetings of the Board and shall have the authority and shall perform the duties usually attached to the office as chief executive officer of the University.

The President, as the principal executive officer of the University, shall exercise such powers as are inherent in the position in promoting, supporting, or protecting the interests of the University and in managing and directing all of its affairs; may issue directives and executive orders not in contravention of existing Board policies; shall be responsible for all business policies as heretofore enacted or modified or hereafter established subject to the general policies established by the Board; shall instruct the proper administrative officers to prepare an annual budget which upon approval, shall be recommended to the Board; shall be responsible for the preparation of the annual reports of the Board; and shall exercise such other powers, duties, and responsibilities as are delegated or required by the Board of Governors. Whenever any power or duty is assigned to the Board by law or regulation, the President is authorized to act on behalf of the Board, except to the extent restricted expressly by such law or regulation or by a Policy or resolution adopted by the Board.

In case of a vacancy in the office of the President, the Board at the time of the announcement that the President is leaving or has resigned, shall elect an Acting President for the interim period who shall exercise the functions of the President as stated in these Bylaws while serving as Acting President.

## **Article 7: Committees**

The Board may appoint committees and prescribe their duties and functions. All committees shall keep a record of their proceedings and shall report to the Board as required. The delegation of any authority of the Board to any committee shall not operate to relieve the Board or any member thereof of any responsibility imposed by law.

All resolutions and all committee reports offered which involve matters for record in the minutes shall be made in writing.

Standing Committees shall be: The Executive Committee, the Academic, Student and Campus Affairs Committee, The Audit Committee, and the Finance and Personnel Committee.

The Executive Committee shall consist of the Chair of the Board, who shall be its chair, the Vice Chair, the Secretary, and the chairs of the other standing committees. Its duties shall include assistance in the development of the agenda of the Board, assistance to the President between meetings of the Board, as needed, and matters relating to executive review and compensation.

The Academic, Student and Campus Affairs Committee and the Finance and Personnel Committee shall each consist of members as designated by the Chair of the Board, who shall designate the chair of each of these committees.

The Audit Committee shall consist of three members, all of whom shall have some experience in matters of finance and/or accounting, and shall include at least one member who possesses accounting or financial management expertise; provided, however, that no Board Member may serve on this Committee at any time that said Member is receiving any compensation, directly or indirectly, for consulting or any service provided to the University. The members of the Committee, and its Chair, shall be elected annually by the Board at the Annual Meeting, following an initial nomination by the newly elected Chair. The Committee shall have the responsibility to oversee the University's financial reporting and audit processes. It shall also be responsible for establishing procedures for receiving, investigating and resolving "whistleblower" or other complaints concerning the University's financial and accounting practices. The Chair of the Finance Committee shall not also serve as the Chair of the Audit Committee.

The primary function of the Audit Committee is to assist the Board of Governors in its oversight responsibilities. The Committee's principal activities will include:

- Oversight of the University's grant activity;
- Oversight of the University's internal control structure;
- Review of the Internal Audit functions;
- Selection and retention of independent auditors;
- Review of the annual audit plan; and
- Oversight of the University's financial reporting.

The Audit Committee shall have the power to conduct or authorize investigations into matters involving errors and irregularities or any other matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel, accountants, or others to assist it in the conduct of investigations. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the University and the power to retain outside counsel, or other experts for this purpose.

Additional Committees may be established from time to time and for such period as required to complete their mission. Members and chairs of such committees shall be appointed by the Chair.

## **Article 8: Appearances Before the Board**

Individual or group representatives who desire to appear before the Board of Governors as a part of the Board's regular agenda shall submit their request to the President to be received at least fifteen days prior to the scheduled meeting of the Board. The President, in consultation with the Chair, may either place the requested item on the agenda or reject

it, notifying the individual or group of the reasons for his or her decision. The President may refer any such request to the Chair for referral to a committee of the Board.

At each regular meeting of the Board of Governors, at the conclusion of regular business the Board shall have a public comment period. Persons wishing to address the Board for a period not to exceed three minutes may register at the Board meeting room at any time prior to the commencement of the Board meeting. Registrants will be called upon in the order of registration by the Chair, but public remarks will be limited to a total of thirty minutes at any one meeting. Time limitations will apply to the remarks of speakers, but not to Board members' remarks, if any. Any person(s) who registered to speak at a meeting but who are not called upon due to the expiration of available time will be placed at the top of the registration list for the next regular meeting. The Board Chair may limit the number of speakers on a given topic.

When deemed proper, the Chair or a majority of the Board may waive these rules and hear any person on any subject.

#### **Article 9: Protocol for Meetings of the Board of Governors**

All those in attendance at meetings of the Board of Governors may be asked to identify themselves to the Secretary or a designee upon entry to the meeting. Only members of the Board of Governors, the President, and those recognized by the Chair may address the Board.

If space is limited in the meeting room, those with business before the Board of Governors and the members of the press shall have priority over those who are visitors.

No flags, banners, signs, or similar displays by the public shall be permitted in meetings of the Board of Governors.

No person shall cause any disturbance, delay, or interference, or cause any threats thereof at any meeting of the Board of Governors or its committees. Further, no person shall intentionally or through coercion, force, or intimidation, deny or interfere with the right of another to free access or egress from any public meeting.

Visitors to meetings of the Board of Governors shall observe the reasonable requests of the Chair.

#### **Article 10: Organization of the University**

For purposes of administration, the President is authorized to determine the organizational structure of the University, subject to the approval of the Board.

#### **Article 11: Relation of Board and the University Faculty, Staff, and Employees**

Communications All communications to the Board from the officers and faculty and staff of the University shall be transmitted through the President of the

University. This provision does not preclude a right of approach and access to the Chair of the Board.

All communications from the Board or any of its committees addressed to any officer, faculty or staff, or other employee of the University, shall be transmitted through the office of the President of the University. This provision does not preclude individual members of the Board from contacting any person within the University community.

Employee Relations            The Board of Governors is committed to the objectives of diversity and pluralism and to the principles of equal opportunity, non-discrimination and affirmative action as reflected in various federal and state laws, orders and regulations, as well as in various University policies and regulations and will treat its employees in a non-discriminatory manner in accordance with the law and its own internal policies and regulations. It is the policy of the Board that the President shall maintain a program of reasonable process for the hearing and resolving of important, significant, and serious employee complaints.

Nothing in these Bylaws, or regulations or policies issued pursuant thereto, shall prevent the Board of Governors taking prompt action on urgent financial and personnel matters necessary to the best interests of the University.

#### **Article 12:    The Board and Student Relations**

The Board encourages and supports the faculty in the development of educational and other programs within available resources, designed to secure the realization of the highest potential of every student.

It shall be the policy of the Board to provide equal educational opportunity to all qualified students from the State of West Virginia and, insofar as facilities, faculty, and accommodations permit, a reasonable number from other states and other countries. The Board of Governors is committed to the objectives of diversity and pluralism and to the principles of equal opportunity, non-discrimination, and affirmative action as reflected in various federal and state laws, orders and regulations, as well as in various University policies and regulations and will treat students and student organizations in a non-discriminatory manner in accordance with the law and its own internal policies and regulations.

It is the policy of the Board that the President shall maintain a program of reasonable process for the hearing and resolving of important, significant, and serious student complaints.

#### **Article 13:    Financial Responsibility**

The Board of Governors, being statutorily vested with the general supervision of Shepherd University and the control and direction of all its funds, recognizes a vital and crucial institutional responsibility to those with whom it has financial transactions. Accordingly, it is the policy of the Board to maintain adequate income and reserves to

assure payment of principal and interest on the due date of its obligations. To the end that the financial integrity of the University shall always remain inviolate, the Board of Governors pledges that it will maintain constant vigil over its funds through regular review and periodic reports, and such adjustments in income and reserves as shall guarantee the probity of its obligations.

The Board of Governors is concerned that maximum value be obtained for funds expended to procure goods and services. Whenever possible, competitive processes will be utilized to obtain the lowest cost consistent with acceptable quality.

**Article 14: Collective Authority and Action**

The authority of the Governors is conferred upon them as a Board, and they can bind the Board and the University only by acting together as a Board.

No individual member shall commit the Board to any policy, declaration, directive or action without prior approval of the Board.

**Article 15: Amendments**

These Bylaws may be amended or repealed at any meeting of the Board by an affirmative vote of a majority of the Board, provided that copies of such amendments or notices of repeal are submitted in writing to each member at least fifteen days in advance of such meeting.