

RESOLUTION E11-24

**AMENDMENT OF POLICY 1.01REV, BYLAWS OF THE BOARD OF TRUSTEES
AND
RESCISSION OF POLICY 1.06, PARTICIPATION BY ELECTRONIC COMMUNICATION**

WHEREAS, the Ohio Revised Code authorizes the Board of Trustees of Shawnee State University to adopt and amend bylaws for the conduct of the board; and

WHEREAS, the bylaws can enhance a Board's ability to effectively govern; and

WHEREAS, this Board has reviewed its current bylaws and has expressed a desire to revise the bylaws to add provision for appointment of Assistant Secretary to the Board, give Chief-level positions authority formerly held by Vice Presidents, and incorporate provisions addressing electronic communication formerly in Policy 1.06;

THEREFORE, BE IT RESOLVED that the Board of Trustees of Shawnee State University rescinds Policy 1.06 and amends Policy 1.01Rev., Bylaws of the Board of Trustees, effective upon approval.

(September 20, 2024)

Shawnee State University

POLICY TITLE:	BYLAWS OF THE BOARD OF TRUSTEES
POLICY NO.:	1.01REV
ADMIN. CODE:	3362-1-01
PAGE NO.:	1 OF 9
EFFECTIVE DATE:	09/20/2024
NEXT REVIEW DATE:	09/2029
RESPONSIBLE OFFICER(S):	BOARD OF TRUSTEES
APPROVED BY:	BOARD OF TRUSTEES

1.0 MEMBERS OF THE BOARD OF TRUSTEES

Shawnee State University is governed by its Board of Trustees and the members of the Board are appointed by the Governor, in accordance with Section 3362.01 of the Ohio Revised Code. In accordance with Ohio law, student trustees do not have voting authority, although their opinions and advice during deliberations are encouraged.

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. The terms of those elected will commence at the start of next fiscal year. At the Board's discretion, the Board may elect a Chair and/or Vice Chair to serve a term of one fiscal year or two fiscal years. Regardless of the length of appointment, a Chair's or Vice Chair's term will extend beyond the designated expiration date in instances where a successor has not yet been elected. However, under no circumstances may a Chair's or Vice Chair's term extend beyond the individual's term as Trustee.

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 of 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 the Finance and Administration Committee; Chairperson of the Academic and Student Affairs Committee; Vice Chairperson of the Finance and Administration Committee; and Vice Chairperson of the Academic and Student Affairs Committee.

3.0 PRESIDENT'S ROLE AT BOARD OF TRUSTEE MEETINGS

The President is expected to attend all Board and committee meetings, including executive sessions, unless directed otherwise by the Board. At such meetings, the

President will, in an advisory role, have a voice in Board deliberations and have the authority to initiate any subject.

4.0 SECRETARY OF THE BOARD

- 4.1 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 provided in accordance with Ohio law. 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.
- 4.2 The Secretary shall be responsible for preparing accurate minutes of all Board meetings and of committee meetings as needed.
- 4.3 The Secretary may, if called upon by the Board Chairperson, serve as Board parliamentarian.
- 4.4 The Board may also appoint an Assistant Secretary, who may be a member of the Board or hold an administrative position with the University. The Assistant Secretary shall be responsible for preparing accurate minutes of Board meetings and committee meetings, as needed, when the Secretary is not in attendance at such meetings. The Assistant Secretary may also perform other duties set forth in sections 4.1, 4.2, and 4.3 when the Secretary is on an extended absence from his or her employment.
- 4.5 The Secretary and Assistant Secretary serve at the pleasure of the Board.

5.0 TREASURER OF THE BOARD

The Board may appoint a treasurer of the Board to take custody and control of all monies due and owing to the University and to properly account for all monies coming into his or her care and the expenditures of said monies 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 conformance with Ohio Revised Code Section 3362.02.

6.0 BOARD OF TRUSTEES COMMITTEES

- 6.1 Standing committees of the Board consisting of no fewer than three members each shall be appointed yearly by the Chairperson of the Board. The Chairperson shall also appoint new members to committees any time a vacancy occurs. 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.

- 6.2 A majority of a committee's voting members constitutes a quorum. In the event a majority of the voting members are not present in person or through electronic communication (See Section 10.0 through 10.5, below) to take committee action, a quorum may be established with at least one voting member of the committee plus any two additional voting members of the Board. The Board Chairperson, when present at the committee meeting has authority to make such temporary appointment(s). If the Chairperson is not present, the priority for making temporary appointment(s) shall be as follows when such individual is present: Board Vice Chairperson, Chair of the Committee, Vice Chair of the Committee, Chair of another standing committee. The authority to make temporary appointments under this subsection applies regardless of whether the individual authorized to make the appointment is present in person or through electronic communication.
- 6.3 The 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; and other matters as assigned to the committee by the Board or Chairperson of the Board.
- 6.4 The 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 Administration 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; 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.
- 6.5 The Executive Committee shall be comprised of the Board Chairperson (serving as chairperson), Board Vice Chairperson, immediate past Board 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) to the Executive Committee. In the event that the past Board Chairperson is no longer a member of the Board, the Board Chairperson shall appoint a sitting Board member to fill what would have been the Past Chairperson's position. 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; and personnel actions that pertain to any of the Vice Presidents, Senior Executives, 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 making 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), which may include temporary appointments pursuant to section 6.2, above, must be present in person or by electronic communication. 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 Section 121.22, the Open Meetings law, and Section 3345.82, Electronic Attendance of Board of Trustees' Meetings.

- 6.6 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.
- 6.7 The President will appoint at least one Vice President, Senior Executive, or other appropriate administrative personnel to staff the Academic and Student Affairs Committee and the Finance and Administration Committee.
- 6.8 As used in this section, Senior Executive, shall mean the Chief Financial Officer, Chief Operating Officer, Chief of Staff, Chief Enrollment Officer, Chief Advancement Officer, and any other Vice President or Chief-level positions created in the future.

7.0 MEETINGS OF THE BOARD OF TRUSTEES

- 7.1 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, or by providing an email address to which agendas may be sent electronically.
- 7.2 Meetings
 - 7.2.1 The annual organizational meeting of the Board is its last regularly scheduled meeting of the fiscal year. Other regular meetings will be scheduled and posted for public notice at least five days in advance.
 - 7.2.2 Special meetings may be held upon the call of the Chairperson or upon written request to the Secretary by three or more Board members. The

Secretary or his/her designee shall provide notice of special meetings, including the time, location, and purpose of the special meeting, not less than 24 hours in advance to all media outlets that have requested such notification, except in the case of an emergency that requires immediate official action. When a special meeting is a rescheduled regular meeting, the meeting's purpose may be for "general purposes."

- 7.2.3 Emergency Meetings. When a situation requires immediate Board action and 24 hours' advance notice is not possible or practicable, the Secretary or his/her designee shall immediately notify all media outlets that have specifically requested such notice of the time, place and purpose of the emergency meeting.
- 7.2.4 A majority of the then-current membership of the Board, when duly convened, shall constitute a quorum to do business, and a majority vote of those present in person or by electronic communication shall be sufficient to adopt any motion or resolution, provided that the vote of no fewer than five members 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.
- 7.2.5 A roll call vote shall be taken whenever any member is present through electronic communication. When all members in attendance are present in person, a roll call vote shall be taken whenever directed by the Chairperson or requested by two members of the Board and shall be necessary when electing or removing a President.

7.3 Order of business

The usual order of business at Board meetings shall be as follows:

Call to order
Roll call
Approval of Minutes
Approval of Agenda
Consent agenda
Committee reports
Non-consent action items
Reports, if any, from Board liaisons with other organizations
President's report
New business
Comments from constituent groups (if any) and the public
Executive session, if necessary
Other business
Adjournment

7.3.1 Business to be considered

The President is responsible for development of the agenda for the Chairperson's final approval. Any proposed action or business item by a Board member should be presented to other Board members and the President at least five days prior to the Board meeting.

7.3.2 Consent agenda

Items requiring a decision that are expected to require no discussion or debate by the Board may be presented as a "Consent Agenda" as part of the agenda described in Section 7.3.1. Items may be removed from the Consent Agenda on the request of any Board member and without a motion or vote. Removed items may be taken up by the Board either immediately after the Consent Agenda or placed later on the agenda at the discretion of the Chairperson. Items not removed may be adopted by general consent and in accordance with Section 7.2.4 and 7.2.5. Consent Agenda items may include items recommended to the Board by any of the standing committees of the Board, except for any items that involve the expenditure of money not provided for in the annual budget, or adoption or revision of the annual budget.

7.4 Public and constituent participation

It is the policy of the Board to require persons who wish to address the Board in the Comment portion of the Board meeting to limit their remarks to no more than five minutes, 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.

7.5 Parliamentary rules

The proceedings of the Board, when not otherwise provided for by its rules, shall be governed by the most current edition of "Robert's Rules of Order." Any motion shall be reduced to writing upon the request of a member.

7.6 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.

8.0 THE PRESIDENT OF THE UNIVERSITY

- 8.1 Serving at the pleasure of the Board of Trustees, the President is the Chief Executive Officer of the University.
- 8.2 The President 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:
- 8.2.1 Administer Board policies to achieve the institutional mission.
 - 8.2.2 Direct strategic and short-range planning.
 - 8.2.3 Develop, maintain and evaluate academic programs in furtherance of the University's mission.
 - 8.2.4 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.
 - 8.2.5 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 address the assignment, supervision, evaluation and promotion of personnel employed by the University.
 - 8.2.6 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 Ohio Department of Higher Education, the Governor's Office, and the legislature.
 - 8.2.7 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.
 - 8.2.8 Present for Board of Trustees approval matters that are required by law or University policy to be presented to the Board.
 - 8.2.9 Develop and maintain facilities and equipment required to support the mission of the University.

8.2.10 Communicate to the Board the current condition and potential problems facing the University.

8.2.11 Represent the University before external public and private sector constituencies.

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

9.0 ADOPTION, AMENDMENT, AND REPEAL OF BYLAWS AND OF UNIVERSITY POLICY AND PROCEDURES

9.1 The foregoing bylaws are intended to provide a general framework for the administration, and operation of the University. Detailed policies and procedures for the organization, administration, and operation of the University may be adopted, amended, and repealed by the Board of Trustees or President as specified in Board of Trustees Policy No. 5.00Rev.

9.2 The adoption, repeal, or amendment of bylaws requires the affirmative vote of five or more members at a regular meeting of the Board, providing that notice of the meeting specifies that adoption, amendment, or repeal of the bylaws is to be considered.

10.0 PARTICIPATION BY ELECTRONIC COMMUNICATION

10.1 To the extent permitted by Ohio law and in accordance with subsections 10.2, 10.3, and 10.4 below, members of the Board of Trustees may participate in Board meetings or committee meetings by electronic communication when it is impossible or difficult for them to be physically present at the meeting. Electronic Communication means live, audio-enabled communication that permits the trustees attending a meeting, the trustees present in person at the place where the meeting is conducted, and all members of the public present in person at the place where the meeting is conducted to simultaneously communicate with each other during the meeting.

10.2 A member's attendance at a Board or committee meeting by electronic communication is subject to the following limitations:

10.2.1 Each member of the Board shall be present in person at the place where the meeting is conducted for not less than one-half of the Board meetings annually.

10.2.2 At least one-third of trustees attending each Board meeting shall be present in person at the place where the meeting is conducted.

10.2.3 Any trustee who intends to attend a meeting by means of electronic communication shall notify the Board Chairperson of that intent not less than 48 hours before the meeting, except in case of a declared emergency.

- 10.3 Except as provided in subsections 10.2.1 through 10.2.3:
- 10.3.1 There shall be no additional limits on the number of trustees who may attend a meeting by means of electronic communication;
 - 10.3.2 There shall be no limit on the number of meetings that the Board may conduct by means of electronic communication;
 - 10.3.3 There shall be no further limits on the number of meetings in which any one trustee may attend by electronic communication; and
 - 10.3.4 No additional limits or obligations shall be placed on any trustee because they attend a meeting by means of electronic communication.
- 10.4 Provided that the requirements of subsections 10.2.1 through 10.2.3 are satisfied, a trustee who attends a meeting by means of electronic communication shall be considered present at the meeting, shall be counted for quorum purposes, and may vote at the meeting.
- 10.5 When one or more trustees attends a Board or Board Committee meeting by means of electronic communication, all votes taken at that meeting will be by roll call vote.

11.0 TRUSTEE EMERITUS

The Board may grant emeritus status to a Board member whose term has ended, is 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 grant of trustee emeritus status requires approval of a resolution by a majority of Board members at a meeting in which a quorum is present in person or by electronic communication. 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 Board is necessary to remove an emeritus status.

History

Effective: 10/16/89

Revised: 09/20/24; 06/23/23; 11/19/21; 04/30/21; 05/06/16; 05/02/14; 11/18/11; 01/14/11; 03/13/09; 06/10/05; 12/10/98; 02/18/95; 10/15/93; 05/04/92