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## **BYLAWS OF THE BOARD OF TRUSTEES**

### **PREAMBLE**

THE BOARD of Lake Superior State University is vested with the authority to govern this public institution of higher education by virtue of Section 6, of Article 8, of the Constitution of the State of Michigan and Public Act 26 of 1969, as amended.

The distinctive location of this University, with its spectacular view of international waters, underscores its natural history as a sentinel of centuries of recorded and unrecorded maritime commerce. Nations of the world continue to route friendly vessels past the historic campus; a hilltop sentry at the nexus of Lake Superior and Lake Huron. Many prominent campus buildings formerly served as part of the United States Army post, known as Fort Brady, which dates back to 1822. Fort Brady prepared and provided for those earlier military guardians of the nation, who served in the national defense of this challenging and strategic region, rich in natural resources and splendor. Since 1947 this historic site has expanded well beyond its original public purpose and now serves to broadly educate its students for fulfilling lives and active stewardship of a free and democratic society.

Trustees serve this young University with resolute dedication, mindful of, and grateful to all predecessors; those educational pioneers who for more than four decades labored so diligently to nurture a grand belief and idea into maturity. Many energetic intellects have served, and many eager hands have toiled, in order to forge an autonomous public institution of higher education from the valiant remains of a handsome military outpost.

Now, Trustees act on behalf of the citizens of the State of Michigan to sustain the ever-lengthening chronicle of educational progress and service. In their stewardship, the Trustees intend to uphold and foster the highest standards of human conduct and achievement for all members of the University community.

All University staff and students are encouraged to attain the highest standards of academic excellence, and to demonstrate responsible and ethical standards of conduct to sustain the common good of the University.

As a collegium, the Board of Trustees is pledged to upholding all principles of law and sound government in performing its oversight responsibilities.

The Board encourages the University community to illustrate an ongoing and shared respect for the dignity, personal safety and rights of all individuals, irrespective of race, religion, color, national origin or ancestry, age, sex, marital status, or disability.

Trustees are committed to providing access to the people of the State of Michigan who meet prescribed University standards. In the same tenor, the Trustees welcome qualified, out-of-state, Canadian and other international applicants to broaden and thereby enrich this academic community.

The Board recognizes and honors the four decades of alumni whose lives have been enhanced and enriched by the distinct and challenging experiences offered and shared by all those associated with this University, past, or present; all of its mentors, particularly the staff and the faculty.

The Board is especially grateful to benefactors, including those from this international region, for their financial and personal assistance and support in the development, growth and promising future of this youthful, yet superior state university.

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### **LAKE SUPERIOR STATE UNIVERSITY BOARD OF TRUSTEES' BYLAWS**

These Bylaws are promulgated to lend guidance and assistance to the University. The Board of Trustees, the President and the entire University community are bound by and shall uphold these Bylaws.

#### **ARTICLE I ARTICLE 1.00 MEETINGS**

**Section 1.01. Organizational and Regular Meeting Dates of the Board.** The organizational meeting of the Board shall be held each year (the first regular meeting that is convened after the month of commencement graduation exercises of the University) for the purpose of electing officers and the transition of business. At the first meeting of the fiscal year, which commences July 1 and ends June 30, the Board shall establish the date, time and location for regular meetings for the ensuing fiscal year.

**Section 1.02. Location of Meetings.** Meetings shall be held on the campus or any other location designated by the Board.

**Section 1.03. Special and Emergency Meetings.** Special or emergency meetings may be called by the Chair alone or upon the request of any three Trustees. In addition to Public Notice, as required by law, notice of such meetings shall be given by

the Secretary, to the Trustees, which notice shall designate the date, time, place and tentative agenda for the meeting, as well as the manner by which the call for the meeting occurred.

**Section 1.04. Notice of Regular Meetings of the Board.** The Secretary shall mail written notice to each Trustee at least ten (10) days prior to each scheduled regular meeting. The Notice shall contain the agenda, time and place of the meeting and all necessary information.

**Section 1.05. Public Notice of Regular Meetings of the Board.** The Secretary shall give public notice of all meetings of the Board, as required by law and these Bylaws. Public Notice shall be given by prominently posting a copy of the notice at the principal office of the Board and other campus locations. The notice shall specify the date, time and place of the meetings, and the address and telephone number of the Board Office. Once each year, the Secretary shall give public notice of the schedule of the Board's regular meetings for that respective fiscal year, which notice shall include the date, time and place of each meeting. Change or alteration of any information contained in the original notice requires that the notice be posted anew in the same manner.

**Section 1.06. Public Access for Formal Meetings.** A formal meeting of the Board shall include at least a quorum of Board members and shall be open to the public as prescribed by Mich Const Art 8 & 4. A formal meeting is one which is convened for the purpose of memorializing final Board action which is binding on the University.

**Section 1.07. Communications to the Board.** All communications to the Board, seeking action by the Board, must be submitted in writing to the Secretary at least fourteen (14) days prior to the next regular meeting unless an emergency is demonstrated, requiring a waiver of this process by the Chair.

**Section 1.08. Agenda for Meetings.** A tentative agenda shall be prepared in advance of each meeting by the President, in conjunction with the Secretary and the Chair. The agenda, together with all supporting documents, shall be furnished to each Trustee in accordance with the provisions of Section 1.04. above. Any Trustee, as a matter of right, may cause an item of business to be placed on the tentative agenda of the upcoming meeting by notifying the Secretary. Upon Board approval, the President shall be excused from full compliance of the rules under subsection 1.04. whenever critical issues require Board deliberation.

**Section 1.09. Rules of Procedure.** The rules of customary parliamentary practice contained in Robert's Rules of Order, Newly Revised, shall govern Board proceedings.

**Section 1.10. Approval of Agenda.** Board action for agenda approval shall occur at the beginning of each meeting; however, the order of items may be altered by the Chair. In addition to the provisions of Section 1.08., any Trustee, as a matter of right, may augment the agenda of a meeting under "Other Business" with items of business for action at that meeting.

**Section 1.11. Reports and Resolutions.** Prior to regular Board meetings, reports of executive officers and proposed formal resolutions shall be presented and distributed in writing.

**Section 1.12. Records of Meetings.** Minutes of the proceedings of the Board shall be kept by the Secretary or a Board designee. Proposed minutes of each meeting, upon completion, shall be forwarded immediately to the Trustees. Thereupon, minutes shall be considered for approval with any modification and required revisions at the next regular meeting.

## ARTICLE II SECTION 2.00 QUORUM AND VOTING PROCEDURES

**Section 2.01. Quorum.** A quorum for any meeting shall be a majority of Trustees appointed and serving. Whenever any vacancy shall occur in the Board of Trustees by reason of death, resignation or otherwise, a quorum for the transaction of business shall be a majority of the members of the Board then in office.

**Section 2.02. Voting.** Ayes and nays shall be called and entered upon each vote. Affirmative action of the Board requires a majority vote of the members in attendance at a duly constituted meeting, except where a greater number is required by these Bylaws.

**Subsection 2.02 (a).** To adopt the operating budget, appoint or dismiss the President, establish tuition, and other motions that the Board from time to time may specify, requires a vote of a majority of the Trustees appointed and serving.

**Subsection 2.02 (b).** Action on all motions to adopt the operating budget, establish tuition and room-and-board rates, buy or sell real property, or other motions deemed appropriate by the Chair, or any Trustee, shall be by roll-call vote.

## ARTICLE III SECTION 3.00 BOARD OFFICERS

**Section 3.01. Election of Board Officers.** At each organizational meeting, the Board, by majority vote of the Trustees appointed and serving, shall elect the following:

**Subsection 3.01 (a).** For a term of one year, elect and install all Board officers, a Chair, Vice Chair, Second Vice Chair, Secretary, and Treasurer.

**Subsection 3.01 (b).** Board officers shall hold office until their respective successors are elected and installed. Vacancy in any office, except as provided in Section 3.02 (b) below, shall be filled for the unexpired term of the previous holder of that office by a majority vote of the Trustees appointed and serving.

**Section 3.02. Duties of the Officers.** The officers of the Board shall perform the duties expressly enjoined upon them by the laws of the State of Michigan, by these Bylaws, by any guidelines established by this Board, by parliamentary custom and practice, and such other incidental duties as may be deemed traditional within each respective office. Enumerated duties of the respective officers of the Board are the following:

**Subsection 3.02 (a).** The Chair shall preside at Board meetings. Subject to the provisions of Article I, Section 1.03. above, the Chair may call the Board into special session when deemed appropriate, whether by the Chair's election or upon the petition of three Trustees.

**Subsection 3.02 (b).** Whenever the Chair is absent, incapacitated or otherwise temporarily unavailable, the Vice Chair shall assume the role of acting Chair and preside at Board meetings; whenever the Chair and Vice Chair are both absent, the Second Vice Chair shall act as Chair and preside.

**Subsection 3.02 (c).** Whenever the Chair, Vice Chair, and Second Vice Chair are all absent from any meeting, the Trustees present at the meeting shall elect a Chair, pro tempore.

**Section 3.03. Filling Unexpired Terms.** Election to fill the unexpired term of an office that becomes vacated shall be by a majority vote of the Trustees appointed and serving.

#### **ARTICLE IV SECTION 4.00 ADMINISTRATIVE OFFICERS**

**Section 4.01. President.** The Board shall appoint a President to serve as chief executive officer of the University and as an ex officio, non-voting Trustee of the Board.

**Subsection 4.01 (a).** The President occupies the leadership role in fostering and promoting education, research and public service.

**Subsection 4.01 (b).** The President shall exercise powers which inhere to the position, with an aim of promoting, supporting and otherwise protecting the common good of the University.

**Subsection 4.01 (c).** The President shall manage and direct all University affairs, subject to and within the confines of, the policies and directive of the Board.

**Subsection 4.01 (d).** The President may issue directives and executive orders in consonance with existing Board policies and shall implement all Bylaws, rules, regulations and directives of the Board.

**Subsection 4.01 (e).** The President shall oversee the preparation of an annual operating budget to be submitted and recommended to the Board.

**Subsection 4.01 (f).** The President shall exercise such other powers, duties, and responsibilities as are essential to the performance of all enumerated duties expressly and occasionally delegated by the Board.

**Subsection 4.01 (g).** Although ultimate responsibility rests with the President, he or she may delegate authority to members of the University Administration, faculty and staff.

**Subsection 4.01 (h).** Delegating of major areas of authority, as may be defined by the Board, must have the prior consent of the Board.

**Subsection 4.01 (i).** The President is charged with the duty of developing, maintaining and promoting protocol in relations with the Trustees.

**Subsection 4.01 (j).** All substantive communiques which are disseminated to Trustees by the Administration must have the prior review of the President, and so attested by his or her additional signature placed thereon; and although authority to undertake any given task may be delegated by the President, the responsibility of assuring competency and reasonable accuracy of any such communique rests solely with the President.

**Subsection 4.01 (k).** The President serves at the pleasure of the Board and should a vacancy in the presidency occur, the Board shall appoint an acting president until a successor is appointed and serving.

**Subsection 4.02. Secretary of the Board.** The Secretary of the Board shall perform the following duties:

**Subsection 4.02 (a).** Keep all records of the transactions of the Board;

**Subsection 4.02 (b).** Keep the minutes of each regular and special meeting of the Board and disseminate all minutes to the Trustees;

**Subsection 4.02 (c).** Give written notice to each Trustee of approved changes in the date, time and place of all meetings of the Board; and

**Subsection 4.02 (d).** Perform such other duties as from time to time may be designated by Trustees and the Board.

**Section 4.03. Treasurer of the Board.** The Board shall appoint a Treasurer with the authority and responsibility to administer financial matters within the aegis of the board. The Treasurer shall file to the account of the University a surety bond in a sum not less than the amount of money likely to be in the Treasurer's possession.

**Section 4.04. Secretary-Treasurer.** The Board may appoint one person to serve as both Secretary and Treasurer.

**Section 4.05. Limitation of Powers.** No officer shall have the power to incur obligations or to dispose of the Board's real and substantial property and funds except pursuant to Board action.

## ARTICLE V

### SECTION 5.00 RESPONSIBILITIES AND RESERVE AUTHORITY

**Section 5.01. Powers the Board Shall Exercise.** The Board shall overtly exercise all powers deemed essential to governing the University; and several by way of example and not limitation are here listed:

- (a). appointment and removal of the President;
- (b). assessing the President's performance;
- (c). adoption, revision or reaffirmation of the mission, goals, objectives and priorities of the University;
- (d). assessing University programs, including curricular offerings, to assure compliance with established Board policy and to assure that such programs meet all appropriate standards, and upon careful analysis, propose approval, change or deletion;
- (e). maintaining financial solvency and protecting and preserving the assets of the University; and
- (f). preserving institutional autonomy and independence; and
- (g). maintaining University relationships.

**Section 5.02. Final Authority Reserved to the Board.** The Board of Trustees, being a body corporate with statutory responsibility to govern the University, is ultimately responsible for all University affairs; and the Board upon proper notice and at its discretion may act as a final appeal board.

**Section 5.03. Performance, Evaluation and Personnel Management.** The Board retains authority and oversight powers in the following:

- (a). developing procedures for both evaluating and assessing the performance of all aspects of the presidency;
- (b). granting tenure and promotion in academic rank and approving sabbatical leaves.

**Section 5.04. Bylaws.** The Board retains authority to exercise oversight powers in adopting and modifying these Bylaws.

**Section 5.05. Financial Matters.** The Board retains authority to exercise oversight powers over the following:

- (a). approval of operating and capital outlay budget requests that are submitted to the State;
- (b). approval of the annual operating budget;
- (c). establishment of all tuition and student fees;
- (d). review of all endowments prior to acceptance;
- (e). acceptance of all private, State, Federal, and institutional grants and gifts;
- (f). appointment of the external auditing firm;
- (g). the annual financial audit; and
- (h). investment policies.

**Section 5.06. Contracts.** The Board retains authority to exercise oversight powers over the following:

- (a). approval of proposed collective bargaining position, strategies and negotiations, as well as approval of the agreements that may result; and
- (b). contract policy, with component authority to be delegated to the President.

**Section 5.07. Student Policy, Degrees and University Programs.** The Board retains authority to exercise oversight powers over the following:

- (a). the criteria for residence and non-residence classifications, for assessing tuition rates;
- (b). all admission and retention policies;
- (c). the assessment of programs, including approval to delete academic programs;
- (d). all policy governing intercollegiate programs, including intercollegiate athletics;
- (e). the conferral of degrees and the granting of diplomas; and
- (f). the approval of the recipients of honorary degrees and special awards.

**Section 5.08. University Property.** The Board retains authority to exercise oversight powers in the:

- (a). naming of facilities and memorials;
- (b). authorizing all entry into property and facility leases, as lessor or lessee, which are longer than one year's duration; and
- (c). establishing the sale and purchase price of real property, and authorizing the conveyancing thereof.

**Section 5.09. Board Trustees Ineligible for Certain Posts.** No Trustee while serving shall be eligible for appointment as Secretary or Treasurer of the Board, or be employed by the University.

## **ARTICLE VI SECTION 6.00 AUTHORITY**

**Section 6.01. Authority to Act.** The authority of the Board is conferred upon it as a body corporate; accordingly, decisions and directives must solely emanate from Board action.

## **ARTICLE VII SECTION 7.00 OWNERSHIP OF PROPERTY RIGHTS**

**Section 7.01. Property Rights Relating to Research, Publications and Other Employment Activities.** Patents and copyrights issued or acquired, as the result of, or in connection with, efforts extended by the University through administration, research, or other educational activities conducted by University employees with concomitant direct or indirect support by funds administered by the University, regardless of the source of such funds, shall be the property of the University, including all royalties or other revenue derived therefrom.

**Subsection 7.01 (a).** Computer software created by employees of the University in connection with administration, research or other education activities with concomitant direct or indirect support by funds administered by the University, regardless of the source of such funds, shall be the property of the University. Such computer software may be made available by appropriate process for use on a nonexclusive basis by those who pay established charges to reimburse the University for the costs of development, distribution and reproduction.

**Subsection 7.01 (b).** Patents, copyrights, and property rights in computer software resulting from activities which have received no support, direct or indirect, from the University shall be the property of the inventor, author, or creator thereof, free of any limitation which might otherwise arise by virtue of University employment.

**Subsection 7.01 (c).** In cases which involve both University supported activity and independent activity by a University employee, patents, copyrights, or other property rights in resulting work products shall be owned as agreed upon in writing and in advance of an exploitation thereof by the affected employee and the University, with the final approval of the Board of Trustees.

**Subsection 7.02 (d).** Provisions of this section may be modified through agreement of the University with a third party sponsor or provider of funds, in which the University's agreement with such sponsor or provider shall control.

## **ARTICLE VIII SECTION 8.00 CONFERRING OF HONORARY DEGREES**

**Section 8.01. Criteria Related to the Conferring of Honorary Degrees.** Upon nomination by the President or individual Trustees, the Board from time to time, may confer honorary doctoral degrees, in recognition of distinguished accomplishment and service in the arts and letters, sciences, business, industry, labor, the professions and public service.

**Section 8.02. Ineligibility to Receive Honorary Degrees.** No person shall be eligible for an honorary degree while serving as an executive officer or other employee of the University.

## **ARTICLE IX SECTION 9.00 COMMITTEES**

**Section 9.01. Standing Committees.** Standing committees of the Board are as follows:

- (a) the personnel committee, prior to board action, shall review and make recommendations on all human resource issues.
- (b) the finance committee, prior to Board action, shall review and make recommendations on all matters of fiscal and financial import on the University; and
- (c) the academic and student affairs committee, prior to Board action, shall review and make recommendations on all academic programs and student affairs programs.

**Section 9.02. Special Committees.** The Board of the Chair may establish special committees.

**Section 9.03. Appointments to Committees.** All committee chairs, trustees, and ex officio members shall be appointed by the Board Chair, except the Nominating Committee which shall be selected by the Board, and the Chair of the committee shall be elected by committee members.

**Section 9.04. Committee Members.** Committees function to make recommendations for full Board consideration and action, and committee proceedings are governed by rules established by the Board. Minutes shall be kept of all standing committee meetings and distributed to all Trustees.

**Section 9.05. Committee Business.** Committees function in an advisory capacity. Committees are not vested with final authority to resolve issues. Issues that rise to the level of recommended resolve through committee deliberation shall be

placed on the agenda for Board action.

**ARTICLE X  
SECTION 10.00 PROCEDURES AND REQUIREMENTS OF NOTICE FOR  
AMENDMENT OF THE BYLAWS**

**Section 10.01. Notice Requirement for Amendment to Bylaws.** Bylaws may be amended at any meeting by a two-thirds majority vote of the Trustees appointed and serving, provided the amendment was submitted to the Board at its previous meeting.

**Section 10.02. Procedure for Consideration of Amendments.** Proposed amendments to Bylaws shall be written in the form of resolutions and submitted to the Secretary, who shall thereupon give written notice by mail of such resolutions to each Trustee.

**Section 10.03. Bylaw Resolutions.** Proposed Bylaw amendment resolutions that fail to carry, when submitted to the Board for action, may not be resubmitted for six months, unless the Board by a two-thirds majority of the Trustees appointed and serving, vote to override the prohibition relative to any specific proposed amendment. In the event of Board approval for the reconsideration of a previously rejected amendment to the Bylaws, the matter must be resubmitted in accordance with the provisions of Article X, Section 10.01. and 10.02.

**ARTICLE XI  
SECTION 11.00 BYLAWS SUBJECT TO CONTRACTS AND  
PROVISIONS OF LAW AND STATUS OF PRIOR BYLAWS**

**Section 11.01. Precedence of Bylaws.** Provisions of these Bylaws shall take precedence over tradition, custom and the practice of this University where conflict exists; however, federal and State statutes and applicable cases made and provided, as well as contracts and collective bargaining agreements of this University may operate to alter, modify, abridge or extend the force of rules hereof to which these Bylaws are subject.

**Section 11.02. Repeal of Prior Bylaws.** All previously enacted Bylaws are repealed, effective on the date of adoption of these Bylaws.