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Bylaws

Board of Trustees

Youngstown State University

BOARD OF TRUSTEES

Bylaws

**This printing is an update
of the Bylaws printed July 1, 1995,
revised July 26, 1999
revised June 15, 2001
revised June 23, 2006**

Effective June 17, 2011

Print Date July 19, 2011

Dear Fellow Trustees and the University Community:

The Bylaws of the Board of Trustees of Youngstown State University is the primary reference for the self-governance functions and procedures of the Board of Trustees of Youngstown State University (YSU). Newly appointed and current trustees are well advised to be familiar with the *Bylaws*, as such an understanding will allow them to administer their duties and responsibilities in an effective and efficient manner.

For centuries, the American model of higher education has upheld the unique concept of volunteer citizen trusteeship that provides for autonomy, independence and academic freedom without direct governmental control or overwhelming influence by any self-serving interest. At its core, public trusteeship requires that trustees adhere to core principles pertaining to effective trusteeship as advocates for their university: ensuring its institutional mission, educational quality and fiscal vitality; selecting, supporting and assessing its chief executive while respecting the balance between governing and managing; charging the chief executive with leading strategic planning, participating in the process and monitoring its progress; engaging with the university's major constituents to provide community perspective; participating in fundraising and practicing personal philanthropy; ensuring that institutional and board policies and processes are current and effective; and conducting business in an exemplary fashion to ensure transparency, high ethical standards, and adherence to open meetings and public records laws. Finally, YSU trustees are advocates for the university to further its mission and enhance its legacy to the local, regional and global communities. As fiduciaries, it is our duty to maintain the highest level of accountability to the taxpayers of the State of Ohio, as public higher education is challenged to meet its public purpose on the national level.

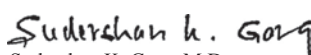
Like all governance documents, the *Bylaws* have evolved over time since YSU was created by statute in 1967. A complete structural revision of the *Bylaws* occurred in 2001, during which time the Board's standing committees were condensed from eleven to four, along with two special committees, and all trustees were made members of all standing committees. Statute created investment and audit committees in 2003. During the past two years, the Board of Trustees has embraced a governance agenda that is more strategic, especially linking budget and planning to better develop a vision for the future. The Board supports and embraces the best practices recommended by the Association of Governing Boards (AGB). In that spirit, the Board directed the administration to assist with a total review of all guidebook policies beginning in 2009. Additionally, when the Board directed a new strategic planning process in 2010, an opportunity existed to review our own *Bylaws* to align the Board's agenda with the goals of the strategic plan. The new *Bylaws* revision will assist the Board by re-focusing our committees, meeting agendas and structure around the discussion and review of key strategic indicators to assess the accomplishment of our plan for the future.

We wish to express appreciation to the trustees, President Cynthia Anderson, Board Secretary Franklin S. Bennett, Jr., General Counsel Holly Jacobs, members of the President's office staff and AGB Senior Fellow Dr. Ellen Chaffee, all of whom assisted in making this revised and updated version of the *Bylaws of the Board of Trustees of Youngstown State University* possible.

Sincerely,



Scott R. Schulick
Chairperson



Sudershan K. Garg, M.D.
Vice-Chairperson

Spring 2011

Youngstown State University
BOARD OF TRUSTEES

Bylaws

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Ohio Revised Code
Chapter 3356
Youngstown State University

Chapter 3356 of the Ohio Revised Code (ORC) establishes Youngstown State University as a state-assisted University. The following sections are taken from Chapter 3356 of the ORC which establishes the Board of Trustees and identifies its role.

Chapter 3356. YOUNGSTOWN STATE UNIVERSITY 3356.01.
Appointment of trustees – term

(A) There is hereby created Youngstown State University. The government of Youngstown State University is vested in a Board of eleven trustees, who shall be appointed by the Governor, with the advice and consent of the Senate. Two of the trustees shall be students at Youngstown State University, and their selection and terms shall be in accordance with division (B) of this section. Except for the terms of student members, terms of office shall be for nine years, commencing on the second day of May and ending on the first day of May. Each trustee shall hold office from the date of appointment until the end of the term for which the trustee was appointed. Any trustee appointed to fill a vacancy occurring prior to the expiration of the term for which the trustee's predecessor was appointed shall hold office for the remainder of such term. Any trustee shall continue in office subsequent to the expiration date of the trustee's term until the trustee's successor takes office, or until a period of sixty days has elapsed, whichever occurs first. No person who has served a full nine-year term or more than six years of such a term shall be eligible to reappointment until a period of four years has elapsed since the last day of the term for which the person previously served. The trustees shall receive no compensation for their services but shall be paid the reasonable necessary expenses while engaged in the discharge of their duties. A majority of the Board constitutes a quorum.

(B) The student members of the Board of Trustees of Youngstown State University have no voting power on the Board. Student members shall not be considered as members of the Board in determining whether a quorum is present. Student members shall not be entitled to attend executive sessions of the Board. The student members

of the Board shall be appointed by the Governor, with the advice and consent of the Senate, from a group of five candidates selected pursuant to a procedure adopted by the university's student governments and approved by the university's Board of Trustees. The initial term of office of the student member shall commence on May 2, 1988 and expire on May 1, 1990. Thereafter, terms of office of student members shall be for two years, each term ending on the same day of the same month of the year as the term it succeeds. In the event that a student member cannot fulfill a two-year term, a replacement shall be selected to fill the unexpired term in the same manner used to make the original selection.

History. Effective Date: 07-26-1988; 03-31-2005

§ 3356.02. Election and appointment of officers of board – bond of treasurer

The Board of Trustees of Youngstown State University shall annually elect from their members a chairperson and a vice-chairperson; and they may also appoint a secretary of the Board, a treasurer, and such other officers of the university as the interest of the university requires, who may be members of the Board. The treasurer, before entering upon the discharge of official duties, shall give bond to the state or be insured for faithful performance of the treasurer's duties and the proper accounting for all moneys coming into the treasurer's care. The amount of said bond or insurance shall be determined by the Board, but shall not be for a sum less than the estimated amount which may come into the treasurer's control at any time, less any reasonable deductible.

History. Effective Date: 08-15-1967; 2008 H B562 09-22-2008

§ 3356.03. Powers and duties of board of trustees

The Board of Trustees of Youngstown State University shall employ, fix the compensation of, and remove the president and such professors, teachers, and other employees as may be deemed necessary. The Board shall do all things necessary for the creation, proper maintenance, and successful continuous operation of the university. The Board may accept donations of lands and money for the purpose of such university.

History. Effective Date: 08-15-1967

§ 3356.04. Board of trustees to receive and hold property or funds

The Board of Trustees of Youngstown State University may receive and hold in trust, for the use and benefit of the university, any grant, or devise of land, and any donation or bequest of money or other personal property, to be applied to the general or special use of the university, unless otherwise directed in the donation or bequest. The Board of Trustees of Youngstown State University may make and enter into all contracts and agreements necessary or incidental to the operation of such university.

History. Effective Date: 08-15-1967

§ 3356.05. General assembly to support university – other sources

The general assembly shall support Youngstown State University by such sums and in such a manner as it may provide, but support may also come from other sources.

History. Effective Date: 08-15-1967

§ 3356.10. *[Repealed]* Conveyance of certain parcels

History. Effective Date: 01-10-2006, Repealed effective 01-10-2011

Bylaws of the Board of Trustees

ARTICLE I. DEFINITIONS

As used in these Bylaws:

- A. “Board” means the Board of Trustees of Youngstown State University.
- B. “University” means Youngstown State University.
- C. “Chairperson” means the Chairperson of the Board of Trustees of Youngstown State University.
- D. “Vice Chairperson” means the Vice Chairperson of the Board of Trustees of Youngstown State University.
- E. “Trustee” means a member of the Board appointed for a term of nine years, or for the remainder of such a term, by the Governor of the State of Ohio pursuant to Ohio Revised Code Section 3356.01.
- F. “Student Trustee” means a student member of the Board appointed by the Governor of the State of Ohio pursuant to Ohio Revised Code Section 3356.01.
- G. “President” means the President of Youngstown State University.
- H. “Secretary” means the Secretary to the Board of Trustees of Youngstown State University.

ARTICLE II. MEETINGS

Section 1. Regular Meetings

- A. The Board shall meet no less than four times each year, and at such other times as may be necessary for the best interests of the University. Meetings shall be called at such times as the Board prescribes; provided, however, that meetings will usually be held in the months of September, December, March, and June. At the time of the adjournment of each meeting, the Board shall provide, by resolution, the date, time, and place for holding the Board’s next regular meeting. No less than seven (7) days prior to the date of a regular meeting, the Secretary shall provide

written notice of said meeting to every member of the Board. Notices may be hand-delivered or sent via facsimile, electronic mail or by first class mail to the residence or business address of a Board member.

- B. Any Board member may waive notice of a regular meeting. Attendance of a Board member at a regular meeting shall constitute a waiver of notice of the regular meeting.

Section 2. Special Meetings

- A. Special meetings of the Board may be called by written request (the “Call”) signed by the Chairperson, the President, or by three Trustees, and delivered to the Secretary. The Call for a special meeting shall specify the date, time, place, and purposes thereof, although other business than that specified in the Call may be considered at any such meeting. Upon receipt of a Call for a special meeting, and no less than seventy-two (72) hours prior to the time of commencement of the special meeting, the Secretary shall provide notice of the special meeting to every member of the Board and to the President. Notice of a special meeting shall include the date, time, place, and purposes thereof, as set forth in the Call. Notice of a special meeting may be given in oral or written form, and may be given directly to the Board member by telephone or direct conversation, or by facsimile, hand delivery, electronic or first class mail sent to the Board member’s residence or place of business.
- B. Any Board member may waive notice of a special meeting. Attendance of a Board member at a special meeting shall constitute a waiver of notice of the special meeting.

Section 3. Emergency Meetings

- A. In the event of an emergency wherein the best interests of the University require immediate official action by the Board, the Chairperson (or in his or her absence or disability, the Vice Chairperson) or the President (or in his or her absence, the Provost of the University) may call an emergency meeting of the Board. In such event, all reasonable effort shall be made to schedule the emergency meeting in order to permit all of the members of the Board to attend the emergency meeting. In such event, all reasonable effort shall be made to notify all of

the members of the Board of the date, time, place, and nature of the emergency requiring immediate official action.

Section 4. Place of Meeting

- A. All regular and special meetings of the Board shall be held on University property. The place of all Board meetings shall be specified in the notice of the meeting.
- B. Emergency meetings of the Board shall be held on University property unless, in the judgment of the person or persons making the Call, the circumstances creating the emergency render a meeting on University property either physically impractical or infeasible.

Section 5. Quorum

- A. A majority of the Trustees, when duly convened, shall constitute a quorum for the transaction of business at any meeting of the Board. Student Trustees shall not be considered in the determination of a quorum. If less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice. When, upon reconvening any such adjourned meeting, a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified.
- B. At any meeting where a quorum is present, a majority vote of those present shall be required for any official action by the Board, except as otherwise permitted by law or by these Bylaws.

Section 6. Organization of Meetings

- A. At each meeting of the Board, the Chairperson, or in the Chairperson's absence, the Vice Chairperson, or in the absence of both, a chairperson pro tempore, chosen by a majority of the Trustees present, shall preside. The Secretary, or in the Secretary's absence, any person appointed by the Chairperson, shall keep the minutes of the meeting, and otherwise perform the duties of secretary of the meeting.

Section 7. Order of Business

- A. The order of business at all regular and special meetings of the Board shall be as follows:
 - (a) Roll Call
 - (b) Proof of Notice of Meeting
 - (c) Disposition of Minutes (Minutes shall be prepared and mailed to the Board as soon as practicable after each Board meeting in order that members may be prepared for discussion. Upon approval, all minutes shall be promptly recorded and open to public inspection.)
 - (d) Report of the President
 - (e) Report of the Committees of the Board
 - (f) Communications and Memorials
 - (g) Unfinished Business
 - (h) New Business
 - (i) Chairperson's Remarks
 - (j) Election of Board Officers (as pertinent)
 - (k) Time and Place of Next Regular Meeting of the Board
 - (l) Adjournment

Section 8. Parliamentary Procedure

- A. Questions of parliamentary procedure shall be resolved in accordance with *Robert's Rules of Order*. The Secretary shall serve as the Board's parliamentarian.

Section 9. Procedures for Presentation of Items to be Considered¹

- A. Any proposed action introduced by a Board member, which would substantially affect University policy, shall be presented to the other members of the Board prior to the meeting at which the matter is to be considered by the Board. The proposed action shall be submitted in sufficient time to allow the appropriate Board committee to review such action, and to make whatever recommendations to the full Board it deems to be appropriate.
- B. The annual budget, and all other major questions of University policy recommended by the President, shall be presented to each member of the Board prior to the meeting at which the matter is to be considered by the Board. The proposed action shall be submitted in sufficient time to allow the appropriate

¹See, Note 1, Notes to Bylaws.

Board committee to review such action, and to make whatever recommendations to the full Board it deems to be appropriate.

- C. Any business to be presented to the Board by other than a Board member or the President shall be submitted in writing to the Chairperson, who shall refer it to the appropriate Board committee for consideration and possible action. The Chairperson may direct that such business be placed on the agenda.

Section 10. Public Notice of Meetings

- A. Public notice of all Board meetings shall meet or exceed that required by Ohio law.
- B. Any person or news medium may ascertain the time and place of all regularly scheduled Board meetings, and the time, place, and purpose of all special Board meetings by:
 - 1. Written request mailed or delivered to the Office of the President; or
 - 2. Inquiry by telephone or in person at the Office of the President during normal business hours.
- C. Any news media representative may obtain notice of the time, place, and purpose of all special meetings of the Board by requesting in writing that such notices be provided and by paying an annual fee of fifteen dollars (\$15) to compensate the University for the special services required of it in providing such notice. Such notices will be furnished to one named representative of any particular publication or radio or television station. All requests for such notification shall be addressed to the Secretary of the Board of Trustees of Youngstown State University. Each such request shall provide the name of the individual media representative to be contacted, his or her mailing address, his or her telephone facsimile number (if available), and not to exceed two telephone numbers at which such representative may be reached.
 - 1. The Secretary shall maintain a list of all news media representatives who have requested notice of special meetings pursuant to this Paragraph C, and who have

paid the service charge described above. In the event of a special meeting (which is not of an emergency nature), the Secretary shall notify each media representative on said list of such meeting by doing at least one of the following:

- a. Mailing written notice to the representative at his or her given mailing address, which written notice must be deposited in United States first class mail no later than three calendar days prior to the day of the special meeting;
 - b. Calling the representative by telephone no later than twenty-four (24) hours prior to the special meeting. Such telephone notice shall be deemed complete if a message has been left for the representative at either of his or her given telephone numbers, or if, after reasonable effort, the Secretary has been unable to provide such telephone notice;
 - c. Sending notice addressed to the representative via telephone facsimile to the facsimile number provided by the representative;
 - d. Sending notice addressed to the representative via electronic mail to the electronic mail address provided by the representative;
 - e. Informing such representative personally no later than twenty-four (24) hours prior to the special meeting.
2. In the event of an emergency requiring immediate official action, the individual or individuals calling the meeting shall direct the Secretary to notify immediately those news media representatives appearing on the list described in the preceding paragraphs of the time, place, and purpose of the meeting.
 3. In furnishing the notices required by this Section 10, the Secretary may rely upon the assistance provided by the President (or the President's designee), and any such notice shall be deemed complete if given in the manner provided in this Section 10.

4. The Secretary shall maintain a list of the names, addresses, electronic mail addresses, telephone numbers, telephone facsimile numbers, and business affiliation, if given, of all persons who have provided written request of all regular and special Board meetings, and of all news media representatives who have qualified for notices of special and emergency meetings.

ARTICLE III. OFFICERS AND ORGANIZATIONS

Section 1. Powers of the Board

- A. The Board shall have the power, not inconsistent with law or these Bylaws, to do all things necessary for the proper maintenance and successful and continuous operation of the University. No individual Trustee, Student Trustee or committee of the Board shall have authority to commit or bind the Board or the University to any policy, action, or agreement unless specifically authorized by action of the Board.

Section 2. Officers of the Board

- A. The officers of the Board shall be the Chairperson, the Vice Chairperson, and the Secretary. The Board may appoint such other officers or employees as the interests of the University require. Such officers and employees shall have such authorities, and shall perform such duties, as may be prescribed by the Board.

Section 3. Qualifications, Election, and Term of Office

- A. The Chairperson and Vice Chairperson shall be Trustees. The qualifications of all other officers shall be determined by the Board. The officers of the Board shall be annually elected by the Trustees at the Board's last regular meeting of the University's fiscal year. Newly elected officers shall take office immediately following adjournment of the meeting at which they are elected, and shall hold their offices until their successors are elected.

Section 4. Chairperson

- A. The Chairperson, when present, shall preside at all meetings of the Board, and perform generally all duties incident to the office of the Chairperson, and such other duties as may be assigned to the Chairperson by the Board. Unless contrary to Board policy or these Bylaws, the Chairperson may assign any of the Chairperson's duties to another Trustee.

Section 5. Vice Chairperson

- A. In the event of a temporary vacancy in the office of the Chairperson, or at the request of the Chairperson, or in the event of temporary absence or disability of the Chairperson, the Vice Chairperson shall perform all the duties of the Chairperson and, while so acting, shall have all the power and authority of, and be subject to the restrictions upon, the Chairperson.

Section 6. Secretary

- A. The Secretary shall prepare and maintain, in the Office of the President, minutes of all meetings and proceedings of the Board in one or more books provided for that purpose. The Secretary shall give notice of all meetings of the Board, when required by the provisions of Article II, Sections 1, 2, 3, and 10 (C) of these Bylaws. The Secretary shall serve as the Board's parliamentarian. At the last regular meeting of the University's fiscal year, the Secretary shall submit a written report of Board member attendance at Board and committee meetings for the preceding year. The Secretary shall perform such other duties as from time to time may be assigned to the Secretary by the Board or the Chairperson.

Section 7. Attorney General

- A. The Attorney General of the State of Ohio shall be the legal advisor to, and represent, the University and/or the Board in all matters civil or criminal involving the University or the Board.

Section 8. Removal of Board Officers

- A. Any officer of the Board may be removed as such officer at any time, either with or without cause, by resolution adopted by not less than six (6) Trustees at any regular meeting of the

Board. Any officer may be removed as such officer, either with or without cause, by resolution adopted by not less than six (6) Trustees at any special meeting of the Board, provided that such removal action was indicated on the notices of such special meeting.

Section 9. Board Committees

- A. Membership – All Trustees and Student Trustees shall be voting members of all Board standing and special committees, unless otherwise provided by these Bylaws. The President shall be a nonvoting *ex-officio* member of all committees, unless otherwise provided.
- B. Standing Committees² – The Board’s standing committees, and their respective duties and areas of responsibility, shall be as follows:

1. Academic Quality and Student Success Committee

- a. To consider those matters which warrant Board attention or require Board action relating to:
- academic policies which provide for and govern faculty teaching, research, and service;
 - establishment of new academic programs, changes in or deletions of existing academic programs, and the issuing of certificates or the granting of degrees;
 - policies which provide for and govern student recruitment, admission, financial aid, retention, and graduation, including but not limited to, diversity issues, enrollment management, and general education requirements;
 - policies which provide for and govern student housing and student life; and
 - institutional mission, strategic and master plans, or relevant parts thereof, dealing with matters within the purview of the Academic Quality and Student Success Committee.

²See, Note 2, Notes to Bylaws.

- b. To assist the Board in the exercise of its oversight responsibilities relating to those academic and administrative departments within the purview of the Academic Quality and Student Success Committee.
- c. To exercise on behalf of the Board ancillary jurisdiction as related to the above, or as assigned by the Board or its Executive Committee.

2. **Institutional Engagement Committee**

- a. To consider those matters which warrant Board attention or require Board action relating to:
 - policies which provide for and govern the external relationships established by or required of the University, excluding matters assigned to other of the Board's standing committees;
 - policies which provide for and govern University fundraising, including but not limited to, institutional advancement through the YSU Foundation, the YSU Research Foundation, the annual fund, capital campaigns, special projects and solicitations;
 - policies which provide for and govern continuing University relations with its graduates, including but not limited to, alumni associational activity;
 - policies which provide for and govern University operations directed toward effective public relations, marketing, and the enhancement of community goodwill;
 - policies which provide for and govern University public service in, and partnerships with, the larger community, or segments thereof, including but not limited to, those relationships which are contractual; policies which provide for and govern University intergovernmental relationships, including but not limited to, those with the City of Youngstown, Mahoning County, as well as with

agencies and departments of state and federal governments; and

- institutional mission, strategic and master plans, or relevant parts thereof, dealing with matters within the purview of the Institutional Engagement Committee.
- b. To assist the Board in the exercise of its oversight responsibilities relating to those administrative departments and functions within the purview of the Institutional Engagement Committee.
- c. To exercise on behalf of the Board ancillary jurisdiction as related to the above, or as assigned by the Board or its Executive Committee.

3. **Finance and Facilities Committee**

- a. To consider those matters which warrant Board attention or require Board action relating to:
 - financial and budgetary policies, including but not limited to, the annual operating budget, and the capital improvement budget;
 - policies governing investments and debt instruments issued by the University;
 - the financial and budgetary impact of major agreements, contracts, programs, plans or initiatives to be recommended to the Board by any standing, ad hoc, or special committee, including but not limited to, recommendations regarding University personnel, insurance, and donations;
 - the acquisition of real property by purchase, gift, or eminent domain; the disposition of real property; the acquisition or disposition of significant property broadly classified as technology;
 - major projects, including but not limited to, the construction, demolition, or remodeling of

facilities, and, as appropriate, the selection of architects and engineers; and

- institutional mission, strategic and master plans, or relevant parts thereof, dealing with matters within the purview of the Finance and Facilities Committee.
- b. To assist the Board in the exercise of its oversight responsibilities relating to those administrative departments and functions within the purview of the Finance and Facilities Committee, including but not limited to, the conduct, and scrutiny of the auditor's work product, of the annual audit, as well as any special audits, undertaken by (i) the University's internal auditor, (ii) external auditors, and (iii) state auditor. Auditor's work product includes findings, management letters, and all other relevant documentation.
- c. To exercise on behalf of the Board ancillary jurisdiction as related to the above, or as assigned by the Board or its Executive Committee.
- d. The Finance and Facilities Committee will include the following two permanent subcommittees:

(1) Audit Subcommittee

- (a) The Audit Subcommittee, chaired by the Chairperson of the Finance and Facilities Committee, will be composed of three additional Trustees who will be appointed annually by the Chairperson of the Board. No subcommittee member so appointed may concurrently serve on the Investment Subcommittee. The Chairperson of the Board and the President will be non-voting *ex-officio* members of the subcommittee. As appropriate, when receiving and considering certain audit reports, the President may be excused from the subcommittee proceedings.

- (b) The Audit Subcommittee will meet at least once annually and perform those duties as assigned by the Finance and Facilities Committee relative to subsection B.3. at paragraph b. The subcommittee will report its findings and recommendations to the Finance and Facilities Committee.

(2) Investment Subcommittee

- (a) The Investment Subcommittee, chaired by the Vice Chairperson of the Finance and Facilities Committee, will be composed of three additional Trustees who will be appointed annually by the Chairperson of the Board. No subcommittee member so appointed may concurrently serve on the Audit Subcommittee. The Chairperson of the Board and the President will be non-voting *ex-officio* members of the subcommittee.
- (b) The Investment Subcommittee will meet at least once quarterly and perform those duties assigned under applicable state law, and by the Finance and Facilities Committee relative to subsection B.3. at paragraph a, bullet three. The subcommittee will report its findings and recommendations to the Finance and Facilities Committee and to the Board.

4. University Affairs Committee

- a. To consider those matters which warrant Board attention or require Board action relating to:
 - policies which provide for and govern the internal administrative operations of the University, excluding matters assigned to other of the Board's standing committees;
 - policies which provide for and govern University employment where collective bargaining agreements apply, including but not limited to,

oversight of the collective bargaining process and review of negotiated agreements;

- policies which provide for and govern University employment exempt from collective bargaining agreements, including but not limited to, oversight of contractual arrangements with exempt personnel;
 - policies which provide for equal opportunity standards and govern equal opportunity practices in University employment and operations, including but not limited to, implementation of affirmative action initiatives;
 - policies which provide for and govern the University's participation in intercollegiate athletics, including but not limited to, issues of diversity and gender equity;
 - policies which provide for the acquisition, development, access, and use of electronic technology; and
 - institutional mission, strategic and master plans, or relevant parts thereof, dealing with matters within the purview of the University Affairs Committee.
- b. To assist the Board in the exercise of its oversight responsibilities relating to those administrative departments within the purview of the University Affairs Committee.
- c. To exercise on behalf of the Board ancillary jurisdiction as related to the above, or as assigned by the Board or its Executive Committee.
- d. The University Affairs Committee will include the following two permanent subcommittees:

(1) **Collective Bargaining and Negotiations Subcommittee**

- (a) The Collective Bargaining and Negotiations Subcommittee, chaired by the Chairperson of the University Affairs Committee, will be composed of three additional Trustees who will be appointed annually by the Chairperson of the Board. The Chairperson of the Board and the President will be non-voting *ex-officio* members of the subcommittee.
- (b) The Collective Bargaining and Negotiations Subcommittee will meet as needed and perform those duties as assigned by the University Affairs Committee relating to collective bargaining and labor negotiations with unions representing University employees.

(2) **Intercollegiate Athletics Subcommittee**

- (a) The Intercollegiate Athletics Subcommittee, chaired by the Vice Chairperson of the University Affairs Committee, will be composed of three additional Trustees who will be appointed annually by the Chairperson of the Board. The Chairperson of the Board and the President will be non-voting *ex-officio* members of the subcommittee.
- (b) The Intercollegiate Athletics Subcommittee will meet as needed and perform those duties assigned by the University Affairs Committee. The subcommittee will report its findings and recommendations to the Committee and to the Board.

C. **Special Committees** – The Board’s special committees, and their respective duties and areas of responsibility, shall be as follows:

1. Executive Committee

- a. The membership of the Executive Committee shall consist of the Chairperson (presiding), the Vice Chairperson, and the chairpersons of each Board standing committee: Academic Quality and Student Success, Institutional Engagement, Finance and Facilities, and University Affairs. The President of the University shall be a non-voting *ex-officio* member of the Executive Committee. The Executive Committee will meet on an “as needed” basis to:
 - consider matters not within the assigned purview of any Board standing, ad hoc, or special committee; the Executive Committee will report on such matters, as appropriate, to the Board for its attention or action;
 - make special assignments of particular matters, not clearly within the purview of any Board committee, to one of the Board’s standing, ad hoc, or special committees; the designated committee will be instructed to report either to the Executive Committee or to the Board;
 - resolve jurisdictional ambiguities between or among the Board’s standing, ad hoc, or special committees;
 - consider, in its entirety, any institutional mission statement, strategic or master plans, with recommendation to the Board, as appropriate, for its attention or action;
 - consider matters of presidential assessment and compensation, with recommendation to the Board, as appropriate, for its attention or action; for purposes of this consideration, the President may be excused from the committee’s proceedings; and
 - consider matters relative to the employment, assessment and compensation of the Secretary,

with recommendation to the Board, as appropriate, for its attention or action; for purposes of this consideration, the Secretary may be excused from the committee's proceedings; and

- consider other matters as appropriate to an Executive Committee, or as assigned by the Board.

2. Trusteeship Committee

a. The Trusteeship Committee shall be chaired by the Chairperson, except as otherwise provided herein, and will meet on an "as needed" basis to:

- consider proposed changes in the Bylaws of the Board, with recommendation to the Board, as appropriate, for its attention or action;
- consider proposed changes in Board and committee procedures, in full or in part, not stipulated in the Bylaws, including but not limited to, scheduling, administrative staff participation or assistance, etc., with recommendation to the Board, as appropriate, for its attention or action;
- develop and schedule Board retreats, workshops, seminars, orientation programs, and other special events, with recommendation to the Board, as appropriate, for its attention or action;
- provide for periodic Board self-evaluation and assessment;
- recommend to the Board nominees for its annual election of officers; such nominations to be presented to the Board at its regularly scheduled quarterly meeting preceding its last regularly scheduled quarterly meeting of the University's fiscal year, at which time said election shall take place. When the Trusteeship Committee is engaged in the making of nominations, it shall be chaired by the Trustee whose term is expiring

and is therefore not eligible to serve as an officer. When the Trusteeship Committee is engaged in the making of nominations, the President of the University shall be excused from the committee's proceedings; and

- annually survey the trustees, prior to nomination of officers, regarding their interest, willingness and qualifications to serve as Board officers in the forthcoming term. The Secretary, in consultation with the Chairperson, shall conduct the survey and submit a report to the trustee designated as committee chair for the purpose of nomination of Board officers. That trustee shall also be responsible for the development of a nomination process.
- consider other matters as appropriate to a Trusteeship Committee, or as assigned by the Executive Committee or the Board.

D. **Ad Hoc Committees** – The Chairperson may appoint from time to time such ad hoc committees as may be required for the proper and continuous operation of the University; however, an ad hoc committee shall not be appointed to consider matters which lie entirely within the purview of a standing or special committee. The Chairperson shall determine the membership of the ad hoc committee and when the work of the ad hoc committee is completed.

E. **Committee Chairperson and Vice Chairperson**³ – The Chairperson shall appoint the chairperson and vice chairperson of each standing committee, and members of such committees that are not otherwise composed of all of the trustees or as otherwise set forth herein, subject to the approval of the Board. Committee chairpersons and vice chairpersons shall be Trustees. The Chairperson will not be a chairperson or vice chairperson of a standing committee.

³See, Note 3, Notes to Bylaws.

F. Quorum and Conduct of Committee Meetings

1. Six (6) members of a standing committee (including the President and Student Trustees) shall constitute a quorum, unless otherwise provided. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. However, regardless of the existence of a quorum in number, at least one of the following four persons must be present at a committee meeting in order for the committee to conduct business: (a) the Chairperson, (b) the Vice Chairperson, (c) the committee chairperson, or (d) the committee vice chairperson.
2. A majority of the members of a special or ad hoc committee, including the President and any Student Trustees, shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
3. The Board and University administration will mutually develop committee agendas, with the Chairperson having authority to approve all final agendas.

- G. **Rules** – Each committee may adopt rules for its own government not inconsistent with these Bylaws or any rule adopted by the Board.

Section 10. Student Trustees

- A. Ohio Revised Code Section 3356.01 provides for appointments of two students to the Board but provides that Student Trustees shall have no voting power on the Board, that Student Trustees shall not be considered as members of the Board in determination of a quorum, and that Student Trustees shall not be entitled to attend Executive Sessions of the Board.

Section 11. Permanent Vacancies

- A. In the event of a permanent vacancy in the Office of the Chairperson or Vice Chairperson, the remaining Trustees

may elect a successor to fill such permanent vacancy. What constitutes a “permanent vacancy” shall be determined by the Board.

ARTICLE IV. ADMINISTRATION OF THE UNIVERSITY

Section 1. President of the University, Faculty, and Staff

- A. The Board shall employ the President of the University, and shall employ, fix the compensation of, and remove employees as may be necessary. The Board shall do all things necessary for the proper maintenance and successful continuous operation of the University, and may act under such policies and bylaws as it may approve.

Section 2. Other Personnel

- A. The employment, classification, wage scales, and dismissal of all personnel, not otherwise under contract to the Board of Trustees, shall follow the policies established by the Board and the laws of the State of Ohio.

Section 3. Reports to the Board

- A. **Budget** – At the meeting next preceding the Board’s last regular meeting of the University’s fiscal year, the President shall present to the Board the draft budget for the ensuing fiscal year. The budget shall be presented in a form showing estimated income and the allocations for the University’s major areas of expenditure in accordance with general account classifications of the State of Ohio, and shall be accompanied by a review describing the major changes. As may be necessary, the budget may be revised from time to time by the Board. After approval by the Board, the budget shall govern financial transactions. The President shall establish procedures for the expenditure of all budgeted funds in accordance with the regulations of the Board. In administering the budget, the President may make or authorize transfers or adjustments in individual budget accounts or in local unrestricted accounts provided that no such action shall increase the total of budgeted expenditures. Whenever

income fails to meet budgeted income, the President shall direct reductions in budgeted expenditure of a corresponding amount.

- B. **Revisions of Fees and Other Charges** – From time to time, but no less than annually, the President shall recommend to the Board for its approval a continuation or revision of the instructional fees, tuition, general fees, and other uniform charges which the President may deem appropriate.
- C. **Service Charges** – The President may fix and announce other fees, fines, and rental or service charges. No such other fees or charges shall be imposed until authorized by the President.
- D. **Purchase of Insurance**
 - 1. The President shall cause to have prepared and submitted to the Board, at or before its first regular meeting after January 1 of each year, a report that tabulates all insurance policies in force, including coverage, current premiums and premiums paid during the previous two years, and agents servicing these policies. This report shall include, but is not limited to: general, fire, liability, bonds, property, automobile, comprehensive, officers and directors' liability, medical and hospitalization contracts, or any other policy for the protection of Youngstown State University's personnel and property.
 - 2. All insurance shall be purchased through the President or his or her designee.
- E. **Inventory of Real Property** – At the close of each fiscal year, the President shall cause to be prepared and submitted to the Board, at or before its first regular meeting after September 1 of each year, an inventory of all real property managed, owned, leased, rented, or under option to the University. This report shall include acreage held, an estimate of land and building values, a general statement on the condition of the physical plant, and such other details as may be directed by the Board or the President.
- F. **Annual Financial Report** – At the end of each fiscal year, the President shall cause to be prepared and submitted to the Board, at its first regular meeting after the audit of the University has

been released by the Auditor of State, a comprehensive Financial Report. The report should summarize all financial transactions, note changes in fund balances, and tabulate expenditures in accordance with generally accepted accounting principles for state agencies.

Section 4. Purchasing Practice

- A. All purchases by the University shall be made in accordance with the policies of the Board and the laws of the State of Ohio.

ARTICLE V. UNIVERSITY ORGANIZATION

Section 1. Auxiliary Agencies

- A. As recommended by the President and approved by the Board, certain University operations, whose income includes substantial amounts of other than imposed fees or appropriated revenue, shall be designated as auxiliary services. For budgeting purposes, an auxiliary service is a fiscal entity. The President shall cause to be prepared and submitted to the Board, at or before its first regular meeting after September 1 of each year, an annual report including an itemization of income and expenditures and a résumé of the operation for the year.
- B. Except for those auxiliary activity accounts otherwise restricted, there may be a transfer of balances among them or to other University purposes as directed by the President with the approval of the Finance and Facilities Committee.
- C. The rental policies of the University as approved by the Board also apply to all auxiliary activity facilities.

ARTICLE VI. INSTRUCTION AND DEGREES

Section 1. Degrees and Certificates

- A. Degrees, titles, and certificates shall be awarded by the Board upon recommendation of the University faculty and transmitted to the Board by the President. All diplomas issued to those

receiving degrees and titles from the University shall be signed by the Chairperson, the President, and the Secretary. Facsimile signatures may be used.

ARTICLE VII. MISCELLANEOUS

Section 1. Appearances Before Governmental Offices

- A. Subject to specific control by the Board, the preparation and presentation of requests for appropriations from the State of Ohio, and all appearances, communications, and representations made on behalf of the University with all federal, state, and local government offices, boards, and agencies, shall be under the direction of the President. Unauthorized appearances, communications, and representations before federal, state, and local government offices, boards, and agencies are hereby prohibited.

Section 2. Use of University Facilities

- A. The use of University facilities shall be governed by such rules and regulations as may be promulgated by the President.

ARTICLE VIII. BYLAWS, RULES, AND POLICIES Promulgation, Amendment, and Repeal

Section 1. Statement of Purpose

- A. These Bylaws, including additions or amendments, outline the major administrative and governing functions of the Board. Detailed rules, policies, and ordinances for the operation of the University may be enacted or amended by action of the Board or may be promulgated by the President, provided such shall not conflict with policies or bylaws of the Board.

Section 2. Rules and Policies: Promulgation, Amendment, and Repeal

- A. Detailed rules and policies for the organization, administration, and operation of the University may be promulgated, amended, and repealed by the Board, in consideration of recommendations of the President.

Section 3. Amendments to Bylaws

- A. These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by affirmative vote of not less than six Trustees at any regular meeting or special meeting of the Board. Any proposed alteration, amendment, repeal, or adoption of all or any part of the Bylaws shall first be announced at a meeting of the Board (regular or special). Action on the proposal may not be taken until the next meeting of the Board (regular or special).
- B. These Amendments to the Bylaws shall be effective upon adoption by an affirmative vote of not less than six (6) members of the Board.

Notes to Bylaws

1. Protocol for Requests to Address the Board and/or its Committees.
 - a. Any and all persons desiring to address the Board shall submit in writing a request for permission to address the Board. Such request shall be submitted not less than three (3) weeks prior to the meeting of the Board at which the party requests to be heard
 - b. All such requests shall be submitted to the Board Chairperson through the Secretary to the Board of Trustees, by submission either directly to the Secretary or through the office of the President of the University.
 - c. All such requests shall state the subject of the matter to be addressed to Board, the identity or identities of the person(s) who will speak to the subject matter before the Board, the relationship(s) of such person(s) to the University and the matter being brought to the attention of the Board, the postal and electronic mail addresses and daytime telephone number of the person(s) requesting permission to address the Board.

- d. As the standing committees of the Board are composed of all of the Board's trustees, the Board Chairperson may, in his or her discretion, refer any request to address the Board to such committee of the Board as the Chairperson deems appropriate.
- e. Any presentation to the Board or a committee thereof contemplated under this procedure shall not be longer than five (5) minutes in total length. The Board Chairperson and/or the Chair of the Board committee before which such presentation is to be delivered may at any time, in his or her discretion, increase or decrease the number of persons addressing the Board or committee, and/or lengthen, shorten or cancel the time permitted for any address or presentation.
- f. The format and substance of any address or presentation to the Board or its committees shall at all times remain within the bounds of relevance, civility and decorum as shall be determined in the sole discretion of the chairperson of the body before which the matter is addressed or presented. The chairperson of that body shall at all times possess the authority to lengthen, shorten or cancel, without notice or action of the body, the time allotted to any address or presentation.
- g. No request to address the Board or any of its committees shall knowingly be permitted or permitted to proceed if the substance or purpose of such address is or may be a subject of litigation, collective bargaining, employment relations involving the University, its employees, and/or students; or any other matter which is not properly within the public interest or the interest of the University.

2. The responsibility and authority of the Board committees existing prior to the adoption of the new Bylaws on June 15, 2001, as referenced in the University Guidebook or other University documentation, are transferred to the Board committees existing after such adoption as follows: Academic Affairs and Student Affairs Committees transferred to the Academic and Student Affairs Committee; Development Committee transferred to the External Relations Committee; Budget and Finance Committee and Building and Property Committee transferred to the Finance and Facilities Committee; Equal Opportunity, Intercollegiate Athletics, and Personnel Relations Committees transferred to the Internal Affairs Committee; Executive Committee transferred to the Executive Committee; and Nominating Committee transferred to the Trusteeship Committee.

The responsibility and authority of the Board committees existing prior to the adoption of revisions to the Bylaws on June 17, 2011, as referenced in the University Guidebook or other University documentation, are transferred to the Board committees existing after such adoption as follows: Academic and Student Affairs Committee transferred to the Academic Quality and Student Success Committee; External Relations Committee transferred to the Institutional Engagement Committee; and Internal Affairs Committee transferred to the University Affairs Committee.

3. The Ad Hoc Committee on Trusteeship recommended guidelines for the appointment of standing committee chairpersons and vice chairpersons. The guidelines recommended are that the four most senior Trustees serve as committee chairpersons, and that the remaining Trustees serve as committee vice chairpersons.

CERTIFICATE

I certify that these Bylaws were adopted by an affirmative vote of not less than six (6) members of the Board of Trustees of Youngstown State University at a regular meeting held on March 10, 1995, amended by an affirmative vote of not less than six (6) members of the Board of Trustees of Youngstown State University at a special meeting held on July 26, 1999, further amended by an affirmative vote of not less than six (6) members of the Board of Trustees of Youngstown State University at a regular meeting held on June 15, 2001, further amended by an affirmative vote of not less than six (6) members of the Board of Trustees of Youngstown State University at a regular meeting held on March 18, 2005, further amended by an affirmative vote of not less than six (6) members of the Board of Trustees of Youngstown State University at a regular meeting held on June 23, 2006, and further amended by an affirmative vote of not less than six (6) members of the Board of Trustees of Youngstown State University at a regular meeting held on June 17, 2011.

June 17, 2011

Date


Secretary



Youngstown
STATE UNIVERSITY