

Bylaws

BOARD *of* TRUSTEES

YOUNGSTOWN STATE UNIVERSITY

Bylaws

BOARD *of* TRUSTEES

Table of Contents

Revision History: 3

ORC Chapter 3356 4

3356.01 Board of trustees; terms of office; student members 4

3356.02 Officers; bond of treasurer 5

3356.03 Powers and duties of board 5

3356.04 Donations; contracts 5

3356.05 Support by state 6

SECTION 381.270. HIGHER EDUCATION - BOARD OF TRUSTEES-Am. Sub. H. B. No.96, pg. 2968 6

3356-1-01 Bylaws. 8

(A) Article I. Definitions. 8

(B) Article II. Meetings. 9

(C) Article III. Officers and organizations. 15

(D) Article IV. Board committees. 18

(E) Article V. Administration of the university. 37

(F) Article VI. University organizations. 40

(G) Article VII. Instruction and degrees. 40

(H) Article VIII. Miscellaneous. 41

(I) Article IX. Bylaws, rules, and policies (promulgation, amendment, and repeal). 43

Youngstown State University

BOARD OF TRUSTEES

Bylaws

Revision History:

This printing is an update
of the Bylaws printed July 1, 1995,
revised July 26, 1999
revised June 15, 2001
revised June 23, 2006
revised June 17, 2011
revised March 16, 2016
December 7, 2017
June 23, 2022
December 9, 2022
March 13, 2025
Effective: December 11, 2025

ORC Chapter 3356

Effective: June 27, 2025

3356.01 Board of trustees; terms of office; student members

(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. For trustees appointed prior to July 2025 ,1, 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. For trustees appointed on or after July 2025 ,1, except for the terms of student members, terms of office shall be for six 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. The trustees shall receive no compensation for their services but shall be paid their 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 one of the student members shall commence on May 1988 ,2, and shall expire on May 1989 ,1, and the initial term of office of the other student member shall commence on May 1988 ,2, and expire on May 1990 ,1. 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.

CREDIT(S)

(2025 S 1, eff. 6-27-25; 2004 S 224, eff. 1988 ;05-31-3 H 34, eff. 1973 ;88-26-7 S 132 ;131 v H 134)

Effective: September 23, 2008

3356.02 Officers; 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.

CREDIT(S)

(2008 H 562, eff. 9-23-08; 132 v H 134, eff. 67-15-8)

3356.03 Powers and duties of board

The board of trustees of Youngstown state university shall employ, fix the compensation of, and remove the president and such number of 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 moneys for the purpose of such university.

CREDIT(S)

(132 v H 134, eff. 8-15-67)

3356.04 Donations; contracts

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.

CREDIT(S)

(132 v H 134, eff. 8-15-67)

3356.05 Support by state

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

CREDIT(S)

(132 v H 134, eff. 8-15-67)

SECTION 381.270. HIGHER EDUCATION - BOARD OF TRUSTEES- Am. Sub. H. B. No.96, pg. 2968

(A) Funds appropriated for instructional subsidies at colleges and universities may be used to provide such branch or other off-campus undergraduate courses of study and such master's degree courses of study as may be approved by the Chancellor of Higher Education.

(B) In providing instructional and other services to students, boards of trustees of state institutions of higher education shall supplement state subsidies with income from charges to students. Except as otherwise provided in this act, each board shall establish the fees to be charged to all students, including an instructional fee for educational and associated operational support of the

institution and a general fee for noninstructional services, including locally financed student services facilities used for the benefit of enrolled students. The instructional fee and the general fee shall encompass all charges for services assessed uniformly to all enrolled students. Each board may also

establish special purpose fees, service charges, and fines as required; such special purpose fees and service charges shall be for services or benefits furnished individual students or specific categories of students and shall not be applied uniformly to all enrolled students. A tuition surcharge shall be paid by all students who are not residents of Ohio.

The board of trustees of a state institution of higher education shall not authorize a waiver or nonpayment of instructional fees or general fees for any particular student or any class of students other than waivers specifically authorized by law or approved by the Chancellor. This prohibition is not intended to limit the authority of boards of trustees to provide for payments to students for services rendered the institution, nor to prohibit the budgeting of income for staff benefits or for student assistance in the form of payment of such instructional and general fees.

Each board may authorize a lower differential tuition rate of instructional or

general fees equal to the default rate options provided under the College Credit Plus Program pursuant to Chapter 3365. of the Revised Code or equal to rates established pursuant to an agreement for an alternative payment structure pursuant to section 3365.07 of the Revised Code for nonpublic and home

schooled students participating in that program that are not publicly funded. Each board may establish a lower differential tuition rate for in-state undergraduate instructional fees or general fees for students enrolled exclusively in online courses, as well as a lower differential tuition rate for the

surcharge for nonresidents enrolled exclusively in online courses, provided a surcharge is still assessed. Each board may authorize a lower tuition rate for courses taken by high school students that do not qualify for funding under the College Credit Plus program under section 3365.07 of the Revised Code. These tuition rates must align with the institution's tuition rates charged for courses

eligible for funding under the College Credit Plus Program. Each state institution of higher education in its statement of charges to students shall separately identify the instructional fee, the general fee, the tuition charge, and the tuition surcharge.

Fee charges to students for instruction shall not be considered to be a price of service but shall be considered to be an integral part of the state government financing program in support of higher educational opportunity for students.

(C) The boards of trustees of state institutions of higher education shall ensure that faculty members devote a proper and judicious part of their work week to the actual instruction of students. Total class credit hours of production per academic term per full-time faculty member is expected to meet the standards set forth in the budget data submitted by the Chancellor.

(D) The authority of government vested by law in the boards of trustees of state institutions of higher education shall in fact be exercised by those boards. Boards of trustees may consult extensively with appropriate student and faculty groups. Administrative decisions about the utilization of available resources, about organizational structure, about disciplinary procedure, about

the operation and staffing of all auxiliary facilities, and about administrative personnel shall be the exclusive prerogative of boards of trustees. Any delegation of authority by a board of trustees in other areas of responsibility shall be accompanied by appropriate standards of guidance concerning

expected objectives in the exercise of such delegated authority and shall be accompanied by periodic review of the exercise of this delegated authority to the end that the public interest, in contrast to any institutional or special interest, shall be served.

3356-1-01 Bylaws.

(A) Article I. Definitions.

(1) "Board" means the board of trustees of Youngstown state university.

(2) "Chairperson" means the chairperson of the board of trustees of Youngstown state university.

(3) "Committee meeting" means a meeting held by any of the board standing committees, including subcommittee meetings of the standing committees, and ad hoc committees appointed from time to time.

(4) "Designee" means a member of the university's administrative office(s).

(5) "Electronic communication" means live, audio-enabled communication, as further defined in division (A) of section 3345.82 of the Revised Code, which permits trustees to attend meetings remotely.

(6) "President" means the president of Youngstown state university.

(7) "Secretary" means the secretary to the board of trustees of Youngstown state university.

(8) "Student trustee" means a student member of the board appointed by the governor of the state of Ohio pursuant to section 3356.01 of the Revised Code.

(9) "Trustee" means a member of the board appointed for a term by the governor of the state of Ohio pursuant to section 3356.01 of the Revised Code.

(10) "University" means Youngstown state university.

(11) "Vice chairperson" means the vice chairperson of the board of trustees of Youngstown state university.

(B) Article II. Meetings.

(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 five days prior to the date of a regular meeting, the secretary, or designee, 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.

(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 forty-eight hours prior to the time of commencement of the special meeting, the secretary, or designee, 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.

(3) Emergency meetings. 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.

(4) Electronic meeting attendance.

(a) Trustees may attend board meetings via electronic communication, subject to the following requirements:

(i) A trustee shall attend in person at least one-half of the regular meetings of the board annually; and

(ii) All meetings conducted using electronic communication shall meet the following minimum standards:

(a) At least one-third of the trustees attending the meeting shall be present in person at the place where the meeting is conducted;

(b) All votes taken at the meeting shall be taken by roll call vote; and

(c) A trustee who intends to attend a meeting via means of electronic communication must notify the chair of that intent not less than forty-eight hours before the meeting, except in the case of a declared emergency.

(b) A trustee who attends a board meeting via means of electronic communication will be considered to be present at the meeting, will be counted for the purposes of establishing a quorum, and may vote at the meeting, consistent with the authority of division (C) of section 3345.82 of the Revised Code.

(c) Electronic meeting attendance is also available for committee meetings. The same minimum standards set forth in paragraph (B)(4)(a)(ii) of this rule apply to committee meetings, excluding (B)(4)(a)(ii)*(b)* of this rule.

(5) Place of meetings.

(a) All regular and special meetings of the board shall be held on university property or through YSU supported technology as provided by law, or on rare occasions off-campus, but with easy access to the public, if circumstances warrant as determined by the chairperson and the president and as provided by law. 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.

(6) Quorum.

(a) A majority of the trustees, when duly convened pursuant to university bylaws, 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, or at any time during 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, and with a quorum 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 and voting shall be required for any official action by the board, except as otherwise permitted by law or by the bylaws contained in this rule.

(c) A trustee may abstain from voting on a matter. A trustee that abstains from voting shall be counted in the determination of a quorum but shall not be counted as voting in favor or against the matter upon which the vote is taken. Trustees having a direct personal or pecuniary interest in a matter that is not common to other members of the board should declare that interest and refrain from discussing and voting on that matter.

(7) 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.

(i) The minutes shall be developed as prescribed by law and include information that provides perspectives regarding decisions made by the board as well as demonstrate the board is proactive in its responsibilities to both the state of Ohio and in consideration of the continuing accreditation of the university.

(ii) The minutes shall be maintained on the university's board of trustees website in addition to those also maintained via the Maag library in accordance with laws and/or policies associated with records retention.

(iii) Minutes shall be prepared and provided to the board as soon as practicable after each board meeting in order that members may appropriately review and approve the minutes.

(8) Order of business. 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.

(d) Presentation(s) from the university community (op-

tional).

(e) Report of the president.

(f) Report of the committees of the board.

(g) Communications and memorials.

(h) Unfinished business.

(i) New business.

(j) Chairperson's remarks and requested additional president's remarks as chosen to be offered.

(k) Election of board officers (as pertinent).

(l) Time and place of next regular meeting of the board.

(m) Adjournment.

(9) Parliamentary procedure. Questions of parliamentary procedure shall be resolved in accordance with "Robert's Rules of Order." The secretary, or designee, shall serve as the board's parliamentarian.

(10) Procedures for presentation of items to be considered.

(a) Any proposed action introduced by a board member which would substantially affect university policy shall be presented to the chairperson 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 chairperson to assign the proposed action to an appropriate board committee to review such action and to make whatever recommendations to the full board the committee deems to be appropri-

ate.

(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 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.

(11) Public notice of meetings.

(a) Public notice of all board meetings shall meet or exceed that required by Ohio law, section 121.22 of the Revised Code.

(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 contacting university communications or on the internet at board of trustees website. The local media, and other interested parties, will be made aware of upcoming meetings of the board when requesting such notification by contacting the office of communications.

(C) Article III. Officers and organizations.

(1) Powers of the board. The board shall have the power, not inconsistent with law or university 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.

(2) Officers of the board. 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.

(3) Qualifications, election, and term of office. 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 next to the last regularly scheduled 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.

(4) Chairperson. 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 the bylaws contained in this rule, the chairperson may assign any of the chairperson's duties to another trustee.

(5) Vice chairperson. 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.

(6) Secretary. The secretary, or designee, shall prepare minutes of all meetings and proceedings of the board. The secretary, or designee, shall give notice of all meetings of the board, when required by the provisions of Article II and the appropriate

sections. The secretary, or designee, 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.

(7) Attorney general. 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 of the board.

The general counsel of the university is a member of the Ohio attorney general's office and represents the board of trustees on behalf of the state of Ohio.

(8) Removal of board officers. 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 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 trustees at any special meeting of the board, provided that such removal action was indicated on the notices of such special meeting.

(9) Student trustees. Section 3356.01 of the Revised Code 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.

(10) Permanent vacancies. 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.

(11) Board orientation.

(a) There shall be at least annually a board orientation developed specifically for onboarding new members of the board but will be open to all board members to attend.

(b) The orientation shall include the chair, vice chair, secretary, and president and the executive officers of the university as well as any other individual invited to present at and/or attend the orientation.

(c) The orientation should be constructed in such a fashion that new board members in particular can more easily and rapidly engage themselves fully in all matters before the board as specified in university bylaws and otherwise specified by law.

(d) Orientation may be comprised of various types and levels of engagement and interactions that optimally served the purpose of the orientation session(s).

(12) Ethics training. The board, executive officers of the university and other invited members of the administration's leadership will annually engage in ethics training.

(D) Article IV. Board committees.

(1) Membership. All trustees and student trustees shall be voting members of all board standing committees, unless otherwise provided by university bylaws.

(2) National/global trustees. In order to take advantage of the diverse talents, resources, and experiences of friends and alumni of the university who can contribute to the current and future success of the university, the position of national/global trustees has been established in accordance with the following guidelines, to which exceptions can be made:

(a) The board may nominate and appoint persons to the position of national/global trustee. National/global trustees shall be nominated and appointed by the

board of trustees on the basis of one or more of the following criteria: success in chosen field or business; state or national prominence; ability to serve as an advocate for higher education; ability and willingness to offer advice to the board and university president and/or demonstrated support for Youngstown state university.

(b) There shall be no more than three persons serving in the position of national/global trustee at any one time. National/global trustees shall serve staggered terms such that no more than one such position expires in a calendar year.

(c) Each national/global trustee shall be appointed for a three-year term.

(d) National/global trustees shall have no voting privileges on the board, shall not be considered in determining whether a quorum is present and shall not be eligible to be an officer of the board, but may otherwise participate in all activities of the board.

(e) National/global trustees shall not be compensated for their service but shall be paid their reasonable and necessary expenses in the same manner that applies to trustees.

(f) National/global trustees shall follow the Ohio ethics laws, including those set forth in Chapter 102. and sections 2921.42 and 2932.43 of the Revised Code, the board's bylaws and university policy.

(g) National/global trustees shall be appointed by board action after nomination by the governance committee

of the board in accordance with the process described for the nomination and election of board officers set forth in the bylaws contained in paragraph (D)(6)(i) of this rule.

(h) National/global trustees may be removed by a majority vote of the board.

(i) A trustee may serve as a national/global trustee, but cannot be appointed to serve as a national/global trustee until at least one year after the board member's term as a trustee has ended.

(j) An employee or former employee of the university may serve as a national/global trustee but cannot be appointed to serve as a national/global trustee until at least one year after that person's compensated service to the university has ended.

(k) National/global trustees shall be entitled to legal defense and indemnification against claims and liabilities that might arise from the performance of their duties on behalf of the board to the fullest extent permitted by Ohio law. In addition, the national/global trustees will be considered a "volunteer" for purposes of coverage under the university's liability insurance.

(3) Committee chairperson and vice chairperson. 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.

(4) Quorum and conduct of committee meetings.

(a) Five members of a standing committee shall constitute a quorum, unless otherwise provided. A majority of the members of subcommittee of a standing committee shall constitute a quorum, unless otherwise

provided. The act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the committee or subcommittee. However, regardless of the existence of a quorum in number, at least one of the following four persons must be present at a committee or subcommittee meeting in order for the committee to conduct business:

(i) The chairperson;

(ii) The vice chairperson;

(iii) The (sub)committee chairperson; or

(iv) The (sub)committee vice chairperson.

A committee member may abstain from voting on a matter. A committee member that abstains from voting shall be counted in the determination of a quorum but shall not be counted as voting in favor or against the matter upon which the vote is taken. Committee members having a direct personal or pecuniary interest in a matter that is not common to other members of the board should declare that interest and refrain from discussing and voting on that matter.

(b) A majority of the members of a special or ad hoc committee, including any student trustees, shall constitute a quorum. The act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the special or ad hoc committee.

(c) The board and university administration will mutually develop committee agendas, with the chairperson having authority to approve all final agendas.

(5) Rules. Each committee may adopt rules for its own governance not inconsistent with university bylaws or any rule adopted by the board.

(6) Standing committees. The board's standing committees, and their respective duties and areas of responsibility, shall be as follows:

(a) Academic excellence and student success committee.

(i) To consider those matters that warrant board attention or require board action relating to:

(a) Academic policies which provide for and govern faculty teaching, research, and service;

(b) Establishment of new academic programs, changes in or deletions of existing academic programs, and the issuing of certificates or the granting of degrees;

(c) Policies which provide for and govern retention, persistence, progress, and graduation, including but not limited to, diversity issues and general education requirements;

(d) Policies which provide for and govern student housing and student life;

(e) Institutional mission, strategic and master plans, or relevant parts thereof, dealing with matters within the purview of the committee; and

(f) Policies that provide for the acquisition, development, access, and use of electronic technology within the purview of the committee.

(ii) To assist the board in the exercise of its oversight responsibilities relating to those academic and administrative departments within the purview of the committee.

(iii) To exercise on behalf of the board ancillary jurisdiction as related to the bylaws contained in paragraph (D)(6)(a)(ii) of this rule, or as assigned by the board or its executive committee.

(iv) Provided that he or she is a member of the university faculty, the chair of the YSU academic senate shall be a nonvoting member of the committee. In the event that the chair of the YSU academic senate is not a member of the university's faculty, then the faculty member holding the highest-ranking position within the YSU academic senate leadership shall hold this position. This position shall not count toward the determination of a quorum of the committee.

(b) Institutional engagement committee.

(i) To consider those matters that warrant board attention or require board action relating to:

(a) Policies that provide for and govern student recruitment, financial aid, orientation and enrollment, including but not limited to, integrated marketing, yield, scholarship optimization, and career success.

(b) Policies that 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;

(c) Policies that 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;

(d) The Youngstown state university development agreement between the university and the YSU foundation.

(e) Policies that provide for and govern continuing university relations with its graduates, including but not limited to, alumni associational activity;

(f) Policies that provide for and govern university operations directed toward effective communications, public relations, marketing, and the enhancement of community goodwill;

(g) Policies that 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;

(h) Institutional mission, strategic and master plans, or relevant parts thereof, dealing with matters within the purview of the committee; and

(i) Policies that provide for the acquisition, development, access, and use of electronic technology within the purview of the committee.

(ii) To assist the board in the exercise of its oversight responsibilities relating to those administrative departments and functions within the purview of the committee.

(iii) To exercise on behalf of the board ancillary jurisdiction as related to the bylaws contained in paragraph (D)(6)(b)(ii) of this rule, or as assigned by the board or its executive committee.

(c) Finance and facilities committee.

(i) To consider those matters that warrant board attention or require board action relating to:

(a) Financial and budgetary policies, including but not limited to, the annual operating budget, and the capital improvement budget;

(b) Policies governing debt instruments issued by the university;

(c) 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;

(d) The acquisition of real property by purchase, gift, or otherwise; the disposition of real property; the acquisition or disposition of significant property broadly classified as technology;

(e) Major projects, including but not limited to, the construction, demolition, or remodeling of facilities, and, as appropriate, the selection of architects and engineers;

(f) Institutional mission, strategic and master plans, or relevant parts thereof, dealing with matters within the purview of the finance and facilities committee;

(g) Policies as related to the health of the campus community particularly related to current or emerging health crises; and

(h) Policies that provide for the acquisition, development, access, and use of electronic technology within the purview of the committee.

(ii) 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:

(a) The university's internal auditor;

(b) External auditors; and

(c) State auditor.

Auditor's work product includes findings, management letters, and all other relevant documentation.

(iii) To exercise on behalf of the board ancillary jurisdiction as related to the bylaws contained in paragraph (D)(6)(c)(ii) of this rule, or as assigned by the board or its executive committee.

(iv) The finance and facilities committee will include the following subcommittee:

(a) Audit subcommittee.

(i) The audit subcommittee, chaired by the chairperson of the finance and facilities committee, will be composed of the chairperson and four additional trustees who will be appointed annually by the chairperson of the board. As appropriate, when

receiving and considering certain audit reports, the president may be excused from the subcommittee proceedings.

(ii) The audit subcommittee will meet at least once annually and perform those duties as assigned by the finance and facilities committee relative to the bylaws contained in paragraph (D)(6)(c)(ii) of this rule. The subcommittee will report its findings and recommendations to the finance and facilities committee.

(d) Investment committee.

(i) To consider those matters that warrant board attention or require board action relating to:

Section 3345.05 of the Revised Code, to exercise the authority and responsibility provided by law including but not limited to:

(a) Policies governing investments issued by the university.

(b) Custody and investment of any funds which are now under or may in the future come under control of the board of trustees.

(ii) To assist the board in the exercise of its oversight responsibilities relating to those

administrative departments and functions within the purview of the committee.

(iii) To exercise on behalf of the board ancillary jurisdiction as related to the bylaws contained in paragraph (D)(6)(d)(ii) of this rule, or as assigned by the board or its executive committee.

(e) Intercollegiate athletics committee.

(i) To consider those matters that warrant board attention or require board action relating to:

(a) Policies that provide for and govern the university's participation in intercollegiate athletics;

(b) Personnel matters; however, approval of personnel actions will occur in the university affairs committee;

(c) Policies that provide for the effectiveness of the NCAA compliance program;

(d) Policies that provide for the effectiveness of ensuring and promoting the academic, health, and social welfare of student-athletes;

(e) Policies that assure the effectiveness of implementing the committee's endorsed budget;

(f) Academic performance and progress of student-athletes annually;

(g) Governance policies related to intercollegiate athletics;

(h) The president's proposed approach to the selection of and term of service of the NCAA faculty representative(s);

(i) Comparison of benchmarks that have been mutually agreed upon by the president and the director of intercollegiate athletics and endorsed by the committee; and

(j) The faculty NCAA athletics representative(s) in serving as a liaison between the academic enterprise and the intercollegiate athletics department and receives the yearly update provided to the academic senate.

(ii) The faculty representative(s), as specified in rules 3356-6-02 and 3356-6-03 of the Administrative Code (university policies 3356-6-02 and 3356-6-03), shall be a nonvoting member(s) of the committee. This (these) position(s) shall not count toward the determination of a quorum of the committee.

(iii) To assist the board in the exercise of its oversight responsibilities relating to those administrative departments and functions within the purview of the committee.

(iv) To exercise on behalf of the board ancillary jurisdiction as related to the bylaws contained in paragraph (D)(6)(e)(iii) of this rule, or as assigned by the board or its executive committee.

(f) University affairs committee.

(i) To consider those matters that warrant board attention or require board action relating to:

(a) Policies that provide for and govern the internal administrative operations of the university, excluding matters assigned to other of the board's standing committees;

(b) Policies that provide for and govern university employment where collective bargaining agreements apply, including but not limited to, oversight of the collective bargaining process and labor negotiations with unions representing university employees;

(c) Policies that provide for and govern university employment exempt from collective bargaining agreements, including but not limited to, oversight of contractual arrangements with exempt personnel;

(d) Policies that 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;

(e) Policies that provide for the acquisition, development, access, and use of electronic technology; and

(f) Institutional mission, strategic and master plans, or relevant parts thereof, dealing with matters within the purview of the committee.

(ii) To assist the board in the exercise of its oversight responsibilities relating to those administrative departments within the purview of the committee.

(iii) To exercise on behalf of the board ancillary jurisdiction as related to the bylaws contained in paragraph (D)(6)(f)(ii) of this rule, or as assigned by the board or its executive committee.

(g) Workforce education and innovation committee.

(i) To consider those matters that warrant board attention or require board action relating to:

(a) Policies that provide for the optimal utilization and effectiveness of all areas pertaining to workforce education and innovation;

(b) Policies that provide for optimal alignment of initiatives and activities associated with job entry and career advancement;

(c) Policies that optimize institutional engagement with local, regional, statewide and national workforce education and innovation initiatives;

(d) Policies that optimize the potential

to monetize activities and initiatives across the education for workforce entry and career advancement spectrum;

(e) Policies that provide for and govern the university's participation in initiatives related to education for career entry and work advancement;

(f) Personnel matters; however, approval of personnel actions will occur in the university affairs committee; and

(g) Annual financial report to the full board of trustees.

(ii) To assist the board in the exercise of its oversight responsibilities relating to those administrative departments and functions within the purview of the committee.

(iii) To exercise on behalf of the board ancillary jurisdiction as related to the bylaws contained in paragraph (D)(6)(g)(ii) of this rule, or as assigned by the board or its executive committee.

(h) Executive committee.

(i) The membership of the executive committee shall consist of the chairperson (presiding), the vice chairperson, and the chairpersons of the academic excellence and student success committee, the institutional engagement committee, the finance and facilities committee, the investment committee, the intercollegiate athletics committee, and the

university affairs committee. The executive committee will consider those matters that warrant board attention or require board action relating to:

(a) Matters relevant to the employment, assessment and compensation of the president, 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;

(b) Matters relative to the employment, assessment and compensation of the secretary, if determined by the board to be necessary, 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;

(c) 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;

(d) 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;

(e) Resolution of jurisdictional am-

biguities between or among the board's standing, ad hoc, or special committees; and

(f) Other matters as appropriate to an executive committee, or as assigned by the board.

(i) Governance committee.

(i) The governance committee shall be chaired by the chairperson, except as otherwise provided herein, and will meet on an as-needed basis to:

(a) Consider proposed changes in the bylaws of the board, with recommendation to the board, as appropriate, for its attention or action;

(b) 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;

(c) Any institutional mission statement, strategic or master plans, with recommendation to the board, as appropriate, for its attention or action;

(d) Develop and schedule board advances, workshops, seminars, orientation programs, and other special events, with recommenda-

tion to the board, as appropriate, for its attention or action;

(e) Provide for periodic board self-evaluation and assessment;

(f) Elect officers annually through a nomination process at its next to last regularly scheduled quarterly meeting of the university's fiscal year. When the governance committee is engaged in the making of nominations, it will, at the request of the chair of the committee to avoid a conflict of interest in the process, be chaired by the trustee whose term is expiring and is therefore not eligible to serve as an officer. When the governance committee is engaged in the making of nominations, the president of the university may be excused from the committee's proceedings;

(g) The chair will annually survey the trustees regarding their interest, willingness and qualifications to serve in leadership roles in the forthcoming term, the results of which will be presented to the next elected chair of the board; and

(h) Consider other matters as appropriate to a governance committee, or as assigned by the executive committee of the board.

(7) 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 committee. The chairperson shall determine the membership of the ad hoc committee and when the work of the ad hoc committee is completed.

(E) Article V. Administration of the university.

(1) President of the university, faculty, and staff. 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.

(2) Other personnel. 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.

(3) Reports to the board.

(a) Budget. At a meeting of the finance and facilities committee prior to 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 policies 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 present to the board for its review and approval a plan to address any anticipated shortfalls. The status of the budget shall be reported to the board at each of its regularly scheduled meetings.

(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.

(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.

(i) The president shall cause to have prepared and submitted to the board, at or before its first regular meeting after January first 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.

(ii) 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 first 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) Obligation of the university. At the close of each fiscal year the president shall cause to be prepared and submitted to the board a report describing the obligations of the university, financial and otherwise, the terms and conditions of repayment or satisfaction of such obligations and any security given by the university toward such obligations.

(g) 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.

(h) Youngstown state university development service agreement. At the end of each fiscal year the president shall cause to be prepared and submitted to the board a report pertaining to the university's development functions. Said report shall include detailed information regarding the university's relationship with the YSU foundation and activities performed by the Youngstown state university development service agreement entered into between the university and the YSU foundation.

(4) Purchasing practice. All purchases by the university shall be made in accordance with the policies of the board and the laws of the state of Ohio.

(F) Article VI. University organizations.

(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 finance and facilities committee, at or before its first meeting after September first 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.

(G) Article VII. Instruction and degrees.

(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 and the president.

(b) Honorary degrees. The board will consider the conferral of honorary degrees given the recommendations to the provost by the academic senate as stipulated in its charter and the provost to the president

as recommended to the board.

(c) Commencement speakers. The board will consider the selection of a commencement speaker given the recommendations to the provost by the academic senate as stipulated in its charter and the provost to the president as recommended to the board.

(H) Article VIII. Miscellaneous.

(1) Appearances before governmental offices. 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.

(2) Use of university facilities. The use of university facilities shall be governed by such rules and regulations as may be promulgated by the president.

(3) 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 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 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, short, 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.

(4) Protocol for handling letters, petitions, or other such forms of communication submitted to the board.

(a) Any such communication of a personnel nature will be considered by the appropriate committee of the board at the next regularly scheduled meeting.

(b) Communications other than personnel matters will be considered for appropriate disposition at the next agenda setting meeting for the upcoming regular meeting of the board.

If considered to be an urgent matter by the president, the board chair will be consulted to determine the appropriate next steps regarding the matter.

(I) Article IX. Bylaws, rules, and policies (promulgation, amendment, and repeal).

(1) Statement of purpose. University 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.

(2) Rules and policies: promulgation, amendment, and repeal. 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.

(3) Amendments to bylaws.

(a) Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by affirmative vote of

not less than five 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) Amendments to the bylaws shall be effective upon adoption by an affirmative vote of not less than five members of the board.



Youngstown State University does not discriminate on the basis of race, color, national origin, sex, sexual orientation, gender identity and/or expression, disability, age, religion or veteran/military status in its programs or activities. Please visit www.ysu.edu/w-accessibility for contact information for persons designated to handle questions about this policy.to handle questions about this policy.

1/2026