

SECOND READING

**RESOLUTION TO
AMEND THE BYLAWS
OF THE
BOARD OF TRUSTEES OF YOUNGSTOWN STATE UNIVERSITY**

WHEREAS, the Board of Trustees of Youngstown State University is a self-governing body established under Chapter 3356 of the *Ohio Revised Code*;

WHEREAS, the Board of Trustees has adopted *Bylaws of the Board of Trustees of Youngstown State University* (the "*Bylaws*") regarding its governance and policies regarding its procedures;

WHEREAS, during the Governance Committee meeting held on June 17, 2026, the committee discussed an amendment to the Bylaws and proposed language changes in the form of a First Reading in accordance with the Bylaws. The amendment proposed aligns the language regarding the timing for the election of officers to occur at the board's **next to last** regular meeting of the university's fiscal year; and

WHEREAS, Article III (C)(3) "Qualifications, election, and term of office" will be retitled to "Qualifications and term of office" and will be amended to remove the language regarding the timing of the election, but will cross reference the nomination and election process described below. See Attachment A; and

WHEREAS, Article IV Section (D)(6)(i)(i)(f) "Governance Committee" will describe the process for nominating officers at the next to last regularly scheduled Governance Committee meeting and electing officers at the next to last regularly scheduled Board meeting of the university's fiscal year. This section will now include a cross reference to the above section "Qualifications and term of office". See Attachment B; and

WHEREAS, this is the second reading of the proposed adjustments to the Bylaws.

NOW, THEREFORE, BE IT RESOLVED, that effective immediately, the Board of Trustees of Youngstown State University does hereby amend its *Bylaws* as shown attached hereto.

**Board of Trustees Meeting
September 17, 2026
YR 2027 - 27**

ATTACHMENT A

- (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 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. See Article IV Section (D)(6)(i)(i)(f).

ATTACHMENT B

- (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, **see Article III Section (C)(3)**;