

Bylaws of the Board of Trustees

Article I. Board of Trustees

Section 1. General Powers

The Board of Trustees 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 and continuous operation of the university. The board may accept donations of lands and money for the purposes of the university.

Section 1.01. Additional Powers

The board shall approve all contracts to which Wright State University is a party; review, approve, amend, or disapprove all capital and operating budgets of the university; and, exercise surveillance to see that all expenditures of the university are made pursuant to all pertinent laws, regulations, policies, and budgets in force. The board may delegate authority for certain of these functions from time to time.

The board shall approve the degrees to be granted by the university, and shall grant any such degrees after due consideration of the nominations submitted by the president.

Section 2. Organization of the University

The Board of Trustees, in consultation with the president and with due regard for the professional judgment of the faculty as expressed through their chosen representatives, shall establish and prescribe the principal functions of major academic divisions, colleges, centers, departments, and professional schools within the university.

For the purpose of executing the policies and administering the various programs of the university, there shall be established educational and administrative units within the university. All units of the university shall be established, altered, or abolished only on vote of the Board of Trustees.

Section 3. Regular Meetings

The board shall hold no fewer than four regular meetings each year, one of which will be the annual meeting. These meetings shall be held at such times as the board may from time to time direct.

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Section 4. Special Meetings

Special meetings of the Board of Trustees will be held upon the call of the chair of the board, the president of the university, or upon a written request of three members of the board directed to the secretary of the board. A call for a special meeting shall specify the time and objectives thereof, and no business other than specified in the call shall be transacted at any such meeting unless otherwise agreed upon by a majority of all members of the board present.

Section 5. Public and Executive Sessions

All meetings of the Board of Trustees are subject to the requirements of the *Ohio Public Records and Public Meetings Act* and shall be open to the public. Actions taken in executive session must be approved in open session to be legally effective.

Section 6. Notice to the Board

Except in cases of emergency, the secretary or the party calling a meeting shall give at least five days notice of all meetings to board members and to the president of the university. Notices shall be in writing or electronic form and shall be delivered in person or to the residence or business address of each member of the board or transmitted to an electronic receiving point as designated by each member. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope properly addressed with postage thereon prepaid. If delivered by electronic means, it will be effective on the date sent. Any board member may waive notice of any meeting. The attendance of a board member at any meeting shall constitute a waiver of notice of such meeting, except where said member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum

A majority of the members of the board shall constitute a quorum for the transaction of business at any meeting of the board; but, if less than a majority of the members of the board are present at said meeting, a majority of the members present may adjourn the meeting from time to time without further notice. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. At any meeting where a quorum is present, a majority vote of those present shall be required for any official action of the board, except as otherwise required by law or by these bylaws.

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Section 8. Organization of Meetings

At each meeting the board, the chair or in his/her absence the vice-chair of the board, or in the absence of both, a chair chosen by a majority of the board present, shall preside. The secretary of the board, or in his/her absence any person appointed by the board shall keep the minutes thereof and otherwise perform the duties of secretary.

Section 9. Place of Meetings

All meetings of the Board of Trustees shall be held in the facilities of Wright State University, unless otherwise previously directed by the board.

Section 10. Order of Business; Agenda

Unless otherwise ordered by the board, the order of business at all meetings of the board shall be as follows:

- A. Roll call
- B. Proof of notice of meeting
- C. Disposition of minutes of previous meeting
- D. Election of officers when required
- E. Report of the president of the university
- F. Report of the chair of the Board of Trustees
- G. Reports of the committees of the Board of Trustees
- H. Report of the President of the Faculty
- I. Report of the Student Trustees
- J. Unfinished business
- K. New business
- L. Adjournment

Executive sessions of the board will be scheduled by the chair or vice-chair and convened by proper motion approved by a majority of the trustees present at any regular, special or adjourned meeting.

Section 11. Agenda for Special Meetings

Except in emergencies, the party calling a special meeting shall prepare and place in the hands of the secretary an agenda of the meeting in time for the secretary to include it in the notice provided for in Section 4 of this article.

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Section 12. Voting

A roll call vote is necessary when transacting financial business or electing or removing a president of the university. On all other matters, a voice vote shall be sufficient, unless a roll call vote is requested by a member of the board.

Section 13. Notice to the Public

A. Regular Meetings. The secretary shall annually, before December 31, release for publication in one or more newspapers of general circulation in the counties of Montgomery, Greene, Mercer, and Miami, state of Ohio, and shall release for broadcast to one or more VHF and one or more UHF television stations broadcasting in Montgomery County, Ohio, and to one or more AM and one or more FM radio stations broadcasting in Montgomery County, Greene, Mercer, and Miami counties, Ohio, and shall release for publication in any official student newspaper and for broadcasting by any official radio station then operating on any campus of Wright State University, a calendar of the regularly scheduled meetings of the Board of Trustees to be conducted during the succeeding twelve months. In the event of any change in the calendar of regularly scheduled meetings of the Board of Trustees, the secretary shall release such change for publication and broadcast not later than ten days before the first meeting to be conducted under such revised schedule. In the event a VHF or UHF television station is opened in any of the counties of Greene, Mercer, and Miami, Ohio, a calendar of regularly scheduled meetings shall be released to such station.

B. Special Meetings

General Notice. In the event of a special meeting of the Board of Trustees, the secretary shall notify the representatives of the news media specified in subsection A above of the time, place, and purpose of such special meeting. Such notice shall be given by one of the methods as follows: (a) in writing, which must be mailed no later than four calendar days prior to the date of the special meetings; (b) by telephone, no later than twenty-four hours prior to the special meeting; or (c) by electronic means no later than twenty-four hours prior to the time of the special meeting.

Emergency Special Meetings. In the event an emergency special meeting of the Board of Trustees is necessary, the secretary shall orally or electronically notify all such media representatives and shall record the fact of such notice in a statement to be attached to the minutes of the meeting.

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Request for Notice. Any representative of the news media may obtain notice of all special meetings by requesting in writing that such notice be provided. Such notice will only be given, however, to one particular representative of a publication or radio or television station, including those representatives specified in subsection A above. A request for such notification shall be addressed to the secretary of the Board of Trustees and shall provide the name of the individual representative to be contacted, his/her mailing address, and a maximum of two telephone numbers or electronic addresses where he/she can be reached. The secretary shall maintain a list of all representatives of the news media who have requested notice of special meetings pursuant to this section. All notices of special meetings to such listed representatives shall be given in accordance with the first two paragraphs of subsection B.

C. Public Notice of All Meetings

The secretary shall provide a procedure whereby any person may determine the time and place of all regularly scheduled meetings and the time, place, and purpose of all special meetings of the Board of Trustees. This procedure may consist of any or all of the following, at the discretion of the secretary: (a) by writing to an address determined by the secretary; or (b) by calling a telephone number specified by the secretary; or, (c) by consulting a physical or electronic bulletin board designated by the secretary.

D. Notice of Specified Matters

Any person can, upon payment of an annual fee determined from time to time by the secretary, but not exceeding the amount of 10 receive notice of all regular and special meetings of the Board of Trustees scheduled during any calendar year at which specific subject matters designated by such persons are scheduled for discussion. In order to receive notification, any such person shall provide to the secretary a list of such specific subject matters with respect to which notice is requested and may also provide a sufficient quantity of self-addressed, stamped envelopes with respect to any meeting of the Board of Trustees. The secretary shall notify those persons who have requested notification pursuant to subsection B, *Request for Notice*, by mailing the agenda of the meeting to all persons who have requested such notification in such self-addressed, stamped envelopes, to those persons who have listed with the secretary the specific type of public business in which they are interested. If requested by persons who have requested notification, the secretary may notify such persons by electronic means to an address provided by such persons. The secretary shall have complete discretion to determine (a) the appropriate method of notification pursuant to this subsection, and (b) whether any type of public matter listed by any person with the secretary pursuant to this subsection is within the category or categories of matters to be discussed at any meeting of the Board of Trustees.

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Article II. Officers of the Board of Trustees

Section 1. Number and Title

The officers of the board shall consist of a chair and vice-chair and may include a secretary a treasurer, and such other officers of the board, as the interests of the university require.

Section 2. Election

A slate of officer nominees shall be presented at the annual meeting by the chair after consultation with the trustees. Additional nominations may be made at such meeting. The officers of the board shall be elected at the annual meeting of the board. They shall take office immediately following the adjournment of the meeting at which they are elected and shall hold their office to the following annual meeting of the board and until their successors are elected and qualified. The chair, and vice-chair and secretary of the board must be members of the board. The qualifications of all other officers shall be determined by the board.

Section 3. Vacancies

Vacancies in any of the offices of the board shall be filled by the chair on a *pro tempore* basis. Such appointments shall be subject to approval by the board at the next regular meeting. Such appointments shall be for the unexpired term of such offices and shall be in compliance with Article II, Section 2, of these bylaws.

Section 4. Removal of Officers

Any officer of the board may be removed at any time, either with or without cause, by resolution adopted by the affirmative vote of a majority of the members of the board at any meeting of the board, provided that the notice of the meeting specifies that such removal action is to be considered.

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Section 5. Attendance

Board members shall make their best effort to attend all meetings of the board and the committees on which they serve and are subject to the additional requirements of Ohio **Revised Code**, § 3.17. The secretary shall notify a trustee of any failure to comply with this duty under the Ohio **Revised Code**.

Section 6. Chair

The chair shall preside at all meetings of the board and shall sign the minutes of all proceedings of the board. He/She shall have the authority to appoint members of and fill vacancies on all standing and special committees, after consultation with his/her fellow trustees, unless otherwise ordered by the board. He/She shall perform such duties as usually pertain to this office and such other duties as from time to time may be assigned to him/her by the board. Unless specifically provided to the contrary by the board, the chair may assign any of his/her duties to another member of the board. No board chair should serve more than two (2) consecutive terms.

Section 7. Vice-Chair

At the request of or in the absence or disability of the chair, the vice-chair shall assume all of the duties and obligations of the chair. In addition, the vice-chair shall perform such other duties as may be assigned to him/her from time to time by the chair or by the board.

Section 8. Secretary of the Board

The secretary of the board shall be the custodian of and be responsible for the official books and records of the board, and shall insure that minutes of all meetings and proceedings of the board are produced and maintained. The secretary shall cause notice to be given of all regular meetings of the board, in accordance with the provisions of these bylaws. He/She shall perform such other duties as from time to time may be assigned to him/her by the board or by the chair. The secretary may delegate to the secretary to the board (a position to be appointed by the president) such of these functions as he/she sees fit.

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Section 9. Treasurer

The Board of Trustees may appoint a treasurer of the board, with duties as prescribed by the board. This position may be separate from that of treasurer of the university, a position within the administration. The board shall assure that any board treasurer and the treasurer of the university shall give an adequate bond to the state, as determined by the board and the attorney general of Ohio.

Article III. Committees

Section 1. Standing Committees

The chair of the board, within thirty days after the annual meeting and after consultation with his/her fellow trustees, shall appoint standing committees as follows: Academic Affairs, Advancement, Building and Grounds, Finance and Audit, and Student Affairs. The chair of the board shall designate the chair of each standing committee, the members of which shall be members of the board. All standing committees shall serve at the pleasure of the board and until their successors are appointed. A majority of the membership of each committee shall constitute a quorum, provided, however, in the event such quorum shall not be present, the chair of the board is empowered to appoint *pro tempore* committee members from the membership of the board in order to provide such quorum. Within its area of activity, each committee shall consider proposals, which may be originated by the board, the chair, the president of the university, or within the committee. Each standing committee may take action on such proposals subject to approval by the board, unless the board has specified otherwise as provided in Article V. Only duly appointed committee members shall vote on issues before the committee.

Section 2. Special Committees

The chair from time to time may appoint such special committees as he/she decides are necessary. Special committees may include, but shall not be solely composed of, persons who are not members of the Board of Trustees. A special committee shall serve until completion of the task assigned to it but not later than the adjournment of the next annual meeting, unless reappointed. Other than special fundraising committees, special committees shall not exist for more than two years. The chair shall designate the chair of any such committee. A majority of the membership of each committee shall constitute a quorum, provided, however, that in the event such quorum shall not be present at any committee meeting, the chair of the board shall be empowered to appoint *pro tempore* members to the committee in order to provide such quorum. Meetings of special committees shall be held upon call of the chair of the committee.

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Section 3. Ex Officio Members

The chair of the Board of Trustees and the president of the university shall be *ex officio* members of all committees, but the chair and president are not eligible to serve as a voting member of any standing or special committee.

Section 4. Executive Committee

An executive committee may be created and shall be composed of at least four members of the board appointed by the chair and approved by the board. This committee shall have broad powers to act in all matters not deemed by the chair of the board and the president of the university as of sufficient importance to command the immediate attention of the whole board. All acts of the executive committee shall be subject to approval by the board, except those wherein the board has delegated to the executive committee full power to act for the board.

Article IV. President of the University

Section 1. Appointment

The president of the university shall be appointed by the Board of Trustees and serves at the pleasure of the board. The president is the chief executive officer of the university and has direct charge of and is responsible to the board for the operation of the university and shall be the authorized means of formal communication between the board and all university employees except the university internal auditor. The president shall submit to the board, in writing, an annual report on the condition of the university. The Board of Trustees shall fix the compensation of the president of the university.

The concurrence of six members of the Board of Trustees shall be required to elect or to remove a president. The president shall receive a minimum of six months notice of termination of employment; unless other provision for such notice is set forth in his/her contract of employment.

Section 2. Attendance at Meetings

The president shall attend all meetings of the board and, in an advisory capacity, shall have a voice in its deliberations. He/She shall have the authority to initiate any subject at board meetings.

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Section 3. Responsibilities

The president of the university is charged with full responsibility and authority for conducting, directing, and managing the affairs of the university consistent with policies, regulations, and operating procedures promulgated by the Board of Trustees and subject to all applicable laws. The president is authorized to delegate responsibility and authority as he/she may deem necessary to officers and employees of the university for action on any matters not delegated originally to other officers by the Board of Trustees. All formal communications to the board shall be transmitted through the president of the university, except as the chair of the board and its committees shall invite communications.

Section 4. Staff and Faculty Relation to Board of Trustees

All appointments to the staff and faculty, and removals shall be made by the board, upon recommendation of the president.

Section 5. Powers and Duties

The president shall be the chief executive officer of Wright State University and shall be responsible, within the policies and procedures established by the Board of Trustees, for the administration of the affairs of the university. In carrying out such responsibilities, the president shall:

- A. manage and direct the day-to-day operation of the university;
- B. lead in development of policies, programs, and organizational units in the furtherance of teaching, advancement of knowledge, and public service as primary goals of the university, and direct and promote the university's activities toward achievement of excellence in such activities;
- C. lead and direct development and maintenance of strategic and long-range plans for the orderly growth of the programs and the physical plant of the university;
- D. formulate policies and codes of operating procedures governing the nonacademic administrative processes of the university, including, but not limited to, business administration, physical plant management, and administrative personnel affairs, and present such recommended policies and operating procedures to the Board of Trustees from time to time for their consideration and information; and insure compliance with all such policies as are adopted by the Board of Trustees;

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- E. direct the development of the capital improvement program for the university and recommend its approval to the Board of Trustees;
- F. formulate and recommend operating and capital improvement budgets to the Board of Trustees for approval and insure that all expenditures are in compliance with approved budgets;
- G. review, accept, modify, or reject recommendations of the campus governance bodies, or cause such activities to be done, with respect to any matter concerning academic policy, programs, or procedures; present to the board all formal recommendations on such matters and fairly and fully report differing positions, if any, on them. The president shall inform the faculty or the campus governance body of the board's position in those areas where their interests and well-being are affected;
- H. appoint all academic and administrative officers of the university, subject to confirmation by the Board of Trustees;
- I. make recommendations to the board concerning the appointment of faculty, promotions, the awarding of tenure, and the granting of emeritus status;
- J. appoint a treasurer of the university and all other administrative officers of the university, subject to confirmation by the Board of Trustees;
- K. serve as appointing authority with respect to all positions in the classified service;
- L. take actions on behalf of the university in all other personnel matters concerning university employees;
- M. initiate, manage, and personally participate in university fundraising activities;
- N. inform the board of actions taken by the president, as appropriate, and of the development of critical or controversial issues;
- O. from time to time or upon request of the board, present a written report on the condition of the university, including academic affairs, student affairs, institutional advancement, and business and financial affairs;
- P. recommend the awarding of degrees to candidates who have completed all degree requirements and are recommended by the faculty of the appropriate college, school, or division, and the authority to confer such degrees; and,
- Q. exercise such other authority as is provided by the Policies and Procedures of the board or by the statutes and regulations of the state of Ohio, or as delegated by the Board of Trustees.

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Section 6. Overall Responsibility of the President

The president, as chief administrator of the university, shall hold the principal stewardship, on behalf of the Board of Trustees and the people of the state of Ohio, for the proper utilization of the properties and facilities of the university. He/She shall, therefore, require that no activity shall interfere with the continuous operation on the campus of the officially authorized programs of the university in the fields of teaching, public service, and the advancement of knowledge, pursuant to the official purposes of the university; and he/she shall take all steps necessary to maintain the security of the properties, facilities, and personnel of the university.

Section 7. Evaluation of the President

- A. The president shall be informally evaluated, in executive session, at the annual meeting of the board, according to objectives, specific and general, developed by the president and approved by the board. Objectives for the ensuing year shall be presented by the president for review and approval by the board at the annual meeting of the board.
- B. At the discretion of the board, the president may be formally evaluated by the board at any time determined by the board. The formal evaluation shall utilize an outside evaluator appointed by the board after consultation with the president.
- C. The evaluations contemplated by this section relate to the president's employment by the board and his/her continued service as president. The board intends all such evaluations to be confidential records of the board, except as otherwise required by law or court order.

Article V. Authority of Trustees and Committees

No trustee or committee of the board shall have authority to commit the Board of Trustees to any policy, action, or agreement unless specifically granted such authority by formal action of the board.

Article VI. The University Faculty

Section 1. Membership

The university faculty shall be comprised of the president of the university, university officers for academic affairs, and personnel who hold full-time positions within the university with the following ranks: professors, associate professors, assistant professors, lecturer, or instructors. Lecturers, part-time appointees, fellows,

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assistants, and acting, visiting, research, clinical, and adjunct appointees shall participate in the collective decisions of the University faculty only insofar as the faculty shall authorize such participation, with the concurrence of university president.

University Faculty: Powers. The legislative authority to establish educational and academic policies of the university is vested in the university faculty, subject to the approval of the president of the university and the Board of Trustees. In this connection, the University faculty shall have the authority, subject to the approval of the Board of Trustees, to adopt rules to effectuate the educational and academic policies of the university. It shall also act upon all matters of routine faculty business in pursuance of already established university policies and shall recommend to the Board of Trustees candidates for honorary degrees.

Graduate faculty. There shall be established a graduate faculty with such membership and having such authority and responsibility as provided by rule promulgated by the university faculty through a graduate council and approved by the university president and the board.

College and department or school faculties. There shall be established college and department or school faculties with such membership and having such authority and responsibility as provided by rule promulgated by the university faculty or university senate and approved by the university president and by the board.

All members of the faculty shall be responsible to the chair of their department or to the director of their school and through the chair or director to the dean and the provost for the faithful and efficient performance of their duties.

Faculty communication with president: The ordinary method of formal communication between a member of the faculty and the president shall be through the chair or director, the dean of the college, the appropriate member or members of the president's executive committee, and then to the provost and then to the president. This guidance is not intended to restrict how the president may communicate with members of the faculty, or to prevent faculty members from communicating with the president.

Appointments: Upon nomination and recommendation by the president of the university, the Board of Trustees shall make all appointments to all positions within the university and approve the salaries therefor.

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Section 2. Academic Policies and Procedures

The university faculty, in consultation with the president and the provost, shall formulate policies and procedures governing the academic program, admissions, academic standards, student affairs, faculty personnel, and other fields of University operation composed wholly or primarily of academic and professional subject matter. The president shall present such recommended policies and procedures to the Board of Trustees from time to time for their consideration and insure compliance with all such operating procedures as are adopted by the Board of Trustees.

Section 3. Admission, Courses and Curricula

Admission Requirements: Admission requirements, including admission to advanced standing, for entrance into the university shall be adopted by the Board of Trustees upon recommendation of the appropriate faculty and the approval of the University senate or the university faculty.

Course and curricula: The establishment, alteration and abolition of courses and curricula shall follow the procedures outlined by rule of the university faculty or university senate, as the rule is approved by the Board of Trustees, and shall be subject to review by the president and by the board.

Section 4. Degree Requirements

Graduation requirements: The requirements for degree completion and graduation from the University shall be adopted by the Board of Trustees upon recommendation of the faculty.

Degrees and applicable certificates shall be awarded by the Board of Trustees upon recommendation of the university faculty, transmitted to the board by the president.

Article VII. The Student Body

Section 1. Membership

During any academic term the student body of Wright State University shall be comprised of all students pursuing course work for academic credit.

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Section 2. Student Representative Assembly

The student body may, in consultation with the student affairs officers of the university, establish an elected representative student assembly that shall be the official agency for the exercise of powers and duties on behalf of the student body. Such an elected representative student assembly shall function in accordance with a constitution, bylaws, and such rules and regulations as may be necessary for its operation. The constitution and bylaws shall be drafted in consultation with the student affairs officers of the university and become effective through applicable university procedures. The title, composition, powers, and duties of the representative student assembly shall be prescribed in the constitution of the assembly.

Section 3. Student Discipline

The president shall have the final responsibility and authority for the discipline of all students of the university. This responsibility and authority may be delegated by the president to the vice president for student affairs and enrollment services.

Section 4. Student Activities

All student activities shall be conducted by student organizations under rules and regulations promulgated by the vice president for student affairs and enrollment services.

Each student organization shall be required to have a faculty or staff advisor. The advisor shall maintain contact with the student organization of which he/she is an advisor to such degree as to be familiar with its program and personnel. The faculty or staff advisor shall advise the group on its program and personnel, having in mind not only the objectives of the particular group, but the best interests of the university.

Article VIII. University-Related Organizations

Section 1. General Policy

The president may formulate, in consultation with the faculty, operating procedures relative to voluntary university-related organizations functioning or proposing to function on the campus of the university and may present such operating procedures to the Board of Trustees for their consideration. In the interest of freedom of assembly and communications, it shall be a basic policy of the university to impose as few formal requirements as practicable upon the procedures of such organizations.

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Section 2. Equality of Voluntary Organizations

It shall be a general policy of the university to extend equal treatment to all lawful, voluntary, university-related organizations functioning or proposing to function on the campus. Pursuant to such policy, the university shall not perform special services or extend any exclusive privileges to any one such organization that clearly would not be feasible with respect to other such organizations. Insofar as the president may determine that resources of the university are sufficient, and insofar as such organizations are in compliance with the operating procedures of the university, such organizations may have access to the facilities of the university for meetings; to the regular facilities and services of the university for the dissemination of messages, meeting notices, and announcements; and, to the directories of university personnel.

Section 3. Use of University Facilities

In any instance in which a voluntary university-related organization wishes to conduct or sponsor any meeting, visiting speaker, or other activity on the campus, such organization shall arrange in advance, with the appropriate administrative officers, for the reservation and use of space and facilities for such event. In any instance in which the proposed time and place of such a meeting or other activity is found to be in conflict with other appropriate activities, the appropriate University official shall require changes of scheduling as necessary to avoid such conflict of time and place.

In the scheduling of use of facilities on the campus, the meetings and other activities of voluntary university-related organizations shall be deemed to have lesser priority than the regular activities in connection with the academic programs, pursuant to the official purposes of the university, and in no case shall the activities of such organizations interfere with the regular programs in pursuit of those purposes.

Section 4. Responsibility for Expressions of Views

Expressions of views or of conclusions drawn from study, whether by students, faculty members, or other employees or voluntary university-related organizations, and whether occurring on the campus or elsewhere, shall be attributed only to the true sources of such views or conclusions and not to the university, unless expressed by the university by the Board of Trustees or by the president or by his/her designated representatives. The president shall take such steps as necessary to require correct and public attribution of such expressions.

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Section 5. Soliciting and Sale of Goods

- A. **Soliciting On Campus for Charitable and Nonprofit Causes.** Wright State University supports voluntary contributing to worthy charitable and nonprofit programs, and representatives of such programs may seek advance permission through established University processes and with appropriate university officials empowered to grant permission to solicit funds on campus. If approval is granted, a schedule for soliciting shall be established and the university will then lend appropriate facilities and internal communications systems as determined by university officials.
- B. **Solicitation Off Campus by University Members or Organizations.** Wright State University recognizes the benefits that may accrue from soliciting off campus for the support of university or university-related projects and programs. To assure the greatest effectiveness in funding such projects and programs and to assure that funding efforts are consistent with the university's best interests, university members, agencies, and related organizations must receive permission from appropriate university officials before soliciting off campus for the support of university or university-related projects and programs.
- C. **Soliciting On Campus for Sale of Goods or Services for Profit.** Wright State University recognizes that students, faculty, and staff while on campus constitute a potentially attractive captive market for the sale of goods or services for profit. As the university is opposed both to assisting in subjecting its members to solicitations for profit and to providing opportunities for interference with the activities of the university and its members, the sale of goods or services for profit on campus is prohibited, except as such goods or services are made available to university members through the bookstore, the university center, or other university-related agencies, as authorized by university policies as applied by appropriate university officials.

Article IX. Operating and Capital Budgets

At appropriate times, the president of the university shall present to the board the operating budget for the ensuing fiscal year and a capital budget for the biennium. Operating and capital budgets shall be presented in forms that will permit the trustees a full and comprehensive understanding of university financial affairs, and be fully responsive to any questions or inquiries of the trustees and the board. As necessary, the budgets may be revised from time to time by the board. After approval by the board, the operating budget shall govern all financial transactions. The president of the university shall establish procedures for the expenditure of all funds.

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Article X. Appearances Before Governmental Bodies

Subject to specific control by the board, the preparation and presentation of requests for appropriations from the state of Ohio, and all official appearances, communications, and dealings on behalf of the university with and before all federal, state, and local governmental offices, boards, and agencies shall be under the direction and authority of the president of the university.

Article XI. Organization of the University

Detailed regulations and operating procedures for the organization, administration, and operation of the university shall be promulgated by the president of the university and presented to the board from time to time for approval.

Article XII. Parliamentary Conduct

The board shall strive to operate by consensus. *Robert's Rules of Order* or comparable guide may be used by common consent to accomplish the formal resolution of issues coming before it, when not in conflict with any of the provisions of these bylaws.

Article XIII. Amendments to the Bylaws

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the board at any regular meeting or special meeting of the board called for such purpose, or by written consent, upon the concurrence of two-thirds of all members of the Board of Trustees.

Article XIV. Guidelines and Responsibilities of Trustees

- A. To become familiar with, committed to, and abide by the major responsibilities and duties of the board as set out in the laws of this state and the bylaws of Wright State University.
- B. To devote sufficient time to learn how the university functions--its uniqueness, strengths, and needs.
- C. To accept the spirit of academic freedom and shared governance, under the authority of the president and the Board of Trustees, as fundamental characteristics of university governance.

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- D. To prepare carefully for, regularly attend, and actively participate in board meetings and committee assignments.
- E. To vote and speak according to one's individual conviction, but be willing to support the majority decision of the board and to work with fellow board members in a spirit of cooperation.
- F. To maintain confidentiality when called for, and to refrain from acting as spokesperson for the board unless specifically authorized to do so.
- G. To support university fundraising efforts through personal giving in accordance with one's means and a willingness to share in the solicitation of others.
- H. To understand the role of the board as a governing policy-making body and avoid participation in the management of the university.
- I. To understand that the president is the chief executive officer of the university, the person through whom the board exercises its responsibilities for management of the university. While informal communications between board members and faculty, staff, and students are desirable, formal communications to or from the board should always be directed through the president.
- J. To insure that the conduct of the university by the president is systematically evaluated annually.
- K. To learn and consistently use designated institutional channels when conducting board business.
- L. To avoid any relationships that could be perceived as a conflict of interest with the university.
- M. To refrain from action and involvement that might prove embarrassing to the university and to resign if such action or involvement develops.
- N. To resign from the board if he/she becomes an active candidate for and service in, any partisan, elective public office determined by the board to be incompatible with the office of member of the board of trustees. The board's decision is final.
- O. To refuse gifts or accommodations by or on behalf of the university, its vendors, faculty, staff, or students, except admission to university events and functions.
- P. To make judgments always on the basis of what is best for the university as a whole and for the advancement of higher education, rather than to serve special interests.