

Bylaws of the Wright State University Board of Trustees

Article I. Board of Trustees

Section 1. General Powers

The board shall do all things necessary for the creation, proper maintenance, and successful and continuous operation of the university. 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 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.

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. These meetings shall be open to the public and held at such times as the board may from time to time direct.

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 public meetings of the Board of Trustees are subject to the requirements of the *Ohio Public Records and Public Meetings Act*. 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 without further notice. At any such adjourned meeting at which a quorum becomes 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.

Section 8. Organization of Meetings

At each meeting of 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. Conflict of Interest Statement
- C. Proof of notice of meeting
- D. Disposition of minutes of previous meeting
- E. Election of officers when required
- F. Report of the Chair of the Board of Trustees
- G. Report of the President of the University
- H. Reports of the committees of the Board of Trustees
- I. Report of the Student Trustees
- J. Report of the President of the Faculty
- K. Presentations
- L. Unfinished business
- M. New business
- N. Adjournment

This order of business is not applicable to standing or special committee public meetings.

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.

Section 12. Voting

A roll call vote is necessary when transacting financial business, approving reports for the state, adopting/amending programs, acceptance of degrees, approval of emeritus status, policy changes, 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.

Wright State University will notify by email media outlets and their representatives of Board of Trustees meetings prior to each meeting. Media outlets that want to receive notices of Board of Trustees meetings should contact the Office of Communications at news@wright.edu. Notices will include the date, time, location and agenda of the meeting. In addition, the secretary to the board shall annually, before July 1, release for publication in one or more newspapers of general regional circulation and shall release for publication in any official student newspaper, 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 to the board shall release such change for publication and email notification to media outlets not later than ten days before the first meeting to be conducted under such revised schedule.

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 email 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.

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 email 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 to the board 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 to the board.

D. Notice of Specified Matters

Any person can 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 to the board 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 either 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 to the board the specific type of public business in which they are interested, or 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.

Article II. Officers of the Board of Trustees

Section 1. Number and Title

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

Section 2. Election

A slate of officer nominees shall be presented for a vote at the last scheduled meeting of the year 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 last scheduled meeting of the year 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 last scheduled meeting of the year of the board or until their successors are elected and qualified. The chair, 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. Officer 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.

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

The secretary of the board shall be the custodian of, and be responsible for, the official books and records of the board, and shall ensure that minutes of all meetings and proceedings of the board are produced and maintained. The secretary shall ensure that notice procedures for all regular meetings of the board are implemented 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.

Section 9. Other Officers

Other officers' duties shall be determined upon creation of the position and shall only last for the term prescribed by the board.

Article III. Committees

Section 1. Standing Committees

The chair of the board, within thirty days after the last scheduled meeting of the year and after consultation with his/her fellow trustees, shall appoint standing committees as follows:

1. Governance and Compliance
2. Finance, Audit, and Infrastructure
3. Academic Affairs and Enrollment
4. Student Affairs and Athletics.

The chair of the board shall designate the chair of each standing committee and other board members to participate on each standing committee. The members of each standing committee 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.

A. Governance and Compliance Committee

The primary function of the Governance and Compliance Committee is to facilitate all matters of board governance, including periodic review of and recommendations for modifications to the bylaws, committee structure and charter oversight, board member orientation, training and self-assessment processes, gap analysis and recommendations related to Governor Appointments of new trustees, trustee/officer job descriptions, and oversight of university compliance policies and board risk management processes. The Governance and Compliance Committee also assists the Board of Trustees in fulfilling its oversight responsibility for the system of internal controls, the audit process not related to financial matters, and the University's process for monitoring compliance with laws and regulations and code of conduct. In addition, the Committee is to report its recommendations for action to the Board of Trustees in areas related to policies which provide for and govern:

- The external relationships established by or required of the University, excluding matters assigned to other of the Board's standing committees.

- Continuing University relations with its graduates, including but not limited to, alumni associational activity.
- University operations directed toward effective public relations, marketing, and the enhancement of community goodwill.
- University public service in, and partnerships with, the larger community, or segments thereof, including but not limited to, those relationships which are contractual.

B. Finance, Audit, and Infrastructure Committee

The primary function of the Finance, Audit, and Infrastructure Committee is to assist the Board of Trustees in fulfilling its oversight responsibility for the fiscal and infrastructure management of the University. The Committee, in exercising its duties, is to ensure the University's financial stability and long-term economic health. The Finance, Audit, and Infrastructure Committee combines the areas of finance, audit, and infrastructure oversight to include building, grounds and information technology. Primary responsibilities include oversight of the university's Financial Governance Policy, Investment Policy, financial budgeting/reporting and associated systems; purchase and sale of university-owned property; and infrastructure oversight. The committee should meet at least annually with outside independent auditors. The committee also provides a reporting line for the Internal Auditor for all matters that are independent of University management. This committee is to report its recommendations for action to the Board of Trustees. The Committee is to also consider and make recommendations concerning all policy matters requiring attention or action of the Board relating to:

- The University budget and financial operations, as well as budget alignment with academic objectives and priorities, business organization and practice
- The capital budget and plan to include submission of appropriation requests; and other such matters that involve the expenditure or commitment of funds related to capital planning and capital projects
- Placing and renewal of all insurance
- Borrowing of funds and issuance of bonds and notes
- Student tuition, fees, and other sources of university income
- Custody and investment of any funds which are now under or may in the future come under control of the Board of Trustees
- Institutional fiscal health indicators, including Senate Bill 6 and measures of the Higher Learning Commission of the North Central Association of colleges and schools

This committee shall constitute the board's "investment committee" as required by section 3345.05 of the Revised Code, and shall be authorized to exercise that authority and responsibility provided by law.

In considering matters relating to the infrastructure and campus facilities the Finance, Audit and Infrastructure Committee shall review and make recommendations to the board regarding:

- Matters relating to the grounds and facilities of all campuses and other real property of the university, campus master plans, capital project plans, major capital construction projects, and long-range development of the total physical environment of the university, including inherent standards of aesthetics and quality.
- The acquisition of any real property regardless of source (e.g., purchase, gift, eminent domain)
- The disposition of any real property with a value in excess of \$500,000
- The acquisition or disposition of property broadly classified as technology with a value in excess of \$500,000
- Proposed projects in excess of \$500,000, including, but not limited to, the construction, demolition or remodeling of facilities, as well as projects associated with energy, environmental health and safety and transportation
- Institutional mission, strategic and master plans, or relevant parts thereof, dealing with matters within the purview of the Finance, Audit and Infrastructure Committee.

C. Academic Affairs and Enrollment Committee

The Academic Affairs and Enrollment Committee works with the Provost to improve teaching and learning and the quality of academic programs. In considering matters relating to educational policies and the educational mission of the University, the Academic Affairs and Enrollment Committee shall provide oversight for:

- Academic policies which provide for and govern teaching, research, and service.
- The establishment of new academic programs, changes in or deletions of existing academic programs, and the issuing of certificates or the granting of degrees.
- All matters requiring attention or action of the board relating to the acquisition and operation and maintenance of the administrative systems with regard to in-house research, sponsored research, technology transfer and licensing.
- All matters requiring attention or action of the board relating to faculty appointment, tenure and status; fields of university instruction; the awarding of degrees; and student scholarships.

The Committee also oversees enrollment and retention strategies and serves as the focus of dialogue in the formation of University policies that relate to enrollment and retention, including:

- Enrollment management reporting (undergraduate versus graduate, in-state versus out-of-state, college credit plus, on-line, international, etc.), including historical, current and projected;
- Tuition waivers, discounts, scholarships, financial incentives and all other means intended to enhance enrollment and retention;
- Articulation (transfer) relationships with neighboring community colleges, high schools, and all other academic partnerships including international partnerships.
- Academic credit programs including military credit, prior learning credit, advanced placement, College Credit Plus, and other college credit programs.
- Recruitment and outreach programs related to enrollment.
- Policies that provide for and govern student recruitment, admission, financial aid, retention, course completion, and graduation, including, but not limited to, diversity issues, and general education requirements.

The Committee shall also discharge oversight responsibility as prescribed by the board with respect to matters pertaining to educational and research programs, institutional mission, strategic and master plans, or relevant parts thereof, dealing with matters within the purview of the Academic Affairs and Enrollment Committee.

D. Student Affairs and Athletics

The primary function of the Students Affairs and Athletics Committee is to assist the Board of Trustees in fulfilling its oversight responsibilities for student support services and the quality of the student experience. The Student Affairs and Athletics Committee oversees programs related to student life outside of the classroom and athletics at the university, including diversity and cultural affairs. This committee is to report its recommendations for action to the Board of Trustees. Specifically, the Student Affairs and Athletics Committee shall:

- Review and make recommendations on policies which provide for and govern student housing and student life.
- Provide oversight of all matters requiring attention or action of the board relating to student residential and social life, fraternities, sororities, inter-collegiate athletics and student organizations.
- Provide oversight of all matters requiring attention or action of the board relating to inter-collegiate athletic programs and facilities.
- Review and discuss recommendations and reports brought forth by student government.
- Review Institutional mission, strategic and master plans, or relevant parts thereof, dealing with matters within the purview of the Student Affairs 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 longer than one year, unless reappointed. Other than special fundraising committees, special committees shall not exist for more than two years unless an extension is approved by the board. 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.

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; however, the president is not eligible to serve as a voting member of any standing or special committee. The Board of Trustees reserves the right to invite additional *ex officio* members to join the board in accordance with Ohio revised code. These “national trustees” should typically be Wright State University alumni and would serve in a non-voting status for a two-year term.

Section 4. Executive Committee

An executive committee shall be created and be composed of at least four members of the board appointed by the chair and approved by the board. The executive committee will normally consist of the board chair, the previous board chair, the board secretary, and the board vice chair. 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. The executive committee shall provide oversight of the collective bargaining process as well as personnel appointments, and changes of status, salary adjustments, and other personnel changes associated with high visibility “purview” University employees.

Article IV. President of the University and Board Relations

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-month 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 the board deliberations. He/She shall have the authority to initiate any subject at board meetings. The president may also attend any Standing Committee, Special Committee or Executive Committee meeting.

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 in Relation to Board Oversight

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 facilities 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, facilities management, and administrative personnel affairs, and present such recommended policies and operating procedures to the Board of Trustees for their consideration and information; and insure compliance with all such policies as are adopted by the Board of Trustees;
- 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, staff, and students 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. 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.

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 evaluated, in executive session, at the last scheduled meeting of the board for the academic fiscal year, 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 this last scheduled meeting of the fiscal academic year.
- 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 may 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.

Section 1. Role of the Chair

The Chair of the Board of Trustees has no special authority or power different than that of any other Trustee. The role of the Chair is to coordinate activities of the Board and occasionally represent the Board to outside parties.

The Chair is charged to ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it by law or regulation. The chair shall ensure that:

- Motions will concern those issues which, according to Board By-Laws and Board Policy, belong to the Board to decide.
- Deliberation will be fair, open, and thorough but also timely, orderly, and concise.

The Chair will lead Board meetings, with all commonly accepted authority of that position (for example, ruling, recognizing).

- The Chair may undertake other duties as assigned by majority agreement of the Board of Trustees.
- The Chair has no authority to supervise or direct the University President.

The Chair may represent the Board to outside parties in announcing Board positions and in stating Chair decisions and interpretations within the areas delegated by the board. The Chair may delegate this authority but remains accountable for its use.

Section 2. Trustee Engagement with University Administration

The Board of Trustees exercises its authority only through the University President and has no authority over any other university employee except as may be expressly designated in University governance documents. In addition, no single Trustee or group of Trustees may direct the President to take any action except with agreement of a majority of the board. In this way, the Board speaks with one voice to the

President and the President is under no obligation to act on the request of anything less than a majority of the Board.

However, with agreement of the President, Trustees may seek information from university stakeholders including Vice Presidents and other members of the administration but should remain vigilant that the Board's role is one of oversight and policy-making. It is a courtesy to inform the President of interactions with university employees by copying the President on information requests. Such practice also helps the President stay in touch with topics of interest from Trustees.

Section 3. Board Communications

The Board of Trustees, with a quorum present either in person or electronically via email or text, may not discuss university business without following proper public notification processes. Accordingly, Trustees are cautioned to not "Reply All" to informational updates addressed to a quorum of the Board – including those via email or text – as doing such may constitute a violation of the Ohio Open Meetings Act by creating an inadvertent discussion and/or meeting requiring public notice.

The Chair will provide informational updates to the Board of Trustees on an as-needed basis. The information in the updates constitutes a public record.

Trustees are also encouraged to share information and may do so with the entire board at their option while ensuring compliance with the Ohio Open Meetings Act.

Section 4. Engagement with University Groups

Trustees are encouraged to attend meetings of key university groups at their option. The purpose is for the Board to be visible on campus and to learn about the many different groups operating on campus. University groups include, but are not limited to, the Faculty Senate, Student Government Association, Classified and Unclassified Staff Councils, and any of the many student organizations on campus.

Section 5. Special Role of Student Trustees

In addition to participating in all public board meetings, the Student Trustees also participate in board executive sessions at the discretion of the board chair in matters not involving personnel or collective bargaining matters. Student Trustees have the special responsibility to stay closely connected to student

groups and to be the voice of the student body in board deliberations. Student Trustees hold positions on standing committees and can also serve on special committees at the discretion of the board chair.

Article VI. The University Faculty and Board Relations

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 rank: university professor, professor, associate professor, assistant professor, senior lecturer, lecturer, instructor and clinical assistant professor. Lecturers, part-time appointees, fellows, assistants, and acting, visiting, voluntary, 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 the University President. See the Faculty Constitution <https://policy.wright.edu/policy/2010-faculty-constitution> for any updates).

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 (or similar body approved by the Provost and Faculty Senate) 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 Faculty 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.

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.

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 ensure 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 Faculty 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 Faculty 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. University-Related Organizations

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.

Article VIII. 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.

Article IX. 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 X. 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 XI. 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 XII. 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. The Bylaws change process shall be managed by the Governance and Compliance standing committee.

Article XIII. Conflict of Interest

No Trustee shall participate in deliberations or vote on a University contract, action or transaction when the Trustee has a financial, personal or fiduciary interest in any person or entity affected by such contract, action or transaction. Generally, conflicts arise when: (i) a Trustee or Officer has an existing or potential financial or other interest which impairs, or might appear to impair, his or her independence or objectivity in serving the University; or (ii) the Trustee or Officer might derive, or appear to derive, a financial or other material benefit from confidential information learned in the course of his or her employment or Board service. The Trustee having the prohibited interest shall make full disclosure thereof and shall abstain from any deliberations and vote on any such matter. Any contract, action or transaction in which one or more Trustees have prohibited interest may be approved by an affirmative vote of a majority of voting Trustees who are not interested in the contract, notwithstanding the fact that the disinterested Trustees constitute less than a quorum of the Trustees. All Trustees and Officers must annually disclose actual and potential conflicts of interest by completing a Confidential Conflict of Interest Disclosure Statement, and these disclosures must be updated as new information becomes available that could affect the Trustee's or Officer's stated interests.

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.
- 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, when appropriate, 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 ensure 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 refrain from action and involvement that might prove embarrassing to the university and to resign if such action or involvement develops.
- M.. 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.
- N. To refuse gifts, benefits, or accommodations on behalf of the university, its vendors, faculty, staff, or students, and to avoid any appearance of special treatment as a result of board representation.
- O. 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.

Rev. 01/18
By Laws Sub Committee (Moore, Tittle, Chan, Kimpton, Rains)

Approved: April 27, 2018 with Resolution 18-61

