

Wright State University

Bylaws of the Board of Trustees

Adopted: June 14, 2024

Article I: Board of Trustees

Section 1 - Trustees of the University

- A. Trustees. The Wright State University Board of Trustees, governed by the Ohio Revised Code, shall be comprised of eleven trustees, made up of nine voting trustees and two student trustees, who shall be appointed by the governor, with the advice and consent of the senate, with terms of office as articulated in the Ohio Revised Code.
- B. Voting trustees. Voting trustees are appointed by the Governor, do not include student trustees or national trustees, and are the only trustees authorized to vote on business coming before the Board.
- C. Student trustees. Student Trustees have the special responsibility to stay connected with students and student groups to be the voice of the student body in Board deliberations.
 - 1. Student trustees cannot vote on business coming before the Board.
 - 2. Student trustees may be appointed as voting members of standing and special committees.
 - 3. In addition to participating in public board meetings, student trustees may participate in executive sessions in matters not involving personnel or collective bargaining, at the discretion of the Chair.

Section 2 – National Trustees

- A. National trustees. To take advantage of the diverse talents and experiences of former trustees and alumni of Wright State University, the position of national trustee has been established in accordance with the following guidelines:
 - 1. National trustees should typically be alumni of Wright State University or past members of the Board of Trustees who possess specific skills, experiences, or institutional knowledge that assist the Board in its oversight of Wright State University.
 - 2. No more than six national trustees may serve concurrently on the board. National trustees shall be nominated by the Executive Committee and shall be appointed and may be removed prior to the conclusion of their terms, by an affirmative vote of the Board of Trustees, subject to the following:
 - a. One national trustee shall also be a currently serving member of the board of directors of Premier Health of Dayton, Ohio, subject to the same term limitations as all national trustees.
 - b. In the event the national trustee from Premier Health is no longer serving on the Premier Health Board of Directors, he or she shall also be removed as a national

trustee and replaced by an individual who is a current member of the Premier Health board.

3. National trustees serve for one three-year term and may be reappointed for one additional three-year term. Reappointment of a national trustee is not automatic; appointment and reappointment decisions are made after considering the overall expertise needs of the Board.
4. National trustees serve as uncompensated advisors to the board and may participate in all board activities. However, national trustees cannot vote at meetings of the board and may not serve as officers of the board.
5. National trustees may be assigned to standing or special committees but may not serve as chairs of standing committees. Further, national trustees may not vote on any committee business that commits or binds the University in any way.

Section 3 – General Powers

- A. The Board of Trustees shall take any action necessary for the creation, maintenance, and continuous operation of the university according to these bylaws, board policies, and Ohio law. In addition, the board shall:
 1. Approve all contracts to which the University is a party, except where such authority has been delegated by the board to the President or administration.
 2. Review, approve, and amend, all capital and operating budgets of the University, which includes setting student tuition and fee rates as permitted by Ohio law.
 3. Exercise oversight to ensure University expenditures are made pursuant to applicable laws, regulations, policies, and approved budgets.
- B. The Board of Trustees may, by affirmative adoption of a resolution, delegate authority to one or more individual voting trustees or University officials for certain of these functions.

Section 4: Trustee Expectations, Ethics, and Limitations of Authority

- A. Ethics and Conflicts of Interest. All trustees shall follow the Ohio Ethics Laws, as set forth in the applicable provisions of the Revised Code, notably including Chapter 102, sections 2921.42 and 2921.43 of the Ohio Revised Code. In addition, the board shall adopt and periodically review a policy on ethics and conflicts of interest to govern all trustees.
- B. Responsibilities of Trustees. The Board of Trustees shall adopt and periodically review a board policy that establishes guidelines and responsibilities of trustees.
- C. Limitations on authority. No individual trustee or committee of the board shall have authority to commit or bind the board or University to any policy, action, agreement, or contract unless specifically authorized by action of the Board of Trustees.
- D. Indemnification. Trustees and members of board committees shall be entitled to legal defense and indemnification against any claims or liabilities which might arise from the performance of their duties on behalf of Wright State University, to the fullest extent permitted by Ohio law.

- E. Reimbursement of expenses. All trustees and members of board committees shall be entitled to reimbursement for reasonable expenses incurred in the performance of their duties on behalf of the University. Expenses shall be pre-approved, submitted for reimbursement, and paid in accordance with applicable University policies.
- F. Gifts. In accordance with Ohio law, no trustee, and no member of any board committee, shall solicit or accept, directly or indirectly any gift, loan, discount, or any item of substantial monetary value from any person or company that is seeking a relationship with, or currently has a relationship with, Wright State University. Gifts, meals, and accommodations of a reasonable and normal value which are provided to all University employees may be accepted.

Section 5: Officers of the Board

- A. Number and title. The officers of the Board of Trustees shall consist of a chair, vice chair, and treasurer. No officer of the board shall hold more than one board office at any time. The board may elect such other officers as it may deem desirable and as the interests of the university may require, with such authority and responsibility as may be delegated by the board.
- B. Chair. The chair shall preside at all meetings of the board and shall sign the minutes of board proceedings. In addition:
 - 1. After consultation with the Board of Trustees, the chair shall have the authority to appoint members of, and fill vacancies on, standing and special committees, unless otherwise provided for in these bylaws or ordered by the board.
 - 2. The chair shall appoint individual trustees to serve on boards of affiliated entities or other community boards in which the Board of Trustees is a member, commencing at the beginning of each fiscal year.
 - 3. Unless specifically provided to the contrary by the board, the chair may assign any of his or her duties to another voting trustee, with notice to the board and secretary, and as noted in board records.
- C. Vice chair. At the request of, or in the absence or incapacity of the chair, the vice chair shall perform all the duties of the chair and, while so acting, shall have all the powers, authorities, and responsibilities of, and be subject to all the restrictions upon, the chair. In addition, the vice chair shall perform such other duties as may be assigned to him or her by the board or by the chair.
- D. Treasurer. The treasurer is responsible for overseeing the management and reporting of the University's financial performance.
- E. Secretary. The Board of Trustees is responsible for establishing qualifications for, appointing, evaluating, and removing, as may be necessary the secretary. The secretary is not required to be a member of the Board of Trustees and may be an employee of the University. The secretary reports functionally to the board and administratively to the President. The responsibilities of the secretary, which are defined by the board as part of its oversight role, include but may not be limited to the following:

1. Serving as the key university liaison for the chair and the board.
2. Communicating and interacting directly with the chair and the board to advance the board's strategic work.
3. Serving as the custodian of and being ultimately responsible for the preservation of the books and records of the board.
4. Serving as the custodian of the University seal and causing its imprint to be placed whenever and wherever appropriate.
5. Ensuring that minutes of all meetings and proceedings of the board and committees are produced and maintained.
6. Ensuring that notice procedures for all regular, special, and emergency meetings of the board are implemented in accordance with these bylaws and Ohio law.
7. Performing all other duties customary to the office or assigned by the chair or the board.
8. In the absence or incapacity of the secretary, the Board of Trustees shall appoint an interim secretary who shall perform the duties of the secretary. All official actions taken by the interim secretary shall be deemed authorized and approved by the Board of Trustees.

F. Election, term of office, and qualifications of officers.

1. The chair of the board shall appoint a Nominating committee to consult with trustees, review eligible candidates for officer positions, and present a slate of officer nominees for a vote by the board. Any trustee may also make additional nominations for the board to consider. The following shall apply:
 - a. Officers of the board shall be elected by the Board of Trustees at the last scheduled meeting of the academic year.
 - b. Officers shall take office on the first day of the next fiscal year and shall hold their office through the last day of the fiscal year, or until successors are elected.
 - c. All officers of the board must be voting trustees.
 - d. Officers may serve up to two consecutive terms in each officer position. If circumstances warrant, the board may extend the number of consecutive terms an officer may serve beyond two terms by affirmative vote of one hundred percent of the total number of voting trustees present and voting. Such vote to extend the number of consecutive terms an officer may serve must be taken annually for each additional term beyond two.
 - e. The board may remove any officer of the board, at any time, either with or without cause, by vote of at least two thirds of the total number of voting trustees then in office. Notices of meetings in which removal of an officer will be considered must specify that such removal action will be taken up by the board.

- f. An officer of the board may resign at any time by delivering written notice thereof to the chair and the secretary, who shall then transmit the notice to the Board of Trustees.

G. Board officer vacancy in office.

1. In the event of a vacancy in the office of the chair, the vice chair shall serve as interim chair until such time as the board appoints a new chair to fill the remainder of the chair's term, whereupon the interim chair shall resume their prior office.
2. Any time the vice chair is serving as interim chair, the treasurer shall serve as interim vice chair until such time as a new vice chair takes office, whereupon the treasurer shall resume their prior office.
3. In the event of a simultaneous vacancy of both the chair and vice chair, the treasurer will become interim chair until such time as the board appoints trustees to fill the vacant chair and vice chair positions. Such appointments will be for the remainder of the chair and vice chair's terms, whereupon the treasurer shall resume their prior office.
4. In the event of a vacancy in the office of secretary, the chair shall appoint an interim secretary to serve until such time as the board appoints a new secretary to fill the remainder of the secretary's term.

Section 6: Committees

- A. Standing Committees. The incoming chair of the board, at the last scheduled meeting of the fiscal year and with the advice and consent of the board, shall appoint members of the standing committees. The following apply:
1. Standing committees include the Executive committee, Finance, Audit, Governance, and Compliance committee, Academic Affairs and Student Success committee, and Compensation committee.
 2. Unless otherwise provided for in these bylaws, the chair of the board, with the advice and consent of the board, shall designate the chairs for each standing committee.
 - a. In addition to the voting trustees appointed to each standing committee, committees may also consist of student trustees, national trustees, and up to two non-trustees, so long as voting trustees make up a majority of membership on each committee.
 - b. The chair of the board shall serve be ex-officio members of all committees of the board but will only vote in the Executive committee.
 - c. The president shall serve as an ex-officio, non-voting member of all board committees except for the Executive committee and the Compensation committee, or as otherwise directed by the board.
 - d. The chair of each standing committee shall be a voting trustee.
 - e. Members of standing committees shall serve at the pleasure of the board until their successors are appointed.

3. At any meeting of a standing committee in which a quorum is not present, the chair of the board may appoint *pro tempore* committee members from the board to provide such quorum.
 4. Standing committees shall consider and make recommendations for action by the Board of Trustees on various matters as enumerated in these bylaws or as directed by the board. Committees of the board have no independent decision-making authority unless such authority is expressly granted by the board via approved board resolution or any written board policy.
- B. Executive committee. An Executive committee shall be created and be composed of at least four trustees. The Executive committee:
1. Will consist of the chair of the board, the previous board chair if still a trustee, the vice chair, the treasurer, and the secretary, unless the secretary is also an employee of the university. If there are only three trustees for the Executive committee by position, according to this section, then the Board shall appoint a voting trustee to become an at-large member of the Executive Committee. The chair of the board serves as chair of the Executive committee.
 2. The Executive committee is authorized by the board to act on matters that require board authorization if, in the judgment of the Executive committee chair, such authorization is required before the next meeting of the board, and the matter is not of sufficient urgency as to warrant a special meeting or emergency of the board. Such authority shall include, without limitation, authorization of contracts and agreements not to exceed \$500,000 in aggregate between meetings of the board, approving interim personnel actions, approving policy actions, and similar matters.
 3. The Executive committee shall notify the board in writing as soon as is practical of all actions taken on behalf of the board under this section. Email is an approved means of written notice under this section.
 4. The Executive committee shall oversee the collective bargaining process and personnel actions concerning the administrative and academic officers, deans, and vice presidents of the university. The Executive committee shall inform the board of its activities under this section.
 5. The Executive committee shall oversee agendas for regular meetings in accordance with these bylaws.
- C. Finance, Audit, Governance and Compliance committee. The Finance, Audit, Governance, and Compliance committee shall consider and make recommendations to the board regarding matters including, but not limited to, the financial, business, and administrative management of the university, including oversight of grounds and facilities. The committee also oversees the university's Financial Governance Policy and Investment policy.
1. The treasurer of the board shall serve as chair of the Finance, Audit, Governance and Compliance committee.
 2. The Finance, Audit, Governance, and Compliance committee shall constitute the board's investment committee as required by Section 3345.05 of the Ohio Revised Code and

shall be authorized to exercise that authority and responsibility as provided for by Ohio law.

3. The Board of Trustees shall adopt and periodically review a Statement of Purpose and Responsibilities policy that sets forth the responsibilities of the Finance, Audit, Governance and Compliance committee.
- D. Academic Affairs and Student Success committee. The Academic Affairs and Student Success committee shall consider and make recommendations to the board regarding matters including, but not limited to, teaching, learning, the quality of academic programs, student support services, enrollment and retention, intercollegiate athletics, and the quality of the student experience.
1. The chair of the board shall appoint the chair of the Academic Affairs and Student Success committee.
 2. The Board of Trustees shall adopt and periodically review a Statement of Purpose and Responsibilities policy that sets forth the responsibilities of the Academic Affairs and Student Success committee.
- E. Compensation committee. The Compensation committee is responsible for recommending to the board the various components of compensation for the president, which may consist of, but is not limited to, base salary, annual bonuses, long-term incentives, executive benefit plans (including deferred compensation plans), and perquisites. The Compensation committee shall also oversee an annual performance evaluation process for the president and make recommendations to the board as appropriate.
1. The vice chair of the board shall serve as Compensation committee chair.
 2. The Board of Trustees shall adopt and periodically review a Statement of Purpose and Responsibilities policy that sets forth the responsibilities of the Compensation committee.
 3. In gathering data to support its decisions, the Compensation committee is authorized to retain external professionals as may be necessary to render advice and counsel.
- F. Special committees. The chair of the board from time-to-time may establish special committees and appoint members thereof. Special committees may include, but shall not be solely composed of, persons who are not trustees. In addition:
1. Special committees shall serve until completion of their assigned task or until dissolved at the discretion of the chair of the board or, alternatively, by action of the Board of Trustees.
 2. The chair of the board shall designate the chair of any special committee.
 3. Meetings of special committees shall be held upon call of the committee chair.
 4. At any meeting of a special committee in which a quorum is not present, the chair of the board shall be empowered to appoint *pro tempore* members to the committee to provide such quorum.

Section 7: Board and Board Committee Meetings

- A. This section governs meetings of the Board of Trustees, including regular meetings, special meetings, and emergency meetings, and meetings of standing and special committees.
- B. Open meetings. All meetings shall be conducted in accordance with Ohio law, including without limitation the Open Meetings act, and these bylaws. In particular, trustees shall not conduct two-way discussions of university business in which a quorum of trustees via text message or email
- C. Regular meetings. Unless otherwise specified by the chair of the board, there shall be at least four regular meetings of the Board of Trustees each academic year. Regular meetings of committees will be at the discretion of committee chairs.
- D. Special and emergency meetings. Special and emergency meetings shall be held upon call of the chair of the board, the president of the university, or upon written demand of any three voting trustees (or for committees, any two committee members), to the secretary of the board.
 - 1. Demands to hold a special or emergency meeting of the board or a committee shall specify the specific business to be transacted at the special or emergency meeting.
 - 2. Upon receipt of such demand, the secretary shall confer with the chair and trustees (for meetings of the board), or the chair and committee members (for meetings of a committee) and schedule the special or emergency meeting as soon as practicable.
 - 3. The secretary will adhere to Ohio law when providing university and public notice of special and emergency meetings. No business, other than the business described in the meeting notice, shall be transacted at any special or emergency meeting.
- E. Place of meetings. Unless otherwise directed by the board or committee, all meetings shall be held on a campus of Wright State University, at the discretion of the board or committee chair.
- F. University notice. When any meeting is scheduled, the secretary shall cause notice of the date, time, location, (and purpose, for special or emergency meetings) to be given to the chair of the board, the trustees, the chair and members of the committee (if applicable), the administrative and academic officers of the university, and to others who are entitled to receive such notice under the provisions of Ohio law or these bylaws. Additionally, the Secretary shall cause notice of the date, time, location, and purpose (for special or emergency meetings) to be posted on the Board of Trustees website.
- G. Public notice. Any person may obtain the date, time, location, and purpose (if applicable) from the Board of Trustees website, or by inquiring of the secretary at the email address specified on the Board of Trustees website in the preceding paragraph.
 - 1. The secretary shall maintain a mailing list to which members of the media and members of the public may enroll to receive reasonable advance notice of the date, time, location, and purpose (if applicable) of any meeting of the Board or a committee.
 - 2. Persons may register for the mailing list by providing their name and email address to the Secretary.

H. Order of business. Unless otherwise determined by the Executive committee, the order of business at regular meetings of the board of trustees shall be as follows:

1. Confirmation of quorum.
2. Disposition of minutes of preceding meeting.
3. Report of the chair of the board of trustees.
4. Report of the president of the university.
5. Reports of the committees of the Board of Trustees.
6. Report of the student trustees.
7. Report of the president of the faculty.
8. Special presentations to the board.
9. Public comment.
10. Unfinished business.
11. New business.
12. Adjournment.

I. Quorum.

1. At meetings of the Board of Trustees, a quorum shall consist of a majority of the voting trustees, present in person or via means of live, audio-enabled communication, with at least one-third of that number present in person.
2. At meetings of any standing or special committee, a quorum shall consist of a majority of the members of the committee, present in-person or via means of live, audio-enabled communication, with at least one-third of that number present in person.
3. In the absence of a quorum, a majority of those voting trustees or committee members, as applicable, present may adjourn the meeting from time to time until a quorum is had. 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 noticed.

J. Acts of the board and committees. The act or resolution of the board or of a committee shall be determined by the affirmative vote of a majority of the those present in person or via means of live, audio-enabled communication, at a meeting in which a quorum has been established.

K. Parliamentary authority. *Robert's Rules of Order, Newly Revised* (most recent edition), shall be accepted as authority on all questions of parliamentary procedure not determined by these bylaws or provisions of the Ohio Revised Code.

- L. Attendance. Trustees and committee members shall make their best effort to attend all meetings of the board and/or committees on which they serve. Trustees and non-trustee committee members are notified that section 3.17 of the Ohio Revised Code imposes additional obligations regarding attendance subject to additional attendance and participation in meetings. requirements of section 3.17 of the Ohio Revised Code. In addition:
1. Trustees are encouraged to attend all standing and special committee meetings, whether or not they are appointed to the committee, to promote informed and effective and knowledgeable oversight of the university by the Board of Trustees.
 2. When a trustee or non-trustee committee member cannot attend, that individual will so inform the board or committee chair and the secretary with as much advance notice as possible.
- M. Electronic meeting attendance. In some circumstances, trustees and non-trustee committee members are permitted by section 3345.82 of the Ohio Revised Code to attend and participate in meetings by electronic means of communication. The following conditions apply:
1. Each trustee shall attend at least one-half of the meetings of the board or assigned committees in person each year.
 2. All meetings conducted using electronic means of communications shall abide by the following:
 - a. At least one-third of the voting trustees, or voting members, for committees, attending the meeting shall be present in person at the place in which the meeting is being conducted.
 - b. All votes that include a trustee, or voting members, for committees, attending electronically shall be taken by a roll call vote.
 - c. Any requests to attend a meeting by electronic means of communication shall be made to the chair of the board, or committee chair, for committees, and the secretary not less than 48 hours in advance of the meeting.
 3. A voting trustee, or voting member, for committees, attending by electronic means of communication shall be deemed as present for establishing a quorum, and shall be permitted to vote.
- N. Executive session. Subject to the requirements of Ohio law, the board or a committee of the board may hold any portion of a regular, special, or emergency meeting in executive session. Other individuals may be invited to attend any or all portions of an executive sessions as deemed necessary by the chair, or committee chair for committees.
- O. Public comment. Persons wishing to address the board must request time on the board's agenda.
1. All persons address the Board of Trustees at the invitation of the board and are subject to time limitations and other guidelines as the board may determine.

2. Requests must be submitted in writing to the secretary of the board and received no less than 72 hours in advance of the beginning of the meeting. Requests shall also specify the subject of the remarks the individual wishes to deliver.
3. To facilitate the conduct of public business, the chair may limit the time for public remarks, in aggregate or on a per-speaker basis. Unless the chair otherwise directs, persons who request time to address the board shall be allocated five minutes each.
4. The chair of each committee shall determine whether to permit public comment at committee meetings; if permitted, the provisions of this Section shall apply.

Section 8: Financial Oversight

- A. The Board of Trustees shall adopt and periodically review a Financial Governance policy that establishes guidelines for overseeing the university's financial affairs and ensuring that cash reserves are sufficient to support sustainable operations and the university's mission.
- B. The board shall review and approve operating budgets each fiscal year, and a capital budget for the biennium, to ensure the ongoing financial viability of the university.
 1. The president shall present comprehensive, accurate, and conservative operating and capital budgets to the board that permit trustees a full and comprehensive understanding of university financial affairs and shall be fully responsive to the questions or inquiries of the board.
 2. The board shall hold a regular or special meeting each year during which it will review and act on budgets presented by the president.
 3. After approval by the board, the operating budget shall govern all financial transactions of the university. The president shall establish procedures to conform expenditures of funds to the budget(s) approved by the board.
 4. As necessary, budgets may be revised from time-to-time by the board.
- C. State Appropriations. The president is authorized to direct the preparation and presentation of requests for appropriations from the State of Ohio and other governmental units, and to represent or direct the representation of the university in all official financial dealings on behalf of the university with federal, state, and local government offices, boards, and agencies.
- D. All appointments to the staff and faculty, and removals, shall be made by the board of trustees upon recommendation of the president.

Section 9: Trustee Onboarding, Engagement and Continuing Education

- A. The Board of Trustees shall develop and implement a program of initial and ongoing trustee education, overseen by the Executive committee, to acclimate new trustees towards becoming effective contributors and to foster a culture of board learning and excellence.
- B. 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 groups operating on campus.

Approval

(Board approval dates: June 14, 2024)

Article II: Organization of the University Administration

Section 1: Chief Administrative Officers

- A. Chief administrative officers. The university President, the provost and senior vice president of academic affairs, the executive vice president and chief operating officer, and the vice president and general counsel, are the university's chief administrative officers.
 - 1. Chief administrative officers shall be appointed by the president, subject to approval of the Board of Trustees.
 - 2. Under direction of the president, chief administrative officers have general authority to act for and on behalf of the university, and to obligate the university, subject to the provisions of these bylaws and applicable university policies.

Section 2: President

- A. Employing the President. The Board of Trustees is solely responsible for employing the President of Wright State University. The President serves at the pleasure of the Board and shall be the chief executive officer responsible for the operation of the University as a whole. The Board delegates responsibility for day-to-day administration of the University to the President.
- B. Selecting, directing, fixing the compensation of, and removing the President. The Board retains sole authority and responsibility for selecting, directing, fixing compensation of, and removing the President. The Board may engage external professionals for advice and counsel when performing these responsibilities on behalf of the University.
- C. Performance evaluation of the President. On an annual basis at a time and place determined by the Board, the Board shall consider the performance of, set performance goals for, and establish the salary for the President, including the amount of any other payment(s), benefits, and perquisites due according to the President's employment contract or approved by the Board.
- D. The President may delegate any of his/her authorities to any other member of the faculty or staff of the University, subject to any limitations as may be set forth by action of the Board of Trustees.
 - 1. A delegation under this section does not deprive the President of their authority or relieve the President for ultimate responsibility for administration of the University.
 - 2. Delegation of major areas of the President's authority shall be in writing and shall be reported to the Board of Trustees prior to implementation.

Section 3: Senior Vice President of Academic Affairs and Provost

- A. The Senior Vice President of Academic Affairs and Provost shall, under direction of the President, be responsible for and have the requisite authority for the oversight of all academic programs and other instructional and faculty affairs of the University. The Senior Vice President of Academic Affairs and Provost shall report to the president.

Section 4: Executive Vice President and Chief Operating Officer

- A. The Executive Vice President and Chief Operating Officer shall, under the direction of the President, be responsible for, and have the requisite authority for oversight of the University's business, financial, and administrative operations. The Executive Vice President and Chief Operating Officer shall report to the President.

Section 5: Vice President and General Counsel

- A. The Vice President and General Counsel shall be appointed by the President, with approval of the Board, and concurrently by the Ohio Attorney General. The Vice President and General Counsel shall serve as the chief legal advisor to the University, chief administrative officers, and the Board of Trustees.
- B. The Vice President and General Counsel shall report to both the Board of Trustees and the President.
- C. The Vice President and General Counsel is authorized, in consultation with the Ohio Attorney General and the Board of Trustees, to engage special counsel to represent and advise the University.

Section 6: Principal Administrative Officials.

- A. The term "Principal Administrative Official" shall include members of the President's Cabinet and other such administrative officials as determined by the President. The President shall notify the Board of Trustees of any actions taken regarding principal administrative officials.
- B. Principal administrative officers shall have the authorities and responsibilities delegated or assigned to them by the president.

Section 7: President's Cabinet

- A. The President shall convene and maintain a President's Cabinet consisting of such members as he or she designates. The primary responsibilities of the President's Cabinet shall be to provide advice and counsel to the President, to discuss, deliberate and serve as the primary decision-making body on major university policy issues, information sharing, and other roles as the President shall determine.

Section 8: Faculty and Staff

- A. Within parameters as may be set forth by the Board of Trustees, the President and/or their designee(s) shall have authority to appoint and set compensation for such other administrators, faculty, and staff as are necessary to effectively carry out the operation of the University, and to delegate functions to them with the authority necessary for the proper discharge of their duties.

Section 9: Continuity of Operations

- A. The president shall submit to the board at least annually a continuity of operations plan which designates for the continuity of university leadership in the event key positions become vacant in an emergency.

Approval

(Board approval dates: June 14, 2024)

Article III: Academic Organization of the University

Section 1: Academic Organization of the University

- A. The Board of Trustees shall establish academic units with the university for the purpose of administering various academic and educational programs. All major academic units shall be established, altered, or abolished only by vote of the Board of Trustees.
 - 1. The Board of Trustees, in consultation with the president and with due regard for the professional judgment of the faculty as expressed through the Faculty Senate, shall establish, and prescribe the principal functions of, the major academic units.
 - 2. The president shall have discretion to establish, alter, or abolish academic units that are not identified herein as major academic units.
- B. Recommendations to create, merge, or otherwise alter, terminate, or change the name of any major academic unit, including campuses, colleges, academic centers or institutes, departments, or schools are subject to the authority of the Board.

Section 2: Authorized Major Academic Units

- A. The major academic units of the University as approved by the Board of Trustees are:
 - 1. University campuses. There shall be two campuses of the university. These are the Dayton Main Campus, and the Lake Campus.
 - 2. Colleges. For academic organization the university shall be organized into seven colleges. The seven colleges are:
 - a. The Boonshoft School of Medicine
 - b. The College of Engineering and Computer Science
 - c. The College of Graduate Studies and Honors Programs
 - d. The College of Health, Education, and Human Services
 - e. The College of Liberal Arts
 - f. The College of Mathematics and Science
 - g. The Raj Soin College of Business.
 - 3. Academic Centers and Institutes. Those non-degree granting units of the university engaged in research, instruction, or related service which cross department, division, school, or college boundaries are academic centers or institutes. These include:
 - a. University libraries
 - b. Research and sponsored programs

4. Departments and Schools. The Colleges may be further organized into Departments and Schools which house academic degree programs.
- B. Recommendations to create, merge, or otherwise alter, terminate, or change the name of campuses, colleges, academic centers or institutes, departments, or schools are subject to the authority of the board.

Section 3: Degrees and Majors

- A. Degree and major programs offered by the University shall be approved by the Board of Trustees. Termination, deactivation, or reactivation of an academic program shall be approved by the Board of Trustees.

Section 4: Academic Officers

- A. Deans. Upon recommendation of the senior vice president of academic affairs and provost and subject to the consent of the president, each of the major academic units of the university shall be headed by an academic dean or, for regional campuses, a vice provost.
 1. Vice provosts for regional campuses shall be responsible for day-to-day operations of their regional campus, including responsibility for general educational supervision of the departments, faculty, and operating units at their regional campus.
 2. Each academic dean shall be responsible for general educational supervision of the departments, faculty, and curricula in their college or school.
- B. Chairs. Upon recommendation of the dean of a college and subject to the consent of the senior vice president of academic affairs and provost, each of the departments and schools shall be headed by a chair. Each chair shall be responsible for the educational supervision of the faculty and curricula of their department or school.
- C. University Librarian. Upon recommendation of the senior vice president of academic affairs and provost and subject to the consent of the president, the University Libraries shall be headed by a University Librarian. The University Librarian shall be responsible for the supervision and operation of the University Libraries.

Approval

(Board approval dates: June 14, 2024)

Article IV: University Faculty

Section 1: Membership

- A. As used in these bylaws, the term “faculty” shall include persons with regular tenure-track, regular clinical, regular research, auxiliary, and faculty titles on full or part-time appointments with or without salary.
- B. For purposes of the authorities described in Section 2 of this Article, the term “University Faculty” includes the president, senior vice president of academic affairs and provost, academic officers, and personnel who hold full-time positions within the university with the following ranks:
 - 1. University professor
 - 2. Professor
 - 3. Associate professor
 - 4. Assistant professor
 - 5. Senior lecturer or clinical assistant professor
 - 6. Lecturer or clinical instructor
 - 7. Instructor
 - 8. Clinical associate professor and clinical professor of School of Professional Psychology
- C. 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, according to the faculty constitution.

Section 2: University Faculty, Powers

- A. The faculty shall act upon all matters of routine faculty business in pursuance of already established university policies.
- B. Graduate Faculty. There shall be established a graduate faculty with such membership and having such authority and responsibility as recommended by the faculty senate and approved by the president.
- C. 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 recommended by the faculty senate and approved by the president.

Section 3: Appointment of Faculty

- A. Within parameters set forth by action of the Board of Trustees, the president and/or their designee(s) shall have authority to appoint and set compensation for such other faculty as are necessary to carry out effectively the operation of the university and delegate functions to

them with the authority necessary for their proper discharge. In addition, all appointments of rank for non-tenure eligible administrators shall be granted by the Board of Trustees.

Section 4: Responsibility to Department Chairs

- A. 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.

Approval

(Board approval dates: June 14, 2024)

Article V: Instruction

Section 1: The Academic Calendar

- A. The academic calendars for any given year will be set by the senior vice president of academic affairs and provost with approval from the president, within the guidelines set forth by applicable university policy or other agreements authorized by the Board of Trustees.

Section 2: Admission Requirements

- A. 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/or the Faculty Senate, as applicable.

Section 3: Tuition and Fees

- A. All instructional and general fees, special purpose, course, and miscellaneous fees collected by the university from students shall be fixed by the Board of Trustees. The board may delegate the authority to the president to establish fees for the upcoming academic year, subject to ultimate board approval at its annual budget presentation. No fee shall exceed what is permissible under Ohio law.

Section 4: Courses and Curricula

- A. The establishment, alteration and abolition of courses and curricula shall follow the procedures outlined by rule of the 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 5: Graduation Requirements; Commencements.

- A. Requirements. The requirements for degree completion and graduation from the university shall be adopted by the Board of Trustees upon recommendation of the faculty.
- B. Commencement speakers. The president will be the featured commencement speaker at all university commencement ceremonies unless other arrangements are approved in advance by the Board of Trustees.
 - 1. Any proposal for a commencement speaker from outside the university shall be approved by the Board of Trustees upon the recommendation of the president.
 - 2. Proposals for an outside commencement speaker must be submitted for consideration at a regular meeting of the Board of Trustees, but no later than at least sixty days prior to the commencement ceremony at which an outside speaker is invited to speak.

Section 6: Degrees and Certificates.

- A. Conferral of degrees. The Board of Trustees 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. All degrees will be presented to candidates at commencement unless authorized otherwise by the Board of Trustees.

- B. Honorary degrees. All honorary degrees will be conferred by the Board of Trustees upon the recommendation of the president and faculty pursuant to university policy. Proposals for awarding honorary degrees must be submitted for consideration at a regular meeting of the Board of Trustees, but no later than at least sixty days prior to the commencement ceremony at which an honorary degree is to be awarded.
- C. Posthumous degrees. All posthumous degrees will be conferred by the Board of Trustees upon the recommendation of the President of the University pursuant to university policy. Proposals to award posthumous degrees must be submitted for consideration at a regular meeting of the Board of Trustees, but no later than at least sixty days prior to the commencement ceremony at which a posthumous degree is to be awarded.
- D. Diplomas. Diplomas will be issued by the Board of Trustees and will be signed by the chair of the board, the president of the university, and the dean of the college. The university seal shall be affixed to each diploma.

Approval

(Board approval dates: June 14, 2024)

Article VI: Miscellaneous

Section 1: Non-Discrimination.

- A. Wright State University does not discriminate against any person based on any legally protected status and does not tolerate such conduct by members of the university community. Legally protected classes consist of race, color, religion, gender, gender identity or expression, national origin (ancestry), military status (past, present or future), disability, age (40 years or older), status as a parent during pregnancy and immediately after the birth of a child, status as a parent of a young child, status as a nursing mother, status as a foster parent, genetic information, or sexual orientation.

Section 2: Gifts to the University.

- A. The president, on behalf of the university, may accept gifts.

Section 3: Appearance Before Governmental Offices, Boards, and Agencies.

- A. 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.

Section 4: Naming of University Facilities and Spaces.

- A. The Board of Trustees shall have the sole authority to approve, remove, or change the name of any campus facility and shall adopt and periodically review a policy for such purpose.

Section 5: Intercollegiate Athletics.

- A. The University shall participate in intercollegiate athletics in levels and sports approved by the President and the Board of Trustees.

Approval

(Board approval dates: June 14, 2024)

Article VII: Bylaws, Policies, Promulgation, Amendment, Repeal

Section 1: Bylaws

- A. Statement of Purpose. Wright State University Bylaws provide a general framework for the functioning of the Board of Trustees as a governing body and for the organization, administration, and operation of Wright State University.

Section 2: Bylaws Adoption, Amendment, and Repeal

- A. These bylaws may be adopted, amended, or repealed by a majority vote of voting trustees then in office, at any regular, special, or emergency meeting of the board called for such purpose, the notice of which having specified that amendment or repeal of the bylaws is to be considered.
- B. The bylaw change process shall be managed by the Finance, Audit, Governance, and Compliance committee.
- C. Previous enactments of the board. Nothing contained within these bylaws shall invalidate any lawful action taken under any bylaw, resolution, rule, policy, or other legal authority for the government of the university previously enacted by the Board of Trustees.

Section 3: University Policies

- A. The Board of Trustees may augment these bylaws with detailed university policies for the efficient organization, administration, and operation of the university. Ultimate policymaking authority for the university rests with the Board of Trustees.
- B. University policies may be promulgated, amended, or repealed by majority vote of the voting trustees at any regular meeting.
- C. The president, as the board's chief executive officer, is hereby authorized to adopt, amend, or repeal university policies, other than those policies established by the Board of Trustees.
 - 1. The president shall not adopt or amend university policies that conflict with those university policies adopted by the board.
 - 2. The president shall make a list of any new, amended, or repealed university policies available to the board in writing when exercising the policymaking authority conferred by this section.
 - 3. The president may delegate their policymaking authority under these bylaws, in general, categorically, or with respect to specific matters, as the president deems necessary or desirable for the efficient and productive operation of the university.
- D. The faculty, acting through the Faculty Senate, shall have authority to recommend educational and academic policies to the president.

Section 4: Supremacy.

- A. In the event of a conflict between any provision of these bylaws and any applicable provision of Ohio law, the latter shall take precedence.

Section 5: Effective Date of Implementation

- A. These bylaws shall be in full effect as of the date of their enactment by the Board of Trustees, or upon such date as specified by the Board of Trustees.
- B. When amended, the Board shall approve individual bylaw articles in their entirety and record the date of approval at the end of each article.

Approval

(Board approval dates: June 14, 2024)

Appendix: Board Policies

A. Table 1 contains a list of board policies currently in effect:

Table 1: Board-Approved Policies

<u>Policy Title</u>	<u>Date Approved</u>
Affiliated Entity Policy	October 7, 2016
Financial Governance Policy	April 29, 2022
Investment Policy	June 16, 2023
Finance, Audit, Governance, and Compliance Committee Responsibilities	June 14, 2024
Academic Affairs and Student Success Committee Responsibilities	June 14, 2024
Compensation Committee Responsibilities	June 14, 2024
Responsibilities and Expectations of Trustees	June 14, 2024
Conflict of Interest Policy	June 14, 2024
Naming of Facilities and Spaces Policy	June 14, 2024
Policy on Campus Free Speech	June 14, 2024
Honorary Degree Policy	June 14, 2024

Appendix: Bylaws Style Guide

Capitalization - Proper Names

Proper names are always capitalized.

The title of a position is capitalized when it precedes the name of the person who holds the position. Titles are not capitalized when they follow names.

- Wright State University President Sue Edwards
- Sue Edwards, president of Wright State University
- Chief Operating Officer Greg Sample
- Amy Thompson, provost
- Sean Cully, vice president and general counsel

Board of Trustees, Committees, and Policies

Used as a proper name, Board of Trustees and WSU Trustees are capitalized, as are committee and policy names, such as Finance, Audit, Governance and Compliance committee or Financial Governance policy. The word committee is not capitalized.

The following capitalizations are used in reference to titles of members of the board:

- Trustee Janice Copeland
- Chair Alex Evans
- Compensation Committee Chair DeAndre Jenkins

When not in reference to a specific person, capitalizations of board titles are not used:

- The vice chair called the meeting to order.
- Each new trustee completes an orientation session.

“Board of Trustees” is capitalized when referring to the WSU Board as a governing body. However, “board”, and “trustee” are not capitalized when used by themselves.

The word “bylaws” is not capitalized.