

COUNCIL OF TRUSTEES
BLOOMSBURG UNIVERSITY OF PENNSYLVANIA
OF THE STATE SYSTEM OF HIGHER EDUCATION

Bylaws and Regulations
Revised and adopted September 12, 2012

ARTICLE I - DEFINITIONS

The following words when used in this document shall, for the purpose of this article, have the following meanings:

- A. "**Board**" shall mean the Board of Governors of the State System of Higher Education.
- B. "**Chancellor**" shall mean the chief executive officer of the State System of Higher Education.
- C. "**Council**" shall mean the Bloomsburg University Council of Trustees.
- D. "**President**" shall mean the chief executive officer of Bloomsburg University of Pennsylvania.
- E. "**University**" shall mean Bloomsburg University of Pennsylvania of the State System of Higher Education.

ARTICLE II - POWERS AND DUTIES

As delineated in Act 188 of 1982, Section 20-2009-A, the powers and duties of the Council are as follow:

1. To make recommendations to the Chancellor for the appointment, retention, or dismissal of the President following consultation with students, faculty, and alumni.
2. To assist the President in developing proper relations and understanding between the institution and its programs and the public, in order to serve the interests and needs of both.
3. To review and approve the recommendations of the President as to standards for the admission, discipline and expulsion of students.

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4. To review and approve the recommendations of the President pertaining to policies and procedures governing the use of institutional facilities and property.
5. To approve schools and academic programs.
6. To review and approve the recommendations of the President pertaining to annual operating and capital budget requirements for forwarding to the Board.
7. To review and approve charges for room and board and other fees except student activity fees.
8. To conduct an annual physical inspection of facilities and make recommendations regarding maintenance and construction to the Board.
9. To review and approve all contracts and purchases negotiated or awarded by the President with or without competitive bidding and all contracts for consultative services entered by the President.
10. To represent the institution at official functions of the Commonwealth.
11. To take such other action as may be necessary to effectuate the powers and duties herein delegated.
12. In accordance with the evaluation procedure established by the Board, each council shall conduct an evaluation of the President and forward the results of that evaluation with recommendation to the Chancellor for submission to the Board.

ARTICLE III - MEMBERSHIP

As delineated in Act 188 of 1982, Section 20-2008-A, the membership of the Council shall be as follows:

Section 1. MEMBERSHIP. The Council shall consist of eleven (11) members who, except for student members, shall be nominated and appointed by the Governor with the advice and consent of the Senate. At least two (2) members of the eleven (11) member Council shall be alumni of the University.

Section 2. TERM. The members of the Council shall have a term of office as set forth in Act 188 of 1982 as amended.

ARTICLE IV - QUORUM

Section 1. Six members of the Council shall constitute a quorum.

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ARTICLE V - MEETINGS

As delineated in Act 188 of 1982, Section 20-2008-A. (d), the Council shall meet at least quarterly.

Section 1. REGULAR MEETINGS. A regular meeting of the Council shall be held not less than four times each year. The schedule of meetings shall be formulated at the beginning of each fiscal year and advertised in accordance with Act 84 of 1986, the Sunshine Law.

Section 2. ANNUAL MEETING. The annual meeting of the Council shall be conducted as part of the regularly scheduled meeting held immediately preceding July 1 of each year. At this meeting, the officers of the Council for the next year shall be elected.

Section 3. SPECIAL MEETINGS. Special meetings may be called at any time by the Chairperson of the Council or the President. Special meetings shall also be called by the Chairperson of the Council upon the request of three members of the Council. Public notice of special meetings shall be in accordance with Act 84 of 1986, the Sunshine Law.

Section 4. NOTICE OF MEETINGS. The Secretary shall be responsible for notifying the members of the Council relative to the time and place of all meetings of the Council. In the case of special meetings, the purpose for which the special meeting is called shall be given in the notice, and the business transacted at such meeting shall be limited to the purpose stated in the call. A notice of each regular and special meeting shall be sent to the Chancellor. Notice shall be effective if sent by regular mail for regular meetings.

Section 5. PARLIAMENTARY AUTHORITY. Roberts Rules of Order Revised shall be the guide for the Council in determining questions of parliamentary procedure not herein specifically provided. The Council may also adopt, from time to time, rules necessary as appropriate for the conduct of its business.

Section 6. MINUTES OF MEETINGS. A copy of the minutes of each meeting shall be sent to each member of the Council following each meeting of the Council and each meeting of the Executive Committee.

ARTICLE VI - OFFICERS

Section 1. OFFICERS. The officers of the Council shall be a Chairperson, Vice Chairperson, and Secretary whose term shall commence on July 1 and conclude on June 30 two years later.

Section 2. ELECTION. The officers of the Council shall be elected for a two-year term at the annual meeting of the Council and shall perform the duties assigned to their

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respective office. They shall hold office until successors are legally elected. A Nominating Committee shall be appointed by the Chairperson of the Council, with the concurrence of a majority of the members of the Council, at the meeting preceding the annual meeting for the purpose of nominating individuals to serve as officers of the Council. Nominations for any offices of the Council may also be made by any member of the Council at the annual meeting.

Section 3. DUTIES. The Chairperson shall call, convene and conduct all meetings. The Vice Chairperson shall act in the absence of, or at the request of, the Chairperson with regard to regular and special meetings. The Secretary shall perform those duties prescribed in these Bylaws.

Section 4. VACANCIES. Vacancies in Council office during the two-year term shall be filled by the Executive Committee and ratified at the next public meeting.

Section 5. TERM LIMIT. Officers are eligible to be re-elected for not more than two consecutive two-year terms.

ARTICLE VII - COMMITTEES

Section 1. EXECUTIVE COMMITTEE. The Council may provide for an Executive Committee to be composed of the three elected officers of the Council, the student trustee, and the immediate past chairperson of the Council. This committee shall meet on call of the Chairperson as needed. The purpose of this committee shall be to receive information on the status of the university from the President.

Section 2. STANDING COMMITTEES. The Standing Committees are as follows:

1. Academic Affairs. This committee shall consist of at least two members of the Council appointed by the Chairperson of the Council, one of whom shall be designated Chairperson of the committee by the Chairperson of the Council. The purpose of this committee is to periodically review all University changes in academic policies and procedures, all new or discontinued academic programs, and the current status of all accreditation goals in order to report to the rest of the Council on the health of the educational mission of the University. The committee will meet at least once per semester with the Provost and Senior Vice President of Academic Affairs, and report periodically to the Council of Trustees.

2. Administration. This committee shall consist of at least two members of the Council appointed by the Chairperson of the Council, one of whom shall be designated Chairperson of the committee by the Chairperson of the Council. The purpose of this committee is to review the recommendations of the President pertaining to annual operating and capital budget requirements for forwarding to the Council, to review and recommend to the full Council charges for room and board and other fees except

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student activity fees in consultation with the **Student Life** Committee, and to review and recommend to the full Council all contracts and purchases negotiated or awarded by the President with or without competitive bidding and all contracts for consultative services entered by the President. The committee will meet prior to the quarterly Council of Trustees meeting with the Vice President of Administration and Finance and the President.

3. **Student Life**. This committee shall consist of at least two members of the Council appointed by the Chairperson of the Council, one of whom shall be designated Chairperson of the committee by the Chairperson of the Council. The purpose of this committee is to review and recommend to the full Council charges for room and board and other fees except student activity fees in consultation with the Administration Committee, and to review and recommend to the full Council recommendations of the President related to standards for the admission, discipline and expulsion of students. The committee will meet at least once per semester with the Vice President of Student Affairs, and report periodically to the Council of Trustees.

4. University Advancement. This committee shall consist of at least two members of the Council appointed by the Chairperson of the Council, one of whom shall be designated Chairperson of the committee by the Chairperson of the Council. The purpose of this committee is to review and advise the Council on university advancement policies including alumni affairs, marketing and communication, annual and planned giving, capital campaigns, major donor campaigns, related fund-raising activities, and facility naming. The committee will meet at least once per semester with the Vice President of University Advancement and the Executive Director of the Bloomsburg University Foundation, and report periodically to the Council of Trustees.

5. Athletics. The committee shall consist of at least two members of the Council appointed by the Chairperson of the Council, one of whom shall be designated chairperson of the committee by the Chairperson of the Council. The committee is an oversight committee that will review and monitor NCAA compliance and behavior of student-athletes. Additionally the committee, in consultation with Academic Affairs, will review academic progress of student-athletes. The committee will meet at least once per semester with the Director of Athletics and the Vice President of Student Affairs, and report periodically to the Council of Trustees.

The Chairperson of the Council shall be an ex-officio member of each standing committee and shall have the right to vote in the event of a tie.

Section 3. SPECIAL COMMITTEES. The Chairperson of the Council, with the concurrence of a majority of the Council may appoint special committees, such as Facilities Naming Committee, Presidential Evaluation Committee, Nominating

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Committee, and any other such committees as are deemed necessary for the transaction of business or as authorized by the Council.

Facilities Naming. This committee shall consist of at least two members of the Council appointed by the Chairperson of the Council, one of whom shall be designated Chairperson of the committee by the Chairperson of the Council. Other areas of representation on this committee shall be two Bloomsburg Chapter APSCUF Representatives, two Bloomsburg Chapter AFSCME Representatives, two Bloomsburg University Alumni Association Representatives, two Bloomsburg University Community Government Representatives, appointed by the president of the respective area, and the Bloomsburg University Vice President for University Advancement. The purpose of this committee is to receive recommendations from the Vice President for University Advancement for review and presentation to the full Council.

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ARTICLE VIII - ORDER OF BUSINESS

The order of business at the regular meetings of the Council, unless changed by a majority of those members present, shall include, but not be limited to the following:

1. Call to Order
2. Pledge of Allegiance
3. Public Comment Period
4. Approval of the minutes of the previous meeting as distributed to the Council
5. New Business
 - A. President
 - B. Academic Affairs
 - C. General Administration
 - D. Student Life
 - E. University Advancement
6. Other Business
7. Trustee Comments
8. Adjournment

ARTICLE IX - HEAD OF THE UNIVERSITY

The University President is the University's chief executive officer and ex-officio non-voting member of the Council and of all Council standing committees. Within the powers and constraints of Act 188 of 1982 as amended, the President is charged with carrying out the trustees' policies and programs and administering the educational and business affairs of the University. The President shall advise the Council on all matters where Council must take official action. The President is charged with supplying the Council with sufficient information for its decision making. The President shall call upon the trustees for objective counseling and advice. When acting for the Council, the President is expected to adhere faithfully to the council's policies.

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ARTICLE X - RULES AND REGULATIONS

Section 1. FORM OF MINUTES. The minutes to be maintained by the Council of its regular, special, and committee meetings shall perform these functions:

1. Give date, time, and place of meeting and name of presiding officer.
2. List the members present.
3. Record the action of the body upon the minutes of the last meeting.
4. Record the action of the body upon sections of the agenda requiring specific action.

Section 2. COPY OF MINUTES. An approved copy of the minutes of each meeting shall be sent to the Chancellor as promptly as possible after each meeting.

Section 3. EXECUTIVE SESSIONS. Executive sessions shall be conducted in accordance with Act 84 of 1986, the Sunshine Law.

Section 4. BYLAWS CHANGE. These bylaws may be changed by a majority vote of the Council provided each member of the Council has received a copy of the proposed changes prior to the next regular meeting at which the vote on the changes shall be taken.

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