

# **Glenville State University**

## **BYLAWS OF THE BOARD OF GOVERNORS**

### **1.0 Members of the Board of Governors**

The Board of Governors of Glenville State University consists of nine members appointed by the Governor and three constituent representatives elected by the faculty, staff and students. The Board of Governors shall have the powers conferred upon them by the laws of the State of West Virginia as pursuant to WV Code § 18B-2A-1 *et seq.*

The President of the University shall serve as an ex-officio (non-voting) member of the Board.

Meetings shall be scheduled for at least six (6) times per year.

### **2.0 Officers of the Board of Governors and their Duties**

- 2.1** At its last regular meeting in June of each year, the Board shall elect a chairperson and vice-chairperson. The chairperson may not serve more than four (4) consecutive years. The vice-chairperson shall serve for a term of one year or until their successor is elected.
- 2.2** The chairperson of the Board shall be a voting member of the Board, the Executive Committee, and may serve on two other committees. The chairperson shall preside at all meetings of the Board and shall decide all questions of order. It shall be the chairperson's duty to see that the Board's bylaws are properly followed and its orders properly executed. The chairperson shall, on behalf and in the name of the University and the Board, sign all instruments authorized by the Board, except as such duties may be delegated to the President of the University.
- 2.3** In the absence of the chairperson, the vice-chairperson shall be invested with the powers and discharge the duties of the chairperson. In the absence of the Chairperson and the Vice-Chairperson, the duties of Chairperson will be discharged by the Governors in the following order: Chairperson of the Business and Finance Committee, Chairperson of the Academic Affairs Committee, Chairperson of the Enrollment and Student Life Committee, Chairperson of the Board Governance and Human Resources Committee, and Chairperson of the Athletic Committee.

### **3.0 Secretary to the Board**

There shall be a secretary to the Board designated by the University President at the regular Board meeting in June of each year. The secretary will be a non-voting member of the Board. The secretary shall be custodian of all Board records and shall attest as required, by his or her signature, all instruments executed by the chairperson or other authorized person on behalf and in the name of the University and the Board.

The secretary shall attend all meetings of the Board and be responsible for accurate minutes of all Board meetings and assist the President in the training and orientation of new board members. In the absence of the secretary, the President can designate a person to discharge the duties of the secretary. Because of the record-keeping nature of the secretary's duties, he or she serves at the pleasure of the Board and may be appointed for consecutive terms.

### **4.0 Board of Governors Committees**

Standing committees of the Board consisting of no fewer than three members each shall be appointed yearly, or at any time a vacancy occurs, by the chairperson of the Board.

Committee chairpersons and vice chairpersons shall be appointed by the Chairperson of the Board.

Each committee shall consider and make recommendations for action by the Board on the various policy matters enumerated below, and as assigned by the Executive Committee.

- 4.1** Executive Committee, comprised of the Board chairperson (serving as chairperson), the Board Vice-chairperson, the Board's immediate past chair, and the chairpersons of the committees on Board Governance and Human Resources (HR), Enrollment and Student Life, Academic Affairs, Business and Finance, and Athletic. In the event a committee chairperson cannot attend a meeting of the Executive Committee, the vice-chairperson may be designated to represent the committee chairperson.
  - 4.1.1** Refer to the Board general University policies and business not specifically assigned to another committee;
  - 4.1.2** Maintain relations with local, state and federal legislation and administrative agencies;
  - 4.1.3** Consult with the President on personnel appointments and separations;
  - 4.1.4** Evaluate the performance of the President;
  - 4.1.5** Recommend the compensation for the President; and
  - 4.1.6** Act on behalf of the Board on policy matters needing immediate attention and report such actions to the Board.
    - 4.1.6.1** To act on behalf of the Board, a quorum of the Executive Committee (four members) must be present.
    - 4.1.6.2** Executive Committee actions taken on behalf of the Board shall be reported to and ratified by the Board and made a part of the

official record by including such action in the record of the next regularly scheduled Board meeting.

**4.1.6.3** Any meeting of the Executive Committee at which binding action is taken shall adhere to all provisions of West Virginia Law.

**4.2 Board Governance and Human Resources Committee**

**4.2.1** Salary, wage, and benefit policies;

**4.2.2** Personnel policy matters, including without limitation, affirmative action, equal employment opportunity, and compliance with other state and federal laws;

**4.2.3** Collect nominations for future Board members for submission to the Governor;

**4.2.4** Review and make recommendations for Board bylaws revisions;

**4.2.5** Review and provide recommendations for Orientation and Training of new and existing Board members;

**4.2.6** Review and make recommendations for new, amendments, and repeal of Board policies;

**4.3 Enrollment and Student Life Committee**

**4.3.1** Student affairs, including, but not limited to, admissions and enrollment, financial aid, intercollegiate athletics, student life, residential life, and student services.

**4.4 Academic Affairs Committee**

**4.4.1** Academic policies and standards;

**4.4.2** Approval of new degree programs;

**4.4.3** Review of existing academic programs;

**4.4.4** Promotion, tenure and annual evaluation procedures for faculty;

**4.4.5** Promotion of alumni activities; and

**4.4.6** Awards, honors, convocation, commencement, and other major University events.

**4.5 Business and Finance Committee**

**4.5.1** Review and recommend the University's budgets, schedule of student fees, financial operations including annual audits, business organization and practices, borrowing of funds, investment of funds, and submission of appropriation and capital requests;

**4.5.2** Approval of agency grants and contracts that exceed \$250,000 or that commit the University to continuing the grant activity beyond the grant period;

**4.5.3** Naming, location, planning, construction, and maintenance of the University's plant and grounds, and the purchase and sale of lands and buildings.

**4.6 Athletic Committee**

**4.6.1** Review and evaluate academic, competitive and other departmental data to ensure that the programs within the department reflect the University's mission, strategies and priorities;

**4.6.2** Review the resources available to support initiatives for student-athlete growth and development;

**4.6.3** Review the department's plans, goals and programs;

- 4.6.4** Ensure that the department's students are graduating and performing academically at a level that reflects the high standards of the University; and
  - 4.6.5** Ensure that there is a regular review of the University's goals relating to increasing diversity, equity and inclusion as they pertain to the areas for which the Committee has oversight responsibilities, the progress that the University is making in achieving those goals, and actions the Board should consider taking to support the University's efforts.
- 4.7 Nominations Committee**
- 4.7.1** Appoint a slate of officers in April or May and present to the full Board for approval at its last regular meeting in June.
  - 4.7.2** In the event of vacancy of an elected office, the Committee shall convene at its earliest convenience to facilitate a nomination for the remainder of the term and present to the full Board for approval at its next meeting.
- 4.8** The President of the University shall be an ex-officio (non-voting) member of the Executive Committee. The Provost shall serve as the ex-officio for the Academic Affairs Committee, the Vice President for Enrollment and Student Life shall serve ex-officio (non-voting) on the Enrollment and Student Life Committee, the Chief Financial Officer shall serve ex-officio (non-voting) on the Business and Finance Committee, and the Human Resources Director shall serve as ex-officio (non-voting) on the Board Governance and HR Committee.

## **5.0 Meetings of the Board of Governors**

- 5.1** The Board of Governors shall comply with all provisions of West Virginia's open meeting law as designated in WV Code § 6-9A-1 *et seq.*
- 5.2** Meetings
  - 5.2.1** The annual organizational meeting of the Board is its meeting in June, at which a regular meeting schedule shall be set, including time and place.
  - 5.2.2** Special meetings may be held upon the call of the chairperson, President, or upon written request to the chairperson by three Board members.
  - 5.2.3** Notice of meetings: The chairperson shall notify all Board members and the President at least five days in advance of all regular and special meetings and at least one day in advance of all emergency meetings.
  - 5.2.4** Of the twelve (12) voting Board members, a quorum of seven (7) members is required to conduct business on matters requiring a vote from the Board. A majority vote of those present shall be sufficient to adopt any motion or resolution, provided that the vote of a majority of all the Board shall be necessary to make or confirm the making of any contract involving the expenditure of money not provided for in the annual budget; to adopt and revise the annual budget; and to amend or repeal previously adopted policies or bylaws of the Board.
  - 5.2.5** The chairperson may poll or designate a poll to members of the Board when an issue(s) arises between regularly scheduled meetings that need the Board's immediate review and decision. In this situation, the members may vote in-person, via e-mail, telephone, fax, or virtually. A

record of these votes will be maintained for the official record. The issue will be formally presented to the Board at the next regularly scheduled meeting and the recorded votes will be re-confirmed.

- 5.2.6** The Board may vote on multiple matters contained within a consent agenda at one time. An item may be removed from the consent agenda and be voted on separately at the request of a Board member.
- 5.2.7** Proxy voting is not allowed; however, members may participate via video or teleconference. Pursuant to WV Code § 6-9A-8(b), a public agency may not vote by secret or written ballot.
- 5.2.8** A roll call vote shall be taken whenever directed by the chairperson or requested by two members of the Board.

### **5.3 Speakers**

It is the policy of the Board to require persons other than Board members and persons invited to speak at Board meetings to limit their remarks to no more than five minutes, or for a length of time determined by the chairperson, and to speak at the appropriate time during the agenda. The Chairperson may also limit the number of speakers commenting on any one subject.

### **5.4 Parliamentary Rules**

Meetings will be conducted according to Robert's Rules of Order, subject to the suspension of any rule by majority vote of the Board. The proceedings of the Board, when not otherwise provided for by its rules, shall be governed by the general usages of deliberative bodies. Every motion shall be reduced to writing upon the request of a member.

### **5.5 Recording Meetings**

Members of the public and the news media may record public sessions of Board and Committee meetings. Use of recording devices may not interfere with the meeting or other attendees' view or hearing of the proceedings. Any recording devices must be fixed to one location in the room throughout the meeting. No flashes or other light enhancing devices may be used. The location of recording devices will be determined by the Chairperson prior to the meeting. Where multiple parties desire to record the meeting, the Chairperson may limit the number of recording devices in the meeting to no more than two. Anyone recording the sessions of Board and Committee meetings shall inform the Board that it is being recorded.

## **6.0 The President of the University**

Serving at the pleasure of the Board of Governors, the President as Chief Executive Officer is responsible for recommending policies to the Board and for implementing those policies approved by the Board. The President must provide leadership in establishing a vision and goals to guide the University in fulfilling its mission. While the Board has the ultimate responsibility for the governance of the University to ensure its proper maintenance and successful and continuous operation, it is the President's responsibility to execute Board policies and administer the University to fulfill its mission. Specific responsibilities of the President include, but are not limited to, the following:

- 6.1** Administer Board policies to achieve the University's mission.
- 6.2** Direct strategic and short-range planning.

- 6.3 Develop, maintain and evaluate academic programs in furtherance of the University's mission.
- 6.4 Develop and maintain an administrative organization and governance structure to facilitate both input into policy development and effective utilization of the resources required to achieve the University's goals and mission.
- 6.5 Develop and maintain a system that will receive, screen and recommend for employment the most well qualified personnel required to carry out the mission of the University. In addition, this system must assign, supervise, evaluate, and promote all personnel employed by the University.
- 6.6 Plan and develop a process to secure and maintain the fiscal resources necessary to achieve the University's mission at the highest level of quality. This responsibility shall include the presentation of these needs before the Higher Education Policy Commission and the legislature.
- 6.7 Prepare and present to the Board of Governors for approval the annual operating and capital budgets; in addition, make budgetary allocations and supervise the expenditure of all funds.
- 6.8 Develop and maintain facilities and equipment required to support the mission of the University.
- 6.9 Communicate to the Board the current condition and potential problems facing the University.
- 6.10 Represent the University before external public and private sector constituencies.
- 6.11 All other duties and responsibilities listed in the Delegation of Powers.

## **7.0 Evaluation of the President**

- 7.1 The Board will conduct a formal and structured written performance evaluation of the President every year of his/her employment as pursuant to GSC Board Personnel Policy 23 - Guidelines for Employing and Evaluating the President at Glenville State University.
- 7.2 Evaluation criteria and obtainable goals must be put in writing and discussed with the President at the beginning of each year to make clear the expectations of the Board and the committee can add or delete criteria with the approval of the Board.

Serving at the pleasure of the Board, the President will terminate his/her association with the University in a manner that does not discredit or damage the Board or University.

## **8.0 Adoption, Amendment, and Repeal of Bylaws and of University Policy and Procedures**

- 8.1 The foregoing bylaws are intended to provide a general framework for the administration, and operation of the University. Detailed policies and procedures for the organization, administration, and operation of the University may be adopted, amended, and repealed by the Board of Governors.
- 8.2 New bylaws may be adopted and existing bylaws amended or repealed by a majority vote of the Board of Governors at any regular meeting of the Board,

providing that notice of the meeting specifies that adoption, amendment, or repeal of the bylaws is to be considered.

First approved by the Board of Advisors on September 21, 2000.

Revised by the Board of Advisors on June 5, 2001 and effective July 1, 2001.

Revised and Adopted by the Glenville State College Board of Governors effective July 16, 2003.

Revised and Adopted by the Glenville State College Board of Governors effective October 20, 2004.

Revised and Adopted by the Glenville State College Board of Governors effective April 19, 2006.

Revised and Adopted by the Glenville State College Board of Governors effective August 18, 2021.

Revised and Adopted by the Glenville State University Board of Governors effective May 4, 2022.