Bylaws of the Ohio University Board of Trustees

Revised August 27, 2015
Revised August 28, 2014
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Revised February 10, 2010
Revised January 23, 2009
Revised February 8, 2008
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Revised September 20, 2002
Revised June 23, 1990
Revised July 14, 1989

Article I. Corporate Authority and By-Laws

Section 1. The Board of Trustees of the Ohio University, a body corporate and politic, hereby adopts these Bylaws for the purpose of governing its activities in accordance with Chapter 3337 of the Ohio Revised Code.

Section 2. No Bylaws shall be enacted, amended, or repealed, except by a vote of a majority of the members (5 votes) of the Board authorized to vote, and then only after thirty (30) days notice of a proposed change has been given to all members.

Section 3. The Board shall comprise nine Trustees and two student Trustees, all appointed by the governor of the State of Ohio in accordance with Section 3337.01 of the Ohio Revised Code. The Board shall also include two national Trustees and the chair of the Ohio University Alumni Association Board of Directors or his or her designee. One national Trustee shall be appointed by the Board for a term of one year beginning on July 1, 2010. One national Trustee shall be appointed by the Board for a term of three years beginning on July 1, 2010. Thereafter, both national Trustees shall serve terms of three years.

Section 4. The nine Trustees appointed by the Governor shall hold voting privileges. The two student trustees, the two national trustees and the chair of the Ohio University Alumni Association Board of Directors may not vote on Board matters but their opinions and advice will be actively solicited and welcomed in Board deliberations.

Article II. Officers of the Board

Section 1. Officers of the Board shall be as follows:
(a) Chair

(b) Vice-Chair

(c) Secretary

(d) Treasurer

Section 2. The Chair shall preside at all meetings of the Board, and unless otherwise directed by the Board, shall have the authority to appoint members of and to fill vacancies on all standing and special committees. He or she shall serve as Chair of the Executive Committee. Subject to these Bylaws, he or she shall fix the date and time of all regular, special, and emergency meetings, and perform such other duties as may be pertinent to the office of the Chair.

Section 3. The Vice-Chair, in the absence or incapacity of the Chair, shall assume the duties and obligations of the Chair.

Section 4. The Secretary shall keep minutes of all Board meetings and shall promptly distribute copies to all Board members. He or she shall be responsible for the orderly preservation of all records pertaining to Board business, and shall perform all other duties customary to the office or assigned by the Chair or by Board action.

Section 5. The Treasurer shall be responsible for the fiscal management of the University, including supporting budget preparation, the preparation of all officially required financial reports, management of investments, coordination of audits with auditors, including federal and state auditors, overseeing relationships with financial reporting agencies, and all other financial responsibilities generally or specifically assigned by the Board or the President.

Article III. Election of Officers

Section 1. The Chair, Vice-Chair, Secretary, and Treasurer shall be elected annually by the Board.

Section 2. The Chair and Vice-Chair shall each serve for one year and shall be eligible for re-election to their respective offices. The Secretary and the Treasurer shall be eligible for annual election to these offices without a yearly limitation.

Section 3. In the event of a vacancy in an Officer position, the Board shall elect a successor from among its members to serve the remainder of the vacant term.

Article IV. The President and Presidential Duties

Section 1. On the basis of mutual good faith and any contractual relationship pointing to continuous service, the President of the University shall be elected from year to year, and shall be entitled at all times to one (1) year severance notice or one (1) year salary if terminated.

Section 2. The President shall attend all meetings of the Board and shall, in an advisory capacity, have a voice in its deliberations. He or she shall have the authority to initiate any subject at Board meetings.
Section 3. The President shall be responsible to the Board for the administration and discipline of the University.

Article V. Meetings

Section 1. Regular Meetings. The Board shall hold no fewer than five (5) regular meetings a year, with the date and time fixed in accordance with the provisions of Article II. Section 2.

Section 2. Special and Emergency Meetings. Special and emergency meetings may be held upon the call of the Chair or upon the written request of three (3) Board members to the Secretary.

Section 3. Notice of Meetings. The Secretary 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. Public notice of all meetings shall be given in accordance with the requirements of Revised Code Section 121.22. Any person may determine the time and place of all regularly scheduled meetings and the time, place, and purpose of all special meetings by contacting University Communications and Marketing or on the internet at http://www ohio ed u/trustee s/.

Section 4. Attendance. It shall be the policy of the Board to require full attendance at all meetings of the Board and committees in accordance with Revised Code Section 3.17. Excuses for absence from meetings shall be communicated to the Secretary at least two (2) days before meetings. Persistent unreasonable absences in violation of Ohio law shall be cause, at the pleasure of the Chair, for reporting such delinquency to the appropriate authority of the State of Ohio.

Section 5. Quorum and Voting. Five Trustees appointed by the Governor, (the “Voting Trustees”) shall constitute a quorum for the conduct of the ordinary business of the Board. An affirmative vote of six Voting Trustees shall be necessary to elect or remove a President and an affirmative vote of five Voting Trustees shall be necessary to adopt any other resolution or action of the Board.

Section 6. Agenda. The Secretary shall consult with the chairs of the Standing Committees and then prepare a proposed agenda for each Regular Meeting. The proposed agenda shall be delivered to the President for his or her review and then to the Chair of the Board for final approval.

Article VI. Standing and Special Committees

Section 1. Standing Committees of the Board, consisting of no fewer than three (3) members each, shall be appointed annually or for longer terms by the Chair of the Board, and each Standing Committee shall consider and make recommendations for action by the Board on the various policy matters enumerated below as follows:

(a) University Academics. Responsibilities will include the academic plan; enrollment management; student life; intercollegiate athletics; diversity; research and technology transfer policies and activities; information technology; communications and marketing; academic appointments; promotion and tenure policies and procedures; academic program reviews; and awarding of degrees.

(b) University Resources. Responsibilities will include financial operations; business organization and practices; human resources; university advancement; relations with local,
state, and federal legislative and administrative agencies; recommending of the schedule of
tuition and fees; borrowing of funds; naming, location, planning, construction, and
maintenance and renovation of University facilities and grounds; the purchase, sale and lease
of lands and buildings; reviewing and monitoring of all investments including the
endowment; contract oversight on public utilities and other large contracts; and
recommending of investment policy, advising the Board on investments and appointment of
investment advisors to ensure compliance with Revised Code Section 3345.05.

(c) Audit. Responsibilities will include the oversight of the internal audit functions, annual or
other periodic audits of financial operations, the recommendation of the appointment of an
external audit firm to the Board of Trustees, the receipt of the reports of the internal auditor
and the external audit firm, and the university’s accountability and compliance procedures.

(d) Governance. Responsibilities will include the recommendation of general governance
policies and procedures, the nomination of Board officers and recommendation of candidates
for future trustees and national trustees. At the last meeting in each fiscal year, the
Committee shall review these Bylaws to determine whether any changes are appropriate and
shall recommend any such changes to the Board of Trustees.

(e) Executive. Responsibilities will include consulting with the President on the appointment
of executive officers and business not specifically assigned to another Standing or Special
Committee.

Section 2. The Executive Committee shall be made up of the Chair and Vice Chair of the
Board of Trustees and the Chairs of University Academics and University Resources
Committees and have broad powers to act in all matters not deemed by the Chair of the Board
and the President of the University as of importance to command the immediate attention of
the entire Board. All actions of the Executive Committee shall be subject to
approval by the Board, except those wherein the Board has delegated to the
Executive Committee or the President full power to act for the Board.

Section 3. Special committees may be appointed by the Chair of the Board as the
Board may deem necessary.

Section 4. The Chair of the Board and the President shall be ex-officio non-voting members
of all Standing Committees and Special Committees.

Article VII. Parliamentary Authority

Section 1. When not in conflict with any of the provisions of these Bylaws, the Robert’s
Rules of Order Newly Revised shall govern the proceedings of the Board.