

BYLAWS OF THE BOARD OF TRUSTEES
PREAMBLE

The Board of Lake Superior State University is vested with the authority to govern this public institution of higher education by virtue of Section 6, of Article 8, of the Constitution of the State of Michigan and Public Act 26 of 1969, as amended.

In their stewardship, the Trustees intend to uphold and foster the highest standards of human conduct and achievement for all members of the University community.

The Board encourages all University staff and students to attain the highest standards of academic excellence, and to demonstrate responsible and ethical standards of conduct to sustain the common good of the University.

The Board of Trustees pledges to uphold all principles of law and sound government in performing its oversight responsibilities.

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LAKE SUPERIOR STATE UNIVERSITY BOARD OF TRUSTEES' BYLAWS

These Bylaws are promulgated to lend guidance and assistance to the University. The Board of Trustees, the President and the entire University community are bound by and shall uphold these Bylaws.

ARTICLE I
ARTICLE 1.00 MEETINGS

Section 1.01. Organizational and Regular Meeting Dates of the Board. An organizational meeting of the Board shall be held each year (the first regular meeting that is convened after the month of commencement graduation exercises of the University) for the purpose of electing officers and the transaction of business. At the first meeting of the fiscal year, which commences July 1 and ends June 30, the Board shall establish the date, time and location for regular meetings for the ensuing fiscal year.

Section 1.02. Location of Meetings. Meetings shall be held on the campus or any other location designated by the Board.

Section 1.03. Special and Emergency Meetings. Special or emergency meetings may be called by the Chair alone or upon the request of any three Trustees. In addition to Public Notice, as required by law, notice of such meetings shall be given by the Secretary, to the Trustees, which notice shall designate the date, time, place and tentative agenda for the

meeting, as well as the manner by which the call for the meeting occurred.

Section 1.04. Notice of Regular Meetings of the Board. The Secretary shall provide notice, either by mail or electronic means to each Trustee at least ten (10) days prior to each scheduled regular meeting. The Notice shall contain the agenda, time and place of the meeting and all necessary information.

Section 1.05. Public Notice of Regular Meetings of the Board. The Secretary shall give public notice of all meetings of the Board, as required by law and these Bylaws. Public Notice shall be given by prominently posting a copy of the notice at the principal office of the Board and other campus locations. The notice shall specify the date, time and place of the meetings, and the address and telephone number of the Board Office. Once each year, the Secretary shall give public notice of the schedule of the Board's regular meetings for that respective fiscal year, which notice shall include the date, time and place of each meeting. Change or alteration of any information contained in the original notice requires that the notice be posted anew in the same manner.

Section 1.06. Public Access and Addresses. All regular, special and emergency meetings of the Board shall be open to the public. Persons shall be permitted to address the Board in accordance with the law and under rules established and recorded by the Board. These rules shall be made available to the public upon request.

Section 1.07. Agenda for Meeting. An agenda shall be prepared in advance of each meeting by the President in conjunction with the Secretary and the Chair. The agenda, together with all supporting documents, shall be furnished to each Trustee in accordance with the provisions of Section 1.04. above. Any Trustee, as a matter of right, may cause an item of business to be placed on the agenda of the upcoming meeting by notifying the Chair. Upon Board approval, the President shall be excused from full compliance of the rules under subsection 1.04 whenever critical issues require Board deliberation.

Section 1.08. Rules of Procedure. The rules of customary parliamentary practice contained in Robert's Rules of Order, Newly Revised, shall govern Board proceedings.

Section 1.9. Approval of Agenda. Board action for agenda approval shall occur at the beginning of each meeting; however, the order of items may be altered by the Chair. In addition to the provisions of Section 1.07., any Trustee, as a matter of right, may augment the agenda of a meeting under "Other Business" with items of business for action at that meeting.

Section 1.10. Reports and Resolutions. Prior to regular Board meetings, reports of executive officers and proposed formal resolutions shall be presented and distributed in writing.

Section 1.11. Records of Meetings. Minutes of the proceedings of the Board shall be kept by the Secretary or a Board designee. Proposed minutes of each meeting, upon completion, shall be forwarded immediately to the Trustees. Thereupon, minutes shall be considered for approval with any modification and required revisions at the next regular

meeting. The Board meeting minutes will be archived in the President's Office, the LSSU Shouldice Library and on the LSSU website.

ARTICLE II

SECTION 2.00 QUORUM AND VOTING PROCEDURES

Section 2.01. Quorum. A quorum for any meeting shall be a majority of Trustees appointed and serving.

Section 2.02. Voting. Ayes and nays shall be called and entered upon each vote. Affirmative action of the Board shall carry by a majority of the Trustees appointed and serving, except where a greater number otherwise is required.

Subsection 2.02 (a). To adopt the operating budget, appoint or dismiss the President, establish tuition, and other motions that the Board from time to time may specify, requires a vote of a majority of the Trustees appointed and serving.

Subsection 2.02 (b). Action on all motions to adopt the operating budget, establish tuition and room-and-board rates, buy or sell real property, authorize the University to enter into a lawsuit or other motions deemed appropriate by the Chair, or any Trustee, shall be by roll-call vote.

ARTICLE III

SECTION 3.00 BOARD OFFICERS

Section 3.01. Election of Board Officers. At the first regular meeting of the calendar year meeting, the Board, by majority vote of the Trustees appointed and serving, shall elect the following:

Subsection 3.01 (a). For a term of one year, elect and install all Board officers, a Chair, First Vice Chair, Second Vice Chair, Secretary, and Treasurer. The Secretary and Treasurer shall be University staff members and each shall serve at the pleasure of the Board.

Subsection 3.01 (b). Board officers shall hold office until their respective successors are elected and installed. Vacancy in any office, except as provided in Section 3.02 (b), shall be filled for the unexpired term of the previous holder of that office by a majority vote of the Trustees appointed and serving.

Section 3.02. Duties of the Officers. The officers of the Board shall perform the duties expressly enjoined upon them by the laws of the State of Michigan, by these Bylaws, by any guidelines established by this Board, by parliamentary custom and practice, and such other incidental duties as may be deemed traditional within each respective office. Enumerated duties of the respective officers of the Board are the following:

Subsection 3.02 (a). The Chair shall preside at Board meetings. Subject to the

provisions of Article I, Section 1.03. above, the Chair may call the Board into special session when deemed appropriate, whether by the Chair's election or upon the petition of three Trustees.

Subsection 3.02 (b). Whenever the Chair is absent, incapacitated or otherwise temporarily unavailable, the First Vice Chair shall assume the role of acting Chair and preside at Board meetings; whenever the Chair and First Vice Chair are both absent, the Second Vice Chair shall act as Chair and preside.

Subsection 3.02 (c). Whenever the Chair, First Vice Chair, and Second Vice Chair are all absent from any meeting, the Trustees present at the meeting shall elect a Chair, pro tempore.

Section 3.03. Filling Unexpired Terms. Election to fill the unexpired term of a Board officer shall be by a majority vote of the Trustees appointed and serving.

ARTICLE IV

SECTION 4.00 ADMINISTRATIVE OFFICERS

Section 4.01. President. The Board shall hire a President to serve as chief executive officer of the University and as an ex officio, non-voting Trustee of the Board.

Subsection 4.01 (a). The President occupies the leadership role in fostering and promoting education, research and public service.

Subsection 4.01 (b). The President shall promote, support and otherwise protect the common good of the University.

Subsection 4.01 (c). The President shall manage and direct all University affairs, subject to and within the confines of, the policies and directives of the Board.

Subsection 4.01 (d). The President may issue directives and executive orders in consonance with existing Board policies and shall implement all Bylaws, rules, regulations and directives of the Board.

Subsection 4.01 (e). The President shall oversee the preparation of an annual operating budget to be submitted and recommended to the Board.

Subsection 4.01 (f). The President shall exercise such other powers, duties, and responsibilities as are essential to the performance of all enumerated duties expressly and occasionally delegated by the Board.

Subsection 4.01 (g). Although ultimate responsibility rests with the President, he or she may delegate authority to members of the University Administration, faculty and staff.

Subsection 4.01 (h). Delegating of major areas of authority, as may be defined by the Board, must have the prior consent of the Board.

Subsection 4.01 (i). The President is charged with the duty of developing, maintaining and promoting protocol in relations with the Trustees.

Subsection 4.01 (j). The President serves at the pleasure of the Board and should a

vacancy in the presidency occur, the Board shall appoint an acting president until a successor is hired.

Subsection 4.02. Secretary of the Board. The Secretary of the Board shall perform the following duties:

Subsection 4.02 (a). Keep all records of the transactions of the Board;

Subsection 4.02 (b). Keep the minutes of each regular and special meeting of the Board and disseminate all minutes to the Trustees;

Subsection 4.02 (c). Give written notice to each Trustee of approved changes in the date, time and place of all meetings of the Board; and

Subsection 4.02 (d). Perform such other duties as from time to time may be designated by Trustees and the Board.

Subsection 4.02 (e). Collect a signed conflict of interest statement on an annual basis from each member of the Board of Trustees at the first regular meeting of the fiscal year and in accordance with University policy. University policy will guide the types of conflicts that should be disclosed with the understanding that Board members should have no personal financial interest in any financial transactions with the University.

Section 4.03. Treasurer of the Board. The Treasurer shall have the authority and responsibility to administer financial matters.

Section 4.04. Secretary-Treasurer. The Board may appoint one person to serve as both Secretary and Treasurer.

Section 4.05. Limitation of Powers. No officer shall have the power to incur obligations or to dispose of the Board's real and substantial property and funds except pursuant to Board action.

ARTICLE V

SECTION 5.00 RESPONSIBILITIES AND RESERVE AUTHORITY

Section 5.01. Powers the Board Shall Exercise.

- (a) hire and terminate the employment of the President;
- (b) assess the President's performance on an annual basis
- (c) adopt, revise or reaffirm the mission, goals, objectives and priorities of the University;
- (d) assess University programs, including curricular offerings, to assure compliance with established Board policy and to assure that such programs meet all appropriate standards, and upon careful analysis, propose approval, change or deletion;
- (e) maintain financial solvency and protect and preserve the assets of the

- University; and
- (f). preserve institutional autonomy and independence; and
- (g). maintain University relationships.

Section 5.02. Final Authority Reserved to the Board. The Board of Trustees, being a body corporate with statutory responsibility to govern the University, is ultimately responsible to provide oversight for the institution's financial and academic policies; and the Board upon proper notice and at its discretion may act as a final appeal board.

Section 5.03. Performance, Evaluation and Personnel Management. The Board retains authority and oversight powers in the following:

- (a). developing procedures for both evaluating and assessing the performance of all aspects of the presidency;
- (b). granting tenure and promotion in academic rank and approving sabbatical leaves.

Section 5.04. Bylaws. The Board retains authority to exercise oversight powers in adopting and modifying these Bylaws.

Section 5.05. Financial Matters. The Board retains authority to exercise oversight powers over the following:

- (a). approval of operating and capital outlay budget requests that are submitted to the State;
- (b). approval of the annual operating budget;
- (c). establishment of all tuition and student fees;
- (d). review of all endowments prior to acceptance;
- (e). acceptance of all private, State, Federal, and institutional grants and gifts;
- (f). appointment of the external auditing firm;
- (g). the annual financial audit; and
- (h). investment policies.

Section 5.06. Contracts. The Board retains authority to exercise oversight powers over the following:

- (a). approval of proposed collective bargaining position, strategies and negotiations, as well as approval of the agreements that may result; and
- (b). contract policy, with component authority to be delegated to the President.

Section 5.07. Student Policy, Degrees and University Programs. The Board retains authority to exercise oversight powers over the following:

- (a). the criteria for residence and non-residence classifications, for assessing tuition rates;
- (b). all admission and retention policies;
- (c). the assessment of programs, including approval to delete academic programs;
- (d). all policy governing intercollegiate programs, including intercollegiate

- athletics;
- (e). the conferral of degrees and the granting of diplomas; and
- (f). the approval of the recipients of honorary degrees and special awards.

Section 5.08. University Property. The Board retains authority to exercise oversight powers in the:

- (a). naming of facilities and memorials;
- (b). authorizing all entry into property and facility leases, as lessor or lessee, which are longer than one year's duration and in excess of \$50,000; and
- (c). establishing the sale and purchase price of real property, and authorizing the conveyancing thereof.

Section 5.09. Board Trustees Ineligible for Certain Posts. No Trustee while serving shall be eligible for appointment as Secretary or Treasurer of the Board, or be employed by the University.

ARTICLE VI SECTION 6.00 AUTHORITY

Section 6.01. Authority to Act. The authority of the Board is conferred upon it as a body corporate; accordingly, decisions and directives must solely emanate from Board action.

ARTICLE VII SECTION 7.00 CONFERRING OF HONORARY DEGREES

Section 7.01. Criteria Related to the Conferring of Honorary Doctoral Degrees. Upon nomination by the President, individual Trustees or any member of the University community, the Board from time to time, may confer honorary doctoral degrees, in recognition of distinguished accomplishment and service. Honorary doctoral degrees that may be conferred are the Doctor of Business Administration, Doctor of Engineering, Doctor of Law, Doctor of Science, Doctor of Literature, and Doctor of Humane Letters.

Section 7.02. Ineligibility to Receive Honorary Doctoral Degrees. Lake Superior State University Board of Trustees members, faculty, and staff may not be considered eligible for receipt of an honorary degree during their term of service with the University.

ARTICLE VIII SECTION 8.00 COMMITTEES

Section 8.01. Standing Committees. Standing committees of the Board are as follows:

- (a). The human resources committee shall monitor the University's compliance with

state and federal laws related to employee benefits, health and safety and initiatives that support the strategic plan.

- (b). the finance and development committee, prior to Board action, shall review and make recommendations on all matters of fiscal and financial impact on the University.
- (c). the academic and student affairs committee, prior to Board action, shall review and make recommendations on all academic programs and student affairs programs.
- (d) the government affairs committee, shall assist the President with identifying opportunities to interact with legislators and key members of the executive branch for the benefit of the University.

Section 8.02. Special Committees. The Chair of the Board may establish special committees.

Section 8.03. Appointments to Committees. All committee chairs, trustees, external parties and ex officio members shall be appointed by the Board Chair, except the Nominating Committee which shall be selected by the Board, and the Chair of the committee shall be elected by committee members.

Section 8.03 (a). The Chair shall be an ex officio member of all committees except the Nominating Committee, on which the Chair may not serve in any capacity.

Section 8.04. Committee Functions. Committees function to make recommendations for full Board consideration and action, and committee proceedings are governed by rules established by the Board.

Section 8.05. Committee Business. Committees function in an advisory capacity. Committees are not vested with final authority to resolve issues. Issues that rise to the level of recommended committee deliberation shall be placed on the agenda for Board action.

ARTICLE IX

SECTION 9.00 PROCEDURES AND REQUIREMENTS OF NOTICE FOR AMENDMENT OF THE BYLAWS

Section 9.01. Notice Requirement for Amendment to Bylaws. Bylaws may be amended at any meeting by a two-thirds majority vote of the Trustees appointed and serving, provided the amendment was submitted to the Board in the notice for the meeting.

Section 9.02. Procedure for Consideration of Amendments. Proposed amendments to Bylaws shall be submitted to the Secretary, who shall thereupon give written notice by mail or electronic means in a regular meeting notice to each Trustee.

Section 9.03. Suspension of Bylaws. Any Article or Section of Bylaws may be suspended at any meeting by an affirmative vote of two-thirds majority vote of the Trustees appointed and serving.

ARTICLE X
SECTION 10.00 BYLAWS SUBJECT TO CONTRACTS AND
PROVISIONS OF LAW AND STATUS OF PRIOR BYLAWS

Section 10.01. Precedence of Bylaws. Provisions of these Bylaws shall take precedence over tradition, custom and the practice of this University where conflict exists; however, federal and State statutes and applicable cases made and provided, as well as contracts and collective bargaining agreements of this University may operate to alter, modify, abridge or extend the force of rules hereof to which these Bylaws are subject.

Section 10.02. Repeal of Prior Bylaws. All previously enacted Bylaws are repealed, effective on the date of adoption of these Bylaws.

Adopted at Board of Trustees' Meeting May 1, 2015
Amended at Board of Trustees' Meeting July 16, 2021