BYLAWS OF THE BOARD OF TRUSTEES

OF

CLEVELAND STATE UNIVERSITY

ARTICLE I

MEETING OF THE BOARD OF TRUSTEES

Section 1.1 – Regular Meeting

The regular meetings of the Board shall be held in the last week of every other month unless otherwise specified by the Chairman. The Chairman shall designate the day of the week on which the regular meetings shall be held at the Annual Meeting. (Previously amended by the Board on April 13, 1967 and June 26, 2002.)

Section 1.2 – Special Meeting

Special meetings of the Board may be called by the Chairman or upon the written request of not less than three members of the Board.

Section 1.3 – Time and Place of Meeting

The time and place of all meetings shall be determined by the Chairman, or in the case of a Special Meeting called by not less than three members of the Board, determined

by the three members of the Board calling the meeting, and due notice of the time and place shall be given by the Secretary.

Section 1.4 – Organization of Meetings

At each meeting of the Board, the Chairman, or in his/her absence, the Vice Chairman, or in the absence of both of the foregoing, the Treasurer shall preside. The Secretary, or in his/her absence, any person appointed by the Chairman shall perform the duties of the Secretary at the meeting and shall keep the minutes thereof.

Section 1.5 – Order of Business

Unless otherwise ordered by the Board or the Chairman, the order of business at all meetings of the Board shall be as follows:

1. Roll Call.
2. Approval of minutes of preceding meeting.
3. Report of the Chairman of the Trustees.
4. Report of the President of the University.
5. Reports of committees of the Board.
6. Unfinished business.
7. New business.
8. Election of officers when required.

Section 1.6 – Business to be considered at Meetings

Any proposed action, which is to be introduced by a Board member or the President of the University that will substantially affect the University, shall be timely presented to the other Board members in writing prior to the meeting at which the matter is to be considered by the Board. Any matters coming to the Board, other than from a Board member or from the President of the University, shall be presented in writing to the Secretary of the Board at least seven days prior to the meeting at which it is to be considered by the Board.

Section 1.7 – Quorum and Manner of Action

A majority of the voting members of the Board shall be present in person at any meeting in order to constitute a quorum for the transaction of business at such meeting and, except as otherwise hereinafter provided, the act of the majority of the Trustees present at any such meeting at which a quorum is present shall be the act of the Board.

The concurrence of a majority of the voting members of the Board shall be necessary to elect or remove the President or a member of the faculty of the University on tenure as defined by the Board. A roll call vote is necessary when electing or removing a president or a member of the faculty of the University. On all other matters, a voice vote shall be sufficient.

Section 1.8 – Standing Committees

The Chairman of the Board shall be empowered to appoint four standing committees as follows (Amended January 20, 2006; November 10, 2009): Academic

Affairs; Development and Engagement Committee; Financial Affairs; and Recognition (Honorary Degrees, Citations and Visiting Committees). The Chairman shall designate the chairman and members of each standing committee. Every standing committee shall have a minimum of three voting Board members. All standing committees shall serve from the end of one annual meeting to the end of the next annual meeting. A majority of the voting Board members of each committee shall constitute a quorum, provided, however, that in the event such quorum shall not be present at any committee meeting, the chairman of such committee or the Chairman of the Board is empowered to appoint pro-tem committee members from the membership of the Board in order to provide such quorum. (Amended January 14, 1971; January 9, 1980; June 15, 1987; February 17, 1988; June 26, 1991; November 17, 1993; January 11, 1995; October 30, 1995; August 31, 2000; September 18, 2002; November 20, 2002; September 24, 2003; January 20, 2006; and September 20, 2007.)

Section 1.9 – Standing Committees – Responsibilities

The responsibilities of each standing committee shall be to consider proposals referred to it by the Board, initiated by the University administration, or originated within the committee in its area of activity and take action thereon, subject to confirmation by the Board. The committee shall also undertake any special duties as may be delegated by the Board.

The matters to be considered by each standing committee shall be in general as follows:

1. Academic Affairs

(a) The Committee shall focus on all matters regarding the Honors Program, niche marketing, recruitment and retention, including matters relating to the recruitment and retention of international students.

(b) All matters requiring attention or action of the Board relating to faculty appointment, tenure and status; fields of University instruction; the awarding of degrees; the need, urgency and the size of instructional facilities; and student scholarships.

(c) All matters requiring attention or action of the Board relating to student residential and social life, fraternities, sororities, inter-collegiate athletics and student organizations.

(d) All matters requiring attention or action of the Board relating to affirmative action, equal opportunity and race relations, as well as the promotion of institutional diversity.

(e) All matters requiring attention or action of the Board relating to institutional planning processes for academic programs and supportive administrative services; and the definition of the institutional mission and goals. (Adopted June 15, 1987; Amended June 26, 1991; November 17, 1993; August 31, 2000; and September 26, 2003.)

(f) All matters requiring attention or action of the Board relating to the acquisition and operation and maintenance of administrative systems (Adopted August 31, 2000) with regard to in-house research, sponsored research, technology transfer and licensing. (Amended June 24, 2005.)

Comment [A1]: See Comment A2 Below. SBW

2. Development and Engagement Committee (Added January 20, 2006)

   (a) Matters requiring attention or action of the Board relating to the solicitation of funds for the present and future needs of the University as appropriate. (Amended June 26, 1991; August 31, 2000; and September 20, 2007.)

   (b) All matters requiring attention or action of the Board relating to the University's relations with local, state and federal government.

   (c) All matters relating to external marketing and corporate relations, including the establishment and maintenance of a positive image within the community generally and the news and advertising communities specifically, and the maintenance of relations with the University's alumni and alumni association and promotion of alumni activities. (Adopted August 31, 2000; Amended January 20, 2006.)

3. Financial Affairs (Amended Jan. 20, 2006; and September 20, 2007)

   (a) All matters requiring attention or action of the Board relating to the University budget and financial operations, business organization and practice; borrowing of funds; submission of appropriation requests; determination of fees charged to students; custody and investment of any funds which are now under or may in the future come under control of the Board of Trustees; and relating to audits of the

University, including receiving reports of internal and external auditors. (Amended January 11, 1995 and August 31, 2000.)

(b) All matters requiring attention or action of the Board relating to naming, location, planning, construction, and maintenance of University plant and grounds, within the framework of the master planning procedures of the University. (Amended August 31, 2000 and September 26, 2004.)

(c) All matters requiring the attention or action of the Board relating to the capital priorities of the University, including the exploration of public and private resources. (Added January 20, 2006.)

(d) All matters related to the internal and external audit of University activities, assets and procedures, and other matters as assigned by the Board.

4. Recognition

(a) The Committee, augmented by the President, the Provost, and three members of the faculty, shall recommend to the Board of Trustees candidates for honorary degrees. In addition, the Committee shall recommend to the Board of Trustees recipients of other honors, awards, commendations, and recognitions to be conferred either during Commencement or at other times determined by the Board of Trustees, and Visiting Committee memberships. The Committee shall annually receive and review the honors, commendations, and other special non-

student awards given and/or proposed by the President, Provost and Colleges or Departments within the University. (Adopted January 9, 1980; Amended January 11, 1995; August 31, 2000; November 20, 2002; and September 26, 2003.)

(b) All matters requiring attention or action of the Board relating to Visiting Committees, that includes charging the Committees with their assignments; and receiving reports following their visitations.

Section 1.10 – Special Committees

The Chairman may appoint such special committees as are deemed necessary and desirable. A special committee shall serve until completion of the task assigned to it, but not later than the adjournment of the next annual meeting. The Chairman shall designate the chairman for each such committee. A majority of the voting Board members of each committee shall constitute a quorum, provided however, that in the event such quorum shall not be present at any committee meeting, the Chairman of such committee or the Chairman of the Board shall be empowered to appoint pro-tem committee members from the membership of the Board in order to provide such quorum. Meetings of the special committees shall be held upon call of the Chairman of the committee.

Section 1.11 – Member and Committee Authority

No Trustee or committee shall have authority to commit the Board of the University to any policy, action or agreement unless specifically granted such authority by the Board.

Section 1.12 – Parliamentary Procedure

Except as otherwise provided in these Bylaws, all meetings shall be conducted in accordance with Robert's Rules of Order.

Section 1.13 – Annual Meeting

The annual meeting of the Board of Trustees shall be held at the time of the last monthly meeting of the academic year. The first annual meeting was held in May 1966. An annual review of the performance of the Board shall also be conducted. (Added January 20, 2006.)

Section 1.14 – Faculty, Staff, Student and Community Non-Voting Advisors

The Board of Trustees of Cleveland State University designates the president of Faculty Senate, and a second representative to be elected each year by the Faculty Senate, as non-voting advisors to the Board of Trustees. Two student representatives will be appointed by the governor as non-voting advisors. The aforesaid student advisors and the foregoing faculty advisors are assigned as non-voting representatives to the Academic Affairs Committee. (Amended June 26, 1991; Amended January 20, 2006.)

In addition to the aforementioned faculty and student representatives appointed to the Board of Trustees, the Chairman may augment the membership of the Board and standing or special committees with other faculty, staff or community members as non-voting advisors to serve a term as approved by the Board.

The Chair of the Cleveland State University Foundation Board of Directors may serve as a non-voting member of the Board of Trustees for the duration of his/her term of office.

ARTICLE II

OFFICERS OF THE BOARD

Section 2.1 – Number and Title

The officers of the Board shall consist of a Chairman and a Vice Chairman. The officers of the Board may also include a Secretary and a Treasurer, and such other officers of the University as the interest of the University requires. The offices of Secretary and Treasurer may be held by the same person.

Section 2.2 – Election, Term of Office and Qualifications

The officers of the Board shall be elected at the annual meeting of the Board. They shall take office immediately following the adjournment of the meeting at which they are elected and shall hold their office through the following annual meeting of the Board and until their successors are elected and qualified.

The Chairman and Vice Chairman must be members of the Board. The qualifications of all other officers shall be determined by the Board.

Section 2.3 – Vacancies

Vacancies in any of the above offices shall be filled by the Chairman on a pro-tem basis and such appointment shall be subject to approval by the Board at the next regular meeting. Such appointments shall be for the unexpired term of such offices and shall be in compliance with Section 2.2 of these Bylaws.

Section 2.4 – Removal of Officers

Any officer of the Board may be removed at any time, either with or without cause, by resolution adopted by affirmative vote of five members of the Board at any meeting of the Board, providing the notice of the meeting specifies that such removal action is to be considered.

Section 2.5 – Chairman

The Chairman shall preside at all meetings of the Board; shall sign the minutes of all proceedings of the Board; shall perform such duties as usually pertain to this office, and such other duties as from time to time may be assigned to him/her by the Board. The members of all committees of the Board shall be appointed by the Chairman, unless otherwise ordered by the Board.

Unless specifically provided to the contrary by the Board, the Chairman may assign any of his/her duties to another member of the Board.

Section 2.6 – Vice Chairman

At the request of, or in the absence or disability of the Chairman, the Vice Chairman shall perform all of the duties of the Chairman, and while so acting, shall have all the powers and authority of, and be subject to all the restrictions applicable to the Chairman. In addition, he/she shall perform such other duties as may be assigned to him/her from time to time by the Chairman of the Board.

Section 2.7 – Secretary

The Secretary of the Board shall:

1. Be the custodian of and responsible for the official books and records of the Board.
2. Be the custodian of the University seal.
3. Authenticate the acts of the Board by affixing an imprint of the University seal to official records of the Board when it is proper to do so.
4. Sign, execute and deliver in the name of the University all deeds, bonds, and other instruments as authorized by the Board.
5. Keep minutes of all meetings of the Board and of committees of the Board in one or more books provided for that purpose.
6. See that all notices are duly given in accordance with the provisions of these Bylaws.
7. Prepare the agenda for Board meetings in cooperation with the Chairman and the President.
8. Receive and route correspondence addressed to the Board or its committees.
9. Analyze, assemble or obtain information as requested by the Chairman of the Board or Board committees, working with members of the University administration with the approval of the President.
10. Act as a liaison with the University administration, enlisting the assistance of the Board and its committees as requested by the administration.

In addition, the Secretary shall perform such other duties as may be assigned to him/her from time to time by the Board or the Chairman. The Board may assign the duties of the Secretary to an Assistant Secretary.

Section 2.8 – Treasurer

The Treasurer of the Board shall, before entering upon the discharge of his/her duties, give bond to the State or insurance for the faithful performance of his/her duties and a proper accounting of all monies coming into the Treasurer's care. The amount of said bond or insurance shall be determined by the Board, but shall not be for a sum less than the estimated amount which may come into the Treasurer's control at any time, less any reasonable deductible. (Amended June 28, 2011)

Section 2.9 – Bonds

Bonds or insurance shall be required from such officers of the Board and of the University, in addition to the Treasurer, as the Board shall direct. (Amended June 28, 2011)

Section 2.10 – Executive Committee

The Executive Committee shall be comprised of the Board Chair, who shall serve as the Committee Chair, the Board Vice Chair, Board Treasurer and such other officers as may be elected from time to time. The Executive Committee shall consider and make recommendations to the Board on proposed policy and contract matters not assigned to another committee; shall orient and mentor new Board members; shall evaluate the

performance of the President and make a recommendation to the full Board on the President's compensation and benefits package; and shall consider other matters as appropriate to an Executive Committee, or as assigned by the full Board. The Executive Committee shall also act on behalf of the Board on issues needing immediate attention and report such actions to the Board. To act on behalf of the Board, a quorum of the Executive Committee shall be present. The Executive Committee shall be required to report any actions taken on behalf of the Board into the record of the next regularly scheduled Board meeting. Any meeting of the Executive Committee at which binding action is taken shall adhere to all applicable provisions of Ohio Revised Code Section 121.22, the Open Meetings law. (Added June 28, 2011)

ARTICLE III

UNIVERSITY ADMINISTRATION

Section 3.1 – The President

The President shall be the chief executive officer of the Cleveland State University and shall be responsible within the policies and procedures established by the Board of Trustees for the administration of the affairs of the University. In carrying out the foregoing responsibilities and duties, the President shall:

1. Manage and direct the day-to-day operation of the University.
2. Lead in developing policies, programs and organizational units promoting teaching, research and service as primary goals of the University; and direct and promote the University's activities toward achieving these goals.
3. Develop and maintain long-range plans for the orderly growth of the University.
4. Direct the development of the capital program for the University and recommend its approval to the Board.
5. Formulate and recommend operating budgets to the Board for approval and see to it that expenditures are in compliance with approved budgets.
6. Present and interpret to the Board of Trustees proposals and actions of the faculty together with recommendations.
7. Ensure the application of the rules and regulations of the University.

8. Submit to the Board of Trustees information and recommendations that will contribute to the adoption of sound and progressive policies for the University.
9. Serve as a member of all faculties, as well as preside at the meetings of the University faculty.
10. Consult with and bring to the Board Officers for ratification the appointment of the Provost, and report to the Board of Trustees the appointment of all deans and vice presidents.
11. Appoint such other administrative officers as are needed to carry out effectively the operation of the University, and delegate functions to them with the authority necessary for their proper discharge.

Section 3.2 – Administrative and Academic Officers

The duties of the Provost, Deans, and Vice Presidents shall be prescribed by the President with the approval of the Board of Trustees.

Section 3.3 – Term of Administrative and Academic Appointments

No administrative or academic appointments shall be made for a term in excess of one fiscal year without the approval of the Board of Trustees.

Section 3.4 – Annual Performance Review

The Board shall conduct a review of the performance of the President at the Annual Meeting. The President shall deliver to the Board a report on the annual

performance of the Provost, Vice Presidents and Deans at the same time he/she is being evaluated.

ARTICLE IV

UNIVERSITY FACULTY AND STAFF

Section 4.1 – University Faculty Membership

The University Faculty shall consist of the President, University officers for academic affairs, Professors, Associate Professors, Assistant Professors, Instructors, Research and Public Service Professors, Research and Public Service Associate Professors, Research and Public Service Assistant Professors, Clinical Associate Professors, Clinical Assistant Professors, officers who hold academic rank, Term Appointees, Visiting Appointees, and Lecturers.

Section 4.3 – Faculty Senate

The University Faculty may delegate any or all of its authority to a representative Faculty Senate in accordance with Bylaws adopted by the University Faculty and approved by the Board of Trustees.

Section 4.4 – Appointment of Faculty and Staff

The President of the University and those administrative officers he/she may so designate shall have the authority to approve and execute all faculty and staff appointment contracts and annual renewals thereof provided that current and/or permanent budgetary funds are available to fund such appointments and related compensation.

Section 4.5 - Board Action in Non-Bargaining Unit Faculty Dismissals

The Cleveland State University Faculty Personnel Policies as revised were approved by the Board of Trustees effective February 1, 1975. These Personnel Policies provide for due process in the matter of the dismissal of a faculty member, who is not a member of the faculty collective bargaining unit, culminating in a recommendation by the President to the Board of Trustees. The Board of Trustees shall provide final resolution to the process in the following manner:

1. If the President recommends to the Board that a tenured faculty member, who is not a member of the faculty collective bargaining unit, be dismissed or suspended, or that a non-tenured faculty member not a collective bargaining unit member be dismissed or suspended during his contract term, the President shall, on request of the faculty member, transmit to the Academic Affairs Committee of the Board the record of the case, including the record of the formal hearing, if there was one, before the prescribed faculty hearing committee.

2. The Academic Affairs Committee shall review the case and, as stipulated below, may provide for a hearing. If there is a hearing, the Academic Affairs Committee shall adopt its own rules of order and procedure for the hearing.

3. If there was a formal hearing before the prescribed faculty hearing committee, the Academic Affairs Committee's review shall be based on the record of the faculty committee hearing, and it shall provide opportunity for argument, oral or written or both, by the principals at the faculty committee hearing or by their representative. If there was no formal hearing before the faculty committee, the Academic Affairs Committee shall exercise its discretion as to whether oral arguments by the principals (or their representatives) shall be considered in addition to the written record of the case (which shall include any written statements submitted by the concerned faculty member) supplied by the President.

4. If the Academic Affairs Committee agrees with the recommendation of the faculty hearing committee, it shall make a formal recommendation to that effect to the Board of Trustees. If it does not agree with the faculty committee's recommendation, it shall return the proceeding to the faculty committee with specific objections stated.

5. The faculty committee shall then reconsider, taking into account the stated objections and receiving new evidence if necessary. The faculty hearing committee's further recommendations, if any, must be returned to the Academic Affairs Committee's objections.

6. If the faculty committee submits further recommendations within 21 days, the Academic Affairs Committee shall make its formal recommendation to the Board of Trustees after study of the faculty hearing committee's further recommendation.

7. The Board of Trustees shall consider the formal recommendation of the Academic Affairs Committee and make the final decision in the case. If, however, the Board of Trustees rejects a formal recommendation of the Academic Affairs Committee that is in agreement with the recommendation of the faculty hearing committee, the Board shall return the proceeding to the faculty committee with specific objections stated.

8. The faculty hearing committee shall then reconsider, taking into account the stated objections and receiving new evidence if necessary. The faculty hearing committee's further recommendation, if any, must be returned to the Board of Trustees within 21 days of receipt of the Board's objections.

9. If the faculty hearing committee submits a further recommendation within 21 days, the Board of Trustees shall make its final decision in the case after study of the faculty committee's recommendation.

(Adopted September 17, 1975; Amended January 20, 2006)

ARTICLE V

MISCELLANEOUS

Section 5.1 – Budget

The annual budget, as adopted by the Board and as amended from time to time, shall govern all transactions involving the financial obligations of the University. The budget shall be comprised of classifications in accordance with the budget system adopted by the State of Ohio.

The President shall establish procedures for the disbursement and expenditure of all appropriated funds. These procedures may be amended from time to time, but major changes shall have the prior approval of the Board.

Section 5.2 – Appearance before Governmental Offices, Boards and Agencies

Subject to specific control by the Board, the preparation and presentation of requests for appropriations from the State of Ohio and all official dealings on behalf of the University with all federal, state and local government offices, boards and agencies shall be under the direction of the President of the University. Appearances before federal, state or local government offices, boards and agencies are prohibited unless authorized by the President or the Chairman.

Section 5.3 – Public Use of University Facilities

The use by the public of all University buildings and facilities shall be governed by rules and regulations promulgated by the Board.

Section 5.4 – Naming of Buildings

The Board of Trustees shall name University buildings and structures. Any interested parties may direct recommendations to the President of the University. (Adopted June 11, 1975.)

ARTICLE VI

BYLAWS, RULES AND REGULATIONS; THEIR PROMULGATION, AMENDMENT AND REPEAL

Section 6.1 – Statement of Purpose

The foregoing Bylaws are intended to provide a general framework for the functioning of the Board as a governing body and for the organization, administration and operation of the Cleveland State University. Detailed rules and regulations for the organization, administration and operation of the University may be promulgated, amended and repealed by the Board.

Section 6.2 – Rules and Regulations

Rules and regulations for the University may be adopted, amended or repealed by the affirmative vote of five members of the Board at any regular meeting of the Board.

Section 6.3 – Bylaws

The Bylaws of the Board of Trustees may be amended or repealed by the affirmative vote of five members of the Board at any regular meeting of the Board providing the notice of the meeting specifies that amendment or repeal of the Bylaws is to be considered.

(Bylaws last amended June 28, 2011)