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Ohio Administrative Code

Rule 3341-1-01 Bylaws of the board of trustees.

Effective: June 7, 2021

Preamble

The board of trustees shall conduct all universityaffairs in accordance with its responsibilities and powers under theconstitution and laws of the state of Ohio. These following bylaws are intendedto provide the general framework for the functioning of the board of trusteesas the governing body legally responsible for the organization, administration,and operation of Bowling Green state university. Detailed rules and regulationsfor the organization, administration and operation of the university may bepromulgated, amended, and repealed by the board of trustees on its owninitiative or upon the recommendation of the university administration, thefaculty, or the faculty senate, or any member of the university community oruniversity constituency group who has the best interests of the university inmind, but in all cases the board of trustees does retain the final authorityand responsibility.

(A) Members of the board of trustees

(1) Section 1. Number of members; appointments.

(a) The board of trustees of Bowling Green state university shall, as provided by division (A) of section 3341.02 of the Revised Code, consist of nine voting members and two students who shall be non-voting members, all of whom shall be appointed by the governor with the advice and consent of the senate. The term of office of the nine voting members shall be nine years as set forth in division (A) of section 3341.02 of the Revised Code. The term of office of the non-voting student members shall be two years, with the seats being vacated on alternating years.

(b) As specified in division (F) of section 3341.02 of the Revised Code, a member shall continue in office subsequent to the expiration date of that member's term until a successor is appointed or until a period of sixty days has elapsed, whichever occurs first.

(c) The student members of the board shall be appointed by the governor, with the advice and consent of the senate, from a group of five candidates selected pursuant to a procedure adopted by the universitys student governments and approved by the Bowling Green state university board of trustees.

(d) The non-voting student members shall not be entitled to attend executive sessions of the board.

(2) Section 2. National trustees

(a) To take advantage of the talents, resources, and experiences of Bowling Green state university graduates and friends who do not live in the state of Ohio, the Bowling Green state university board of trustees establishes the position of national trustee.

(b) National trustees will be non-compensated advisors to the board of trustees, and will have no voting privileges at board of trustees meetings. national trustees are not eligible to become officers of the board, but will otherwise participate in all board activities, including committee membership. national trustees will have voting privileges on committees and may serve as committee chairs.

(c) National trustees will be selected and removed by the Bowling Green state university board of trustees, and the board chair will prepare a formal letter of appointment with notification to the governor of Ohio.

(d) Travel expenses for national trustees will be reimbursed consistent with the policy for voting members of the board of trustees.

(e) A maximum of four national trustee positions are authorized, each serving a three-year term. National trustees are eligible for appointment to two consecutive terms (six years). To provide for consistency in national trustee appointment cycles and alignment with the terms of governor-appointed trustees, the board may extend the terms of any national trustee to the final regular spring meeting (April or May) of the academic year in which their term would have expired.

(f) National trustees will be chosen on the basis of the following attributes: Bowling Green state university graduate or friend; successful in chosen field or business; state or national prominence;

ability to be an advocate for higher education; and willingness and ability to offer counsel.

(B) Meeting of the board of trustees

(1) Section 1. Regular meetings. There shall be four to ten regular meetings held annually during the months of September through June. By a majority vote, the board members may change the date of or eliminate meetings.

(2) Section 2. Regular meetings - procedure for cancellation.

(a) Following review of items to be considered by the board of trustees, the president's cabinet (president, vice presidents, board secretary and others designated by the president) will consider possible cancellation or postponement of a regular meeting and notify the board chair if the recommendation is to cancel or postpone the meeting of the board.

(b) The chair of the board will make the decision concerning whether the meeting is to be held as scheduled, subject to appropriate review with all other voting board members.

(c) Notice and poll on proposed cancellation of a regular meeting is to be conducted by telephone call (or electronic communication) to each voting board member by the board secretary, as requested by the board chair.

(d) If a majority of the other voting members agree with the recommendation of the board chair, written notice of cancellation of a regular meeting is to be given by the board secretary to each board member, constituent representatives, appropriate administrative staff, and the media.

(3) Section 3. Special meetings. Special meetings shall be held upon the call of the chair, or shall be called by the chair upon written request of three voting members of the board.

(4) Section 4. Emergency meetings: In the event of an emergency requiring immediate official action, the chair may call an emergency meeting.

(5) Notice. time and place of meetings. Public notice of all meetings shall be given in accordance

with the requirements of section 121.22 of the Revised Code. Any person may obtain information regarding the time, date, and location of all meetings by contracting the board secretary or by visiting https://www.bgsu.edu/president/trustees/meeting-resources.html.

(a) Notice of regular meetings. Written notice of regular meetings shall be mailed to each board member by the board secretary or the office of the president of the university at least one week prior to the date of the meeting.

(b) Notice of special meetings. Notice of special meetings must be given to each board member, and to all media outlets or other individuals who have requested notice, by the board secretary not less than twenty-four hours in advance, stating the time, place and purpose of the meeting.

(c) Notice of emergency meetings. Notice of an emergency meeting must be given to all news media outlets that have requested such notification.

(d) Time and place. Unless otherwise stated in the notice of the meeting, all meetings of the board shall be held at the university at such time as is designated in the notice.

(6) Section 6. Organization of meetings. The chair of the board shall preside at each meeting. In the chair's absence, the vice chair shall preside, or in the absence of both, a chair chosen by the majority of the voting members of the board shall preside. The board secretary (or any person appointed by the chair) shall perform the duties of the secretary of the meeting and shall keep the minutes thereof.

(7) Section 7. Quorum and manner of action. A majority of the voting board members shall be present at any meeting in order to constitute a quorum for the transaction of business, and a majority of the votes cast shall be sufficient for any action of the board. A roll call vote shall be necessary when acting on motions involving the expenditure of university funds, but on all other matters a voice vote shall be sufficient.

(8) Section 8. Conduct of meetings. All meetings shall be conducted in accordance with the parliamentary procedure outlined in Robert's Rules of Order, revised.

(9) Section 9. Business to be considered.

(a) Introduced by a board member. Any proposed action to be introduced by a board member which shall substantially affect the university's policies shall be submitted to the other board members prior to the meeting at which the matter is to be considered.

(b) Recommendation by the president of the university. Faculty tenure and promotion recommendations and all major questions of university policy (including the annual budget) to be recommended by the president of the university shall be submitted either completely or in summary form to each member of the board prior to the meeting at which the matter is to be considered.

(c) Other matters. Any matter coming to the board other than from a board member or the president of the university shall be submitted to the secretary to the board at least three weeks prior to the meeting at which it is proposed for consideration.

(10) Section 10. Travel expenses. Division (E) of section 3341.02 of the Revised Code provides that the members of the Bowling Green state university board of trustees shall receive no compensation for their services but shall be paid their reasonable and necessary expenses while engaged in the discharge of their official duties. Reasonable and necessary expenses for purposes of travel division (E) of section 3341.02 of the Revised Code means reasonable and necessary transportation costs from the Ohio residence of an individual trustee to and from Bowling Green state university, the Firelands campus of Bowling Green state university or any other location where the board of trustees may conduct an official meeting of the board. Reimbursement of all other travel expenses shall be approved by a majority of the board of trustees.

(C) Office of the board

(1) Section 1. Number. The officers of the board shall be a president, a vice president, and a secretary. The said president and vice president are referred to in as "chair" and "vice chair," respectively, and may be referred to by such latter titles.

(2) Section 2. Qualifications, election, and term of office.

(a) Qualifications. The chair and vice chair shall be members of the board. The qualifications of the

secretary shall be determined by the board.

(b) Election. The officers of the board shall be elected annually at a meeting of the board in late spring. They shall take office immediately following the adjournment of the meeting at which they were elected and shall hold their office until their successors are elected and take office.

(c) Term of office. The chair shall be eligible for reelection for one successive term only.

(3) Section 3. Duties of officers

(a) Chair. When present, the chair shall preside at all meetings of the board and, unless otherwise ordered by the board, shall appoint members and designate the chairs of any committees. The chair shall perform such other duties as usually pertain to the office, and any duties as from time to time may be assigned by the board. Unless specifically provided to the contrary by the board, the duties of the chair may be assigned to another member of the board.

(b) Vice chair. At the request of, or in the absence or disability of the chair, the vice chair shall perform all the duties of the chair, and while so acting shall have the powers and authority of and be subject to all the restrictions of the chair. The vice chair shall assist the chair at the latter's request.

(c) Board secretary. The board secretary shall be responsible for issuing notice of the meetings of the board, if not handled by the president of the university, recording the minutes of all meetings of the board and distributing them to the members of the board in advance of the next regularly scheduled board meeting, and for performing such other duties as from time to time may be assigned by the board and/or the chair except as otherwise herein provided by university bylaws.

(4) Section 4. Vacancy in office. In the event of a vacancy in the office of the chair, the vice chair shall become chair. In the event of a vacancy in any other office, the chair shall fill it by appointment.

(D) Committees

(1) Section 1. The financial affairs/facilities committee. The financial affairs/ facilities committee

shall consist of at least three non-student members and one student member. The financial affairs/facilities committee shall review all financial matters which are to be considered by the board of trustees, except those specifically assigned to the audit committee. In addition, this committee shall review all proposed capital improvement projects, including major renovation and maintenance projects, which are to be considered by the board of trustees.

In their first three or four years, new board members shall generally be assigned to serve on both the financial affairs/facilities and the academic and student affairs committees so as to learn the work of both. Thereafter, the board chair shall try to accommodate both the strengths of each board member and the needs of the university in making the appointments. However, every effort shall be made to maintain continuity of membership, especially on the financial affairs/facilities committee.

(2) Section 2. The academic and student affairs committee. The academic and student affairs committee shall consist of at least three non-student members and one student member. The academic and student affairs committee shall review all policy and programming matters requiring attention or action of the full board which are integral to fulfilling the academic mission of the university and to assuring a high quality of life for students. In addition, this committee shall review all personnel policies and procedures that require the vote of the full board, including tenure and promotion recommendations.

(3) Section 3. The executive committee. The executive committee shall consist of four or five non-student members, no more than four of whom may be voting members on the board. Where possible, the committee shall include the chair of the board, the vice chair of the board, a past chair of the board, and either the chair of the academic and student affairs committee or the chair of the financial affairs/facilities committee. Responsibilities of the executive committee include consultation with the president; setting board meeting agendas pursuant to Article II of these bylaws; consideration of matters not within the assigned purview of any standing, special, or ad hoc committee of the board; assignment of particular matters, not clearly within the purview of any board committee, to one of the boards standing, ad hoc, or special committees; evaluation of the president and appropriate other staff as requested by the president; and consideration of other matters as appropriate to an executive committee, or as assigned by the board. In its role in evaluating the president, the executive committee will solicit comments and advice from the full membership of the board of trustees and will prepare a preliminary evaluation for review in an executive session of the board of trustees.

(4) Section 4. The audit committee. The audit committee shall consist of at least three non-student members. The committee will assist the board of trustees in fulfilling its oversight responsibilities in financial reporting, internal control, compliance and code of conduct processes. Specific committee responsibilities will be defined in an audit committee charter, which will be approved by the board of trustees.

(5) Section 5. The compensation committee. The compensation committee shall consist of four non-student members. The committee shall provide oversight and counsel to the president regarding compensation matters related to the senior leadership of the university. Matters to be brought to the committee include, but are not limited to, roles and responsibilities of senior leadership positions and position specifications; compensation strategy and comparison data; and any other compensation matter assigned by the board or the chair of the board.

(6) Section 6. The governance committee. The governance committee shall consist of four non-student members. The committee shall consider and make recommendations to the board regarding matters pertaining to the organization of the board and involvement and role of trustees. Matters to be brought before the committee include, but are not limited to, the boards structure and operation; general governance policies and procedures; trustee orientation; workshops, retreats, and trustee development; the statement of expectations regarding trustee comportment within the board and with the president and internal and external constituencies; board officer elections; board self-assessment; and any other matter assigned to the committee by the board or the chair of the board.

(7) Section 7. The joint investment committee. The joint investment committee shall consist of no more than four voting members of the board of trustees and no more than five members of the Bowling Green state university foundation. The committee is charged with reviewing and making recommendations to both the university and foundation boards and standing committees on matters pertaining to advancing their respective investment strategies and plans. Broad areas of responsibility for the committee include (a) investment policy and guidelines including asset allocation, (b) fund manager selection and evaluation, (c) investment advisor selection and evaluation, (d) other related matters.

(8) Section 8. The joint development committee. The joint development committee shall consist of

no more than four voting members of the board of trustees and no more than five members selected by and from the Bowling Green state university foundation. The committee shall consider and make recommendations to the board on matters of policy and strategy pertaining to the university-wide integration of fund raising, alumni relations, communications, marketing and related efforts to foster positive relationships with students, alumni, and other key audiences; provide multiple opportunities for engagement; and generate involvement with and support for the mission of the university. The committee shall advise relevant university officers and monitor progress, performance, and the integration of fundraising efforts, alumni relations, communications and marketing strategies. Matters to be brought before the committee may include, but shall not be limited to fundraising and development policies; capital or comprehensive campaigns; acceptance of gifts; and other related matters assigned to the committee by the board of trustees or the chair of the board of trustees.

(9) Section 9. The scholarship committee. The scholarship committee shall consist of the two student trustees, two additional trustees, and the board secretary. At the board chairs discretion, additional committee members may be appointed, as needed, including up to two additional trustees. The scholarship committee shall review applications, interview finalists, and select recipients of Bowling Green state universitys trustee leadership scholarship. The chair of the scholarship committee shall be a non-student trustee. With the assistance of the president and/or the vice president for university advancement, the scholarship committee chair shall lead committee efforts in fundraising efforts for the scholarship.

(10) Section 10. The diversity and belonging committee. The diversity and belonging committee shall consist of at least three non-student members and one student member. The committee shall consider and make recommendations to the board on matters of strategy and programming pertaining to issues of diversity, equity, and belonging, including recruitment, retention, and success of a diverse student body, faculty, staff, and administration; and the creation of a culture that breaks down barriers to meaningful participation to ensure that individuals belong at BGSU and are treated with dignity.

(11) Other committees. All other committees shall be ad hoc with the term of office of each member terminating when the committee assignment is completed.

(12) The chair or the vice chair of the board shall serve as an ex officio member of each committee

of the board.

(E) Administration of the university

(1) Section 1. President of the university. The executive officer of the university shall be the president, who shall appoint the vice presidents, with the consent of the board, and such additional officers as the president, may from time to time select. Each officer shall have such duties and responsibilities as are assigned by the president and each serves at the pleasure of the president. However, in the appointment of a new vice president for academic affairs or the evaluation of an incumbent vice president for academic affairs, the president shares responsibility with elected faculty representatives.

(a) The president. The president as the chief executive officer of the Bowling Green state university shall be responsible for the entire administration of the university, subject to the control of the board of trustees. The president shall lead in fostering and promoting education, research, and public service as the primary aims of the university. It shall be the president's duty to enforce the bylaws, rules and regulations and directions of the board and, as a member of the faculty, interpret to the board proposals and actions of the faculty. It is the policy of the board that all information coming to trustees which is pertinent to the management of the university shall be transmitted to the president in a timely fashion. Any authority or responsibility of the president may be delegated to another executive officer or to any other member of the faculty or staff of the university. Delegation of major areas of authority or responsibility shall be reported to the board.

(b) Selection and/or evaluation of president. The selection and periodic evaluation of the president is the responsibility of the board of trustees. The board may utilize representatives of the faculty, administration, student body, and others as appropriate in conducting the selection and/or evaluation.

(2) Section 2. Fiscal officer. The vice president for finance and administration shall be deemed the fiscal officer for all purposes except as may be otherwise specifically provided by the board.

(F) Bylaws

(1) Section 1. Amendment and repeal. These bylaws may be amended or repealed by a majority vote

of the board at any regular meeting of the board, the notice of which having specified that amendment or repeal of the bylaws is to be considered.

(2) Board of trustees bylaws adopted by action of the trustees on July 7, 1971; subsequent amendments adopted by the Trustees on October 24, 1971; August 31, 1972; October 24, 1972; April 5, 1973; January 9, 1975; November 10, 1977; April 19, 1979; August 9, 1979; June 26, 1981; March 11, 1983; May 9, 1986; June 26, 1987; November 20, 1987; December 20, 1991; April 2, 1993; April 26, 1996; September 9, 1997; February 23, 1998; June 28, 1999; February 26, 2010; June 21, 2012; May 3, 2013, February 21, 2014, September 28, 2016, December 11, 2020; March 5, 2021; May 24, 2021.