

**CALIFORNIA UNIVERSITY OF PENNSYLVANIA
OF THE STATE SYSTEM OF HIGHER EDUCATION**

**COUNCIL OF TRUSTEES
BYLAWS AND REGULATIONS**

Whereas, the Council of Trustees of California University of Pennsylvania is a body of the State System of Higher Education of the Commonwealth of Pennsylvania; and

Whereas, the Council of Trustees is desirous of establishing a set of rules to regulate its governance for the purpose of expediting the faithful discharge of its statutorily conferred duties; and

Whereas, Act 188 of 1982, 20-2009-A (11) authorizes the Council of Trustees to take such action as may be necessary to perform its expressly delegated power;

Now, therefore, the Council of Trustees of California University of Pennsylvania, this 23rd day of April 1997, does hereby enact and establish the following bylaws;

ARTICLE I - POWERS AND DUTIES

Section I. Powers and Duties: As delineated in Act 188, Section 2009-A, the responsibilities of the Council of Trustees includes the following:

1. To make recommendations to the Chancellor for the appointment, retention or dismissal of the President following consultation with students, faculty and alumni.
2. To assist the President in developing proper relations and understanding between the institution and its programs and the public in order to serve the interests and needs of both.
3. To review and approve the recommendations of the President as to standards for the admission, discipline and expulsion of students.
4. To review and approve the recommendations of the President pertaining to policies and procedures governing the use of institutional facilities and property.
5. To approve schools and academic programs.
6. To review and approve the recommendations of the President pertaining to annual operating and capital budget requirements for forwarding to the Board of Governors.

7. To review and approve charges for room and board and other fees except student activity fees.
8. To conduct an annual physical inspection of facilities and make recommendations regarding maintenance and construction to the Board of Governors.
9. To review and approve all contracts and purchases negotiated or awarded by the President with or without competitive bidding and all contracts for consultative services entered by the President.
10. To represent the institution at official functions of the Commonwealth.
11. To take such other action as may be necessary to accomplish the powers and duties herein delegated.
12. In accordance with the evaluation procedure established by the Board of Governors, the Council shall conduct an evaluation of the President and forward the results of that evaluation with recommendation to the Chancellor for submission to the Board.

ARTICLE II - MEMBERSHIP

Section I. Council of Trustees: The Council of Trustees shall consist of eleven members who, except for student members, shall be nominated and appointed by the Governor with the advice and consent of the Senate. At least two members of the eleven-member Council of Trustees shall be alumni of the institution. The Chancellor is an ex-officio member of the Council.

Section II. Term: The ten members of Council appointed by the Governor shall serve terms of six years respectively, and until their respective successors are duly appointed and qualified. One member of each Council shall be a full-time undergraduate student in good academic and disciplinary standing, other than a freshman, enrolled for at least twelve semester hours at the institution of which the student is a Trustee. The student member shall serve a term of four years or for so long as he/she is a full-time undergraduate student in attendance at the institution, whichever period is shorter. Vacancies occurring before the expiration of the term of any member shall be filled in like manner for the unexpired term. Student members of the Council of Trustees shall be appointed by the Governor and shall not be subject to Senate confirmation.

Section III. Member Responsibility: Council members are expected to be regular in attendance. Given that Council of Trustees meetings for the academic year are announced in advance, Council members should plan their schedules so as to be in attendance at as many meetings as possible. Should a trustee fail to attend three meetings in succession without presenting a reasonable excuse such as illness or conflict with business matters to the chairperson of the Council of Trustees, the chairperson will communicate in writing to the trustee and ask him or her to reconsider the commitment made to serve on the Council of Trustees and to give thought to resignation if his or her circumstances are such that active involvement in the work of the Council of Trustees will not

be possible. Copies of any such correspondence should be forwarded to the PASSHE Office of the Chancellor and to the Office of the Governor.

ARTICLE III - MEETINGS

Section I. Regular Meetings: A regular meeting of the Council of Trustees shall be held not less than four times each year. The schedule of meetings shall be formulated at the beginning of each calendar year and advertised in accordance with the Sunshine Act.

Section II. Reorganization/Election of Officers: The Reorganization/Election of Officers meeting of the Council of Trustees shall be held every two years at the September quarterly meeting. At this meeting the officers of the Council of Trustees for the next two years shall be elected. The nominating committee shall report the nominees for the elective offices at the June Quarterly Meeting. Those elected shall take office beginning with the September reorganization/election of officers meeting.

Section III. Special Meetings: Special meetings may be called at any time by the University President or Chairperson of the Council of Trustees. Special meetings shall also be called by the Chairperson of the Council of Trustees at the request of three members of the Council. Public notice of all special meetings shall be in accordance with the Sunshine Act.

Section IV. Additional Notice of Meetings: The Secretary, or the Secretary's designee, shall be responsible for notifying the Council of Trustees of the time and place of all meetings of the Council. In the case of special meetings, the purpose for which the special meeting is called shall be given in the notice, and the business transacted at such meeting shall be limited to the purpose stated in the call. Meeting schedules shall be sent to the Chancellor.

Section V. Parliamentary Authority: Robert's Revised Rules of Order shall be the guide for the Council in determining questions of parliamentary procedure not herein specifically provided.

Section VI. Minutes of Meetings: Minutes of each meeting shall be recorded and sent to each member of the Council of Trustees following each meeting of the Council.

Section VII. Order of Business: The suggested order of business at the regular meetings of the Council of Trustees or at the meetings of the Executive Committee is as follows. This order of business, however, may be changed during the meetings as deemed necessary:

1. Call to Order
2. Recording Attendance
3. Approval of the minutes of the previous meeting(s) of the Council of Trustees
or of the Executive Committee
4. Public Comments
5. APSCUF Comments
6. Report of the Council Chair
7. PACT Update
8. University President's Report
9. Committee Reports:

1. Academic Affairs
2. Enrollment Management
3. Administration and Finance
4. Student Affairs
5. Communications and Marketing
6. University Development and Alumni Relations
10. New Business
11. Executive Session (as needed)
12. Adjournment

ARTICLE IV - QUORUM

Section I. Quorum: Six members of the Council shall constitute a quorum. Attendance by a trustee member via conference call will be considered to be an acceptable mode of participation; any trustee participating in this manner will have full voting rights and meeting privileges.

ARTICLE V - MANNER OF VOTING

Section I. Roll Call Vote: The voting on all motions at trustee meetings shall be conducted by roll-call vote conducted by the Secretary or the Secretary's designee. A motion shall pass by a majority vote of those trustees present.

ARTICLE VI - OFFICERS

Section I. Officers: The officers of the Council shall be a chairperson, vice chairperson, and a secretary. The chairperson will preside at all meetings of the Council and perform other such functions pertaining to the office; the vice chairperson shall perform all functions in the absence of the chairperson and shall be designated chairperson if the chairperson ceases to perform that function; the secretary shall keep, and be the custodian of, all records.

Section II. Election: The officers of the Council shall be elected every two years at the Reorganization/Election of Officers meeting of the Council and shall perform the duties usually assigned to such officers. They shall hold office until successors are legally elected. They shall be nominated by a nominating committee appointed by the chairperson of the Council at least two meetings prior to the reorganization meeting. The University President shall serve as an ex-officio, non-voting member of the nominating committee. The nominating committee shall present the names of the nominees to the Council at least one meeting prior to the annual meeting.

Section III: Term of Office: The elected officers of the Council shall not serve more than two consecutive two-year terms in that particular office.

ARTICLE VII - COMMITTEES

Section I. Executive Committee: This committee shall consist of the officers of the Council and the chairpersons of the standing committees. The Chairperson of the Council shall be the Chairperson of the Executive Committee. The University President shall serve as an ex-officio, non-voting member of the Executive Committee. Meetings of this committee shall be called by the

Chairperson as needed. Upon the request of at least two members of this committee, additional meetings may be convened.

Section II. Standing Committees: The Chairperson of the Council of Trustees shall appoint at least three members and designate chairpersons for each of the standing committees. The University President shall serve as an ex-officio, non-voting member of all standing committees.

1. **Academic Affairs Committee.** The purpose of this committee is to keep trustees informed about academic program status and proposals for academic program approval, when appropriate. Functions include:
 - a. To examine and discuss the University's academic programs and supporting policies;
 - b. To review the process of periodic program evaluation and accreditation; and
 - c. To review plans for new academic programs and to make recommendations to the Council when appropriate.

Ex-officio, non-voting member: Provost/Senior Vice President for Academic Affairs

2. **Administration and Finance Committee.** The purpose of this committee is to keep Trustees informed of financial and facilities needs/plans and prepared for consideration of budget proposals, when appropriate. Functions include:
 - a. To review and discuss the University's financial management system and supporting policies;
 - b. To discuss the University's current and proposed budget and any anticipated major expenditures and to make related recommendations to the Council as appropriate;
 - c. To review the facilities master plan, including examination and discussion of maintenance, renovation and capital construction needs; and
 - d. To enhance the Trustee's knowledge and information on the University's information technology progress, policies, security issues, future plans, and computer services availability.

Ex-officio, non-voting member: Vice President for Administration and Finance

3. **Student Affairs Committee.** The purpose of this committee is to keep Trustees informed about all matters relating to students which are complementary to and supportive of the formal academic functions of the University. Functions include:
 - a. To review and discuss policies affecting students, including but not limited to, those policies found in the Student Code of Conduct.

Ex-officio, non-voting member: Vice President for Student Affairs

4. **University Communications and Marketing Committee.** The purpose of this committee is to keep Trustees informed of communications and marketing strategies, as it applied to students, faculty, staff, parents, and members of the University community, as well as the general public. Functions include:
- a. To provide input into the goals of the University as it relates to constituency relations; and
 - b. To be regularly updated on the communications and marketing materials being produced by the University, as well as the marketing plans and goals that have been established.

Ex-officio, non-voting member: Vice President for Communications and Marketing

5. **University Development and Alumni Relations Committee.** The purpose of this committee is to enhance Trustees participation in University fundraising for California University of Pennsylvania. Functions include:
- a. To review and discuss University fundraising plans and policies, and to make related recommendations; and
 - b. To provide input into the fundraising goals; and
 - c. To join with other appropriate Council committees in analysis, development, and support of academic, student affairs, fiscal and facilities planning.

Ex-officio, non-voting member: Vice President for University Development and Alumni Relations

6. **Enrollment Management Committee.** The purpose of this committee is to keep trustees informed about enrollment strategies, on-going enrollment trends, activities, and initiatives. Functions include:
- a. To review and discuss University enrollment strategies; and
 - b. To review and discuss enrollment trends, activities, and initiatives.

Ex-officio, non-voting member: Vice President for Enrollment Management

ARTICLE VIII - HEAD OF THE INSTITUTION

Section I. The President: The University President is the institution's chief executive officer. Within the powers and constraints of Act 188, the President is charged with carrying out the Trustees' policies and programs and administering the educational and business affairs of the institution. The President shall advise the Council and the Council Committees on all matters where Council must take official action. The President is charged with supplying the Council with sufficient information for its decision-making. The President shall call upon the Trustees for objective counseling and advice. When acting for the Council, the President is expected to adhere faithfully to the Council's policies.

ARTICLE IX - RULES AND REGULATIONS

Section I. Minutes: A copy of the minutes of each meeting shall be sent to the Chancellor, chairperson of the Board of Governors, State APSCUF and local APSCUF, local AFSCME, and SCUPA, and to such other constituencies as are deemed appropriate as promptly as possible after each meeting.

Section II. Executive Sessions: Executive sessions, as defined by law, shall be conducted in accordance with the Sunshine Act.

Section III. Amendment of Bylaws: These bylaws may be changed by a majority vote of the entire Council provided each member of the Council has received a copy of the proposed changes prior to the next regular meeting at which the vote on the changed bylaws shall be taken.

APPROVED BY THE CALIFORNIA UNIVERSITY OF PENNSYLVANIA COUNCIL OF TRUSTEES ON APRIL 23, 1997.

REVISIONS APPROVED BY THE CALIFORNIA UNIVERSITY OF PENNSYLVANIA COUNCIL OF TRUSTEES ON SEPTEMBER 2, 2009.

REVISIONS APPROVED BY THE CALIFORNIA UNIVERSITY OF PENNSYLVANIA COUNCIL OF TRUSTEES ON DECEMBER 5, 2018.

REVISIONS APPROVED BY THE CALIFORNIA UNIVERSITY OF PENNSYLVANIA COUNCIL OF TRUSTEES ON SEPTEMBER 18, 2019.