

BYLAWS
OF THE BOARD OF TRUSTEES
OF ARKANSAS STATE UNIVERSITY

ARTICLE I

Statement of Purpose

The Board of Trustees of Arkansas State University was established by Ark. Code Ann. Sec. 6-65-201 et. seq. and is included in the provisions of Amendment 33 of the Constitution of the State of Arkansas. The Board governs the Arkansas State University System, consisting of multiple campuses, sites, and centers located throughout the service area of the University.

The Board of Trustees is charged with the management and control of Arkansas State University. The Board shall exercise the power, authority, and duties conferred by law on the Board.

In order to effectively manage and control the University; in order to provide for a definitive, orderly form of governance; and in order to secure and continue a superior institution of higher education, the Board of Trustees hereby promulgates and adopts these Bylaws.

ARTICLE II

The Board of Trustees

The entire management and control of the activities, affairs, operations, business, and property of the Arkansas State University System (hereinafter referred to as the "University") shall be completely and absolutely vested in the Board of Trustees of Arkansas State University (hereinafter referred to as the "Board"); however, upon general or specific authorization or delegation made or provided for in these Bylaws, the Board may exercise its management and control by and through such officers, officials, committees, and agents as may seem fit and proper.

II.1. Composition and Appointment of the Board

The Board shall consist of five (5) members appointed from the state at large. The Governor, by and with the advice and consent of the Senate, shall appoint the members of the Board.

II.2. Term of Office

The term of office for each member shall commence on January 15 and shall end on January 14 of the fifth year following the year in which the regular term commenced, or until such time as a replacement is named. The terms of the members of the Board are arranged so that one term expires every year. Members may be reappointed by the Governor.

Any vacancies arising in the membership of the Board for any reason other than the expiration of the regular terms for which the members were appointed shall be filled by appointment by the Governor, subject to the approval by a majority of the remaining members of the Board and shall be thereafter effective until the expiration of the regular terms.

The Governor shall have the power to remove any member of the Board before the expiration of his or her term and for cause only, after notice and hearing. The removal shall become effective only when approved in writing by a majority of the total number of the Board, but the member removed or his or her successor shall have no right to vote on the question of removal.

II.3. Compensation of Trustees

No trustee shall receive pay or emolument other than his or her actual expenses incurred in the discharge of his or her duties; such expenses shall be paid or reimbursed from university funds upon the authorization of the President. Such authorization shall be subject to review and certification annually by the Chair of the Board.

II.4. Primary Functions of the Board

In the exercise of its management and control of the University, the Board recognizes that it must determine major policy; review existing policy; define the missions, role and scope of the University and each of its major divisions or component institutions (hereinafter referred to as "campus"); and provide ultimate accountability to the public and the political bodies of Arkansas. Any authority delegated by the Board shall be subject to the ultimate authority of the Board.

Within these fundamental responsibilities, the Board will perform, where appropriate, many essential functions, including but not limited to the following:

- a. Determine and periodically review the University's mission and purposes, consistent with state constitutional and/or statutory provisions.
- b. Appoint the President, who shall be the University's chief executive officer, and set appropriate terms of employment, including compensation.

- c. Support the President and annually assess his or her performance based on mutually agreed-upon goals and other criteria.
- d. Determine broad policy guiding the appointment of all faculty members and employees, on the recommendation of the President, and consistent with other policies and regulations adopted by the Board.
- e. Review and approve proposed changes in the University's academic programs and other major enterprises consistent with the University's mission, plans, and financial resources.
- f. Approve the annual budget and tuition and fees, regularly monitor the University's financial condition, and establish policy guidelines affecting all institutional assets, including investments and the physical plant.
- g. Contribute to the University's fund-raising goals, participate actively in strategies to secure sources of support, and authorize university officers to accept gifts or bequests subject to policy guidelines.
- h. Adopt Bylaws, rules, and regulations for the governance of its members, officers, agents, and employees and require adherence to such rules, including, but not limited to, those pertaining to governance, ethics, and conflict of interest.
- i. Determine the University's structure and major academic programs and services needed for the successful conduct of its mission and purposes.
- j. Grant diplomas and certificates and confer degrees based upon the recommendations of the campus Chancellor and faculty.
- k. Serve actively as advocates for the University in appropriate matters of public policy, in consultation with the President and other responsible parties, as the Board shall determine.
- l. Periodically assess its own performance in order to set an example for the university community and to seek ways to strengthen its effectiveness as a corporate body.
- m. Exercise such other authority as from time to time it deems appropriate within the applicable laws and regulations of the United States of America and applicable laws and regulations of the State of Arkansas.

II.5. Trustee Emeritus Status

The title "Trustee Emeritus" shall be conferred at the sole discretion of the Board of Trustees upon any former Trustee who has retired from the Board after having provided exemplary service and who wishes to accept such a designation.

The conferring of this status shall ordinarily be in public ceremony so that appropriate approbation shall attend the marking of the recipient's distinguished public service.

ARTICLE III

Meetings of the Board of Trustees

III.1. Regular Meetings

The Board shall schedule annually, in advance, regular meetings of the Board to be held during the ensuing year. A scheduled meeting may be cancelled or the date, place, and time of holding the same may be altered by the Board Chair upon written notice. The Board shall meet at least once in each year.

III.2. Special Meetings

The Board Chair may call special meetings upon written notice as necessary to address issues or needs of the University. The Board Chair shall call a special meeting when requested in writing by at least three members of the Board.

III.3. Attendance

Members of the Board must be physically present at any Board meeting in order to be considered present and attending or to vote at that meeting; provided however, that the Board may have a meeting by telephone, video conference, or similar means to the extent permitted by law. The Board Chair may authorize participation of a member by electronic means in extenuating circumstances.

III.4. Quorum

Three members of the Board of Trustees shall constitute a quorum and a majority of those present shall govern. Every member present shall be required to vote, except that no Trustee shall be required to vote if there exists a possible conflict of interest.

III.5. Place of Meetings

Regular meetings of the Board will be rotated to locations in the state where the University maintains a campus or office.

III.6. Minutes

Minutes of all meetings of the Board shall be promptly prepared and distributed to all members of the Board by the Executive Secretary to the Board, and upon approval by the Board, such minutes shall be posted electronically and retained by the Executive Secretary to the Board.

III.7. Executive Session

All meetings of the Board of Trustees shall be open to the public except that the Board may go into executive session when necessary and when authorized by law.

III.8. Agenda

The Board shall provide for the preparation and advance distribution to Board members of the agenda for all meetings. The Board Chair shall approve, in advance of distribution, the agendas for all Board meetings as defined in V.2. No business other than that on the agenda shall be transacted except by unanimous consent of the members present.

III.9. Rules of Order

Rules of order shall be the most recently published *Robert's Rules of Order*, and unless overruled by a majority of Trustees attending, the Chair of the meeting will determine all questions concerning such rules.

ARTICLE IV

Officers

IV.1. Election of Officers

Officers of the Board shall be Chair, Vice Chair, and Secretary.

At the last regular meeting of the calendar year, there shall be an election of a Chair, Vice Chair, and Secretary. Each of these officers shall hold office until a successor is duly elected. Vacancies may be filled by the Board at any regular or special meeting and the person or persons elected shall serve for the remaining portion of the unexpired term.

IV.2. Chair of the Board

The Chair of the Board shall preside at all meetings of the Board, and in the Chair's absence the Vice Chair shall preside. In the absence of the Vice Chair, the Chair may appoint or designate a member of the Board to preside. The Chair, or the presiding member in the absence of the Chair, shall conduct all business according to parliamentary rules. The Chair shall have the right to vote upon all questions, motions, or recommendations submitted to the Board.

The Chair shall sign all contracts and other instruments requiring execution on behalf of the Board and shall discharge any other duties usually required of a presiding officer, unless it is otherwise ordered.

The Chair shall be the designated spokesperson for the Board. Other Trustees will direct inquiries and requests for comment to the Chair, who may respond on behalf of the Board. The Chair shall sign all resolutions duly adopted by the Board

The Chair, in consultation with the President, shall determine annually an interim succession plan in the event the President or any Chancellor is unable to perform his or her duties.

IV.3. Vice Chair of the Board

The Vice Chair shall perform all duties and have all the prerogatives set forth for the Chair in the Chair's absence, incapacity, or retirement from the Board until the Chair resumes office or a successor has been duly elected as provided in IV.1. above.

IV.4. Secretary of the Board

The Secretary of the Board shall sign minutes of the meetings of the Board, resolutions of the Board, proclamations of the Board, and legal and financial documents approved by the Board which require the signature of the Secretary of the Board of Trustees.

ARTICLE V

Personnel

The President of the System and the Executive Secretary to the Board shall report directly to the Board.

V.1. President of the System

The President of the Arkansas State University System shall be the Chief Executive Officer of the System. The President of the System shall be appointed by the Board of Trustees.

V.2. The Executive Secretary to the Board

The Executive Secretary to the Board shall be appointed by the President with the concurrence of the Board. The Executive Secretary to the Board shall:

- a. Regularly publish all policies adopted by the Board and maintain an updated copy of the Policies of the Arkansas State University System.
- b. Attend and keep accurate records of all meetings of the Board.
- c. Be custodian of all records of the Board and all documentary files thereof and of all bonds made to the Board.

- d. Arrange for the schedule of annual meetings of the Board in consultation with the Chair of the Board and arrange for special meetings of the Board as defined in III.2.
- e. Issue notices and calls of all meetings of the Board when authorized by the Chair of the Board.
- f. Prepare a meeting agenda and schedule at the direction of the Chair of the Board.
- g. Handle Board liaison, Board communications, Board arrangements for travel and site visitations, and initiate reimbursement procedures for expenses of each Trustee incurred on official business.

In the absence of the Executive Secretary to the Board, the Assistant Executive Secretary to the Board shall perform the duties of the Executive Secretary to the Board.

V.3. Assistant Executive Secretary to the Board

The Assistant Executive Secretary to the Board shall be appointed by the President with the concurrence of the Board. The Assistant Executive Secretary to the Board shall, in the absence or on the delegation of the Executive Secretary to the Board, or at the direction of the Chair of the Board, perform the duties of the Executive Secretary to the Board as set forth in V.2.

ARTICLE VI

The Arkansas State University System

VI.1. Organization

The University shall be charged with the responsibility of providing to the State of Arkansas comprehensive certificate, associate, baccalaureate, masters, doctoral, and professional programs and other instructional, research, and service programs, all of the highest quality, through the operation of major components or campuses with varying missions at such locations as may be approved by the Board from time to time.

The Arkansas State University System, with offices in Jonesboro and Little Rock, includes Arkansas State University-Beebe; Arkansas State University-Jonesboro; Arkansas State University-Mountain Home; and Arkansas State University-Newport, each with a role and scope to be prescribed by the Board, and each administered by a Chancellor who reports directly to the President. System coordination shall be effected by the President.

The Arkansas State University System, with approval and oversight of the Board, may organize, maintain, and operate campuses, programs, offices, and activities at locations other than the principal campuses, to be directed by an individual person identified by and responsible to a Chancellor.

VI.2. Authority and Duties of the President

The President shall be the chief executive officer of the University System and shall exercise such executive powers as are necessary for its appropriate governance. In the exercise of such powers, the President is delegated full authority to formulate and issue directives not inconsistent with Board policy. The President shall be the principal link between the Board's responsibility for policy and each Chancellor's responsibility for operations. The President shall report directly to the Board the current affairs of all components of the University, and shall discuss with the Board the basic issues, new or alternative directions, and recommendations on new policies. The President shall direct, coordinate, and implement the planning, development, and appraisal of all activities of the System.

Within the general authority granted by the Board, the President shall perform duties and responsibilities including but not limited to the following:

- a. Implement Board policies, continuously review the administration and the effect of these policies, and recommend to the Board, for consideration, modifications of policies and new policies at both campus and system levels.
- b. Assume primary responsibility, with the assistance of the Chancellors, for external relationships with the Governor's office, the Legislature, the Arkansas Department of Higher Education, Congress, federal and state agencies, and other institutions.
- c. Recommend to the Board the mission, role and scope of the University and of its respective campuses.
- d. Establish the guidelines and formats, coordinate the development and review, and submit to the Board recommended campus master plans, facilities development programs, capital development programs, and campus strategic plans.
- e. Participate in the implementation of capital projects requiring Board approval.
- f. Direct and approve the preparation of coordinated legislative requests for both operating and capital appropriations, and direct the presentation of and justification for the request.
- g. Review and recommend to the Board the budgets of each campus.
- h. Coordinate all functions of the University to assure an integrated institution of related and cooperating campuses, with coordinated educational programs so that quality and comprehensiveness are emphasized, cooperation is insured, and unnecessary duplication is avoided.
- i. Establish financial, budgetary, audit, and business procedures for the efficient and effective management of the University.

- j. Recommend to the Board, after an appropriate search process, the appointment and compensation of Chancellors.
- k. Receive and review recommendations from the Chancellors for appointment and compensation of campus vice chancellors and other principal campus academic and administrative staff, and transmit such recommendations to the Board.
- l. Review and recommend action on all legal commitments and all other matters within the province of the Board, including contractual arrangements.
- m. Coordinate the development and recommend for adoption by the Board objectives, policies, and practices which will provide for effective and prudent management, control, and preservation of the physical and investment assets of the University.
- n. Provide staff assistance for ensuring the proper control and safekeeping of the physical and investment assets of the University.
- o. Recruit, appoint, and review employees reporting directly to the President necessary for the duties and responsibilities of the office of the President.
- p. Establish and maintain effective and timely means of communication with the Chancellors, other university constituencies, and Board members.

VI.3. Authority and Duties of the Chancellors

There shall be a Chancellor of each component institution who shall be chief executive officer thereof and who shall have full authority to administer campus affairs and to formulate and issue directives not inconsistent with the Bylaws, rules, policies and procedures of the Board and the President. The Chancellor shall be responsible for the participation of his or her campus in overall planning, resource allocation, and program evaluation of the University. The Chancellor shall report directly to the President and through the President to the Board of Trustees. The President shall provide an opportunity for the Chancellor to present his or her views on any matter which affects the University. Within the general authority granted by the Board and the President, the Chancellor shall perform duties and responsibilities including but not limited to the following:

- a. Primary responsibility for all of the factors that contribute to the quality of academic (teaching, research, and service) and support programs of the campus. Such factors include the general supervision of all campus faculties, the allocation and utilization of available resources within the campus, and any and all matters related to the welfare of the campus.
- b. General supervision of all relationships between students and the various levels of campus administration. Such supervision includes but is not limited to admissions, registration and records, academic progress and advising, counseling, housing, scholarships and financial aids, student activities and services, placement, international students, and the evaluation and certification of academic credit from other institutions.

- c. Financial management of the campus and its component parts in conformity with federal, state, and university management policies and practices. This function shall include but is not limited to the preparation of budgets and legislative requests, assistance in legislative presentations, maintenance of financial records and accounts for activities of the campus, the receipt and expenditure of all campus funds, and preparation of required financial reports.
- d. Personnel administration including employment and termination, wage determination consistent with law, and conditions of employment for faculty and other employees of the campus.
- e. Operation and maintenance of the physical plant, purchase of supplies and equipment, and the maintenance of appropriate inventories and records of real and personal property under the jurisdiction of the campus.
- f. Fund raising, auxiliary enterprises, and alumni activities.
- g. Participation in the development of objectives, policies, and practices which will provide for effective and prudent management, control, and preservation of the physical and investment assets of the University.
- h. Implement assigned plant and investment responsibilities and ensure compliance with restrictions established by external donors, as well as limitations placed by the Board or other policies on funds functioning as endowment.
- i. Develop and submit to the President campus master plans, facilities development programs, capital development programs, and campus strategic plans.
- j. Establish and maintain effective and timely means of communication with President and other university constituencies.

ARTICLE VII

Indemnification

The University shall provide its current and former trustees, officers, and employees with legal defense in connection with any threatened or pending lawsuit or claim based on actions alleged to have been taken within the course and scope of employment or official capacity. University legal counsel shall defend all such proceedings unless and until it is determined that the trustee, officer, or employee acted outside the course and scope of employment or official capacity.

The University shall pay all judgments, damages, settlements, and costs reasonably incurred in such proceedings. Trustees, officers, and employees may hire personal counsel at their own expense.

ARTICLE VIII

Policies of the Board of Trustees

The Board may from time to time adopt policies which are to be used by the Board and the University to state official positions of the University, to guide operations of the university, or to define practices to be followed by the University. Policies shall be approved, modified, or withdrawn by majority vote of the Board.

Approved policies will be compiled and displayed electronically and kept in archival form by the Executive Secretary to the Board who will make a record of the dates of approval and subsequent modification of each policy.

ARTICLE IX

Amendment or Repeal of Bylaws

New Bylaws may be adopted and existing Bylaws may be amended or repealed at any meeting of the Board, but no such action shall be taken unless notice of the substance of such proposed adoption, amendment, or repeal shall have been given to each member of the Board at least thirty (30) days in advance of the vote upon such change, provided, however, that by unanimous consent of the entire membership of the Board, the requirements for such notice may be waived.