

BYLAWS OF THE BOARD OF GOVERNORS
MISSOURI WESTERN STATE UNIVERSITY

As initially adopted August 24, 1978 and thereafter amended on May 17, 1979, February 24, 1983, January 26, 1984, November 18, 1999, and August 29, 2005, and May 24, 2007 and September 23, 2010, and January 23, 2014, and June 25, 2020, and October 3, 2022.

Article I - Composition – Authority – Duties

Section 1. Number, Selection, Qualifications and Term of Members

- (a) Number The governing Board of Missouri Western State University shall consist of seven voting members, one non-voting student member, and two non-voting members who shall act as Secretary and Treasurer of the Board.
- (b) Selection All members of the Board shall be appointed by the Governor of the State of Missouri, with the advice and consent of the senate.
- (c) Qualifications
 - 1. All members of the Board shall be citizens of the United States.
 - 2. Voting members of the Board shall be residents of the State of Missouri for the two years immediately preceding the member's appointment to the Board.
 - 3. Student members shall be residents of the State of Missouri, shall at all times during his or her term be enrolled as a full-time student at Missouri Western State University, and selected by the Governor from a panel of three persons submitted by the student government president.
- (d) Term The term of service of any voting member of the Board shall be six years. The term of service of any non-voting student member of the Board shall be two years.

(e) Composition

1. No more than four voting members shall be of the same political party.
2. Five voting members shall be selected from any of the following counties representing the service region: Buchanan, Platte, Clinton, Andrew, and DeKalb.
3. Two voting members shall be selected from any of the counties in the state which are outside the institution's historic service region.
4. One nonvoting member who is a student shall be selected in the same manner as prescribed by Mo. Rev. Stat. § 174.055.

Section 2. Election of Officers

- (a) A Nominating Committee shall be appointed by the Chair at the April meeting. This committee shall bring forth to the board for election at its June meeting a Chair and Vice Chair from its voting members. The duties of the Chair and Vice Chair shall begin on July 1 following election and shall continue until their successors are elected and succeed them. A Secretary and Treasurer, who are Missouri Western State University employees, shall also be elected at the June meeting, shall begin their duties on July 1 following election, and shall continue until their successors are elected and succeed them. The Secretary and Treasurer shall be non-voting officers of the Board.

Section 3. Vacancies

Any vacancy occurring in the Board shall be filled by appointment by the Governor and the member so appointed shall hold his or her office for the remainder of the term so filled.

Section 4. Authority of Members

No single member of the Board shall have the power to act in the name of the Board or bind the Board unless specifically authorized to do so by the Board.

Section 5. Duties and Powers

- (a) To establish policies, bylaws, rules and regulations for its own governance and for control and governance of the University.
- (b) To select, appoint and remove the President and Vice President of the University.
- (c) To review and vote upon the recommendations of the President regarding the appointment or dismissal of faculty members; reappointment of faculty members in regular positions when such reappointment is tantamount to the guaranty of tenure; promotion in academic rank of faculty members in regular positions; the grant of paid sabbatical or professional leaves or absence and the award of early retirement benefits.
- (d) To review and vote upon recommendations of the President regarding rules and regulations for the admission of students.
- (e) To confer upon students or honorees, by diploma under the common seal, degrees granted by the University.
- (f) To review and vote upon the recommendations of the President regarding financial matters, including but not limited to the annual budget and capital expenditures relative to additional facilities or major renovations or replacement of existing facilities.
- (g) The above list shall not be deemed exclusive. The Board shall have all duties and powers as provided for by the revised statues of the Missouri, as amended.

Section 6. Conflict of Interest

- (a) No member who possesses an ownership interest in excess of ten percent of a sole proprietorship, partnership, joint venture, company or corporation shall:
 1. Allow that sole proprietorship, partnership, joint venture, company or corporation to perform any service (or to sell, rent or lease real property) to or for the University or the Missouri Western State University Foundation for any consideration in excess of five hundred dollars per annum, unless the transaction is made pursuant to an award on a contract let after public notice and

competitive bidding, and provided that the bid or offer accepted is the lowest and best received.

- (b) No member shall use confidential information gained by virtue of his or her appointment and acts as a member of the Board to gain a financial advantage for himself or herself, his or her spouse or dependent children, or any business which he or she may be associated with.
- (c) All voting members of the Board shall complete a personal financial disclosure form in accordance with the rules and regulations of the Missouri Ethics Commission.
- (d) All members of the Board shall follow established procedures when a conflict of interest occurs.

Article II. – Duties of the Officers

Section 1. The Chair The duties of the Chair of the Board are as follows:

- (a) To preside at all meetings of the Board.
- (b) To call special meetings if required.
- (c) To perform all duties prescribed by law or mandated by action of the Board
- (d) To appoint such standing or ad hoc committees or subcommittees deemed necessary or as directed by the Board.
- (e) To serve as an ex-officio member of all committees.

Section 2. The Vice Chair The duties of the Vice Chair of the Board are as follows:

- (a) To perform the duties of the Chair of the Board in the absence of the Chair.
- (b) To perform such other functions as mandated by the Board.

Section 3. The Secretary The duties of the Secretary of the Board will be as follows:

- (a) To keep a good and accurate record of all meetings of the Board, including a record of all votes on all issues presented to the Board.
- (b) To present the record of each meeting of the Board to the President of the University, the Board Attorney and the Chair of the Board for review at least seven days prior to the next regularly scheduled meeting.
- (c) To assist with Board correspondence.
- (d) To provide for posting of all legal notices.
- (e) To sign all legal documents as authorized by the Board.
- (f) To notify members of the Board of all meetings.
- (g) To send each member of the Board, prior to meetings, a copy of the Minutes of the preceding meeting of the Board.
- (h) To send each member of the Board, prior to meetings, an agenda for the next scheduled Board meeting.
- (i) To preserve all records of the Board.

Section 4. The Treasurer The duties of the Treasurer are as follows:

- (a) To receive, hold in custody, and expend all funds as directed by the Board.
- (b) To furnish a bond in accordance with state laws.
- (c) To be responsible for financial records belonging to the Board and keep and to keep full and accurate accounts of all receipts and disbursements.
- (d) To report to the Board, the University President, and the Department of Higher Education all transactions of funds held by the Treasurer.
- (e) To sign all financial accounting forms
- (f) To prudently invest and reinvest available funds pursuant to applicable statutes and Board policies.

Section 5. Removal of Officers

Any officer of the Board may be removed from office for cause by a vote of two-thirds of the voting members.

Article III - Meetings

Section 1. Regular and Special

- (a) Regular meetings of the Board shall be held on the fourth Thursday of each month or at such other intervals as the Board may determine but in no event less often than quarterly. The Board may change the date and time of a monthly meeting upon reasonable notice to all members.
- (b) Special meetings of the Board may be held upon written request of any two voting members of the Board, or at the request of the faculty, signed by the president or vice president of the faculty senate and certified by the secretary thereof. Upon receipt of such written request, the Chair of the Board shall call a meeting, and the secretary shall notify each member of the Board of such specially called meeting, and the object or objects thereof, and no other business shall be transacted at such meeting unless all members of the Board are present and consent thereto.
- (c) In the event any member of the Board participates in a meeting by telephone or other electronic means, such as participation shall be in accordance with applicable provisions of the Missouri "Sunshine Act".

Section 2. Notice

- (a) Notice of each meeting of the Board shall be in writing and delivered seven days prior to the Board meeting to each Board member. "Delivered" shall be deemed to have occurred when the notice is deposited in the U.S. mails, upon personal delivery to the member, or upon the sending of an electronic notice to the member.

- (b) Notice may be waived by any member if such member attends the Board meeting for any purpose except to object to the transaction of business because of a failure of notice. Notice may also be waived by any member in writing.

Section 3. Agenda, Meeting Minutes

- (a) An agenda and a copy of the minutes of the preceding Board meeting shall be delivered seven days prior to the Board meeting to each Board member. "Delivered" shall be deemed to have occurred when the notice is deposited in the U.S. mails, upon personal delivery to the member, or upon the sending of an electronic notice to the member.
- (b) The failure to so deliver such agenda or minutes shall in no way affect the official status of any meeting.
- (c) A request to have a matter appear on the Board meeting agenda must be presented ten days prior to the meeting date in order to be considered by the Chair of the Board and the President of the University.

Section 4. Attendance

Members of the Board shall attend, on a regular and reasonable basis, all meetings of the Board. When necessary, attendance may be electronic, real-time participations.

Section 5. Quorum

A quorum shall exist, and business shall be conducted, when at least four voting members of the Board are present and able to vote on the issue before the Board.

Section 6. Order of Business

The order of business at the regular Board meetings shall be as follows:

- (a) Roll Call.
- (b) Approval of minutes of the preceding meeting.

- (c) Informational reports of the Vice Presidents of the University.
- (d) Financial report.
- (e) Student member report.
- (f) Transaction of business as stated in the notice for meeting.
- (g) Report of the President of the University.
- (h) Report of the Chair or the Board.
- (i) Comments and Questions from the Board members.
- (j) Executive Session, if necessary.
- (k) Resumption of business.
- (l) Adjournment.

Section 7. Rules of Order

All business of the Board shall be conducted in accordance with Robert's Rules of Order, revised, unless otherwise provided.

Section 8. Public Meetings: Open Records

The Board is committed to the concept of openness in public meetings as set forth in the Missouri "Sunshine Act," §610.010 R.S.Mo., et seq., as amended. All meetings of the Board shall comply with applicable provisions of these statutes.

Article IV - Committees and Consultants

Section 1. Establishment of Committees

There shall be standing and ad hoc committees appointed annually by the Chair of the Board. The Chair of the Board shall be an ex officio member of each committee if not otherwise a member of that committee and may vote in the absence of any one of the committee members. Vice Presidents of the University shall serve as non-voting staff

liaisons to Board standing committees as suggested by the subject matter of each issue referred to a standing committee and as assigned by the Chair. Membership on a committee need not be limited to members of the Board. (Appointments are left to the sound discretion of the Chair, but generally non-members should not outnumber members.) The Chair of the Board may fill vacancies in the membership of any committee as needed. The committees are:

- (a) Academic and Student Engagement Committee:
- Membership: This committee shall consist of at least three voting Board members, one of whom will serve as Chair of the committee. The Chair of the Board may appoint such other members as helpful to facilitate the work of the committee and shall at that time designate each as either a voting or non-voting member.
 - Meetings: The committee shall meet at least twice per year, and more often as needed.
 - General committee charge: This committee shall be responsible for addressing matters pertaining to academics and student life as well as athletics. While the day-to-day operations of the University in these areas remain the primary responsibility of the President and University administration, the standing committee of the Board will focus on general oversight of strategic plan objectives and university goals within these areas, and consider overall implications related to long-range planning, budget, operations, and external relations. It will work to ensure that the Board is informed in these areas.
 - Chair's charge: The Chair may at any time charge the committee with specific matters for consideration, appropriate to its subject matter.
- (b) Personnel, Finance, and Operations Committee:
- Membership: This committee shall consist of at least three voting Board members, one of whom will serve as Chair of the committee. The Chair of the Board may appoint such other members as helpful to facilitate the work of the committee and shall at that time designate each as either a voting or non-voting member.
 - Meetings: The committee shall meet quarterly, and more often as needed.

- General committee charge: This committee shall be responsible for addressing matters pertaining to the human resources of the University, budget and finance, and other operations matters (including, e.g., facilities, risk, information technology, etc.). While day-to-day management and operations of the University in these areas remain the primary responsibility of the President and University administration, the standing committee of the Board will focus on general oversight of strategic plan objectives and university goals within these areas and consider overall implications related to long-range planning. The committee may also advise the Board on specific matters related to bids, contracts, budgets, and other related matters that come before the Board. This committee shall have the authority to engage outside vendors to validate the University's annual financial statement or to provide advice in the review of financial statements prepared by the administration.
 - Chair's charge: The Chair may at any time charge the committee with specific matters for consideration, appropriate to its subject matter.
- (c) **Policy and Bylaws Committee:**
- Membership: This committee shall consist of at least three voting Board members, one of whom will serve as Chair of the committee. The Board secretary and University counsel shall serve as liaisons to the policy and bylaws committee. The Chair of the Board may appoint such other members as helpful to facilitate the work of the committee and shall at that time designate each as either a voting or non-voting member.
 - Meetings: The committee shall meet twice per year, and more often as needed.
 - General committee charge: Subject to the Board's approval, this committee shall establish and periodically revise its policies and procedures. It shall also periodically review the adequacy of the Board's bylaws and handbook. The committee will work to ensure that the Board adheres to its policies. This committee shall also review and recommend to the Board new and updated University policies and bylaws.
- (d) **Ad Hoc Committees:**
- The Chair of the Board may, from time to time, appoint ad hoc committees as the Chair deems desirable. Each ad hoc committee shall consist of three voting members of the Board

and shall report to the Board on the matters they are charged to investigate or act upon. The Chair of the Board may appoint such other members as may be helpful to facilitate the work of any of these ad hoc committees, and shall at the time of appointment designate each as either voting or non-voting members of their respective committees.

Section 2. Committee Authority.

Each committee shall have and may exercise such powers and authority of the Board as are specified herein, except as prohibited by applicable law. No committee shall have or may exercise any power or authority that may not be exercised by the Board.

Section 3. Committee Meetings and Procedures.

Each committee shall determine the time and place of meetings and the notice required thereof. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of a committee; however, if less than a majority of the committee members are present, those members present may adjourn the meeting from time to time without further notice and may continue the business of the meeting at the date and time designated for the adjourned meeting and provided a quorum is then present. Except as otherwise set forth herein, the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep minutes of its meetings and submit reports and recommendations to the Board as necessary. Each committee may adopt reasonable rules for its own governance not inconsistent with these Bylaws, the relevant statutes of the State of Missouri, or with rules adopted by the Board. In the absence of such rules, each committee shall conduct its business in the same manner as the Board conducts its business as set forth in these Bylaws.

Section 4. Consultants

The Board may appoint consultants, or hire professionals, as it deems necessary.

Article VII - Amendments of Bylaws

Section 1. Amendment of Bylaws

These bylaws may be amended and/or repealed by the affirmative vote of two-thirds of the members, provided written notice is given to each Board member thirty (30) days in advance, and said amendment(s) is discussed at least one meeting of the Board prior to the meeting of the Board at which said amendment(s) is voted upon.