

# The Bylaws of the Board of Trustees of Western Michigan University



Most recently revised February 12, 2026

*Maintained by the Secretary to the Board of Trustees of Western Michigan University*

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## **PREAMBLE**

We, the Board of Trustees of Western Michigan University, affirm the ideals of academic excellence and freedom in an atmosphere of respect for the individual and the institution we serve. We are committed to providing access to an excellent education to the people of the State of Michigan and to those others who choose to come to Western Michigan University. We are also committed to providing a working environment which is founded on mutual respect, and dedicated to an orderly and peaceful relationship whether mandated by collective bargaining or not. We acknowledge that as an institution we are not isolated from, but are a part of, the community where we are located.

## **ARTICLE I – THE UNIVERSITY**

### **Section I. Name**

**I.1.1.** The name of the university is Western Michigan University (the “university”), with an official address of 1903 West Michigan Avenue, Kalamazoo, Michigan 49008-5211.

**I.1.2.** The university is an instrumentality of the State of Michigan created in 1903 and continued by an act of legislation in 1963. The university is also provided for in the Article VIII § 6 of the Constitution of the State of Michigan of 1963 and is often referred to as a constitutional corporation.

## **ARTICLE II – THE BOARD OF TRUSTEES**

### **Section 1. Authority**

**II.1.1.** The Board of Trustees (the “board”) of the university is vested by the Constitution of the State of Michigan with the power and authority to govern the university and act on its behalf in accordance with the laws of Michigan.

**II.1.2.** It is within the board’s power and authority to, among other things:

1. Control and direct all expenditures from university funds;
2. Enact, amend, and repeal rules and bylaws for the conduct of the board’s business and for the government of the university;
3. Determine university mission and strategic direction;
4. Establish university policies and procedures;
5. Select and evaluate the president of the university (the “president”);
6. Appoint or remove personnel as the interests of the university and the generally accepted principles of academic tenure permit or require;
7. Determine compensation to be paid for services and property;
8. Confer degrees and grant diplomas;
9. Fix tuition and other fees and charges;
10. Enter into agreements not inconsistent with Michigan law, as may be desirable in the conduct of the board’s affairs;
11. Lease or dispose of property which comes into the board’s possession, subject to applicable condition(s) or trust(s); and
12. Receive, hold, and manage a gift, grant, bequest, or devise of funds or property, real or personal, absolutely or in trust, which will promote the purposes of the university.

### **Section 2. Delegations of Authority**

**II.2.1.** The board hereby delegates to the president the general power to act for and on behalf of the university subject to these bylaws, specific reservations of authority or instructions of the board, and the laws of Michigan. In delegating authority to the president, the board does not lose its authority, but agrees merely to share it, and ultimate authority to govern the university always remains with the board. The board retains the right to revoke some or all of such delegation at any time.

**II.2.2.** The president may re-delegate, in whole or in part, authority granted under these bylaws or other specific delegations to such other officers and employees of the university as the president may designate either by general or specific delegation. In delegating authority to others, the president does not lose the authority delegated, but

agrees merely to share it, and authority delegated by the president remains with the president even though delegated to others. The president retains the right to revoke some or all of such delegation at any time.

### **Section 3. Final Authority Reserved to Board**

**II.3.1.** Vested with the overall authority and responsibility for the governance of the university, the board retains ultimate responsibility for all university matters. The board therefore does not delegate authority under these bylaws, and reserves exclusive authority over the following policies, procedures, practices, and processes, together with all other actions over which the board chooses to exercise authority or to delegate authority:

1. Develop procedures for periodically assessment of the president's performance;
2. Adopt and modify these bylaws;
3. Ratify the bylaws of university foundations, and all other associated and related entities;
4. Confer degrees and grant diplomas by delegating authority to the president to act in its behalf at applicable commencement ceremonies, as recommended by the faculty;
5. Name, re-name, or un-name facilities consistent with the board's Facilities and Spaces Naming Policy;
6. Determine compensation and benefits for the president;
7. Adopt and approve operating and capital outlay budget requests submitted to the State of Michigan;
8. Adopt and approve the annual university budget;
9. Establish, review or rescind all tuition and mandatory university-wide student fees included in the state's calculations for tuition and costs;
10. Accept all private, state, federal, and institutional grants and gifts to the university by delegating authority to the appropriate department;
11. Establish endowments by delegating the authority to execute endowment agreements to the Western Michigan University Foundation and authorized university officers, return endowment gifts, and/or seek changes in restrictions imposed by the gift instrument;
12. Appoint the university external auditing firm for the audit of the financial statements of the university and the single audit of federal programs;
13. Accept the annual audit of the university financial report;
14. Establish investment policies;
15. Authorize the leases of university-owned property for more than one year duration and authorize leases of non-university owned property that exceed three years in duration or exceed \$150,000 in total costs.
16. Authorize the sale and purchase of university real property,
17. Authorize permanent easements upon university real property and authorize temporary easements that would result in a substantial interference with university operations;
18. Approve the appointment, promotion, and separation of board designated personnel;
19. Approve the tenuring of faculty members;
20. Approve sabbatical, personal, political and professional leaves of absence for faculty;
21. Approve collective bargaining agreements with all recognized bargaining units;
22. Establish the contracting authority policy for university personnel;
23. Approve policy governing intercollegiate programs, including but not limited to intercollegiate athletics;
24. Approve university-wide policies pertaining to students;
25. Define residence and non-residence classifications for the purpose of assessing tuition; and
26. Approve admissions and retention policies.

### **Section 4. Board Obligations**

**II.4.1.** The board is obligated to:

1. Elect and remove the president;

2. Assess the president's performance;
3. Adopt, revise or reaffirm the university's mission, goals, objectives and/or priorities and approve the university's long-range goals and strategic plan;
4. Ensure the regular assessment of university programs, including approval or deletion of programs;
5. Ensure financial solvency and protect and preserve the university's assets;
6. Preserve institutional independence;
7. Maintain appropriate relationships between the university and government authorities, other educational institutions, and the public; and
8. Support, monitor, and achieve affirmative action and diversity within the university environment as permitted by law.

## **Section 5. Authority to Act**

**II.5.1. Authority.** The authority of the board is conferred upon the members as a board, and they shall bind the university only by acting together as a board.

**II.5.2. Action by Majority.** Any action by the board or any committee may be taken by the majority vote of the members present at any meeting of the board or a committee when a quorum is present, unless otherwise specifically herein provided.

## **Section 6. Number of Board Members**

**II.6.1.** The board shall consist of eight (8) members or such other number as prescribed by Michigan law.

## **Section 7. Appointment of Board Members**

**II.7.1.** Board members are appointed by the Governor of Michigan, by and with the advice of the Michigan State Senate, as prescribed by Michigan law.

## **Section 8. Ineligibility of Board Members**

**II.8.1.** No board member shall be eligible for appointment as board secretary, assistant or deputy secretary, treasurer, or assistant treasurer, or to be an employee of the university.

## **Section 9. Board Member Terms**

**II.9.1.** Board members shall serve for a term of eight (8) years, unless otherwise prescribed by Michigan law.

## **Section 10. Board Member Resignation**

**II.10.1.** Any board member may resign at any time by submitting a written notice to the board chair or secretary. Such resignation shall take effect at the time specified therein or within thirty (30) days of the date of receipt. The board chair or secretary shall promptly inform the Governor of Michigan of the vacancy.

## **Section 11: Board Member Vacancies**

**II.11.1.** Vacancies are filled by the Governor of Michigan, by and with the advice of the Michigan State Senate, as prescribed by Michigan law. The newly appointed board member serves only the remainder of the unexpired term of the vacated board member.

## ARTICLE III — BOARD MEETINGS

### Section 1. Meetings of the Board

**III.1.1. Types of Meetings.** Board meetings may be regular meetings or special meetings. Regular meetings include the annual meeting and every board meeting that occurs according to the schedule set by the board prior to the annual meeting. Special meetings are meetings that occur outside of the regular meeting schedule set by the board.

**III.1.2. Types of Sessions.** Board meetings may be composed of the following types of sessions: formal sessions and informal sessions. Formal sessions are open to the public. Informal sessions may be closed to the public.

**III.1.3. Regular Meetings.** The board shall hold regular meetings, on such dates and at such places as it shall determine, unless eliminated in advance by consent of the board. At such meetings, any business related to the authority of the board may be discussed and transacted.

**III.1.4. Special Meetings.** Special meetings may be held at the call of the board chair, the university president, or at the request of three (3) or more board members. Special meetings may occur at such places as the board may determine and may be conducted virtually.

**III.1.5. Emergency Action.** Emergency action may be taken by the board between formal sessions or other meetings, if and when any matter arises which, in the opinion of the president, chair, any three (3) board members or due to a legal requirement, requires official action by the board prior to the next meeting. An affirmative vote by videoconference, telephone, fax, mail, or other means of communication from five (5) board members is required for emergency action. The board secretary will notify the public of emergency actions as circumstances reasonably permit. Official actions taken by the board must be ratified at the next meeting subsequent to the meeting where emergency action was taken.

**III.1.6. Parliamentarian Appointment.** The board may, at the annual meeting, appoint a parliamentarian for all sessions of the board. The parliamentarian shall serve at the pleasure of the board and shall advise the chair on issues of parliamentary procedure.

### Section 2. Formal Sessions

**III.2.1.** The board's first formal session of each calendar year shall be known as the "annual meeting."

**III.2.2.** All formal sessions of the board shall be open to the public.

**III.2.3.** The board may recess from a formal session to hold an informal session closed to the public.

**III.2.4.** Formal sessions shall be held on the university campus in Kalamazoo, Michigan, unless otherwise ordered in advance by the chair or a majority of board members.

**III.2.5.** Persons shall be permitted to address the board at formal sessions in accordance with rules established by the board. The board may exclude a person for a breach of peace committed at the formal session and may impose other lawful restrictions and conditions including, but not limited to, allocating specific time limits for public comments depending on the number of speakers.

### **Section 3. Informal Sessions**

**III.3.1.** The board may meet in an informal session closed to the public for any reason.

**III.3.2.** To enter into an informal session, a majority vote of board members present is required.

**III.3.3.** Individuals other than board members may join the board in informal session, at the board's discretion.

**III.3.4.** Individuals present at informal sessions, including but not limited to board members, are prohibited from recording, disseminating or otherwise disclosing information about informal sessions to the public and no minutes shall be kept.

### **Section 4. Notice of Meetings**

**III.4.1. Meetings—Public Notice.** The board secretary shall provide notice to the public of regular meetings in a manner reasonably calculated to give the public notice of the time, date, location, and communication method(s) of the meeting and as may be required by any collective bargaining agreement.

**III.4.2. Regular Meeting Schedule.** Meetings of the board will generally be held in accordance with the schedule set by the board at the annual meeting.

**III.4.3. Regular Meetings—Board Member Information.** Not less than three (3) days before any regular meeting, the board secretary shall provide each board member with a proposed agenda and all available, pertinent material, by regular mail, electronic mail, or otherwise.

**III.4.4. Special Meetings.** Except for meetings to consider emergency actions, the board secretary shall provide board members with notice of special meetings at least twenty-four (24) hours in advance. The board member notice will state the purpose of the special meeting. Board members may waive their right to receive this notice before or after the special meeting. The board secretary shall provide each board member with a proposed agenda and all available, pertinent material, by regular mail, electronic mail, or otherwise.

**III.4.5. Conduct of Meetings.** The board or a committee of the board may conduct any meeting in-person, by telephone or video conference, or through other communication equipment by which all persons participating in the meeting can communicate with each other and, if necessary, view documents and exhibits that are part of the discussion. Appropriate measures shall be instituted to assure the identity of the person speaking and of the member voting. Notice of the meeting shall describe the communication methods for conducting the meeting and the means by which members of the public may access the meeting. In the event of an emergency, as determined by the chair, the communication method for conducting the meeting may be changed with notice of the change being communicated as soon as practical given the emergency.

**III.4.6. Member Attendance at Meetings.** Upon approval of the chair or a majority of the board, a board member may attend a board or committee meeting in-person or through telephone or video conference, or other communication equipment by which the board member can communicate with all other members and, if necessary, view documents and exhibits that are part of the discussion.

**III.4.7. Committee Meetings.** Public notice is not required for meetings of board committees.

## Section 5. Quorum

**III.5.1. Requirements.** A quorum for any formal session shall be five (5) voting members of the board, participating in person or electronically.

**III.5.2. Disqualified Member.** A board member who is disqualified due to a conflict of interest, pursuant to article V of these bylaws and/or the university's conflict of interest policy, may not be counted to establish a quorum for purposes of considering the matter from which the conflict of interest arises, except as permitted by Michigan law.

## Section 6. Voting Procedures

**III.6.1. Majority Vote Required.** Actions which are required by law or by these bylaws to be approved or authorized by the board shall require an affirmative vote by a majority of board members in attendance and voting, except as stated in sections II.5.2, III.6.2 and IV.4.1 of these bylaws.

**III.6.2. Major Actions.** A vote to adopt the budget, select, re-appoint or dismiss the president, increase or decrease tuition, housing and meal rates, and mandatory university-wide student fees or other matters as determined by the board, must have approval of a majority of board members appointed and serving in order to be effective.

**III.6.3. Member Voting at Meeting.** Unless otherwise prescribed by Michigan law, votes shall be taken by voice vote. When taking a voice vote, members will be requested to collectively cast their vote indicating whether they favor ("ayes"), oppose ("nays"), or abstain from the motion or resolution. All votes must be made by the board member. There shall be no voting by proxy but an absent member may indicate their general support for an agenda item through the board secretary.

## Section 7. Rules of Procedure

**III.7.1. Parliamentary Procedure.** In the absence of specific provisions in the law, these bylaws, or other procedures approved by the board to the contrary, in case of questions regarding proper procedures for board meetings, the rules of parliamentary procedure prescribed in *Robert's Rules of Order* (12<sup>th</sup> Edition) shall apply. In the absence of an applicable procedural rule, the board shall be guided by its customs and practices as identified by the chair, parliamentarian, if any, the board secretary, and anyone called upon by the chair with historical knowledge of the issue.

## Section 8. Minutes, Approval and Publication

**III.8.1. Preparation and Maintenance.** Minutes of the formal sessions of the board shall be prepared and maintained by the board secretary (or the board secretary's designee).

**III.8.2. Approval and Publication.** Minutes of the formal sessions of the board shall be distributed to each board member following the meeting. The minutes, as prepared by the board secretary or as modified by board action, shall be eligible for approval at the next regular meeting of the board. Once approved, the minutes shall be published on the board's website or in some other manner reasonably accessible to the public.

## ARTICLE IV — BOARD OFFICERS

### Section 1. Chair and Vice Chair

**IV.1.1. Chair Election.** At each annual meeting, the board shall elect, by majority vote of those present, a chair and vice chair, who shall serve for a term of one (1) year, or as otherwise determined by the board.

**IV.1.2. Chair and Vice Chair Removal.** The chair and/or vice chair (each an “officer”) may be removed from their officer positions for:

- a. Conduct inconsistent with the university’s mission, values, or fiduciary duties;
- b. Failure to perform the duties of the office and/or neglect of office;
- c. Violation of law, policy or these bylaws;
- d. Any other reason deemed to impair the effective functioning of the board.

Removal under this section pertains solely to the officer role and does not, by itself, remove the individual from board membership.

**IV.1.3. Initiation of Removal Process.** A removal proceeding may be initiated by either:

- a. A written petition signed by at least one-third (1/3) of the voting board members then present that sets forth the specific grounds for the proposed removal; or
- b. A motion approved by a majority vote of the voting board members then present that sets forth the specific grounds for the proposed removal.

**IV.1.4. Notice Requirement.** Upon initiation, the board secretary shall provide the officer subject to removal, and all sitting board members, with written notice that includes:

- a. The specific grounds for the proposed removal as presented in Section IV.1.3.;
- b. Any supporting documentation submitted in conjunction with Section IV.1.3.; and
- c. The date, time and location of the meeting at which the removal vote will occur. Notice must be delivered at least ten (10) calendar days prior to the meeting.

**IV.1.5. Opportunity to respond.** The officer subject to removal must be given a reasonable opportunity to:

- a. Submit a written response to the board prior to the meeting;
- b. Provide an oral statement at the meeting before the vote is taken.

The officer may not preside over or vote on the matter but may be present during the discussion.

**IV.1.6. Board Consideration.** The board shall meet in a formal session or special session to consider the removal.

**IV.1.7. Voting Requirement.** Removal of the chair or vice chair shall require an affirmative vote of at least two-thirds (2/3) of the voting members then in office. Proxy voting is not permitted.

**IV.1.8. Effect of Removal.** Removal becomes effective immediately upon the board’s vote. The vice chair shall assume the duties of the chair if the chair is removed, or the board may elect an interim officer pursuant to these bylaws.

**IV.1.9. Filling the Vacancy.** Any vacancy created through removal shall be filled in accordance with the board’s standard procedures, as outlined in Article IV, Section 1 of these bylaws, except for the requirement that the election occur at the annual meeting.

## **Section 2. Election of Other Officers**

**IV.2.1. Officer Election.** At each annual meeting, the board shall also elect, upon nomination by the president, a board secretary and assistant or deputy secretary, and a board treasurer and assistant treasurer.

**IV.2.2. Officer Term.** All board officers other than the chair or vice chair shall hold office until their successors are elected, until an office is vacated, or until the last day of employment as a university staff member, whichever is earlier.

**IV.2.3. Removal of Other Officers.** The board secretary, treasurer, assistant secretary, and assistant treasurer shall be university staff members and shall serve at the pleasure of the board and are subject to removal by majority vote of those board members present. In the case of an officer's absence or refusal or neglect to do so, any of the duties of the officer may be performed by any person so directed by the president or the board.

**IV.2.4. Officer Vacancy.** A vacancy in any board office may be filled for the unexpired term of the previous holder of the office by a majority vote of the board members in attendance at any board meeting, except as provided in section IV.4.2 of these bylaws. The person elected to fill the vacancy may still hold a full term of office if so elected by the board at the next annual meeting.

## **Section 3. Board Officer Duties**

**IV.3.1. Scope.** Board officers shall perform the duties expressly required by Michigan law, these bylaws, and directives of the board, in addition to such other incidental duties as may pertain to their respective offices.

**IV.3.2. Presiding Chair.** The board chair shall preside over all board meetings, except as otherwise provided for in these bylaws. The board chair shall, subject to section III.1.4 of these bylaws, convene a special meeting of the board at such times as it is deemed desirable or necessary, or any time upon the written petition of three (3) board members.

**IV.3.3. Vice Chair.** The board vice chair shall, in the absence of the board chair or when the office of board chair becomes vacant, act as board chair.

**IV.3.4. Chair Pro Tempore.** In the event of the absence of the board chair and vice chair, the board members in attendance at any meeting shall elect a board chair pro tempore, who shall be the longest serving board member, and serve until the conclusion of the meeting or as otherwise determined by the board. In the event more than one member is the longest serving board member, the president shall determine which of those members shall serve as chair pro tempore.

**IV.3.5. Treasurer.** The board treasurer and assistant treasurer shall advise the board and the president regarding the university's financial matters. The board treasurer and assistant treasurer are authorized, on behalf of the board, to execute legal and financial documents that are in the best interests of the university. In the absence of the treasurer, the assistant treasurer shall perform the duties of the treasurer.

**IV.3.6. Secretary.** The board secretary serves as a liaison between the board and the administration and is responsible for supporting the board and its committees, including notifying board members and the public of board meetings and maintaining minutes and records of board actions. The secretary shall also have custody of the corporate seal and affix it to such documents as may require such official recognition. The board secretary shall perform additional duties as designated by the board, these bylaws, and other board policies and directives. In the absence of the board secretary, the deputy secretary shall perform the duties of the secretary. In the absence

of the board secretary and deputy secretary, the president shall designate a secretary pro tempore, subject to approval of the board chair.

## Section 4. Administrative Officers

**IV.4.1. President Appointment.** The board shall, as often as necessary, elect the president. The president shall be appointed by the board and serve at the pleasure of the board, unless otherwise agreed to in writing. The president shall be an ex-officio member of the board without the right to vote and shall not be considered in establishing a quorum. The board may, at its discretion, designate the president to preside at board meetings. The president may be removed from office only by a majority of voting board members then in office, provided that notice is sent to all board members in accordance with section III.4.3 of these bylaws.

**IV.4.2. President Powers.** The president shall be the chief executive officer of the university. In addition to the duties and functions otherwise provided for in these bylaws, the president shall exercise such general powers not inconsistent with the applicable laws of the State of Michigan and these bylaws as are inherent in a chief executive, including, without limitation:

1. Leading in fostering and promoting education, research, and service as the primary aims of the university;
2. Exercising such powers as are inherent in the position in promoting, supporting, or protecting the interests of the university; and
3. Managing and directing all of the university's affairs, subject to the control of the board.

The president may issue directives and executive orders not inconsistent with existing board policies and Michigan law. The president shall be responsible for the implementation of all bylaws, rules, regulations, and directives of the board and for the implementation of all policies established by the board.

The president shall have the authority to structure the university's administration as the president deems appropriate, including the authority to create, restructure, and eliminate vice presidential and other administrative positions. The president shall recommend to the board for its approval the appointment and termination of those employees whose appointments and terminations have been designated by board policy or directive as requiring board approval; however, the dates of approved appointments and dismissal shall be determined by the president.

The president shall instruct the proper administrative officers to prepare an annual budget which, upon the president's approval, shall be recommended to the board. The president shall be responsible for the preparation of the annual reports to the board. Subject to authority reserved to the board in section II.3.1 of these bylaws, and elsewhere, the president shall be authorized to sign all legal documents on behalf of the board that the president deems to be in the best interests of the university. The president shall exercise such other powers, duties, and responsibilities as are delegated or required by the board.

In case of a vacancy in the office of the president, the board shall appoint immediately an acting or interim president, who will serve as acting or interim president until the board elects a new president.

**IV.4.3. Executive Officials/Senior Administrative Officers.** Executive officials/senior administrative officers shall consist of the university provost, university vice presidents, board treasurer, board secretary, and other officials as determined by the president. (Those approved by the board prior to June 23, 2000, and designated as executive officials are grandfathered under the executive officials policy. Those approved by the board on or after June 23, 2000, shall be designated as senior administrative officers and are covered by the senior administrative officers policy.) Executive officials and senior administrative officers, with the exception of the board secretary and board treasurer, shall serve at the pleasure of the president.

## **Section 5. Incurring Obligations of the Board**

**IV.5.1. Limitations.** No person shall have the power to incur obligations or to dispose of the board's real and substantial other property and funds, except in accordance with the law and these bylaws. The board shall not borrow money on its general faith and credit, nor create any liens upon its property.

## **ARTICLE V — COMMITTEES**

### **Section 1. Committees**

**V.1.1. Establishment.** The board may establish committees on a standing or ad hoc basis for specific tasks or business as the board deems appropriate. Board committees may be standing or ad hoc, in the board's discretion. Each committee may have a written statement of purpose and primary responsibilities approved by the board, and such rules of procedure or policy guidelines as it or the board, as appropriate, may approve.

### **Section 2. Committee Authority**

**V.2.1. Advisory Role.** Board committees will advise the board on matters pertaining to their respective subject area(s) and will present periodic reports and recommendations to the board, but will not have the power to bind the board on any matter, unless specifically delegated by the board. Board committees shall have no other authority than that conferred on them by the board. Board committees shall exercise no final authority, and shall have no power to act on behalf of or in place of the board, unless specifically delegated by the board.

### **Section 3. Committee Member Appointment**

**V.5.1.** The respective chairs and members of board committees shall be appointed by the board chair and approved by the board.

### **Section 4. Committee Chairs**

**V.7.1.** Each committee shall have a chair who shall serve at the pleasure of the board. Committee chairs shall be board members unless the board approves a non-member chair. The chair and members of each standing committee shall be recommended by the board chair and approved by the board.

### **Section 8. Standing Committees**

**V.8.1. Audit Committee.** The purpose of the audit committee is to oversee the university's financial practices and standards of conduct. The committee shall advise and provide assistance to the board with respect to: (i) overseeing the external financial audit; (ii) ensuring compliance with legal and regulatory requirements; (iii) monitoring internal controls and risk-management systems, and (iv) other projects as assigned by the board. The audit committee shall have authority, through its chair or a majority vote of its members, to ask management to address specific issues within the mandate of the committee as well as the authority to engage independent legal counsel and other professional advisers to carry out its duties.

## **ARTICLE VI — CONFLICTS OF INTEREST**

### **Section 1. Conflict of Interest Policy**

**VI.1.1.** Board members must act in accordance with Michigan law, these bylaws, and the university's conflict of interest policy and procedures. The board shall adopt and revise, as appropriate, the conflict of interest policy. Each provision of this article VI shall apply to all board members, with and without voting privileges, and all members of any board committees.

### **Section 2. Definition**

**VI.2.1.** Subject to the conflict of interest policy, a board member shall be considered to have a conflict of interest if the member, or persons or entities with which the member is affiliated, has a direct or indirect interest that may impair or may reasonably appear to impair the member's independent, unbiased judgment in the discharge of the member's responsibilities to the university.

### **Section 3. Voting**

**VI.3.1.** Board members shall disclose to the board any actual, apparent, or possible conflict of interest at the earliest practical time. A board member who has made such a disclosure shall abstain from voting on such matters. Subject to the conflict of interest policy, the board member may be invited by the board to participate in the discussion. The board meeting minutes shall reflect that a disclosure was made and note the conflicted board member's abstention from voting. A board member who is recused may be counted for purposes of determining the presence of a quorum at the meeting, but shall not be counted for purposes of determining the presence of a quorum for the requisite board action.

### **Section 4. Annual Disclosure**

**VI.4.1.** In accordance with the conflict of interest policy, every board member shall complete and sign a disclosure form on an annual basis and update that form as promptly as possible following knowledge of conditions that may create a possible conflict of interest.

### **Section 5. Compensation**

**VI.5.1.** Board members serve as volunteers and are not compensated for their services and are not eligible for employee insurance benefits.

### **Section 6. Reimbursement**

**VI.6.1.** Board members may be reimbursed for transportation and other direct expenses while engaged in the discharge of their official board duties. Board members shall submit reimbursement requests to the board secretary within thirty (30) days of incurring the expense. Reimbursements to board members will be paid out of the university's general fund.

### **Section 7. Business Transactions**

**VI.7.1.** Except as provided by law, no board member or officer may transact any business or professional activity by reason of which the member or officer would receive any pecuniary award or compensation from university funds, except board-approved compensation for the officers. All permitted transactions must be approved in advance by the board directly or through a designated officer.

## **Section 8. Gifts**

**VI.8.1.** No board member, board officer, or university employee shall accept any gift of substantial value from any student, or any person having business relations with the university, or anyone else based upon the board member's, officer's, or employee's position at the university.

# **ARTICLE VII — INDEMNIFICATION**

## **Section 1. Indemnification Against Expenses**

**VII.1.1.** The university shall, to the extent legally permissible, indemnify each of its board members and officers against all liabilities and expenses (including legal fees) reasonably incurred in connection with the defense of any action, suit, or other proceeding (whether civil, criminal, administrative, or investigative) to which he or she has been made a party by reason of being or having been in such role, provided he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the university. Board members and officers shall not be entitled to indemnification for acts that are adjudicated in such action, suit, or proceeding to be the result of gross negligence or willful misconduct in the performance of duty. The university shall also maintain educator's legal liability insurance coverage for board members and officers.

## **Section 2. Advance Payment of Expenses**

**VII.2.1.** Expenses, including legal fees, reasonably incurred by any such board member or officer in connection with the defense or disposition of any such action, suit, or other proceeding may be paid from time to time by the university in advance of the final disposition thereof, under the condition that the board member or officer repay such advanced fees and costs if it ultimately is determined that the board member or officer is not entitled to be indemnified by the university as authorized by these bylaws.

## **Section 3. Eligibility for Indemnification**

**VII.3.1.** The board may, at its discretion and to the extent legally permissible, authorize, purchase, and maintain insurance on behalf of any person not otherwise entitled to indemnification hereunder, who is an employee or other agent of the university or who serves at the request of the university as an employee or other agent of an organization in which the university has an interest.

## **Section 4. Personal Liability**

**VII.4.1.** Board members and officers shall not be personally liable for any debt, liability, or obligation of the university. All persons, corporations, or other entities extending credit to, contracting with or having any claim against the university may look only to the funds and property of the university for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the university.

## **Section 5. Miscellaneous**

**VII.5.1.** The foregoing rights of indemnification and advancement of expenses shall not be exclusive of any other rights to which any board member, officer, or employee may be entitled, under any other bylaw, agreement, vote of disinterested board members, or otherwise, and shall continue as to a person who has ceased

to be a board member, officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

## **ARTICLE VIII — AMENDMENTS**

**VIII.1.1.** These bylaws may be amended at any formal session of the board by a majority vote of its serving members, provided that notice of the substance of the proposed amendment(s) shall have been submitted to the membership in writing in advance of such meeting.

## **ARTICLE IX — MISCELLANEOUS PROVISIONS**

### **Section 1. Fiscal Year**

**IX.1.1.** The fiscal year of the university begins on July 1<sup>st</sup> of each year and ends on June 30<sup>th</sup> of the succeeding year.

### **Section 2. Nondiscrimination**

**IX.2.1.** The university does not discriminate in its educational and employment policies against any person on the basis of any legally protected status or characteristic, such as gender, race, color, religion, age, disability, sexual orientation, national or ethnic origin, or on any other basis proscribed by federal, state, or local law.

### **Section 3. Subordination to State Law**

**IX.3.1.** To the extent that any of these bylaws violate the laws of the State of Michigan, the law shall control.

## **REVISIONS**

Full Bylaw Revision --December 13, 2002

Full Bylaw Revision --February 12, 2026