

Western Michigan University
Board of Trustees
October 29, 2026

PROPOSAL: Revision to the WMU Foundation Bylaws to allow for Vice Chairs

Background

Pursuant to Article II, Section 3.1.3 of its bylaws, the power to ratify the bylaws of entities related to Western Michigan University is reserved to the Board of Trustees. The Western Michigan University Foundation (the “Foundation”) was established in 1976 to provide financial support for the objectives, goals and mission of WMU. The Foundation has its own Articles of Incorporation and Bylaws. The Foundation operates through its Board of Directors and is complemented by several committees which advise the Board of Directors and provide other functions as set forth in committee charters. These committees are chaired by a member of the Board of Directors; however, the current bylaws have no provision for committee vice chairs. Vice Chairs can provide valuable assistance to the chair and the committee and provide a succession path to strengthen board governance. The Foundation Board of Directors passed a revision to its Bylaws on September 18, 2026, adding a provision for vice chairs. To effectuate the amendment, this Board must ratify the act of the Foundation Board of Directors.

The amendment provides that Foundation committees may recommend a vice chair to its committee. The vice chair must also be a member of the Foundation Board of Directors. The Board of Directors must approve the vice chair at its annual meeting or whenever there is a vacancy. The amendment further provides the power of the vice chair, addresses vacancies of the vice chair and provides that the vice chair may be considered for appointment to the chair in the event the chair vacates the position, but shall not automatically succeed to the office unless specifically elected.

Recommended Action

It is recommended that the Board of Trustees ratify the revision to the Western Michigan University Foundation Bylaws as provided in the attached document.

3.1 Vice-Chairs. Each standing committee of the Board may have a vice-chair. The vice-chair shall be nominated by the appropriate committee chair. The Board shall approve all vice-chairs at its annual meeting unless a vacancy occurs as described herein. The vice-chair of each committee must be a current member of the board of directors and must remain a director throughout service as vice-chair. If the vice-chair ceases to be a director, the position shall automatically become vacant. The vice-chair shall assist the committee chair and perform other responsibilities assigned by the committee chair, the committee, or the board. If the committee chair is absent from a meeting, temporarily unavailable, or otherwise unable to perform the duties of the office, the vice-chair shall assume and exercise all powers and responsibilities of the committee chair until the chair resumes such duties. If the committee chair is unable to perform the duties of the office for more than sixty (60) days, resigns, dies, is removed, or otherwise vacates the position, the vice-chair shall serve as acting chair and exercise all authority of the chair until: (a) the chair resumes service; (b) a successor chair is appointed or elected; or (c) the committee is dissolved. At no time will a vice-chair be considered an officer of the WMU Foundation. Any vacancy in the position of vice-chair shall be filled as soon as reasonably practicable in the manner prescribed for in this paragraph. In the event of a permanent vacancy in the committee chair, the vice-chair may be considered for appointment but shall not automatically succeed to the office unless specifically elected.