

# **BYLAWS OF THE BOARD OF GOVERNORS OF MISSOURI SOUTHERN STATE UNIVERSITY**

(Adopted October 21, 2005)

(Revised May 16, 2008)

(Revised January 21, 2011)

(Revised June 14, 2018)

These bylaws replace and supercede all prior bylaws and rules of the Board of Regents (now Governors) of Missouri Southern State University.

## **ARTICLE I**

**Powers of Governor.** The Board of Governors shall have and exercise all powers prescribed by law. The Board's primary functions shall be policy-making and responsibility for sound resource management of the University. The Board shall promote the mission of the University as established from time to time. A copy of the mission statement as it exists on January 21, 2011 (the date of the most recent revision to these bylaws) is attached to these bylaws as Exhibit "A". The Board of Governors shall further determine the general, educational, and financial policies, and shall have the power to carry out any other functions which are permitted by these bylaws and the laws of the State of Missouri. The Board shall have all powers prescribed by law for the Board of Curators of the University of Missouri. (174.457 RSMo) These powers shall include but shall not be limited to the following:

1. Appoint the President as chief executive officer of the University, and establish and approve the terms and conditions of employment of the President.
2. Determine and periodically review the methods of accomplishing the mission of the University.
3. Establish, review, and approve changes in the educational programs of the University, consistent with its mission. Such changes may be recommended to the Board.

4. Approve recommended procedures regarding appointment, promotion tenure, and dismissal of faculty members.
5. Appoint the Chair and any other officers of the Board in accordance with these bylaws and remove them at the pleasure of the Board.
6. Approve and authorize all earned degrees upon recommendations of the faculty. Award honorary degrees as appropriate.
7. Oversee and approve the budget of the University, and establish policy guidelines for the investment of University funds.
8. Authorize the purchase, management, and sale of all land and buildings. Authorize the purchase and sale of major items outside of or in excess of an approved budget item.
9. Authorize the construction of new buildings and major renovations of existing buildings.
10. Authorize the incurring of indebtedness by the University and securing thereof by mortgage and pledge of real and personal property, both tangible and intangible.
11. Authorize any changes in tuition and fees charged by the University.
12. Authorize officers or agents of the University to accept gifts or bequests on behalf of the University.
13. In the event of a vacancy in the office of the President, the Board shall: a) appoint a special presidential search committee to screen applicants and submit nominations to the Board (The search committee may elect to use one or more professional recruiters to assist in the search with approval of the Board), and b) the Board shall appoint an interim President of the University.

## **ARTICLE II**

### **Membership of Board of Governors.** The Board of Governors for Missouri

Southern State University shall be composed of nine (9) members, comprised of eight (8) voting members and one (1) nonvoting student member as provided for in Sections

174.453 and 174.455 RSMO, who shall be appointed by the Governor of Missouri, by and with the advise and consent of the Senate.

**Term.** The voting members shall serve a term of six (6) years. The nonvoting student member shall serve a term of two (2) years.

**Residency.** Six (6) voting members shall be selected from the following counties: Barton, Jasper, Newton, McDonald, Dade, Lawrence and Barry, provided that no more than three (3) of these six (6) shall be appointed from any one county. Two (2) voting members shall be selected from other counties in the State as required by Section 174.453 RSMo. The one nonvoting student member of the Board shall be selected in the manner prescribed by Section 174.055 RSMo.

### ARTICLE III

**Appointment of Board.** Upon the expiration of the term of a Governor, the Governor of the State of Missouri shall, by and with the advice and consent of the Missouri State Senate, appoint a replacement Governor for Missouri Southern State University. All voting Governors must be citizens of the United States and residents of the State of Missouri for two (2) years immediately prior to such appointment. Not more than four (4) voting members of said Board shall belong to any one political party.

### ARTICLE IV

**Vacancy on Board.** The Governors shall hold their office until their successors are duly appointed and qualified. Whenever a vacancy occurs on the Board of Governors by death, resignation, or by operation of law or otherwise, the Governor of the State shall appoint some qualified person to fill the Board vacancy consistent with Article

III of these By-Laws and communicate his action thereon to the Senate at the next session of the General Assembly. The person so appointed shall hold his office, subject to confirmation of the Senate, for the unexpired term.

## ARTICLE V

**Organization of Board of Governors.** There shall be a Chair and Vice Chair of the Board. The Chair and Vice Chair shall be chosen by the Board and shall be members of the Board. There shall be a Secretary of the Board, who may or may not be a member of the Board, a Treasurer of the Board and such other officers as may be deemed necessary by the Board. The Treasurer shall not be a member of the Board. Board officers shall be elected at the annual meeting of the Board in June of each year. Newly elected officers shall assume their position at the conclusion of the June meeting. Officers shall continue to serve until a successor is duly elected.

## ARTICLE VI

**Powers and Duties of the President of the University.** The President of the University shall be the Chief Executive Officer of the University and the official adviser to and executive agent of the Board of Governors and committees. The President shall, as educational and administrative head of the University, exercise a general superintendence over all the affairs of the institution and bring such matters to the attention of the Board as appropriate to keep the Board fully informed in meeting its policy-making responsibilities. Further, the President shall have power, as directed and authorized by the Governors, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee. The President may

delegate such signing authority by written memorandum to any vice president or dean, as he deems appropriate.

## **ARTICLE VII**

### **Meetings of Board of Governors.**

1. The Board of Governors shall hold at least five (5) Board Meetings each year. The dates of the Board Meetings shall be determined by the Board of Governors and published in accordance with applicable Missouri law.
2. The annual meeting of the Board of Governors shall be held in June of each year for the purpose of electing officers for the ensuing year and the transaction of such business as may be regularly presented and as the Board may direct.
3. An agenda, and where possible, detailed financial information to be disclosed and or voted on at any regularly scheduled meeting shall be provided to all Board members four (4) days prior to any meeting. The Board may, from time to time, fix the date of the next meeting(s); adjourned meetings may be held at such times and places as may be determined at any previous meeting. The Chair of the Board of Governors shall call a special meeting of the Board upon the written request of any two (2) members of the Board. The Chair of a committee shall call a meeting of the committee at the request of any two (2) members of the Board.
4. Each member of the Board shall receive their actual and necessary expenses incurred while attending meetings. These shall include expenses for mileage necessarily traveled in going to and from each meeting of the Board, and the actual expenses incurred during his attendance at same; all to be paid out of the general fund of the University.
5. Notice of a special meeting of the Board of Governors must state the place, the day and hour, and the purpose or purposes for which the meeting is called. Said notice shall be given at least four (4) days in advance by any reasonable method. In addition, reasonable notice shall be given to the general public of any such meeting. No other business than that specified in the notice shall be considered at a special meeting, except by unanimous consent of all of the members of the Board of Governors.
6. If at any time in the opinion of the Chair of the Board or in the opinion of the President of the University condition or conditions exist that would necessitate the calling of an emergency meeting or telephone conference call for immediate action by the Board, such meeting shall be called by the

Chair. Actual notice given at least 24 hours prior to such meeting by any reasonable means shall be sufficient to satisfy notice requirements. This requirement may be waived by a majority of the total Board.

Notice to the news media and general public shall be given in the manner provided by law.

7. All meetings including executive sessions shall comply with Chapter 610 of the Missouri Statutes as amended from time to time, or any successor statute.
8. A majority of the members of the Board shall constitute a quorum for the transaction of business. The member serving as Chair shall be counted for determining a quorum. A majority vote of a quorum can conduct business unless a majority vote of the whole Board is required by law.

## **ARTICLE VIII**

### **Duties of the Officers of the Board of Governors**

#### **The Chair**

The Chair shall be the chief executive officer of the Board of Governors; he shall preside at all meetings of the Governors and shall have general and active power of running the meeting. The Chair shall be a voting ex-officio member of all Board committees. (The Chair shall only vote if necessary to break a tie vote of the board.)

#### **Vice Chair**

The Vice Chair shall, in the absence or inability of the Chair, perform the duties of the Chair.

#### **Secretary**

The Secretary shall attend all sessions of the Board of Governors, act as clerk thereof, and record all votes and minutes of all proceedings. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Governors and shall perform such other duties as may be prescribed by the Board. The Secretary shall keep the

University books and records, and prepare any necessary reports to the State and to the Board of Governors. He shall in all respects perform such other usual and customary duties which such office performs in a standard business corporation.

### **Treasurer**

The Treasurer shall have the custody of and be responsible for all monies and securities of the University; shall keep full and accurate accounts and books belonging to the University, showing the financial transactions of the University, and its accounts, liabilities and financial condition; and, shall see that all expenditures are duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall deposit in the name of the University or on its behalf, in such depository or depositories as are approved by the Board of Governors, all monies that may come into the Treasurer's hands for the University account. The Treasurer shall annually furnish copies of the audited financial statement to the Department of Higher Education and shall file any other reports required by law.

The Treasurer of the Board shall receive, keep, and disburse all monies under the control of the Board, perform all such acts as pertain to his/her office under the direction of the Board, and make reports of same to the Board as requested but no less often than annually.

### **ARTICLE IX**

**Committees.** There shall be the following standing committees appointed annually by the Chair of the Board from the members of the Board, or by majority vote of the Board should the Chair fail to make such appointments within sixty (60) days after the annual election of officers, for terms to run concurrently with the fiscal year (July 1 through June 30) of the University. They are:

**Budget/Audit:** This committee shall consist of at least two (2) members of the Board who shall be responsible for considering, reviewing, and reporting all issues to the Board concerning the financial condition of the University and all matters relating to the audit of funds. The committee shall review the annual budget recommended for approval and the annual audit report.

**Academic Affairs:** This committee shall consist of at least two (2) members of the Board who shall be responsible for considering, reviewing, and reporting to the Board all relevant issues regarding academic affairs.

**Executive Committee:** The executive committee shall consist of the President of the University, the Chair, Vice Chair and immediate past Chair of the Board, and shall be responsible for acting on behalf of the Board where necessary. All actions of the Executive Committee shall be reported to the Board and shall be subject to the approval of the Board at the next regular meeting of the Board.

**Ad Hoc Committees:** The Chair of the Board, may independently, or at the request of the Board, appoint ad hoc committees. Each ad hoc committee shall consist of such members of the Board as shall be determined by the Chair, and shall report to the Board on the matters charged to investigate or act upon. A majority of the Board may direct the appointment of an ad hoc committee.

**Personnel/Compensation:** This committee shall consist of at least two (2) members of the Board who shall be responsible for considering, reviewing, and reporting to the Board on any relevant personnel matters included to but not limited to evaluation of the President and compensation of the President.



**University Committees:** The Chair may appoint one or more Board members to serve as an ex-officio member of any University Committee. Such ex-officio member shall not be allowed to vote but may participate in all discussions of the committee. The ex-officio member shall not hold any committee office. The ex-officio members(s) shall report to the Board as necessary.

**Committee Procedure:** All Board Committees shall annually elect a committee Chair from its membership, or the Chair of the Board may designate the committee Chair. Such committees shall meet at least annually. The committee Chair, or any two members of the committee, may call meetings of the committee from time to time as necessary to conduct business. The Chair shall report committee activities to the Board at its next meeting.

## ARTICLE X

**Annual Report Contents.** The President shall make such annual report of receipts of monies from appropriations, incidental fees, and all other sources and disbursements thereof, as is required by law.

## ARTICLE XI

**Signing Contracts.** The President of the University shall sign all state and federal documents and contracts requiring the Chief Executive Officer's signature as well as sign contracts which have been approved by the Board of Governors and which the Board has delegated to the President of the University the authority to sign on behalf of the Board of the University, including but not limited to purchases of items included in budgets which have been approved by the Board of Governors, employment contracts,

and other contracts necessary for day-to-day operation of the University. The President may delegate the responsibility for signing certain University contracts by written memorandum to any vice president or dean, as he deems appropriate. In the absence of the President, the Chair of the Board shall have the power to sign contracts on behalf of the University that have been approved by the Board.

## ARTICLE XII

**Indemnification.** Each Governor and officer of the University shall be indemnified against all expenses actually and necessarily incurred by such Governor or officer in connection with the defense of any action, suit, or proceeding to which he or she has been made a party by reason of being or having been a Governor or officer except in relation to matters to which such Governor or officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties.

## ARTICLE XIII

**Conflicts of Interest.** A Governor shall be considered to have a conflict of interest if (a) such Governor has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the University or (b) such Governor is aware that a member of his or her family (which for purposes of this paragraph shall be a spouse, parent, sibling, child, and any other relative if the latter resides in the same household as the Governor) or any organization in which such Governor (or member of his or her family) is an existing or may become an officer,

director, employee, member, partner, trustee, or controlling stockholder. All Governors shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Governor shall vote on any matter under consideration at a Board or committee meeting in which such Governor has a conflict of interest. The minutes of such meeting shall reflect that disclosure was made and that the Governor having a conflict of interest abstained from voting. Any Governor who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the question by majority vote.

#### **ARTICLE XIV**

**Discrimination Prohibited.** In administering its affairs, the University shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex, age, sexual orientation or physical disability, except any policy may exclude those who are illegally within the United States.

#### **ARTICLE XV**

**Compliance With Laws.** All actions taken by the Board shall be in compliance with Missouri law. If any discrepancies exist between these bylaws and Missouri law, the provisions of Missouri law shall prevail. Also, all meetings shall be conducted in accordance with Roberts's Rules of Order, as amended from time to time.

## ARTICLE XVI

**Amendments.** These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of all Governors at any regular or special meeting thereof. In no event, however, shall any revision of these bylaws conflict with any of the Revised Missouri Statutes pertaining to the operation of this University.

**THESE** Bylaws revised and adopted on the 14th day of June, 2018.

  
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Chair, Missouri Southern State University  
Board of Governors