

**WEST VIRGINIA STATE UNIVERSITY
BOARD OF GOVERNORS
BYLAWS**

ARTICLE 1. MEMBERS

Effective on the 1st day of July 2001, an institutional Board of Governors is established at West Virginia State University.

A. Membership

The membership of the Board shall consist of twelve persons.

1. A full-time member of the faculty holding the rank of instructor or above, duly elected by the faculty;
2. A member of the student body who is in good academic standing, enrolled for credit courses and duly elected by the student body;
3. A member of the institutional classified staff duly elected by the classified staff; and,
4. Nine lay members appointed by the Governor of West Virginia with the advice and consent of the State Senate.

B. Terms

1. The faculty member shall serve a term of two (2) years. The term beginning in July, 2001, shall end on the 30th day of June 2003. Thereafter, the term shall begin on the 1st day of July. Faculty members are eligible to succeed themselves for three (3) additional terms, not to exceed a total of eight (8) consecutive years.
2. The student member shall serve for a term of one (1) year. The term beginning in July, 2001, shall end on the 30th day of June, 2002. Thereafter, the term shall begin on the first day of July.
3. The classified staff member shall serve for a term of two (2) years. The term beginning in July, 2001, shall end on the 30th day of June, 2003. Thereafter, the term shall begin on the 1st day of July. The member representing classified staff is eligible to succeed themselves for three (3) additional terms, not to exceed a total of eight (8) years.
4. The appointed lay members shall serve staggered terms. Of the original appointments by the Governor, two (2) shall be appointed for terms of one (1) year, two (2) shall be appointed for terms of two (2) years, two (2) shall

be appointed for terms of three (3) years, and three (3) shall be appointed for terms of four (4) years. After the initial appointments, all appointees shall serve for terms of four (4) years.

5. A vacancy in an unexpired term of a member shall be filled for the unexpired term within thirty (30) days of the occurrence of the vacancy in the same manner as the original appointment or election.
6. Removal from Office. No member of a governing board appointed by the Governor may be removed from office by the Governor except for official misconduct, incompetence, neglect of duty or gross immorality and only in the manner prescribed by law for the removal of the state elective officer by the Governor.

C. Elections

1. All elections shall be held no later than the 30th day of June preceding the commencement of the term.
2. The Board of Governors shall elect one (1) of its appointed lay members to serve in the capacity of Chairperson in June of each year. No member may serve as chairperson for more than four (4) consecutive years.

D. Officers

1. The officers of the Board shall consist of Chair, Vice Chair, and Secretary.
2. Officers shall serve for a term of one (1) year, beginning July 1st and ending June 30th. The Chair may not serve more than four (4) consecutive years. The Vice Chair and Secretary may not serve more than two (2) consecutive terms in the same office.

E. Authority and Duties of Members

1. Members of the Board of Governors do not hold authority individually over the University or employees of the University. The Legislature invested such authority in the board as a body; that authority is exercised through policy adoption by a majority vote of the board in its statutory meetings. In all but extraordinary circumstances the board will delegate the president of the University to execute such policy.
2. Individual members may have specific duties based on their committee membership or as officers of the board.

ARTICLE II. MEETINGS

A. Meetings

1. The Board of Governors shall hold a minimum of six (6) meetings during each fiscal year, to include an annual meeting each June.
2. Notice of meetings shall be in accordance with the Open Governmental Meetings Act.
3. Of the twelve (12) voting members of the Board of Governors, seven (7) shall constitute a quorum.
4. Special meetings may be convened by the Chair or upon petition of a majority of the members.
5. Meeting procedures shall be in accordance with Robert's Rules of Order subject to the suspension of any rule by a two-thirds vote of the Board.
6. An annual meeting shall be convened each June for the purpose of selecting a Chairperson and other officers.
7. The Board of Governors shall provide an opportunity for administrators, faculty, students and classified staff to discuss various issues no less than one (1) time per year. The viewpoints of the various constituencies should be presented by a person or persons selected by those constituencies. That person shall be someone other than the constituency's board representative.

ARTICLE III. POWERS AND DUTIES

Effective on the 1st day of July, 2001, the Governing Board shall have the following powers and duties:

1. Determine, control, supervise and manage the financial, business and education policies and affairs of the State institutions of higher education under its jurisdiction;
2. Develop compact and master plans for the institution;
3. Direct the preparation of a budget request for the institution. Consult, cooperate and work with the state treasurer and the state auditor to update as necessary and maintain an efficient cost effective system for the financial management and expenditure of special revenue and appropriated state funds;

4. Consider, revise and submit to the Higher Education Policy Commission a budget request;
5. Review, at least every five (5) years, all academic programs offered. the review shall address the viability, adequacy and necessity of the programs in relationship to the master plan, compact and the education and workforce needs of its responsibility district. As part of the review, the institution shall conduct periodic studies of its graduates and their employees to determine placement patterns and the effectiveness of the education experience;
6. Ensure that the sequence and viability of academic programs and courses offered by the institution is such that students have the maximum opportunity to complete programs in the time frame normally associated with program completion. The Board is responsible for ensuring that the needs of nontraditional institution-age students are appropriately addressed and, to the extent possible for the Board to control, to assure core course work completed at the institution is transferrable to any State institution of higher education for credit with the grade earned;
7. The Governing Board shall have exclusive authority to approve the teacher education programs offered;
8. Utilize faculty, students and classified employees in institutional-level planning and decision-making when those groups are affected;
9. Administer a system for the management of personnel. Transactions, including but not limited to hiring, dismissal, promotions and transfers, compensation, and discipline at the institution(s) under its jurisdiction;
10. Administer a system for the hearing of employee grievances and appeals in accordance with procedures established in Article 6a, Chapter 29 of the West Virginia Code;
11. Solicit, utilize and/or expend voluntary support, including financial contributions and support services;
12. Appoint a president or other administrative leader for the institution in accordance with the provisions of Chapter 18B of the West Virginia Code;
13. Conduct written performance evaluations of the institutional President pursuant to Chapter 18B of the West Virginia Code;
14. Submit to the Higher Education Policy Commission, no later than the 1st day of November of each year, an annual report of the performance of the

- institution during the previous fiscal year as compared to stated goals in its institutional compact and master plan;
15. Enter into contracts or consortium agreements with the public, schools, private schools or private industry to provide technical, vocational, institution-preparatory, remedial and customized training courses at either on campus or off-campus locations;
 16. Delegate, with prescribed standards and limitations, the part of its power and control over the business affairs of the institution to enable it to function in a proper and expeditious manner to meet the requirements of the institutional compact. If the Governing board elects to delegate any of its power and control, it shall notify the Chancellor. Any such delegation of power and control may be rescinded by the appropriate Governing Board or the Chancellor at any time, in whole or in part, and,
 17. The Board may acquire legal services as are considered necessary, including representation of the Governing Board, the institution, employees and officers before any court or administrative body.
 - a. The counsel may be employed on a salaried basis or on a reasonable fee basis.
 - b. The Governing Board may, but is not limited to, call upon the attorney general for legal assistance and representation.

ARTICLE IV. COMMITTEES

A. Committee of the Whole

The Board shall act as a whole for consideration of issues such as:

1. Institutional compacts and master plans;
2. Legislative recommendations;
3. Strategic plans;
4. HEPC recommendations;
5. Budget requests on behalf of the institution(s) and,
6. Other matters considered appropriate by the chair.

B. Executive Committee

1. The Executive Committee is comprised of the Chairperson, Vice Chair, and the Secretary of the Board who will:
2. Review the agenda for board meetings;
3. Review matters that are referred to them by the Board Chairperson;
4. Convene at the request of the Chairperson with simultaneous notices to all Board members;

5. Be empowered to transact limited business of the institution during the recess of the Board;
6. Provide copies of the Minutes of its meetings at the next regularly scheduled meeting of the Board;
7. Act in the name of the Board only on matters which need immediate action or are of an emergency nature that were not due to delays in reporting, preparation, or planning but shall not include election of new board members, appointments involving tenure, promotions, etc.;
8. Authorize expenditures, only during times of emergency or immediate need that were not due to delays in reporting preparation or planning; and,
9. All Board members may fully participate in executive committee meetings; however, voting will be limited to members of the executive committee.

C. Finance Committee

1. The Chair shall assign members to serve on the finance committee. The Chair of the Finance Committee shall be elected by the members and will serve a two-year (2) term. The membership of this committee shall consist of a minimum of three (3) Board members assigned by the chair, one of which shall be the classified employee representative as an ex-officio member;
2. The committee shall review and make recommendations to the Board on the matters assigned by the executive committee or the chair regarding the following:
 - a. Budget;
 - b. General salary policy and personnel administration;
 - c. Tuition policy and enrollment objectives;
 - d. Capital plans and projects; and,
 - e. Land acquisition and land use.

Note: No Finance Committee member is precluded from serving on another committee.

D. Academic Policy Committee

1. The Chair shall assign members to serve on the committee. The chair of the academic policy committee shall be elected by the members to serve a two-year (2) term. The membership of this committee shall consist of a minimum of three (3) Board members assigned by the chair, one of which shall be the faculty representative as an ex-officio member.
2. The committee shall review and make recommendations on subjects assigned by the executive committee or the chair regarding the following:
 - a. New program approvals;
 - b. Program reviews;
 - c. Baccalaureate matters; and,
 - d. Graduate education matters.

E. Audit Committee

1. The committee shall be comprised of the Executive Committee and the Finance Committee. The chair of the audit committee shall be elected by the members to serve a two-year (2) term;
2. The committee shall review and make recommendations regarding audit engagements and special reviews; and,
3. Ensure independence of audit functions.

F. Recruitment and Retention Committee

1. The Chair shall assign members to serve on this committee. The chair of the recruitment and retention committee shall be elected by the members to serve a two-year (2) term;
2. The student representative to the board shall be an ex-officio member of the committee;
3. The committee shall review and draft policy recommendations concerning the quality and efficiency of the university's recruitment and retention of students; and,
4. The committee shall provide oversight of the university's recruitment and retention programs and review their effectiveness.

G. Institutional Advancement Committee

1. The Chair of the Board will serve as chairperson of this committee and shall assign members to serve a one-year (1) term;
2. The committee shall be comprised of the Chair, one (1) board member who do not serve as chair on any other committee, and one (1) board member chosen from the following: faculty representative, classified staff representative, or student representative; and,
3. The committee shall provide oversight of the University's advancement activities and provide recommendations to enhance institutional advancement efforts.

H. Special Committees

1. Members may be appointed by the chair to special committees or ad hoc committees in addition to standing committees; and,
2. Tenure of these committees shall be for a prescribed time or until the specified task is completed.

ARTICLE V. EXPENSES

A. Expense Reimbursement

1. The Board shall serve without compensation; and,
2. Proper administration and travel expenses of the Board and its members shall be paid from institutional funds and shall be accounted for in accordance with acceptable accounting practices.

ARTICLE VI. RECORDS

A. Records

1. The Board shall provide, through the President's Office, the keeping of all Board records; and,
2. The Board may prescribe appropriate regulations with respect to access to said records.

ARTICLE VII. ADOPTION AND AMENDMENT OF BYLAWS

A. Adoption and Amendment

1. The Bylaws of the Board may be amended by a two-thirds vote of the Board at the annual meeting or at any regular or special meeting provided that the proposed amendments are conveyed to the members of the Board at least ten (10) days in advance of the meeting in which they are to be acted upon; and,
2. The enactment of any statute by the West Virginia Legislature of the amendment of any existing statute, inconsistent with these Bylaws shall take precedence over the provisions hereof.

Adopted May 9, 2002
Amended February 5, 2004
Amended January 22, 2009
Amended November 11, 2010