

Connecticut State University System

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RESOLUTION

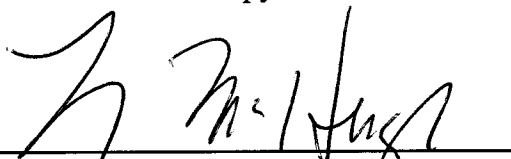
concerning

REVISIONS TO SECTIONS I THROUGH III
of the
BYLAWS OF THE BOARD OF TRUSTEES
for
THE CONNECTICUT STATE UNIVERSITY SYSTEM

January 17, 2008

- WHEREAS, The Board of Trustees for the Connecticut State University System have enacted bylaws to govern their operation, and
- WHEREAS, The existing Bylaws of the CSUS Board of Trustees reflect that "General parliamentary rules as set forth in Robert's Rules of Order (latest revised edition) shall govern the conduct of the meetings of the Board."
- WHEREAS, A review of the existing bylaws identified several areas that would benefit from clarification regarding parliamentary conduct. The recommendations were submitted to the Executive Committee on November 29, 2007, and unanimously approved for submittal to the full Board of Trustees as an information item on December 6, 2007 and, pending no objections thereto, as an action item on the agenda of the regularly scheduled meeting on January 17, 2008.
- RESOLVED, That the Board of Trustees hereby approves and adopts the attached revised Sections I through III of the Bylaws of the Board of Trustees; effective immediately upon passage.

A Certified True Copy:



Lawrence D. McHugh, Chairman

**REVISIONS TO ARTICLES I, II and III
OF THE BYLAWS OF THE BOARD OF TRUSTEES
FOR THE
CONNECTICUT STATE UNIVERSITY SYSTEM
January 17, 2008**

**ARTICLE I
THE BOARD OF TRUSTEES**

SECTION 1 - AUTHORITY OF THE BOARD OF TRUSTEES

The Board of Trustees for the Connecticut State University System is responsible for the governance of the four universities under its jurisdiction: Central Connecticut State University in New Britain, Eastern Connecticut State University in Willimantic, Southern Connecticut State University in New Haven, and Western Connecticut State University in Danbury. The Board determines the general policy of the System, reviews and approves institutional budget requests, sets tuition and fees, and appoints the Chancellor of the System and the university presidents. The specific powers and duties of the Board are prescribed in Sections 10a-87 through 10a-101, and Sections 10a-149 through 10a-156 of the Connecticut General Statutes and are further delineated in policies adopted by the Board from time to time.

SECTION 2 - BOARD MEMBERSHIP

The Board of Trustees for the Connecticut State University System shall consist of eighteen members, fourteen of whom shall be appointed by the Governor in accordance with Section 10a-88 of the Connecticut General Statutes and four of whom shall be student members, one from each of the constituent universities within the Connecticut State University System elected by students enrolled at such university. The Board shall determine the manner in which the student members shall be elected and shall determine criteria for eligibility for Board membership.

It shall be the duty of each trustee to attend all Board meetings, as well as meetings of committees to which he or she has been appointed.

SECTION 3 - CODE OF ETHICS

Members of the Board of Trustees shall serve for the public good and not for personal interest or gain. They shall comply with the provisions of the Code of Ethics for Public Officials set forth in Sections 1-79 through 1-90 of the Connecticut General Statutes, and with the Connecticut State University System Ethics Statement, as revised from time to time. A trustee may not directly enter into a contract for a fee or be employed by the Connecticut State University System. A trustee shall not engage in any activity that violates the intent of this section and shall avoid any appearance of impropriety. Nothing in this section is intended to preclude student trustees from participating in approved student employment opportunities as outlined in Board of Trustees policies.

ARTICLE II ORGANIZATION OF THE BOARD

SECTION 1 - MEETINGS OF THE BOARD OF TRUSTEES

A. REGULAR MEETINGS

Regular meetings of the Board shall be held in accordance with a schedule established and approved yearly by the Board. Said schedule shall include a minimum of eight meetings during the calendar year including one meeting at each of the four universities during the course of the academic year. The decision to cancel a meeting for lack of business shall be made by the Chair in consultation with the Chancellor.

B. SPECIAL MEETINGS

Special meetings shall be at the call of the Chair or whenever requested by nine or more members of the Board. Notice of a special meeting shall be given in accordance with the Connecticut Freedom of Information Act and shall specify the time and place of the meeting, and the business to be transacted. No other business shall be considered at such special meetings.

C. QUORUM

A majority of the current membership of the Board shall constitute a quorum. Meetings may be conducted in the absence of a quorum provided that all actions taken are confirmed at a subsequent meeting where a quorum is present. Participation and interaction, through the use of available technologies (i.e., speakerphone, videoconference), will constitute a member's being present, provided that all members participating in the meeting are able to communicate with one another.

D. VOTING

For the purposes of these Bylaws, a "majority vote" shall be defined as a vote of more than half of the votes cast by members, excluding abstentions, at a regular or properly-called meeting at which a quorum is present. A "two-thirds vote" shall be defined as a vote of at least two-thirds of the votes cast by members, excluding abstentions, at a regular or properly-called meeting at which a quorum is present.

E. PARLIAMENTARY RULES

Parliamentary rules as set forth in Robert's Rules of Order (latest revised edition) shall govern the conduct of the meetings of the Board.

F. ORDER OF BUSINESS

The general order of business for regular meetings, except as modified for special purposes, will be:

1. Call to Order
2. Roll Call
3. Declaration of Quorum
4. Adoption of Agenda

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5. Consideration and Approval of Minutes of Previous Meeting
6. Reports of Chancellor and Presidents
7. Chancellor's Consent Items
8. Reports of Standing Committees
9. Reports of Special Committees
10. Report of the Chair
11. Reports of Representatives to Other Bodies
12. New Business
13. Adjournment

G. CHANCELLOR'S CONSENT ITEMS

Resolutions and other proposed actions of a routine nature, as determined by the Chancellor, may be adopted on motion without discussion provided information regarding such items has been provided to Board members for review prior to the date of the meeting. At any time before a motion for adoption of such consent items is made, a member of the Board may request removal of the item from the Chancellor's consent items in which case the item shall be so removed and assigned by the Chair of the Board to a place on the regular agenda.

H. ADOPTION OF AGENDA

Following the Chairman's declaration of a quorum, the proposed agenda shall be adopted by a vote of the Board. Any motion made to add an item to the agenda shall require an affirmative two-thirds vote. A member moving to add an item to the agenda shall provide a written copy of the proposed motion, as well as written explanation of the circumstances which necessitate an immediate vote or discussion, shall be provided to all members of the Board, the Chancellor, and the secretary to the Board.,.

I. EXECUTIVE SESSION

The Board may hold an Executive Session, upon an affirmative majority vote, in accordance with applicable law. The purpose for the Executive Session shall be stated prior to the vote. Only members of the Board and other persons invited by the Board to attend all or part of the session shall be present during the Executive Session. No vote shall be taken in Executive Session.

J. PUBLIC ACCESS TO THE BOARD

Groups and individuals who seek access to the Board in order to present their views on existing Board policy or potential Board actions must present their request in writing to the Chair of the Board or to the Chancellor of the Connecticut State University System. The Chair of the Board shall direct access, as appropriate to the circumstances, to a subcommittee of the Board or to the Chancellor.

SECTION 2 - OFFICERS OF THE BOARD

- A. The officers of the Board shall be the Chair, Vice-Chair, and Secretary.
- B. The Chair shall be the person designated by the Governor pursuant to Section 4-9a of the Connecticut General Statutes.

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- C. Officers, except the Chair, shall be elected by majority vote of the Board at the organizational meeting of the Board held in July of the odd-numbered years.
- D. Terms of office shall be for two years. In the event any officer except the Chair shall be unable to complete his or her term, a new officer shall be elected to fill the unexpired term.

SECTION 3 - ELECTION OF OFFICERS

A. REGULAR ELECTION

At the regular June meeting in the odd-numbered years, the Chair shall appoint a Nominating Committee consisting of three members of the Board. The Nominating Committee shall mail its recommendations to each member of the Board not fewer than ten days prior to the July organizational meeting.

B. SPECIAL ELECTION

In the event any officer shall be unable to complete his or her term and an election is required, a three-member Nominating Committee shall be appointed by the Chair to nominate a successor. The recommendation of the Nominating Committee shall be mailed to each member of the Board not fewer than ten days prior to the next regular meeting of the Board, at which time the election shall be held.

SECTION 4 - DUTIES OF THE OFFICERS

A. CHAIR

The Chair shall preside over meetings of the Board in accordance with the general principles stated in Robert's Rules of Order, shall appoint members to committees established by the Board, and shall serve as ex-officio member of all committees except the Nominating Committee. The Chair shall have the same right to vote and to participate in discussion as any other member.

B. VICE CHAIR

In the absence of the Chair, the Vice Chair shall preside over meetings of the Board and shall perform all the duties of the Chair.

C. SECRETARY

The Secretary shall be responsible for maintaining the minutes and other records of the proceedings of the Board, which responsibility may be delegated by the Secretary to the Board's staff. The Secretary shall sign the minutes of each meeting of the Board following approval thereof by the Board. In the absence of the Secretary, any other Officer of the Board may sign the approved minutes.

D. CHAIR PRO TEM

In the absence of the Chair and Vice Chair, the Secretary shall call the meeting of the Board to order and a Chair Pro Tem shall be elected by an affirmative vote of two-thirds of the Board members present and voting to perform the duties of the Chair.

**ARTICLE III
COMMITTEES AND REPRESENTATIVES OF THE BOARD**

SECTION 1 - EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Chair of the Board, officers of the Board, the Standing Committee Chairs, and, at the discretion of the Board Chair, a Member-at-Large may be appointed by the Chair of the Board.

The Executive Committee may transact business on behalf of the Board during the interim between regular meetings of the Board, and any actions taken shall be confirmed by the full Board at its next regularly-scheduled meeting.

SECTION 2 - STANDING COMMITTEES

Standing Committees of the Board shall be the Academic Affairs Committee, Development Committee, Finance and Administration Committee, and Student Life Committee, and such additional committees as may be authorized by the Board from time to time for purposes of efficient operation.

SECTION 3 - COMMITTEE MEMBERSHIP

- A. The Chair of the Board shall appoint the Chair of each Standing Committee at the biennial organizational meeting in July.
- B. There shall be two classifications of members of the Standing Committees. The first shall be regular members appointed by the Chair of the Board at the biennial organizational meeting in July. Regular committee members shall serve until reappointed by the Board Chair at the next biennial organizational meeting or, if the member is unable to complete his or her service, until his or her successor is named by the Board Chair. The second classification of members shall be alternate members and shall include all members of the Board who are not regular members.
- C. To provide a working quorum for a committee meeting, the Chair or acting Chair of a committee may appoint any alternate member to act in the absence of a regular committee member.

SECTION 4 - DELEGATION OF RESPONSIBILITY

- A. Upon specific authorization by a majority vote of the Board, a committee may take action for the Board subject to later ratification by the Board.
- B. When the Chair of a Standing Committee is unable to be present for a committee meeting, he or she may appoint any regular member of the committee as acting Chair.

SECTION 5 - SCHEDULE OF MEETINGS

Regular meetings of all Standing Committees shall be conducted in accordance with a schedule approved annually by the Board. The Chair of a Standing Committee may call a special meeting of the committee as necessary to conduct the business of that committee.

SECTION 6 - JOINT COMMITTEE MEETINGS

A joint meeting of two or more committees may be called if agreed to by the Chairs of the respective committees. Any such meeting shall be noticed as a joint committee meeting prior to convening. Voting on business before the joint committee shall be permitted by members of all committees in attendance.

SECTION 7 - SPECIAL COMMITTEES

The Chair of the Board may appoint committees from time to time to address any special or extraordinary subject or issue. .

SECTION 8 - COMMITTEE QUORUM

Fifty percent or a majority of the members of a standing or special committee shall constitute a quorum, or for a joint committee meeting, a majority of the members of the committees involved.

SECTION 9 - ADVISORY COMMITTEES AND COUNCILS

- A. The Board recognizes the Student Advisory Board, as defined in the "Constitution of the Student Advisory Board" as approved by the Board of Trustees.
- B. The Board of Trustees may establish other advisory committees by majority vote and the Chair of the Board may appoint or approve individuals to serve on such committees.

SECTION 10 - BOARD REPRESENTATIVES TO OTHER COMMITTEES, BOARDS OR OTHER ORGANIZATIONS

The Chair of the Board of Trustees shall appoint a member or members to represent the Board on other committees, boards, or organizations, where required by statute.