

**MANSFIELD UNIVERSITY OF PENNSYLVANIA
OF THE STATE SYSTEM OF HIGHER EDUCATION**

**COUNCIL OF TRUSTEES
BYLAWS AND REGULATIONS**

Whereas, the Council of Trustees of Mansfield University of Pennsylvania is a body of the State System of Higher Education of the Commonwealth of Pennsylvania; and

Whereas, the Council of Trustees is desirous of establishing a set of rules to regulate its governance for the purpose of expediting the faithful discharge of its statutorily conferred duties; and

Whereas, Act 188 of 1982, 20-2009-A (11) authorizes the Council of Trustees to take such action as may be necessary to perform its expressly delegated power;

Now, therefore, the Council of Trustees of Mansfield University of Pennsylvania, this 18th day of November 1999, does hereby enact and establish the following bylaws:

ARTICLE I - POWERS AND DUTIES

Section I. Powers and Duties: As delineated in Act 188, Section 2009-A, the responsibilities of the Council of Trustees include the following:

1. To make recommendations to the Chancellor for the appointment, retention or dismissal of the President following consultation with students, faculty and alumni.
2. To assist the President in developing proper relations and understanding between the institution and its programs and the public in order to serve the interests and needs of both.

3. To review and approve the recommendations of the President as to standards for the admission, discipline and expulsion of students.
4. To review and approve the recommendations of the President pertaining to policies and procedures governing the use of institutional facilities and property.
5. To approve schools and academic programs.
6. To review and approve the recommendations of the President pertaining to annual operating and capital budget requirements for forwarding to the Board of Governors.
7. To review and approve charges for room and board and other fees except student activity fees.
8. To conduct an annual physical inspection of facilities and make recommendations regarding maintenance and construction to the Board of Governors.
9. To review and approve all contracts and purchases negotiated or awarded by the President with or without competitive bidding and all contracts for consultative services entered by the President.
10. To represent the institution at official functions of the Commonwealth.
11. To take such other action as may be necessary to accomplish the powers and duties herein delegated.
12. In accordance with the evaluation procedure established by the Board of Governors, the Council shall conduct an evaluation of the President and forward the results of that evaluation with their recommendation to the Chancellor for submission to the Board.

ARTICLE II - MEMBERSHIP

Section I. Council of Trustees: The Council of Trustees shall consist of eleven members who, except for student members, shall be nominated and appointed by the Governor with the advice and consent of the Senate. At least two members of the eleven-member Council of Trustees shall be alumni of the institution. The Chancellor is an ex-officio member of the Council.

Section II. Term: Ten members of each Council shall serve terms of six years respectively, and until their respective successors are duly appointed and qualified. One member of each Council shall be a full-time undergraduate student in good academic standing, other than a freshman, enrolled for at least twelve semester hours at the institution of which the student is a Trustee. The student member shall serve a term of four years or for so long as he/she is a full-time undergraduate student in attendance at the institution, whichever period is shorter. Vacancies occurring before the expiration of the term of any member shall be filled in like manner for the unexpired term. Student members of the Council of Trustees shall be appointed by the Governor and shall not be subject to Senate confirmation.

Section III. Member Responsibilities: Council members are expected to:

- (1) Be regular in attendance and to actively participate in Council and committee meetings. Given that Council of Trustees meetings for the academic year are announced in advance, Council members should plan their schedules so as to be in attendance at as many meetings as possible. Shall a trustee fail to attend three meetings in succession without presenting a reasonable excuse (such as illness, travel or conflict with business matters) to the chairperson of the Council of Trustees, the chairperson will communicate in writing to the trustee and ask him or her to reconsider the commitment made to serve on the Council of Trustees and to give thought to resignation if his or her circumstances are such that active involvement in the work of the Council of Trustees will not be possible. Copies of any such correspondence should be forwarded to the PASSHE Office of the Chancellor and the Office of the Governor.

- (2) Represent Mansfield University as an ambassador, creating a positive public image, and providing community input to the Council of Trustees and the Administration of the University.
- (3) Encourage individuals to enroll at Mansfield University and encourage the utilization of facilities of Mansfield University that are available to the public.
- (4) Assist in identifying individuals, corporations, and foundations whose philanthropic interests match the funding needs of Mansfield University.

ARTICLE III - MEETINGS

Section I. Regular Meetings: A regular meeting of the Council of Trustees shall be held not less than four times each year. The schedule of meetings shall be formulated at the beginning of each academic year and advertised in accordance with the Sunshine Act.

Section II. Reorganization/Election of Officers: The Reorganization/Election of Officers meeting of the Council of Trustees shall be held every two years in the month of July. At this meeting the officers of the Council of Trustees for the next two years shall be elected. Those elected shall take office beginning with the July reorganization/election of officers meeting.

Section III. Special Meetings: Special meetings may be called at any time by the University President or Chairperson of the Council of Trustees. Special meetings shall also be called by the Chairperson of the Council of Trustees at the request of three members of the Council. Public notice of all meetings shall be in accordance with the Sunshine Act.

Section IV. Additional Notice of Meetings: The Secretary shall be responsible for notifying the Council of Trustees of the time and place of all meetings of the Council. In the case of special meetings, the purpose for which the special meeting is called shall be given in the notice, and the business transacted at such meeting shall be limited to the purpose stated in the call. Meeting schedules shall be sent to the Chancellor.

Section V. Parliamentary Authority: Robert's Revised Rules of Order (1993 Edition) shall be the guide for the Council in determining questions of parliamentary procedure not herein specifically provided.

Section VI. Minutes of Meetings: Minutes of each meeting shall be recorded and sent to each member of the Council of Trustees as appropriate following each meeting of the Council.

ARTICLE IV - QUORUM

Section I. Quorum: Six members of the Council shall constitute a quorum.

ARTICLE V - OFFICERS

Section I. Officers: The officers of the Council shall be a chairperson, vice chairperson, and a secretary. The chairperson will preside at all meetings of the Council and perform other such functions pertaining to the office; the vice chairperson shall perform all functions in the absence of the chairperson and shall be designated chairperson if the chairperson ceases to perform that function; the secretary shall keep, and be the custodian of, all records.

Section II. Election: The officers of the Council shall be elected every two years at the Reorganization/Election of Officers meeting of the Council and shall perform the duties usually assigned to such officers. They shall hold office until successors are legally elected. They shall be nominated by a nominating committee appointed by the chairperson of the Council prior to the reorganization

meeting. The University President shall serve as an ex-officio, non-voting member of the nominating committee. The nominating committee shall present the names of the nominees to the Council at least one meeting prior to the annual meeting.

ARTICLE VI - COMMITTEES

Section I. Executive Committee: This committee shall consist of the officers of the Council. The Chairperson of the Council shall be the Chairperson of the Executive Committee. The University President shall serve as an ex-officio, non-voting member of the Executive Committee. Meetings of this committee shall be called by the Chairperson as needed. Upon the request of at least two members of this committee, additional meetings may be convened.

Section II. Standing Committees: The Chairperson of the Council of Trustees shall appoint at least three members and designate chairpersons for each of the following committees:

1. Committee on Academic Affairs

Purpose: to keep Trustees informed about academic program status and proposals for academic program approval (when appropriate)

- Function:
- a. to examine and discuss the University's academic programs and supporting policies
 - b. to review the process of periodic program evaluation and accreditation
 - c. to review plans for new academic programs and to make recommendations to the Council when appropriate.

Ex-officio, non-voting member: Provost and Vice President for Academic Affairs

2. Committee on Finance and Administration

Purpose: to keep Trustees informed of financial and facilities needs/plans and prepared for consideration of budget proposals, when appropriate

Function: a. to review and discuss the University's financial management system and supporting policies

b. to discuss the University's current and proposed budget and any anticipated major expenditures and to make related recommendations to the Council as appropriate

c. to review the facilities master plan, including examination and discussion of maintenance, renovation and capital construction needs

Ex-officio, non-voting member: Vice President for Administration and Finance

3. Committee on University Advancement

Purpose: to enhance the Trustees' participation in University fund-raising through the Foundation for Mansfield University of Pennsylvania

Function: a. to review and discuss University/Foundation fund-raising plans and policies, and to make related recommendations

b. to provide input into the fund-raising goals

- c. to join with other appropriate Council committees in analysis, development, and support of academic, student affairs, fiscal and facilities planning

Ex-officio, non-voting member: Vice President for Development

4. Committee on Student Affairs

Purpose: to keep Trustees informed about all matters relating to students which are complementary to and supportive of the formal academic functions of the University.

Ex-officio, non-voting member: Vice President for Student Affairs

Section III. Temporary Committees: The Council may establish temporary ad hoc committees as may be deemed necessary.

Section IV. Committee of the Whole: As deemed necessary, the Council may convene as an overall Committee of the Whole to discuss university-wide issues and initiatives.

ARTICLE VII - HEAD OF THE INSTITUTION

Section I. The President: The University President is the institution's chief executive officer. Within the powers and constraints of Act 188, the President is charged with carrying out the Trustees' policies and programs and administering the educational and business affairs of the institution. The President shall advise the Council and the Council Committees on all matters where Council must take official action. The President is charged with supplying the Council with sufficient information for its decision-making. The President shall call upon the Trustees for objective counseling and advice.

ARTICLE VIII - RULES AND REGULATIONS

Section I. Minutes: A copy of the minutes of each meeting shall be sent to the Chancellor, chairperson of the Board of Governors, State APSCUF and local APSCUF, local AFSCME, and SCUPA, and to such other constituencies as are deemed appropriate as promptly as possible after each meeting.

Section II. Executive Sessions: Executive sessions, as defined by law, shall be conducted in accordance with the Sunshine Act.

Section III. Amendment of Bylaws: These bylaws may be changed by a majority vote of the entire Council provided each member of the Council has received a copy of the proposed changes at least 30 days prior to the next regular meeting at which the vote on the changed bylaws shall be taken.

APPROVED BY THE MANSFIELD UNIVERSITY OF PENNSYLVANIA
COUNCIL OF TRUSTEES ON NOVEMBER 18, 1999.

LAST REVIEWED: APRIL 11, 2006.