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Bylaws of the Board of Trustees, Effective 2011-01-20

University of Dayton

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Bylaws of the Board of Trustees

BYLAWS OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF DAYTON

Approved November 13, 1970
Amended August 31, 1972
Amended January 21, 1983
Amended May 13, 1988
Amended January 15, 1999
Amended May 19, 2006
Amended May 18, 2007
Amended January 16, 2009
Amended January 20, 2011

Preamble

The Board of Trustees of the University of Dayton has been established by the Members of the University of Dayton corporation under the provisions of the Articles of Incorporation of the University of Dayton, as amended, the Bylaws of the Corporation, and the Ohio Statutes for Non-Profit Corporations to exercise final control over all matters pertaining to the governance of the University except where such authority has been specifically reserved to the Members of the Corporation. These Bylaws, when adopted by the Board of Trustees, shall determine the operational procedures for the Board within the limits prescribed by said Articles of Incorporation, as amended, Bylaws of the Corporation, and the Constitution of the University of Dayton.

ARTICLE I: MEMBERSHIP AND ELECTION

Section 1: Membership and Election

- (a) The membership of the Board of Trustees and election thereto shall be determined according to the provisions of Article V of the Constitution of the University of Dayton and Article IV of the Bylaws of the Corporation.
- (b) The total number of members of the Board of Trustees is determined from time to time by the Members of the Corporation.
- (c) The Committee on Trustees shall prepare a list of names of candidates for nomination as Trustees and submit such list to the Chairperson of the Corporation at least five days prior to any regular or special meeting of the Members of the Corporation.
- (d) When approved by the Members of the Corporation a list of nominees shall be submitted to the Board of Trustees for the election of Trustees at any regular or special meeting of Trustees.

ARTICLE II: MEETINGS

Section 1: Regular and Special Meetings

- (a) Unless otherwise decided by its members the Board of Trustees shall hold regular meetings in the Fall, Winter and Spring at such date, time, and place as may be fixed by the Board.
- (b) The Spring meeting shall be designated as the Annual Meeting.
- (c) Special meetings of the Board of Trustees may be called by the Chairperson of the Board or the President of the University or upon request of any five Trustees.
- (d) Written notice of all meetings, including the agenda, shall be sent by electronic notification by the Secretary to each member of the Board at least five days prior to the date of the meeting.

Section 2: Quorum

- (a) A quorum for the transaction of business by the Board shall consist of a majority of the total number of members of the Board.

Section 3: Conduct of Meetings

- (a) All meetings shall be conducted in accord with parliamentary procedure outlined in Roberts Rules of Order, Newly Revised, or other procedure adopted by the Board.
- (b) The usual order of business at meetings of the Board shall be as follows:

- (1) Call to order
- (2) Approval of minutes of last meeting
- (3) Report of the Chairperson
- (4) Committee reports
- (5) Unfinished business
- (6) New business
- (7) Adjournment

Section 4: Voting Procedures

- (a) Decisions by vote of the Board members in ordinary matters shall require a majority vote of those present provided a quorum is present.

ARTICLE III: OFFICERS

Section 1: Election, Term of Office, and Removal

(a) The Officers of the Board of Trustees, except for its Vice Chairperson and its Secretary, as defined in Article V, Section 8 of the Constitution, shall be elected from among the membership of the Board by majority vote of the trustees present and constituting a quorum at the Annual Meeting of the Board of Trustees.

(b) The Chair of the Board shall be elected to serve for one-three year term. The Vice Chairperson of the Board, who is the Provincial of the Marianist Province the United States of the Society of Mary, shall serve in this office until the completion of his term as a Trustee of the University of Dayton.

(c) There shall be no limit to the number of times the same person may be elected to the same or any other office.

(d) Any person elected an officer may be removed at any regular or special meeting by vote of the majority of the Trustees present and constituting a quorum.

Section 2: Duties of Officers

(a) The Chairperson shall preside at all meetings of the Board and shall decide all questions of order.

(b) It shall be the duty of the Chairperson to see that the Bylaws of the Board are complied with and that the special orders, resolutions, and directions of the Board are properly executed.

(c) The Chairperson of the Board shall serve as Chairperson of the Executive Committee of the Board of Trustees.

(d) The Chairperson shall appoint the members of all committees of the Board, except the Executive Committee, and shall perform such other duties as may be, from time to time, assigned by the Board.

(e) The Vice Chairperson shall serve in the absence of the Chairperson and shall assist the Chairperson at the latter's request.

(f) The Secretary shall be responsible for recording and distributing minutes of all meetings of the Board, issuing notice of meetings, keeping records of attendance, and handling all correspondence for the Board.

(g) The Secretary shall be the custodian of the Seal of the University and shall have authority to attest to all official documents and instruments of the University.

Section 3: Vacancy in Office

(a) In the event of a vacancy in the office of Chairperson, the Vice Chairperson shall serve as Chairperson until a new Chairperson has been appointed or elected.

(b) In the event of a vacancy in the office of Vice Chairperson or Secretary, the vacancy shall be filled by election at the next meeting of the Board following the existence of the vacancy.

ARTICLE IV: COMMITTEES

Section 1: Executive Committee

(a) Members of the Executive Committee, except the Chairperson and the Vice Chairperson of the Board and the President of the University, each of whom are *ex officio* members, shall be elected for one year terms of office at the Annual Meeting with eligibility for reelection.

(b) The number of members of the Committee shall be determined by the Board in accord with Article V, Section 9 of the Constitution.

(c) The Chairperson of the Board shall be the Chairperson of the Executive Committee and the President of the University shall be the Vice Chairperson.

(d) Vacancies which occur among the elected members of the Committee for any reason, except the expiration of time, shall be filled for the unexpired term by election at the next meeting of the Board following the existence of the vacancy.

(e) Meetings of the Executive Committee shall be called when necessary by the Chairperson of the Board or the President of the University.

(f) A majority of the total number of members of the Committee, including *ex officio* members, shall constitute a quorum.

(g) In the intervals between meetings of the Board of Trustees, the Executive Committee shall have full power to take each and every action which the Trustees are authorized to take, except for the limitations stated in Article V, Section 9 of the Constitution of the University of Dayton.

Section 2: Committee on Trustees

(a) A Committee on Trustees shall be appointed by the Chairperson of the Board to perform the following duties:

(1) to prepare and submit to the Chairperson of the Corporation a list of candidates for nomination to the Board of Trustees of the University of Dayton in accord with the provisions of Article I of these Bylaws;

(2) to maintain a list of candidates for nomination to the Board through a continuing search for individuals with special talents for service to the University as Trustees;

(3) to assist the Chairperson of the Board in selecting Trustees and other persons to serve on committees of the Board;

(4) to conduct an orientation program for new Trustees with the assistance of selected faculty and students of the University and to promote the continued education of Trustees through seminars and meetings designed to confront the major issues facing the University;

(5) to submit an annual report to the Board on the Committee's assessment of the effectiveness of Board operations and to recommend means for improvement.

Section 3: Other Committees

(a) There shall be other standing and ad hoc committees as the Trustees may from time to time determine.

(b) The President of the University and the Chairperson of the Board of Trustees shall be *ex officio* members of all standing committees.

(c) Persons other than Trustees, especially members of the University Community, such as administrators, faculty, and students may be appointed to any committee except the Executive Committee.

Section 4: Committee Meetings

(a) Meetings of the committees of the Board shall be held upon call of the committee chairperson.

(b) Written notice of the committee meetings, including the agenda, shall be sent by electronic notification to each member of the committee at least five days prior to the date of the meeting.

(c) Minutes of each committee meeting shall be available to all members of the Board on request.

ARTICLE V: EXECUTIVE OFFICERS OF THE UNIVERSITY

Section 1: Selection of the President

The Board of Trustees shall choose the President of the University in the following manner as set forth in Article IV, Section 1(b) of the Constitution:

(a) The Executive Committee of the Board of Trustees shall appoint a Search Committee and select its Chairperson.

(b) The Vice Chairperson of the Board of Trustees shall be a member of the Search Committee.

(c) The Search Committee shall prepare a description of the position and a profile of the candidate.

(d) The description of the position and profile of the candidate shall then be ratified by the Executive Committee of the Board of Trustees and by the Members of the Corporation before commencing the solicitation of candidates.

(e) The recommendation of the Search Committee for President shall be made to the Executive Committee of the Board of Trustees who in turn shall make a recommendation for President to the Members of the Corporation, which must be approved by a two-thirds vote of the Members of the Corporation at a meeting at which a quorum is present. When approved by the Members of the Corporation, the Executive Committee shall submit the recommendation to the Board of Trustees for approval.

(f) The President shall be elected by two-thirds vote of the total membership of the Board of Trustees.

(g) The Search Committee shall give preference to qualified candidates who are members of the Society of Mary, but any such search may include candidates who are not members of the Society of Mary; provided, however, that the President shall be a Roman Catholic and have the ability to provide leadership for the University of Dayton as a Catholic and Marianist University.

(h) The President of the University shall be appointed pursuant to (a)-(g) above for an indefinite term of office, unless otherwise set by the Board of Trustees.

(i) The President may be removed from office at any time by a vote of two-thirds of the total membership of the Board of Trustees.

Section 2: Other Executive Officers of the University

(a) Other officers of the University shall be appointed by the President for defined terms of office, and in accord with the provisions of Article V, and Section 6 (c)(5) Article VI, Sections 3 and 4 of the Constitution.

(b) It shall be the prerogative of the Trustees, at their pleasure, to invite the Executive Officers of the University to attend Board meetings.

ARTICLE VI: POLICY MANUALS

Section 1: University Policy Manual

(a) The Board of Trustees, as the body exercising final authority for the approval of all policies affecting the entire University, shall determine the procedure for maintaining an official Policy Manual which shall be brought up to date within a reasonable time following each meeting of the Board Trustees.

(b) The custodian of the official Policy Manual for the University shall be the President of the University.

(c) At the discretion of the President, copies of the Manual shall be made available to other University personnel.

Section 2: Unit Policy Manuals

(a) An up-to-date Policy Manual shall be maintained by the administrative officers of the University covering all official policies related to each administrative officer's unit.

(b) This directive shall apply to Executive Officers of the University, Deans, heads of major academic units, administrators of instructional departments, and directors of all supporting units of the University.

(c) The President of the University shall be responsible for determining that such Policy Manuals are maintained in an appropriate manner.

(d) This directive is not intended to apply to council or committee bylaws, handbooks, guidelines, or similar regulations which are primarily designed to provide the means for carrying out established policies.

ARTICLE VII: AMENDMENTS

Section 1: Procedure

(a) These Bylaws may be amended or repealed by a two-thirds vote of the Board members present at any regular or special meeting, provided that notice of such proposed amendment has been given to the Trustees with the agenda for the meeting.