



BYLAWS
OF
THE BOARD OF REGENTS

10.26.2020



BYLAWS **of the Board of Regents of Harris-Stowe State University**

Article I. GENERAL PROVISIONS.

Section 1. Definitions. As used in these Bylaws, the following terms shall be defined as:

- (a) “Board of Regents” or “Regents” shall mean the governing board of the University and composed of Regents duly appointed and qualified under the provisions of Sections 174.300 of the Revised Statutes of Missouri.
- (b) “Board Secretary” shall mean the individual appointed by the Board of Regents to serve as Secretary to the Board of Regents.
- (c) “Bylaws” shall mean these Bylaws of the Board of Regents of Harris-Stowe State University, as may be amended from time to time.
- (d) “Chair of the Board” or “Chair” shall mean the Regent who is duly elected by the Board of Regents or who is serving as Chair of the Board of Regents.
- (e) “President of the University” or “President” shall mean the duly appointed or acting President of the University and the chief executive and academic officer of the University.
- (f) “University” shall mean Harris-Stowe State University, a state university organized and existing under the provisions of Chapter 174 of the Revised Statutes of Missouri.

Section 2. Fiscal Year. The fiscal year of the University begins on July 1 of each year and ends on June 30 of the succeeding year.

Article II. MEMBERSHIP OF THE BOARD OF REGENTS.

Section 1. Composition. The Board of Regents of the University shall consist of six (6) voting members appointed by the Governor of the State of Missouri for a term of six (6) years each beginning on January 1 next prior to their confirmation and until their successors are duly appointed and qualified, except that any Regent appointed to fill a vacancy shall hold office for the unexpired term. Not more than three (3) of the voting members of the Board shall be affiliated with any one political party.

Section 2. Student Representative. The Board shall also consist of a student representative who shall be appointed by the Governor for a term of two (2) years and who shall attend all meetings and participate in all deliberations of the Board, except any meeting, record or vote closed pursuant to Chapter 621 of the Revised Missouri Statutes. The student representative shall not have the right to vote on any matter before the Board.

Article III. POWERS AND DUTIES OF THE BOARD OF REGENTS.

Section 1. General Powers. The Board of Regents shall have the general powers set forth in section 174.040 of the Revised Missouri Statutes, including the power to sue and be sued, to complain and defend in all courts; to take, purchase, and hold real estate, and sell and convey or otherwise dispose of the same; to

condemn and appropriate real estate or other property or any interest therein for any public purpose within the scope of the University, in the same manner and with like effect as is provided in Chapter 523 of the Revised Missouri Statutes; and to make, use and alter a common seal of the University. The Board is also vested with the power to set policy or guidance for the University consistent with State law, these Bylaws, and its function, which is to provide governance oversight of the University's administration and operation.

Section 2. Board Duties. The Board of Regents will perform the following duties:

- (a) Periodically review and keep current the University's mission, not inconsistent with state law;
- (b) Appoint the President, set the President's terms of employment, support the President, annually assess the President's performance based on mutually agreed-upon goals and other criteria, and end the President's appointment subject to the rights, if any, of the President under a contract of employment;
- (c) Reflect its will in the formation of broad University policy rather than engaging in administration;
- (d) Review major changes in the University's academic programs and enterprises consistent with the University's mission and financial resources;
- (e) Approve the annual budget and tuition and fees and regularly monitor the University's financial condition;
- (f) Actively participate in strategies to secure sources of financial support and authorize University officers to accept gifts or bequests subject to any Board guidelines;
- (g) Adopt and modify its bylaws as needed for the government of its members and establish broad policy to guide officers and employees of the University with regard to ethics and conflict of interest;
- (h) Serve as advocates for the University in appropriate matters of public policy and engage with major constituents, as determined appropriate by the Board in consultation with the President and other responsible parties;
- (i) Conduct the Board's business with integrity and with transparency as required by State open records laws; and
- (j) Exercise such other authority required by law and as from time to time it deems appropriate and in accordance with these Bylaws and applicable law.

Article IV. MEETINGS OF THE BOARD OF REGENTS.

Section 1. Annual Meeting. The Board of Regents shall hold an annual meeting of the Board in June or July of each academic year on a date selected each year by the Board. [Source: TSU Bylaws]

Section 2. Regular Meetings. The Board of Regents will generally hold no less than six regular meetings in each Fiscal Year, including the annual meeting, at the times and places selected each year by the Board, which meetings may be conducted in person or virtually as determined by the Chair of the Board. The time and place of conducting a regular meeting may be changed by action of the Board. At such meetings, any business related to the authority of the Board may be discussed and transacted.

Section 3. Special Meetings. A special meeting of the Board of Regents may be called at any time by the Chair of the Board, or in the case of the Chair's absence, disability or refusal to act, by the joint action of two voting members. The Chair or Board Secretary shall cause to be delivered to each Regent written notice of the time and place of each such meeting by regular or electronic mail or similar means at their last known contact information on file with the Secretary, along with a clear statement of the purpose of the special meeting, at least 2 days in advance of such meeting. Such notice may be waived by the Regents in writing, and attendance by a Regent at a special meeting shall be deemed such a waiver. Only those matters reasonably specified in the written call for a special meeting may be the subject of official action at such

special meeting, except by unanimous consent of all voting Regents then in office and consistent with applicable law.

Section 4. Adjourned Meetings. Meetings may be adjourned by the Board of Regents to a different time and place as may be agreed upon by the Board. If less than a quorum is present at a meeting, then a majority of the voting members present may adjourn the meeting from time to time until a quorum is attained.

Section 5. Closed Meetings. Closed meetings, also referred to as executive sessions, may be held for the consideration of Board matters authorized by Missouri law to be determined in a closed meeting. All matters discussed in closed meetings are to be considered confidential, except that such matters can be shared with absent Board members and University officers or senior leaders who have a need to know of the matters. Any such meeting must be approved by the Board in an open meeting, and shall be recorded in the Board minutes and otherwise held in accordance with Chapter 610 of the Revised Missouri Statutes.

Section 6. Notice to Public. The Board Secretary shall give written notice of the date, time, place and tentative agenda of each meeting of the Board of Regents at least 24 hours in advance of such meeting and in a manner that reasonably apprises the public of the meeting, including at a minimum, posting the notice on the Board's official web page. Notice of closed meetings must also include the specific reason for closing the meeting under section 610.012 of the Revised Statutes of Missouri.

Section 7. Notice to Regents. The Chair of the Board or the Board Secretary will cause to be delivered to each Regent and the President a proposed agenda and available, pertinent material, by regular mail, electronic mail or otherwise, not less than two (2) days before any regularly scheduled meeting.

Section 8. Quorum. At least four (4) voting members of the Board of Regents shall constitute a quorum for the transaction of any and all business of the Board. The Regents present at any meeting, if constituting less than a quorum, may adjourn any meeting until such quorum is present.

Section 9. Conduct of Meeting. The Board may conduct any meeting by telephone, video conference call or other communication equipment or virtual method by which all persons participating in the meeting can communicate with each other and hear each other simultaneously. Only members of the Board, the President and those individuals recognized by the Chair or President may address the Board at any meeting of the Board.

Section 10. Action of the Board. Any action by the Board of Regents may be taken by the majority vote of the voting members present at any meeting of the Board when a quorum is present, except that Board action related to the appropriation of moneys requires the majority of all members of the Board to vote.

Section 11. Voting. Voice votes shall generally be taken on all other matters. When taking a voice vote, Regents will be requested to cast their vote orally indicating whether they favor, oppose or abstain from the motion or resolution. When the results of a voice vote indicate that the vote is not unanimous of all Regents voting and abstaining, a roll call vote on the matter shall immediately follow.

Section 12. Minutes. The Board Secretary shall keep the minutes of the meetings of the Board of Regents and shall record in such minutes the date, time and place of the meeting, the members present and absent, and record of the vote on all motions or resolutions coming before the Board. The "ayes" and "nays" of the respective voting Regents shall be entered in the minutes for all actions in which there are dissenting or abstaining votes.

Section 13. Procedure. *Robert's Rules of Order* shall be used by the Board of Regents as guidelines for the conduct of Board meetings, except where those *Rules* conflict with law or these Bylaws. On questions of parliamentary procedure, a decision by the Chair of the Board shall prevail.

Article V. OFFICERS OF THE BOARD OF REGENTS.

Section 1. Officers of the Board. The officers of the Board shall be the Chair and a Vice Chair, and any other additional officers as the Board may deem necessary and appoint by action of the Board.

Section 2. Chair of the Board. The Board of Regents shall elect from its voting members at the annual meeting a Chair of the Board of Regents who shall hold office as Chair for a term of one year or until a successor has been elected. The Chair shall serve as the presiding officer at all meetings of the Board of Regents, serve as a spokesperson for the Board, and shall carry out such duties as may be delegated to the Chair by the Board. The Chair will promptly notify the Governor of the State of Missouri of any Board member vacancies. The individual elected to serve as Chair of the Board shall be deemed as having been elected to serve as President of the Board within the meaning of the revised Statutes of Missouri.

Section 3. Vice Chair of the Board. The Board of Regents shall elect from its voting members at the annual meeting a Vice Chair of the Board of Regents who shall hold office as Vice Chair for a term of one year or until a successor has been elected. The Vice Chair of the Board shall carry out the duties of the Chair of the Board in the Chair's absence or inability to serve for any reason, and shall have other duties as may be assigned by the Board or Chair from time to time. The individual elected as Vice Chair shall be deemed as having been elected to serve as Vice-President of the Board within the meaning of the revised Statutes of Missouri.

Section 4. Board Secretary. The Board of Regents will appoint a Secretary of the Board of Regents, who may but need not be a voting member of the Board. If a voting member of the Board is appointed as Secretary, the Board will elect such member at the annual meeting and the member will serve for a term of one year or until a successor has been elected. Absent a Board appointment of a Secretary, the Board of Regents Liaison shall serve as Board Secretary. The Board Secretary shall attend and keep minutes of all meetings of the Board, shall serve as the custodian of Board records and the seal, and shall have such other duties as may be fixed by the Board. The Board may appoint and define the duties of one or more assistant secretaries of the Board as it deems desirable.

Section 5. Treasurer. The Board of Regents may appoint a Treasurer if it deems such a role to be necessary and desirable, and shall fix the duties and responsibilities of that office. The Board will not appoint one of its members Treasurer. If appointed, the Treasurer shall hold office for a term of one year or until a successor has been elected. Absent a Board appointment of a Treasurer, the Vice President of Finance and Chief Financial Officer of the University, appointed by the President, shall serve as the Treasurer to the Board. The Treasurer shall be responsible for the operating and capital budgets, accounting and auditing, insurance, and such other financial responsibilities required by law, University policy and the President. The Treasurer shall be covered by the indemnity bond purchased by the State of Missouri for treasurers of the public colleges and universities.

Section 6. Vacancies. A vacancy in any of the offices elected or appointed pursuant to this Article may be filled by the Board during a future Board meeting for the unexpired term.

Section 7. Terms. All Board officers shall begin their one-year terms at the first regular meeting of the new fiscal year. All officers of the Board, although elected or appointed for a specific term, shall hold their offices at the pleasure of the Board.

Article VI. COMMITTEES OF THE BOARD OF REGENTS.

Section 1. Appointment of Committees. The Chair of the Board may appoint, subject to approval of the Board, standing or ad hoc committees from time to time as it deems appropriate to discharge its responsibilities. Standing committees may include but not be limited to the following: executive, finance and audit, academic and student affairs, and development.

Section 2. Committee Membership. Membership on committees need not be limited to members of the Board of Regents, provided however that all committee chairs shall be Board members. The Chair of the Board, or Vice Chair as delegated by the Chair, will serve as an ex officio member of all standing committees of the Board. Each committee shall include an officer of the University or administrative staff member designated by the President, to assist with its work.

Section 3. Authority and Role of Committees. Committees shall only have the authority to review matters and report to the Board of Regents on matters to the extent specifically delegated by recorded action of the Board to the committees. Committees need not take formal votes on their proceedings. Committees will function to facilitate Board meetings and duties by engaging in fact-finding, examining and discussing alternatives, and reporting their discussions and/or recommendations to the full Board. Minutes of each committee meeting shall be kept and submitted by the committee chair to the Board Secretary.

Article VII. PRESIDENT OF THE UNIVERSITY.

Section 1. Chief Executive Officer. The President of the University shall be the chief executive officer of the University. The President shall have direct charge of, and be directly responsible to the Board of Regents for, the operation and administration of the University.

Section 2. Attendance at Board Meetings. The President shall attend all meetings of the Board of Regents, unless excused in advance from any such meeting by the Board or Chair.

Section 3. Reports to the Board. The President of the University, at each regular meeting of the Board of Regents, shall report upon the progress, condition, and needs of the University, and recommend such measures as in the President's judgment will promote the University's best interests.

Section 4. Duties and Responsibilities.

(a) The President of the University, as the chief academic officer, shall be responsible to the Board of Regents for the academic programs of the University, the procurement of faculty and staff, the establishment of divisions and departments of instruction within the University; the relationship and coordination of educational activities; and the planning, development, and implementation of research projects.

(b) The President, as the chief executive officer of the University, shall be responsible to the Board of Regents for fiscal, business, and public relations activities of the University; the procurement of staff; the organization and operation of administrative and support departments; the custody and maintenance of records; and the development and continuation of positive relations with constituent groups.

(c) The President will appoint a General Counsel, who shall serve as the chief legal officer of the University and advisor to the Board of Regents regarding University business. The General Counsel shall have such duties and responsibilities as may be assigned by the President and sought by the Board.

(d) The President may appoint other officers as deemed desirable and necessary, and may appoint committees or similar groups of faculty, staff, and/or students as the President deems desirable and necessary to accomplish the duties and responsibilities set forth in this Section.

Article VIII. CONFLICTS OF INTEREST.

Section 1. Conflict of Interest Policy. Board members and members of any Board committees must act in accordance with State law and Board Bylaws and policy regarding conflicts of interest.

Section 2. Definition. Subject to the Board's conflict of interest policy, a Board or Board committee member shall be considered to have a conflict of interest if he or she, or persons or entities with which he or she is affiliated, has a direct or indirect interest that may impair or may reasonably appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the University.

Section 3. Disclosure. Board or Board committee members shall disclose to the Board any actual, apparent, or possible conflict of interest at the earliest practical time. A Board member who has made such a disclosure shall abstain from voting on such matters. Subject to the Board's conflict of interest policy, the Board member may be invited by the Board or committee to participate in the discussion. The Board minutes shall reflect that a disclosure was made and note the Board member's abstention from voting. A Board member who is recused may be counted for purposes of determining the presence of a quorum at the meeting but shall not be counted for purposes of determining the presence of a quorum for the requisite Board action. Every board member shall complete and sign a disclosure form on an annual basis and update that form as promptly as possible following knowledge of conditions that may create a possible conflict of interest.

Article IX. NONDISCRIMINATION.

The University does not discriminate in its educational and employment policies against any person on the basis of gender, race, color, religion, age, disability, sexual orientation, gender identity, national or ethnic origin, veteran status, or any other basis proscribed by federal, state or local law.

Article X. PROTECTION AGAINST PERSONAL LIABILITY.

To the fullest extent authorized or permitted by law, the University shall indemnify and hold harmless all Board members and officers of the University from and against all liabilities and expenses (including legal fees) reasonably incurred in connection with the defense of any action, suit, or other proceeding (whether civil, criminal, administrative, or investigative) to which he or she has been made a party by reason of being or having been in such role, provided he or she acted in good faith and in a manner reasonably believed to be in the best interests of the institution; provided, however, that the University shall not indemnify or hold harmless any Board member and officer of the University whose acts are adjudicated in such action, suit, or proceeding to be the result of gross negligence or willful, wanton or malicious misconduct. These Bylaws shall not exclude or limit any rights or benefits to which any person so indemnified is or may be entitled (A) as a matter of law or statute, (B) by any agreement(s), or (C) through insurance purchased or maintained by the University.

Article XI. REPEAL OR AMENDMENT OF BYLAWS.

These Bylaws may be altered, amended or repealed and new bylaws adopted at any regular meeting of the Board of Regents or at any special meeting of the Board called for such purpose, at which a quorum is present and at least a two-thirds majority of all voting members then in office vote for such change. Provided, however, that proper notice of such action to change the bylaws shall be given in writing not less than seven (7) or more than sixty (60) days before such meeting and shall set forth the proposed alteration, amendment, or new bylaws. These Bylaws supersede all previous bylaws of the Board.

Article XII. ADOPTION OF BYLAWS.

These Bylaws shall be and become effective on the 1st day of November, 2020. All former bylaws of the Board are hereby repealed.

CERTIFICATE OF ADOPTION

I hereby certify that the foregoing Bylaws are a true and correct copy of the bylaws as originally adopted at a meeting of the Board of Regents of Harris-Stowe State University duly held on the 27th day of October, 2020.

Dated this 27th day of October, 2020.



Desiree Peri
General Counsel