

COUNCIL OF TRUSTEES
OF
WEST CHESTER UNIVERSITY OF PENNSYLVANIA
OF
THE STATE SYSTEM OF HIGHER EDUCATION

BY-LAWS AND REGULATIONS

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ARTICLE I -- POWERS AND DUTIES

Section I. Powers and Duties: As delineated in Act 188, Section 2009-A, the powers and duties 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 for 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;
7. To review and approve charges for room and board and other fees **except** student activities fees;
8. To conduct an annual physical inspection of facilities and make recommendations regarding maintenance and construction to the State System of Higher Education;
9. To review and approve all contracts and purchases negotiated or awarded by the President with or without competitive bidding and all contracts for consultations 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 effectuate the powers and duties herein delegated;
12. In accordance with the evaluation procedure established by the Board, each Council shall conduct an evaluation of the President and forward the results of that evaluation with recommendation to the Chancellor for submission to the System of Higher Education.

ARTICLE II -- MEMBERSHIP

As delineated in Act 188, Section 2008-A, the membership of the Council of Trustees shall be as follows:

Section I. Memberships: The Council of Trustees shall consist of eleven (11) members who shall be nominated and appointed by the Governor with the advice and consent of the Senate. At least two (2) members of the eleven (11) member Council shall be alumni of the institution.

Section II. Term: Ten (10) members of each Council shall serve terms of six (6) years respectively until their respective successors are duly appointed and qualified. One (1) member of each Council shall be a full-time undergraduate student, other than freshman, enrolled for at least twelve (12) semester hours at the institution of which he/she is a trustee. The student member shall serve a term of three (3) years or as long as he/she is a full-time undergraduate student in attendance at the institutions of which he/she is a trustee, 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. The student member shall maintain a 2.0 grade-point average.

ARTICLE III -- MEETINGS

As delineated in Act 188, Section 2008-D, the Council of Trustees shall meet at least quarterly. This Article is intended to conform with that specification.

Section I. Regular Meetings: The Council shall hold at least five regular meetings during the months of September through June. Of the regularly scheduled meetings, the final one of the fiscal year shall be the annual meeting. Notice of meeting dates shall be announced no later than August 15th of that year. If for any reason a regular meeting is canceled, it shall be rescheduled in the next available open month.

Section II. Annual Meeting: Of the regularly scheduled meetings, the last one scheduled shall be the annual meeting. In addition to other business that may come before the Council, the officers of the Council for the following year shall be elected.

Section III. Special Meetings: In accordance with Act 188, Section 2000-D, special meetings may be called by the Chairperson of the Council, the President of the

University, or upon the request of three (3) members of the Council. No business other than that recited in the call and agenda shall come before the Council at special meetings.

Section IV. Notice of Meetings: All meetings of the Council, whether regular or special, shall be preceded by the following notice:

- a) The Secretary of the Council shall provide a written notice of each regular meeting. This notice shall be mailed to each member of the Council and postmarked no later than seven (7) days prior to the meeting;
- b) Notice of regular meetings will include the time and place of the meeting, the agenda and all written material pertaining to agenda items;
- c) The Secretary of the Council annually shall notify the student newspaper of the schedule of regular meetings and shall have notices of regular meetings posted on appropriate campus bulletin boards;
- d) In the case of special meetings, notice of the meeting specifying the reason for the meeting and an agenda may be delivered orally or in writing. If notice is given in writing, it shall be delivered or postmarked no less than five (5) days prior to the meeting. If notice is give orally, it shall be given no less than two (2) days prior to the meeting. The call for the meeting, whether written or oral, shall state the business of the meeting, the agenda, and shall state the date, time and place of the meeting.

Section V. Minutes: Minutes of each meeting shall be kept and sent to each member of the Council following each meeting of the Council. The minutes of any meeting shall be reviewed, amended if necessary, and approved at the next Council meeting.

Section VI. Time and Place of Meetings: Meetings of the Council shall be held at a prescribed time at a place agreed upon by the Chairperson and the President in the annual list of regular meetings.

ARTICLE IV -- QUORUM

In accordance with Act 188, Section 2008-D, a quorum consists of six (6) members of the Council. The Council shall not convene for any business at either a regular or special meeting until and unless a quorum is present.

ARTICLE V -- OFFICERS

Section I. Officers: The officers of the Council shall be Chairperson, Vice-Chairperson and Secretary.

Section II. Election: The officers of the Council shall be elected for a two-year term at the annual meeting of the Council and shall perform the duties assigned to such officers.

They hold office until successors are legally elected. They shall be nominated by a nominating committee appointed by the Chairperson of the Council at the meeting preceding the annual meeting. Nominations may be made from the floor.

Section III. Duties: The Chairperson shall, call, convene and conduct all meetings. The Vice-Chair shall act in the absence of or at the request of the Chairperson with regard to regular meetings. The Secretary shall perform those duties prescribed in these By-laws.

Section IV. Vacancies: In the event of a vacancy of the Chairperson or Vice-Chairperson, the next officer in line shall complete that officer's term of office in an acting capacity. On the event of a vacancy of the Secretary, the Chairperson (or Acting Chairperson) shall designate a member of the Council to serve as Acting Secretary. A vacancy will occur upon the resignation or death of an officer of the Council.

ARTICLE VI -- COMMITTEES

Section I. Executive Committee: This committee shall consist of the Chairperson of the Council and the Chairpersons of the Standing Committees. The Chairperson of the Council shall be the Chairperson 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. The purpose of this committee shall be to serve as a review board for the President of the University and to act on behalf of the entire Council on extremely urgent matters. All actions of the committee shall be official; however, they will be subject to final approval of the Council at the next regular Council meeting.

Section II. Standing Committees are as follows:

1. Finance and Administration – This committee shall consist of a minimum of two (2) members appointed by the Chairperson of the Council. The Chairperson of this committee shall be elected by the members of said committee. The purpose of this committee is (a) to review and approve the recommendations of the President pertaining to annual operating and capital budget requirements for forwarding to the Council; (b) to review and approve charges for room and board and other fees **except** student activity fees for forwarding to the Council; (c) to establish investment policies and to direct the investments of the Philips Fund through the financial institution designated as trustee; (d) to provide broad oversight and guidance for human and labor relations.
2. Academic and Student Affairs -- This committee shall consist of a minimum of two (2) members of the Council and the student member of the Council of Trustees appointed by the Chairperson of the Council. The Chairperson of this committee shall be elected by the members of said committee. The purpose of this committee is to

review and recommend to the Council actions of the President regarding standards for admission and retention, awarding of degrees and academic programs, policies and organization, non-academic campus affairs and matters of campus discipline.

3. University Affairs –This committee shall consist of a minimum of two (2) members of the Council appointed by the Chairperson of the Council. The Chairperson of this committee shall be elected by members of said committee. The purpose of this committee is to review and recommend to the Council actions of the President regarding private sector support and the public image of the University and offer broad oversight and guidance for the implementation of diversity, equity, and inclusion initiatives.

Section III. Ex-Officio Members: The Chairperson and the President shall be ex-official members of each standing committee without vote. The Chairperson may appointment appropriate members to serve ex-officio (without vote) on committees to facilitate their work.

Section IV. Time of Meetings: All standing committees will meet on the day of the regularly scheduled business meeting prior to the council meeting. The committee chairpersons can call additional meetings at their discretion.

Section V. Powers and Duties of Committees: In addition of the duties specified in Section II of this Article, committees shall have the authority to undertake studies and fact-finding and to make recommendations they deem appropriate within the purview of their charges as specified in Section II of this Article. The Finance and Administration Committee shall act for the Council on matters of immediate concern and regular contracts and purchases negotiated by the President with or without competitive bidding and all contracts for consultative services entered by the President.

Section VI. Special Committees: The Chairperson of the Council shall appoint special committees which the Council shall from time-to-time deem appropriate.

ARTICLE VII -- LIAISON PERSONS TO CONSTITUENCIES

Section I. Liaisons to Constituencies: The person or persons named to the following constituencies shall represent the Council of Trustees on invitation from the campus constituent. Following such a meeting, the Council of Trustees shall report to the members of the Council at its next regular Council meeting. Appointments shall be made to AFSCME, ALUMNI, APSCUF, FACULTY SENATE, SSI, AND PACT.

ARTICLE VIII -- ORDER OF BUSINESS

Section I. Regular Meetings: *The order of business of the regular meetings of the Council of Trustees unless changed by the unanimous consent of those present shall be as follows:*

- 1. Call to Order*
- 2. Approval of the Minutes of the previous meeting as distributed to the Council of Trustees*
- 3. Public Comment (Limit of Ten Minutes)*
- 4. Report of the Council Chairperson*
 - a. Report on SGA and Student Related Activities*
- 5. Reports of the University President and Cabinet*
- 6. Report of the Executive Committee*
- 7. Reports of Standing Committees*
- 8. Reports of Special Committees*
- 9. Reports of Liaison Persons to Constituencies*
- 10. Old Business*
- 11. New Business*
- 12. Adjournment*

ARTICLE IX -- RULES AND REGULATIONS

Section I. Form of Minutes: *The Minutes to be maintained by the Council of its regular, special and committee meetings shall perform these functions:*

- 1. Give date, time and place of meeting and name of presiding officer;*
- 2. List the members present, giving titles of officers;*
- 3. Record the action of the body upon the minutes of last meeting;*
- 4. Record the actions of the body upon the various topics coming to their attention in the sequence the materials were presented.*

Section II. Certified Copy of Minutes: An approved copy of the minutes of each meeting shall be sent to the Chancellor as promptly as possible after their approval by the Council.

Section III. Files: In order that files may be conveniently kept, copies of all minutes of all meetings shall be prepared on uniform size (8 1/2 x 11) white paper consecutive paginated throughout the year for ready reference.

Section IV. By-laws Changed: These by-laws may be changed by a majority vote of the Council provided each member of the Council has received a copy of the proposed changes at least seven days prior to the next regular meeting at which time the vote on the changed by-laws shall be taken.

Section V. Roberts Rules: At any properly convened meeting of the Council, its business shall be conducted according the Roberts Rules of Order. A majority vote of all present and eligible to vote shall be sufficient to act unless otherwise specified in Roberts Rules Revised Edition.

Section VI. Act 84 of 1986: These meetings are in conformity with Act 84 of 1986 also popularly known as the “Sunshine Law.”

ARTICLE X -- HEAD OF THE INSTITUTION

1. Section I. The President: The University President is the institution’s chief executive officer and ex-officio, non-voting member of the Council of Trustees and of all Council committees. 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 may advise the Council, expressing opinions and attempting to persuade the Council to new policies. The President is charged with supplying the Council with sufficient information for its decision-making. Said information should be complete, accurate and timely. In academic matters, it should include the advice of University faculty. The President should call upon the Trustees for objective counseling and advice when acting for the Council. The President is expected to adhere faithfully to the Council’s policies.

Revised January 30, 2020